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Draft Red Herring Prospectus

Dated: September 26, 2024

100% Book Building Offer

Please read Section 26 and 32 of Companies Act, 2013

## RADIANT INNOVATIVE MANUFACTURING LIMITED

CIN: U74899DL1988PLC032685

REGISTERED OFFICE		CORPORATE OFFICE	CONTACT PERSON	EMAIL & TELEPHONE	WEBSITE
Unit No. 412-413, Best Business Park, Plot No. P-2, Netaji Subhash Place, New Delhi- 110034, India		N.A.	Ms. Himanshi Saluja Company Secretary & Compliance Officer	<a href="mailto:investors@radiantiml.com">investors@radiantiml.com</a> & 011-45952200	<a href="http://www.radiantiml.com">www.radiantiml.com</a>
NAME OF PROMOTER(S) OF THE COMPANY					
MR. NITIN BAHL AND MR. NALIN BAHL					
DETAILS OF OFFER TO PUBLIC, PROMOTERS/ SELLING SHAREHOLDERS					
Type	Fresh Issue Size (By Number of Shares)	OFS* Size (By Number of Shares)	Total Issue Size (By Number of Shares)	Eligibility & Share Reservation among NII & RII	
Fresh Issue	46,26,000 Equity Shares of Face Value of Rs.10/- each aggregating up to Rs. [●] lakhs	6,00,000 Equity Shares of Face Value of Rs.10/- each aggregating up to Rs. [●] lakhs	52,26,000 Equity Shares of Face Value of Rs. 10/- each aggregating up to Rs. [●] lakhs.	The Offer is being made pursuant to Regulation 229(2) of SEBI (ICDR) Regulations. For details of Share reservation among QIBs, NIIs and RIIs, see "Issue Structure" beginning on page 319.	
*OFS: Offer for Sale					
Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders (up to maximum of 10 shareholders)					
Name	Type	No. of shares offered/ Amount in Rs.	WACA in Rs. Per Equity Shares		
Mr. Nalin Bahl	Promoter	6,00,000 Equity Shares	7.48		
P: Promoter, PG: Promoter Group, OSS: Other Selling Shareholders, WACA: Weighted Average Cost of Acquisition on fully diluted basis					
RISKS IN RELATION TO THE FIRST ISSUE					
This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of our Equity Shares is ₹10/- each and the Floor Price and Cap Price are [●] times and [●] times of the face value of the Equity Shares, respectively. The Floor Price, Cap Price and Issue Price (determined and justified by our Company in consultation with the Book Running Lead Manager as stated in "Basis for Issue Price" on page 96 of this Draft Red Herring Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.					
GENERAL RISK					
Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 23 of this Draft Red Herring Prospectus.					
ISSUER'S ABSOLUTE RESPONSIBILITY					
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue which is material in the context of this Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.					
LISTING					
The Equity Shares of our Company offered through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated [●] from BSE Limited for using its name in the Draft Red Herring Prospectus for listing of our shares on the SME Platform of BSE Limited. For the purpose of this Issue, BSE Limited shall be the Designated Stock Exchange.					
BOOK RUNNING LEAD MANAGER TO THE ISSUE			REGISTRAR TO THE ISSUE		
<b>Narnolia®</b>					
NARNOLIA FINANCIAL SERVICES LIMITED			SKYLINE FINANCIAL SERVICES PRIVATE LIMITED		
Address: 201, 2nd Floor, Marble Arch, 236 B A.J.C Bose Road, Kolkata, West Bengal- 700020, India			Address: D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020		
Telephone: 033- 40501500; +91- 8130678743			Telephone: +91-11-40450193-97, Fax No: +91-11-26812683		
Email: <a href="mailto:pankaj.passi@narnolia.com">pankaj.passi@narnolia.com</a> ; <a href="mailto:ipo@narnolia.com">ipo@narnolia.com</a>			Email: <a href="mailto:compliances@skylinerta.com">compliances@skylinerta.com</a>		
Website: <a href="http://www.narnolia.com">www.narnolia.com</a>			Website: <a href="http://www.skylinerta.com">www.skylinerta.com</a> ;		
Contact Person: Mr. Pankaj Pasi			Contact Person: Mr. Pawan Bisht		
SEBI Registration Number: INM000010791			SEBI Registration Number: INR000003241		
CIN: U51909WB1995PLC072876			CIN: U74899DL1995PTC071324		
BID/ISSUE PERIOD					
Anchor Bid opens on: [●]*		Bid/ Issue open on: [●]		Bid/ Issue Closes on: [●]	
*Our Company in consultation with the BRLM, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one working day prior to the Issue Opening Date.					

**RADIANT INNOVATIVE MANUFACTURING LIMITED**
**CIN: U74899DL1988PLC032685**

Our Company was originally incorporated on August 05, 1988 as a Private Limited Company as “Radiant Polymers Private Limited” vide Registration No. 032685 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Delhi & Haryana. Subsequently, pursuant to a special resolution passed by the Shareholders at their Extra Ordinary General Meeting held on March 18, 2024, name of our company was changed to “Radiant Polymers Private Limited” to “Radiant Innovative Manufacturing Private Limited” and a Fresh Certificate of Incorporation was issued on May 27, 2024 by the Registrar of Companies, Central Processing Center. Further, pursuant to a special resolution passed by the Shareholders at their Extra Ordinary General Meeting held on March 18, 2024, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to “Radiant Innovative Manufacturing Limited” and a Fresh Certificate of Incorporation consequent to Conversion was issued on July 15, 2024 by the Registrar of Companies, Central Processing Center. As on the date of this Draft Red Herring Prospectus, The Corporate Identification Number of our Company is U74899DL1988PLC032685.

**Registered Office:** Unit No. 412-413, Best Business Park, Plot No. P-2, Netaji Subhash Place, New Delhi- 110034, India

**Tel:** 011-45952200, **Fax:** N.A., **Website:** [www.radiantiml.com](http://www.radiantiml.com); **E-mail:** [investors@radiantiml.com](mailto:investors@radiantiml.com)
**Company Secretary and Compliance Officer:** Ms. Himanshi Saluja

**OUR PROMOTERS: MR. NITIN BAHL AND MR. NALIN BAHL**
**THE ISSUE**

**INITIAL PUBLIC OFFERING UP TO 52,26,000 EQUITY SHARES OF RS. 10/- EACH (“EQUITY SHARES”) OF RADIANT INNOVATIVE MANUFACTURING LIMITED (“RIML” OR THE “COMPANY”) FOR CASH AT A PRICE OF RS. [●]/- PER EQUITY SHARE (THE “ISSUE PRICE”), AGGREGATING TO RS. [●] LAKHS (“THE ISSUE”), COMPRISING A FRESH ISSUE OF UP TO 46,26,000 EQUITY SHARES AGGREGATING TO RS. [●] LAKHS BY OUR COMPANY (“FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO 6,00,000 EQUITY SHARES BY MR. NALIN BAHL (“THE PROMOTER” OR “SELLING SHAREHOLDERS”) AGGREGATING TO RS. [●] LAKHS (“OFFER FOR SALE”). OUT OF THE ISSUE, 2,61,600 EQUITY SHARES AGGREGATING TO RS. [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 49,64,400 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT AN ISSUE PRICE OF RS. [●]/- PER EQUITY SHARE AGGREGATING TO RS. [●] LAKHS IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.33% AND 25.02%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**THE FACE VALUE OF THE EQUITY SHARES IS RS.10/- EACH AND THE FLOOR PRICE AND CAP PRICE ARE [●] TIMES AND [●] TIMES OF THE FACE VALUE OF THE EQUITY SHARES, RESPECTIVELY.**

The price band and the minimum bid lot will be decided by our company, in consultation with the book running lead manager and will be advertised in all editions of [●] (which are widely circulated English daily newspaper) and all editions of [●] (which are widely Hindi daily newspaper), Hindi being regional language of Delhi, where our registered office is located), at least two working days prior to the bid/ offer opening date and shall be made available to BSE Limited (“BSE”, “stock exchange”) for the purpose of uploading on their respective website.

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Portion”), provided that our Company in consultation with the BRLM may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis (“Anchor Investor Portion”). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (“Net QIB Portion”). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net 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 Issue Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Issue Price. All Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilising the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective ASBA Account (as defined hereinafter) 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, see “Issue Procedure” on page 287.

**RISKS IN RELATION TO FIRST ISSUE**

This being the first public issue of our Company, there has been no formal market for our Equity Shares. The face value of the Equity Shares of our Company is Rs.10/-. The Issue Price, Floor Price or the Price band as stated under the chapter titled “Basis for the Issue Price” beginning on page 96 of this Draft Red Herring Prospectus should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page 23 of this Draft Red Herring Prospectus.

**ISSUER’S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares of our Company offered through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated [●] from BSE Limited for using its name in the Draft Red Herring Prospectus for listing of our shares on the SME Platform of BSE Limited. For the purpose of this Issue, BSE Limited shall be the Designated Stock Exchange.

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**
**REGISTRAR TO THE ISSUE**


**NARNOLIA FINANCIAL SERVICES LIMITED**
**SKYLINE FINANCIAL SERVICES PRIVATE LIMITED**
**Address:** 201, 2nd Floor, Marble Arch, 236 B A.J.C Bose Road, Kolkata, West Bengal- 700020, India

**Address:** D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020

**Telephone:** 033- 40501500; +91- 8130678743

**Telephone:** +91-11-40450193-97, **Fax No:** +91-11-26812683

**Email:** [pankaj.passi@narnolia.com](mailto:pankaj.passi@narnolia.com) ; [ipo@narnolia.com](mailto:ipo@narnolia.com)
**Email:** [compliances@skylinerta.com](mailto:compliances@skylinerta.com)
**Website:** [www.narnolia.com](http://www.narnolia.com)
**Website:** [www.skylinerta.com](http://www.skylinerta.com);

**Contact Person:** Mr. Pankaj Pasi

**Contact Person:** Mr. Pawan Bisht

**SEBI Registration Number:** INM000010791

**SEBI Registration Number:** INR000003241

**CIN:** U51909WB1995PLC072876

**CIN:** U74899DL1995PTC071324

**BID/ISSUE PERIOD**
**Anchor Bid opens on:** [●]\*

**Bid/ Issue open on:** [●]

**Bid/ Issue Closes on:** [●]

\*Our Company in consultation with the BRLM, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one working day prior to the Issue Opening Date

***THIS PAGE HAS BEEN LEFT BLANK PURSUANT TO SCHEDULE VI OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.***

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

*Unless the context otherwise indicates, requires or implies, the following terms shall have the following meanings in this Draft Red Herring Prospectus. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments, modifications or re-enactments notified thereto.*

*Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “Statement of Special Tax Benefits”, “Industry Overview”, “Key Industry Regulations and Policies”, “Financial Statements”, “Outstanding Litigation and Other Material Developments”, will have the meaning ascribed to such terms in these respective sections.*

*In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.*

*The words and expressions used but not defined in this Draft 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 (“SEBI Act”), the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder, as applicable.*

#### General Terms

Term	Description
“Radiant” –or– “We” or –“us” or –“our Company” or– “the Issuer” – or – “Company”	Unless the context otherwise requires, refers to Radiant Innovative Manufacturing Limited, a company incorporated under the Companies Act, 1956, bearing Corporate Identification Number U74899DL1988PLC032685 and having registered office at Unit No. 412-413, Best Business Park, Plot No. P-2, Netaji Subhash Place, New Delhi-110034, India
“we”, “us” or “our”	Unless the context otherwise indicates or implies, refers to our Company.
“you”, “your”, or “yours”	Prospective Investor in this issue

#### Company Related Terms

Terms	Description
Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Radiant Innovative Manufacturing Limited, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled – Our Management on page 176 of this Draft Red Herring Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company, being Deloitte Haskins & Sells LLP, having FRN 117366W/W-100018.
Board of Directors / Board/ Director(s)	The Board of Directors of Radiant Innovative Manufacturing Limited, including all duly Constituted Committees thereof.
Central Registration Centre (CRC)	It’s an initiative of Ministry of Corporate Affairs (MCA) in Government Process Re-engineering (GPR) with the specific objective of providing speedy incorporation related services in line with global best practices. For more details please refer <a href="http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html">http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html</a>
Companies Act	The Companies Act, 2013
Chief Financial Officer	The Chief Financial Officer of our Company being Mr. Jitendra Kumar Mallick.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Ms. Himanshi Saluja.
Depositories Act	The Depositories Act, 1956, as amended from time to time.
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof.

Equity Shareholders	Persons holding equity shares of our Company.
Group Companies or Group Entities	In terms of SEBI ICDR Regulations, the term “Group Companies” includes companies (other than promoters and subsidiary) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and any other companies as considered material by our Board, in accordance with the Materiality Policy, as described in “Our Group Companies” on page 195 this Draft Red Herring Prospectus.
HUF	Hindu Undivided Family.
Independent Director	A Non- executive, Independent Director as per the Companies Act, 2013 and the Listing Regulations.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISIN	International Securities Identification Number, in this case being INE007Z01022.
Key Managerial Personnel /Key Managerial Employees	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 176 of this Draft Red Herring Prospectus.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Radiant Innovative Manufacturing Limited.
Non-Residents	A person resident outside India, as defined under FEMA.
Nomination and Remuneration Committee	The committee of the Board of Directors constituted as the Company’s Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled “Our Management” on page 176 of this Draft Red Herring Prospectus.
NRI / Non-Resident Indians	An Individual resident outside India, as defined under FEMA and who is a citizen of India, or a Person of Indian Origin as defined under FEMA.
Peer Review Auditor	Peer Review Auditor having a valid Peer Review certificate No. 014324 in our case being M/s B Chhawchharia & Co., Chartered Accountants (FRN: 305123E) having their office at 8A & 8B, Satyam Towers, 3, Alipore Road, Kolkata- 700027
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoters or Our Promoters	Mr. Nalin Bahl and Mr. Nitin Bahl
Promoters Group	The companies, individuals and entities (other than companies) as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018, which is provided in the chapter titled “Our Promoters Group”. For further details refer page 194 of this Draft Red Herring Prospectus.
Registered Office	The Registered office of our company which is located at Unit No. 412-413, Best Business Park, Plot No. P-2, Netaji Subhash Place, New Delhi- 110034, India
Restated Financial Statements	The Restated Financial statements of our Company, which comprises the restated statement of Assets and Liabilities for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 and the restated statements of profit and loss and the restated cash flows for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 of our Company prepared in accordance with Ind AS and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
ROC	Registrar of Companies, Delhi
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.

SEBI (LODR) Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI (Takeover) Regulations or SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted as the Company's Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled "Our Management" on page 176 of this Draft Red Herring Prospectus.
Stock Exchange/ Exchanges	Unless the context requires otherwise, refers to, the SME Platform of BSE Limited.
Subscribers to MOA	Initial Subscribers to the MOA & AOA being Mr. Om Prakash Bahl, Mr. Nalin Bahl, Mr. Naresh Chand Jain, Ms. Madhu Jain, Mr. Mange Lal Rustogi, and Mr. Kumud Jayee.

## Issue Related Terms

Terms	Description
Abridged Prospectus	Abridged Prospectus to be issued as per SEBI ICDR Regulations and appended to the Application Form.
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
Allocation Note	Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	The successful applicant to whom the Equity Shares are being / have been allotted.
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 Draft Red Herring Prospectus/ Red Herring Prospectus and who has Bid for an amount of at least Rs. 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Draft Red Herring Prospectus/ 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 Draft Red Herring Prospectus/ Red Herring Prospectus and the Prospectus.
Anchor Investor Bidding Date	The day, being 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 Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Draft Red Herring Prospectus/ 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 BRLM.
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out of which one third shall be reserved

	for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Applicant/ Investor	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
ASBA/ Application Supported by Blocked Amount.	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained with an SCSB and specified in the Application Form which will be blocked by such SCSB or account of the RIIs blocked upon acceptance of UPI Mandate request by RIIs using the UPI mechanism to the extent of the appropriate Bid / Application Amount in relation to a Bid / Application by an ASBA Applicant.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad, Hyderabad, Pune, Baroda and Surat.
ASBA Investor/ASBA applicant	Any prospective investor(s)/applicants(s) in this Issue who apply(ies) through the ASBA process.
Banker(s) to the Issue/ Public Issue Bank/ Refund Banker.	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being [●].
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the issue and which is described under chapter titled “Issue Procedure” beginning on page 287 of this Draft Red Herring Prospectus.
Bid	An indication to make an Offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of a Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus and the Bid cum Application Form.
Bidder	Any investor who makes a Bid pursuant to the terms of the Draft Red Herring Prospectus/ Red Herring Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, includes an Anchor Investor.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid
Bid cum Application Form	Anchor Investor application form or ASBA form (with and without the use of UPI, as may be applicable), whether physical or electronic, which will be considered as the application for Allotment in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Bidding/Collection Centres	Centres at which the Designated intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.



Book Building Process	The book building process, as described in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue will be made
Book Running Lead Manager or BRLM/ LM	The book running lead manager or the lead manager to the Issue, namely Narnolia Financial Services Limited.
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to Anchor investors indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the designated stock exchange.
Cap Price	The higher end of the Price Band, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be atleast 105% of the Floor Price.
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 Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 Issued by SEBI.
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which relevant amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of RIIs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Draft Red Herring Prospectus following which Equity Shares will be Allotted in the Offer.
Designated Intermediaries/ Collecting Agent	In relation to ASBA Forms submitted by RIIs authorizing an SCSB to block the Application Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall mean syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs and NIBs, Designated Intermediaries shall mean SCSBs, syndicate members, sub- syndicate members, Registered Brokers, CDPs and RTAs.
Designated Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.bsesme.com">www.bsesme.com</a> .
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at Intermediaries [ <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ] or at such other website as may be prescribed by SEBI from time to time.

Designated Stock Exchange	SME Platform of BSE Limited. (BSE SME)
Draft Red Herring Prospectus	This Draft Red Herring Prospectus dated September 26, 2024, issued in accordance with Section 26 and 32 of the Companies Act, 2013 and the SEBI (ICDR) Regulations and filed with BSE SME for obtaining In- Principle Approval.
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
SME Platform of BSE Limited (BSE)	The SME Platform of BSE Limited (BSE) for listing equity shares offered under Chapter IX of the SEBI (ICDR) Regulation which was approved by SEBI as an SME Exchange.
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 Applicant	The applicant whose name appears first in the Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalized and below which no Bids will be accepted.
General Information Document / GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and certain other amendments to applicable laws and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 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 and included in the chapter “Issue Procedure” on page no. 287 of this Draft Red Herring Prospectus.
Issue/ Issue Size/ Initial Public Offer/Initial PublicOffering/ IPO	Initial Public Offering up to 52,26,000 equity shares of Rs. 10/- each (“Equity Shares”) of Radiant Innovative Manufacturing Limited (“RIML” or “Company”) For cash at a price of Rs. [●]/- per equity share (“Issue Price”), Aggregating to Rs. [●] Lakhs (“The Offer”), comprising a fresh issue of up to 46,26,000 Equity Shares Aggregating to Rs. [●] Lakhs by our company (“Fresh Issue”) and an offer for sale of up to 6,00,000 equity shares by Mr. Nalin Bahl, (“the Promoter” or “Selling Shareholder”) aggregating to Rs. [●] Lakhs (“Offer for Sale”).
Issue Agreement/ Memorandum of Understanding (MOU)	The agreement/MOU dated September 23, 2024 between our Company and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which Issue closes for subscription i.e. [●]
Issue Opening Date	The date on which Issue opens for subscription i.e. [●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective investors may submit their application.
Issue Price	The final price at which Equity Shares will be Allotted to successful ASBA Bidders in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus which will be decided by our Company in consultation with the BRLM, on the Pricing Date, in accordance with the Book-Building Process and in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price, which will be decided by our Company in consultation with the BRLM, on the Pricing Date, in accordance with the Book-Building Process and in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus.
Issue Proceeds	Proceeds from the Issue will be, being Rs. [●] Lakhs.
KPI	Key Performance Indicator
Listing Agreement	The equity listing agreement to be signed between our Company and BSE Limited.

Market Maker	Market Makers appointed by our Company from time-to-time [●] having SEBI registration number [●] who have agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Agreement entered into between the BRLM, Market Maker and our Company dated [●].
Market Maker Reservation	The Reserved Portion of 2,61,600 equity shares of face value of Rs.10/- each fully paid for cash at a price of Rs. [●]/- per equity share aggregating Rs. [●] Lakh for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue/ Offer	The Issue (excluding the Market Maker Reservation Portion) of 49,64,400 Equity Shares of Rs.10/- each of Issuer at Rs. [●]/- (including share premium of Rs. [●]/- per equity share aggregating to Rs. [●]/- Lakhs.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled “Objects of the Issue” beginning on page 79 of this Draft Red Herring Prospectus.
Non-Institutional Applicants	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have applied for Equity Shares for an amount more than Rs. 2,00,000.
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under FEMA. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through ECS / NECS, Direct Credit, RTGS or NEFT, as applicable.
Price Band	The price band ranging from the Floor Price of Rs. [●] per Equity Share to the Cap Price of Rs. [●] per Equity Share, including any revisions thereto. The Price Band and minimum Bid Lot, as decided by our Company in consultation with the BRLM, will be advertised in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being regional language of Delhi, where our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
Pricing Date	The date on which our Company, in consultation with the BRLM, will finalise the Offer Price.
Prospectus	The Prospectus to be filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	Account opened with the Banker to the Issue/Public Issue Bank i.e. [●] by our Company to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Institutional Buyers / QIBs	As defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 4A of the Companies Act, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority,

	provident fund with minimum corpus of Rs. 2,500 Lakh, pension fund with minimum corpus of Rs. 2,500 Lakh, NIF and insurance funds set up and managed by army, navy or air force of the Union of India, Insurance funds set up and managed by the Department of Posts, India.
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 Offer Price and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three days before the Bid/Offer Opening Date.
Refund Account	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Refund Bank	The bank(s) which is/are clearing members and registered with SEBI as Banker(s) to the Issue, at which the Refund Account for the Issue will be opened in case listing of the Equity Shares does not occur, in this case being [●].
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable
Registrar/ Registrar to the Offer	Registrar to the Offer being Skyline Financial Services Limited. For more information, please refer “General Information” on page 53 of this Draft Red Herring Prospectus.
Registrar Agreement	The agreement dated September 23, 2024 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	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs. 2,00,000.
Revision Form	The form used by the Applicants to modify the quantity of the Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s). QIBs and Non-Institutional Investors are not allowed to withdraw or lower their Application Amounts (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can withdraw or revise their Application until Offer Closing Date).
SCSB	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html</a> or at such other website as may be prescribed by SEBI from time to time.
Selling Shareholder	The Selling Shareholder is Mr. Nalin Bahl.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI. In this case being [●].
Underwriter	Underwriter to this Issue is Narnolia Financial Services Limited.
Underwriting Agreement	The agreement dated September 23, 2024 entered into between Narnolia Financial Services Limited and our Company.
UPI/ Unified Payments Interface	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person’s bank a/c

<b>Working Days</b>	<p>In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in the city as specified in this Draft Red Herring Prospectus are open for business.</p> <ol style="list-style-type: none"> <li>1. However, in respect of announcement of price band and bid/ Offer period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Draft Red Herring Prospectus are open for business.</li> <li>2. In respect to the time period between the bid/ Offer closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the stock exchange, excluding Sundays and bank holidays in accordance with circular issued by SEBI.</li> </ol>
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### Conventional Terms / General Terms / Abbreviations

Abbreviation	Full Form
“₹” or “Rs.” or “Rupees” or “INR”	Indian Rupees, the official currency of the Republic of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
BIS	Bureau of Indian Standards
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CEO	Chief Executive Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
DCS	Distributed Control System
DGFT	Directorate General of Foreign Trade
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EMDEs	Emerging Markets and Developing Economies
EPS	Earnings Per Share
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the Rules and Regulations framed there under
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 Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 and as amended thereunder.
FIPB	Foreign Investment Promotion Board
F&NG	Father and Natural Guardian
FY / Fiscal/Financial Year	Period of twelve months ended on March 31 of that particular year, unless otherwise stated

GDP	Gross Domestic Product
GoI/Government	Government of India
GST	Goods and Service Tax
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICSI	Institute of Company Secretaries of India
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NGT	National Green Tribunal
NPV	Net Present Value
NRE Account	Non-Resident External Account
NRIs	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
BSE	BSE Limited (BSE)
BSE	Bombay stock Exchange of India
BSE SME	SME Platform of BSE
OCB	Overseas Corporate Bodies
OSP	Other Service Provider
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PCB	Pollution Control Board
PSU	Public Sector Undertaking
QA/QC	Quality Assurance / Quality Control
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
Bn	Billion
Rs.	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
RERA	Real Estate Regulatory Authority
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
Selling Shareholder	Mr. Nalin Bahl.
SPV	Special Purpose Vehicle
STT	Securities Transaction Tax
Super Area	The built-up area added to share of common areas which includes staircases, reception, lift shafts, lobbies, club houses and so on
TPDS	Targeted Public Distribution System
US/United States	United States of America

USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
UPI/ Unified Payments Interface	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number 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/P/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	The request initiated by the Sponsor Bank and received by an RII using the UPI Mechanism to authorize blocking of funds on the UPI mobile or other application equivalent to the Bd Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by a RIB to make an application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018S
UPI PIN	Password to authenticate UPI transaction
VCF / Venture Capital Fund	Venture Capital Funds (as defined under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012) registered with SEBI under applicable laws in India.
WEO	World Economic Outlook

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 (the "SEBI Act"), the SCRA, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Depositories Act and the rules and regulations made thereunder.

### Industry Related Terms

Term	Full Form
4WD	Four-wheel drive
AISI	American Iron and Steel Institute
CNC	Computer numerical control
CV	Constant velocity
Direct Exports	Export sales from Indian locations directly to overseas customers
EEPC	Engineering Export Promotion Council

EPIP	Export Promotion Industrial Park
EPCG	Export Promotion Capital Goods
ERP	Enterprise resource planning
FIFO	First-in-first-out
EN8D	Engineering Steel Plate
OEM	Original Equipment Manufacturer
IFS	Independent Front Suspension
ISO	International Organization for Standardization
PTO	Power take-offs
LPM	Lumped Parameter Model
SEZ	Special Economic Zone

*Notwithstanding the foregoing:*

1. *In the section titled “Main Provisions of the Articles of Association” beginning on page number 323 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
2. *In the chapters titled “Summary of Offer Documents” and “Our Business” beginning on page numbers 17 and 105 respectively, of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
3. *In the section titled “Risk Factors” beginning on page number 23 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
4. *In the chapter titled “Statement of Tax Benefits” beginning on page number 104 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
5. *In the chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page number 242 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section.*

***This space has been left blank intentionally.***



## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

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

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

### Financial Data

Unless stated otherwise, the financial data included in this Draft Red Herring Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Ind AS and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled “Financial Statements”, as Restated ‘beginning on page 198 this Draft Red Herring Prospectus.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

There are significant differences between Ind AS, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, to what extent, the financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Ind AS. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Any percentage amounts, as set forth in “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Ind AS and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled “Financial Statements”, as Restated beginning on page 198 of this Draft Red Herring Prospectus.

### Currency and units of presentation

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

### Industry and Market Data

Unless stated otherwise, industry data used throughout the Draft Red Herring Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although our Company believes that industry data used in the Draft Red Herring Prospectus is reliable, it

has not been independently verified. Further, the extent to which the industry and market data presented in the Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

*This space has been left blank intentionally.*

## FORWARD LOOKING STATEMENTS

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

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

- termination of strategic partnership with Fuji Electronic Industries Co. Ltd;
- any adverse outcome in the legal proceedings in which we are involved;
- dependency upon our top customer and supplier who contributes majority to our business;
- general economic and business conditions in the markets in which we operate and in the local, regional and national and international economies;
- adverse natural calamities having significant impact on regions where we are having projects under implementation;
- impact of Covid 19 pandemic or any future pandemic;
- our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
- our ability to respond to technological changes;
- our ability to attract and retain qualified personnel;
- potential mergers, acquisitions restructurings and increased competition;
- market fluctuations and industry dynamics beyond our control;
- changes in the competition landscape;
- our ability to finance our business growth and obtain financing on favourable terms;
- our ability to manage our growth effectively;
- changes in laws and regulations relating to the industry in which we operate changes in government policies and regulatory actions that apply to or affect our business; and
- developments affecting the Indian economy;
- volatility of loan interest rates and inflation;
- inability to protect our Intellectual property or any third-party claims in relation to infringement of our existing intellectual property rights or in future
- inability to cater to the evolving consumer preferences, in India and abroad, in the information technology
- failure to successfully upgrade our product portfolio, time to time.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page numbers 23, 135 and 242 respectively of this Draft Red Herring Prospectus.

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

## SECTION II - SUMMARY OF OFFER DOCUMENTS

### SUMMARY OF OUR BUSINESS

Our Company was originally incorporated on August 05, 1988 as a Private Limited Company as “Radiant Polymers Private Limited” vide Registration No. 032685 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Delhi & Haryana. Subsequently, pursuant to a special resolution passed by the Shareholders at their Extra Ordinary General Meeting held on March 18, 2024, name of our company was changed from “Radiant Polymers Private Limited” to “Radiant Innovative Manufacturing Private Limited” and a Fresh Certificate of Incorporation was issued on May 27, 2024 by the Registrar of Companies, Central Processing Center. Further, pursuant to a special resolution passed by the Shareholders at their Extra Ordinary General Meeting held on March 18, 2024, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to “Radiant Innovative Manufacturing Limited” and a Fresh Certificate of Incorporation consequent to Conversion was issued on July 15, 2024 by the Registrar of Companies, Central Processing Center. As on the date of this Draft Red Herring Prospectus, The Corporate Identification Number of our Company is U74899DL1988PLC032685.

Our Company is a plastic technology solution provider that specializes in manufacturing technically complex engineering plastic components and assemblies primarily for the global automotive industry. Our core business revolves around manufacturing plastic parts and assemblies that require advanced and complex manufacturing technologies such as overmolding, welding, precision gear molding, and hybrid plastic-metal integration. Our key focus areas span across critical automotive systems like electronics, electric mobility, powertrain, thermal management, as well as sensing and actuation systems.

With over three decades of experience, we have developed comprehensive capabilities across the entire value chain from product design support, mold design, simulation and process engineering to tool manufacturing, molding, assembly, and testing/validation. The Company operates its four manufacturing facilities and one specialized tool room facility across different states in India. These plants are equipped with the latest injection molding machinery including electric, servo-hydraulic and robotic molding work cells. We possess relevant experience in an array of complex molding technologies like overmolding, insert molding, ultrasonic welding, precision gear molding and thin-wall molding.

For detailed information on the business of our Company please refer to the chapter “Our Business” beginning on page 135 of this Draft Red Herring Prospectus.

### SUMMARY OF OUR INDUSTRY

#### INDIAN AUTOMOTIVE PLASTIC INDUSTRY

##### Market Overview

India Automotive Plastics Market has reached reach USD 1.31 billion by 2024 and is anticipated to project robust growth in the forecast period to reach USD 1.66 billion with a CAGR of 4.08% through 2030.

A primary driver of this impressive growth is the ever-increasing demand for lightweight materials in the automotive industry. With a focus on enhancing fuel efficiency and reducing greenhouse gas emissions, manufacturers are turning to plastics as a viable solution.

In addition to their lightweight properties, automotive plastics offer exceptional design flexibility, durability, and resistance to wear and tear. This makes them ideal for a wide range of applications within vehicles, including interiors, exteriors, and under-the-hood components.

Furthermore, the Indian government's Make in India initiative is playing a crucial role in encouraging domestic manufacturing, including the production of automotive plastics. This initiative, combined with the rapid growth of the automotive industry in India, presents abundant opportunities for the expansion of the automotive plastics market. The automotive plastics market in India is poised for significant and sustained growth. This growth is driven by the

increasing demand for lightweight materials in the automotive industry, the versatility of plastics, and the supportive government initiatives. Despite the challenges faced, the sector's commitment to innovation and environmental sustainability promises a bright and prosperous future for the automotive plastics market.

(Source: <https://www.techsciresearch.com/report/india-automotive-plastics-market/15845.html>)

## INDIAN AUTO COMPONENTS MARKET OVERVIEW

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

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

The industry is a leader in exports and provides jobs to over 3.7 crore people. From FY16-FY22, the industry registered a CAGR of 6.35% and was valued at US\$ 56.50 billion in FY22. In 2023-24 (April-September), the export value of auto components/parts was estimated at US\$ 10.4 billion. North America, which accounts for 33% of total exports, increased by 2%, while Europe and Asia, which account for 33% and 24% of total exports, increased by 12% and declined by 4%, respectively. The key export items included drive transmission and steering, engine components, body/chassis, suspension and braking etc.

For detailed information on the industry please refer to "Our Industry" beginning on page number 109 of this Draft Red Herring Prospectus.

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

## PROMOTERS

The promoters of our Company are Mr. Nitin Bahl and Mr. Nalin Bahl. For detailed information please refer chapter titled Our Promoters and Our Promoter Group on page number 190 and 194, respectively of this Draft Red Herring Prospectus.

## ISSUE SIZE

Initial Public Offering up to 52,26,000 equity shares of Rs. 10/- each ("Equity Shares") of Radiant Innovative Manufacturing Limited ("RIML" or "Company") For cash at a price of Rs. [●]/- per equity share ("Issue Price"), Aggregating to Rs. [●] Lakhs ("The Offer"), comprising a fresh issue of up to 46,26,000 Equity Shares Aggregating to Rs. [●] Lakhs by our company ("Fresh Issue") and an offer for sale of up to 6,00,000 equity shares by Mr. Nalin Bahl, ("the Promoter" or "Selling Shareholder") aggregating to Rs. [●] Lakhs ("Offer for Sale").

## OBJECTS OF THE ISSUE

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

*(Rupees in Lakhs)*

S. N.	Particulars	Amount
1.	Funding the capital expenditure for purchase of Plant & machinery, Mold and dies, Infrastructure Development and Other Auxiliary equipment	2,056.87
2.	Funding the capital expenditure requirement for expansion of our Manufacturing Facilities at Vani, Gujarat	1,628.59
3.	Repayment and/ or pre-payment, in part or full, of certain borrowings availed by our Company;	1,990.63
4.	General Corporate Purpose*	[●]
	<b>Total Net Proceeds</b>	<b>[●]</b>

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

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

S. N.	Name of shareholder	Pre issue		Post issue	
		No. of Equity Shares	As a % of Issued Capital	No. of Equity Shares	As a % of Issued Capital
<b>Promoters</b>					
1	Mr. Nitin Bahl	53,11,900	34.90	53,11,900	26.77
2	Mr. Nalin Bahl	30,80,260	20.24	24,80,260	12.50
<b>Total – A</b>		<b>83,92,160</b>	<b>55.14</b>	<b>77,92,160</b>	<b>39.27</b>
<b>Promoter Group</b>					
3	Pratibha Bahl	4,830	0.03	4,830	0.02
<b>Total – B</b>		<b>4,830</b>	<b>0.03</b>	<b>4,830</b>	<b>0.02</b>
<b>Grand Total (A+B)</b>		<b>83,96,990</b>	<b>55.18</b>	<b>77,96,990</b>	<b>39.29</b>

### SUMMARY OF FINANCIAL INFORMATION

(Rupees in Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Share Capital	1,421.84	1,244.63	945.92
Net Worth	5,355.62	3,082.02	(2,007.38)
Revenue from operations	21,531.39	20,327.79	16,681.98
Profit after Tax	815.47	343.53	(201.69)
Earnings per share Basic and Diluted (in rupees)	59.44	33.76	(63.22)
Net Asset Value per Equity Share (in rupees)	376.67	247.63	(212.21)
<b>Total borrowings</b>			
- Long Term	2,032.32	2,705.04	6,859.70
- Short Term	1,732.34	1,350.20	625.00

### QUALIFICATIONS OF AUDITORS

The Restated Financial Statements do not contain any qualification requiring adjustments by the Statutory Auditors.

### SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPEMENTS

A summary of pending legal proceedings and other material litigations involving our Company is provided below:  
(Rupees in lakhs)

Person involved	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by regulatory authorities	Amount Involved
<b>Company</b>	<b>By</b>	-	3	-	-	36.72*
	<b>Against</b>	3	-	11	-	456.21**
<b>Promoter</b>	<b>By</b>	-	-	-	-	-
	<b>Against</b>	-	-	-	-	-
<b>Group Companies/Entities</b>	<b>By</b>	-	-	-	-	-
	<b>Against</b>	-	-	-	-	-
<b>Directors other than promoters</b>	<b>By</b>	-	-	-	-	-
	<b>Against</b>	-	-	-	-	-

\*Our Company has also issued a legal notice under section 138 of the Negotiable Instruments Act, 1881 pursuant to dishonour of cheque issued by M/ s. Autolite Manufacturing Limited, seeking payment of INR 8,78,896 along with the interest @18% p.a. for supply of goods by our Company.

\*\*Out of Rs. 456.21 Lakhs, the company has paid the amount of Rs. 5.43 Lakhs, with respect to GST proceeding.

For further details, please refer chapter titled “Outstanding Litigations & Material Developments” beginning on page 255 of this Draft Red Herring Prospectus.

## RISK FACTORS

For details relating to risk factors, please refer section titled “Risk Factors” beginning on page no. 23 of this Draft Red Herring Prospectus.

## SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As on the date of filing this Draft Red Herring Prospectus there is following contingent liability:

(Rupees in Lakhs)

Particulars	For the period ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Claims against the Company not acknowledged as debts:			
• Income Tax	106.05	106.05	106.05
<b>Total</b>	<b>106.05</b>	<b>106.05</b>	<b>106.05</b>

For further details refer “Financial Statements as Restated” beginning on page no. 198 of this Draft Red Herring Prospectus on the Company.

## SUMMARY OF RELATED PARTY TRANSACTIONS

<b>a)</b>	<b>Key Managerial Personnel and their relatives:</b>
	<b>Key Management Personnel</b>
	Nalin Bahl (Director)
	Kumud Jayee (Director) resigned w.e.f. July 25, 2024
	Nitin Bahl (Director)
	Jitendra Kumar Mallick (Chief Financial Officer)
	Yash Garg (Company Secretary), appointed w.e. f. January 03, 2023, resigned w.e.f. March 31, 2024
	Himanshi Saluja (Company Secretary), appointed w.e. f. April 02, 2024

### (b) Transactions with Key Managerial Personnel and their relatives:

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
<b>Managerial Remuneration</b>			
Nalin Bahl	75.00	69.00	60.37
Nitin Bahl	75.60	57.60	50.40
Kumud Jayee	75.00	69.00	60.37
<b>Employee benefits expense</b>			
Jitendra Kumar Mallick	20.67	18.40	14.98
Yash Garg	1.20	0.30	-
<b>Interest expenses</b>			
Nalin Bahl	32.83	20.30	-
Nitin Bahl	30.71	18.91	-
<b>Loan Taken during the year</b>			
Nalin Bahl	-	310.00	-

Nitin Bahl	-	290.00	-
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**(c) Closing balances with related parties**
*(Rupees in Lakhs)*

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
<b>Loans payable</b>			
Kumud Jayee	17.91	17.91	17.91
Nalin Bahl	369.80	369.80	59.80
Nitin Bahl	290.00	290.00	-
<b>Interest payable on unsecured loans</b>			
Nalin Bahl	47.81	18.27	-
Nitin Bahl	44.65	17.02	-
<b>Employee related payables</b>			
Nalin Bahl	4.40	4.00	3.00
Nitin Bahl	4.30	-	0.30
Kumud Jayee	4.55	4.00	6.69
Jitendra Kumar Mallick	1.40	1.36	1.04
Yash Garg	0.10	0.30	-

For details of Related Party Transaction, please refer Note 35 in “Financial Statements as Restated” beginning on page no. 198 of this Draft Red Herring Prospectus.

**FINANCING ARRANGEMENTS**

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

**WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY EACH OF OUR PROMOTERS IN LAST ONE YEAR**

The weighted average cost of acquisition of equity shares by our promoters in last one year which has been calculated by taking average amount paid by them to acquire our equity shares is as follows:

Name of the Promoter	Number of Equity Shares acquired in one year preceding the date of this Draft Red Herring Prospectus	Weighted Average cost of Acquisition (in ₹)
Mr. Nitin Bahl	80,000**	125.00**
Mr. Nalin Bahl	Nil	Nil

*\*As certified by the M/s B Chhawchharia & Co., Chartered Accountants pursuant to their certificate dated September 23, 2024.*

*\*\* Sub-division of shares has been taken into consideration.*

**AVERAGE COST OF ACQUISITION**

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

Name of the Promoter	No. of Shares held**	Average cost of Acquisition (in ₹)
Mr. Nitin Bahl	53,11,900	7.46
Mr. Nalin Bahl	30,80,260	7.48

*\*As certified by the M/s B Chhawchharia & Co., Chartered Accountants pursuant to their certificate dated September 23, 2024.*

*\*\*For calculation of Average cost of Acquisition, Equity shares held as on date are considered.*



## **DETAILS OF PRE-ISSUE PLACEMENT**

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

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

Our Company has not issued shares for consideration other than cash during last one year.

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

The Company has pursuant to resolution dated March 14, 2024 has Subdivided its equity shares from Nominal Value Rs. 100/- per share to Rs. 10/- per share, the details of which are as follows:

<b>S. No</b>	<b>Date</b>	<b>Particular</b>	<b>No of share before Sub-division</b>	<b>No of share after Sub-division</b>
1.	March 14, 2024	Sub-division of Nominal Value from Rs. 100/- per share to Rs. 10/- per share	14,21,840	1,42,18,400

*For Further Information regarding the Equity Shares issued by the Company for consideration other than cash, please refer to the Chapter Titled "Capital Structure" on page 61 of this Draft Red Herring Prospectus.*

## **EXEMPTION FROM COMPLYING SECURITIES LAWS**

Our company has not applied for or granted any such exemption.

*This space has been left blank intentionally.*

## SECTION III: RISK FACTORS

*An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties summarized below, before making an investment in our Equity Shares. The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with the chapters titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page numbers 135 and 242, respectively, of this Draft Red Herring Prospectus as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in the section titled “Financial Information, as Restated” beginning on page number 198 of this Draft Red Herring Prospectus.*

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

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

### **Materiality**

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

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

### ***Internal & Business Risk Factors***

- 1. We are heavily dependent on the performance of the Automobile Sector particularly, passenger vehicle, motorcycles & scooters.***

Any adverse changes in the conditions affecting these markets can adversely impact our business, results of operations and financial condition. Our business is heavily dependent on the performance of the Automobile Sector particularly, passenger vehicle, motorcycle and scooters in India and outside India. We are therefore exposed to fluctuations in the performance of these markets. In the event of a decrease in demand in these markets or any developments that make the sale of components in these markets less economically beneficial, we may experience pronounced effects on our business, results of operations and financial condition. The automotive market is affected by, amongst other things, changes in government policies, economic conditions, demographic trends, employment and income levels and interest rates, which may negatively affect the demand of our products which may materially adversely affect our business, results of operations and financial condition.

**2. There are outstanding legal proceedings involving our Company, Promoters, Directors and Group Company. 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 civil and other proceedings involving the Company, Promoters and Group Companies is provided below:

*(Rupees in lakhs)*

Person involved	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by regulatory authorities	Amount Involved
<b>Company</b>	<b>By</b>	-	3	-	-	36.72*
	<b>Against</b>	3	-	11	-	456.21**
<b>Promoter</b>	<b>By</b>	-	-	-	-	-
	<b>Against</b>	-	-	-	-	-
<b>Group Companies/Entities</b>	<b>By</b>	-	-	-	-	-
	<b>Against</b>	-	-	-	-	-
<b>Directors other than promoters</b>	<b>By</b>	-	-	-	-	-
	<b>Against</b>	-	-	-	-	-

\*Our Company has also issued a legal notice under section 138 of the Negotiable Instruments Act, 1881 pursuant to dishonour of cheque issued by M/s. Autolite Manufacturing Limited, seeking payment of INR 8,78,896 along with the interest @18% p.a. for supply of goods by our Company.

\*\*Out of Rs. 456.21 Lakhs, the company has paid the amount of Rs. 5.43 Lakhs, with respect to GST proceeding.

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, Promoters and Group Companies, please see “Outstanding Litigations and Material Developments” beginning on page 255 of this Draft Red Herring Prospectus.

**3. Our business is dependent on the Strategic Partnership with Fuji Electronics Industries Co. Ltd. Any termination of this partnership may affect business operations adversely.**

The strategic partnership between our Company and Fuji Electronics Industries Co. Ltd. is pivotal for our Company’s operations, providing essential access to effective technologies and manufacturing capabilities. This collaboration enhances our ability to offer integrated solutions and maintain high standards of product quality and efficiency. The partnership also creates valuable synergies, allowing us to acquire new customers based on Fuji’s reputation for technical excellence, thereby fostering customer trust and confidence.

If this partnership were to dissolve, We could face significant challenges. The loss of access to Fuji Electronics’ technologies might hinder innovation and reduce product quality, impacting market competitiveness. Disruptions in manufacturing processes could lead to increased production costs and inefficiencies, affecting the company's ability to meet customer demands. Furthermore, the termination of this collaboration might undermine customer trust, resulting in a loss of existing customers and difficulties in attracting new ones. This could severely affect our revenue and market position.

4. ***Our business involves substantial investment in creating moulds for new contracts. If the sample or prototype of the mould made by us, is rejected by the customer, it results in losses due to the wasted time and effort spent on reaching the sampling stage.***

Our business involves substantial investment in creating moulds for new contracts. If the sample or prototype of the mould is rejected by the customer, it results in significant losses due to the wasted time and effort spent on reaching the sampling stage. In the process flow of our company, significant time and effort are invested in creating moulds for products under new contracts. This involves multiple stages, including feasibility study mould design, mold development, mold trials & final inspections of components. Despite these meticulous efforts, there is an inherent risk that the sample may be rejected by the customer upon evaluation.

The rejection of a sample at this advanced stage can lead to substantial losses for our Company. The resources invested in developing the sample, including material costs, labor, and overheads associated with the production process, cannot be recovered. Additionally, the time lost in developing a rejected sample delays the company's ability to pursue and fulfill other potential contracts, further impacting on operational efficiency and overall project timelines.

The company must then allocate additional resources to redesign and produce an acceptable sample, which can strain existing resources and disrupt scheduled operations. This risk highlights the importance of thorough initial evaluations and stringent quality control measures to minimize the chances of sample rejection and ensure efficient resource utilization.

5. ***We are majorly dependent on the product of Hybrid and Ice Powertrain segment, any decline in the demand for these products can affect our revenue and result of operations.***

Our Company is majorly dependent on this product as it contributes approx. 60-65% revenue. If the demand for this product declines due to changes in market trends, customer preferences, or technological advancements, the company's revenue can be severely impacted, dependency on one product makes the company's revenue stream highly volatile and sensitive to any disruptions in the product's market.

*(Rupees in lakhs)*

Particular	For the period ended 31st March, 2024	% of Total Revenue	For the period ended 31st March, 2023	% of Total Revenue	For the period ended 31st March, 2022	% of Total Revenue
<b>Products</b>						
Hybrid and Ice Powertrain	14,151.13	65.91	11,878.58	58.57	10,085.15	60.65
<b>Total Revenue</b>	<b>21,470.11</b>	<b>100.00</b>	<b>20,277.86</b>	<b>100.00</b>	<b>16,627.36</b>	<b>100.00</b>

*However, to mitigate these risks, Our Company is diversifying and expand its product portfolio by including a range of electric vehicle (EV) related products.*

6. ***We are subject to strict quality requirements and are consequently required to maintain our product quality. Any failure to comply with such quality standards may lead to cancellation of orders, adversely affecting our reputation, financial conditions, cash flows, and results of operations.***

We are into the manufacturing and supply of automotive components based on the technical specifications of our customers. Given the nature of our products and the sector in which we operate, our customers have high and exacting standards for product quality and delivery schedules. Adherence to quality standards is a critical factor in our manufacturing process. Any defects in the products we manufacture or a failure to comply with our customers' technical specifications may lead to the cancellation of orders. Further, any failure to make timely deliveries of products in the desired quantity could also result in order cancellations and may adversely affect our business and financial position.

Therefore, we maintain a stringent quality control mechanism at each stage of the manufacturing process and are required to uphold the quality and precision level for each product. As a result, we incur expenses to maintain our quality assurance systems, including periodic checks to ensure there are no defects in the manufacturing facilities, machinery, and processes. We will continue to allocate a portion of our future revenues to manage

our product quality and maintain our quality control. Any failure in these areas may negatively impact our business operations and profitability.

**7. We have incurred losses in one out of three previous financial years.**

Our company has suffered loss in the financial year ended March 31, 2022 out of three previous financial years as given below:

*(Rupees in lakhs)*

Particulars	For the year ended on March 31, 2024	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Profit after Tax	815.47	343.53	(201.69)
Earnings Before Interest, Tax and Depreciation	2,566.55	2,196.25	1,945.29

Any such negative PAT in the future could adversely affect our business, financial condition and results of operations. However, the company has maintained profitability in terms of Earnings Before Interest, Tax and Depreciation in all the three previous financial years. For more details of financial information, please refer to the chapter “financial information as restated” on page no. 198 of this Draft Red Herring Prospectus.

**8. Our contingent liabilities as stated in our Restated Financial Statements could adversely affect our financial conditions.**

Below are the contingent liabilities, as on March 31, 2024, March 31, 2023, and March 31, 2022 as disclosed in our Restated Financial Statements in accordance with applicable accounting standards:

**Contingent Liabilities and Provisions:**

*(Rupees in lakhs)*

Particulars	For the period ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Claims against the Company not acknowledged as debts:			
• Income Tax	106.05	106.05	106.05
<b>Total</b>	<b>106.05</b>	<b>106.05</b>	<b>106.05</b>

In the event that any of these contingent liabilities or a significant proportion of these contingent liabilities materialize, our future financial condition, result of operations and cash flows may be adversely affected. For further information about the contingent liabilities, please refer to the chapter titled “Financial Information” on page 198 of this Red Herring Prospectus.

**9. 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.

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 endeavour 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 263 of this Draft Red Herring Prospectus.

**10. We had negative cash flows in the past and may continue to have negative cash flows in the future.**

Our Company had negative cash flows from investing activities (largely due to capital expenditures on property, plant and machineries), and financing activities (largely due to repayment of long-term borrowings, redemption of debenture and payment of finance cost), in the current and previous years as per the Restated Financial Statements and the same are summarized as under.

*(Rupees in lakhs)*

Particulars	For the Financial Year ended on March 31, 2024	For the Financial Year ended on March 31, 2023	For the Financial Year ended on March 31, 2022
Cash flow from operating activities	2,311.80	1,648.50	1,496.93
Cash flow from investing activities	(2,603.09)	(444.39)	(444.45)
Cash flow from financing activities	425.07	(1,444.71)	(857.86)

Any such negative cash flows in the future could adversely affect our business, financial condition and results of operations. However, the company has maintained positive cash flow from operating activities in all the three previous financial years. For more details, kindly refer to page no. 198 in the chapter title “Financial Information as restated”.

**11. The restated financial statement of the company has been provided by the peer reviewed chartered accountant who is not the statutory auditor of the Company.**

The restated financial statements disclosed in this Draft Red Herring Prospectus as per Schedule VI of SEBI (ICDR) Regulations 2018, have not been provided by the statutory auditor of the Company. We have appointed M/s B Chhawchharia & Co., Chartered Accountants (Peer Review) (FRN: 305123E) having peer review number 014324 for restatement of financial statements, who is not statutory auditor of our Company.

**12. Any disruption to power sources or any temporary shutdown of our manufacturing facilities, could affect our business, results of operations, financial condition.**

Our manufacturing facility are subject to various operational risks, such as the breakdown or failure of machinery, power supply or processes, performance below expected levels of efficiency, obsolescence of equipment or machinery, labour disputes, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities. Our customers rely significantly on the timely delivery of our products and our ability to provide an uninterrupted and timely supply of our products is critical to our business. We also require substantial electricity for our manufacturing facilities which is sourced from state electricity boards. If supply is not available for any reason, we will need to rely on alternative sources, which may not be able to consistently meet our requirements. Our customer relationships, business and financial results may be materially adversely affected by any disruption of operations of our products, including as a result of any of the factors mentioned above.

**13. The properties used by the Company for the purpose of its operations are not all owned by us.**

The properties used by the company for its operations are not owned by the company, the same has been taken on lease or rent. Any termination of the relevant lease or leave and license agreement in connection with such property or our failure to pay annual lease rental, the same could adversely affect our operations. Periodic renewals of such lease may increase our costs, since it is subject to rent escalation. Our failure to pay fixed annual lease charges per annum for our registered office and manufacturing units could adversely affect our operations.

In the event we are required to vacate the current premises, we would be required to make alternative arrangements for new premises and other infrastructure and facilities. We cannot assure that the new arrangements will be on terms that are commercially favourable to us. 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 further details regarding land and properties, please refer to the Section titled “Our Business” on page 135 of this Draft Red Herring Prospectus.

**14. 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 63.82%, 65.16% and 64.03% of our revenues for the period ended March 31, 2024, March 31, 2023 and March 31, 2022 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 a 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.

*(Rupees in lakhs)*

Particulars	For the Financial Year ended on March 31, 2024	For the Financial Year ended on March 31, 2023	For the Financial Year ended on March 31, 2022
Revenue from Operations	21,531.39	20,327.79	16,681.98
Top ten (10) Customers	13,741.33	13,246.18	10,682.26
% of top ten (10) Customers to Revenue from Operations*	<b>63.82%</b>	<b>65.16%</b>	<b>64.03%</b>

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

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

The main raw materials which are required by us to manufacture auto-components, which include plastic granules such as polyamide (PA), polypropylene (PP), polyethylene (PE), Polyoxymethylene (POM) and acrylonitrile butadiene styrene (ABS), are procured by us from various vendors. We are dependent on third party suppliers for the supply of our raw materials. Discontinuation of production by these suppliers, a failure of these suppliers to adhere to any delivery schedule or a failure to provide materials of the requisite quality could

hamper our production schedule and therefore affect our business and results of operations. This dependence may also adversely affect the availability of key materials at reasonable prices, thus affecting our margins, and may have an adverse effect on our business, results of operations and financial condition. There can be no assurance that high demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials. If we were to experience a significant or prolonged shortage of raw materials from any of our suppliers, and we cannot procure the raw materials from other sources, we would be unable to meet our production schedules for some of our key products and deliver such products to our customers on time, which would adversely affect our sales, margins and customer relations.

**16. Our Company may incur penalties or liabilities for non-compliances with certain provisions of the GST Act, Income Tax Act, and other applicable laws in the last 5 Years.**

Our Company have incurred penalties or liabilities for non-compliance with certain provisions including lapsed/ made delay in certain filings and/or erroneous filing/ non-filing of e-forms under Company Act applicable to it in the past years. Such non-compliances/delay Compliances/ erroneous filing/ Non-Filing/ Non-Registration may incur the penalties or liabilities which may affect the results of operations and financial conditions of the company in near future. The details of late filings in past years are given below:

Financial Year	Return Type	Return Period	Due Date	Filing Date	Delayed No. of days
<b>Uttar Pradesh (Sahibabad)</b>					
<b>2019-20</b>					
	GSTR-1	May-19	11-06-2019	14-06-2019	3
	GSTR-1	Oct-19	11-11-2019	12-11-2019	1
	GSTR-3B	Apr-19	20-05-2019	29-05-2019	9
	GSTR-3B	May-19	20-06-2019	27-06-2019	7
	GSTR-3B	Jun-19	20-07-2019	26-07-2019	6
	GSTR 3B	Jul-19	20-08-2019	28-08-2019	8
	GSTR 3B	Aug-19	20-09-2019	27-09-2019	7
	GSTR 3B	Sep-19	20-10-2019	29-10-2019	9
	GSTR 3B	Oct-19	20-11-2019	26-11-2019	6
	GSTR 3B	Nov-19	23-12-2019	27-12-2019	4
	GSTR 3B	Jan-20	20-02-2020	27-02-2020	7
<b>2020-21</b>					
	GSTR-3B	May-20	20-06-2020	24-06-2020	4
	GSTR-3B	Jun-20	20-07-2020	21-07-2020	1
	GSTR-3B	Jul-20	20-08-2020	29-08-2020	9
	GSTR 3B	Aug-20	20-09-2020	29-09-2020	9
	GSTR 3B	Sep-20	20-10-2020	28-10-2020	8
	GSTR 3B	Oct-20	20-11-2020	27-11-2020	7
	GSTR 3B	Nov-20	20-12-2020	29-12-2020	9
	GSTR 3B	Dec-20	20-01-2021	29-01-2021	9
	GSTR 3B	Jan-21	20-02-2021	01-03-2021	9
	GSTR 3B	Feb-21	20-03-2021	26-03-2021	6
	GSTR 3B	Mar-21	20-04-2021	26-04-2021	6
<b>2021-22</b>					
	GSTR 3B	Apr-21	20-05-2021	28-05-2021	8
	GSTR 3B	May-21	20-06-2021	30-06-2021	10
	GSTR 3B	Jun-21	20-07-2021	30-07-2021	10
	GSTR 3B	Jul-21	20-08-2021	28-08-2021	8
	GSTR 3B	Aug-21	20-09-2021	29-09-2021	9
	GSTR 3B	Sep-21	20-10-2021	26-10-2021	6
	GSTR 3B	Oct-21	20-11-2021	29-11-2021	9
	GSTR 3B	Nov-21	20-12-2021	29-12-2021	9
	GSTR 3B	Dec-21	20-01-2022	28-01-2022	8
	GSTR 3B	Jan-22	20-02-2022	26-02-2022	6
	GSTR 3B	Feb-22	20-03-2022	28-03-2022	8



	GSTR 3B	Mar-22	20-04-2022	26-04-2022	6
<b>2022-23</b>					
	GSTR 3B	Apr-22	24-05-2022	26-05-2022	2
	GSTR 3B	Sep-22	20-10-2022	21-10-2022	1
<b>Financial Year</b>	<b>Return Type</b>	<b>Return Period</b>	<b>Due Date</b>	<b>Filing Date</b>	<b>Delayed No. of days</b>
<b>Delhi</b>					
<b>2019-20</b>					
	GSTR-1	Oct-19	11-11-2019	13-11-2019	2
	GSTR-3B	Jun-19	20-07-2019	22-07-2019	2
<b>2020-21</b>					
	GSTR-1	Nov-20	11-12-2020	18-12-2020	7
	GSTR-3B	May-20	20-06-2020	24-06-2020	4
	GSTR-3B	Oct-20	20-11-2020	24-11-2020	4
<b>2021-22</b>					
	GSTR-1	Nov-21	11-12-2021	13-12-2021	2
	GSTR-3B	Apr-21	20-05-2021	28-05-2021	8
	GSTR-3B	May-21	20-06-2021	30-06-2021	10
	GSTR-3B	Feb-22	20-03-2022	21-03-2022	1
<b>2022-23</b>					
	GSTR-1	Aug-22	11-09-2022	15-09-2022	4
<b>Financial Year</b>	<b>Return Type</b>	<b>Return Period</b>	<b>Due Date</b>	<b>Filing Date</b>	<b>Delayed No. of days</b>
<b>Uttarakhand (Rudrapur)</b>					
<b>2019-20</b>					
	GSTR 1	May-19	11-06-2019	13-06-2019	2
	GSTR 1	Oct-19	11-11-2019	12-11-2019	1
	GSTR 3B	Apr-19	20-05-2019	29-05-2019	9
	GSTR 3B	May-19	20-06-2019	27-06-2019	7
	GSTR 3B	Jun-19	20-07-2019	26-07-2019	6
	GSTR 3B	Jul-19	20-08-2019	28-08-2019	8
	GSTR 3B	Sep-19	20-10-2019	29-10-2019	9
	GSTR 3B	Oct-19	20-11-2019	26-11-2019	6
	GSTR 3B	Nov-19	23-12-2019	27-12-2019	4
<b>2020-21</b>					
	GSTR 3B	May-20	20-06-2020	24-06-2020	4
	GSTR 3B	Jul-20	20-08-2020	29-08-2020	9
	GSTR 3B	Aug-20	20-09-2020	29-09-2020	9
	GSTR 3B	Sep-20	20-10-2020	28-10-2020	8
	GSTR 3B	Oct-20	20-11-2020	27-11-2020	7
	GSTR 3B	Nov-20	20-12-2020	29-12-2020	9
	GSTR 3B	Jan-21	20-02-2021	27-02-2021	7
	GSTR 3B	Feb-21	20-03-2021	26-03-2021	6
	GSTR 3B	Mar-21	20-04-2021	29-04-2021	9
<b>2021-22</b>					
	GSTR 3B	Apr-21	20-05-2021	28-05-2021	8
	GSTR 3B	May-21	20-06-2021	30-06-2021	10
	GSTR 3B	Jun-21	20-07-2021	30-07-2021	10
	GSTR 3B	Jul-21	20-08-2021	28-08-2021	8
	GSTR 3B	Aug-21	20-09-2021	29-09-2021	9
	GSTR 3B	Sep-21	20-10-2021	26-10-2021	6
	GSTR 3B	Oct-21	20-11-2021	29-11-2021	9
	GSTR 3B	Nov-21	20-12-2021	29-12-2021	9
	GSTR 3B	Dec-21	20-01-2022	28-01-2022	8

	GSTR 3B	Jan-22	20-02-2022	26-02-2022	6
	GSTR 3B	Feb-22	20-03-2022	28-03-2022	8
	GSTR 3B	Mar-22	20-04-2022	26-04-2022	6
<b>2022-23</b>					
	GSTR 3B	Apr-22	24-05-2022	26-05-2022	2
	GSTR 3B	Sep-22	20-10-2022	26-10-2022	6
<b>Financial Year</b>	<b>Return Type</b>	<b>Return Period</b>	<b>Due Date</b>	<b>Filing Date</b>	<b>Delayed No. of days</b>
<b>Rajasthan (Bhiwadi)</b>					
<b>2019-20</b>					
	GSTR 1	Jul-19	11-08-2019	12-08-2019	1
	GSTR 1	Oct-19	11-11-2019	13-11-2019	2
	GSTR 3B	Apr-19	20-05-2019	29-05-2019	9
	GSTR 3B	May-19	20-06-2019	27-06-2019	7
	GSTR 3B	Jun-19	20-07-2019	26-07-2019	6
	GSTR 3B	Jul-19	20-08-2019	28-08-2019	8
	GSTR 3B	Aug-19	20-09-2019	27-09-2019	7
	GSTR 3B	Sep-19	20-10-2019	30-10-2019	10
	GSTR 3B	Oct-19	20-11-2019	26-11-2019	6
	GSTR 3B	Nov-19	20-12-2019	27-12-2019	7
	GSTR 3B	Jan-20	20-02-2020	27-02-2020	7
<b>2020-21</b>					
	GSTR 3B	May-20	20-06-2020	24-06-2020	4
	GSTR 3B	Jun-20	20-07-2020	30-07-2020	10
	GSTR 3B	Jul-20	20-08-2020	29-08-2020	9
	GSTR 3B	Aug-20	20-09-2020	29-09-2020	9
	GSTR 3B	Sep-20	20-10-2020	27-10-2020	7
	GSTR 3B	Oct-20	20-11-2020	27-11-2020	7
	GSTR 3B	Nov-20	20-12-2020	29-12-2020	9
	GSTR 3B	Dec-20	20-01-2021	29-01-2021	9
	GSTR 3B	Jan-21	20-02-2021	27-02-2021	7
<b>2021-22</b>					
	GSTR 1	Nov-21	11-12-2021	13-12-2021	2
	GSTR 3B	Apr-21	20-05-2021	28-05-2021	8
	GSTR 3B	May-21	20-06-2021	30-06-2021	10
	GSTR 3B	Feb-22	20-03-2022	21-03-2022	1
<b>Financial Year</b>	<b>Return Type</b>	<b>Return Period</b>	<b>Due Date</b>	<b>Filing Date</b>	<b>Delayed No. of days</b>
<b>Gujarat (Vani)</b>					
<b>2019-20</b>					
	GSTR 1	Oct-19	11-11-2019	12-11-2019	1
	GSTR 3B	Apr-19	20-05-2019	29-05-2019	9
	GSTR 3B	May-19	20-06-2019	27-06-2019	7
	GSTR 3B	Jun-19	20-07-2019	29-07-2019	9
	GSTR 3B	Aug-19	20-09-2019	27-09-2019	7
	GSTR 3B	Nov-19	20-12-2019	27-12-2019	7
	GSTR 3B	Jan-20	20-02-2020	27-02-2020	7
<b>2020-21</b>					
	GSTR 3B	May-20	20-06-2020	24-06-2020	4
	GSTR 3B	Jul-20	20-08-2020	29-08-2020	9
	GSTR 3B	Aug-20	20-09-2020	29-09-2020	9
	GSTR 3B	Sep-20	20-10-2020	27-10-2020	7
	GSTR 3B	Oct-20	20-11-2020	27-11-2020	7
	GSTR 3B	Nov-20	20-12-2020	29-12-2020	9
	GSTR 3B	Dec-20	20-01-2021	29-01-2021	9

	GSTR 3B	Jan-21	20-02-2021	27-02-2021	7
	GSTR 3B	Feb-21	20-03-2021	27-03-2021	7
<b>2021-22</b>					
	GSTR 3B	Apr-21	20-05-2021	28-05-2021	8
	GSTR 3B	May-21	20-06-2021	30-06-2021	10
	GSTR 3B	Jun-21	20-07-2021	28-07-2021	8
	GSTR 3B	Jul-21	20-08-2021	28-08-2021	8
	GSTR 3B	Aug-21	20-09-2021	29-09-2021	9
	GSTR 3B	Sep-21	20-10-2021	26-10-2021	6
	GSTR 3B	Oct-21	20-11-2021	29-11-2021	9
	GSTR 3B	Nov-21	20-12-2021	29-12-2021	9
	GSTR 3B	Dec-21	20-01-2022	28-01-2022	8
	GSTR 3B	Jan-22	20-02-2022	26-02-2022	6
	GSTR 3B	Feb-22	20-03-2022	28-03-2022	8
	GSTR 3B	Mar-22	20-04-2022	26-04-2022	6
<b>2022-23</b>					
	GSTR 3B	Apr-22	24-05-2022	26-05-2022	2
	GSTR 3B	Sep-22	20-10-2022	22-10-2022	2
	GSTR 3B	Nov-22	20-12-2022	21-12-2022	1
<b>Financial Year</b>	<b>Return Type</b>	<b>Return Period</b>	<b>Due Date</b>	<b>Filing Date</b>	<b>Delayed No. of days</b>
<b>Tamil Nadu (Ranipet , Chennai)</b>					
<b>2022-23</b>					
	GSTR 3B	Sep-22	20-10-2022	22-10-2022	2
<b>Financial Year</b>	<b>Return Type</b>	<b>Return Month</b>	<b>Due Date</b>	<b>Filing Date</b>	<b>Delayed No. of days</b>
<b>ESI Sahibabad</b>					
<b>2019-20</b>					
	ESI	Apr-19	15-05-2019	29-05-2019	14
	ESI	May-19	15-06-2019	28-06-2019	13
	ESI	Jun-19	15-07-2019	26-07-2019	11
	ESI	Jul-19	15-08-2019	28-08-2019	13
	ESI	Aug-19	15-09-2019	30-09-2019	15
	ESI	Sep-19	15-10-2019	28-10-2019	13
	ESI	Oct-19	15-11-2019	27-11-2019	12
	ESI	Nov-19	15-12-2019	02-01-2020	18
	ESI	Dec-19	15-01-2020	29-01-2020	14
	ESI	Jan-20	15-02-2020	29-02-2020	14
	ESI	Feb-20	15-04-2020	30-04-2020	15
	ESI	Mar-20	15-05-2020	29-08-2020	106
<b>2020-21</b>					
	ESI	Apr-20	15-05-2020	29-09-2020	137
	ESI	May-20	15-06-2020	29-09-2020	106
	ESI	Jun-20	15-07-2020	29-09-2020	76
	ESI	Jul-20	15-08-2020	29-09-2020	45
	ESI	Aug-20	15-09-2020	29-09-2020	14
	ESI	Sep-20	15-10-2020	27-10-2020	12
	ESI	Oct-20	15-11-2020	27-11-2020	12
	ESI	Nov-20	15-12-2020	06-01-2021	22
	ESI	Dec-20	15-01-2021	30-01-2021	15
	ESI	Jan-21	15-02-2021	03-03-2021	16
	ESI	Feb-21	15-03-2021	31-03-2021	16
<b>2021-22</b>					
	ESI	May-21	15-06-2021	02-07-2021	17
	ESI	Nov-21	15-12-2021	18-12-2021	3

	ESI	Dec-21	15-01-2022	28-01-2022	13
	ESI	Jan-22	15-02-2022	28-02-2022	13
	ESI	Feb-22	15-03-2022	26-03-2022	11
<b>2022-23</b>					
	ESI	Apr-22	15-05-2022	28-05-2022	13
	ESI	Mar-23	15-04-2023	20-04-2023	5
<b>2023-24</b>					
	ESI	Jul-23	15-08-2023	24-08-2023	9
	ESI	Nov-23	15-12-2023	16-12-2023	1
	ESI	Jan-24	15-02-2024	16-02-2024	1
<b>ESI Rudrapur</b>					
<b>2019-20</b>					
	ESI	Apr-19	15-05-2019	30-05-2019	15
	ESI	May-19	15-06-2019	19-06-2019	4
	ESI	Jun-19	15-07-2019	26-07-2019	11
	ESI	Jul-19	15-08-2019	28-08-2019	13
	ESI	Aug-19	15-09-2019	30-09-2019	15
	ESI	Sep-19	15-10-2019	28-10-2019	13
	ESI	Oct-19	15-11-2019	27-11-2019	12
	ESI	Nov-19	15-12-2019	31-12-2019	16
	ESI	Dec-19	15-01-2020	29-01-2020	14
	ESI	Jan-20	15-02-2020	29-02-2020	14
<b>2020-21</b>					
	ESI	May-21	15-06-2021	02-07-2021	17
	ESI	Nov-21	15-12-2021	18-12-2021	3
	ESI	Dec-21	15-01-2022	28-01-2022	13
	ESI	Jan-22	15-02-2022	28-02-2022	13
	ESI	Feb-22	15-03-2022	26-03-2022	11
<b>2021-22</b>					
	ESI	May-21	15-06-2021	02-07-2021	17
	ESI	Dec-21	15-01-2022	28-01-2022	13
	ESI	Jan-22	15-02-2022	28-02-2022	13
	ESI	Feb-22	15-03-2022	26-03-2022	11
<b>2022-23</b>					
	ESI	Apr-22	15-05-2022	28-05-2022	13
	ESI	Mar-23	15-04-2023	20-04-2023	5
<b>2023-24</b>					
	ESI	Nov-23	15-12-2023	16-12-2023	1
	ESI	Jan-24	15-02-2024	16-02-2024	1
<b>ESI Bhiwadi</b>					
<b>2019-20</b>					
	ESI	Apr-19	15-05-2019	29-05-2019	14
	ESI	May-19	15-06-2019	28-06-2019	13
	ESI	Jun-19	15-07-2019	26-07-2019	11
	ESI	Jul-19	15-08-2019	28-08-2019	13
	ESI	Aug-19	15-09-2019	27-09-2019	12
	ESI	Sep-19	15-10-2019	29-10-2019	14
	ESI	Oct-19	15-11-2019	27-11-2019	12
	ESI	Nov-19	15-12-2019	31-12-2019	16
	ESI	Dec-19	15-01-2020	29-01-2020	14
	ESI	Jan-20	15-02-2020	29-02-2020	14
<b>2020-21</b>					
	ESI	Apr-20	15-05-2020	29-09-2020	137
	ESI	May-20	15-06-2020	29-09-2020	106
	ESI	Jun-20	15-07-2020	29-09-2020	76

	ESI	Jul-20	15-08-2020	29-09-2020	45
	ESI	Aug-20	15-09-2020	29-09-2020	14
	ESI	Sep-20	15-10-2020	27-10-2020	12
	ESI	Oct-20	15-11-2020	27-11-2020	12
	ESI	Nov-20	15-12-2020	30-12-2020	15
	ESI	Dec-20	15-01-2021	05-02-2021	21
	ESI	Jan-21	15-02-2021	03-03-2021	16
	ESI	Feb-21	15-03-2021	31-03-2021	16
<b>ESI Gujarat</b>					
<b>2019-20</b>					
	ESI	Apr-19	15-05-2019	29-05-2019	14
	ESI	May-19	15-06-2019	28-06-2019	13
	ESI	Jun-19	15-07-2019	26-07-2019	11
	ESI	Jul-19	15-08-2019	28-08-2019	13
	ESI	Aug-19	15-09-2019	30-09-2019	15
	ESI	Sep-19	15-10-2019	29-10-2019	14
	ESI	Oct-19	15-11-2019	27-11-2019	12
	ESI	Nov-19	15-12-2019	07-01-2020	23
	ESI	Dec-19	15-01-2020	29-01-2020	14
	ESI	Jan-20	15-02-2020	29-02-2020	14
	ESI	Mar-20	15-05-2020	29-08-2020	106
<b>2020-21</b>					
	ESI	Apr-20	15-05-2020	29-09-2020	137
	ESI	May-20	15-06-2020	29-09-2020	106
	ESI	Jun-20	15-07-2020	29-09-2020	76
	ESI	Jul-20	15-08-2020	29-09-2020	45
	ESI	Aug-20	15-09-2020	05-02-2021	143
	ESI	Sep-20	15-10-2020	27-10-2020	12
	ESI	Oct-20	15-11-2020	27-11-2020	12
	ESI	Nov-20	15-12-2020	30-12-2020	15
	ESI	Dec-20	15-01-2021	30-01-2021	15
<b>Financial Year</b>	<b>Return Type</b>	<b>Return Month</b>	<b>Due Date</b>	<b>Filing Date</b>	<b>Delayed No. of days</b>
<b>EPF Sahibabad, Delhi, Rudrapur</b>					
<b>2019-20</b>					
	EPF	Apr-19	15-05-2019	28-05-2019	13
	EPF	May-19	15-06-2019	28-06-2019	13
	EPF	Jun-19	15-07-2019	26-07-2019	11
	EPF	Jul-19	15-08-2019	26-08-2019	11
	EPF	Aug-19	15-09-2019	30-09-2019	15
	EPF	Sep-19	15-10-2019	29-10-2019	14
	EPF	Oct-19	15-11-2019	27-11-2019	12
	EPF	Nov-19	15-12-2019	31-12-2019	16
	EPF	Dec-19	15-01-2020	29-01-2020	14
	EPF	Jan-20	15-02-2020	02-03-2020	16
	EPF	Feb-20	15-03-2020	27-03-2020	12
	EPF	Mar-20	15-05-2020	29-08-2020	106
<b>2020-21</b>					
	EPF	Apr-20	15-05-2020	03-10-2020	141
	EPF	May-20	15-06-2020	29-09-2020	106
	EPF	Jun-20	15-07-2020	27-10-2020	104
	EPF	Jul-20	15-08-2020	27-10-2020	73
	EPF	Aug-20	15-09-2020	27-10-2020	42

	EPF	Sep-20	15-10-2020	27-10-2020	12
	EPF	Oct-20	15-11-2020	27-11-2020	12
	EPF	Nov-20	15-12-2020	30-12-2020	15
	EPF	Dec-20	15-01-2021	30-01-2021	15
	EPF	Jan-21	15-02-2021	03-03-2021	16
	EPF	Feb-21	15-03-2021	31-03-2021	16
<b>2021-22</b>					
	EPF	Apr-21	15-05-2021	28-05-2021	13
	EPF	May-21	15-06-2021	03-07-2021	18
	EPF	Jun-21	15-07-2021	16-07-2021	1
	EPF	Jul-21	15-08-2021	16-08-2021	1
	EPF	Oct-21	15-11-2021	29-11-2021	14
	EPF	Dec-21	15-01-2022	27-01-2022	12
	EPF	Jan-22	15-02-2022	28-02-2022	13
	EPF	Feb-22	15-03-2022	26-03-2022	11
	EPF	Mar-22	15-04-2022	30-04-2022	15
<b>2022-23</b>					
	EPF	Apr-22	15-05-2022	31-05-2022	16
<b>2023-24</b>					
	EPF	Oct-23	15-11-2023	16-11-2023	1
	EPF	Nov-23	15-12-2023	16-12-2023	1
<b>EPF Bhiwadi</b>					
<b>2019-20</b>					
	EPF	Apr-19	15-05-2019	28-05-2019	13
	EPF	May-19	15-06-2019	28-06-2019	13
	EPF	Jun-19	15-07-2019	26-07-2019	11
	EPF	Jul-19	15-08-2019	26-08-2019	11
	EPF	Aug-19	15-09-2019	27-09-2019	12
	EPF	Sep-19	15-10-2019	28-10-2019	13
	EPF	Oct-19	15-11-2019	27-11-2019	12
	EPF	Nov-19	15-12-2019	31-12-2019	16
	EPF	Dec-19	15-01-2020	29-01-2020	14
	EPF	Jan-20	15-02-2020	29-02-2020	14
	EPF	Feb-20	15-03-2020	26-03-2020	11
<b>2020-21</b>					
	EPF	Apr-20	15-05-2020	29-09-2020	137
	EPF	May-20	15-06-2020	29-09-2020	106
	EPF	Jun-20	15-07-2020	29-09-2020	76
	EPF	Jul-20	15-08-2020	29-09-2020	45
	EPF	Aug-20	15-09-2020	29-09-2020	14
	EPF	Sep-20	15-10-2020	29-10-2020	14
	EPF	Oct-20	15-11-2020	27-11-2020	12
	EPF	Nov-20	15-12-2020	30-12-2020	15
	EPF	Dec-20	15-01-2021	30-01-2021	15
	EPF	Jan-21	15-02-2021	03-03-2021	16
	EPF	Feb-21	15-03-2021	31-03-2021	16
<b>2021-22</b>					
	EPF	May-21	15-06-2021	03-07-2021	18
	EPF	Jun-21	15-07-2021	16-07-2021	1
<b>EPF Gujarat</b>					
<b>2019-20</b>					
	EPF	Apr-19	15-05-2019	28-05-2019	13
	EPF	May-19	15-06-2019	28-06-2019	13

	EPF	Jun-19	15-07-2019	26-07-2019	11
	EPF	Jul-19	15-08-2019	26-08-2019	11
	EPF	Aug-19	15-09-2019	27-09-2019	12
	EPF	Sep-19	15-10-2019	28-10-2019	13
	EPF	Oct-19	15-11-2019	27-11-2019	12
	EPF	Nov-19	15-12-2019	02-01-2020	18
	EPF	Dec-19	15-01-2020	29-01-2020	14
	EPF	Jan-20	15-02-2020	29-02-2020	14
	EPF	Feb-20	15-03-2020	26-03-2020	11
	EPF	Mar-20	15-05-2020	29-08-2020	106
<b>2020-21</b>					
	EPF	Apr-20	15-05-2020	29-09-2020	137
	EPF	May-20	15-06-2020	29-09-2020	106
	EPF	Jun-20	15-07-2020	29-09-2020	76
	EPF	Jul-20	15-08-2020	29-09-2020	45
	EPF	Aug-20	15-09-2020	29-09-2020	14
	EPF	Sep-20	15-10-2020	27-10-2020	12
	EPF	Oct-20	15-11-2020	27-11-2020	12
	EPF	Nov-20	15-12-2020	30-12-2020	15
	EPF	Dec-20	15-01-2021	30-01-2021	15
	EPF	Jan-21	15-02-2021	03-03-2021	16
	EPF	Feb-21	15-03-2021	31-03-2021	16
<b>2021-22</b>					
	EPF	Apr-21	15-05-2021	28-05-2021	13
	EPF	May-21	15-06-2021	03-07-2021	18
	EPF	Jun-21	15-07-2021	30-07-2021	15
	EPF	Oct-21	15-11-2021	29-11-2021	14
	EPF	Nov-21	15-12-2021	03-01-2022	19
	EPF	Dec-21	15-01-2022	27-01-2022	12
	EPF	Jan-22	15-02-2022	28-02-2022	13
	EPF	Feb-22	15-03-2022	26-03-2022	11
	EPF	Mar-22	15-04-2022	30-04-2022	15
<b>2022-23</b>					
	EPF	Apr-22	15-05-2022	30-05-2022	15
<b>2023-24</b>					
	EPF	Nov-23	15-12-2023	16-12-2023	1
<b>EPF Rudrapur</b>					
<b>2023-24</b>					
	EPF	Nov-23	15-12-2023	16-12-2023	1
<b>TDS</b>					
<b>2020-21</b>					
	26Q	Quarter-1	31-Jul-2021	01-08-2021	1

The reasons for such delay were attributable to the operational issue, such as website glitch or change in respective online portal, there was delay in filling of the GST and EPF and ESI returns. However, we have paid the due amount along with interest to comply with the provisions of the rules and regulations as may be applicable. Although, the Company has taken following steps to address such delays such as:

1. Training and development sessions for the staff.
2. Collaboration with tax consultants and legal advisors, wherever required.

**17. Certain of our corporate filings and records are not traceable, while certain corporate records have errors. We cannot assure that regulatory proceedings or actions will not be initiated against us in the future, and we will not be subject to any penalty imposed by the competent regulatory authority in this regard.**

Certain of our Company’s corporate regulatory filings and records are not traceable as the relevant information was not available in the records maintained by our Company or on the online portal of the Ministry of Corporate Affairs (“MCA Portal”) or in the physical records available at the ROC.

Details of Corporate filings which are not traceable are as under: -

Note	Date of Allotment	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Share	Cumulative Equity Paid-up Capital (Rs.)	Cumulative Securities premium (Rs.)
1.	October 14, 1988	994	100	100	Cash	Private Placement	1,000	1,00,000	-
2.	February 11, 1989	1,500	100	100	Cash	Private Placement	2,500	2,50,000	-
3.	March 4, 1991	3,500	100	100	Cash	Private Placement	6,000	6,00,000	-
4.	October 15, 1999	33,538	100	100	Cash	Private Placement	39,538	39,53,800	-
5.	December 28, 2004	10,000	100	100	Cash	Private Placement	49,538	49,53,800	-
6.	March 23, 2008	1,50,000	100	NA	Other than cash	Bonus Issue	1,99,538	1,99,53,800	-

1. The Company allotted 994 Equity shares of face value of ₹ 100/- as Private Placement on October 14, 1988, the corporate filings of these shares are not traceable.
2. The Company allotted 1500 Equity shares of face value of ₹ 100/- as Private Placement on February 11, 1989, the corporate filings of these shares are not traceable.
3. The Company allotted 3500 Equity shares of face value of ₹ 100/- as Private Placement on March 04, 1991, the corporate filings of these shares are not traceable.
4. The Company allotted 33,538 Equity shares of face value of ₹ 100/- as Private Placement on October 15, 1999, the corporate filings of these shares are not traceable.
5. The Company allotted 10,000 Equity shares of face value of ₹ 100/- as Private Placement on December 28, 2004, the corporate filings of these shares are not traceable.
6. The Company allotted 1,50,000 Equity shares of face value of ₹ 100/- as Bonus Issue on March 23, 2008, the corporate filings of these shares are not traceable.
7. The Company has redeemed and made payment to 750 Listed Non-Convertible Debentures on January 04, 2023, the corporate filings of redemption of these Non-Convertible Debentures are not traceable.

Further, the corporate filings for the redemption of debentures are also not traceable. While information in relation to corporate actions has been disclosed in the section “Capital Structure” on page 61, based on the available records including the ROC, resolutions of our Board, minutes of the meetings of our Board, to the extent available, we may not be able to furnish any further document evidencing such allotments. We cannot assure you that the abovementioned corporate records will be available in the future. We have not undertaken any compounding actions in respect of the aforesaid missing records and discrepancies in corporate secretarial records. However, we have taken a due diligence report from Mr. Rajiv Sharma, Practicing Company Secretary, dated September 23, 2024 for ascertainment of the information and reconciliation of secretarial data and records of the company.



We cannot assure you that the abovementioned corporate records will be available in the future or no legal proceedings, or regulatory actions will be initiated against our Company or that any fines will be imposed by regulatory authorities on our Company in this respect in the future.

**18. *Some of the shares held by our Promoters are pledged with the financial banks as security for repayment of loans.***


As part of our financing arrangements, a portion of shares held by our Promoters has been pledged with banks as collateral for repayment of loans availed by the company. Details of the share has been pledged are as follows:

Name of Promoter	No. of Equity Shares	Percentage of post-Offer paid-up capital (%)	Name of the Bank/ Financial institution
Mr. Nitin Bahl	18,66,940	9.41%	Kotak Mahindra Bank
Mr. Nalin Bahl	18,66,940	9.41%	Kotak Mahindra Bank

If we are unable to meet our repayment obligations or comply with the terms of the financing agreements, the banks may have the right to sell the pledged shares in the open market. This could lead to a decline in our share price and may also result in a loss of control over the company.

*Further, one of the objects of the issue is to repayment of loan pertaining to Kotak Mahindra Bank. After the repayment of loan from issue proceed the pledge of loan will be removed.*

**19. *The Logo of our Company has not been registered under the Trademarks Act, 1999.***

We have filed an application for registration of our company's logo,  **Radiant** Smarter Technology • Better Solutions which is under the process of registration under Trademarks Act, 1999. The complete details of trademarks are given in Chapter "Our Business" beginning on page no. 135 of this Draft Red Herring Prospectus. In the event we are not able to obtain registrations in respect of such trademark applications, we may not be able to obtain statutory protections available under the Trademarks Act, 1999, as otherwise available for registered logos and trademarks. Consequently, we are subject to the various risks arising out of the same, including but not limited to infringement or passing off our name and logo by a third party.

**20. *Our Company has revalued its assets in the past.***

Our Company has undertaken asset revaluations in the past. However, our company has not issued any equity shares from revaluation reserve. For further details, please refer to the chapter titled "Our History and Certain Other Corporate Matters" on page no. 170 of this Draft Red Herring Prospectus. While we believe that all our revaluations have been conducted as per the Companies Act, 2013 and relevant accounting standards. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition.

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

Our Promoters' average cost of acquisition of Equity Shares in our Company could be lower than the Issue Price decided by the Company in consultation with the 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 61 of this Draft Red Herring Prospectus.

**22. *Our Company has entered into certain related party transactions in the past and may continue to do so in the future.***

Our Company has entered into several related party transactions with our Promoters, individuals and entities forming a part of our promoter group relating to our operations. In addition, we have in the past also entered into transactions with other related parties. However, the related party transactions entered into with Promoters/

Directors/ Promoter Group is in compliance with Section 188 of Companies Act, 2013 and other applicable laws and we confirm that the future transactions shall be in compliance with Companies Act, SEBI Regulation etc.

For further details, please refer to the chapter titled “Financial Information as Restated” - “Note 35”- Restated Statement of Related Party Transactions”. While we believe that all our related party transactions have been conducted on an arm’s length basis as per the Companies Act, 2013, we cannot assure you that we may not have achieved more favourable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

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

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

The details of the allotment made during the preceding 12 months are as follows:

Date of Allotment	Number of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment
July 25, 2024	10,00,000	10	140	Cash	Private Placement

For details, please refer to the chapter titled “Capital Structure” on page 61 of this Draft Red Herring Prospectus.

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

A portion of revenue from operations are affected by foreign exchanges fluctuations. Because of our foreign currency exposures, exchange rate fluctuations, can have a material impact on our results of operations, cash flows and financial condition. The exchange rate between the Indian Rupee and U.S. dollar has been volatile in recent periods and may continue to fluctuate in the future.

The details of the revenue from export generated by the company are as follows:

Particulars	<i>(Rupees in lakhs)</i>		
	For the Financial Year ended on March 31, 2024	For the Financial Year ended on March 31, 2023	For the Financial Year ended on March 31, 2022
Export	893.36	1,395.02	1,007.63
% of Revenue from operation	4.16%	6.88%	6.06%

For further details, please refer to the chapter titled “Our Business” on page no. 135 of this Draft Red Herring Prospectus.

Fluctuations in the exchange rates may affect us to the extent of our sales. Our Company may enter into certain contracts to hedge exchange rate fluctuations which may or may not adequately cover the potential loss that may arise as a result of such foreign exchange transactions. Moreover, these hedges do not cover all such exposures and are in any event subject to their own risks, including counterparty credit risk. Adverse moves in exchange rates that we have not adequately hedged may impact our profitability and financial condition.

**25. Any failure to compete effectively in the highly competitive automotive components industry could have a material adverse effect on our business, financial condition, results of operations and cash flows.**

We face competition in India and overseas in our business, which is based on many factors, including product quality and reliability, breadth of product range, product design and innovation, technology, manufacturing capabilities, scope and quality of service, price and brand recognition. We compete with global competitors to retain our existing business as well as to acquire new business. Some of our competitors may have certain advantages, including greater financial, technical and/ or marketing resources, which could enhance their ability to finance acquisitions, fund international growth, respond more quickly to technological changes and/ or operate in more diversified geographies and product portfolios.

Some of our competitors may be able to produce similar or equivalent products at lower costs than we can produce them. Accordingly, we may not be able to compete effectively with our competitors or may be required to reduce prices to remain competitive, which may have an adverse effect on our business, profitability margins, financial condition, results of operations and cash flows.

Further, manufacturers that do not currently compete with us could expand their product portfolios to include products that would compete directly with ours. Changes in the product focus of larger manufacturers who may have an existing relationship with our customers that may reduce or entirely replace our business with those customers.

To compete effectively in our industry, we must be able to develop, upgrade and manufacture new products to meet our customers' demand in a timely manner. In order to do so, we need to identify and understand the key market trends and address our customers' evolving needs proactively and on a timely basis. As a result, we may incur capital expenditures for development of products to meet the demands of our customers. We cannot assure you, however, that we will be able to install and commission the equipment needed to manufacture products for our customers on time. Our failure to successfully and timely develop and manufacture new products in order to cater to the requirements of our customers and industry trends could have a material adverse effect on our business, financial condition, results of operations and future prospects.

**26. 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 March 31, 2024, our long-term borrowings were Rs. 2032.32 Lakhs & short-term borrowings were Rs. 1732.34 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 198 of this Draft Red Herring Prospectus.

**27. following the initial public offer of our Company, the shareholding of our promoter and promoter group will be reduced to 39.29%.**

Upon completion of the initial public offering (IPO) of our Company, the shareholding of our Promoter and Promoter Group will be reduced to 39.29%. This reduction in shareholding may dilute the control that our Promoter and Promoter Group currently exercise over the company. Consequently, they may have less influence over key business decisions, including the appointment of directors, approval of significant corporate actions, and overall strategic direction. This could potentially lead to conflicts of interest or shifts in the

company's long-term objectives, which may adversely impact our business operations, , result of operations and financial performance.

***28. Reliance has been placed on declarations and affidavits furnished by certain of our promoters for details of their profiles included in this Draft Red Herring Prospectus***

Reliance has been placed on undertakings and affidavits furnished by them to disclose details of their experience in this Draft Red Herring Prospectus and we have not been able to independently verify these details. Therefore, we cannot assure you that all information relating to the experiences of our Promoters and Directors of this Draft Red Herring Prospectus is complete, true and accurate.

***29. Our Company's operation and growth is dependent upon successful implementation of our business strategies.***

The success of our business depends substantially on our ability to implement our business strategies effectively, within the budgeted framework and in a timely manner. We have successfully executed our business strategies in the past but there can be no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted customers. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and the results of operations. For more details kindly refer to chapter "Our Business" beginning on page no. 135 of this Draft Red Herring Prospectus.

***30. 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 Directors may have an adverse effect on our business prospects.***

Our Promoters, Managing 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. Mr. Nitin Bahl, Managing Director and Mr. Nalin Bahl, Director, are having experience of 20 years and 36 years respectively in 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 able 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, Promoter Group" and "Our Management" beginning on Page 190, 194 & 176, respectively of this Draft Red Herring Prospectus.

***31. If we fail to maintain an effective system of internal controls, we may not be able to successfully manage or accurately report our financial risk.***

Internal controls are checks and measures providing reasonable assurance about the achievement of objectives set by the board of the company, ensuring integrity of financial and other reporting and helping in detection and prevention of frauds. There are chances of circumventing such controls due to collusion or human error.

Even though our company has not encountered any instances of failure of the internal control system during the preceding 3 financial years or during the stub period, we cannot provide assurance that such instances will

not occur in the near future. We also cannot be assured that efficiency and effectiveness of internal control will be always maintained or we will be able to implement adequate measures to rectify or mitigate any such deficiencies in internal control. If internal control weaknesses are not identified or necessary changes are not carried out, it may adversely affect our business, results of operations and financial condition.

**32. *Our company's Board of Directors does have any experience of listed companies.***

Our company's Board of Directors consists of both executive and non-executive directors. Our executive directors do not have any experience of listed companies. This inexperience gives rise to risks including but not limited to compliance risk making us more prone to fines and penalties or notices from regulatory authorities which in turn give rise to reputational risk and governance risk. Furthermore, directors may not provide effective guidance or give erroneous disclosures or intimation as required.

To lessen the effects of above said risk and considering the importance of board diversity and background of directors to make quality contributions, we have appointed one of our Director, Mr. Rahul Gupta, Non-Executive Director, thus bringing on board his experience of working of listed entities, which will assist the executive directors in facing the challenges arising from their inexperience.

**33. *Certain Agreements, deeds or licenses and certificates may be in the previous name of the company, we have to update the name of our company in all the statutory approvals and certificates due to the conversion of our Company.***

Our company, Radiant Innovative Manufacturing Limited was converted into public limited company vide special resolution passed in the Extra-Ordinary Meeting of the company held on March 18, 2024. Our certain agreements, deeds or licenses and certificates may be in the name of the erstwhile name of the company Radiant Innovative Manufacturing Private Limited and we would require to update all of them and we have initiated the process to update them all.

However, we cannot guarantee that we will be able to update all these in a timely manner and in case of failure to do so, it may affect our company's business and operations. Further, we may also face legal and financial complications, increased compliance costs, which may have an adverse effect on our company's financial condition and performance.

**34. *There is no monitoring agency appointed by our Company and the deployments of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by the Audit Committee.***

As per SEBI (ICDR) Regulations, 2018 appointment of monitoring agency is required only for Issue size above Rs. 10,000 Lakh. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the Audit Committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

**35. *Certain key performance indicators for certain listed industry peers included in this Draft Red Herring Prospectus have been sourced from public sources and there is no assurance that such financial and other industry information is complete.***

Pursuant to the requirements of the SEBI ICDR Regulations, we have included certain key performance indicators, comprising financial and operational information, for certain listed industry peers, in the "Basis for Issue Price" beginning on page 96 of the Draft Red Herring Prospectus. Although this information is sourced from and relied upon on the audited financial statements of the relevant listed industry peers as available on the websites of the Stock Exchanges, including the annual reports of the respective companies submitted to Stock Exchanges, there is no assurance that this information with respect to industry peers is either complete. There may be different methodologies and formulas used to compute the various ratios, this poses a risk to the credibility and accuracy of the comparables, which might impact investor decisions.

**36. *Our Company's future funding requirements, in the form of further issue of capital or other securities and/or loans that might be availed by us, may turn out to be prejudicial to the interest of the shareholders depending upon the terms and conditions on which they are raised.***

We may require additional capital from time to time depending on our business needs. Any further issue of Equity Shares or convertible securities would dilute the shareholding of the existing shareholders, and such issuance may be done on terms and conditions, which may not be favourable to the existing shareholders. If such funds are raised in the form of loans or debt or preference shares, then it may substantially increase our fixed interest/dividend burden and decrease our cash flows, thus adversely affecting our business, results of operations and financial condition.

**37. *Industry information included in this Draft Red Herring Prospectus has been derived from an industry report from various websites. The reliability on the forecasts of the reports could be incorrect and would significantly impact our operations.***

We have relied on the reports of certain independent third parties for purposes of inclusion of such information in this Draft red Herring Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus.

**38. *Our insurance coverage in connection with our business may not be adequate and may adversely affect our operations and profitability.***

Our Company has obtained insurance coverage in respect of certain risks. For further details in relation to our Insurance, please refer to the section titled - Insurance in the chapter titled “Our Business” beginning on page 135 of this Draft Red Herring Prospectus. The insurance policies are renewed periodically to ensure that the coverage is adequate, however, our insurance policies do not cover all risks. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely.

**39. *High turnover rates and difficulty in retaining skilled employees can impact operational efficiency and growth.***

The operational efficiency and growth of the company may be affected by high turnover rates and low retention rates of employees. Also, we are susceptible to risks relating to unionization of our workers employed by us. 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 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.

**40. *There are certain restrictions on daily movements in the price of Equity Shares, which may adversely affect a shareholder’s ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.***

Following the Issue, we will be subject to a daily circuit breaker imposed by Stock Exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker,

no assurance can be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

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

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

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

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

***42. Market price of our share will be decided by market forces and issue price of equity share may not be indicative of the market price our share price after the issue.***

After listing and trading permission of equity shares, the price of the shares shall be driven by free market forces. The market price of a company's share is determined by the forces of supply and demand in the stock market. These forces are influenced by a variety of factors, including the company's financial performance, industry trends, economic conditions, and investor sentiment.

When a company issues equity shares, it sets an issue price based on various factors such as the company's valuation, the prevailing market conditions, and the demand for its shares. However, the issue price is not necessarily indicative of the market price of the shares after the issue.

Once the shares are listed on the stock exchange, their price is determined by the forces of supply and demand in the market. If there is strong demand for the shares, the price may rise above the issue price, and if there is weak demand, the price may fall below the issue price.

Therefore, while the issue price of equity shares provides a starting point for the company's valuation, it is not necessarily a reliable indicator of the market price of the shares after the issue. Investors should carefully evaluate all relevant factors and information before making investment decisions in the stock market.

***43. Our Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Issue, 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 Issue Price or at all.***

Prior to the Issue, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Issue. Listing and quotation do not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is determined considering various financials 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 Issue 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 Draft Red Herring Prospectus. A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

***44. Any variation in the utilization of the Net Proceeds as disclosed in this Draft 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 capital expenditure, working capital Requirement and general corporate purpose. For further details of the proposed objects of the Issue, please refer the chapter titled “Objects of the Issue” beginning on Page No. 79 of this Draft 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 Draft 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 Promoter 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 Issue, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoter 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 Issue to use any unutilized proceeds of the Issue, 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.

***External Risk Factors***

***45. Outbreaks of contagious diseases, such as the recent outbreak of COVID-19, may have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.***

India experienced multiple waves of COVID-19 which had impacted global supply chains and resulted in shortages of materials and components used in the manufacturing operations and an inability to meet the manufacturing targets and this impact continues till date. The COVID-19 pandemic had resulted in restrictions on travel and transportation and prolonged closures of workplaces, businesses and schools, with employees being asked to work from home and citizens being advised to stay at home. Consequently, there was a significant disruption in attendance at the manufacturing facilities.

There can be no assurance that any future outbreak of contagious diseases will not have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

***46. Changes in the laws, regulations and Government Policy could adversely affect economic conditions in India generally and our business in particular.***

Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India, changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us. For instance, the Government has proposed a comprehensive national goods and services tax (“GST”) regime that will combine taxes and levies by the Central and state Governments into a unified rate structure. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. For further details please refer to the chapter “Government and Other Approvals” on page 263 for details of the laws currently applicable to us. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company’s business could cause its results of operations to suffer. Any



significant change in India's economic policies could disrupt business and economic conditions in India generally and the Company's business in particular.

**47. *A slowdown in economic growth in India could adversely affect our business, results of operations, financial condition and cash flows.***

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. Demand for our products and services may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the country in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand, 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, financial condition and cashflows.

**48. *Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.***

Inflation is typically impacted by factors such as governmental policies, regulations, commodity prices, liquidity and global economic environment. Any change in the government or a change in the economic and deregulation policies could adversely affect the inflation rates. Continued high rates of inflation may increase our costs such as salaries, travel costs and related allowances, which are typically linked to general price levels. There can be no assurance that we will be able to pass on any additional costs to our clients or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

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

Capital gains arising from the sale of equity shares within 12 months in an Indian company are generally taxable in India. Any gain realised on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gain being long term capital gain amounting to upto one lakhs rupees provided Securities Transaction Tax ("STT") is paid on the transaction. STT is levied on and collected by a domestic stock exchange on which equity shares are sold. Any gain realised on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, is subject to long term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of equity shares is exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident.

Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

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

India has experienced natural calamities such as earthquakes, tsunami, floods etc. in recent years. The extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares. Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India could have a negative effect on us. 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 price of the Equity Shares.

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

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

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## SECTION IV- INTRODUCTION

### THE ISSUE

Particulars	Details of Number of Shares
Issue of Equity Shares by our Company	52,26,000 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●]/- per Equity Share aggregating to Rs. [●] Lakh.
Reserved for Market Makers	2,61,600 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●]/- per Equity Share aggregating to Rs. [●] Lakh.
Net Issue to the Public	49,64,400 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●]/- per Equity Share aggregating to Rs. [●] Lakh.
<b>Of which:</b>	
<b>A. QIB portion **</b>	Not more than 24,81,000 Equity Shares
Of which	
(a) Anchor Investor Portion	Upto 14,88,600 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Lakhs
(b) Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)	Upto 9,92,400 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Lakhs
<b>B. Non – institutional portion **</b>	Not Less than 7,45,200 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Lakhs
<b>C. Retail portion **</b>	Not Less than 17,38,200 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Lakhs
<b>Pre-and Post-Issue Equity Shares:</b>	
Equity Shares outstanding prior to the Issue	1,52,18,400 Equity Shares of Rs.10/- each
Equity Shares outstanding after the Issue	1,98,44,400 Equity Shares of Rs.10/- each
Use of Proceeds	Please see the chapter titled “Objects of the issue” on page 79 of this Draft Red Herring Prospectus for information about the use of Net Proceeds.

*\*\*As per the Regulation 253 of the SEBI (ICDR) Regulations, 2018, as amended, as present issue is a Book Building issue the allocation is the net offer to the public category shall be made as follows:*

- a) Not less than Thirty five percent to retail individual investor;*
- b) Not less than Fifteen percent to non-institutional investor*
- c) Not more than fifty percent to qualified institutional buyers, five percent of which shall be allocated to mutual funds.*

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

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

*Our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity*

*Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portions shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see “Issue Procedure” on page 287.*

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

#### **Notes**

- 1) *The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. The issue is being made by our company in terms of Regulation 229 (2) of SEBI (ICDR) Regulation, read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post issued paid-up equity share capital of our company are being offered to the public for subscription.*
- 2) *The Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on September 19, 2024 and by our Shareholders pursuant to a resolution passed at the Extra Ordinary General Meeting held on September 23, 2024. This Issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to section titled “Issue Structure” beginning on page no. 319 of this Draft Red Herring Prospectus.*

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**SUMMARY OF OUR FINANCIAL STATEMENTS**
**ANNEXURE I - RESTATED STATEMENT OF ASSETS AND LIABILITIES**
*(Rupees in Lakhs)*

	Particulars	Notes	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
	<b>ASSETS</b>				
<b>(1)</b>	<b>Non-current assets</b>				
(a)	Property, Plant and Equipment	2(a)	5,241.46	4,906.20	4,924.81
(b)	Right of use asset	3	2,459.89	1,908.09	1,904.52
(c)	Capital work-in-progress	2(b)	163.34	59.00	9.86
(d)	Other Intangible assets	4	10.73	7.24	7.65
(e)	Intangible assets under development	2(c)	9.90	5.40	-
(f)	Financial Assets				
	Other financial assets	5(a)	202.17	118.05	253.75
(g)	Deferred Tax Assets	6	237.90	579.95	643.58
(h)	Income Tax Assets (net)	7	129.86	111.79	79.21
(i)	Other Non-Current Assets	8(a)	273.45	86.76	84.90
	<b>Total Non-Current Assets</b>		<b>8,728.70</b>	<b>7,782.48</b>	<b>7,908.28</b>
<b>(2)</b>	<b>Current assets</b>				
(a)	Inventories	9	2,768.25	2,368.30	2,158.77
(b)	Financial Assets				
	(i) Trade Receivables	10	2,714.80	3,040.35	2,622.98
	(ii) Cash and cash equivalents	11(a)	231.10	97.32	337.92
	(iii) Bank balances other than (ii) above	11(b)	1,304.74	-	40.66
	(iv) Other financial assets	5(b)	0.78	2.48	8.71
(c)	Other Current Assets	8(b)	912.28	357.00	240.48
	<b>Total Current Assets</b>		<b>7,931.95</b>	<b>5,865.45</b>	<b>5,409.52</b>
	<b>Total Assets</b>		<b>16,660.65</b>	<b>13,647.93</b>	<b>13,317.80</b>
	<b>EQUITY AND LIABILITIES</b>				
<b>(1)</b>	<b>Equity</b>				
(a)	Equity Share capital	12	1,421.84	1,244.63	945.92
(b)	Other equity	13	5,436.56	3,340.17	(1,450.53)
	<b>Total Equity</b>		<b>6,858.40</b>	<b>4,584.80</b>	<b>(504.61)</b>
<b>(2)</b>	<b>Liabilities</b>				
	<b>Non-Current Liabilities</b>				
(a)	Financial Liabilities				
	(i) Borrowings	14	2,032.32	2,705.04	6,859.70
	(ii) Lease Liability	3	467.84	79.94	54.58
	(iii) Other financial liabilities	15(a)	0.41	-	499.18
(b)	Provision	16(a)	571.28	491.93	1,486.51
	<b>Total Non-Current Liabilities</b>		<b>3,071.85</b>	<b>3,276.91</b>	<b>8,899.97</b>
<b>(3)</b>	<b>Current Liabilities</b>				
(a)	Financial Liabilities				
	(i) Borrowings	17	1,732.34	1,350.20	625.00
	(ii) Lease Liability	3	238.38	42.76	44.67
	(iii) Trade Payables	18			
	- total outstanding dues of micro enterprises and small enterprises; and		75.93	85.45	74.29
	- total outstanding dues of creditors other than micro enterprises and small enterprises		3,547.88	3,419.14	3,600.41
	(iv) Other financial liabilities	15(b)	230.68	366.08	292.73
(b)	Other Current Liabilities	19	857.53	483.93	254.72
(c)	Provisions	16(b)	47.66	38.67	30.62
	<b>TOTAL</b>		<b>6,730.40</b>	<b>5,786.23</b>	<b>4,922.44</b>
	<b>Total Liabilities</b>		<b>9,802.25</b>	<b>9,063.14</b>	<b>13,822.41</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>16,660.65</b>	<b>13,647.93</b>	<b>13,317.80</b>

**ANNEXURE II - RESTATED STATEMENT OF PROFIT AND LOSS**
*(Rupees in Lakhs)*

Particulars		Note No.	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
<b>I</b>	Revenue from Operations	20	21,531.39	20,327.79	16,681.98
<b>II</b>	Other Income	21	131.41	87.41	144.27
<b>III</b>	<b>Total Income (I + II)</b>		<b>21,662.80</b>	<b>20,415.20</b>	<b>16,826.25</b>
<b>IV</b>	<b>Expenses:</b>				
	(a) Cost of Material Consumed	22	12,613.67	12,250.59	9,736.89
	(b) Changes in inventories of finished goods, stock-in-trade and work in progress	23	(350.41)	(102.30)	170.62
	(c) Employee benefits expense	24	2,747.43	2,409.56	2,171.16
	(d) Finance costs	25	630.52	1,123.70	1,394.81
	(e) Depreciation and amortisation expense	26	772.56	663.15	649.37
	(f) Other expenses	27	4,085.56	3,661.10	2,802.29
	<b>Total expenses (IV)</b>		<b>20,499.33</b>	<b>20,005.80</b>	<b>16,925.14</b>
<b>V</b>	<b>Restated profit/(loss) Before Tax (III + IV)</b>		1,163.47	409.40	(98.89)
<b>VI</b>	<b>Tax expense:</b>				
	(a) Current Tax	28.2	-	-	-
	(b) Deferred tax charge/ (credit)	28.2	348.00	65.87	102.80
	<b>Total tax expense</b>		<b>348.00</b>	<b>65.87</b>	<b>102.80</b>
<b>VII</b>	<b>Restated profit after tax (VII - VIII)</b>		<b>815.47</b>	<b>343.53</b>	<b>(201.69)</b>
<b>VIII</b>	<b>Restated other comprehensive income (OCI)</b>				
	(i) Items that will not be reclassified to profit or loss				
	Changes in Revaluation Surplus (net)		-	-	-
	Remeasurements of the defined benefit liabilities		(21.39)	(8.05)	21.52
	Income tax relating to items that will not be reclassified to profit or loss	28.3	5.95	2.24	(5.60)
	<b>Total other comprehensive income</b>		<b>(15.44)</b>	<b>(5.81)</b>	<b>15.92</b>
<b>IX</b>	<b>Total restated comprehensive income (VII)+(VIII)</b>		<b>800.03</b>	<b>337.72</b>	<b>(185.77)</b>
<b>X</b>	<b>Earnings Per Share (of Rs. 100 each):</b>	30			
	(a) Basic		59.44	33.76	(63.22)
	(b) Diluted		59.44	33.76	(63.22)

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**ANNEXURE III - RESTATED CASH FLOW STATEMENT**
*(Rupees in Lakhs)*

Particulars	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
<b>A. Cash flow from operating activities</b>			
Restated profit/ (loss) before tax	1,163.47	409.40	(98.89)
Adjustments for:			
Depreciation and amortisation on property, plant and equipment and intangible assets	613.02	581.40	577.85
Depreciation of Right of use assets	159.54	81.75	71.52
Profit/ (loss) on sale/discard of property, plant and equipment	11.36	(17.30)	(30.92)
Finance Costs	630.52	1,123.70	1,394.81
Interest income	(77.35)	(23.23)	(23.23)
Provision for doubtful trade receivables / bad trade receivables written off	-	4.70	38.61
Provision for Employee Benefits	66.95	43.44	36.04
Net foreign exchange (gain)/loss	-	(5.11)	(6.03)
Liabilities / provisions no longer required written back	(35.36)	(24.09)	(76.36)
<b>Operating profit before working capital changes</b>	<b>2,532.15</b>	<b>2,174.67</b>	<b>1,833.40</b>
Changes in working capital:			
Adjustments for (increase) / decrease in operating assets:			
Inventories	(399.94)	(209.53)	383.73
Trade receivables	325.44	(414.01)	(464.89)
Other non-current financials assets	(70.83)	115.73	(16.66)
Other current financials assets	1.70	6.22	9.10
Other current assets	(555.29)	(116.52)	222.04
Other non-current assets	(31.64)	0.14	(0.57)
Adjustments for increase / (decrease) in operating liabilities:			
Trade payables	154.58	(148.96)	(521.76)
Other non-current financials liabilities	-	-	-
Other current financials liabilities	-	-	-
Other current liabilities	373.59	229.21	26.14
<b>Cash generated from operations</b>	<b>2,329.87</b>	<b>1,636.93</b>	<b>1,520.53</b>
Income taxes (paid) / Refund	(18.07)	11.57	(23.60)
<b>Net cash flow from operating activities (A)</b>	<b>2,311.80</b>	<b>1,648.50</b>	<b>1,496.93</b>
<b>B. Cash flow (used) in investing activities</b>			
Capital expenditure on property, plant and equipment (adjusted for suppliers payable and capital work-In-progress including capital advances)	(1,386.84)	(586.18)	(568.22)
Proceeds from sale of property, plant and equipment	24.45	57.93	84.13
Bank Balances not considered as Cash & cash equivalents	(1,304.74)	38.18	20.54
Interest received	64.04	45.68	19.10
<b>Net cash flow (used) in investing activities (B)</b>	<b>(2,603.09)</b>	<b>(444.39)</b>	<b>(444.45)</b>
<b>C. Cash flow from/(used) in financing activities</b>			
Proceeds from long-term borrowings	502.81	3,720.00	-
Proceeds from Short-term borrowings	-	448.44	-
Proceeds from issue of share capital	1,522.24	4,647.94	-
Repayment of debentures	-	(7,626.00)	-
Repayment of long-term borrowing	(956.72)	-	-
Repayment of short-term borrowing	(4.46)	-	-
Repayment of lease liabilities and Interest	(127.82)	(61.87)	(36.45)
Finance costs paid	(510.98)	(2,573.23)	(821.40)
<b>Net cash flow from/ (used) in financing activities (C)</b>	<b>425.07</b>	<b>(1,444.71)</b>	<b>(857.86)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>133.78</b>	<b>(240.60)</b>	<b>194.62</b>
Cash and cash equivalents at the beginning of the year	97.32	337.92	143.30
<b>Cash and cash equivalents at the end of the year</b>	<b>231.10</b>	<b>97.32</b>	<b>337.92</b>

## GENERAL INFORMATION

### Brief Information on Company and Issue

Registered Office	Unit No. 412-413, Best Business Park, Netaji Subhash Place, New Delhi, India, 110034 Tel: 011-45952200 E-mail: <a href="mailto:investors@radiantiml.com">investors@radiantiml.com</a> Website: <a href="http://www.radiantiml.com">www.radiantiml.com</a>	
Date of Incorporation	August 05, 1988	
CIN	U74899DL1988PLC032685	
Company Category	Company Limited by Shares	
Registrar of Company	Registrar of Companies, National Capital Territory of Delhi and Haryana 4th Floor, IFCI Tower 61, Nehru Place, New Delhi 110019 Delhi, India Phone: 011-26235703, 26235708 Fax: 011-26235702 Email: <a href="mailto:roc.delhi@mca.gov.in">roc.delhi@mca.gov.in</a>	
Company Secretary & Compliance Officer	Ms. Himanshi Saluja Unit No. 412-413, Best Business Park, Netaji Subhash Place, New Delhi, India, 110034 Tel: 011-45952200; Fax: N.A. E-mail: <a href="mailto:himanshisaluja18@gmail.com">himanshisaluja18@gmail.com</a> Website: <a href="http://www.radiantiml.com">www.radiantiml.com</a>	
Chief Financial Officer	Mr. Jitendra Kumar Mallick Unit No. 412-413, Best Business Park, Netaji Subhash Place, New Delhi, India, 110034 Tel: 011-45952200 E-mail: <a href="mailto:jitendra.mallick@radiantindustries.in">jitendra.mallick@radiantindustries.in</a> Website: <a href="http://www.radiantiml.com">www.radiantiml.com</a>	
Designated Stock Exchange	SME Platform of BSE Limited Address: 25th floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001. Website: <a href="https://www.bsesme.com">https://www.bsesme.com</a>	
Issue Programme	Anchor Bid open on: [●]	
	Issue Opens On: [●]	Issue Closes On: [●]

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



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

Book Running Lead Manager to the Issue	Registrar to the Issue
	
<b>Narnolia Financial Services Limited</b>	<b>Skyline Financial Services Private Limited</b>
<b>Address:</b> 201, 2nd Floor, Marble Arch, 236 B A.J.C Bose Road, Kolkata, West Bengal- 700020, India	<b>Address:</b> D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020
<b>Tel No.:</b> +91- 8130678743; 033-40501500	<b>Telephone:</b> +91-11-40450193-97, <b>Fax No:</b> +91-11-26812683
<b>Fax No.:</b> Not Available	<b>Email:</b> <a href="mailto:compliances@skylinerta.com">compliances@skylinerta.com</a>
<b>Email:</b> <a href="mailto:pankaj.passi@narnolia.com">pankaj.passi@narnolia.com</a> ; <a href="mailto:ipo@narnolia.com">ipo@narnolia.com</a>	<b>Website:</b> <a href="http://www.skylinerta.com">www.skylinerta.com</a> ;
<b>Website:</b> <a href="http://www.narnolia.com">www.narnolia.com</a>	<b>Contact Person:</b> Mr. Pawan Bisht
<b>Contact Person:</b> Mr. Pankaj Pasi	<b>SEBI Registration Number:</b> INR000003241
<b>SEBI Registration No.</b> INM000010791	<b>CIN:</b> U74899DL1995PTC071324

Statutory Auditor	Peer Review Auditor
<b>M/s Deloitte Haskins &amp; Sells LLP</b>	<b>M/s B Chhawchharia &amp; Co., Chartered Accountants</b>
<b>Address:</b> 7th Floor, Building 10, Tower B, DLF Cyber City Complex, DLF City Phase - II, Gurugram - 122 002, Haryana, India	<b>Address:</b> 8A & 8B, Satyam Towers, 3 Alipore Road, Kolkata- 700027, India
<b>Tel No.:</b> +91- 124 679 2000	<b>Tel No.:</b> +91- 9811656479
<b>Email Id:</b> <a href="mailto:rkagarwal@deloitte.com">rkagarwal@deloitte.com</a>	<b>Email Id:</b> <a href="mailto:abhishek@beco.co.in">abhishek@beco.co.in</a>
<b>Peer Review No.:</b> 017468	<b>Contact Person:</b> Mr. Abhishek Gupta
<b>Firm Registration No.:</b> 117366W/W-100018	<b>Peer Review No.:</b> 014324
<b>Contact Person:</b> Mr. Rajesh Kumar Agarwal	<b>Firm Registration No.:</b> 305123E

Banker to the company	Banker to the company
	
<b>Kotak Mahindra Bank Limited</b>	<b>Small Industries Development Bank of India</b>
<b>Address:</b> 172 & 173, Netaji Subash Place, Pitampura, New Delhi- 110034, India	<b>Address:</b> Unit No. 19, 20 & 21, Ground Floor Suncity Trade Tower, Old Delhi Gurugram Road, Sector-21, Gurugram-122016 (Haryana)
<b>IFSC:</b> KKBK0004634	<b>IFSC:</b> IBKL0000004
<b>Tel No.:</b> +91- 9773747441	<b>Tel No.:</b> +91- 8368058635
<b>Contact Person:</b> Ms. Harshita Vishwakarma	<b>Contact Person:</b> Ms. Shilpa Solanki
<b>Website:</b> <a href="http://www.kotak.com">www.kotak.com</a>	<b>Website:</b> <a href="http://www.sidbi.in/en/">www.sidbi.in/en/</a>

Legal Advisor	Underwriter to the Issue
 <b>RKP &amp; Associates</b> Law Offices	
<b>RKP &amp; Associates</b>	<b>Narnolia Financial Services Limited</b>
<b>Address:</b> 301, Ashadeep, 9, Hailey Road, Delhi- 110001	<b>Address:</b> 201, 2nd Floor, Marble Arch, 236 B A.J.C Bose Road, Kolkata, West Bengal- 700020, India
<b>Tel:</b> +91 11 43540664 /43540665	<b>Tel No.:</b> +91- 8130678743; 033-40501500
<b>Email Id:</b> <a href="mailto:info@rkpandassociates.in">info@rkpandassociates.in</a> ; <a href="mailto:ritwik@rkpandassociates.in">ritwik@rkpandassociates.in</a>	<b>Email:</b> <a href="mailto:pankaj.passi@narnolia.com">pankaj.passi@narnolia.com</a> ; <a href="mailto:ipo@narnolia.com">ipo@narnolia.com</a>
<b>Contact Person:</b> Adv. Ritwik Sahay	<b>Website:</b> <a href="http://www.narnolia.com">www.narnolia.com</a>
<b>Enrolment no.:</b> D/1604/2008	<b>Contact Person:</b> Mr. Pankaj Pasi
<b>Website:</b> <a href="http://www.rkpandassociates.in">www.rkpandassociates.in</a>	<b>SEBI Registration No.</b> INM000010791

Banker to the Issue	Marker Maker
[●]	[●]

## DETAILS OF BOARD OF DIRECTORS OF OUR COMPANY

S. N.	Name	DIN	Category	Designation
1.	Mr. Nitin Bahl	01121465	Executive	Managing Director & CEO
2.	Mr. Nalin Bahl	00055730	Executive	Director
3.	Mr. Rahul Gupta	00024732	Non-Executive	Director
4.	Mr. Rajeev Kapoor	10177729	Non-Executive	Independent Director
5.	Ms. Pooja Kothari	02292177	Non-Executive	Independent Director

*For further details of our directors please refer chapter titled “Our Management” beginning on page 176 of this Draft Red Herring Prospectus.*

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

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

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

## SELF-CERTIFIED SYNDICATE BANKS

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

## REGISTERED BROKERS

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

## REGISTRAR TO OFFER AND SHARE TRANSFER AGENTS

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

## COLLECTING DEPOSITORY PARTICIPANTS

The list of the CDPs eligible to accept Bid cum Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated

Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time.

## **STATEMENT OF RESPONSIBILITY OF THE BOOK RUNNING LEAD MANAGER/STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES**

Since Narnolia Financial Services Limited is the sole Book Running Lead Manager (BRLM) to the Offer and all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by them.

### **CREDIT RATING**

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

### **IPO GRADING**

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

### **EXPERT OPINION**

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

Our Company has received written consent dated September 19, 2024 from Peer Review Auditor namely, M/s. B Chhawchharia & Co., Chartered Accountants (FRN: 305123E), and written consent dated September 19, 2024 from M/s RKP & Associates acting through Advocate Ritwik Sahay (Enrollment no.: D/1604/2008) to include their name as an expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act 2013.

Further, M/s RKP & Associates has given his legal due diligence report, as included in this Draft Red Herring Prospectus, in relation to the Outstanding Litigations and Material Developments dated September 23, 2024.

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

### **DEBENTURE TRUSTEE**

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

### **APPRAISAL AND MONITORING AGENCY**

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Issue size is up to Rs. 10,000 Lakh. Since the Issue size is below Rs. 10,000 Lakh, our Company has not appointed any monitoring agency for this Issue. However, as per section 177 of the Companies Act, 2013 the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

### **BOOK BUILDING PROCESS**

The book building, in the context of the Issue, refers to the process of collection of Bids on the basis of the Draft Red Herring Prospectus/ Red Herring Prospectus within the Price Band, which will be decided by our Company, in consultation with the BRLM, and will be advertised in [●] editions of the English national newspaper, [●] editions of the Hindi national newspaper, Hindi being also a regional language of Delhi, where our Registered Office is located, each with wide circulation, at least two working days prior to the Bid/ Offer Opening Date. The Offer Price shall be finalized after the Bid/ Issue Closing Date. The principal parties involved in the Book Building Process are:

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

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

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

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

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

For further details, please refer to the chapters titled “Issue Structure” and “Issue Procedure” beginning on pages 319 and 287, respectively of this Draft Red Herring Prospectus.

## ILLUSTRATION OF BOOK BUILDING PROCESS AND THE PRICE DISCOVERY PROCESS

For an illustration of the Book Building Process and the price discovery process, please refer to the chapter titled “Issue Procedure” on page 287 of this Draft Red Herring Prospectus.

## UNDERWRITING AGREEMENT

Our Company and LM to the issue hereby confirm that the Issue is 100% Underwritten. The Underwriting agreement is dated September 23, 2024. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Name, Address, Telephone, Fax, and Email of the Underwriter	Indicative No. of Equity Shares to be Underwritten	Amount Underwritten (Rs. in Lakh)	% of the Total Issue Size Underwritten
<b>Narnolia Financial Services Limited</b> <b>Address:</b> 201, 2nd Floor, Marble Arch, 236 B A.J.C Bose Road, Kolkata, West Bengal- 700020, India <b>Tel No.:</b> +91- 8130678743; 033-40501500 <b>Email:</b> <a href="mailto:pankaj.passi@narnolia.com">pankaj.passi@narnolia.com</a> ; <a href="mailto:ipo@narnolia.com">ipo@narnolia.com</a> <b>Website:</b> <a href="http://www.narnolia.com">www.narnolia.com</a> <b>Contact Person:</b> Mr. Pankaj Pasi <b>SEBI Registration No.</b> INM000010791	52,26,000	[•]	100.00

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

## **FILING OF OFFER DOCUMENT**

The Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus shall be filed with SME platform of BSE Limited (BSE SME).

A soft copy of the Red Herring Prospectus and Prospectus shall be filed with SEBI through SEBI Intermediary Portal at <https://siportal.sebi.gov.in> as per Regulation 246(1) of SEBI (ICDR) Regulations. Pursuant to Regulation 246(2) of SEBI ICDR Regulations, the SEBI shall not issue any observation on the offer document. A copy of the Red Herring Prospectus and Prospectus along with the documents required to be filed under Section 26 read with Section 32 of the Companies Act will be delivered to the Registrar of Companies, Delhi, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019.

## **GREEN SHOE OPTION**

No green shoe option is contemplated under the Issue.

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

No changes have taken place in the Auditors during the last three years preceding the date of this Draft Red Herring Prospectus.

## **WITHDRAWAL OF THE ISSUE**

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

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

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

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of BSE SME and SEBI from time to time.
3. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
7. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
8. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
9. The Market Maker(s) shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).
10. In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further, our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our corporate office from 11.00 a.m. to 5.00 p.m. on working days.
11. **Risk containment measures and monitoring for Market Makers:** SME Platform of BSE will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value- At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
12. **Punitive Action in case of default by Market Maker:** SME Platform of BSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Makers, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties/ fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker(s) in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.  
  
The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/fines/ suspension for any type of misconduct/manipulation/ other irregularities by the Market Makers from time to time.
13. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
  - (i) In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - (ii) In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Offer price.

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

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

14. 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.

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

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

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

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

*This space has been left blank intentionally.*

## CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Red Herring Prospectus is set forth below:  
*(Rs. In Lakhs except No. of Shares)*

S. N.	Particulars	Aggregate Nominal Value	Aggregate Value at Issue Price
<b>A.</b>	<b>Authorised Share Capital</b>		
	2,50,00,000 Equity Shares of Rs.10/- each	2,500.00	-
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	1,52,18,400 Equity Shares of Rs.10/- each	1,521.84	-
	<b>Present Issue in terms of the Draft Red Herring Prospectus</b>		
	Issue of 52,26,000 Equity Shares of face value of Rs.10/- each at a premium of Rs. [●] /- per share	522.60	[●]
	<i>of which:</i>		
<b>(I)</b>	Reservation for Market Maker- 2,61,600 Equity Shares of Rs.10/- each at a price of Rs. [●] /- per Equity Share reserved as Market Maker Portion.	26.16	[●]
<b>(II)</b>	Net Issue to the Public – 49,64,400 Equity Shares of Rs.10/- each at a price of Rs. [●] /- per Equity Share.	496.40	[●]
<b>C.</b>	<b>Of the Net Issue to the Public</b>		
<b>I</b>	<b>Allocation to Qualified Institutional Buyer – 24,81,000 Equity Shares of Rs.10/- each at a price of Rs. [●] per Equity Share.</b>	248.10	[●]
	Of which:		
	(a) Anchor Investor Portion- Upto 14,88,600 Equity Shares of face value of Rs.10/- each fully paid-upfor cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Lakhs	148.80	[●]
	(b) Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)- Upto 9,92,400 Equity Shares of face value of Rs.10/- each fully paid-upfor cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Lakhs	99.24	[●]
<b>II</b>	<b>Allocation to Non-Institutional Investors – 7,45,200 Equity Shares of Rs.10/- each at a price of Rs. [●] /- per Equity Share shall be available for allocation for Investors applying for a value of above Rs. 2.00 Lakhs.</b>	74.52	[●]
<b>III</b>	<b>Allocation to Retail Individual Investors – 17,38,200 Equity Shares of Rs.10/- each at a price of Rs. [●] /- per Equity Share shall be available for allocation for Investors applying for a value of up to Rs. 2.00 Lakhs.</b>	173.82	[●]
<b>D.</b>	<b>Issued, Subscribed and Paid-up Share Capital after the Issue</b>		
	1,98,44,400 Equity Shares of Rs. 10/- each	1984.44	
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue	7140.20	
	After the Issue		[●]

The present issue has been authorized by our Board of Directors vide a resolution passed at its meeting held on dated September 19, 2024 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the EGM of our shareholders held on September 23, 2024.

Our Company has only one class of issued share capital i.e., Equity Shares of the face value of Rs. 10/- each only. All equity shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.



## NOTES TO THE CAPITAL STRUCTURE

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

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

S. No.	Date	No. of Equity Shares	Face Value (in ₹)	Cumulative No. of Shares	Cumulative Authorized Share Capital (in ₹)	Whether AGM/EGM
1.	On Incorporation*	1,000	100	1,000	1,00,000	N.A.
2.	January 30, 1989	4,000	100	5,000	5,00,000	EGM
3.	February 18, 1991	5,000	100	10,000	10,00,000	EGM
4.	March 18, 1997	10,000	100	20,000	20,00,000	EGM
5.	August 18, 1998	20,000	100	40,000	40,00,000	EGM
6.	October 12, 2001	10,000	100	50,000	50,00,000	EGM
7.	March 19, 2008	1,50,000	100	2,00,000	2,00,00,000	EGM
8.	December 10, 2008	6,00,000	100	8,00,000	8,00,00,000	EGM
9.	June 14, 2018**	2,00,000	100	10,00,000	10,00,00,000	EGM
10.	June 25, 2022	5,00,000	100	15,00,000	15,00,00,000	EGM
The Authorized Share Capital of the company is sub divided from Rs.100/- per equity share to Rs.10/- per equity share by passing Special Resolution in Extra Ordinary General Meeting dated March 14, 2024.						
11.	March 14, 2024	1,50,00,000	10	1,50,00,000	15,00,00,000	EGM
12.	May 10, 2024	1,00,00,000	10	2,50,00,000	25,00,00,000	AGM

\*The Date of incorporation of the company is August 05, 1988.

\*\*Pursuant to the NCLT's order dated June 14, 2018, M/s Radiant Complast Private Limited (Transferor) has been merged into our Company (Transferee) and Authorised Share capital has been increased from 8,00,00,000 to 10,00,00,000.

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

Not e	Date of Allotment	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Share	Cumulative Equity Paid-up Capital (Rs.)	Cumulative Securities premium (Rs.)
1.	On Incorporation	6	100	100	Cash	Subscription to MOA	6	600	-
2	October 14, 1988	994	100	100	Cash	Private Placement	1,000	1,00,000	-
3.	February 11, 1989	1,500	100	100	Cash	Private Placement	2,500	2,50,000	-
4.	March 4, 1991	3,500	100	100	Cash	Private Placement	6,000	6,00,000	-
5.	October 15, 1999	33,538	100	100	Cash	Private Placement	39,538	39,53,800	-
6.	December 28, 2004	10,000	100	100	Cash	Private Placement	49,538	49,53,800	-
7.	March 23, 2008	1,50,000	100	NA	Other than cash	Bonus Issue	1,99,538	1,99,53,800	-
8.	December 28, 2016	28,900	100	605	Cash	Private Placement	2,28,438	2,28,43,800	1,45,94,500
9.	February 11, 2022	417,480	100	100	Cash	Conversion of Debenture by way of	6,45,918	6,45,91,800	1,45,94,500

						preferential allotment			
10.	February 18, 2022	3,00,000	100	100	Cash	Conversion of Security Deposit by way of preferential allotment	9,45,918	9,45,91,800	1,45,94,500
11.	January 03, 2023	2,98,711	100	1,556	Cash	Private Placement	12,44,629	12,44,62,900	44,95,17,716
12.	July 14, 2023	1,77,211	100	859	Cash	Private Placement	14,21,840	14,21,84,000	58,40,20,865
The Share Capital of the company is sub-divided from Rs.100/- per equity share to Rs.10/- per equity share by passing Ordinary resolution in Extra Ordinary General Meeting dated March 14, 2024.									
13	March 14, 2024	1,42,18,400	10	NA	NA	Sub-division	1,42,18,400	14,21,84,000	58,40,20,865
14.	July 25, 2024	10,00,000	10	140	Cash	Private Placement	1,52,18,400	15,21,84,000	71,40,20,865

**Notes:**

- Initial Subscribers to Memorandum of Association hold 6 Equity Shares each of face value of ₹ 100/- fully paid up as per the details given below:

S. N.	Name of Person	No. of Shares Allotted
1.	Om Prakash Bahl	1
2.	Nalin Bahl	1
3.	Naresh Chand Jain	1
4.	Madhu Jain	1
5.	Mange Lal Rustagi	1
6.	Kumud Jayee	1
	<b>Total</b>	<b>6</b>

- The Company thereafter allotted 994 Equity shares of face value of ₹ 100/- as Private Placement on October 14, 1988, the details of which is given below:

S. N.	Name of Person	No. of Shares Allotted
1.	Om Prakash Bahl	214
2.	Nalin Bahl	118
3.	Naresh Chand Jain	331
4.	Kumud Jayee	181
5.	Mange Lal Rustagi	150
	<b>Total</b>	<b>994</b>

- The Company thereafter allotted 1,500 Equity shares of face value of ₹ 100/- as Private Placement on February 11, 1989, the details of which is given below:

S. N.	Name of Person	No. of Shares Allotted
1.	Om Prakash Bahl	802
2.	Naresh Chand Jain	169
3.	Mange Lal Rustagi	150
4.	Kumud Jayee	259
5.	Pratibha Bahl	120
	<b>Total</b>	<b>1,500</b>

4. The Company thereafter allotted 3,500 Equity shares of face value of ₹ 100/- as Private Placement on March 4, 1991, the details of which is given below:

S. N.	Name of Person	No. of Shares Allotted
1.	Om Prakash Bahl	1,950
2.	Kumud Jayee	530
3.	Mange Lal Rustagi	100
4.	Madhu Jain	460
5.	Naresh Chand Jain	460
	<b>Total</b>	<b>3,500</b>

5. The Company thereafter allotted 33,538 Equity shares of face value of ₹ 100/- as Private Placement on October 15, 1999, the details of which is given below:

S. N.	Name of Person	No. of Shares Allotted
1.	Nalin Bahl	16,563
2.	Kumud Jayee	16,975
	<b>Total</b>	<b>33,538</b>

6. The Company thereafter allotted 10,000 Equity shares of face value of ₹ 100/- as Private Placement on December 28, 2004 the details of which is given below:

S. N.	Name of Person	No. of Shares Allotted
1.	Nalin Bahl	5,000
2.	Kumud Jayee	5,000
	<b>Total</b>	<b>10,000</b>

7. The Company thereafter allotted 1,50,000 Equity shares of face value of ₹ 100/- as Bonus Issue on March 23, 2008 the details of which is given below:

S. N.	Name of Person	No. of Shares Allotted
1.	Om Prakash Bahl	8,984
2.	Nalin Bahl	65,653
3.	Kumud Jayee	75,000
4.	Pratibha Bahl	363
	<b>Total</b>	<b>1,50,000</b>

8. The Company thereafter allotted 28,900 Equity shares of face value of ₹ 100/- as Private Placement on December 28, 2016 the details of which is given below:

S. N.	Name of Person	No. of Shares Allotted
1.	Nitin Bahl	14,450
2.	Sumita Jayee	14,450
	<b>Total</b>	<b>28,900</b>

9. The Company thereafter allotted 4,17,480 Equity shares of face value of ₹ 100/- on Conversion of Convertible Debenture by way of preferential allotment on February 11, 2022 the details of which is given below:

S. N.	Name of Person	No. of Shares Allotted
1.	Nalin Bahl	2,08,740
2.	Nitin Bahl	2,08,740
	<b>Total</b>	<b>4,17,480</b>

10. The Company thereafter allotted 3,00,000 Equity shares of face value of ₹ 100/- on Conversion of Convertible Security Deposit by way of preferential allotment on February 18, 2022 the details of which is given below:

S. N.	Name of Person	No. of Shares Allotted
1.	Kunal Bahl	3,00,000
	<b>Total</b>	<b>3,00,000</b>

11. The Company thereafter allotted 2,98,711 Equity shares of face value of ₹ 100/- as Private Placement on January 03, 2023 the details of which is given below:

S. N.	Name of Person	No. of Shares Allotted
1.	DMI Finance Private Limited	2,98,711
	<b>Total</b>	<b>2,98,711</b>

12. The Company thereafter allotted 1,77,211 Equity shares of face value of ₹ 100/- as Private Placement on July 14, 2023 the details of which is given below:

S. No.	Name of Person	No. of Shares Allotted
1.	Fuji Electronics Industries Co. Ltd	1,77,211
	<b>Total</b>	<b>1,77,211</b>

13. The Share Capital of the company is sub-divided from Rs.100/- per equity share to Rs.10/- per equity share by passing Ordinary resolution in Extra Ordinary General Meeting dated March 14, 2024.

S. No.	Date of Allotment	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Share	Cumulative Equity Paid-up Capital (Rs.)	Cumulative Securities premium (Rs.)
1.	March 14, 2024	1,42,18,400	10	NA	NA	Sub-division	1,42,18,400	14,21,84,000	58,40,20,865

14. The Company thereafter allotted 10,00,000 Equity shares of face value of ₹ 10/- as Private Placement on July 25, 2024 the details of which is given below:

S. N.	Name of Person	No. of Shares Allotted
1	Vipin Verma	19,800
2	Hari Mohan Gupta	4,500
3	Jitendra Kumar Mallick	4,500
4	Manish Dwivedi	4,500
5	Arun Goel	4,500
6	Sumit Bisht	4,500
7	Kusum Rana	4,500
8	Anil Chauhan	4,500
9	Darpan Allahabadi	4,500
10	KSA Finance Private Limited	24,600
11	Reina Ramesh Jaisinghani	235,800
12	Ajay Thakurdas Jaisinghani	71,400
13	Ritika Nikhil Jaisinghani	36,000
14	Raghav Karol	214,200
15	Sunil Gupta	24,600

16	Prabodh Gupta	10,500
17	Sandeep Aggarwal	27,000
18	Ajay C Sareen	13,500
19	Ritesh Kumar Gupta	14,100
20	Santosh Rani	24,600
21	RNR Wealth Management	24,600
22	Ashish Ranawade	6,900
23	Rohit Narang	3,600
24	Sandipan Das	17,400
25	Ravi Bhushan Tiwari	6,000
26	Shilpa Kabra	35,400
27	Shreyas Santosh Iyer	71,400
28	Sanjay Gupta	3,000
29	Minakshi Sharma	4,800
30	Vinay Equity Market LLP	21,600
31	Manish Gupta	3,600
32	Badami Investment	35,200
33	Indus Cosmeceuticals	7,200
34	Anmol Narula	7,200
	<b>Total</b>	<b>10,00,000</b>

### 3. History of Debentures issued by our company

Sr. No.	Date of Allotment	No. of Debentures allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Nature of Debenture
1.	December 27, 2016	6,00,000	100	100	Cash	Private Placement	Optionally fully convertible Debentures
2.	February 26, 2018	240*	10,00,000	10,00,000	Cash	Private Placement	Secured, to be Listed, Redeemable, Interest-bearing Non-convertible <b>Series A Debentures</b>
3.	February 26, 2018	294*	10,00,000	10,00,000	Cash	Private Placement	Secured, to be Listed, Redeemable, Interest-bearing Non-convertible <b>Series B Debentures</b>
4.	May 17, 2018	97*	10,00,000	10,00,000	Cash	Private Placement	Secured to be Listed, Redeemable Interest-bearing Non-Convertible Debentures <b>Series A</b>
5.	May 17, 2018	119*	10,00,000	10,00,000	Cash	Private Placement	Secured, to be Listed Redeemable Interest-bearing Non-Convertible Debentures <b>Series B</b>

\*The payment of redemption of these debentures is made on January 04, 2023.

**Notes:**

1. The Company allotted 6,00,000 Optionally fully convertible Debentures of face value of ₹ 100/- as Private Placement on December 27, 2016, the details of which is given below

S. N.	Name of Person	No. of Debenture Allotted
1.	Mr. Nalin Bahl	3,00,000
2.	Mr. Nitin Bahl	3,00,000
<b>Total</b>		<b>6,00,000*</b>

\*The company has converted 6,00,000 Optionally Convertible Debentures into 417,480 Equity Share on February 11, 2022.

2. The Company allotted 240 Secured, to be Listed, Redeemable, Interest-bearing Non-convertible **Series A** Debentures of face value of ₹ 10,00,000/- as Private Placement on February 26, 2018, the details of which is given below

S. N.	Name of Person	No. of Debenture Allotted
1.	DMI Finance Private Limited	150
2.	DMI Income Fund PTE Limited	90
<b>Total</b>		<b>240</b>

Dated March 15, 2018, these debentures listed and admitted to dealing on the BSE in the list of F Group Debt Instruments.

3. The Company allotted 294 Secured, to be Listed, Redeemable, Interest-bearing Non-convertible **Series B** Debentures of face value of ₹ 10,00,000/- as Private Placement on February 26, 2018, the details of which is given below

S. N.	Name of Person	No. of Debenture Allotted
1.	DMI Finance Private Limited	184
2.	DMI Income Fund PTE Limited	110
<b>Total</b>		<b>294</b>

Dated March 15, 2018, these debentures were listed and admitted to dealing on the BSE in the list of F Group Debt Instruments.

4. The Company allotted 97 Secured, to be Listed Redeemable Interest- bearing Non-Convertible Debenture **Series A** of face value of ₹ 10,00,000/- as Private Placement on May 17, 2018, the details of which is given below

S. N.	Name of Person	No. of Debenture Allotted
1.	DMI Finance Private Limited	75
2.	DMI Income Fund PTE Limited	22
<b>Total</b>		<b>97</b>

Dated June 04, 2018, these debentures were listed and admitted to dealing on the BSE in the list of F Group Debt Instruments.

5. The Company allotted 119 Secured, to be Listed Redeemable Interest- bearing Non-Convertible Debenture **Series B** of face value of ₹ 10,00,000/- as Private Placement on May 17, 2018, the details of which is given below:

S. N.	Name of Person	No. of Debenture Allotted
1.	DMI Finance Private Limited	91
2.	DMI Income Fund PTE Limited	28
<b>Total</b>		<b>119</b>

Dated June 04, 2018, this was listed and admitted to dealing on the BSE in the list of F Group Debt Instruments.

## 1. Shareholding of the Promoters of our Company

As on the date of this Draft Red Herring Prospectus, our Promoters Mr. Nalin Bahl and Mr. Nitin Bahl holds total 83,92,160 Equity Shares representing 55.14% of the pre-issue paid up share capital of our Company.

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

Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (In Rs.)	Issue/ Transfer price per Equity Share (In Rs.)	Consideration (cash/ other than cash)	Name of Transferor / Transferee
<b>Mr. Nalin Bahl</b>						
On Incorporation	Subscriber to MOA	1	100	100	Cash	NA
October 14, 1988	Private Placement	118	100	100	Cash	NA
October 15, 1999	Private Placement	16,563	100	100	Cash	NA
December 28, 2004	Private Placement	5,000	100	100	Cash	NA
March 23, 2008	Bonus Issue	65,653	100	NA	Other Than Cash (Bonus Issue)	NA
January 01, 2009	Transmission	11,951	100	NA	NA	Om Prakash Bahl
February 11, 2022	Conversion of convertible debentures	2,08,740	100	100	Cash	NA
<b>Total</b>		<b>3,08,026</b>				
Sub-division of Nominal Value from Rs. 100/- per share to Rs. 10/- per share						
March 14, 2024	Sub-division	30,80,260	10	NA	NA	NA
<b>Total</b>		<b>30,80,260</b>				
<b>Mr. Nitin Bahl</b>						
December 28, 2016	Allotment	14,450	100	605	Cash	NA
February 11, 2022	Allotment	2,08,740	100	100	Cash	NA
March 30, 2022	Transfer	3,00,000	100	Nil	Other than Cash (Gift)	Kunal Bahl
July 01, 2024	Transfer	8,000	100	1250	Cash	Kumud Jayee
<b>Total</b>		<b>5,31,190</b>				
Sub-division of Nominal Value from Rs. 100/- per share to Rs. 10/- per share						
March 14, 2024	Sub-division	53,11,900	10	NA	NA	NA
<b>Total</b>		<b>53,11,900</b>				

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

## 2. Our shareholding Pattern

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

Sr. No.	Category of shareholder	No. of Shareholders	No. of fully paid-up Equity Shares held	Number of Party paid-up Equity Shares held	Number 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
								No of Voting Rights			Total as a % of (A+ B+ C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class Equity Shares of Rs.10/- each^	Class eg: y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VII+X	XII	XIII	XIV		
(A)	Promoter & Promoter Group	3	83,96,990	-	-	83,96,990	55.18	83,96,990	-	83,96,990	55.18	-	55.18	-	37,33,880	83,96,990		
(B)	Public	41	68,21,410	-	-	68,21,410	44.82	68,21,410	-	68,21,410	44.82	-	44.82	-	-	43,92,300		
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	<b>Total</b>	<b>44</b>	<b>1,52,18,400</b>	-	-	<b>1,52,18,400</b>	<b>100.00</b>	<b>1,52,18,400</b>	-	<b>1,52,18,400</b>	<b>100.00</b>	-	<b>100.00</b>	-	<b>37,33,880</b>	<b>1,52,18,400</b>		

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



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

S. N.	Name of shareholder	Pre issue		Post issue	
		No. of equity Shares	As a % of Issued Capital	No. of equity Shares	As a % of Issued Capital
<b>Promoters</b>					
1	Mr. Nitin Bahl	53,11,900	34.90	53,11,900	26.77
2	Mr. Nalin Bahl	30,80,260	20.24	24,80,260	12.50
<b>Total – A</b>		<b>83,92,160</b>	<b>55.14</b>	<b>77,92,160</b>	<b>39.27</b>
<b>Promoter Group</b>					
3	Pratibha Bahl	4,830	0.03	4,830	0.02
<b>Total – B</b>		<b>4,830</b>	<b>0.03</b>	<b>4,830</b>	<b>0.02</b>
<b>Public</b>					
4	Public	68,21,410	44.82	68,21,410	34.37
5	IPO	-	-	52,26,000	26.33
<b>Total-C</b>		<b>68,21,410</b>	<b>44.82</b>	<b>1,20,47,410</b>	<b>60.71</b>
<b>Grand Total (A+B+C)</b>		<b>1,52,18,400</b>	<b>100.00</b>	<b>1,98,44,400</b>	<b>100.00</b>

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in ₹)
Mr. Nitin Bahl	53,11,900	7.46
Mr. Nalin Bahl	30,80,260	7.48

As certified by auditor M/s B Chhawchharia & Co., Chartered Accountants, dated September 23, 2024.

6. Details of Major Shareholders:

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

S. N.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Nitin Bahl	53,11,900	34.90
2.	Nalin Bahl	30,80,260	20.24
3.	Udyat Indian Ventures LLP	19,57,490	12.86
4.	Fuji Electronics Industries Co. Limited	17,72,110	11.64
5.	Rahul Gupta	9,91,410	6.51
6.	Chanda Gupta	5,50,000	3.61
7.	Sajal Gupta	4,50,000	2.96
8.	Reina Ramesh Jaisinghani	2,35,800	1.55
9.	Raghav Karol	2,14,200	1.41
	<b>Total</b>	<b>1,45,63,170</b>	<b>95.69</b>

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

S. N.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Nitin Bahl	53,11,900	34.90
2.	Nalin Bahl	30,80,260	20.24
3.	Udyat Indian Ventures LLP	19,57,490	12.86
4.	Fuji Electronics Industries Co. Limited	17,72,110	11.64
5.	Rahul Gupta	9,91,410	6.51
6.	Chanda Gupta	5,50,000	3.61
7.	Sajal Gupta	4,50,000	2.96
8.	Reina Ramesh Jaisinghani	2,35,800	1.55
9.	Raghav Karol	2,14,200	1.41
	<b>Total</b>	<b>1,45,63,170</b>	<b>95.69</b>

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

S. N.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Nitin Bahl	5,23,190	36.80
2.	Nalin Bahl	3,08,026	21.66
3.	DMI Finance Private Limited	199,141	14.01
4.	Fuji Electronics Industries Co. Limited	1,77,211	12.46
5.	Kumud Jayee	99,769	7.02
6.	DMI Income Fund Private Limited	99,570	7.00
7.	Sumit Jayee	14,450	1.02
	<b>Total</b>	<b>14,21,357</b>	<b>99.97%</b>

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

S. N.	Name of shareholders	No. of Equity held	% of Paid-up Capital
1.	Nitin Bahl	5,23,190	55.31
2.	Nalin Bahl	3,08,026	32.56
3.	Kumud Jayee	99,769	10.55
4.	Sumita Jayee	14,450	1.53
	<b>Total</b>	<b>9,45,435</b>	<b>99.95</b>

7. Except as disclosed below, the Company has not issued any convertible instruments like warrants, debentures etc. since its incorporation and there are no outstanding convertible instruments as on date of this Draft Red Herring Prospectus:

Date of Issue	Nature of Instruments	No. of Securities
December 27, 2016*	Optionally fully convertible Debentures	6,00,000

\* The company converted these debentures into equity shares on February 11, 2022.

8. Our Company has not issued any Equity Shares out of revaluation reserve or reserves without accrual of cash resources, except the bonus issue.
9. Our Company has not issued any Equity Shares during a period of one year preceding the date of this Draft Red Herring Prospectus at a price lower than the Issue Price, except as following:

**Private Placement:** 10,00,000 Equity Shares of face value of ₹ 10/- at an Issue Price of INR 140/- per equity shares:

S. N.	Name of Person	No. of Shares Allotted
1	Vipin Verma	19,800
2	Hari Mohan Gupta	4,500
3	Jitendra Kumar Mallick	4,500
4	Manish Dwivedi	4,500
5	Arun Goel	4,500
6	Sumit Bisht	4,500
7	Kusum Rana	4,500
8	Anil Chauhan	4,500
9	Darpan Allahabadi	4,500
10	KSA Finance Private Limited	24,600
11	Reina Ramesh Jaisinghani	2,35,800
12	Ajay Thakurdas Jaisinghani	71,400
13	Ritika Nikhil Jaisinghani	36,000
14	Raghav Karol	2,14,200
15	Sunil Gupta	24,600
16	Prabodh Gupta	10,500
17	Sandeep Aggarwal	27,000
18	Ajay C Sareen	13,500
19	Ritesh Kumar Gupta	14,100
20	Santosh Rani	24,600
21	RNR Wealth Management	24,600
22	Ashish Ranawade	6,900
23	Rohit Narang	3,600
24	Sandipan Das	17,400
25	Ravi Bhushan Tiwari	6,000
26	Shilpa Kabra	35,400
27	Shreyas Santosh Iyer	71,400
28	Sanjay Gupta	3,000
29	Minakshi Sharma	4,800
30	Vinay Equity Market LLP	21,600
31	Manish Gupta	3,600
32	Badami Investment	35,200
33	Indus Cosmeceuticals	7,200
34	Anmol Narula	7,200
	<b>Total</b>	<b>10,00,000</b>

10. 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 this Draft Red Herring Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.
11. We have 44 shareholders as on the date of filing of this Draft Red Herring Prospectus.
12. As on the date of this Draft Red Herring Prospectus, our Promoter and Promoters Group hold total 83,96,990 Equity Shares representing 55.18% of the pre-issue paid up share capital of our Company.

13. Except as disclosed below, none of our Promoters, their relatives and associates, persons in Promoter Group or the directors of the Company which is a promoter of the Company and/or the Directors of the Company have purchased or sold any securities of our Company during the past six months immediately preceding the date of filing this Draft Red Herring Prospectus:

S. N.	Date of Transfer	Name of Transferor	Name of Transferee	Number of Shares
1.	July 01, 2024	Mr. Kumud Jayee	Mr. Nitin Bahl	8,000

14. The members of the Promoters Group, our directors and the relatives of our directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months immediately preceding the date of filing this Draft Red Herring Prospectus.
15. Details of Promoter's Contribution locked in for three years:

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

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute 20.00% of the post-issue Equity Share Capital of our Company as Promoters Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution from the date of filing of this Draft Red Herring Prospectus until the completion of the lock-in period specified above.

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

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

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

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

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

The details of the Equity Shares held by our Promoters, which are locked in for a period of 3 years from the date of Allotment in the Offer are given below:

Name of Promoter	Date of Transaction and when made fully paid-up	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue/ Acquisition Price per Equity Share (Rs.)	Percentage of post- Offer paid-up capital (%)	Lock in Period
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

The Equity Shares that are being locked in are not ineligible for computation of Promoters contribution in terms of Regulation 237 of the SEBI ICDR Regulations. Equity Shares offered by the Promoters for the minimum Promoters contribution are not subject to pledge. Lock-in period shall commence from the date of allotment of Equity Shares in the Public Issue.

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

- a) Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets;

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

Reg No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoters 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 capitalisation 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 capitalisation of intangible assets. <b>Hence Eligible</b>
237 (1) (a) (i)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilisation of revaluation reserves or unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum promoters' contribution.	The Minimum Promoter's contribution does not consist of such Equity shares. <b>Hence Eligible.</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 [or any non-individual public shareholder holding at least five per cent. of the post-issue capital or any entity (individual or non-individual) forming part of promoter group other than the promoter(s)], 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>Hence Eligible.</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,	The Minimum Promoter's contribution does not consist of such Equity shares. <b>Hence Eligible.</b>

	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.	
237 (1) (d)	Specified securities pledged with any creditor.	Detailed of the shares pledged by the promoter of our company is given below.

Our Promoters have pledged some of their shares with the Kotak Mahindra Bank as security for repayment of loans. The details are as follows.

Name of Promoter	No. of Equity Shares	Percentage of post-Offer paid-up capital (%)	Name of the Bank/ Financial institution
Mr. Nitin Bahl	18,66,940	9.41%	Kotak Mahindra Bank
Mr. Nalin Bahl	18,66,940	9.41%	Kotak Mahindra Bank

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

#### ***Equity Shares locked-in for one year***

In addition to above Equity Shares that are locked-in for three years as the minimum Promoters' contribution, the promoters and public pre-issue shareholding of Equity Share capital of our Company, i.e. [●] Equity Shares shall be locked in for a period of one year from the date of Allotment in the Public Issue. Further, such lock-in of Equity Shares would be created as per the bye laws of the Depositories.

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

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

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

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

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

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

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

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

- The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock- in period stipulated has expired.

16. Our Company, our Promoters, our Directors and the Lead Manager to this Offer have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.
17. Our Company has not issued any shares for consideration other than cash or out of revaluation of reserves since inception, although our company has issued Bonus Shares out of Free reserve or Securities Premium reserve only, details of which are as follows: -

S. N.	Name of Allottees	No. of Shares	Face Value	Issue Price	Date of Allotment	Reason of Allotment	Benefit occurred to Issuer
1.	Om Prakash Bahl	8,984	100	100	March 23, 2008	Bonus Issue	Capitalization of Reserve
2.	Nalin Bahl	65,653					
3.	Kumud Jayee	75,000					
4.	Pratibha Bahl	363					
<b>Total</b>		<b>150,000</b>					

18. Except as disclosed below, our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.

Pursuant to the NCLTs order dated June 14, 2018, M/s Radiant Complast Private Limited (Transferor, wholly owned Subsidiary of Transferee Company) has been merged into our Company (Transferee). Further Company has not allotted any equity shares as merger takes place between Holding Company ("Our Company" or "Radiant Innovative Manufacturing Limited") and its wholly owned subsidiary company (Radiant Complast Private Limited).

19. Except as disclosed below, our Company has not re-valued its assets since inception. However, Our Company has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

The details of the revaluation of assets done in the last 10 years are as follows:

- During the financial year 2020-2021, the Company got a revaluation of leasehold land and Freehold land done by an independent registered valuation expert by Rs. (10.38) Lakhs.
- During the financial year 2019-2020, the Company got a revaluation of leasehold land and Freehold land done by an independent registered valuation expert by Rs. 78.34 Lakhs.
- During the financial year 2017-2018, the Company got a revaluation of leasehold land done by an independent registered valuation expert by Rs. 70.41 Lakhs.
- During the financial year 2016-2017, the Company got a revaluation of leasehold land done by an independent registered valuation expert by Rs. 631.74 Lakhs.

20. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

21. There are no safety net arrangements for this public Offer.

22. As per Regulation 268(2) of SEBI (ICDR) Regulations, 2018, an over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off while finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment lot. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased to ensure that 20% of the post issue paid-up capital is locked-in.
23. As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
24. All the Equity Shares of our Company are fully paid up as on the date of this Draft Red Herring Prospectus. Further, since the entire money in respect of the Offer is being called on application, all the successful applicants will be allotted fully paid-up equity shares.
25. As per RBI regulations, OCBs are not allowed to participate in this Issue.
26. There is no Buyback, Standby, or similar arrangement by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares issued / offered through this Draft Red Herring Prospectus.
27. Except as disclosed below, as on the date of this Draft Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans:

Name of Promoter	No. of Equity Shares	Percentage of post-Offer paid-up capital (%)	Name of the Bank/ Financial institution
Mr. Nitin Bahl	18,66,940	9.41%	Kotak Mahindra Bank
Mr. Nalin Bahl	18,66,940	9.41%	Kotak Mahindra Bank

28. Investors may note that in case of over-subscription, the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to time.
29. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Lead Manager and BSE.
30. The Issue is being made through Book Building Method.
31. Lead Manager to the Issue viz. Narnolia Financial Services Limited and its associates do not hold any Equity Shares of our Company.
32. Our Company has not raised any bridge loan against the proceeds of this Issue.
33. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
34. An Applicant cannot make an application for more than the number of Equity Shares being Issued/Offered through this fixed subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
35. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Offer.
36. Our Promoters and the members of our Promoter Group will not participate in this Issue.
37. Our Company has not made any public issue since its incorporation.
38. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between



the date of filing the Draft Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.

39. For the details of transactions by our Company with our Promoter Group, Group Companies during the year ended on March 31, 2024, March 31, 2023 & March 31, 2022, please refer to paragraph titled —Related Party Transaction in the chapter titled “Financial Information” beginning on page number 198 of this Draft Red Herring Prospectus
40. None of our Directors and Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled —Our Management beginning on page 176 of this Draft Red Herring Prospectus.

*This space has been left blank intentionally.*

## OBJECTS OF THE ISSUE

### Objects of the Fresh Issue

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

- 1) Funding the capital expenditure for purchase of Plant & machinery, Infrastructure Development and Other Auxiliary equipment;
- 2) Funding the capital expenditure requirement for expansion of our Manufacturing Facilities at Vani, Gujarat;
- 3) Repayment and/or pre-payment, in part or full, of certain borrowings availed by our Company;
- 4) To meet out the General Corporate Purposes; and
- 5) To meet out the Issue Expenses.

In addition, we believe that listing our Company's Equity Shares on the SME platform of BSE will increase our visibility and improve our corporate image. This listing is expected to benefit both our Company and our shareholders. It will also provide a way for existing shareholders to easily buy or sell shares, and create a public market for our Company's Equity Shares.

The main object clause of Memorandum of Association of our Company enables us to undertake the activities for which the funds are being raised by us through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association. For the main objects clause of our Memorandum of Association, see “*History and Certain Corporate Matters*” on page 170.

### REQUIREMENT OF FUNDS

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be ₹ [●] thousand (the “Net Issue Proceeds”).

The following table summarizes the requirement of funds:

S. N.	Particulars	Rupees in Lakhs
1.	Gross Issue Proceeds	[●]*
2.	Less: Issue Related Expenses	[●]*
	<b>Net proceeds</b>	[●]*

*\*Subject to finalization of basis of allotment.*

### UTILISATION OF FUNDS:

#### Fund Requirements

Our funding requirements are dependent on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial conditions. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

We intend to utilize the proceeds of the Fresh Issue, in the manner set forth below:

S. N.	Particulars	Rupees in lakhs
1.	Funding the capital expenditure for purchase of Plant & machinery, Infrastructure Development and Other Auxiliary equipment	2,056.87
2.	Funding the capital expenditure requirement for expansion of our Manufacturing Facilities at Vani, Gujarat	1,628.59
3.	Repayment and/ or pre-payment, in part or full, of certain borrowings availed by our Company;	1,990.63
4.	General Corporate Purposes	[●]
	<b>Total</b>	[●]

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

*Note: Any Additional cost will be borne by the company through internal accruals.*

*The requirements of the objects detailed above are intended to be funded from the proceeds of the Issue. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed Issue.*

*The fund requirement and deployment are 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 light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below.*

In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013.

## **DETAILS OF THE OBJECTS OF THE ISSUE**

### **1. Purchase of Plant & machinery, Mold and Dies, Infrastructure and other Auxiliary equipment**

Our Company proposes to acquire certain plant and machineries, Mold and Dies, and Infrastructure and auxiliary equipment's at an estimated cost of Rs. 2251.55, out of which Rs. 2056.87 Lakhs will be sourced from Net Proceed and Rs. 194.68 Lakhs from internal sources. The details of the quotations and invoices we have received in this respect are as provided in the table below. This expenditure will increase our capacity, which will help our company to cater to the demands of existing and new clients.

No second-hand or used machinery is proposed to be purchased out of the Net Proceeds.

The plant wise expenditures details are as follows:

S. N.	Plant Name and Description	Amount (Rupees in Lakhs)
<b>Chennai plant, Tamil Nadu</b>		
1.	Plant and Machineries	371.16
2.	Infrastructure and Auxiliary equipment	332.50
<b>Total</b>		<b>703.66</b>
<b>Rudrapur Plant, Uttarakhand</b>		
1	Plant and Machineries	173.38
2.	Infrastructure and Auxiliary equipment	56.20
<b>Total</b>		<b>229.98</b>
<b>Noida Sector 80/ Sahibabad Plant, Uttar Pradesh</b>		
1	Plant and Machineries	460.41
2.	Infrastructure and Auxiliary equipment	111.69
<b>Total</b>		<b>572.10</b>
<b>Vani Plant, Gujarat</b>		
1	Plant and Machineries	646.59

2.	Mold and dies	9.50
3.	Infrastructure and Auxiliary equipment	57.13
<b>Total</b>		<b>713.22</b>
<b>Greater Noida, Uttar Pradesh: Tool Room</b>		
1.	Plant and Machineries	32.60
<b>Grand Total</b>		<b>2,251.55</b>

## CHENNAI PLANT

### Plant and Machinery

The tentative expenditure for the Purchase of machineries are as follows:

S. No.	Description of Machinery	Qty	Quotation Amount (in USD)	Date of Quotation	Total Estimated cost (Rs. in Lakhs)	Vendor Name
1.	Plastic Injection Moulding Machine MA3000/1800GII	2	81,070	June 08, 2024	68.10	Haitian Huayuan (Singapore) Pte. Ltd
2.	Plastic Injection Moulding Machine MA4500/3200GII	1	63,014	February 22, 2024	52.93	Haitian Huayuan (Singapore) Pte. Ltd
3.	GII Series Injection Moulding Machine Model MAG II 250 T	3	91,888	June 08, 2024	77.19	Haitian Huayuan (Singapore) Pte. Ltd
4.	Plastic Injection Moulding Machine with MA2500-1000G II	2	62,038	June 08, 2024	52.11	Haitian Huayuan (Singapore) Pte. Ltd.
5.	Plastic Injection Moulding Machine with MA2000/770G II	1	26,537	June 08, 2024	22.29	Haitian Huayuan (Singapore) Pte. Ltd.
6.	Yizumi Vertical Injection Molding Machine UN90V3R	1	41,500	June 14, 2024	34.86	Yizumi Precision Machinery (HK) Co. Ltd.
7.	Automatic Robo, Conveyor Line, and Fixtures	19	35,810	July 04, 2024	30.08	Phoenix Shanghai Technology Co. Ltd.
8.	ACE Electric Forklift Truck	1	-	August 21, 2024	11.25	Action Construction Equipment Ltd.
9.	Yudo Sequential Injection timer and Temperature Controller	1 set	-	September 03, 2024	9.60	Yudo Hot Runner India Pvt. Ltd.
10.	Milling Machine Model No. CONM/ST- 4S R8	2	-	September 09, 2024	4.47	S & T Engineers (P) Ltd.
11.	Lathe Machine	1	-	August 30, 2024	6.53	S & T Engineers (P) Ltd.
12.	Pillar Drilling Machine	1	-	September 09, 2024	1.75	S & T Engineers (P) Ltd.
<b>Total</b>					<b>371.16</b>	

#### Notes:

1. The quotation is valid as on this date of DRHP.
2. Value of 1 dollar has been taken as 84/- Indian Rupees.
3. The purchase price mentioned is exclusive of GST and other applicable taxes.
4. In case of any appreciation in purchase price, the same shall be met through internal accrual.

## Infrastructure Development and Auxiliary equipment

The tentative expenditure to be incurred by the Company for the Infrastructure Development and Auxiliary equipment described below, are as follows:

S. No.	Particulars	Qty	Date of Quotation	Total Estimated cost (Rs. in Lakhs)	Vendor Name
1	Interior Work Ground Floor, AC work, Electrical, Networking, CCTV, and other utilities	-	August 31, 2024	66.00	SK Modular System
2	HT & LT Electrical Items (Power Station)	-	August 13, 2024	119.92	Menaka Electricals Pvt. Ltd
3	Installation Charges of HT & LT Electrical Items	-	August 13, 2024	23.47	
4	CPM20VSPM IPM Motor Screw Air Compressors	5	July 30, 2024	6.56	S.M.N. Pneumatic Services
5.	Heavy Duty Storage rack	-	August 26, 2024	2.60	S. S. Engineers & Associate
6.	Fire Alarm System	-	September 12, 2024	3.60	MIS Engineering Solutions Pvt Ltd.
<b>Total</b>				<b>222.15</b>	

### Notes:

1. The quotation is valid as on this date of DRHP.
2. The purchase price mentioned is exclusive of GST and other applicable taxes.
3. In case of any appreciation in purchase price, the same shall be met through internal accrual.

The expenditure already incurred by the Company for the Infrastructure Development and Auxiliary equipment described below, are as follows:

S. No.	Particulars	Qty	Total cost (Rs. in Lakhs)	Vendor Name
3	Panel Room Width Increasing as per Tamil Nadu Electricity Board Norms	-	9.20	Paradise Cooling Towers
4	Panel Room Width Increasing as per Tamil Nadu Electricity Board Norms	-	7.29	Paradise Cooling Towers
5	Panel Room Width Increasing as per Tamil Nadu Electricity Board Norms	-	2.51	Paradise Cooling Towers
6	Tata New Nexon Creative 1.2 Petrol Manual / Gray Colour 2024 Model	-	10.37	Sree Gokulam Motors and Services Pvt Ltd
8	Security Deposit against lease for Chennai Plant	-	45.00	Aruna Holdings
10.	Lease deed Expenses such as Stamp duty, registration fees for Chennai Plant	-	11.59	Aruna Holdings
11.	New Electricity Connection Fee	-	15.39	Tamil Nadu Generation and Distribution Corporation Limited
12.	Brokerage Payment for Chennai Plant	-	9.00	Right Spaces Realty Advisors (P) Ltd.
<b>Total</b>			<b>110.35</b>	

## RUDRAPUR PLANT

### Plant and machineries

The tentative expenditure for the Purchase of machineries are as follows:

S. No.	Description of Machinery	Qty	Date of Quotation	Total Estimated cost (Rs. in Lakhs)	Vendor Name
1.	Mold Temperature Controller, Manifold, HRTC, including Hoper Dryer	-	September 04, 2024	2.31	Auxilink Plastic technologies Pvt. Ltd.
2.	Axis Servo Robot Model RMO-1500	1	June 27, 2024	15.25	Helios Automation
3.	Injection Moulding Machine	1 set	April 12, 2024	51.73	Yizumi Precision Machinery (India) Pvt. Ltd.
4.	Symphony Ducted cooler Model No. VU 25U	-	July 16, 2024	2.20	Penso Industries
<b>Total</b>				<b>71.49</b>	

#### Notes:

1. The quotation is valid as on this date of DRHP.
2. The purchase price mentioned is exclusive of GST and other applicable taxes.
3. In case of any appreciation in purchase price, the same shall be met through internal accrual.

The expenditure already incurred by the company for the Purchase of machineries are as follows:

S. No.	Description of Machinery	Qty	Total cost (Rs. in Lakhs)	Vendor Name
1.	Plastic Injection Moulding Machine (MD130S8000 I4.0)	1	44.55	Haitian Huayuan Machinery India Pvt Ltd
2.	3 Platen Toggle Injection Moulding Machine Model No.: UN400 A5 IU 2693	1	51.73	Yizumi Precision Machinery India Pvt Ltd
3.	Pipe blockage testing spm for Genome reservoir automatic Ball testing	-	3.70	Shanti Automation
5.	Mold Temperature Controller, Manifold, HRTC	-	2.31	Auxilink Plastic technologies Pvt. Ltd.
<b>Total</b>			<b>102.29</b>	

### Infrastructure Development and Auxiliary equipment

The tentative expenditure for the Infrastructure Development and Auxiliary equipment described below, are as follows:

S. No.	Particulars	Qty	Date of Quotation	Total Estimated cost (Rs. in Lakhs)	Vendor Name
1.	120 KVA Online UPS system with battery backup (32 Batteries)	1	July 06, 2024	7.55	Atandra Energy Pvt Ltd
2.	CAM TIP angle measuring fixture with additional features of gear face runout and rejection bin interface.	1	July 20, 2024	9.15	Innovative Automation Products
5.	UPG CALYPSO CNC Base Dgl Lie	-	August 10, 2024	18.25	Carl Zeiss India (Bangalore) Pvt. Ltd.
6.	Customized Servo Robot Model RSS 900D	1	July 16, 2024	10.95	Helios Automation
7.	Digital Flange Micrometer	1	May 09, 2024	0.76	Milhard Sales Pvt. Ltd
8.	Weight Machine 600gm with	5	July 11, 2024	1.60	Samurai Technoweigh

Console-Non-Touch				India Pvt Ltd
<b>Total</b>			<b>48.26</b>	

**Notes:**

1. The quotation is valid as on this date of DRHP.
2. The purchase price mentioned is exclusive of GST and other applicable taxes.
3. In case of any appreciation in purchase price, the same shall be met through internal accrual.

The expenditure already incurred for the Infrastructure Development and Auxiliary equipment described below, are as follows:

S. No.	Particulars	Qty	Total cost (Rs. in Lakhs)	Vendor Name
1.	Hopper Dryer Shd- 100 LOADER AVL- 300	1 1	1.24	Auxilink Plastic Technologies Pvt. Ltd
2.	Air Bearing 2.88 SQ ST3 EC, Probe head exchange-VAST XXT ID/ TL 3	-	6.70	Carl Zeiss India ( Bangalore ) Pvt. Ltd.
<b>Total</b>			<b>7.94</b>	

**NOIDA SECTOR 80/ SAHIBABAD PLANT, UTTAR PRADESH**
**Plant and machineries**

The tentative expenditure for the Purchase of machineries are as follows:

S. No.	Description of Machinery	Qty	Quotation Amount (in USD)	Quotation date	Total Estimated cost (Rs. in Lakhs)	Vendor Name
1.	SPM Machine for Y17 TSA Sub Assy Door		-	June 10, 2024	16.25	Om Industries
2.	Komatsu AC Servo Press Model: H1F60-1 CH	1	1,00,00,000*	July 25, 2024	58.23	Komatsu Industries Corp
3.	Yizumi Two Platen Injection Molding Machine UN750D1S	1	1,18,040	July 28, 2024	99.15	Yizumi Precision Machinery (HK) Co., Ltd
4.	MA/G II (250t-2) Injection Molding Machines.	2	-	July 26, 2024	71.00	Haitian Huayuan Machinery India Limited
5.	Injection Moulding Machine MAGII Series (MA 860/280GII)	1 Set	-	August 27, 2024	144.56	Haitian Huayuan Machinery India Pvt. Ltd.
6.	Progressive Stamping Tool for Motor	1	6,000	August 03, 2024	5.04	ABIS Mold Technology (HK) Co. Ltd.
7.	Mold Temperature Controller and Manifold	8	-	June 30, 2024	4.12	Auxilink Plastic Technologies Pvt Ltd
8.	Dehumidifier for 100Ton Machine with consumption 3-5kg/hr, Dehumidifier for 650Ton Machine with consumption 33kg/hr, Mould Temp Controller, Raw material day, HRTC, Sequential controller	2	-	July 17, 2024	10.22	Auxilink Plastic Technologies Pvt Ltd
<b>Total</b>					<b>408.58</b>	

\*The Figures in JPY (Japanese Yen) Currency.

**Notes:**

1. The quotation is valid as on this date of DRHP.
2. Value of 1 dollar has been taken as 84/- Indian Rupees.
3. The purchase price mentioned is exclusive of GST and other applicable taxes.
4. In case of any appreciation in purchase price, the same shall be met through internal accrual.

The expenditure already incurred by the Company for the Purchase of machineries are as follows:

S. No.	Description of Machinery	Qty	Invoice amount (in USD)	Total cost (Rs. in Lakhs)	Vendor Name
1.	Injection Moulding Machine	1	-	40.76	Yizumi Precision Machinery India Pvt Ltd
2.	Mould Temperature Controller Model: ECO-9 100LPM, Oil based MTC	1 Set	-	7.80	Auxilink Plastic Technologies Pvt Ltd
3.	Hot Runner Temperature Controller	1 set	-	3.28	Auxilink Plastic Technologies Pvt Ltd
<b>Total Cost incurred</b>				<b>51.84</b>	

**Infrastructure Development and Auxiliary equipment**

The tentative expenditure to be incurred by the Company for the Infrastructure Development and Auxiliary equipment described below, are as follows:

S. No.	Particulars	Qty	Quotation date	Total Estimated cost (Rs. in Lakhs)	Vendor Name
1.	AC for Plant	-	June 30, 2024	18.78	JS electrical
2.	Noida Office Construction		August 19, 2024	41.72	Swastik Designers
<b>Total Estimated Cost</b>				<b>60.50</b>	

**Notes:**

1. The quotation is valid as on this date of DRHP.
2. The purchase price mentioned is exclusive of GST and other applicable taxes.
3. In case of any appreciation in purchase price, the same shall be met through internal accrual.

The expenditure already incurred by the Company for the Infrastructure Development and Auxiliary equipment described below, are as follows:

S. No.	Particulars	Qty	Total Estimated cost (Rs. in Lakhs)	Vendor Name
1.	1250KVA 11KV Package Substation Make Sudhir Schneider	1	36.00	Reliable
2.	Screw Air Compressor Model: Ask 40T•11.0 bar	3	8.60	Kaesar Compressors India Private Limited
3.	BI METTALIC SCREW BARREL SET DIA 40 MM	1 Set	3.24	Coatwell India Pvt. Ltd.
4.	Injection Servo System 60 LPM	1	2.00	Devanshi Electronics Pvt. Ltd.
5.	Air Cooled Chiller and Manifold 6 in 6 Out	1-1	1.35	Auxilink Plastic Technologies Pvt Ltd
<b>Total Cost incurred</b>			<b>51.19</b>	



**VANI PLANT, Gujarat**
**Plant and Machinery**

The tentative expenditure for the Purchase of machineries are as follows:

S. No.	Description of Machinery	Qty	Quotation Amount (in USD)	Quotation date	Total Estimated cost (Rs. in Lakhs)	Vendor Name
1.	LVDC Output Connector SPM and Y17 VWS Cover SPM	1	-	June 21, 2024	24.45	Accurate Metrology and Automation Company
2.	Haitian Make MARS Series Plastic Injection Moulding Machine	2	-	May 22, 2024	44.92	Haitian Huayuan Machinery India Pvt.
3.	Haitian Make MARS Series Injection Moulding Machine (JU6500/4300SE)	1	-	July 17, 2024	26.52	Haitian Huayuan Machinery India Pvt. Ltd.
4.	For MA/G II (160T-1, 200T-2, 300T-3 Injection Molding Machines.	6		July 26, 2024	220.00	Haitian Huayuan Machinery India Pvt. Ltd.
5.	Haitian Make MARS Series Injection Moulding Machine	3	-	May 22, 2024	60.11	Haitian Huayuan Machinery India Pvt. Ltd
6.	Plastic Injection Moulding Machine	1	60,847	June 27, 2024	51.11	Huayuan (Vietnam) Machinery Co., Ltd.
7.	Double Station Continuity & HI Voltage Testing SPM Machine	1	-	August 17, 2024	7.25	Omme Electromech Pvt. Ltd.
8.	Stage Ultrasonic Cleaning System IT 280 - 3	1		July 04, 2024	6.60	Roop Ultrasonix Limited
9.	Design, Manufacturing, Testing, Supply Installation & Commissioning Charges of 7.5 Ton EOT Crab Single Trolley with Double Hook as Per Annexure Given	1	-	August 21, 2024	12.70	Safex Energy Pvt Ltd
10.	Honey Comb Dehumidifier dryer Dryer model: SLHJ-40L/40	1	-	June 18, 2024	5.85	Auxilink Plastic Technologies Pvt Ltd
11.	250 KVA Online UPS system with battery, Excide battery (50 no's), Battery Rack	1 Set	-	June 24, 2024	18.00	Atandra Energy Pvt Ltd
<b>Total Estimate Cost</b>					<b>477.51</b>	

**Notes:**

1. The quotation is valid as on this date of DRHP.
2. Value of 1 dollar has been taken as 84/- Indian Rupees.
3. The purchase price mentioned is exclusive of GST and other applicable taxes.
4. In case of any appreciation in purchase price, the same shall be met through internal accrual.

The expenditure already incurred by the company for the Purchase of machineries are as follows:

S. No.	Description of Machinery	Qty	Total Estimated cost (Rs. in Lakhs)	Vendor Name
1.	Haitian Make MARS Series Injection Molding- Machine Model JU6500/4300SE	1	111.61	Haitian Huayuan Machinery India Pvt Ltd
2.	Spare Parts for Injection Moulding Machine, Small-Sized Three-Axis Traverse Robot (Inovance Servo) For Component	1	6.23	Yizumi Precision Machinery India Pvt Ltd
3.	Spare Parts for Injection Moulding Machine, Small-Sized Three-Axis Traverse Robot (Inovance Servo) For Component	1	6.23	Yizumi Precision Machinery India Pvt Ltd
4.	Crusher with Blade, Grinder Blades (1 set), Mesh for Grinder	1	4.02	Auxilink Plastic Technologies Pvt Ltd
5.	130 Ton with Hopper Dryer & Step	1	41.00	SB eCommerce Solutions Pvt Ltd
<b>Total Estimate Cost</b>			<b>169.08</b>	

### Molds and Dies

The tentative expenditure for the Purchase of molds and dies are as follows:

S. No.	Description of Machinery	Qty	Quotation Amount (in USD)	Total Estimated cost (Rs. in Lakhs)	Vendor Name
1.	Progressive Tool for VWS Lead Frame (Stamping Tool for Terminal)	1	-	9.50	Terminal Technologies (I) Pvt. Ltd.
<b>Total Estimate Cost</b>				<b>9.50</b>	

### Infrastructure Development and Auxiliary equipment

The tentative expenditure for the Infrastructure Development and Auxiliary equipment described below, are as follows:

S. No.	Particulars	Qty	Quotation Amount (in USD)	Quotation date	Total Estimated cost (Rs. in Lakhs)	Vendor Name
1.	500 LPH Automatic RO Plant	1	-	July 06, 2024	4.30	Fluda Water Solution
2.	Hot Runner Controller 8 Zone	1	-	August 02, 2024	1.13	Adroit Control Engineers Pvt Ltd
3.	EOAT (8 Cavity Insert Picking Outside and Placed in Mold) Auto Bowl Feeder	1 each	-	July 22, 2024	5.95	Helios Industries - Faridabad
4.	EOAT (8 Cavity Insert Picking Outside and Placed in Mold) and Auto Bowl feeder	1	-	April 19, 2024	1.90	Helios Industries - Faridabad
5.	SPM Machine for Torque Testing Support Subunit ARM A6630-270-02	1	-	May 22, 2024	4.90	Sapna Engineering Solutions Pvt Ltd
6.	Spm Machine for Gate Cutting YTA /YTB & YY8 SHANK WIPER ARM	1	-	August 12, 2024	4.80	Sapna Engineering Solutions Pvt Ltd
7.	Millipore Cleanliness testing lab Setup	1	-	July 17, 2024	14.00	Micrograph Technologies
8.	Part No.19357.00.47 Pre-molding and Tie Bar cutting Tool - Diesel	1	5,100	June 26, 2024	4.28	ABIS Mold Technology (HK) Co.

	Cover Sensor Frame					Ltd.
9.	Tooling Required For Stamping Tool – VWS Circular EYELET Y17	1	-	May 18, 2024	1.20	Stagroztech India Pvt. Ltd.
<b>Total Estimate Cost</b>					<b>43.97</b>	

**Notes:**

1. The quotation is valid as on this date of DRHP.
2. Value of 1 dollar has been taken as 84/- Indian Rupees.
3. The purchase price mentioned is exclusive of GST and other applicable taxes.
4. In case of any appreciation in purchase price, the same shall be met through internal accrual.

The expenditure already incurred by the company for the Infrastructure Development and Auxiliary equipment described below, are as follows:

S. No.	Particulars	Qty	Total cost (Rs. in Lakhs)	Vendor Name
1	MS Pipe, CC Coil Sheet	3742 Kgs	2.49	Mehsana Steel Corporation
2.	Insulated Hopper Dryer- SHD-50 Three Phase Auto Loader BLOWER FOR DRYER SHD- 50	9	3.79	Auxilink Plastic Technologies Pvt Ltd
3.	Hopper Dryer- SHD-100, Three Phase Auto Loader AVL-300	2	1.41	Auxilink Plastic Technologies Pvt Ltd
4.	Raw Material Storage Day Bin with Sliding Arrangement, Bar Coding System, Light curtain Safety Sensor each bin 1 set	3	1.22	Auxilink Plastic Technologies Pvt Ltd
5.	Belt Conveyor (Outside The Machine) Conveyor - CF 1500X600X900H (WITH S.S SIDEWALL NOS 4.00	2	2.90	Nu-Vu Conair Pvt Ltd
6.	Retrofitting with Material 1. AR1260-S-C08EH(V)-D0032-A6F5R1T8 2. Hmi Box 8" 3. Wiring And Installation		1.35	Zeus Controls Pvt Ltd
<b>Total Cost incurred</b>			<b>13.16</b>	

**GREATER NOIDA, UTTAR PRADESH: TOOL ROOM**

**Plant and machinery**

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

S. No.	Description of Machinery	Qty	Quotation date	Total Estimated cost (Rs. in Lakhs)	Vendor Name
1.	CNC Vertical Machining Centre (Model: CVM-640)	1	August 09, 2024	32.60	Cosmos Impex (India) Pvt. Ltd.

**Notes:**

1. The quotation is valid as on this date of DRHP.
2. The purchase price mentioned is exclusive of GST and other applicable taxes.
3. In case of any appreciation in purchase price, the same shall be met through internal accrual.

## 2. Expansion of manufacturing facility in Vani, Gujarat

The company intends to utilize the amount of Rs. 1628.59 Lakhs from Net Proceeds, towards Expansion of Manufacturing facility at Vani, Gujarat.

The planned capital outlay includes the construction of a new facility on underutilized land at the company's existing site in Vani, Gujarat. This initiative forms a part of the company's broader strategy to optimize its assets and address future production requirements.

The company's current facility in Vani, Gujarat, operates on approximately half of the available land at the site. The expansion plan involves constructing a new facility on the remaining portion of this land. This new facility is intended to increase the company's manufacturing capacity, allowing it to better align its operations with expected market demands.

The expansion will be integrated into the existing site, utilizing the available space to enhance production capabilities. The facility will be designed to accommodate the anticipated increase in production volumes and to support the company's ongoing operations in the OEM sector.

### Rationale

The expansion is prompted by projected increases in demand within the company's market segment. Feedback from clients and associates indicates a need for higher production capacity, necessitating the expansion of the Vani facility. The additional infrastructure is expected to provide the company with the necessary resources to meet future demand.

This planned expansion is intended to ensure that the company can maintain its operational efficiency and meet client requirements as market conditions evolve. The decision to expand is based on a careful assessment of current and future production needs.

### Government Approvals

No new government approvals are required for the construction of the new facility at the Vani site. The existing licenses and permits for the current operations extend to the planned expansion, allowing the company to proceed without seeking additional approvals. This simplifies the expansion process and reduces potential delays.

### Certifications

The company is in the process of securing necessary certifications for the new facility. This includes obtaining a Fire No Objection Certificate (NOC) and relevant internal manufacturing certificates. These certifications are required to ensure compliance with safety standards and regulatory requirements. The process of obtaining these certifications is ongoing, with progress being monitored to ensure timely completion.

### Project Cost and Financing

*The tentative capital expenditure for the above project are as follows:*

<i>(Rupees in Lakhs)</i>		
S. No	Particulars	Amount to be funded from Net Proceeds
A.	Design Services	24.00
B.	Civil Works	569.03
C.	Pre-Engineering Building Works	1035.56
<b>Total Estimated Project Cost</b>		<b>1628.59</b>

#### A. Design Services

Our company proposes to utilize a portion of the net proceeds i.e. Rs. 24.00 Lakhs towards Design Services for the property located at Vani.

**The services to render under Design services are as follows:**

1. Architectural Planning including the drawing showing plans, elevations, and sections.
2. Structural Designing includes design of columns, plinth beams, grade slabs, floor slabs, floor beams, underground water tanks, treatment plants, podium slabs, retaining walls, lift cores, staircase cores, shear walls, precast elements, lintels, chhajjas, loft, architectural elements, ramps, driveways and any other structural work connected with this project
3. Master planning of infrastructure development service
4. MEPF (Mechanical, Electrical, Plumbing, and Fire Protection), HVAC (Heating, ventilation, and air conditioning), design services.

**Notes:**

1. The name of the vendor is Ducon Consultants Private Limited.
2. The date of quotation is July 18, 2024 quotation is valid as on this date of DRHP.
3. The purchase price mentioned is exclusive of GST and other applicable taxes.
4. In case of any appreciation in purchase price, the same shall be met through internal accrual.

**B. Civil Works:**

Our company proposes to utilize a portion of the net proceeds i.e. Rs. 569.03 Lakhs towards civil construction in the property located at Vani, Gujarat that are proposed to be started from First quarter FY 2025-2026.

The details bifurcation under the civil works are follows:

Sr no	Building components	Description	Unit	Quantities	Rate (in rupees)	Amount (in rupees)	Amount (Rs. in lakhs)
1	Main Plant Building	<ul style="list-style-type: none"> <li>• RCC Open Foundation with plinth beam, retention brick work &amp; filling, plinth beam, grade slab with base crust, column, pedestal</li> <li>• Brick works up to 3m level with plaster paint finish, door, window with rolling shutter.</li> <li>• SBC considered 13MT/sq. mtr @ 2 mtr depth from EGL.</li> </ul>	Sqm	2,732	11,500	3,14,18,000	314.18
2	First Floor Mezzanine @ 35 ft level	<ul style="list-style-type: none"> <li>• RCC Concrete &amp; finishing treatment work. 2MT/sq. mtr load considered in absence of equipment loading.</li> </ul>	Sqm	2,017	4,000	80,68,000	80.68
3	Second Floor Mezzanine @ 47.75 ft level	<ul style="list-style-type: none"> <li>• RCC Concrete &amp; finishing treatment work. 2MT/sq. mtr load considered in absence of equipment loading.</li> </ul>	Sqm	2,017	4,000	80,68,000	80.68
4	Store Building	<ul style="list-style-type: none"> <li>• RCC Open Foundation with plinth beam, retention brick work &amp; filling, plinth beam, grade slab with base crust, column, pedestal</li> <li>• Brick work with plaster paint finish, door, window with rolling shutter.</li> <li>• SBC considered</li> </ul>	Sqm	223	11,500	25,64,500	25.65

		13MT/sq. mtr @ 2 mtr depth from EGL.					
5	Store Building First Floor Mezzanine @ 35 ft level	• RCC Concrete & finishing treatment work. 1MT/sq. mtr load considered.	Sqm	223	4,000	8,92,000	8.92
6	Store Building Second Floor Mezzanine @ 47.75 ft level	• RCC Concrete & finishing treatment work. 1MT/sq. mtr load considered.	Sqm	223	4,000	8,92,000	8.92
7	Machine Foundations	• LS cost for RCC machine foundation considered.	LS	1	50,00,000	50,00,000	50.00
<b>Total Cost of Civil Works (A)</b>						<b>5,69,02,500</b>	<b>569.02</b>

### C. Pre-Engineering Building Works (PEB Works)

Our company proposes to utilize a portion of the net proceeds i.e. Rs. 1035.56 Lakhs towards Pre-Engineering Building Works in the property located at Vani, Gujarat that are proposed to be started from First quarter FY 2025-2026.

The details bifurcation under the Pre-Engineering Building Works are follows:

Sr no	Building components	Description	Unit	Quantities	Rate (in rupees)	Amount (in rupees)	Amount (Rs. in lakhs)
1	Main Plant Building	Pre-Engineering steel structure building	Smt	2,732	16,000	4,37,12,000	437.12
2	First Floor Mezzanine @ 35 ft level	Pre-Engineering steel structure building	Smt	2,017	12,450	2,51,11,700	251.12
3	Second Floor Mezzanine @ 47.75 ft level	Pre-Engineering steel structure building	Smt	2,017	12,450	2,51,11,700	251.12
4	Store Building	Pre-Engineering steel structure building	Smt	223	16,000	35,68,000	35.68
5	Store Building First Floor Mezzanine @ 35 ft level	Pre-Engineering steel structure building	Smt	223	12,450	27,76,400	27.76
6	Store Building Second Floor Mezzanine @ 47.75 ft level	Pre-Engineering steel structure building	Smt	223	12,450	27,76,400	27.76
7.	Old Shed Extension at 2 level	Pre-Engineering steel structure building	LS	1	5,00,000	5,00,000	5.00
<b>Total Cost of PEB Works (B)</b>						<b>10,35,56,200</b>	<b>1035.56</b>

Notes for Civil work and PEB works:

1. The name of the vendor for the Civil and PEB works is VMS Engineering and Design Services Private Limited.
2. The quotation date is June 25, 2024 and Quotation is valid as on this date of DRHP.
3. In case of any appreciation in purchase price, the same shall be met through internal accrual.

### 3. Repayment and/ or pre-payment, in part or full, of certain borrowings availed by our Company;

As part of the IPO, a portion of the proceeds amounting to Rs. 1,990.63 Lakhs will be allocated toward the repayment of two term loans: Term Loan-01 (INR 1,704.80 Lakhs) and Term Loan-02 (INR 285.83 Lakhs). These loans were initially secured to fund capital expenditure and repayment of existing borrowings, essential for supporting the company's growth and operational needs.

The repayment of these loans will enable the company to reduce its overall debt burden, leading to improved financial stability. By lowering interest obligations, the company can increase its profit margins, thereby enhancing its ability to reinvest in the business and pursue future opportunities. This strategic move is also intended to optimize the company's capital structure, positioning it for long-term sustainability and resilience in the competitive market.

Additionally, by repaying these borrowings, the company will improve its balance sheet, which could lead to a stronger credit profile and better terms for future financing, if needed. The approximate financial cost of Rs. 160 Lakhs per annum, if the company would not pay the borrowing amount disclosed above.

This decision is aligned with the broader objectives of the IPO, which include funding other capital expenditures to drive growth while maintaining a prudent approach to financial management.

#### Details of Loan

*(Rupees in Lakhs, except %)*

Loan Details	Term Loan 1	Term Loan 2
Lender	Kotak Mahindra Bank	Kotak Mahindra Bank
Borrower	Radiant Innovative Manufacturing Limited (Previously known as M/s Radiant Polymers Pvt Ltd)	Radiant Innovative Manufacturing Limited (Previously known as M/s Radiant Polymers Pvt Ltd)
Account Number	4634TL0100000044	4634TL0100000048
Scheme	Term Loan - Floating (TLFLT)	Term Loan - Floating (TLFLT)
Interest Rate	9.50% p.a.	9.50% p.a.
Repayment Frequency	Monthly	Monthly
Repayment Start Date	January 30, 2023	August 01, 2023
Total Loan Amount	3200.00	300.00
Outstanding Amount as on DRHP	1,704.80	285.83
Purpose of Loan	Repayment of existing Borrowing (Redemption of Non-Convertible Debentures)	Capital Expenditure (Purchase of Plant and Machineries)
Utilization	The proceeds of these loans are being utilized exclusively for the stated purpose of funding of redemption of Non-Convertible Debentures.	The proceeds of these loans are being utilized exclusively for the stated purpose of funding capital expenditure.

*Note: M/s Deloitte Haskins & Sells LLP, Chartered Accountant, through its certificate dated September 26, 2024, has certified the utilization of loan for the purposed availed.*

*For details regarding the issue and redemption of above-mentioned debentures, please refer to the chapter titled "Capital Structure" on page 61 of this Draft Red Herring Prospectus.*

### 4. General Corporate Expenses

Our Company intends to deploy the balance Net Proceeds aggregating Rs. [●] Lakh for General Corporate Purposes subject to such utilization not exceeding 25% of the Gross Proceeds, in compliance with the SEBI Regulations, including but not limited or restricted to, strategic initiatives, strengthening our marketing network & capability, meeting exigencies, brand building exercises in order to strengthen our operations. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for General Corporate Purposes.

## 5. Issue Related Expenses

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. [●] Lakh.

S. N.	Particulars	Amount (Rs. in Lakhs)	% of Total Expenses
1	Book Running Lead manager(s) fees including underwriting commission.	[●]	[●]
2	Brokerage, selling commission and upload fees.	[●]	[●]
3	Registrars to the issue	[●]	[●]
4	Legal Advisors	[●]	[●]
5	Printing, advertising and marketing expenses	[●]	[●]
6	Regulators including stock exchanges	[●]	[●]
7	Others, if any (Peer Review Auditors, and other misc. expenses)	[●]	[●]
<b>Total</b>		[●]	[●]

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

- Issue expenses including applicable taxes.
- Selling commission payable to the members of the CDPs, RTA, SCSBs on the portion of RII, NII would be as follows:
  - Portion for RIIs 0.01% (exclusive of GST) valid per allotment
  - Portion for NIIs 0.01% (exclusive of GST) valid per allotment.
- Percentage of the amount received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares and the Issue Price)
- The members of RTA and CDPs will be entitled to application charges of Rs. 5/- (plus applicable taxes) as per valid allotment. The terminal from which the application form 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 Rs. 5/- (plus applicable taxes), per allotment, procured from RII, NII and submitted to the SCSBs 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 Rs. 5/- (Plus applicable taxes) for processing the application forms, for valid allotments, procured by the members of the Registered Brokers, RTAs and CDPs and submitted to them.

## PROPOSED SCHEDULE OF IMPLEMENTATION OF NET PROCEEDS

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

*(Rupees in lakhs)*

Sr. No.	Particulars	Amount to be funded from Net Proceeds	Expenses incurred till August 31, 2024	Estimated Utilisation of Net Proceeds (F.Y. 2024-25)	Estimated Utilisation of Net Proceeds (F.Y. 2025-26)
1.	Funding the capital expenditure for purchase of Plant & machinery, Infrastructure Development and Other Auxiliary equipment	2,056.87	792.96*	1263.91	-
2.	Funding the capital expenditure requirement for expansion of our	1,628.59	-	-	1628.59



	Manufacturing Facilities at Vani, Gujarat				
3.	Repayment and/ or pre-payment, in part or full, of certain borrowings availed by our Company;	1,990.63	-	1,990.63	-
4.	General Corporate Purposes	[●]	[●]	[●]	[●]
	<b>Total</b>	[●]	[●]	[●]	[●]

\*Out of Rs. 792.96, amount of Rs. 285.61 Lakhs been paid by the Company as capital advance to the vendor of Capital Assets with respect to the Quotation received.

Note: The amount for General Corporate Purpose does not exceed 25% of the Gross Proceeds.

To the extent our Company is unable to utilise any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Objects.

### Deployment Of Funds

Our Company has obtained the requisite statutory Auditor's report dated September 26, 2024, issued in accordance with Indian standard on related service (SRS) 4400, "Engagement to perform agreed- upon procedure regarding financial information" issued by Institute of Chartered Accountants of India, in relation to the sources of funds and the deployment of such fund.

### Appraisal by Appraising Fund

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

### Shortfall of Funds

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

### Bridge Financing Facilities

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

### Interim Use of Proceeds

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

### Monitoring Utilization of Funds

As the Net Proceeds of the Issue will be less than Rs. 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency. Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized

for purposes other than stated in this Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company. No part of the Issue Proceeds will be paid by our Company as consideration to our Promoter, our Directors, Key Management Personnel or companies promoted by the Promoter, except as may be required in the usual course of business.

### **Variation in Objects**

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

### **Other Confirmations**

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

*This space has been left blank intentionally.*

## BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “Risk Factors”, the details about our Company under the section titled "Our Business" and its financial statements under the section titled "Financial Information of the Company" beginning on page 23, 135 and 198 respectively of the Draft Red Herring 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 Price Band/ Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of qualitative and quantitative factors. The face value of the Equity Shares is ₹ 10/- each and the Issue Price is [●].

### QUALITATIVE FACTORS

Some of the qualitative factors, which form the basis for computing the price, are:

1. *Experienced management team and a motivated and efficient work force*
2. *Adaption to advanced technology.*
3. *Cordial relations with our clients*
4. *Leveraging the experience of our Promoters.*

For further details, refer heading chapter titled –Our Business beginning on page 135 of this Draft Red Herring Prospectus.

### QUANTITATIVE FACTORS

Information presented below relating to the Company is based on the Restated Financial Statements. Some of the quantitative factors which form the basis or computing the price are as follows:

#### 1. Basic & Diluted Earnings Per Share (EPS):

Financial Year	EPS (Basic & Diluted)	Weight
2023-24	59.44	3
2022-23	33.76	2
2021-22	(63.22)	1
<b>Weighted Average EPS</b>		<b>30.44</b>

#### Note:

- a) EPS Calculations have been done in accordance with Accounting Standard 20 - Earning per share issued by the Institute of Chartered Accountants of India.
- b) Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting year.
- c) Weighted Average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/period adjusted by the number of Equity Shares issued during year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

- d) For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. [●] per Equity Share of face value Rs. 10/- each fully paid up.**

Particulars	P/E Ratio
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-2024	[●]
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2022-2023	[●]
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2021-2022	[●]
P/E ratio based on the Weighted Average EPS, as restated	[●]

*\*Not Annualized*

**Industry P/E**

<b>*Highest</b>	44.04
<b>**Lowest</b>	44.04
<b>***Average</b>	44.04

*\*We have taken the lowest P/E from the P/E of Listed Industry Peers.*

*\*\* We have taken the highest P/E from the P/E of Listed Industry Peers.*

*\*\*\* Average of Lowest and Highest Industry P/E.*

**3. Return on Net Worth (RONW)**

Financial Year	Return on Net Worth (%)	Weight
<b>2023-24</b>	15.23	3
<b>2022-23</b>	11.15	2
<b>2021-22</b>	10.05	1
<b>Weighted Average RONW</b>		<b>13.00</b>

**Note:**

- Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated /Net worth as restated as at year end.
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights
- Net worth is aggregate value of the paid-up share capital of the Company and reserves and surplus, excluding revaluation reserves.

**4. Net Asset Value per Equity Share**

Particulars	Net Asset Value (NAV) in Rs.
<b>NAV as on March 31, 2024</b>	376.67
<b>NAV as on March 31, 2023</b>	247.63
<b>NAV as on March 31, 2022</b>	(212.21)
<b>NAV after the Offer- at Cap Price</b>	[●]
<b>NAV after the Offer- at Floor Price</b>	[●]
<b>Issue Price</b>	[●]

*Note: Net Asset Value has been calculated as per the following formula:*

*NAV = Net worth excluding preference share capital and revaluation reserve/Outstanding number of Equity shares outstanding during the year or period*

## 5. Comparison with industry peers

S. N.	Name of the company	Face Value (Per Share)	CMP**	EPS	P/E Ratio* **	RoNW (%)	NAV (Rs. Per share)	PAT (Rupees in Lakhs)
1	Radiant Innovative Manufacturing Limited	10	[●]	59.44	[●]	15.23	376.67	815.47
<b>Peer Group*</b>								
2	PPAP Automotive Limited	10	207.80	(3.34)	NA	(30.18%)	223.56	(467.25)
3	Machino Plastics Limited	10	265.10	6.02	44.04	30.98%	73.01	369.47

\*Sourced from Annual Reports, Audited Financials, BSE.

\*\*Current Market Price is taken as closing on September 20, 2024.

\*\*\*We have calculated P/E Ratio by diving the Current Market Price on September 20, 2024 and EPS as on March 31, 2024.

Note: Industry Peer may be modified for finalization of Issue Price before filing Draft Red Herring Prospectus with ROC.

Notes:

- Considering the nature and turnover of business of the Company the peer are not strictly comparable. However, the same has been included for broader comparison.
- The figures for Radiant Innovative Manufacturing Limited are based on the restated financial results for the year ended March 31, 2024.
- The figures (except PE) for the peer group are based on standalone audited results for the respective year ended March 31, 2024.

For further details, see section titled Risk Factors beginning on page 23 and the financials of the Company including profitability and return ratios, as set out in the section titled Auditors Report and Financial Information of Our Company beginning on page 198 of this Draft Red Herring Prospectus for a more informed view.

### **Key financial and operational performance indicators (“KPIs”)**

Our company considers that KPIs included herein below have a bearing for arriving at the basis for Offer Price. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 23, 2024. Further, the KPIs herein have been certified by M/s B Chhawchharia & Co., Chartered Accountants, by their certificate dated September 23, 2024 vide UDIN 24529082BKCCIP6806. Additionally, the Audit Committee on its meeting dated September 23, 2024 have confirmed that other than verified and audited KPIs set out below, our company has not disclosed to earlier investors at any point of time during the three years period prior to the date of the Draft Red Herring Prospectus.

For further details of our key performance indicators, see “Risk Factors, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 23, 135 and 242 respectively. We have described and defined them, where applicable, in “Definitions and Abbreviations” section on page 2. Our Company confirms that it shall continue to disclose all the KPIs included in this section “Basis for Offer Price”, on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration that is at least the later of (i) one year after the listing date or period specified by SEBI; or (ii) till the utilization of the Net Proceeds. Any change in these KPIs, during the aforementioned period, will be explained by our Company as required under the SEBI ICDR Regulations.

1. Key metrics like revenue growth, EBIDTA Margin, PAT Margin and few balance sheet ratio are monitored on a periodic basis for evaluating the overall performance of our Company.

#### KPI indicators

(Rupees in Lakhs, except EPS, % and ratios)

Particulars	Financial Year ended March 31st, 2024	Financial Year ended March 31st, 2023	Financial Year ended March 31st, 2022
Revenue from operations <sup>(1)</sup>	21,531.39	20,327.79	16,681.98
Growth in Revenue from Operations <sup>(2)</sup>	5.92%	21.85%	-
EBITDA <sup>(3)</sup>	2,566.55	2,196.25	1,945.29
EBITDA (%) Margin <sup>(4)</sup>	11.92%	10.80%	11.66%
EBITDA Growth Period on Period <sup>(5)</sup>	16.86%	12.90%	-
ROCE (%) <sup>(6)</sup>	20.68%	22.92%	23.66%
Current Ratio <sup>(7)</sup>	1.18	1.01	1.10
Operating Cash flow <sup>(8)</sup>	2,311.80	1,648.51	1,496.92
PAT <sup>(9)</sup>	815.47	343.53	(201.69)
ROE/ RoNW <sup>(10)</sup>	15.23%	11.15%	10.05%
EPS <sup>(11)</sup>	59.44	33.76	(63.22)

#### Notes:

<sup>(1)</sup> Revenue from operations is the total revenue generated by our Company.

<sup>(2)</sup> Growth in Revenue in percentage, Year on Year

<sup>(3)</sup> EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses

<sup>(4)</sup> EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

<sup>(5)</sup> EBITDA Growth Rate Year on Year in Percentage

<sup>(6)</sup> ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total Debt excluding working capital

<sup>(7)</sup> Current Ratio: Current Asset over Current Liabilities

<sup>(8)</sup> Operating Cash Flow: Net cash inflow from operating activities.

<sup>(9)</sup> PAT is mentioned as PAT for the period

<sup>(10)</sup> ROE/RoNW is calculated PAT divided by shareholders' equity

<sup>(11)</sup> EPS is mentioned as EPS for the period

KPI	Explanation
Revenue from operation	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business.
Revenue Growth Rate %	Revenue Growth rate informs the management of annual growth rate in revenue of the company in consideration to previous period
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
EBITDA Growth Rate %	EBITDA Growth Rate informs the management of annual growth rate in EBITDA of company in consideration to previous period
ROCE %	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
Current Ratio	Current ratio indicate the company's ability to bear its short-term obligations

<b>Operating Cash Flow</b>	Operating cash flow shows whether the company is able to generate cash from day-to-day business
<b>PAT</b>	Profit after Tax is an indicator which determine the actual earning available to equity shareholders
<b>ROE/RoNW</b>	It is an indicator which shows how much company is generating from its available shareholders' funds
<b>EPS</b>	Earning per shares is the company's earnings available of one share of the Company for the period

## 2. GAAP Financial Measures

GAAP Financial measures are numerical measures which are disclosed by the issuer company in accordance with the Generally Accepted Accounting Principles (GAAP) applicable for the issuer company i.e., measures disclosed in accordance with Indian Accounting Standards ("Ind AS") or Accounting Standards ("AS") notified in accordance with Section 133 of the Companies Act, 2013, as amended (the "Act"). These measures are generally disclosed in the financial statements of the issuer company.

On the basis of financial statements.

*(Rupees in Lakhs)*

Particulars	Financial Year ended March 31 <sup>st</sup> , 2024	Financial Year ended March 31 <sup>st</sup> , 2023	Financial Year ended March 31 <sup>st</sup> , 2022
<b>Revenue from operations</b>	21,531.39	20,327.79	16,681.98
<b>Profit after tax</b>	815.47	343.53	(201.69)
<b>Cash flow from operating activities</b>	2,311.80	1,648.51	1,496.92
<b>Cash Flow from investing activities</b>	(2,603.09)	(444.39)	(444.45)
<b>Cash Flow from financing activities</b>	425.07	(1,444.72)	(857.85)
<b>Net Change in Cash and cash equivalents</b>	133.78	(240.60)	194.62

## 3. Non- GAAP Financial measures

Non-GAAP Financial measures are numerical measures of the Technical Guide on Disclosure and Reporting of KPIs issuer company's historical financial performance, financial position, or cash flows that:

- i. Exclude amounts, or are subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measures calculated and presented in accordance with GAAP in the financial statements of the issuer company; or

Include amounts or are subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measures so calculated and presented. Such adjustment items should be based on the audited line items only, which are included in the financial statements. These Non-GAAP Financial measures are items which are not defined under Ind AS or AS, as applicable. Generally, if the issuer company takes a commonly understood or defined GAAP amount and removes or adds a component of that amount that is also presented in the financial statements, the resulting amount is considered a Non-GAAP Financial measure. As a simplified example, if the issuer company discloses net income less restructuring charges and loss on debt extinguishment (having determined all amounts in accordance with GAAP), the resulting performance amount, which may be labelled "Adjusted Net Income," is a Non-GAAP Financial measure.

On the basis of Restated financial statements.

(Rupees in Lakhs, except %)

Particulars	Financial Year ended March 31st, 2024	Financial Year ended March 31st, 2023	Financial Year ended March 31st, 2022
<b>EBITDA</b>	2,566.55	2,196.25	1,945.29
<b>Gross margin</b>	43.04%	40.24%	40.61%
<b>EBITDA margin</b>	11.92%	10.80%	11.66%
<b>Working capital</b>	1,201.55	79.22	487.08
<b>PAT Margin</b>	3.79%	1.69%	(1.21%)
<b>Net worth</b>	5,355.62	3,082.02	(2,007.38)

Apart from the above, Ministry of Corporate Affairs (MCA), vide its notification dated March 24, 2021, has issued certain amendments to the Schedule III to the Act. Pursuant to these amendments, the below ratios are also required to be presented in the financial statements of the companies:

On the basis of Restated financial statements.

Particulars	Financial Year ended March 31st, 2024	Financial Year ended March 31st, 2023	Financial Year ended March 31st, 2022
<b>Current ratio</b>	1.18	1.01	1.10
<b>Debt-equity ratio</b>	0.62	1.17	(3.73)
<b>Debt service coverage ratio</b>	1.34	1.08	0.97
<b>Inventory turnover ratio</b>	4.77	5.37	4.21
<b>Trade receivables turnover ratio</b>	7.48	7.18	6.93
<b>Trade payables turnover ratio</b>	4.70	4.46	2.99
<b>Net capital turnover ratio</b>	17.92	256.60	34.25
<b>Net profit ratio</b>	3.79%	1.69%	(1.21%)
<b>Return on equity ratio</b>	15.23%	11.15%	10.05%
<b>Return on capital employed</b>	20.68%	22.92%	23.66%

These ratios are as per the restated financial statement.

Ratio	Explanation
<b>Current Ratio</b>	Current Assets divided by Current Liabilities
<b>Debt-equity ratio</b>	Total Debt excluding working capital demand loan divided by Shareholder's Equity excluding revaluation reserve
<b>Debt service coverage ratio</b>	Earnings available for debt service [(Profit/(loss) after tax + Depreciation and amortisation expense + Finance cost - Profit on fixed assets sold / discarded (net))] divided by Debt Service [(Finance Cost + Principal repayments)]
<b>Inventory turnover ratio</b>	Cost of goods sold comprises Cost of material consumed and Changes in inventories of finished goods, stock-in-trade and work in progress divided by Average Inventory
<b>Trade receivables turnover ratio</b>	Revenue from Operations divided by Average Trade Receivable
<b>Trade payables turnover ratio</b>	Total Purchases of material, services and other expense divided by Average Trade Payables
<b>Net capital turnover ratio</b>	Revenue from Operations divided by Working Capital
<b>Net profit ratio</b>	Profit after Tax divided by Revenue from Operations
<b>Return on equity ratio</b>	Profit after Tax divided by Shareholder's Equity excluding revaluation reserve
<b>Return on capital employed</b>	EBIT divided by Shareholder's Equity Plus Total Debt excluding working capital demand loan



#### 4. Comparison of KPI with listed industry peers.

*(Rupees in Lakhs, except %)*

Particulars	Radiant Innovative Manufacturing Limited			PPAP Automotive Limited			Machino Plastics Limited		
	Mar-24	Mar-23	Mar-22	Mar-24	Mar-23	Mar-22	Mar-24	Mar-23	Mar-22
Revenue from Operations <sup>(1)</sup>	21,531.39	20,327.79	16,681.98	50,386.22	49,232.17	40,907.21	33,773.93	33,126.77	26,534.53
Growth in Revenue from Operations <sup>(2)</sup>	5.92%	21.85%	-	2.34%	20.35%	-	1.95%	24.84%	-
EBITDA <sup>(3)</sup>	2,566.55	2,196.25	1,945.29	4,761.82	4,885.15	4,104.59	2,612.16	2,148.18	1,660.70
EBITDA Margin <sup>(4)</sup>	11.92%	10.80%	11.66%	9.45%	9.92%	10.03%	7.73%	6.48%	6.26%
PAT <sup>(5)</sup>	815.47	343.53	(201.69)	(467.25)	681.02	458.82	369.47	159.55	(247.77)
PAT Margin <sup>(6)</sup>	3.79%	1.69%	(1.21%)	(0.93%)	1.38%	1.12%	1.09%	0.48%	(0.93%)
Net Worth <sup>(7)</sup>	5,355.62	3,082.02	(2,007.38)	31,299.12	31,649.10	31,284.31	4,480.21	4,116.70	3,932.80

\*\*All the information for listed industry peers mentioned above are on a standalone basis and is sourced from their respective audited/ unaudited financial results and/or annual report.

#### Notes:

- <sup>(1)</sup> Revenue from Operations as appearing in the Restated Financial Statements/ Annual Reports of the respected companies.
- <sup>(2)</sup> 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.
- <sup>(3)</sup> EBITDA is calculated as Profit before tax + Depreciation + Finance Cost
- <sup>(4)</sup> EBITDA Margin' is calculated as EBITDA divided by revenue from operations
- <sup>(5)</sup> EBITDA Growth Rate is calculated period on period.
- <sup>(6)</sup> PAT is mentioned as PAT for the period.
- <sup>(7)</sup> PAT Margin' is calculated as PAT divided by Revenue from Operations
- <sup>(8)</sup> Net Worth is calculated as total of share capital and reserve and surplus excluding the revaluation reserve

## 5. Weighted average cost of acquisition.

a) The price per share of our Company based on the primary/ new issue of shares.

The details of the Equity Shares excluding shares issued under ESOP/ESOS and issuance of bonus shares during the 18 months preceding the date of this draft red-herring prospectus where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer Company (calculated based on the pre-issue capital before such transaction), in a single transaction or multiple transactions combined together over a span of rolling 30 days: **N.A.**

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

There have been no secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), 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.

c) Weighted average cost of acquisition, floor price and cap price:

Type of transaction	Weighted average cost of acquisition (₹ per equity shares)	Weighted average cost of acquisition after Bonus shares adjustment (₹ per equity shares)	Floor Price	Cap Price
<b>Weighted average cost of primary / new issue acquisition</b>	105.42	NA	[●]	[●]
<b>Weighted average cost of secondary acquisition</b>	NA	NA	[●]	[●]

\*Calculated for last 18 months

\*\*Calculated for Transfer of Equity Shares.

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

Not Applicable.

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## STATEMENT OF POSSIBLE TAX BENEFITS

To,  
The Board of Directors,  
**Radiant Innovative Manufacturing Limited**  
Unit No. 412-413, Best Business Park, Plot No. P-2,  
Netaji Subhash Place, New Delhi- 110034, India

Dear Sirs,

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

We hereby confirm that the enclosed annexure, prepared by "**Radiant Innovative Manufacturing Limited**" ("**the Company**") states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 ('Act') as amended time to time, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the State Goods and Services Tax Act as passed by respective State Governments from where the Company operates and applicable to the Company, presently in force in India for inclusion in the Draft Red Herring Prospectus ("DRHP") / Red Herring Prospectus ("RHP") / Prospectus for the proposed public offer of equity shares, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations").

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

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

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

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

- The Company or its Shareholders will continue to obtain these benefits in future;
- The conditions prescribed for availing the benefits, where applicable have been/would be met;
- The revenue authorities/courts will concur with the views expressed herein.

We hereby give our consent to include enclosed statement regarding the tax benefits available to the Company and to its shareholders in the DRHP for the proposed public offer of equity shares which the Company intends to submit to the Securities and Exchange Board of India provided that the below statement of limitation is included in the offer document.

## Limitations

*Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the existing tax laws in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on the statement.*

The enclosed Annexure is intended solely for your information and for inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

The certificate is issued solely for the limited purpose to comply with Indian [ICDR Regulations]. Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside India (including in the United States of America), and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices. This report should not be relied upon by prospective investors outside India (including persons who are Qualified Institutional Buyers as defined under (i) Rule 144A or (ii) Regulation S under the United States Securities Act of 1933, as amended) participating in the Offering. We accept no responsibility and deny any liability to any person who seeks to rely on this report and who may seek to make a claim in connection with any offering of securities on the basis that they had acted in reliance on such information under the protections afforded by United States of America law and regulation or any other laws other than laws of India.

**Signed in terms of our separate report of even date.**

Yours faithfully,

**For B. Chhawchharia & Co.,  
Chartered Accountants  
Firm Reg No: 305123E**

**Sd/-  
Abhishek Gupta  
Partner  
Membership Number: 529082**

**Place: New Delhi  
Date: September 23, 2024**

**UDIN: 24529082BKCCIO7685**

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

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

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

### **I. SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (“ACT”):**

#### **1. Lower corporate tax rate under Section 115BAA of the Act:**

1.1 As per Section 115BAA of the Act, with effect from Financial Year 2019-20 [i.e. Assessment Year (‘AY’) 2020 21], a domestic company has an option to pay income tax in respect of its total income at a concessional tax rate of 22% (plus surcharge of 10% and cess) subject to satisfaction of certain conditions.

1.2 In case a company opts for Section 115BAA of the Act, provisions of MAT under Section 115JB of the Act would not be applicable and MAT credit of the earlier year(s) will not be available.

1.3. The option needs to be exercised on or before the due date of filing the tax return by filing Form 10-IC on income tax e-filing. Once the option has been exercised for any previous year, it cannot be subsequently withdrawn for the same or any other previous year.

1.4. The Company has not opted for the provisions of Section 115BAA of the Act.

### **II. SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE RESIDENT SHAREHOLDERS:**

#### **2. Taxability of Dividend Income:**

2.1 Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. The maximum surcharge applicable to shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not and every artificial juridical person would be 15% (plus applicable surcharge and education cess), irrespective of the amount of dividend.

2.2 Further, the shareholders would be entitled to take credit of the Tax Deducted at Source by the Company against the taxes payable by them on dividend income.

2.3 The resident shareholder (being domestic company) shall be eligible for deduction under Section 80M of the Act.

#### **3. Tax rate on Capital gains**

3.1. As per Section 111A of the Act, short term capital gains arising to the resident shareholder from the sale of equity share or a unit of an equity-oriented fund transacted through a recognized stock exchange in India, where such transaction is chargeable to securities transaction tax, will be taxable at the rate of 20% (plus applicable surcharge and education cess). Other short term capital gains shall be taxable at per normal tax rates applicable.

3.2. As per Section 112A of the Act, the long-term capital gains arising from sale of listed equity share, or a unit of an equity-oriented fund or a unit of a business trust (where STT is paid) exceeding INR 1,25,000 shall be chargeable to tax at the rate of 12.5% (plus applicable surcharge and education cess). Further, as per Section 112 of the Act, other listed securities, units or a zero-coupon bonds shall be taxable 12.5% (plus applicable

surcharge and education cess) without taking benefit of indexation.

#### **4. Carry forward and set off of capital gain losses**

4.1. As per section 74 of the Act, short-term capital losses incurred during the year are allowed to be set-off against short-term or long-term capital gains of the said year. Balance short-term capital losses, if any may be carried forward for eight years for claiming set-off against subsequent year short term or long-term capital gains. Long-term capital losses incurred during the year are allowed to be set-off only against long-term capital gains. Balance loss, if any, may be carried forward for eight years for claiming set-off against subsequent year's long-term capital gains.

### **III. SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE NON-RESIDENT INDIANS/NON-RESIDENT SHAREHOLDERS (OTHER THAN FIIS AND VENTURE CAPITAL COMPANIES/FUND):**

**Same as implications for resident shareholders subject to the additional points mentioned below.**

#### **5. Taxability of Capital gains:**

- 5.1. As per first proviso to Section 48 of the Act, in case of a non-resident shareholder, in computing capital gains arising from transfer of shares of the Company acquired in convertible foreign exchange (as per Exchange Control Regulations), protection is provided from fluctuations in the value of rupee in terms of foreign currency in which original investment was made. Cost Indexation benefits will not be available in such a case. The capital gain / loss in such a case is computed by converting the cost of acquisition, sales consideration and expenditure incurred wholly and exclusively incurred in connection with such transfer, into the same foreign currency which was utilized in the purchase of shares.
- 5.2. Long-term capital gains arising from the transfer of unlisted securities shall be taxable at the rate of 12.5% (plus applicable surcharge and education cess) without providing indexation benefit.
- 5.3. Chapter XII-A of the Income Tax Act was inserted by Finance Act 1983 with an object to provide concessional rate of taxation to encourage them to invest their foreign exchange earnings in assets and source of Income in India. It deals with the situations where the gross total income of a non-residents includes income from investment or income by way of long-term capital gain or both. The following sections are covered under this chapter:
- 5.4. Section 115D of the Act covers the situation or transaction in which this section can be invoked. It also says that no deduction in respect of any expenditure or allowance shall be allowed under any provision of this Act in computing the investment income of a non-resident Indian.
- 5.5. Section 115E of the Act is about rate of tax which is to be applied on the gross total income of a non-resident Indian when the total income includes any income from Investment or income from long term capital gain of an assets other than a specified assets; or income by way of long term capital gains, the tax payable by him shall be at the rate of 20% if the income is from Long Term Capital Assets other than a specified assets and at the rate of 12.5% if the income is by way of long term capital gain from specified assets (as per Section 115C of the Act, specified assets includes shares in an Indian company).
- 5.6. As per section 115F of the Act and subject to the conditions specified therein, in the case of a shareholder being a non-resident Indian, gains arising on transfer of a long-term capital asset being shares of the Company shall not be chargeable to tax if the entire net consideration received on such transfer is invested within the prescribed period of six months in any specified asset or savings certificates referred to in section 10(4B) of the Act. If part of such net consideration is invested within the prescribed period of six months in any specified asset or savings certificates referred to in section 10(4B) of the Act then such gains would not be chargeable to tax on a proportionate basis. Further, if the specified asset or savings certificates in which the investment has been made is transferred within a period of three years from the date of investment, the amount of capital gains tax exempted earlier would become chargeable to tax as long-term capital gains in the year in which such specified asset or savings certificates are transferred.
- 5.7. As per section 115G of the Act, Non-Resident Indians are not obliged to file a return of income under

section 139(1) of the Act, if their only source of income is income from specified investments or long-term capital gains earned on transfer of such investments or both, provided tax has been deducted at source from such income as per the provisions of Chapter XVII-B of the Act.

5.8. As per section 115H of the Act, where the Non-Resident Indian becomes assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer, along with his return of income for that year under section 139 of the Act to the effect that the provisions of the Chapter XIIA shall continue to apply to him in relation to such investment income derived from the specified assets for that year and subsequent assessment years until such assets are converted into money.

5.9. As per section 115I of the Act, a Non-Resident Indian may elect not to be governed by the provisions of Chapter XII-A for any assessment year by furnishing his return of income for that assessment year under section 139 of the Act, declaring therein that the provisions of Chapter XII-A shall not apply to him for that assessment year and accordingly his total income for that assessment year will be computed in accordance with the other provisions of the Act.

## **6. Taxability of Dividend Income:**

As per Section 115A of the Act, tax on dividend income earned by a non-resident or a foreign company shall be taxable at rate of 20% on gross basis.

## **7. Provisions of the Act vis-à-vis provisions of the Tax Treaty**

In respect of non-residents, the tax rates and consequent taxation mentioned above shall be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the non-resident has fiscal domicile. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the non-resident.

### **Notes:**

1. All the above benefits are as per the current tax laws as amended by the Finance Act, 2024 and will be available only to the sole/first name holder where the shares are held by joint
2. This statement does not discuss any tax consequences in the country outside India of an investment in the shares. The shareholders / investors in the country outside India are advised to consult their own professional advisors regarding possible Income tax consequences that apply to them.
3. The above statement of possible direct tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis.
4. No assurance is given that the revenue authorities/courts will concur with the views expressed herein.

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

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## SECTION V- ABOUT THE COMPANY

### INDUSTRY OVERVIEW

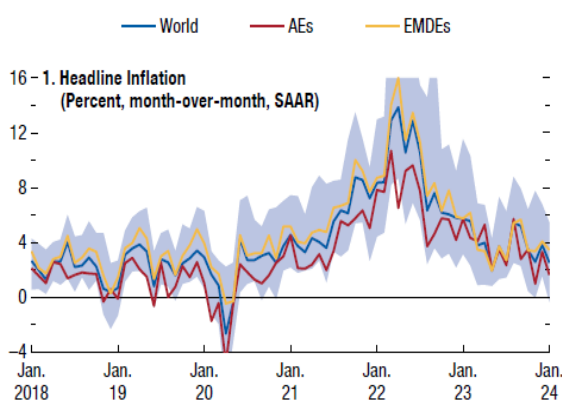
The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Issue have independently verified 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 ECONOMY

#### Disinflation amid Economic Resilience

Economic activity was surprisingly resilient during the global disinflation of 2022–23. Growth in employment and incomes has held steady as favorable demand and supply developments have supported major economies, despite rising central bank interest rates aimed at restoring price stability. As inflation converges toward target levels and central banks pivot toward policy easing, a tightening of fiscal policies aimed at curbing high government debt levels, with higher taxes and lower government spending, is expected to weigh on growth. The pace of expansion is also expected to remain low by historical standards as a result of factors including the long-term consequences of the COVID-19 pandemic, Russia’s invasion of Ukraine, weak growth in productivity, and increasing geoeconomic fragmentation.

**Figure 1.1. Global Inflation Falling as Output Grows**



In late 2023, headline inflation neared its prepandemic level in most economies for the first time since the start of the global inflation surge (Figure 1.1). In the last quarter of 2023, headline inflation for advanced economies was 2.3 percent on a quarter-over-quarter annualized basis, down from a peak of 9.5 percent in the second quarter of 2022. For emerging market and developing economies, inflation was 9.9 percent in the last quarter of 2023, down from a peak of 13.7 percent in the first quarter of 2022, but this average was driven by high inflation in a few countries; for the median emerging market and developing economy, inflation declined to 3.9 percent. This progress notwithstanding, inflation is not yet at target in most economies.

As global inflation descended from its peak, economic activity grew steadily, defying warnings of stagflation and global recession. During 2022 and 2023, global real GDP rose by a cumulative 6.7 percent.

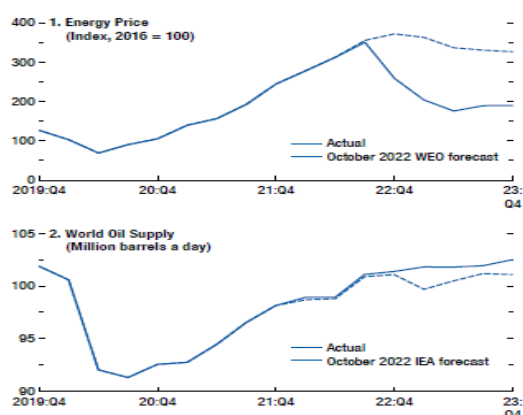
The resilience in global economic activity was compatible with falling inflation thanks to a postpandemic expansion on the supply side. A greater-than-expected rise in the labor force amid robust employment growth supported activity and disinflation in advanced economies and several large emerging market and middle-income economies. The labor force expansion reflected, in some economies, increased inflows of migrants, with faster growth in the foreign-born than in the domestic-born labor force since 2021, as well as higher labor force participation rates. Exceptions to this pattern include China, where labor market weakness, in the context of subdued demand, was broad based across sectors, and lower-income countries, where supply-side challenges held job creation back. Greater-than-expected additions to the stock of physical capital, with business investment responding to the strength in product demand, further bolstered the supply side in most regions, with exceptions including the euro area, where interest-rate-sensitive business investment, particularly in manufacturing, was subdued.

The price of energy fell faster than expected from its peak, in part as a result of increased non-OPEC (Organization of the Petroleum Exporting Countries) oil production and increased natural gas output, most notably in the United

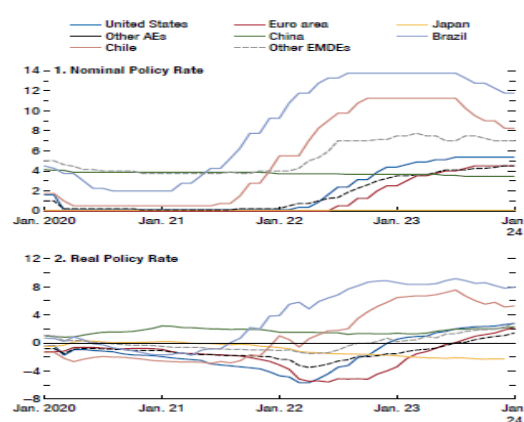


States. Rising exports of Russian oil on account of the expanding non-Western-aligned oil tanker fleet carrying Russian oil and Russia's setting up its own maritime insurance added further to the world energy supply.

**Figure 1.5. Global Energy Price and Oil Supply**



**Figure 1.9. Monetary Tightening: Nominal and Real (Percent)**



### Interest Rates Restrictive, but Set to Fall

To counter rising inflation, major central banks have raised policy interest rates to levels estimated as restrictive. As a result, mortgage costs have increased and credit availability is generally tight, resulting in difficulties for firms refinancing their debt, rising corporate bankruptcies, and subdued business and residential investment in several economies. The commercial real estate sector, including office markets, is under especially strong pressure in some economies, with rising defaults and lower investment and valuations, reflecting the combined effects of higher borrowing costs and the shift toward remote work since the pandemic.

However, despite concerns, a global economic downturn caused by a sharp rise in policy rates has not materialized. The average maturity and share of mortgages subject to fixed rates increased, moderating the near-term impact of rate hikes. At the same time, there is substantial heterogeneity in the degree of the monetary policy pass-through to mortgages and housing markets across countries.

Nevertheless, the cooling effects of high policy rates are intensifying in several economies. Fixed-rate mortgages are resetting, the stock of pandemic savings available to soften the impact on households has declined in advanced economies, and with inflation expectations falling, real policy rates are rising even where central banks have not changed nominal rates.

At the same time, with inflation moving toward targets, market expectations that policy rates will decline have generally contributed to a decline in long-term borrowing rates, rising equity markets, and an easing in overall global financial conditions since last October, although funding is still more expensive than before the pandemic. Central banks that raised policy rates earlier, including those in Brazil and Chile, have already cut them substantially since the second half of 2023. With expectations of lower interest rates in advanced economies, the appetite for assets in emerging market and developing economies has picked up, and sovereign spreads on risk-free government debt have fallen from their July 2022 peaks toward their prepandemic levels. Accordingly, more governments that earlier faced severe funding shortages are accessing international debt markets this year.

### Elevated Debt Burdens

Debt-to-GDP ratios, which increased sharply during the pandemic, remain elevated, and large budget deficits continue to raise the debt burden in many economies. Interest payments on debt have also increased as a share of government revenues, crowding out necessary growth-enhancing budgetary investments. In low-income countries, interest payments are estimated to average 14.3 percent of general government revenues in 2024, about double the level 15 years ago. To rebuild budgetary room for maneuver and curb the rising path of debt, the fiscal policy stance is expected to tighten in 2024 and beyond, with higher taxes and lower government spending in several advanced and emerging market and developing economies. This shift is expected to weigh on near-term economic activity.

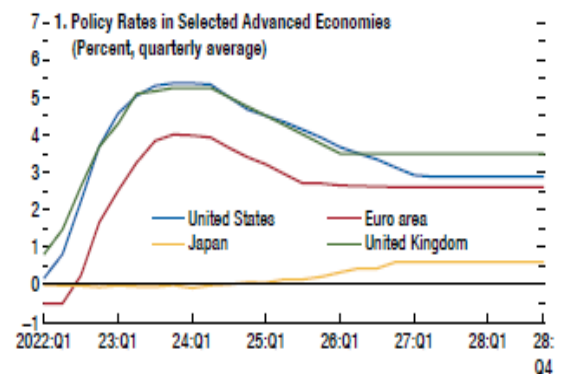
## The Outlook: Steady Growth and Disinflation

Latest projections are for the global economy to continue growing at a similar pace as in 2023 during 2024–25 and for global headline and core inflation to decline steadily. There is little change in the forecast for global growth since the January 2024 WEO Update, with some adjustments for major economies (Tables 1.1 and 1.2), including a further strengthening in the projection for the United States, offset by modest downward revisions across several other economies. The forecast for global growth remains higher, however, than in the October 2023 WEO. The outlook for inflation is broadly similar to that in the October 2023 WEO, with a downward revision for advanced economies, offset by an upward revision for emerging market and developing economies. Medium-term prospects for growth in world output and trade remain the lowest in decades, with the pace of convergence toward higher living standards slowing for middle- and lower-income countries.

The baseline forecasts for the global economy are predicated on a number of projections for global commodity prices, interest rates, and fiscal policies (Figure 1.13):

- Commodity price projections:** Prices of fuel commodities are projected to fall in 2024 by, on average, 9.7 percent, with oil prices falling by about 2.5 percent. Coal and natural gas prices are expected to continue declining from their earlier peaks, by 25.1 percent for coal and 32.6 percent for natural gas in 2024, with the gas market becoming increasingly balanced on account of new supply, dampened demand, and high storage levels. The forecast for nonfuel commodity prices is broadly stable in 2024, with prices for base metals expected to fall by 1.8 percent, on account of weaker industrial activity in Europe and China. Food commodity prices are predicted to decline by 2.2 percent in 2024. Compared with those in the January 2024 WEO Update, forecasts for food prices have been revised slightly downward, driven by expectations of abundant global supplies for wheat and maize.

Figure 1.13. Monetary and Fiscal Policy Projections

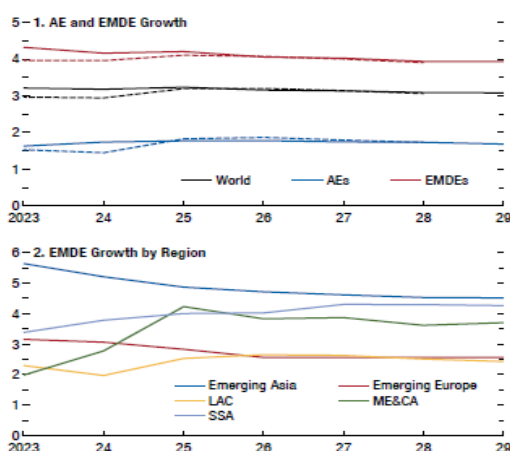


- Monetary policy projections:** With inflation projected to continue declining toward targets and longer-term inflation expectations remaining anchored, policy rates of central banks in major advanced economies are generally expected to start declining in the second half of 2024 (Figure 1.13).

- Fiscal policy projections:** Governments in advanced economies are expected to tighten fiscal policy in 2024 (Figure 1.13) and, to a lesser extent, in 2025–26. Among major advanced economies, the structural fiscal-balance-to-GDP ratio is expected to rise by 1.9 percentage points in the United States and by 0.8 percentage point in the euro area in 2024. In emerging market and developing economies, the projected fiscal stance is expected to be, on average, broadly neutral in 2024, with a tightening of about 0.2 percentage point projected for 2025.

## Growth Outlook: Stable but Slow

Figure 1.14. Growth Outlook: Broadly Stable  
(Percent; solid = April 2024 WEO, dashes = October 2023 WEO)



Global growth, estimated at 3.2 percent in 2023, is projected to continue at the same pace in 2024 and 2025 (Table 1.1). The projection for 2024 is revised up by 0.1 percentage point from the January 2024 WEO Update, and by 0.3 percentage point with respect to the October 2023 WEO forecast (Figure 1.14). Nevertheless, the projection for global growth in 2024 and 2025 is below the historical (2000–19) annual average of 3.8 percent, reflecting restrictive monetary policies and withdrawal of fiscal support, as well as low underlying productivity growth. Advanced economies are expected to see growth rise slightly, with the increase mainly reflecting a recovery in the euro area from low growth in 2023, whereas emerging market and developing economies are expected to experience stable growth through 2024 and 2025, with regional differences.

**Table 1.1. Overview of the World Economic Outlook Projections**  
 (Percent change, unless noted otherwise)

	2023	Projections		Difference from January 2024 WEO Update <sup>1</sup>		Difference from October 2023 WEO <sup>1</sup>	
		2024	2025	2024	2025	2024	2025
<b>World Output</b>	<b>3.2</b>	<b>3.2</b>	<b>3.2</b>	<b>0.1</b>	<b>0.0</b>	<b>0.3</b>	<b>0.0</b>
<b>Advanced Economies</b>	<b>1.6</b>	<b>1.7</b>	<b>1.8</b>	<b>0.2</b>	<b>0.0</b>	<b>0.3</b>	<b>0.0</b>
United States	2.5	2.7	1.9	0.6	0.2	1.2	0.1
Euro Area	0.4	0.8	1.5	-0.1	-0.2	-0.4	-0.3
Germany	-0.3	0.2	1.3	-0.3	-0.3	-0.7	-0.7
France	0.9	0.7	1.4	-0.3	-0.3	-0.6	-0.4
Italy	0.9	0.7	0.7	0.0	-0.4	0.0	-0.3
Spain	2.5	1.9	2.1	0.4	0.0	0.2	0.0
Japan	1.9	0.9	1.0	0.0	0.2	-0.1	0.4
United Kingdom	0.1	0.5	1.5	-0.1	-0.1	-0.1	-0.5
Canada	1.1	1.2	2.3	-0.2	0.0	-0.4	-0.1
Other Advanced Economies <sup>2</sup>	1.8	2.0	2.4	-0.1	-0.1	-0.2	0.1
<b>Emerging Market and Developing Economies</b>	<b>4.3</b>	<b>4.2</b>	<b>4.2</b>	<b>0.1</b>	<b>0.0</b>	<b>0.2</b>	<b>0.1</b>
Emerging and Developing Asia	5.6	5.2	4.9	0.0	0.1	0.4	0.0
China	5.2	4.6	4.1	0.0	0.0	0.4	0.0
India <sup>3</sup>	7.8	6.8	6.5	0.3	0.0	0.5	0.2
Emerging and Developing Europe	3.2	3.1	2.8	0.3	0.3	0.9	0.3
Russia	3.6	3.2	1.8	0.6	0.7	2.1	0.8
Latin America and the Caribbean	2.3	2.0	2.5	0.1	0.0	-0.3	0.1
Brazil	2.9	2.2	2.1	0.5	0.2	0.7	0.2
Mexico	3.2	2.4	1.4	-0.3	-0.1	0.3	-0.1
Middle East and Central Asia	2.0	2.8	4.2	-0.1	0.0	-0.6	0.3
Saudi Arabia	-0.8	2.6	6.0	-0.1	0.5	-1.4	1.8
Sub-Saharan Africa	3.4	3.8	4.0	0.0	-0.1	-0.2	-0.1
Nigeria	2.9	3.3	3.0	0.3	-0.1	0.2	-0.1
South Africa	0.6	0.9	1.2	-0.1	-0.1	-0.9	-0.4
<i>Memorandum</i>							
World Growth Based on Market Exchange Rates	2.7	2.7	2.7	0.1	0.0	0.3	0.0
European Union	0.6	1.1	1.8	-0.1	-0.1	-0.4	-0.3
ASEAN-5 <sup>4</sup>	4.1	4.5	4.6	-0.2	0.2	0.0	0.1
Middle East and North Africa	1.9	2.7	4.2	-0.2	0.0	-0.7	0.3
Emerging Market and Middle-Income Economies <sup>5</sup>	4.4	4.1	4.1	0.0	0.0	0.2	0.1
Low-Income Developing Countries <sup>5</sup>	4.0	4.7	5.2	-0.2	-0.1	-0.3	-0.1
<b>World Trade Volume (goods and services)</b>	<b>0.3</b>	<b>3.0</b>	<b>3.3</b>	<b>-0.3</b>	<b>-0.3</b>	<b>-0.5</b>	<b>-0.4</b>
Imports							
Advanced Economies	-1.0	2.0	2.8	-0.7	-0.4	-1.0	-0.4
Emerging Market and Developing Economies	2.0	4.9	4.1	0.0	-0.3	0.5	-0.6
Exports							
Advanced Economies	0.9	2.5	2.9	-0.1	-0.3	-0.6	-0.4
Emerging Market and Developing Economies	-0.1	3.7	3.9	-0.4	-0.4	-0.5	-0.3
<b>Commodity Prices (US dollars)</b>							
Oil <sup>6</sup>	-16.4	-2.5	-6.3	-0.2	-1.5	-1.8	-1.4
Nonfuel (average based on world commodity import weights)	-5.7	0.1	-0.4	1.0	0.0	2.8	-0.3
<b>World Consumer Prices<sup>7</sup></b>	<b>6.8</b>	<b>5.9</b>	<b>4.5</b>	<b>0.1</b>	<b>0.1</b>	<b>0.1</b>	<b>-0.1</b>
Advanced Economies <sup>8</sup>	4.6	2.6	2.0	0.0	0.0	-0.4	-0.2
Emerging Market and Developing Economies <sup>7</sup>	8.3	8.3	6.2	0.2	0.2	0.5	0.0

### Growth Forecast for Advanced Economies

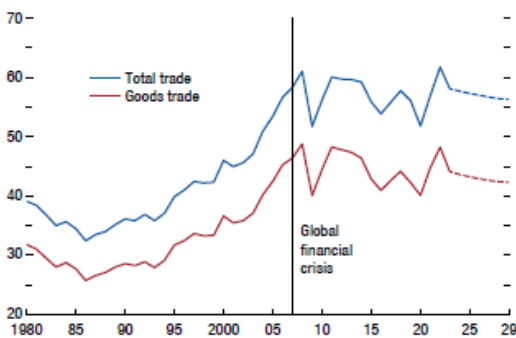
For advanced economies, growth is projected to rise from 1.6 percent in 2023 to 1.7 percent in 2024 and 1.8 percent in 2025. The forecast is revised upward by 0.2 percentage point for 2024 compared with the January 2024 WEO Update projections and remains the same for 2025. The 2024 upgrade reflects a revision to US growth, while an upward revision to the US broadly offsets a similar downward revision to the euro area in 2025.

## Growth Forecast for Emerging Market and Developing Economies

In emerging market and developing economies, growth is expected to be stable at 4.2 percent in 2024 and 2025, with a moderation in emerging and developing Asia offset mainly by rising growth for economies in the Middle East and Central Asia and for sub-Saharan Africa. Low-income developing countries are expected to experience gradually increasing growth, from 4.0 percent in 2023 to 4.7 percent in 2024 and 5.2 percent in 2025, as some constraints on near-term growth ease.

## World Trade Outlook: Stable, in Line with Output

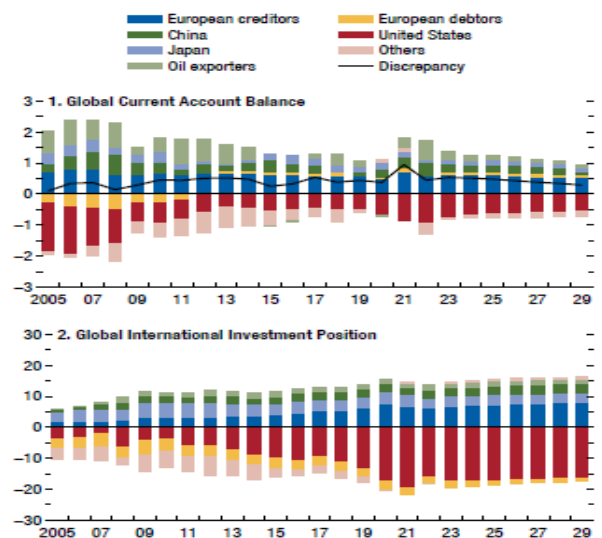
**Figure 1.17. Global Trade Outlook: Stable**  
(Percent of GDP)



World trade growth is projected at 3.0 percent in 2024 and 3.3 percent in 2025, with revisions of a 0.3 percentage point decrease for 2024 and 2025 compared with January 2024 projections. Trade growth is expected to remain below its historical (2000–19) annual average growth rate of 4.9 percent over the medium term, at 3.2 percent in 2029. This projection implies, in the context of the relatively low outlook for economic growth, a ratio of total world trade to GDP (in current dollars) that averages 57 percent over the next five years, broadly in line with the evolution in trade since the global financial crisis (Figure 1.17).

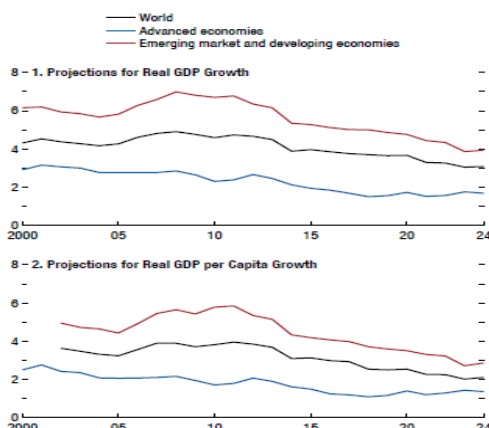
Meanwhile, global current account balances—the sums of absolute surpluses and deficits—are expected to continue narrowing in 2024, as in 2023, following their significant increase in 2022 (Figure 1.18). The rise in current account balances in 2022 reflected contributions from elevated commodity prices, triggered by Russia’s invasion of Ukraine, the uneven recovery from the pandemic, and the rapid tightening of US monetary policy. Over the medium term, global balances are expected to narrow gradually as the contribution of these factors wanes. Creditor and debtor stock positions are estimated to have increased in 2023, with valuation losses in debtor economies and gains in creditor economies more than offsetting narrowing current account balances. These positions are expected to stabilize over the medium term. In some economies, gross external liabilities remain large from a historical perspective and pose risks of external stress.

**Figure 1.18. Current Account and International Investment Positions**  
(Percent of global GDP)



## Risks to the Outlook: Broadly Balanced

**Figure 1.19. Forecasts for Global GDP and GDP per Capita**  
(Percent; five-year-ahead projections)



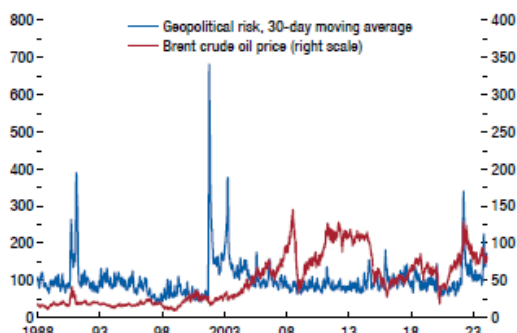
Risks to the global economic landscape have diminished since October 2023, leading to a broadly balanced distribution of possible outcomes around the baseline projection for global growth, from a clear downside tilt in the April 2023 WEO and the October 2023 WEO. With inflationary pressures abating more swiftly than expected in many countries, risks to the inflation outlook are now also broadly balanced. Overall, there is scope for further favorable surprises, but numerous adverse risks pull the distribution of outcomes in the opposite direction.

## Downside Risks

Despite the surprisingly resilient global economic performance since October 2023, several adverse risks to global growth remain plausible:

- New commodity price spikes amid regional conflicts:*** The conflict in Gaza and Israel could escalate further into the wider region. Continued attacks in the Red Sea and the ongoing war in Ukraine risk generating additional supply shocks adverse to the global recovery, with spikes in food, energy, and transportation costs. Further geopolitical tensions—including a possible reescalation of the war in Ukraine—could also constrain cross-border flows of food, fuel, and fertilizer, causing additional price volatility and undermining business and consumer sentiment (Figure 1.20). Such geopolitical shocks could complicate the ongoing disinflation process and delay central bank policy easing, with negative effects on global economic growth. Overall, such adverse supply shocks may affect countries asymmetrically, with particularly acute effects on lower-income countries where food and energy constitute a large share of household expenditure.
- Persistent inflation and financial stress:*** A slower-than-expected decline in core inflation in major economies as a result, for example, of persistent labor market tightness or renewed tensions in supply chains could trigger a rise in interest rate expectations and a fall in asset prices, as in early 2023. Furthermore, the risk that the cooling effects of past monetary tightening are yet to come is plausible, especially where fixed-rate mortgages are resetting and household debt is high. Such developments could increase defaults in many sectors—notably including commercial real estate and firms—and raise risks to financial stability. They could also trigger flight-to-safety capital flows, tighten global financial conditions, and strengthen the US dollar and so reduce global growth.
- China’s recovery faltering:*** In the absence of a comprehensive restructuring policy package for the troubled property sector in China, a larger and more prolonged drop in real estate investment could occur, accompanied by expectations of future house prices declining, reduced housing demand, and a further weakening in household confidence and spending, with implications for global growth. Unintended fiscal tightening on account of local government financing constraints could amplify the impact. In such a scenario, the slowdown in domestic demand could cause disinflationary pressures to intensify, resulting in sustained low inflation or deflation. Spillovers to China’s trading partners in such a scenario are estimated to be, on balance, negative, with effects through weaker demand for trading-partner products outweighing gains from lower commodity prices; global current account imbalances may increase as a result.
- Disruptive fiscal adjustment and debt distress:*** Fiscal consolidation is necessary in many advanced and emerging market and developing economies to curb debt-to-GDP ratios and rebuild capacity for weathering future shocks. But an excessively sharp shift to tax hikes and spending cuts, beyond what is currently envisaged, could result in slower-than-expected growth and reduce reform momentum. Countries that lack a credible medium-term consolidation plan could face adverse market reactions or increased risks of debt distress that force harsh adjustment.
- Distrust of government eroding reform momentum:*** Across broad income groups, confidence in government, legislative bodies, and political parties is below 50 percent, by some measures. Low confidence in governments and institutions, amid political polarization in some cases, could sap support for structural reforms, complicate the adoption of and adaptation to technological advances, create resistance to raising the revenue needed to finance necessary investments, and in some cases increase the risk of social unrest.
- Geoeconomic fragmentation intensifying:*** The separation of the world economy into blocs amid Russia’s war in Ukraine and other geopolitical tensions could accelerate. Such a development could generate more

**Figure 1.20. Geopolitical Risk and Oil Prices**  
 (Index, 1985–2019 = 100; US dollars a barrel, right scale)



restrictions on trade and cross-border movements of capital, technology, and workers and could hamper international cooperation.

In the context of upcoming elections in numerous countries, moves to raise barriers to the international flow of workers could reverse the supply-side gains of recent years, exacerbate labor market tightness and skill shortages, and raise inflationary pressures. Tariff increases could trigger retaliatory responses, raise costs, and harm both business profitability and consumer well-being.

## Upside Risks

More favorable outcomes for the global economy than expected could arise from several sources:

- ***Short-term fiscal boost in the context of elections:*** Many countries are expected to elect their national governments in 2024—a “Great Election Year.” In this context, policymakers may postpone fiscal adjustment or commit to new expansionary measures. Studies suggest that fiscal deficits typically rise during elections and that governments do not tend to unwind the increases thereafter. In the near term, new expansionary measures such as tax cuts, increased fiscal transfers, and infrastructure investment could boost economic activity, especially in economies in which sovereign risk is perceived as low, and raise global growth above current projections. However, such fiscal expansions could add to inflationary pressures—especially in countries with overheated economies and steep inflation-unemployment trade-offs—and result in higher interest rates, which would increase the challenge of curbing debt. A more disruptive policy adjustment could follow, with a negative impact on growth.
- ***Further supply-side surprises, allowing for faster monetary policy easing:*** Downside surprises to core inflation on account of a faster-than-expected fading of pass-through effects from past relative price shocks and the easing of global supply constraints are plausible in several cases. A faster-than-envisaged compression of profit margins to absorb past cost increases is also plausible. In the United States, for example, where the labor market remains especially tight, a stronger-than-expected downward shift toward the prepandemic ratio of vacancies to unemployed persons could ease labor market conditions and alleviate underlying inflationary pressures. Such developments could lead to a greater-than-expected decline in inflation expectations and allow central banks to bring forward their policy-easing plans, which would reduce borrowing costs, raise consumer confidence, and reinforce global growth.
- ***Spurs to productivity from artificial intelligence:*** Recent advances in artificial intelligence, notably the emergence of large language models and of generative pretrained transformers, have marked a leap in the ability of technology to outperform humans in several cognitive areas. At the same time, as during the introduction of past general-purpose technologies, the impact of artificial intelligence on economic outcomes, as well as its timing, remains highly uncertain. In the near term, the rollout of artificial intelligence could boost investment in some cases, with firms allocating more resources to integrate innovative tools and refine production processes.

Advanced economies stand to benefit from artificial intelligence sooner than emerging market and developing economies, given the greater emphasis on cognitive-intensive roles in the employment structures of the former. In advanced economies, artificial intelligence could affect about 60 percent of workers, with about half of those exposed achieving higher productivity and earning higher incomes and half seeing lower demand for their labor and lower wages. Artificial intelligence could affect about 40 percent of jobs in emerging market economies and 26 percent of jobs in low-income countries, implying a smaller near-term labor market disruption and less scope for related productivity improvements in economies in those two groups.

- ***Structural reform momentum gathering:*** Faster-than-expected implementation of macrostructural reforms could boost productivity growth and contribute to higher medium-term growth than in baseline forecasts, helping to heal some of the “scarring” output losses from the pandemic. Reforms aimed at increasing labor participation, reducing resource misallocation, and improving the allocation of talent could revive economic activity and reverse the past two decades of slower global growth.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2024/04/16/world-economic-outlook-april-2024>)

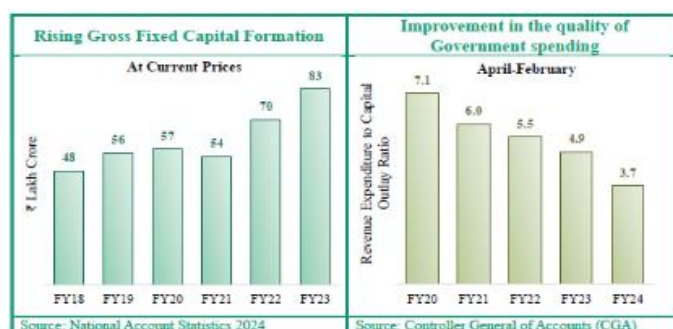
## INDIAN ECONOMY

### FY25 Started with a Strong Performance of Domestic Activity in April

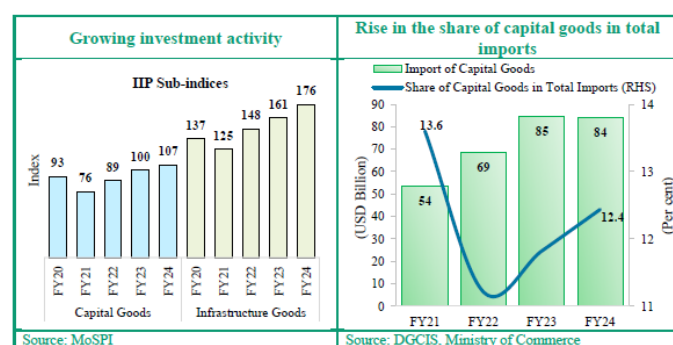
- Domestic economic activity remained buoyant in FY24, and the momentum has continued in FY25. GST collection jumped to a high of ₹ 2.1 lakh crore in April 2024. The strong uptick was driven by an increase in domestic transactions and imports. The average GST collections have also displayed a level shift upwards over the years due to heightened economic activity and a widening tax base. Among lead demand indicators, toll collection registered continued growth in April 2024. Electricity consumption also accelerated in April due to rising temperatures and increased industrial activity. Vehicle registrations surged in April 2024, led by two-wheelers on the back of stable fuel prices and a positive outlook for monsoon. However, on account of seasonality, e-way bill generation softened compared to March 2024, but registered strong growth compared to the corresponding month last year.

### Resilient Investment Indicators

- Investment activity continues to display stability despite ongoing geopolitical headwinds. As per the Second Advance Estimates of National Income released by the National Statistical Office (NSO), the Gross Fixed Capital Formation (GFCF) is expected to be the largest GDP growth driver in FY24, with a percentage contribution of 44.9 per cent. The National Account Statistics 2024 shows GFCF growing by 18.7 per cent in FY23 from ₹69.8 lakh crore in FY22 to ₹82.9 lakh crore in FY23, with broad-based growth across sectors. GFCF in private non-financial corporations witnessed a most notable CAGR of 10.6 per cent from FY12 to FY23, highlighting a pick-up in private capital expenditure.



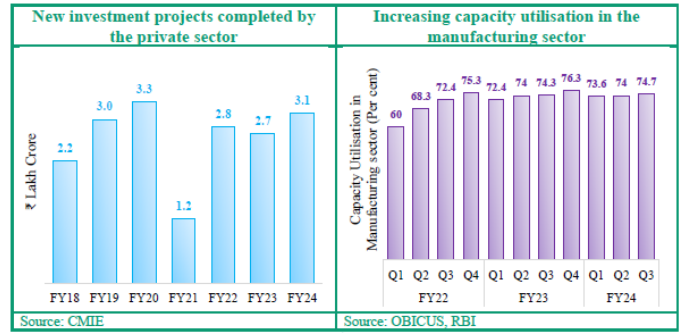
- According to the data released by the Controller General of Accounts, capital expenditure by the Union Government from April 2023 to February 2024 stood at ₹8.1 lakh crore, 36.5 per cent higher compared to the corresponding period of the previous year. Increased capital expenditure by the Union Government has led to an improvement in the quality of Government spending, as reflected in the decline in the revenue expenditure to capital outlay ratio. The ratio declined from 7.1 in FY20 (April-February) to 3.7 in FY24 (April-February). The increased spending on capex has also incentivised States to increase their capital spending. Capital expenditure by 22 major States grew by 26.6 per cent during April 23-February 24, versus 13.3 per cent in the corresponding period of the previous year.



Increased Government investment activity has also resulted in the crowding-in of private investment. Capital Goods and Construction/Infrastructure Goods indices of the Index of Industrial Production (IIP) were 6.2 per cent and 9.6 per cent higher during FY24 compared to the previous year. Though imports of capital goods in FY24 were marginally lower than that in the previous year, their share in overall imports increased from 11.8 per cent in FY23 to 12.4 per cent in FY24, indicating a continued build-up of productive capacity in the economy.

- The CMIE data on new investment announcements serves as an indicator for corporate capex plans. These figures represent intentions, which may or may not materialise, but they do mirror the sentiments and expectations of the companies. The overall scenario is promising, with a significant improvement compared

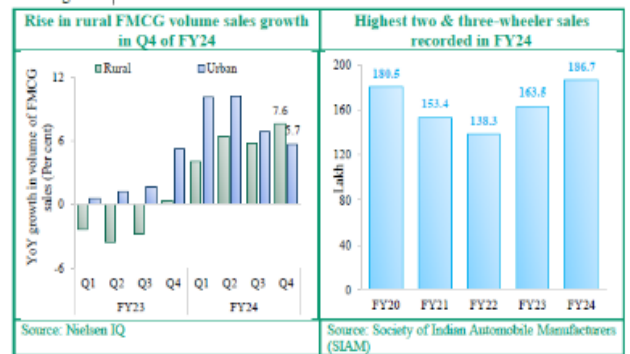
to the pre-COVID era, despite the intentions being lower than the previous year. In FY24, the private sector announced new investment projects worth ₹23.5 lakh crore, much higher than the past five years' average of ₹14.4 lakh crore. Despite new investment projects announced by the private sector being lower in FY24 compared to the previous year, the investment projects completed by the private sector witnessed a significant uptick to ₹3.1 lakh crore in FY24 from ₹2.7 lakh crore in FY23.



- The upbeat investment environment is accompanied by increased capacity utilisation in the manufacturing sector, as seen in the RBI’s quarterly Order Books, Inventory and Capacity Utilisation Survey (OBICUS) for Q3 of FY24. The aggregate capacity utilisation in the manufacturing sector picked up significantly from 74 per cent in Q2 to 74.7 per cent in Q3 of FY24. Manufacturing companies received a larger number of orders during this quarter as compared to the corresponding quarter of the previous year.

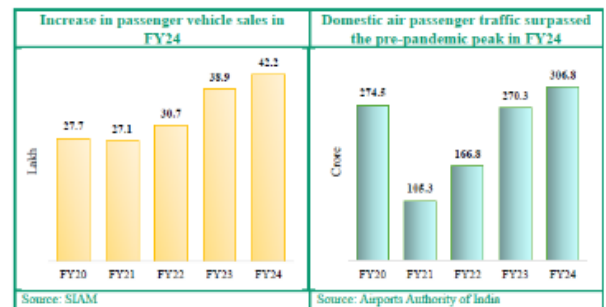
### Stronger Rural and Urban Demand Conditions

- While investment activity remains expansive, consumption is being propelled by consistent growth in urban demand and a resurgence in rural demand, thereby contributing to India’s growth in FY24. As per the data published by Nielsen IQ, the volume sales of fast-moving consumer goods (FMCG) in rural markets saw a rise of 7.6 per cent in the Q4 of FY24 on a yoy basis. For the first time in five quarters, rural FMCG demand growth outpaced urban growth.



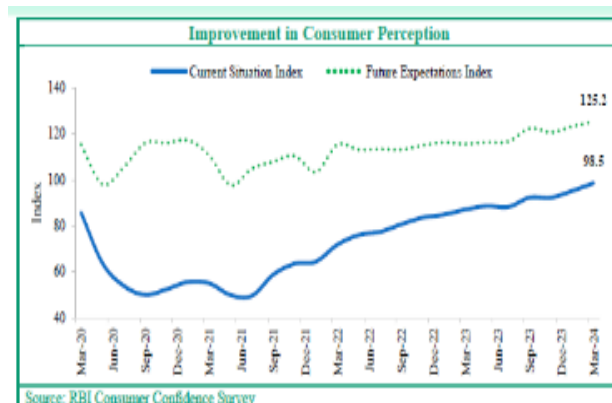
- Other indicators of rural demand also demonstrate a robust growth in consumption activity in FY24. Two and three-wheeler sales increased by 14.2 per cent in FY24, at 186.7 lakh compared to 163.5 lakh in FY23, due to enhanced model availability, new product introduction and positive market sentiments. Carrying the momentum in FY25, two-wheeler sales registered a remarkable growth of 30.8 per cent in April 2024 on a yearly basis.
- The resilience of urban demand is evident in the robust growth of housing personal loans, which increased by 36.9 per cent in FY24. Sales of passenger vehicles saw a rise of 8.4 per cent in FY24, spurred by the launch of cost-effective compressed natural gas fuel options and new electric models, coupled with positive market sentiment and the provision of high-quality after-sales service.

- The robust consumption demand in urban areas is also reflected in rising domestic air passenger traffic. In FY24, domestic air passenger traffic surpassed the pre-pandemic peak, driven by a growing demand for air travel. The momentum in urban demand persisted in FY25, buoyed by positive consumer sentiment and festive celebrations.





10. According to the RBI's consumer confidence survey for April 2024, the Current Situation Index (CSI) rose by 3.4 points to 98.5 in March 2024, the highest level since mid-2019. Consumers are quite optimistic about the general economic situation, income and spending. Consumer confidence for the year ahead improved further on the back of optimism in almost all parameters, such as economic situation, employment, income and spending. The Future Expectations Index (FEI) also rose further by 2.1 points to 125.2, also its highest level since mid-2019.



### Robust Growth in Industrial Activity in FY24

11. Industrial output continues to expand in March 2024, with the Index of Industrial Production (IIP) increasing by 4.9 per cent in March 2024. IIP grew by 5.8 per cent in the fiscal year FY24. It is important to note that IIP is a volume index, and its growth cannot be readily compared with that of value indices (either at current prices or at constant prices)
12. The acceleration in 2023-24 was bolstered by healthy growth in infrastructure, intermediate and consumer goods sectors. The emphasis on capex push by the government has led to robust performance of the infrastructure goods sector, exhibiting a growth of 9.7 per cent in FY24, higher than 8.4 per cent in FY23.
13. Manufacturing sector output expanded to a five-month high of 5.2 per cent in March 2024, lifting the overall growth performance for this segment in the 2023-24 to 5.5 per cent. Basic metals, motor vehicles, trailers and semi-trailers and coke and refined petroleum products were the major catalysts to overall growth.
14. The manufacturing activity maintained its growth trajectory from the previous year, with the Manufacturing PMI for April remaining in the expansionary zone, supported by strong demand conditions, which resulted in a further expansion of output. Improvements in delivery times from suppliers contributed to the increased purchasing activity. Furthermore, a positive outlook for the year ahead prompted firms to expand their workforce.
15. Business sentiments remain upbeat as per the RBI's 105th round of the Industrial Outlook Survey (IOS). Manufacturers continue to be optimistic about demand conditions in Q1 of FY25, with well over half of the respondents reporting a rise in production, order books and overall business situation. With the manufacturing sector capacity utilization is rising above the long-term average, the increase in new investment announcements by the private sector remains positive for growth.

### Healthy Expansion of the Service Sector

16. Just like the industrial activity, the growth in service sectors remains robust in April 2024, as gauged by HSBC's Services PMI. The business activity index has stayed in the expansionary zone for 33 consecutive months in a row, maintaining a resilient value of 60.8 in April 2024. The surge was sustained by buoyant domestic demand and growth of new business and output. In addition to the robust domestic demand, companies reported growth in emerging international markets. The year-ahead outlook for business activity has improved, fueled by enhanced marketing initiatives, gains in efficiency, competitive pricing strategies, and optimistic predictions regarding sustained favourable demand conditions.
17. As the service sector strengthens, there has been a rise in bank credit to important services. The credit growth in the services sector increased to 20.2 per cent in March 2024 on a yoy basis, propelled by an increase in credit to transport operators and the commercial real estate sector.
18. India's transportation sector has seen a significant increase in activity recently, with a surge in passenger travel and freight transport. In March 2024, there was a 15 per cent increase in domestic air passengers, a 6 per cent increase compared to February 2024. Rail freight traffic also increased by 4.9 per cent yoy,

amounting to 1434 million tonnes from April 2023 to February 2024. Fuel usage in April 2024 increased by 6.1 per cent yoy, totaling over 19.9 million tonnes, supporting the growth in physical connectivity.

19. The hospitality industry demonstrated robust growth in FY24, driven by a rise in domestic leisure travel and an increased demand for meetings, incentives, conferences, and exhibitions, as well as weddings and business travel. There was an improvement in the hotel occupancy rate, which increased from 68-70 per cent in FY23 to 70-72 per cent in FY24.

### **Performance of Real estate**

20. Real estate sector has seen a significant rebound after the Covid pandemic led lockdowns. The residential property market in India demonstrated a promising trend in 2023, with both demand and new supply experiencing double-digit growth. The momentum continued in Q1 of 2024, witnessing record-breaking sales, clocking a robust 41 per cent yoy growth compared to the same period in the previous year. Further, as mentioned in paragraph 8, the increasing demand for real estate is reiterated by the rise in housing loans.
21. Pandemic-induced trends such as remote and hybrid working are expected to have induced homebuyers to venture into larger, sustainable spaces with value-added services and amenities. Factors such as rapid urbanization, growing emergence of nuclear families, new real estate developers entering the sector, and improved availability of financial options for developers, as well as homebuyers, have contributed to the growth of the real estate sector.

### **Lowest Rate of Retail Inflation in Last 11 Months**

22. Retail inflation based on consumer price index (CPI) decreased from 4.85 per cent in March 2024 to 4.83 per cent in April 2024, marking it as the lowest rate in the past 11 months. The modest reduction in retail inflation in April 2024 was primarily due to a drop in core inflation (which excludes food, fuel and light), which reached a record low of 3.2 per cent, the lowest since January 2014. The decline in core inflation in April was largely due to reduced inflation rates in various items including clothing, footwear, housing, household goods and services, health, education, recreation, amusement, transport and communication.
23. For the eighth month in a row, prices in the fuel and light group remained in the deflationary zone. On March 9, 2024, the government reduced the price of non-subsidized LPG by Rs.100 per 14.2 kg cylinder. This price cut had a ripple effect in April too.
24. Price dynamics in essential food commodities over the past two months reveal that the moderation in prices has been broad-based in March and April 2024 except for seasonal uptick in some vegetables and persistent pressure in certain pulses. Among cereals, wheat price is expected to cool down by the current wheat procurement. Edible oils prices continued to remain in a deflationary zone. Most of the remaining essential commodities witnessed the softening of price pressures assisted by the slew of administrative measures taken by the government. The inflation trend for milk continued its decline over the past year. Sugar inflation saw a notable drop compared to the trends observed in the previous four months.

Further, the sowing of summer crops is progressing favourably. As of 10 May 2024, the area sown under the summer crops expanded by 8.9 per cent compared to the corresponding period last year. Crops like rice, Shree anna coarse cereals, pulses and oilseeds contributed to the increased acreage. This would translate into augmented production.

25. Going forward, the inflation trajectory will be influenced by several factors. Government initiatives, including the open market sales, monitoring of stocks, import of pulses, and export restrictions, are expected to help stabilize food prices. The forecast of normal rainfall for the Southwest Monsoon 2024 bodes well for food production and could alleviate price pressure on food items. Ongoing geopolitical tensions could potentially drive-up international commodity prices and disrupt supply chains.

### **Optimistic Outlook for Merchandise Exports as External Sector Remains Stable**

26. India's merchandise exports in FY25 began on a positive note, recording a growth of 1.08 per cent yoy in April 2024. This comes amid marginally improved economic activity and consumer sentiment in Europe and a steady US economy. The main drivers of export growth were electronic goods, organic and inorganic

chemicals, petroleum products and pharmaceuticals, which increased by 25.8 per cent, 16.8 per cent, 3.1 per cent and 7.4 per cent, respectively. Imports increased by 10.3 per cent yoy. This led to an increase in the merchandise trade deficit by 32.3 per cent yoy in April 2024.

27. RBI monthly data indicates India's services exports ended in FY24 by recording a growth of 4.8 per cent. Although the growth has moderated compared to the previous year, a decline in services imports led to a 13.6 per cent increase in net services trade. Preliminary estimates by the Ministry of Commerce and Industry indicate that the momentum in services exports has been carried forward into FY25 with a growth of 14.7 per cent in April 2024.
28. Gross Foreign Direct Investment (FDI) inflows in FY24 stood at USD 71.0 billion, compared to USD 71.4 billion in FY23. The 2024 Kearny FDI Confidence Index ranked India 4th in the EME category, underscoring its attractiveness as an FDI destination despite moderation and volatility in global capital flows.
29. After ending FY24 on a strong note, India witnessed a net outflow of foreign portfolio investments of USD 1.8 billion in April 2024. This is attributed to profit-booking by market participants amidst higher market valuations and uncertainty in global markets regarding interest rate cuts by major central banks.
30. Despite volatile FPI flows, the rupee continues to remain one of the most stable major currencies. Between 2nd January 2024 and 15th May 2024, the rupee depreciated by 0.2 per cent against the US Dollar. Between 1st April 2024 and 15th May 2024, the rupee depreciated marginally by 0.11 per cent. A stable rupee has also aided the RBI build significant forex reserves, which, as of 10 May 2024, stood at USD 644.2 billion.

### **Employment Trends Confirm India's Economic Resilience**

31. The unemployment situation improved, with annual as well as quarterly unemployment rates declining since the highs witnessed during the COVID-19 pandemic.

### **Conclusion**

The crux of the foregoing discussion is that the industrial and service sectors of the Indian economy are performing well, backed by brisk domestic demand and partially by tentative external demand. Domestic manufacturing will likely receive stronger external support in the upcoming months. Modestly improved economic activity and consumer sentiment in Europe and a steady US economy have aided India's exports in April. There are reports that show that the number of organisations in the US and Europe that are focusing on reindustrialisation has increased. The majority of these organisations are focussing on enhancing supply chain resilience. This can benefit India's manufacturing firms as part of the China Plus One strategy. The EXIM Bank of India has forecasted that merchandise exports will post a double-digit growth in Q1 of FY25.

Factors like the ongoing recovery in the hotel and tourism industry, increased credit flow to transport and real estate segments, policy support and robust investments in physical and digital infrastructure and logistics will help the services sector. The strong export growth in April 2024 indicates that the momentum in services trade has been carried forward into FY25.

The future inflation path will be shaped by several elements. Government initiatives to stabilise the prices of essential food items, including their open market sale, stock monitoring and trade policy measures are helping to stabilize food prices. The harvest for the Rabi Marketing Season for 2024-25 is expected to temper the prices of key items like wheat and chana. The prediction of a normal Southwest Monsoon also augers well for food production and easing of price pressures. With the assumption of normal monsoon, the RBI forecasts a 4.9 per cent retail inflation for FY25's first quarter. The positive indications in the farm sector should help India firewall against any adverse pressures that may arise from geopolitical tensions and global commodity prices. Likewise, the strong macro-economic buffers of India should help the real sectors of the economy navigate the external headwinds smoothly and continue the growth momentum of the previous year.

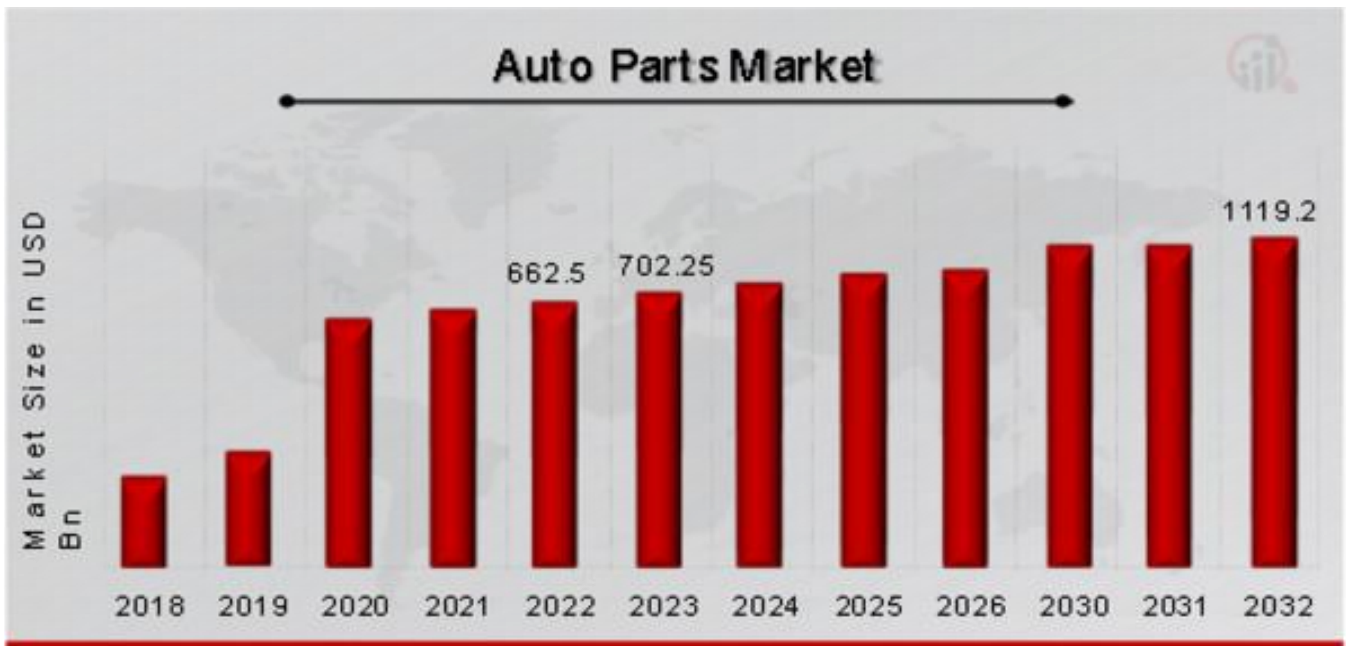
(Source: <https://dea.gov.in/sites/default/files/Monthly%20Economic%20Review%20-April%202024.pdf>)

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## GLOBAL AUTOMOTIVE COMPONENTS INDUSTRY

### Auto Parts Market Overview:

Global Auto Parts Market Size was valued at USD 662.5 Billion in 2022. The Auto Parts Market industry is projected to grow from USD 702.25 Billion in 2023 to USD 1119.2 Billion by 2032, exhibiting a compound annual growth rate (CAGR) of 6.00% during the forecast period (2023 - 2032). Governments worldwide have implemented stringent regulations on vehicle emissions, compelling manufacturers to produce environmentally sustainable and highly efficient automobile products for both domestic and international markets. This regulatory environment is expected to drive increased demand within the market. The automotive industry has witnessed significant developments in recent years, with emerging markets such as China, India, and Brazil expected to be significant market drivers for the Advance Auto Parts.



### Advance Auto Parts Market Trends

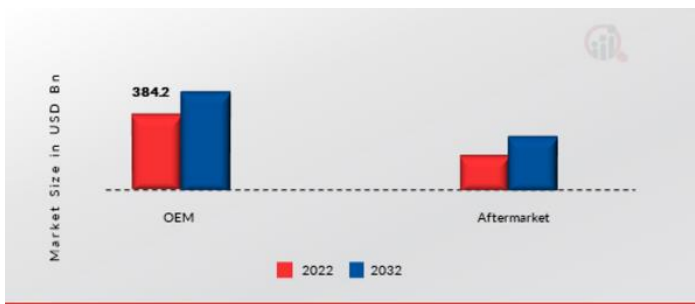
Growing popularity of electric vehicles and the emergence of 3D printing in the automotive industry are driving market growth. Market CAGR for auto parts is being driven by the growing popularity of electric vehicles and the emergence of 3D printing in the automotive industry. The surging popularity of electric vehicles has led to an increased demand for specialized auto parts tailored for EVs, including electric drivetrains, batteries, and charging infrastructure. The global electric car stock reached 10 million units in 2020, experiencing a notable 43% growth from the previous year, with battery electric vehicles (BEVs) dominating new registrations and overall stock. China holds the largest electric car fleet with 4.5 million units, while Europe witnessed the largest annual increase, reaching 3.2 million units in 2020. The global shift toward electrification, coupled with advancements in autonomous vehicle technology, has intensified the demand for components like sensors, radar systems, and LIDAR technology.

The integration of cutting-edge technology in the auto parts market is a key driver of its growth. Ongoing technological innovations, particularly in braking components and headlamps, propel the global Car Spare Parts market forward. High-performance braking systems now incorporate electronic features such as regenerative braking, brake-by-wire, and advanced control systems. Furthermore, the adoption of 3D printing technology is revolutionizing auto part production, allowing for the fabrication of intricate components and a variety of additive-manufactured parts. As a result, it is anticipated that throughout the projection period, demand for the Auto Parts Market will increase due to the growing popularity of electric vehicles and the emergence of 3D printing in the automotive industry. Thus, driving the Auto Parts Market revenue.

## Auto Parts Market Segment Insights:

### Automotive Parts Market End-User Insights

The global Auto Parts Market segmentation, based on End-User includes OEM and aftermarket. The OEM segment dominated the market, accounting for 58% of market revenue (384.2 billion).



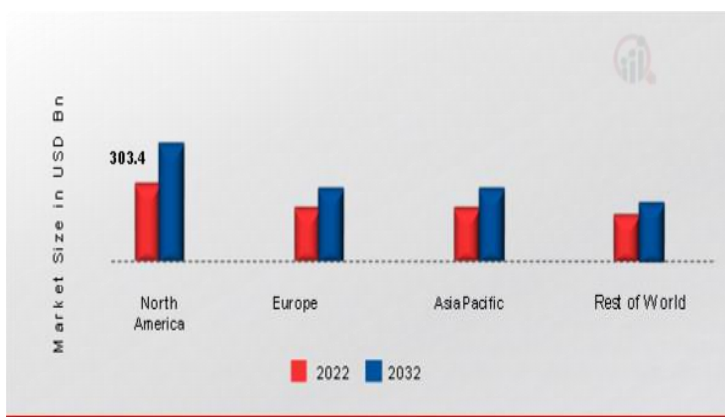
OEM parts are meticulously crafted by a specific manufacturer to precisely match the specifications of a vehicle, ensuring a seamless fit into designated spaces. This meticulous alignment makes OEM parts the preferred choice for automobile manufacturers worldwide. Buyers opt for OEM parts due to their identical composition to the components originally installed during the manufacturing process, ensuring consistency and quality in the replacement or maintenance of vehicles.

### Auto Parts Market Distribution Channel Insights

The global Auto Parts Market segmentation, based on Distribution Channels includes offline and online. The offline segment dominated the market, accounting for 58% of market revenue (384.2 billion). Brick-and-mortar stores provide hands-on experiences, contributing to advancements in the industry. Nevertheless, the offline sector faces a potential decline amid the ascent of e-commerce. Key automotive markets such as the US, Canada, UK, Germany, and China house numerous auto part stores, garages, and dealerships. Franchise repair enterprises are gaining momentum, driven by profitability considerations. Consumers continue to make offline purchases for components such as vehicle lighting, brakes, and filters. Leading industry players like Toyota and Bosch are expanding their presence to encompass online channels while maintaining their offline footprint. Consumers exhibit a preference for physical stores for intricate installations, particularly as vehicles and components become more sophisticated.

### Auto Parts Market Regional Insights

The anticipated expansion of the Car Spare market in North America can be attributed to several key factors. The ongoing expansion and renewal of the vehicle fleet in North America are key drivers of heightened demand for auto parts. Notably, the United States recorded a total of 282 million registered vehicles in 2021, encompassing various categories such as passenger cars, motorcycles, trucks, buses, and other vehicles. Specifically, the sales of light trucks in the U.S. reached 11.6 million units in 2021. This continuous cycle of consumers acquiring new vehicles or enhancing existing ones directly contributes to an increased requirement for replacement and aftermarket auto parts.



Europe Auto Parts Market accounts for the second-largest market share as the consistent increase in vehicle ownership across European nations is a driving force behind the escalating demand for auto parts. Notably, in 2020, the EU passenger car fleet expanded by 1.2% in comparison to the previous year, reaching a total of 246.3 million cars on the road. Notable growth was observed in Romania (+5.4%) and Slovakia (+5.1%), while the French car fleet experienced a slight contraction (-0.3%). Within the European Union, a fleet of 684,285 buses is operational, with nearly half concentrated in three prominent countries: Poland (124,526), Italy (99,883), and France (93,506). The continual ownership and maintenance of vehicles by consumers underscore a persistent demand for replacement parts, maintenance components, and aftermarket accessories within the auto parts market. Further, the German Auto Parts Market held the largest market share, and the UK automobile spare parts Market was the fastest-growing market in the European region

The Asia-Pacific automobile spare parts Market is expected to grow at the fastest CAGR from 2023 to 2032. The automotive industry in the Asia-Pacific region is experiencing a noteworthy increase in overall vehicle penetration.

In India, the sector demonstrated robust production, manufacturing a total of 22.93 million vehicles, encompassing Passenger Vehicles, Commercial Vehicles, Three-wheelers, Two-wheelers, and Quadricycles, from April 2021 to March 2022. Additionally, there was a substantial growth in the export of automobiles, rising from 4,134,047 in 2020-21 to 5,617,246 in 2021-22, indicating a significant positive growth of 35.9%. This expansion extends beyond passenger cars to include commercial vehicles, contributing to a heightened vehicle population and subsequently driving demand for replacement parts and maintenance components within the market. Moreover, China's automobile spare parts Market held the largest market share, and the Indian Auto Parts Market was the fastest-growing market in the Asia-Pacific region.

### **Auto Parts Market Key Market Players & Competitive Insights**

Leading market players are investing heavily in research and development to expand their product lines, which will help the Advance Auto Parts market, grow even more. Market participants are also undertaking a variety of strategic activities to expand their global footprint, with important market developments including new product launches, contractual agreements, mergers and acquisitions, higher investments, and collaboration with other organizations. To expand and survive in a more competitive and rising market climate, the Auto Parts industry must offer cost-effective items.

Manufacturing locally to minimize operational costs is one of the key business tactics used by manufacturers in the global Auto Parts industry to benefit clients and increase the market sector. In recent years, the Auto Parts industry has offered some of the most significant advantages to the automotive sector, contributing to enhanced vehicle performance, maintenance efficiency, and overall industry innovation.

(Source: <https://www.marketresearchfuture.com/reports/auto-parts-market-11564>)

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## INDIAN AUTOMOTIVE COMPONENTS INDUSTRY

### Introduction

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

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

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

The industry is a leader in exports and provides jobs to over 3.7 crore people. From FY16-FY22, the industry registered a CAGR of 6.35% and was valued at US\$ 56.50 billion in FY22. In 2023-24 (April-September), the export value of auto components/parts was estimated at US\$ 10.4 billion. North America, which accounts for 33% of total exports, increased by 2%, while Europe and Asia, which account for 33% and 24% of total exports, increased by 12% and declined by 4%, respectively. The key export items included drive transmission and steering, engine components, body/chassis, suspension and braking etc. Due to the high development prospects in all vehicle industry segments, the auto component sector is expected to see double-digit growth in FY22. The industry is expected to stand at US\$ 200 billion by FY26.

### Market Size

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

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

As per the Automobile Component Manufacturers Association (ACMA) forecast, auto component exports from India are expected to reach US\$ 30 billion by 2026. The auto component industry is projected to record US\$ 200 billion in revenue by 2026.

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

### Investments

The Indian automobile sector recorded an inflow of huge investments from domestic and foreign manufacturers. FDI inflow in the sector stood at US\$ 35.65 billion between April 2000-December 2023 which is around 5.35% of the total FDI inflows in India during the same period. Some of the recent investments made/planned for the auto component sector are as follows:

- In October 2023, Tata Motors signed a definitive agreement to acquire a 27% stake in Freight Tiger, a software-as-a-service (SaaS) company, for Rs. 150 crore (US\$ 17.99 million).
- Auto components maker Happy Forgings launched IPO on December 19th, 2023. It comprises a fresh equity issue of Rs. 400 crore (US\$ 47.99 million) and an offer for sale (OFS) of 71.59 lakh shares.
- In August 2023, Bosch earmarks US\$ 58.11 million (Rs. 480 crore) for R&D and an additional capex of US\$ 58.11 million (Rs. 480 crore).
- In June 2023, Tata Motors will invest US\$ 2 billion towards developing new products and platforms over the next four years.
- In May 2023, Apollo tyres would be making an investment around US\$ 133.17 million (Rs. 1,100 crore) in the FY24.
- In May 2023, Gabriel India inks a pact with Inalfa, to invest US\$ 20.58 million (Rs. 170 crore) to set up a new manufacturing facility. Inalfa Gabriel Sunroof Systems (IGSS), in Chennai which will become operational in the first quarter of 2024.
- In May 2023, With Tesla proposing a manufacturing plant in India, the government plans to come out with a modified production-linked incentive scheme (PLI 2.0) for electric vehicles and advanced chemistry cell batteries to invite fresh investments.
- In May 2023, Bridgestone looks to expand its retail footprint in India by 20-25%.
- In May 2023, Tata Technologies on Monday announced a partnership with TiHAN IIT Hyderabad, to collaborate in the areas of Software Defined Vehicles (SDV) and Advanced Driver Assistance Systems (ADAS) that incorporate the latest technologies.
- In April 2023, GreenCell Mobility invested US\$ 181.59 million (Rs. 1,500 crore) to double EV buses supply in India.
- By 2030, Chinese EV manufacturer BYD hopes to control 40% of the Indian EV market. It already has a manufacturing setup in India, and the current plant's capacity may be increased by another 10,000–15000 units.
- In 2022-23, Tamil Nadu attracted investment proposals worth US\$ 2.20 billion (Rs. 18,063 crore) Tamil Nadu is capitalizing on its previous automotive expertise to enter the EV industry.
- In February 2023, Bridgestone India, a global leader in tyres and sustainable mobility solutions, announced that it would be investing over US\$ 73.39 million (Rs. 600 crore) to meet the increasing demand for quality passenger tyres in the country.

### **Government Initiatives**

The Bharat New Car Assessment Program (BNCAP) will not only strengthen the value chain of the auto component sector, but it will also drive the manufacturing of cutting-edge components, encourage innovation, and foster global excellence.

The Government of India's Automotive Mission Plan (AMP) 2006-26 has been instrumental in ensuring growth for the sector. The Indian automobile industry is expected to achieve a turnover of US\$ 300 billion by 2026 by expanding at a CAGR of 15% from its current revenue of US\$ 74 billion.

In November 2020, the Union Cabinet approved a PLI scheme in automobile and auto components with an approved financial outlay over a five-year period of Rs. 57,042 crore (US\$ 8.1 billion). In September 2021, the Indian government issued notification regarding a PLI scheme for automobile and auto components worth Rs. 25,938 crore (US\$ 3.49 billion). In February 2022, the government received an investment proposal worth Rs. 45,016 crore (US\$ 6.04 billion) from 20 automotive companies under the PLI Auto scheme. This scheme is expected to create an incremental output of Rs. 2,31,500 crore (US\$ 31.08 billion).

### **Road Ahead**

The rapidly globalising world is creating newer opportunities for the transportation industry, especially while shifting towards electric, electronic and hybrid cars, which are deemed more efficient, safe and reliable modes of transportation. Over the next decade, this will lead to newer verticals and opportunities for auto component manufacturers. To help them adjust to the shifting dynamics of the sector, the Indian government has already offered



various production incentives. India is also investing heavily in electric car infrastructure.

Manufacturers in this industry are focusing on developing sustainable solutions, lightweight materials, and efficient production processes to meet the evolving needs of the automotive sector. Additionally, there is a growing emphasis on digitalization and data analytics to optimize operations and enhance product performance.

As the automotive industry continues to evolve, the auto components sector will play a crucial role in shaping the future of mobility. Collaboration with automakers, investment in research and development, and adaptation to changing regulations will be key factors for success in this dynamic and competitive market.

According to ICRA, the domestic passenger vehicle (PV) market is expected to expand by six to nine percent in the current fiscal year compared to the previous year. In concrete numbers, the PV sector is projected to achieve sales of 4.2 million units in the ongoing financial year. The Indian government is exempting imports of capital goods and machinery essential to produce lithium-ion cells used in EV batteries from customs duty. This, coupled with the shift in global supply chains, will help the Indian global automotive component trade to expand 4-5% yearly to US\$ 80 billion by 2026. Moreover, the Indian auto component industry is the third largest in the world.

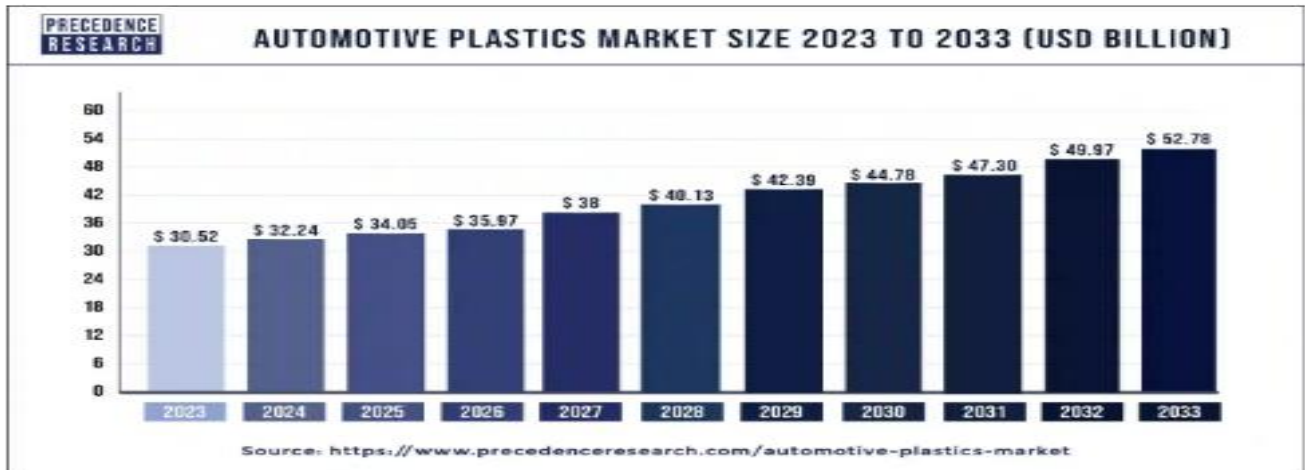
(Source: <https://www.ibef.org/industry/autocomponents-india>)

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## GLOBAL AUTOMOTIVE PLASTIC INDUSTRY

### Automotive Plastics Market Size and Growth 2024 to 2033

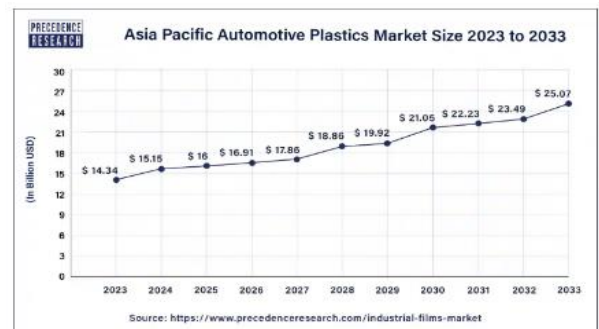
The global automotive plastics market size was USD 30.52 billion in 2023, calculated at USD 32.24 billion in 2024 and is expected to reach around USD 52.78 billion by 2033, expanding at a CAGR of 5.63% from 2024 to 2033. Automotive plastics can withstand high weather conditions like extreme dry and wet conditions, rapid temperature swings, and intense sunlight and UV rays. They also have excellent chemical and heat resistance and more energy efficiency, which helps the market's growth.



### Asia Pacific Automotive Plastics Market Size and Growth 2024 to 2033

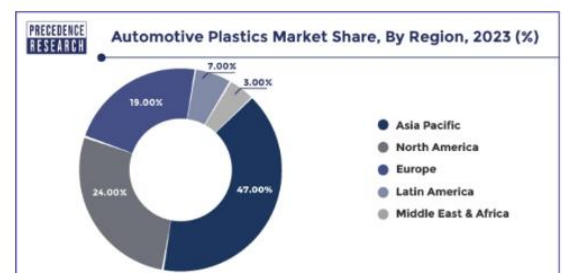
The Asia Pacific automotive plastics market size was valued at USD 14.34 billion in 2023 and is projected to reach around USD 25.07 billion by 2033 with a CAGR of 5.74% from 2024 to 2033.

Asia Pacific dominated the automotive plastics market in 2023. The increased demand for lightweight vehicles helps to the growth of the market in the region. In passenger car applications, automotive plastics are in high demand due to their lightweight properties. In India, China, and Japan, automotive production is high, and the use of automotive plastics is increasing, which leads to the growth of the market in this region. In India, there is a high demand for polypropylene (PP) types of automotive plastics. These factors help to the growth of the market in Asia Pacific.



- In November 2023, Ayodhya, the temple town in India, partnered with a private company to use and convert plastic waste into automotive fuel.
- In May 2024, China launched anti-dumping probes, a polyacetal resin, a type of plastic used for automobile parts and other items.

Europe is projected to host the fastest-growing automotive plastics market during the forecast period of 2024-2033. The European automotive industries are moving towards the use of automotive plastics-based vehicles. In Europe, polypropylene (PP) type of automotive plastics is highly used. These factors help the region's growth.



## Market Overview

The automotive plastics market refers to a wide range of polymer materials used in the automotive industry for various vehicle components and parts. These materials offer many advantages over traditional materials like glass and metal, including lighter weight, improved efficiency, improved design flexibility, and corrosion resistance. The benefits of automotive plastics include delivering more design flexibility for circularity and durability, support for reliable and safe vehicle operation, offering greater styling, improving fuel efficiency, meeting performance goals, cost savings, enhancing design freedom, and reducing weight. These benefits help to the growth of the market.

### Automotive Plastics Market Growth Factors

- Automotive plastics offer many benefits over traditional materials such as glass and metals, including corrosion resistance, improved design flexibility, improved fuel efficiency, and lighter weight.
- These automotive plastics are used in the automotive industry for many vehicle components and parts.
- Automotive plastics help deliver more design flexibility for circularity and durability, supporting reliable and safe vehicle operation, improving fuel efficiency, and helping to provide cost savings.
- The application of automotive plastics includes chassis, under the hood, exterior furnishing, interior furnishing, electrical components, and powertrains. These benefits and applications help to grow the automotive plastics market.

### Automotive Plastics Market Dynamics

#### Driver

##### Rising use in the automotive industries

The use of automotive plastics is high in the automotive industry. These are used in the automotive industry because they help to reduce emissions in vehicles, they help to improve fuel efficiency and have more design flexibility for improving recyclability and durability; automotive plastics are lightweight materials that replace metals and help to reduce vehicle weight. These qualities make automotive plastics ideal for the automotive industry. Expensive metal materials are gradually replaced by automotive plastics in the industry because of their mechanical properties and machinability. These factors help the growth of the automotive plastics market.

#### Restraint

##### Disadvantages of automotive plastics

The disadvantages of automotive plastics include recyclability, waste management, and environmental impact. Automotive plastics and composites are used in the automotive industries in heterogeneous ways, and these are difficult to release for recycling. The disposal, production, and consumption of the components of automotive plastics can affect the economic costs. Automotive plastics may affect the economy and the environment. The regulatory, technical, and economic challenges can hamper the growth of the market. Automotive plastics can lead to environmental and health problems. These disadvantages can restrict the growth of the automotive plastics market.

#### Opportunity

##### Research and development

Investment in research and development for the various innovative applications of automotive plastics helps the growth of the market. High demand for lightweight and electric vehicles helps to reduce environmental problems and contributes to the growth of the market. In modern cars, automotive plastics are the main component, and when it comes to the disposal of ELVs (end-of-life vehicles), capturing these automotive plastics for recycling and reuse will be an opportunity for the growth of the market. The government should be involved in government regulations to reduce emissions that help the growth of the automotive plastics market.

## Product Insights

The polypropylene (PP) segment dominated the automotive plastics market in 2023. Polypropylene (PP) is used as automotive plastics in various industries, such as the automotive industry for many components and parts. These include tires, suspension insulators, soundproof and air filtering systems, headrests, seats, engine covers, battery cases, dashboard components, door panels, interior trims, and bumpers. Automotive plastics like polypropylene (PP) are widely used for cars or other vehicles because of their ability to adopt several plastic fabrication methods and their heat and chemical resistance. Polypropylene (PP) has crystal clearer transparency than polyethylene. It has outstanding mechanical properties and high resistance to freezing, heat, impact, and fatigue. Polypropylene (PP) is hard and may be used for structural and mechanical applications that help the growth of the segment. These factors help the growth of the polypropylene (PP) product type segment and contribute to the growth of the market.

## Process Insights

The injection molding segment dominated the automotive plastics automotive plastics market in 2023. Automotive plastics are commonly used in injection molding. In the automotive industry, the most common type of injection molding is thermoplastic injection molding, which makes use of materials like ABS (acrylonitrile butadiene styrene), nylon, and polypropylene for the manufacturing of automobile parts. Other injection molding materials are used in automotive parts, including polyurethane (PE), polymethyl methacrylate (PMMA), polyamide (PA), etc. The injection molding process is beneficial for automotive plastic parts production because of their repeatability, material availability, high surface finish quality, color options, fast prototype with rapid tooling, etc., properties. These factors help to the growth of the injection molding process type segment and contribute to the growth of the market.

## Application Insights

The interior furnishing segment dominated the automotive plastics market in 2023. Automotive plastics are used for interior furnishing. In the car interiors, different types of plastics are used, including polycarbonate (PC), polyethylene (PE), polystyrene (PS), and acrylonitrile butadiene styrene (ABS). These automotive plastics are used in car interior furnishings like instrumental panels, trims, and bumpers. Automotive plastics are commonly used for steering wheels, armrests, headrests, and car seats because of their cost-effectiveness, lightweight, and durability properties. These factors help the growth of the interior furnishing application type segment and contribute to the growth of the market.

The electrical components segment will grow at the fastest rate in the automotive plastics market during the forecast period. Automotive plastics may be insulators or electric conductors. It plays a unique role as an alternative to driving trains and batteries. Increasing demand for reduction in greenhouse gas (GHG) emissions. These automotive plastics may reduce weight and help electric vehicles to deliver with greater driving ranges. Electric vehicles emit less heat than internal combustion engine cars. Due to the lighter weight of the components, automotive plastics are used in electrical component applications. These factors help the growth of the electrical components application type segment and contribute to the growth of the automotive plastics market.

The exterior furnishing segment will grow significantly during the forecast period. For exterior furnishing applications, automotive plastics are helpful due to their longevity and durability properties. These automotive plastics have design flexibility, greater styling, and lighter properties. As compared to traditional automotive materials like glass and metals, automotive plastics offer major advantages. For the vehicle exteriors like trims, liftgates, hoods, bumpers, and lights, there are automotive plastics used. These types of automotive plastics are used for the automotive body parts of vehicles. These automotive plastics help to improve safety and to reduce emissions. These benefits help the growth of the exterior furnishing application type segment and contribute to the growth of the automotive plastics market.

## Vehicle Insights

The passenger cars segment dominated the automotive plastics market in 2023. In the passenger cars vehicle type automotive plastics are used. The passenger cars' vehicles include internal combustion engine (ICE) vehicles and electric vehicles. Electric vehicles include battery electric vehicles (BEV), plug-in hybrid electric vehicles (PHEV), and fuel cell electric vehicles (FCEV). Automotive plastics are used in vehicles because of their

performance, fuel efficiency, increased safety, low cost, high chemical resistance, and lightweight properties. These automotive plastics help to replace metals and provide more design flexibility to improve recyclability and durability. These factors help to the growth of the passenger cars vehicle type segment and contribute to the growth of the market.

(Source: <https://www.precedenceresearch.com/automotive-plastics-market>)

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## **INDIAN AUTOMOTIVE PLASTIC INDUSTRY**

### **Market Overview**

India Automotive Plastics Market has reached reach USD 1.31 billion by 2024 and is anticipated to project robust growth in the forecast period to reach USD 1.66 billion with a CAGR of 4.08% through 2030.

A primary driver of this impressive growth is the ever-increasing demand for lightweight materials in the automotive industry. With a focus on enhancing fuel efficiency and reducing greenhouse gas emissions, manufacturers are turning to plastics as a viable solution. These versatile materials not only help reduce vehicle weight but also maintain safety and performance standards.

In addition to their lightweight properties, automotive plastics offer exceptional design flexibility, durability, and resistance to wear and tear. This makes them ideal for a wide range of applications within vehicles, including interiors, exteriors, and under-the-hood components.

Despite the promising growth, the automotive plastics sector does face certain challenges. Fluctuating raw material prices and concerns about plastic waste and its environmental impact are among the key issues. However, the industry is actively responding to these challenges through continuous innovation and dedicated research efforts. For example, there is a strong focus on developing bio-based automotive plastics that are biodegradable and have a significantly lower environmental footprint.

Furthermore, the Indian government's Make in India initiative is playing a crucial role in encouraging domestic manufacturing, including the production of automotive plastics. This initiative, combined with the rapid growth of the automotive industry in India, presents abundant opportunities for the expansion of the automotive plastics market. The automotive plastics market in India is poised for significant and sustained growth. This growth is driven by the increasing demand for lightweight materials in the automotive industry, the versatility of plastics, and the supportive government initiatives. Despite the challenges faced, the sector's commitment to innovation and environmental sustainability promises a bright and prosperous future for the automotive plastics market.

### **Key Market Drivers**

#### **Growth in Automotive Industry**

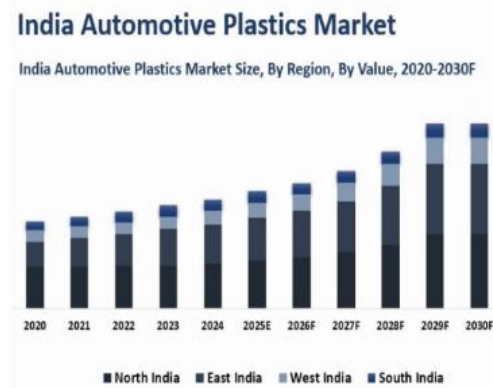
With the steady increase in vehicle production, the demand for automotive plastics is on the rise. These plastics have become indispensable components in the manufacturing of modern vehicles, playing a vital role in the automotive industry.

Automotive plastics offer numerous advantages that make them crucial in vehicle manufacturing. Their lightweight properties not only contribute to improved fuel efficiency but also aid in reducing emissions by reducing the overall weight of the vehicle. Additionally, their design flexibility allows for the creation of stylish and aerodynamic exteriors, while also enabling the development of comfortable and feature-rich interiors.

It is worth noting that the growth of the automotive industry in India has a direct impact on the automotive plastics market. As the automotive sector continues to expand, the demand for automotive plastics is expected to witness a significant boost, driving the market forward. Despite the challenges faced, the industry's unwavering commitment to innovation and sustainability ensures a promising future. The increasing production of vehicles acts as a key driver for the growth of India's automotive plastics market. The utilization of automotive plastics not only enhances the performance and efficiency of vehicles but also contributes to a sustainable and vibrant automotive industry.

## Surge in Technological Advancements

Technological advancements in the automotive industry have paved the way for the development of innovative automotive plastics that play a crucial role in reducing carbon emissions in passenger cars. These cutting-edge plastics, coupled with greenhouse gas (GHG) reduction technologies such as valve timing adjustments, turbocharging, and the use of lightweight materials, have significantly contributed to lower fuel consumption and emissions.



Moreover, the introduction of automotive plastic extruded parts has brought about a revolutionary change in the market. These parts are manufactured through a meticulous process of melting and forming plastic materials, offering a plethora of benefits. Not only are they cost-effective, but they also possess remarkable versatility and the ability to produce complex shapes that were once deemed challenging. The surge in technological advancements serves as a major driving force behind the growth of India's automotive plastics market. As these remarkable innovations continue to unfold, they hold the potential to propel the market to unprecedented heights, thereby shaping the future of the automotive industry in India.

## Key Market Challenges

### Disruption in Supply Chain of raw materials

The automotive plastics market in India, despite its growth trajectory, is currently facing a significant challenge - disruption in the supply chain of raw materials. This disruption, largely attributed to the unprecedented COVID-19 pandemic, has caused shortages in both raw materials and finished products, impacting the entire industry.

The automotive plastics sector heavily relies on the petrochemical industry for its raw materials. However, the pandemic has caused considerable disturbance to global supply chains, creating a ripple effect that has disrupted the availability and prices of these essential inputs. As a result, the shortage of raw materials used in the production of automotive plastics has had a direct impact on the industry, leading to production delays and increased costs that are inevitably passed on to the consumers.

Furthermore, it is important to note that the plastic industry, including the automotive plastics segment, is closely connected to the growth of the petrochemical sector. Therefore, any disruption in the petrochemical industry directly translates into significant challenges for the automotive plastics market.

In response to these disruptions, many organizations within the industry are reevaluating and rethinking their supply chains. Strategies to address these vulnerabilities include diversifying suppliers, stockpiling essential materials, and exploring local production options to ensure a more resilient and reliable supply chain in the future.

The disruption in the raw material supply has also brought to light the pressing need for effective risk management within the automotive supply chain. Companies are now placing greater emphasis on strategic planning and crisis management to better mitigate the impact of such disruptions in the future and ensure the industry's sustained growth.

## Key Market Trends

### Growing Demand of Light weighting for Fuel Efficiency

As the automotive industry continues to evolve, one trend is clearly steering its course - the growing demand for light weighting and fuel efficiency. This trend is significantly impacting India's automotive plastics market, leading to increased adoption and innovation in the sector.

Light weighting refers to the process of reducing a vehicle's weight to improve its fuel efficiency. As the global focus on sustainability intensifies, automakers are under pressure to meet stringent emission regulations and efficiency standards. This push has led to an increased demand for automotive plastics, which are lighter than traditional materials like steel and aluminum and can significantly reduce a vehicle's weight.

Moreover, light weighting not only enhances fuel efficiency but also improves vehicle handling and performance. By reducing the overall weight of the vehicle, it becomes more agile and responsive, allowing for better acceleration and maneuverability. This, in turn, enhances the driving experience and provides a competitive edge to automakers in the market. The growing demand for light weighting and fuel efficiency is a significant trend driving India's automotive plastics market. As automakers continue to seek lightweight solutions to meet fuel efficiency standards and enhance sustainability, the role of automotive plastics is set to become even more pivotal. With ongoing advancements in material technology and design, the automotive industry is poised to achieve remarkable breakthroughs in light weighting and fuel efficiency, revolutionizing the way we drive and shaping a greener and more sustainable future.

## Segmental Insights

### Application Insights

The interior segment is projected to experience rapid growth during the forecast period. Automotive plastics offer significant advantages in terms of durability and aesthetics. They can be molded into complex shapes, allowing designers to create more ergonomic and visually appealing interiors. Additionally, these plastics are resistant to wear and tear, making them ideal for high-use areas like the vehicle's interior. The drive towards light weighting vehicles for improved fuel efficiency has also contributed to the increased use of plastics in interior applications. Plastics, being lighter than traditional materials used in vehicle interiors such as leather and metal, help reduce the overall weight of the vehicle. This reduction in weight not only enhances fuel efficiency but also contributes to a more sustainable and eco-friendly transportation system.

Automotive plastics provide cost advantages over other materials. Their lower production and assembly costs make them an economical choice for manufacturers looking to control costs without compromising on quality or aesthetics. This cost-effectiveness allows for more accessible and affordable vehicles for consumers, making automotive plastics a preferred option in the industry.

### India Automotive Plastics Market

#### Report Segmentation

##### Regional Outlook

- North India
- East India
- West India
- South India

##### Type Outlook

- Polypropylene
- Polyurethane
- Acrylonitrile Butadiene Styrene
- Polyvinyl Chloride
- High Density Polyethylene
- Others



##### Application Outlook

- Interior
- Exterior
- Under Bonet
- Electrical Component
- Others



## Regional Insights

West India emerged as the dominant player in the India Automotive Plastics Market in 2024, holding the largest market share in terms of value. West India boasts a robust industrial base with a significant presence of automobile manufacturers. Maharashtra, a state in this region, is one of the largest auto hubs in the country, housing major car and auto component manufacturers. This translates into high demand for automotive plastics in the region. The favorable geographical location of West India also plays a crucial role in its prominence in the automotive industry. With its proximity to major ports and transportation networks, West India becomes an ideal location for automotive



manufacturing and distribution.

The high vehicle production rates in West India also contribute to its dominance. With a significant proportion of India's vehicles produced in this region, there is a consistent requirement for automotive plastics for vehicle manufacturing and assembly. This demand has led to the establishment of a well-developed supply chain network for automotive plastics in West India, ensuring smooth availability and timely delivery of materials to meet the industry's needs.

West India is home to a thriving plastic recycling industry. This industry provides a steady supply of recycled plastics that can be used in the manufacture of automotive components, further boosting the region's dominance in the automotive plastics market. The emphasis on sustainability and eco-friendly practices in the automotive sector has prompted manufacturers to explore the use of recycled plastics, and West India's recycling industry plays a vital role in meeting this demand. By utilizing recycled materials, the region contributes not only to the reduction of plastic waste but also to the overall cost-effectiveness of automotive production.

(Source: <https://www.techsciresearch.com/report/india-automotive-plastics-market/15845.html>)

## **Type Insight**

### **Polyamide used in the automotive industry**

Polyamide (PA) is a semi-crystalline thermoplastic widely used in the automotive, electronics, consumer goods, and aerospace sectors due to its excellent thermal and mechanical properties.

### **Polyamide Market Forecast:**

The automotive industry is the largest end-use industry, accounting for more than 45% of the total demand. Increasing use of recyclable materials in the automotive industry will boost the polyamide market in the forecast period. Polyamides are widely used in the automotive industry in EVs, HEV, and various parts owing to their low weight, high-temperature resistance, and thermal stability. They are used for the manufacture of airbag containers, powertrain components, door handles, mirrors, wheel covers, fuel caps, etc.

Electric vehicles have been a major area of development in the automotive industry since the last decade. EVs and HEVs have been gaining importance and increasing their market share at a decent pace, with the high cost of batteries being the only key restraining factor. The key companies present in the automotive industry include Toyota, Tesla, BMW, Volkswagen, Mercedes, Volvo, Ford, Mitsubishi, General Motors, and Renault-Nissan, all of whom have been successful in developing and optimizing their own HEV and EVs for improved performance and efficiency.

(Source: <https://prismaneconsulting.com/blog-details/polyamide-in-automotive-essential-uses-and-market-impact>)

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## OUR BUSINESS

*Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read this Draft Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read “Risk Factors” on page 23 for a discussion of the risks and uncertainties related to those statements, as well as “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 198 and 242 respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise stated, the financial information used in this section is derived from our Restated Financial Statements.*

### COMPANY OVERVIEW

Our Company was originally incorporated on August 05, 1988 as a Private Limited Company as “Radiant Polymers Private Limited” vide Registration No. 032685 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Delhi & Haryana. Subsequently, pursuant to a special resolution passed by the Shareholders at their Extra Ordinary General Meeting held on March 18, 2024, name of our company was changed from “Radiant Polymers Private Limited” to “Radiant Innovative Manufacturing Private Limited” and a Fresh Certificate of Incorporation was issued on May 27, 2024 by the Registrar of Companies, Central Processing Center.

Further, pursuant to a special resolution passed by the Shareholders at their Extra Ordinary General Meeting held on March 18, 2024, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to “Radiant Innovative Manufacturing Limited” and a Fresh Certificate of Incorporation consequent to Conversion was issued on July 15, 2024 by the Registrar of Companies, Central Processing Center. As on the date of this Draft Red Herring Prospectus, The Corporate Identification Number of our Company is U74899DL1988PLC032685.

### BUSINESS OVERVIEW

Our Company, Radiant Innovative Manufacturing Limited is a plastic technology solution provider that specializes in manufacturing technically complex engineering plastic components and assemblies primarily for the global automotive industry. The company's core business revolves around manufacturing plastic automotive components and assembling them using advanced and complex manufacturing technologies such as overmolding, welding, precision gear molding, and hybrid plastic-metal integration. Our key focus areas span across critical automotive systems like electronics, electric mobility, powertrain, thermal management, as well as sensing and actuation systems.

With over three decades of experience, we have developed comprehensive capabilities across the entire value chain - from product design support, mold design, simulation and process engineering to tool manufacturing, molding, assembly, and testing/validation. Our company operates its four manufacturing facilities and one specialized tool room facility across different states in India. These plants are equipped with the latest injection molding machinery including electric, servo-hydraulic and robotic molding work cells. We possess relevant experience in an array of complex molding technologies like overmolding, insert molding, ultrasonic welding, precision gear molding and thin-wall molding.

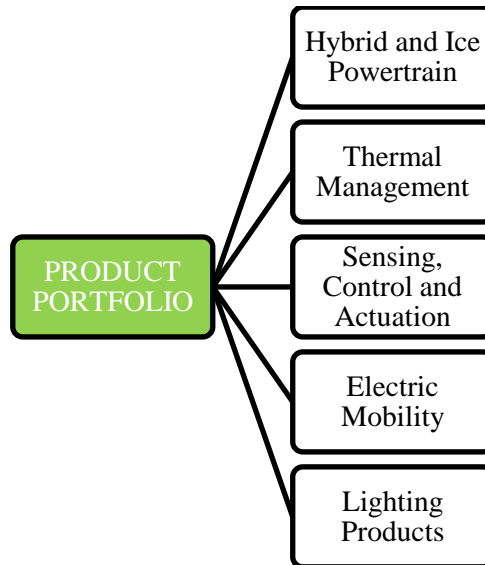
We have cultivated long-standing relationships with an impressive global customer base comprising automotive OEMs and Tier-1 suppliers. The company supplies engineered plastic modules and components to various clients in India and as well as 5 Continents which are Asia, Africa, North America, South America, and Europe. Exports comprise a significant portion of our business, the details can be referred to page no. 153.

## Our Mission & Vision

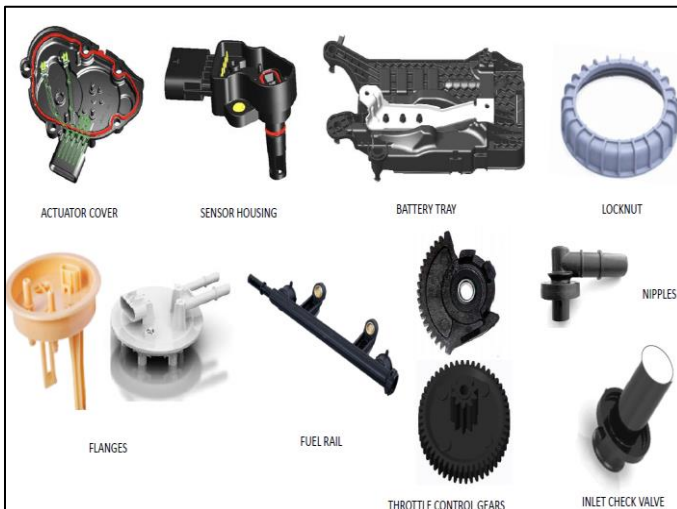
“Simplifying Manufacturing for the World through Innovation & Partnership”.

Our core organizational values act as guiding principles - Humility to continuously learn and grow from others; Ownership with integrity taking responsibility; Empowerment and leadership development; Unrelenting pursuit of Excellence; and Commitment to fostering a foundation of trust and success through collaborative teamwork. These values inspire our company’s workforce to strive towards being the better versions of themselves, both individually and collectively.

## PRODUCT PORTFOLIO



### 1. HYBRID AND ICE POWERTRAIN



Our company offers a comprehensive range of advanced components essential for hybrid and internal combustion engine (ICE) powertrains, supporting the automotive industry's shift towards more efficient and sustainable technologies. Our products include fuel tanks and pumps, which are vital for fuel storage and delivery, as well as electronic throttle controls that ensure precise engine management and turbochargers that boost engine power and efficiency. We also supply components for motor generators for hybrid systems and EGR (Exhaust Gas Recirculation) valves to reduce emissions. Additionally, we manufacture critical parts for actuators for various control functions, sensor housings to protect electronics, and battery trays for electric and hybrid vehicles. Our offerings

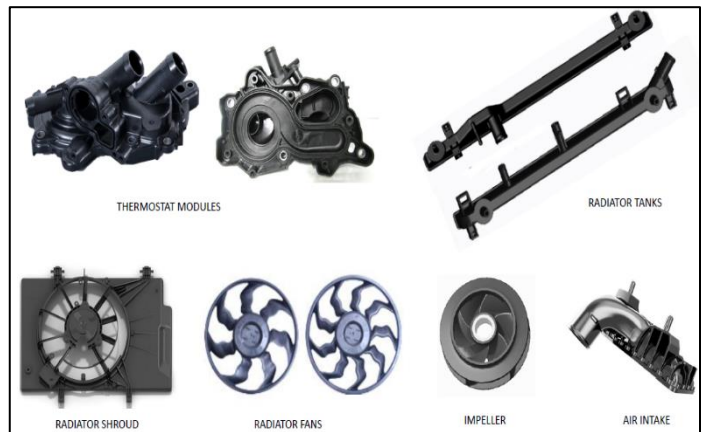
extend to flanges for connecting parts, inlet check valves for fluid control, and other precision components like nipples, lock nuts, fuel rails, and throttle control gears, making them a key supplier in the automotive industry's supply chain.

**Some of our products under this portfolio include:**

Component	Description
Actuator Cover	Interface for electrical contacts.
Sensor Housing	Encases and safeguards a sensor, ensuring its optimal performance.
Battery Tray	Provides secure mounting and support for a vehicle's battery.
Flanges	OEM Interface for Electrical Contacts & Fuel Lines.
Inlet Check Valve	Allows fluid to flow in one direction while preventing backflow.
Nipples	Short pipe extensions used for connection purposes.
Lock Nut	Plastic nut that secures fuel tank from risk of leakage
Fuel Rail	Distributes fuel to multiple injectors within an engine.
Throttle Control Gears	Set of gears involved in regulating the engine's air intake based on driver input.

**2. THERMAL MANAGEMENT**

We also operate in thermal management solutions, providing essential components for the cooling systems of engines and batteries, as well as HVAC modules. Our product line includes radiator tanks, shrouds, and fans, which are critical for effective heat dissipation. We also offer components for active grill shutters that optimize aerodynamics and cooling, along with thermostat modules for temperature regulation. Additional products such as air intakes, impellers, and connectors are designed to enhance the performance and efficiency of thermal management systems. These components are pivotal in maintaining optimal operating temperatures, thereby improving the reliability and efficiency of vehicles. Applications of our products extend to electric water pumps and various thermostats, further showcasing our comprehensive approach to automotive thermal management.



**Some of our products under this portfolio include:**

Component	Description
Radiator Tanks	House the coolant that circulates through the engine cooling system.
Radiator Shroud	Directs airflow through the radiator for optimal cooling.
Radiator Fans	Draw air through the radiator to remove excess heat from the engine coolant.
Air Intake	Channel for air to enter the engine.
Active Grill Shutter	Regulates airflow into the radiator to optimize engine temperature.
Thermostat Modules	Maintain engine coolant temperature within the desired range.
Impellers	Fan blades that rotate to draw air through the radiator.
Connectors	Electrical connections for components like radiator fans and temperature sensors.

### 3. SENSING, CONTROL AND ACTUATION



Our Company is a provider of a critical range of engineered components within the sensing, control, and actuation sector. Our product portfolio encompasses sensor housings, designed to ensure the protection and optimal performance of delicate sensing equipment. Additionally, we offer pedal housings, meticulously engineered to deliver a balance of durability and responsive actuation. Furthermore, the Company manufactures actuator housings, facilitating precise and controlled movement within a system. Finally, our product suite includes latch housings, guaranteeing secure closure and enhanced system integrity. These products are not intended for direct consumer purchase, but rather serve as vital building blocks

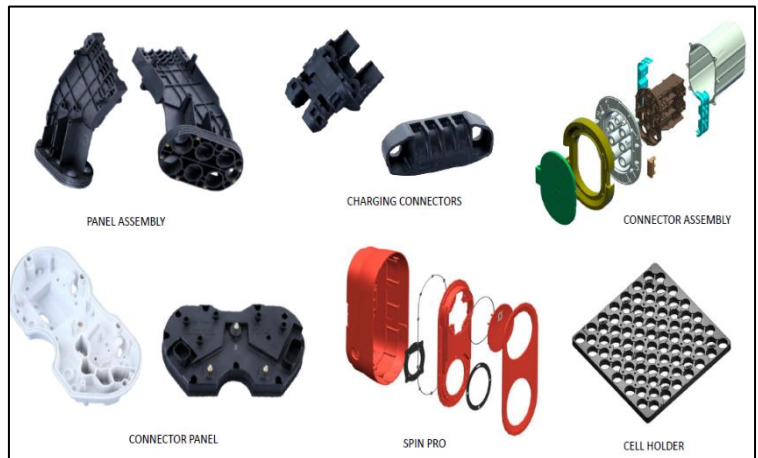
for a diverse range of applications across numerous industries.

**Some of our products under this portfolio include:**

Component	Description
Sensor/APM Housing	Encases and protects a sensor, ensuring its accurate operation.
Pedal	Provides a control interface for the driver, typically for acceleration or braking.
Actuator Housing	Encloses the actuator, a device that converts electrical signals into mechanical motion.
Latch Housing	Encloses the latching mechanism, ensuring a secure closure.
Actuator Cover	Interface for electrical contacts
Motor Housing	Provides a secure enclosure for the electric motor, safeguarding its internal components.
Gear	A toothed wheel that transmits rotational motion or torque between components.

### 4. ELECTRIC MOBILITY

Our Company has established itself as a supplier within the electric vehicle (EV) industry by offering a comprehensive range of crucial components. This portfolio includes bus bars for efficient power distribution, insulators for safety and system integrity, MCU housings for controller protection, LVDC terminals for low-voltage DC connections, and battery charging connectors for convenient EV charging. These components act as the building blocks for EVs, ensuring the safe, efficient, and reliable operation of power distribution, control systems, and charging infrastructure. By specializing in these essential components, the Company empowers manufacturers to develop and deliver next-generation electric vehicles, accelerating the innovation and adoption of sustainable transportation.



**Some of our products under this portfolio include:**

Component	Description
MCU Housing	Provides physical protection for the microcontroller unit (MCU), the brain of many electronic devices.

LVDC Terminal	An electrical connection point for low-voltage direct current (LVDC) systems, commonly found in EVs.
Battery Charging Connector	The interface that allows for charging an EV battery from an external power source.
Charging Connector	A broader term encompassing any connector used for charging, including battery charging connectors for EVs.
EV Charger	The equipment that supplies electric power for charging EVs.
Cell Holder	Secures and protects individual battery cells within an EV battery pack.

## 5. LIGHTING PRODUCTS

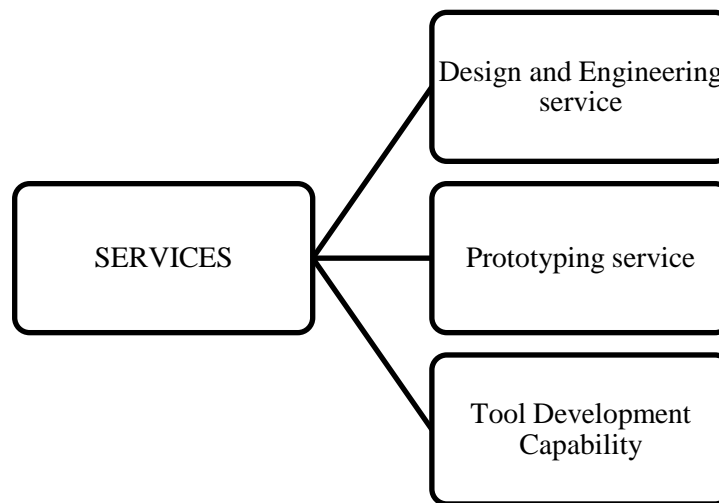
Some of our products under this portfolio include:



The company is also engaged in the design and manufacturing of plastic components for the lighting industry. With a commitment to innovation and precision, the company delivers durable, aesthetically pleasing plastic parts that enhance the performance and appearance of lighting fixtures.

Our material selection and manufacturing techniques ensure that our products meet the required standards of quality and reliability. Our design team collaborates with clients to understand their specific needs, allowing us to provide solutions that align with their functional and design requirements. It caters to residential, commercial, or industrial applications.

### OUR SERVICES:



#### 1. DESIGN AND ENGINEERING SERVICE

We position ourselves as a strategic partner for businesses seeking to elevate their product development processes. We leverage industry-leading Computer-Aided Design (CAD) software, including Siemens NX Unigraphics and PTC Creo, to generate intricate and highly functional 3D models. This sophisticated software empowers our team of skilled engineers to translate your vision into tangible designs with exceptional precision and detail.

We distinguish ourselves by incorporating rigorous feasibility studies into our design workflow. This meticulous approach ensures proactive identification and mitigation of potential issues before transitioning to manufacturing. Through collaborative exploration and analysis, we minimize risks and streamline the product development

lifecycle, resulting in significant time and resource efficiencies. We provide a comprehensive suite of design and engineering solutions that expedite and optimize your company’s product development journey.

Our company undertakes various design feasibility studies to ensure that the product developed is feasible for its use. Various techniques of such feasibility analysis are as under:

Technique	Description
Wall Thickness Analysis	Analyzes plastic thickness variations to avoid warping, sink marks, and weak areas.
Drafts	Angled features on sidewalls that enable easy part removal from the mold.
Manufacturing Feasibility & Concept	Evaluates if a design can be realistically manufactured using injection molding.
Plastic Flow	Simulates molten plastic flow within the mold cavity to identify potential filling issues and uneven flow.
Gate Design	Optimizes the opening through which molten plastic enters the mold, impacting factors like filling time, weld line location, and overall quality.
Weld Lines	Analyzes areas where molten plastic flow fronts meet and cool together, which can be weaker and more prone to cracking.
Cooling Simulation	Predicts how the plastic part cools inside the mold to avoid uneven cooling, warping, and residual stress.
Shrinkage Study	Predicts final part dimensions after shrinkage and allows for compensation in the mould design.
Warpage Analysis	Analyzes potential part distortion due to uneven shrinkage or residual stress, aiming to minimize it through mold design adjustments.
Air Traps	Identifies and avoids air pockets trapped inside the moulded part, which can lead to voids and surface imperfections.

## 2. PROTOTYPING OR SAMPLING SERVICE

We offer a valuable prototyping service to expedite product development. We are involved in creating prototypes within a quick timeframe, depending on the complexity and desired finish. This allows to obtain critical development parts for initial testing or functional prototypes. Prototypes, helps to identify and address design issues early in the development process, saving time and resources while bringing the product to market faster.

## 3. TOOL DEVELOPMENT

We boast a well-equipped tool room with in-house tool development and manufacturing capabilities. Our team can design and produce 65-70 tools annually, ranging from 80 to 450 tons of force. We utilize advanced CAD/CAM software and CNC machines in a temperature-controlled environment for optimal tool quality.

Our Tool Room is Equipped with:

- 3 VMC
- 1 CNC Wire Cut
- 1 CNC EDM
- 2 ZNC EDM
- 2 Milling & 1 Auto Surface Grinder
- 1 CMM
- 1 VMM
- 2 Injection Moulding Machines
- 1 Laser Welding

## OUR MANUFACTURING LOCATIONS:

The company has four manufacturing locations and one Tool Room which are strategically located across India. We have established "close room manufacturing" at two of its facilities. These controlled environments are meticulously sealed and equipped with advanced air filtration systems to maintain a cool, clean atmosphere.

**The details of the manufacturing facilities are mentioned below:**

### **1. Rudrapur facility – Uttarakhand**

Founded in 2005, the Rudrapur site covers 14,283 sqm with a 56,196 sq. ft built-up area. It specializes in safety-critical parts for fuel tanks, fuel pumps, Accelerator Pedal Module (APM), Electronic Throttle Body (ETB), door latches, and turbochargers. Rudrapur exports to multiple countries including Japan, Thailand, China, Brazil, Argentina, South Africa and Indonesia. It operates 37 machines (60 T - 450 T) with an in-house maintenance tool room.



### **2. Vani facility – Gujarat**

The Vani facility, established in 2019, is the largest in terms of land area at 16,138 sqm, with a 39,044 sq. ft built-up space. We produce safety-critical parts for fuel tanks, sensors & actuators, thermal management, ADAS, battery tray, and closure systems. Vani exports to France, Ireland, Mexico, and the Czech Republic. It has 43 machines (90 T - 650 T) with an in-house maintenance tool room.





### ***3. Chennai- Manufacturing Plant***

Founded in 2024, the Chennai site covers 44,041 sq. ft built-up area. This plant is in the initial stage and expected to be operational from December 2024.



### ***4. Noida Sector 80- Manufacturing Plant***

Founded in 2024, the Noida Sector 80 site covers 5,340 sqm with a 57,000 sq. ft built-up area. It produces parts CVT parts, Oil Pump Gears, Fuel Pump, ETB, Wiper Systems and Transmission. It operates 39 machines (55 T - 650 T) with an in-house maintenance tool room.

*\*Our Company is shifting the manufacturing facility situated at Sahibabad, Uttar Pradesh to Noida (Sector 80), Uttar Pradesh.*



The details of our Tool Room are as follows:

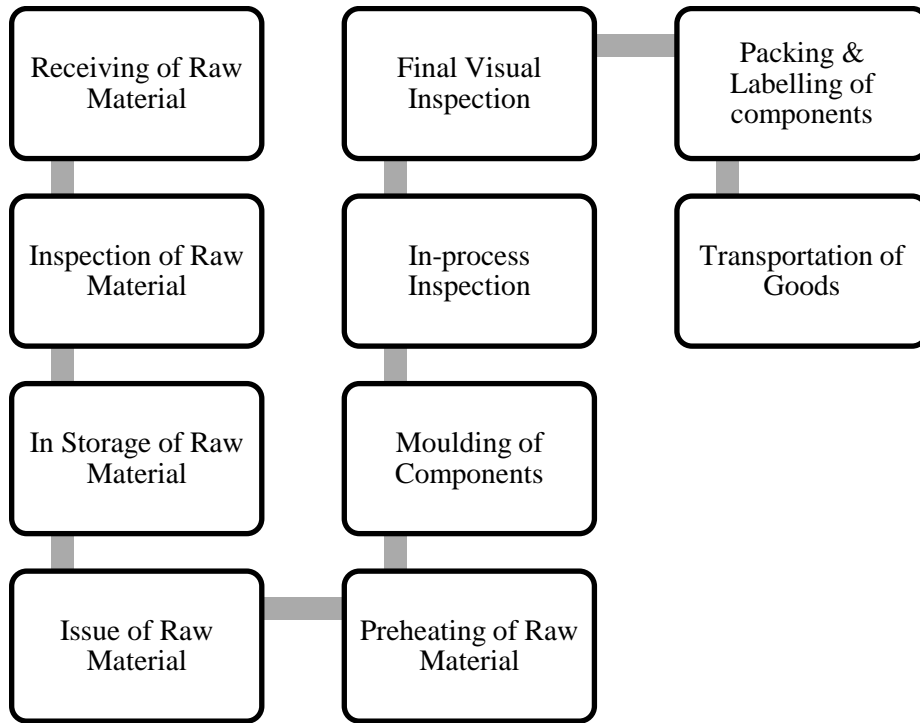
1. *Greater Noida – Tool Room*

This facility, established in 2019, is located in Greater Noida covers 927 sqm with a 12,000 sq. ft built-up area. This facility develops injection molds, handling molds up to 450T in-house and outsourcing those above 650T. It serves as an in-house captive tooling center and has 2 machines for trials (100T, 150T) and 13 machines for tool development.



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## OUR BUSINESS PROCESS



Below is a brief description of each of the above steps in our process flow:

### 1. Receiving of Raw Material:

Our Company receives the monthly forecast from their customer well in advance. Based on this forecast, and considering the required lead times, we share our raw material forecast to our suppliers. We source raw materials from trusted suppliers and ensure timely delivery to our manufacturing facilities. Upon arrival, these materials are logged into our inventory system and undergo initial quality checks to verify their integrity before being used in production.

### 2. Inspection of Raw Material:

The received raw materials undergo a rigorous inspection process to ensure they meet specified quality standards. This process includes checking for defects such as moisture content, contamination, MFI (Melt Flow Index) and ash content, as well as verifying that all specifications are met.

### 3. In Storage of Raw Material:

Once inspected and approved, the raw materials are stored in designated storage areas under controlled conditions. Proper storage is crucial to maintain the integrity and quality of the materials until they are needed for production.

### 4. Issue of Raw Material:

Raw materials are issued from storage on FIFO basis as per production schedules and specific requirements. These materials are meticulously tracked batch wise to ensure accuracy in quantity and to guarantee that the correct amounts are delivered to the manufacturing floor. This careful management helps maintain consistency in production and minimizes waste.

### 5. Preheating of Raw Material:

Certain raw materials may require preheating to specific temperatures to enhance their moldability and ensure optimal performance during the molding process. This step ensures that the materials are in the best possible condition for production.

## 6. Moulding of Components:

Our Company possesses Electric and Servo Hydraulic injection molding some of which are equipped with Robo automation. We employ techniques such as overmolding, precision gear molding, and hybrid plastic-metal integration to produce complex, high-quality parts. We possess extensive expertise in process control, enabling us to monitor critical parameters closely. Additionally, camera inspection facilities are deployed in our machines for detecting abnormal situations. We are increasingly adopting automation to improve productivity and transparency through IoT (internet of things) system at one of our facilities for real-time production monitoring.

## 7. In-process Inspection:

During the molding process, in-process inspections are conducted using automatic programmable coordinate measuring machine (CMM) to monitor and verify the quality of the components, focusing on critical dimensions.

After molding, we also perform assembly and end-of-line testing operations for which we develop & employ specialized purpose machines (SPMs).

## 8. Final Visual Inspection:

After the components are moulded and assembled, they undergo a final visual inspection to detect any surface defects, inconsistencies, or imperfections. This step ensures that only flawless products proceed to the next stage.

## 9. Packing & Labelling of Components:

The inspected components are accurately packed and labeled in accordance with customer specifications. For export shipments, we utilize bar coding to streamline the packing process. Ensuring proper packaging and accurate labeling is crucial for protecting the components during transit and for delivering them to the customer in optimal condition.

## 10. Final step for transportation:

We ensure smooth and safe transportation of goods using its owned vehicles or outsourced transportation. Often these deliveries have to be sequenced to customers assembly line production plans.

## PLANT AND MACHINERIES

To maintain the quality of our products and services, we have installed quality machinery at our facilities. We have a range of machines to carry out our business process. The details of machines are as follows:

### Rudrapur Plant, Uttarakhand

S. N.	Description of Machines	Model/ Serial No.	Quantity (Nos)	Capacity (Ton)	Year of Purchase
1	Injection Moulding Machine	JW-60T	1	60	2006
2	Injection Moulding Machine	HT-90T	1	90	2015
3	Injection Moulding Machine	JW-100T	1	100	2015
4	Injection Moulding Machine	HT-120T	2	120	2005
5	Injection Moulding Machine	NR-130T	4	130	2007
6	Injection Moulding Machine	JT-130T	1	130	2018
7	Injection Moulding Machine	NT-130T	1	130	2024
8	Injection Moulding Machine	HT-160T	1	160	2006
9	Injection Moulding Machine	HT-160T	1	160	2020

10	Injection Moulding Machine	ELEC-160T	1	160	2010
11	Injection Moulding Machine	NR-160T	1	160	2020
12	Injection Moulding Machine	MA-170T	1	170	2020
13	Injection Moulding Machine	ENGEL-180T	1	180	2011
14	Injection Moulding Machine	NR-230T	1	230	2020
15	Injection Moulding Machine	TOSHIBA-230T	1	230	2020
16	Injection Moulding Machine	HT-250T	1	250	2013
17	Injection Moulding Machine	HT-250T	1	250	2020
18	Injection Moulding Machine	TOYO-250T	1	250	2017
19	Injection Moulding Machine	HISIYA-260T	1	260	2020
20	Injection Moulding Machine	MA-280T	1	280	2017
21	Injection Moulding Machine	MA-280T	1	280	2018
22	Injection Moulding Machine	JW-300T	1	300	2016
23	Injection Moulding Machine	ENGEL-300T	1	300	2020
24	Injection Moulding Machine	FANUC-300T	1	300	2020
25	Injection Moulding Machine	YZM-320T	1	320	2022
26	Injection Moulding Machine	YZM-320T	1	320	2023
27	Injection Moulding Machine	NR-320T	1	320	2020
28	Injection Moulding Machine	HT-320T	1	320	2005
29	Injection Moulding Machine	HT-320T	1	320	2020
30	Injection Moulding Machine	JSW-350T	1	350	2015
31	Injection Moulding Machine	MA-440T	1	440	2018
32	Injection Moulding Machine	YZM-450T	1	450	2024
33	Injection Moulding Machine	HT-470T	1	470	2013
<b>Total</b>			<b>37</b>		

### Sahibabad/ Noida Sector 80 Plant, Uttar Pradesh

S. No.	Description of Machines	Model/ Serial No.	Quantity (Nos)	Capacity (Ton)	Year of Purchase
1	Injection Moulding Machine	JW-55T	1	55	1998
2	Injection Moulding Machine	DM-60T	1	60	2003
3	Injection Moulding Machine	EV-60T	1	60	2000
4	Injection Moulding Machine	ENGEL-80T	1	80	2006
5	Injection Moulding Machine	VT-80T	1	80	1999
6	Injection Moulding Machine	FT-90T	2	90	2002
7	Injection Moulding Machine	JW-100T	1	100	2003
8	Injection Moulding Machine	EV-110T	1	110	1999
9	Injection Moulding Machine	HT-120T	1	120	2012
10	Injection Moulding Machine	NS-120T	1	120	2013
11	Injection Moulding Machine	HT-120T	1	120	2013
12	Injection Moulding Machine	JW-125T	1	125	2003
13	Injection Moulding Machine	NR-130T	1	130	2001
14	Injection Moulding Machine	NR-130T	1	130	2008
15	Injection Moulding Machine	FT-140T	1	140	2002
16	Injection Moulding Machine	NR-160T	1	160	2002
17	Injection Moulding Machine	FU-160T	1	160	2010
18	Injection Moulding Machine	HT-160T	1	160	2016
19	Injection Moulding Machine	NN-180T	1	180	2012
20	Injection Moulding Machine	HT-200T	2	200	2013
21	Injection Moulding Machine	NB-210T	1	210	2008
22	Injection Moulding Machine	FU-220T	1	220	2019
23	Injection Moulding Machine	ENGEL-250T	1	250	2018

24	Injection Moulding Machine	HT-250T	1	250	2019
25	Injection Moulding Machine	JT-260T	1	260	2018
26	Injection Moulding Machine	FT-320T	1	320	2002
27	Injection Moulding Machine	BL-350T	1	350	2019
28	Injection Moulding Machine	TSB-350T	1	350	2019
29	Injection Moulding Machine	NS-360T	1	360	2019
30	Injection Moulding Machine	FU-320T	1	320	2024
31	Injection Moulding Machine	KM-80T	1	80	2015
32	Injection Moulding Machine	HT-120T	2	120	2005
33	Injection Moulding Machine	JT-150T	1	150	2018
34	Injection Moulding Machine	IBM-200T	1	200	2016
35	Injection Moulding Machine	HT-250T	1	250	2018
36	Injection Moulding Machine	HT-650T	1	650	2018
<b>Total</b>			<b>39</b>		

\*Our Company is shifting the manufacturing facility situated at Sahibabad, Uttar Pradesh to Noida (Sector 80), Uttar Pradesh.

### Vani Plant, Gujarat

S. N.	Description of Machines	Model/ Serial No.	Quantity (Nos)	Capacity	Year of Purchase
1.	Injection Moulding Machine	YZM-165T	1	165	2023
2.	Injection Moulding Machine	NR-650T	3	650	2014
3.	Injection Moulding Machine	NR-550T	1	550	2014
4.	Injection Moulding Machine	MA-650T	1	650	2019
5.	Injection Moulding Machine	HT-600T	2	600	2012
6.	Injection Moulding Machine	MA-520T	2	520	2020
7.	Injection Moulding Machine	MA-440T	1	440	2019
8.	Injection Moulding Machine	HT-350T	1	350	2017
9.	Injection Moulding Machine	HT-650T	1	650	2024
10.	Injection Moulding Machine	FANUC-130T	1	130	2024
11.	Injection Moulding Machine	HT-250T	2	250	2016
12.	Injection Moulding Machine	HT-250T	1	250	2017
13.	Injection Moulding Machine	MA-230T	2	230	2020
14.	Injection Moulding Machine	MA-280T	3	280	2020
15.	Injection Moulding Machine	MA-350T	2	350	2019
16.	Injection Moulding Machine	YZM-320T	1	320	2020
17.	Injection Moulding Machine	YZM-200T	1	200	2019
18.	Injection Moulding Machine	YZM-200T	3	200	2020
19.	Injection Moulding Machine	YZM-100T	1	100	2019
20.	Injection Moulding Machine	YZM-120T	1	120	2022
21.	Injection Moulding Machine	NISSEI-160T	1	160	2000
22.	Injection Moulding Machine	NR-160T	1	160	2014
23.	Injection Moulding Machine	JW-150T	1	150	2006
24.	Injection Moulding Machine	TOSHIBA-130T	1	130	2018
25.	Injection Moulding Machine	ZFR-90T	1	90	2021
26.	Injection Moulding Machine	HT-200T	2	200	2023
27.	Injection Moulding Machine	YZM-160T	1	160	2022
28.	Injection Moulding Machine	HT-160T	1	160	2024
29.	Injection Moulding Machine	HT-120T	1	120	2024
30.	Injection Moulding Machine	YZM-120T	1	120	2022
31	Injection Moulding Machine	SWIFT AUXI VT-30 T	1	30	2022
<b>Total</b>			<b>43</b>		

## Noida, Uttar Pradesh: Tool room

S. N.	Description of Machines	Model/ Serial No.	Quantity (Nos)	Date of Purchase
1	VMC-1	RM 600	1	2005
2	VMC-2	CVM 800	1	2020
3	VMC-3	1680	1	2024
4	CNC Wire Cut	WT 455	1	2005
5	CNC EDM	CNC 50A	1	2021
6	ZNC EDM	AZ50DR	2	2013
7	Milling-1	MNTR3	1	2008
8	Milling-2	MNTR3	1	2015
9	Auto Surface Grinder	1020 C&J	1	2022
10	CMM	STAR 686	1	2018
11	VMM	3020E	1	2024
12	Injection Moulding Machine	FT-160	1	2005
13	Injection Moulding Machine	100-SD	1	2007
14	Laser Welding	PD-W400D	1	2024
			<b>15</b>	

## STRATEGIC PARTNERSHIPS

### 1. Fuji Electronics Industries Co. Ltd.

Our Company has entered into a strategic partnership with Fuji Electronics Industries Co., Ltd. to enhance its mechatronics business in India. This collaboration combines technical and equity investments, allowing us to leverage Fuji Electronics advanced technologies and manufacturing expertise.

This partnership significantly boosts our manufacturing capabilities, particularly in the automotive sector. By integrating Fuji Electronics' precision stamping, insert molding with full automation, and electronic assembly processes, we can offer comprehensive, integrated solutions to its customers. This collaboration not only enhances product quality and efficiency but also fosters innovation in our production lines.

Additionally, the partnership with Fuji Electronics, a well-established company known for its cutting-edge technology and global presence, instills greater trust and confidence among our customers. This association assures commitment to standard and reliable solutions in the mechatronics field.

Overall, this strategic alliance positions us as a stronger player in the market, equipped with advanced technological support and a solid reputation backed by Fuji Electronics.

## OUR STRENGTHS:

### 1) *Experienced promoter, management and employees:*

We have an experienced management team with an established process led by our promoter and managing director, Mr. Nitin Bahl, who has significant industry experience of two decades in the Automotive industry and has been instrumental in the consistent growth of the Company. Our management and employees team combine expertise and experience to outline plans for the future development of the Company. We believe that our qualified management team helps us in capitalizing the market opportunities and enables us to function effectively and efficiently.

### 2) *Diversified and Stable Customer Portfolio:*

Our company serves a broad range of clients across different states in India as well as 5 Continents which are Asia, Africa, North America, South America, and Europe, this diversified portfolio of customers reducing dependency on any single customer, minimizes risk and provides consistent revenue streams.

We believe that we have gained invaluable experience in assisting our customers by incorporating the latest technologies, efficiently utilising our process facility, equipment, and materials, and thereby constantly improving our offerings in order to meet our customer needs.

**3) *Manufacturer of Complex Products with high technology capabilities:***

We manufacture technically complex engineering plastic components using advanced technologies such as overmolding, welding, precision gear molding, and hybrid plastic-metal integration. These technologies allow us to produce high-quality, complex components that meet demanding industry standards and deliver products as per client requirement.

**4) *Consistency in Quality and Service Standards:***

We have a clear standard operating process covering all stages of production, including designing, inspection, raw material storage, preheating, moulding, packing, labelling, and transportation. Each step is carefully planned and executed to ensure consistency and precision.

We follow the required quality standards in our areas of operation so that our products meet the required Quality standards such as heat and water resistance, which are critical for automotive applications. We employ inspection protocols at every stage to guarantee that each component aligns with the required specifications, reducing the risk of defects and enhancing overall product performance.

**5) *Advance machineries and product technologies:***

By leveraging our advanced machineries and technologies, we continue to provide new value to society. We have procured most of our machinery including electric, servo-hydraulic and robotic molding work cells for the tool development and prototyping and we utilize Computer-Aided Design (CAD) software, including Siemens NX Unigraphics and PTC Creo, to generate intricate and highly functional 3D models.

**OUR STRATEGIES:**

**1) *Expansion into EV Products:***

Our Company is set to diversify and expand its product portfolio by including a range of electric vehicle (EV) related products. This strategic move aims to capitalize on the growing global trend towards electrification within the automotive industry. By focusing on EV components, we seek to position itself as a key supplier in the rapidly expanding EV market, meeting the increasing demand for sustainable and energy-efficient automotive solutions.

**2) *Development of Safety Applications:***

A major focus for our company will be the development of advanced products dedicated to automotive safety applications. This includes the localization of press fit pins, a crucial component for enhancing vehicle safety systems. Additionally, Our Company plans to broaden its market reach by expanding sales into critical export markets such as Europe and North America. This international expansion will not only diversify our market presence but also solidify its reputation in automotive safety products at the global level.

**3) *Geographical and Product Expansion in India:***

We will strategically expand its operations within India, particularly targeting the southern region. This geographical expansion aims to tap into the growing automotive manufacturing sector in that area. Furthermore, we will continually introduce new products tailored to the needs of both existing and new clients. This dual approach of regional and product expansion will enable us to increase its market penetration and strengthen relationships with its client base, ensuring sustained growth and innovation.

**4) *Automation and New Customer Acquisition:***

To enhance operational efficiency, we are adopting advanced automation technologies and improve existing manufacturing processes. This will streamline production, reduce costs, and enhance product quality. Concurrently, we will focus on expanding its customer base by targeting new clients within India. Developing innovative products for emerging automotive applications will be a key strategy in attracting and retaining new customers, thereby driving business growth and diversification.



### 5) *In-house Stamping Capability and Quality Improvement:*

We are planning to establish in-house stamping capabilities to enhance control over the manufacturing process and ensure better product quality. Adopting best practices for die design, development, process control, and die maintenance will be critical in achieving this objective. These improvements will lead to higher precision and consistency in product manufacturing. Additionally, we will aim to strengthen its business relationships with existing customers in India by offering enhanced and innovative solutions, thereby fostering long-term relationships and ensuring customer satisfaction.

### **RAW MATERIAL**

Our Company sources its key raw materials, which include plastic granules such as polyamide (PA), polypropylene (PP), polyethylene (PE), polyoxymethylene (POM) and acrylonitrile butadiene styrene (ABS), from reputable suppliers. These materials are essential for the manufacturing of our high-quality engineering plastic automotive components.

The amount of raw material purchased by the Company are as follows:

Particular	<i>(Rupees in Lakhs)</i>		
	For the period ended 31st March, 2024	For the period ended 31st March, 2023	For the period ended 31st March, 2022
Domestic	11,541.11	10,905.00	8,544.72
Import	1,123.61	1,448.71	979.45
<b>Total</b>	<b>12,664.72</b>	<b>12,353.71</b>	<b>9,524.17</b>

We ensure to procure consistent and reliable supply of raw materials, enabling us to maintain our quality standards of production and meet the rigorous demands of the global automotive industry.

### **POWER**

We currently utilizes the following power sources for its manufacturing facilities:

1. Thermal Power
2. Hydro Power
3. DG-Genset (using CNG, PNG, and diesel)

In alignment with our commitment to sustainable practices, we are planning to transition towards green energy. We have already placed an order to establish a solar power plant at our Rudrapur, Uttarakhand manufacturing facility. This plant will have a capacity of 370 KVA and is scheduled to commence operations on December 30, 2024.

### **COMPETITION**





We operate in a competitive market for automotive plastic components, with key listed peers including PPAP Automotive Limited and Machino Plastics Limited. The industry in India is divided between the organized sector, which comprises companies like Our Company that leverage advanced manufacturing technologies and stringent quality standards, and the unorganized sector, made up of smaller enterprises with lower technological capabilities. Our facilities, comprehensive capabilities, and commitment to innovation and sustainability, provide a significant competitive advantage, allowing it to meet the high demands of global automotive OEMs and Tier-1 suppliers.

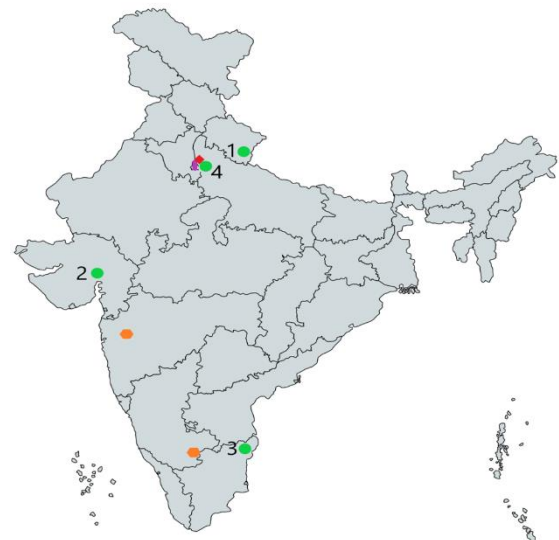
### **MARKETING**

Our company prioritizes building robust and trust-based relationships with our customers and our employees. Our marketing approach revolves around nurturing these relationships and emphasizing our commitment to meeting industries' needs effectively. By consistently delivering value and maintaining trustworthy relationships, we not only sustain our current relationships but also attract new customers and opportunities for growth. Our company utilizes email marketing, leverage personal contacts and set up stalls to promote our products. Our marketing strategies ensures:

- Continuously monitoring the industry trends
- Supply of quality products and services
- Timely execution and delivery of products

## OUR PRESENCE

Symbol	Places
	1. Rudrapur, Uttarakhand - Manufacturing Plant 2. Vani, Gujarat - Manufacturing Plant 3. Mambakkam, Tamil Nadu - Manufacturing Plant 4. Noida, Sector 80, Uttar Pradesh - Manufacturing Plant
	Tool Room – Greater Noida, Uttar Pradesh
	Co-working Space - Pune, and Bangalore
	New Delhi – Registered Office and Corporate Office



## HUMAN RESOURCE

Our Company engaged in manufacturing, boasts a diverse human resource pool that includes both permanent, skilled employees and casual labor. The permanent workforce comprises skilled professionals who bring expertise and stability to the company's operations, ensuring standards in production and innovation. Complementing this core team, our company also employs casual labor, typically unskilled, to handle more routine tasks and adapt to varying workloads. This balanced approach to human resources allows us to maintain operational efficiency, flexibility, and a robust capacity for scaling up production to meet market demands.

As on July 31, 2024, our Company has employed 586 permanent employees which are on our company's payroll.

S. No.	Particulars	Number of Employees
1	Directors and KMPs	4
2	Admin	33
3	Business Development	10
4	Dispatch	105
5	Export & Import	1
6	Finance & Accounts	19
7	Human Resource	10
8	IT & MIS	2
9	Maintenance	29
10	New product Development (NPD)	22
11	Production and Operation	213
12	Purchase	6
13	Quality	75
14	Store	17
15	Tool & Die Maintenance	13
16	Tool Manufacturing	27
<b>Total Number of Employees</b>		<b>586</b>

Further, as on July 31, 2024, the total number of employees is 629, which are employed on contractual basis.

Details of Contractual employees on the basis of manufacturing facilities are as follows:

S. No.	Particulars	Number of Employees
1	Greater Noida	16
2	Sahibabad	191
3	Rudrapur	164
4	Vani	258
<b>Total number of Contractual Employees</b>		<b>629</b>

## CAPACITY UTILIZATION

The details of capacity utilized by the company are as follows:

*(Amount in lakhs, except %)*

Plant	2021-22			2022-23		
	Capacity	Actual	Utilisation (%)	Capacity	Actual	Utilisation (%)
Sahibabad*	8,802.30	5,564.25	63.21%	9,289.41	6,713.36	72.27%
Rudrapur	10,037.65	6,325.14	63.01%	10,561.41	7,557.09	71.55%
Vani	6,205.84	3,849.48	62.03%	7,714.87	5,393.67	69.91%
<b>Total</b>	<b>25,045.78</b>	<b>15,738.87</b>	<b>62.84%</b>	<b>27,565.69</b>	<b>19,664.12</b>	<b>71.34%</b>

Plant	FY 2024		
	Capacity	Actual	Utilisation (%)
Sahibabad*	9,201.11	6,631.16	72.07%
Rudrapur	10,761.41	7,676.53	71.33%
Vani	8,548.61	5,027.71	58.81%
<b>Total</b>	<b>28,511.14</b>	<b>19,335.40</b>	<b>67.82%</b>

\*Our Company is shifting the manufacturing facility situated at Sahibabad, Uttar Pradesh to Noida (Sector 80), Uttar Pradesh.

Note: We have calculated our plants overall capacity and its actual utilisation in terms of revenue which can be generated from respective plants keeping in view of following factors:

1. Value of Material used for manufacturing of the components as material price varies from Rs. 100/- to Rs. 3,000/- per kg. This variance in material cost will influence both production cost and profitability.
2. Components Size & Cavity of the Moulds which affects the production output.
3. Different Testing Technology for variety of products used post Moulding as per their application,

## FINANCIAL ACHIEVEMENTS OF THE COMPANY

*(Rupees in Lakhs)*

Particular	For the period ended 31st March, 2024	For the period ended 31st March, 2023	For the period ended 31st March, 2022
Share Capital	1,421.84	1,244.63	945.92
Reserves and Surplus	5,436.56	3,340.17	(1,450.53)
Net Worth	5,355.62	3,082.02	(2,007.38)
Total Income	21,662.80	20,415.20	16,826.25
PAT	815.47	343.53	(201.69)

## SEGMENT WISE REVENUE BREAKUP

Segment wise revenue breakup of our Company as per Restated Financial Information is as under:

(Rupees in Lakhs)

Particular	For the period ended 31st March, 2024	For the period ended 31st March, 2023	For the period ended 31st March, 2022
<b>Products</b>			
Hybrid and Ice Powertrain	14,151.13	11,878.58	10,085.15
Thermal Management	1,474.41	1,434.55	1,391.75
Sensing, Control and Actuation	3521.19	3,203.30	2,085.20
Electric Mobility	504.49	46.68	72.25
Lighting	844.49	1,975.57	1,905.77
Others*	749.82	1,310.69	828.51
<b>Total (A)</b>	<b>21,245.55</b>	<b>19,849.36</b>	<b>16,368.64</b>
<b>Services</b>			
Design and Engineering Service	158.81	393.21	238.09
Prototyping Service	11.20	4.57	-
Tool Development Capability	54.55	30.73	20.62
<b>Total (B)</b>	<b>224.56</b>	<b>428.50</b>	<b>258.72</b>
<b>Grand Total (A+B)</b>	<b>21,470.11</b>	<b>20,277.86</b>	<b>16,627.36</b>

\*Under the products "other", our company offers various components such as covering and aesthetic products used in two wheelers and four wheelers.

## GEOGRAPHICAL WISE REVENUE BREAKUP

Geographical distribution of our revenue during the last 3 years are as under:

(Rupees in Lakhs)

State	FY 23-24	In %	FY 22-23	In %	FY 21-22	In %
<b>Domestic</b>						
Andhra Pradesh	-	-	-	-	1.24	0.01
Assam	-	-	-	-	15.03	0.09
Bihar	-	-	-	-	0.51	-
Chhattisgarh	-	-	6.53	0.03	4.59	0.03
Dadra & Nagar Haveli & Daman & Diu	36.19	0.17	7.96	0.04	42.13	0.25
Delhi	72.70	0.34	179.47	0.89	154.32	0.93
Goa	762.01	3.55	112.92	0.56	196.73	1.18
Gujarat	5,507.26	25.65	5,015.37	24.73	4,329.60	26.04
Haryana	4,023.63	18.74	3,948.59	19.47	3,207.15	19.29
Himachal Pradesh	12.19	0.06	57.60	0.28	23.63	0.14
Karnataka	700.28	3.26	289.53	1.43	153.69	0.92
Madhya Pradesh	22.98	0.11	12.98	0.06	10.39	0.06
Maharashtra	3,339.29	15.55	2,613.88	12.89	2,356.22	14.17
Punjab	1.38	0.01	14.35	0.07	22.72	0.14
Rajasthan	2,515.30	11.72	2,886.93	14.24	2,364.13	14.22
Tamil Nadu	2,150.80	10.02	1,571.76	7.75	921.82	5.54
Uttar Pradesh	384.61	1.79	685.32	3.38	575.91	3.46
Uttarakhand	1,039.07	4.84	1,439.67	7.10	1,187.33	7.14
West Bengal	9.04	0.04	39.99	0.20	52.61	0.32
<b>Total</b>	<b>20,576.73</b>	<b>95.84</b>	<b>18,882.85</b>	<b>93.12</b>	<b>15,619.73</b>	<b>93.94</b>
<b>Export</b>						
Belgium	4.97	-	124.78	0.62	-	-
Brazil	-	-	9.06	0.04	18.02	0.11

Czechia	61.05	0.02	0.11	-	-	-
France	43.77	0.00	66.95	0.33	76.60	0.46
Indonesia	42.65	0.28	21.87	0.11	-	-
Ireland	11.64	0.20	27.09	0.13	150.97	0.91
Italy	-	0.20	-	-	10.72	0.06
Japan	266.37	0.05	720.90	3.56	370.42	2.23
North America	186.76	0.00	-	-	-	-
Singapore	10.21	1.24	4.29	0.02	-	-
South Africa	37.81	0.87	63.28	0.31	80.85	0.49
South Korea	-	0.05	-	0.00	0.21	-
Thailand	226.86	0.18	327.45	1.61	259.83	1.56
China	1.29	0.00	0.94	-	0.26	-
Argentina	-	1.06	28.30	0.14	39.75	0.24
<b>Total</b>	<b>893.36</b>	<b>4.16</b>	<b>1,395.02</b>	<b>6.88</b>	<b>1,007.63</b>	<b>6.06</b>
<b>Grand Total</b>	<b>21,470.10</b>	<b>100.00</b>	<b>20,277.86</b>	<b>100.00</b>	<b>16,627.36</b>	<b>100.00</b>

## TOP 10 CUSTOMERS

(Rupees in lakhs, except %)

Particulars	For the Financial Year ended on March 31, 2024	For the Financial Year ended on March 31, 2023	For the Financial Year ended on March 31, 2022
Revenue from Operations	21,531.39	20,327.79	16,681.98
Top ten (10) Customers	13,741.33	13,246.18	10,682.26
% of top ten (10) Customers to Revenue from Operations*	<b>63.82%</b>	<b>65.16%</b>	<b>64.03%</b>

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

## TOP 10 SUPPLIERS

(Rupees in lakhs, except %)

Particulars	For the Financial Year ended on March 31, 2024	For the Financial Year ended on March 31, 2023	For the Financial Year ended on March 31, 2022
Total Raw Material Purchase	12,664.72	12,353.71	9,524.17
Top ten (10) Suppliers	5,118.64	5,713.56	4,728.44
% of top ten (10) Suppliers to Total Raw material Consumed*	<b>40.42%</b>	<b>46.25%</b>	<b>49.65%</b>

\*The % has been derived by dividing the total amount received from top ten Suppliers with the Total Raw Material of the company in the relevant year as mentioned in the Profit and Loss Statement as given in restated financials of the company.

## EXPORT AND EXPORT OBLIGATION

Except as disclosed in Draft Red Herring Prospectus, Our Company does not have any export obligation.

## INSURANCE

Our operations are subject to various risks which are inherent to any manufacturing process such as risks of machinery/equipment failure, worker accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including accidents that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environment.

Our Company has taken following insurance policies against any damage or loss:

### 1. General Policies

<b>Coverage</b>	<b>Cargo Insurance</b>
<b>Policy No.</b>	3879611000
<b>Sum Insured (in Rupees)</b>	2,00,00,00,000
<b>From</b>	01/11/2023
<b>Valid upto</b>	31/10/2024

<b>Coverage</b>	<b>Marine Cargo Open Policy</b>
<b>Policy No.</b>	32400121230200000016
<b>Sum Insured (in Rupees)</b>	20,00,00,000
<b>From</b>	25/01/2024
<b>Valid upto</b>	24/01/2025

<b>Coverage</b>	<b>Commercial General Liability (CGL) policy</b>
<b>Policy No.</b>	32400136231500000002
<b>Sum Insured (in Rupees)</b>	12,00,00,000
<b>From</b>	25/01/2024
<b>Valid upto</b>	24/01/2025

<b>Coverage</b>	<b>Product Recall Liability Insurance</b>
<b>Policy No.</b>	32400136230900000001
<b>Sum Insured (in Rupees)</b>	4,00,00,000
<b>From</b>	25/01/2024
<b>Valid upto</b>	24/01/2025

<b>Coverage</b>	<b>Employee's Group Accident Protect</b>
<b>Policy No.</b>	3909533600
<b>Sum Insured (in Rupees)</b>	1,89,17,624
<b>From</b>	06/11/2023
<b>Valid upto</b>	05/11/2024

<b>Coverage</b>	<b>Employee's Group Medical Policy</b>
<b>Policy No.</b>	3913609400
<b>Sum Insured (in Rupees)</b>	5,04,00,000
<b>From</b>	06/11/2023
<b>Valid upto</b>	05/11/2024

<b>Coverage</b>	<b>Kotak Employees Compensation Insurance</b>
<b>Policy No.</b>	4528596100
<b>Sum Insured (in Rupees)</b>	As per the Employees Compensation Act, 1923
<b>From</b>	06/05/2024
<b>Valid upto</b>	05/05/2025

## 2. Sahibabad Plant - 1

<b>Coverage</b>	<b>Burglary – Stock in trade, Furniture and Plant and Machinery</b>
<b>Policy No.</b>	32400146230100000086
<b>Sum Insured (in Rupees)</b>	80,00,000
<b>From</b>	09/02/2024
<b>Valid upto</b>	08/02/2025

<b>Coverage</b>	<b>Comprehensive – Building, Plant and Machinery, Furniture and Stock in trade</b>
<b>Policy No.</b>	32400111238000000120
<b>Sum Insured (in Rupees)</b>	1,80,00,000
<b>From</b>	09/02/2024
<b>Valid upto</b>	08/02/2025

## 3. Sahibabad Plant - 2

<b>Coverage</b>	<b>Burglary – Stock in trade, Furniture and Plant and Machinery</b>
<b>Policy No.</b>	32400146230100000088
<b>Sum Insured (in Rupees)</b>	17,50,00,000
<b>From</b>	09/02/2024
<b>Valid upto</b>	08/02/2025

<b>Coverage</b>	<b>Comprehensive – Building, Plant and Machinery, Furniture and Stock in trade</b>
<b>Policy No.</b>	32400111234300000020
<b>Sum Insured (in Rupees)</b>	20,00,00,000
<b>From</b>	09/02/2024
<b>Valid upto</b>	08/02/2025

## 4. Rudrapur Plant

<b>Coverage</b>	<b>Comprehensive – Building, Plant and Machinery, Furniture and Stock in trade</b>
<b>Policy No.</b>	32400111234300000019
<b>Sum Insured (in Rupees)</b>	40,00,00,000
<b>From</b>	09/02/2024
<b>Valid upto</b>	08/02/2025

<b>Coverage</b>	<b>Burglary – Stock in trade, Furniture and Plant and Machinery</b>
<b>Policy No.</b>	32400146230100000087
<b>Sum Insured (in Rupees)</b>	33,50,00,000


<b>From</b>	09/02/2024
<b>Valid upto</b>	08/02/2025

## 5. Vani Plant

<b>Coverage</b>	<b>Comprehensive – Building, Plant and Machinery, Furniture and Stock in trade</b>
<b>Policy No.</b>	32400011234300000023
<b>Sum Insured (in Rupees)</b>	44,65,00,000
<b>From</b>	28/03/2024
<b>Valid upto</b>	27/03/2025

## INTELLECTUAL PROPERTY

As on the date of the Draft Red Herring Prospectus, following are the trademarks in the name of the company applied under Trademarks Act, 1999:

S. N.	Brand Name/Logo Trademark	Class	Application Number	Ownership	Date of Application	Current Status
1.	 <b>Radiant</b> Smarter Technology • Better Solutions	Class 7	6515906	Radiant Innovative Manufacturing Limited	July 08, 2024	Formalities check passed
2.		Class 11	6515906	Radiant Innovative Manufacturing Limited	July 08, 2024	Formalities check passed
3.		Class 12	6515906	Radiant Innovative Manufacturing Limited	July 08, 2024	Formalities check passed

## The Details of Domain Names Registered in the Name of the Company:

S. N.	Domain Name and ID	Sponsoring Registrar	Creation Date	Validity upto	Current Status
1.	<a href="http://www.radiantiml.com">www.radiantiml.com</a>	GoDaddy India Web Services Private Limited	July 26, 2024	July 26, 2025	Active

## LAND & PROPERTIES

We operate our activities from our registered office and manufacturing units and other facilities, details of which are given below:

### Owned Properties

S. No.	Address of Premises	Name of the Seller	Date of Agreement	Area	Usage
1.	Survey No. 77, Near Virangam Highway, Village - Vani, Taluka - Virangam, Ahmedabad- 382150, Gujarat, India	Godavariben Prajapati, Ganpatbhai Prajapati, Rameshbhai Prajapati	05/03/2018	2,378 Sq. Metres	Manufacturing Plant



Survey No. 76, Near Virangam Highway, Village - Vani, Taluka - Virangam, Ahmedabad- 382150, Gujarat, India	Bhikhabhai Dhanabhai Jadav	13,760 Sq. Metres
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### Leased Properties

Sr. No.	Address of Premises	Name of the Lessor	Date of Agreement	Area	Tenure	Usage
1.	Unit No. 412-413, Best Business Park, Plot No. P-2, Netaji Subhash Place, New Delhi- 110034	Mr. Harjeet Singh Arora	01/12/2023	2300 Sq. Feet	3 years	Registered office
2.	Unit No. 616, Best Business Park, Netaji Subhash Place, Plot No. P-2, New Delhi-110034	Mr. Harjeet Singh Arora	01/07/2023	800 Sq. Feet	6 years	Branch office
3.	Plot No C-39, Sector-80, Noida, Gautam Budh Nagar, Uttar Pradesh - 201301	M/s Truli Foods LLP	October 12, 2023	5,340 Sq. Metres	15 years	Manufacturing Plant
4.	Plot 13 A, Sector 2, Integrated Industrial Area, Rudrapur, District - U.S, Nagar – 261 153, Uttarakhand, India	State Industrial Development Corporation of Uttaranchal Limited	May 04, 2005	14283.43 Sq. Metres	90 years	Manufacturing Plant
5.	S. Nos. 180/2A, 180/2B, 180/8 and 180/26 Mambakkam Village, Sriperumbudur Taluk, Kancheepuram District, Chennai	M/s Aruna Holdings	July 10, 2024	44,041 Sq. Feet	12 years	Manufacturing Plant
7.	A - 4/7, Site IV, Sahibabad Industrial Area District – Ghaziabad - 201 010, Uttar Pradesh, India	U.P. State Industrial Development Corporation Limited	August 21, 2004	1078.04 sq. metres	72 years	Manufacturing Plant*
8.	A - 4/8, Site IV, Sahibabad Industrial Area District – Ghaziabad - 201 010, Uttar Pradesh, India	U.P. State Industrial Development Corporation Limited	June 7, 1996	1078.04 sq. metres	90 years	Manufacturing Plant*
9.	Plot No. 32, Mahila Udyami Park 1, Ecotech - III, Greater Noida, Dist. Gautam budh Nagar	M/s Lovely Impression India Private Limited	10/08/2022	927 Sq. Metres	5 years	Tool Room
10.	Awfis Elpro City Square, Chinchwad, 4th Floor, PCMC Link Rd, Chinchwad Pune, Maharashtra- 411033, India	Awfis Space Solution Private Limited	01/09/2023	01 Fixed Desk	15 Months	Co-working Space
11.	4th Floor, Fundaspaces, Classic Arena, Nos. 1594/2662, 2663, 2664, 2665 AECS Layout, 'A' Block, (near HDFC Bank), Singasandra Village, Begur Hobli, Bengaluru South Taluk, Bengaluru- 560068	Fundament services Pvt. Ltd.	01/09/2024	A single seater desk	12 Months	Co-working Space

\*Our Company is shifting the manufacturing facility situated at Sahibabad, Uttar Pradesh to Noida (Sector 80), Uttar Pradesh.

## 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 263 of this Draft Red Herring Prospectus.*

### 1. INDUSTRIAL LAWS

#### 1.1 The Micro, Small and Medium Enterprises Development Act 2006 (MSME Act)

The MSME Act is a central law which primarily provides for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises in India. The industries/enterprises under the MSME Act are categorised as micro, small and medium industries depending upon the following criteria (applicable from 1 July 2020):

- (a) a micro enterprise, where the investment in Plant and Machinery or Equipment does not exceed INR 1,00,00,000 and turnover does not exceed INR 5,00,00,000;
- (b) a small enterprise, where the investment in Plant and Machinery or Equipment does not exceed INR 10,00,00,000 and turnover does not exceed INR 50,00,00,000;
- (c) a medium enterprise, where the investment in Plant and Machinery or Equipment does not exceed INR 50,00,00,000 and turnover does not exceed INR 250,00,00,000.

In terms of the MSME Act, any buyer who fails to make payment to MSMEs, as per agreed terms or a maximum of 45 days, would be liable to pay monthly compounded interest at three times the bank rate notified by the Reserve Bank of India (RBI).

#### 1.2 Industrial Disputes Act 1947 (ID Act)

The ID Act and the Industrial Dispute (Central) Rules 1957 (ID Rules) lay down the provisions for the investigation and settlement of industrial disputes. Workmen under the ID Act have been provided with several benefits and are protected under its provisions, however the employees classified as managerial employees and earning salary beyond prescribed amount are not covered under the protection of the ID Act.

The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The ID Rules specify procedural guidelines for lockouts, closures, lay-offs and retrenchment.

#### 1.3 The industries (Development and Regulation) Act 1951 (Industries Regulation Act)

The Industries Regulation Act is an Act to govern the development and regulation of industries in India. The main objectives of the Industries Regulation Act are to empower the Government: (i) to take necessary steps for the development of industries; (ii) to regulate the pattern and direction of industrial development; (iii) to control the activities, performance and results of industrial undertakings in the public interest. The Industries Regulation Act applies to the Scheduled Industries listed in the First Schedule of the Act. However, small scale industrial undertakings and ancillary units are exempted from the provisions of the Industries Regulation Act.

The Industries Regulation Act is administered by the Department for Promotion of Industry and Internal Trade (DPIIT). The DPIIT is responsible for formulation and implementation of promotional and developmental measures for growth of the industrial sector. It monitors the industrial growth and production, in general, and selected industrial sectors. Certain specified categories of industries require industrial licensing under the Industries Regulation Act.

## **1.4 Factories Act 1948 (Factories Act)**

Factories Act primarily lays down the provisions to regulate the working conditions in factories, regulate health, annual leave, safety, welfare, and to establish special provisions related to young people, women, and children working in factories. It is applicable to factories manufacturing goods, including weaving cloth, knitting of hosiery and other knitwear, clothing, and footwear production, dyeing and finishing textiles, manufacturing footwear, etc.

## **2. CORPORATE AND COMMERCIAL LAWS**

### **2.1 Bureau of Indian Standards Act 2016 (BIS Act)**

The BIS Act provides for the establishment of a national standards body for the harmonious development of the activities of standardization, conformity assessment and quality assurance of goods, articles, processes, systems and services and for matters connected therewith or incidental thereto.

BIS Act has enabling provisions for the Government to bring under compulsory certification regime any goods or article of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security. Enabling provisions have also been made for making hallmarking of the precious metal articles mandatory.

### **2.2 The Information Technology Act 2000 (IT Act)**

The IT Act aims to provide for the legal framework so that legal sanctity is accorded to all electronic records and other activities carried out by electronic means. The IT Act states that unless otherwise agreed, an acceptance of contract may be expressed by electronic means of communication and the same shall have legal validity and enforceability.

### **2.3 The Companies Act 2013 (Companies Act)**

The Companies Act deals with incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act. The provisions of the Companies Act shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e. One Person Company. The provisions relating to formation and allied procedures are mentioned in the act. The Companies Act repealed the erstwhile Companies Act 1956.

### **2.4 The Competition Act 2002 (Competition Act)**

The Competition Act prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates combinations in India. The Competition Act also established the Competition Commission of India (CCI) as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on 4 March 2011, and came into effect on 1 June 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds.

There are also different thresholds for those categorized as Individuals and Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is Likely to have an appreciable adverse effect on competition in India. Effective 1 June 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities) approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

## **2.5 The Indian Stamp Act 1899 (Stamp Act)**

Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state. Instruments chargeable to duty under the Stamp Act but which have not been duly stamped, are incapable of being admitted in as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments by certain specified authorities and bodies and imposition of penalties, for instruments which are not sufficiently stamped or not stamped at all Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

## **2.6 The Prevention of Money Laundering Act 2002 (PMLA)**

PMLA is an Act of the Parliament of India to prevent money-laundering and to provide for confiscation of property derived from money-laundering. PMLA and the Rules notified thereunder came into force with effect from 1 July 2005.

## **2.7 The Fugitive Economic Offenders Act 2018 (FEOA)**

FEOA provides the measures to deter fugitive economic offenders from evading the process of law in India by staying outside the jurisdiction of Indian courts to preserve the sanctity of the rule of law in India and for matters connected therewith or incidental thereto.

## **2.8 The Companies (Donations to National Fund) Act 1951**

An Act to enable companies to make donations to national funds.

## **2.9 Insolvency And Bankruptcy Code 2016**

An Act to consolidate and amend the laws relating to reorganisation and insolvency resolution of corporate persons, partnership firms and individuals in a time bound manner for maximisation of value of assets of such persons, to promote entrepreneurship, availability of credit and balance the interests of all the persons.

## **2.10 The Indian Contract Act 1872 (Contract Act)**

The Contract Act codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

## **3. LABOUR AND EMPLOYMENT LAWS**

India has extensive labour related legislations. Certain other laws and regulations that may be applicable to the Company in India include the following which is an indicative list of labour laws applicable to the business and operations of Indian companies engaged in manufacturing activities:

- Contract Labour (Regulation and Abolition) Act 1970;
- Employees' Compensation Act 1923;
- Employees (Provident Fund and Miscellaneous Provisions) Act 1952;
- Employees' State Insurance Act 1948;
- Industrial Employment (Standing Orders) Act 1946;
- Child Labour (Prohibition and Regulation) Act 1986
- Maternity Benefit Act 1961;
- Minimum Wages Act 1948;
- Payment of Bonus Act 1965;
- Payment of Gratuity Act 1972;

- Apprentices Act 1961;
- Weekly Holidays Act 1942
- Payment of Wages Act 1936;
- Equal Remuneration Act 1976;
- Public Liability Insurance Act 1991;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal ) Act 2013;
- The Trade Unions Act 1926;
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act 1979;
- State specific shops & establishments laws;
- State specific labour welfare fund laws;
- State specific Industrial Establishments (National and Festival Holidays and Casual and Sick Leave) laws; and
- Employer's Liability Act 1938

**In order to rationalize and reform labour laws in India, the Government of India has framed four labour codes, namely:**

- a) The Occupational Safety, Health and Working Conditions Code 2020 received the assent of the President of India on 28 September 2020, and proposes to subsume certain existing legislations, including the Factories Act 1948, the Contract Labour (Regulation and Abolition) Act 1970, and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act 1979. This code proposes to provide for, among other things, standards for health, safety and working conditions for employees of establishments, and will come into effect on a date to be notified by the Central Government.
- b) The Industrial Relations Code 2020 received the assent of the President of India on 28 September 2020, and proposes to subsume three existing legislations, namely, the Industrial Disputes Act 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act 1946. The Industrial Relations Code 2020 will come into effect on a date to be notified by the Central Government.
- c) The Code on Wages 2019 received the assent of the President of India on 8 August 2019. Through its notification dated 18 December 2020, the Government of India brought into force certain sections of the Code on Wages 2019. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume four separate legislations, namely, the Payment of Wages Act 1936, the Minimum Wages Act 1948, the Payment of Bonus Act 1965 and the Equal Remuneration Act 1976.
- d) The Code on Social Security 2020 received the assent of the President of India on 28 September 2020. Through its notification dated 30 April 2021, the Government of India brought into force section 142 of the Code on Social Security 2020. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume several separate legislations including the Employees' Compensation Act 1923, the Employees' State Insurance Act 1948, the Employees' Provident Funds and Miscellaneous Provisions Act 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.

Some of the important labour legislations are explained below.

### **3.1 Contract Labour (Regulation and Abolition) Act 1970**

An Act to regulate the employment of contract labour in certain establishments and to provide for its abolition in certain circumstances and for matters connected therewith.

### **3.2 Employees' Compensation Act 1923 (EC Act)**

The EC Act provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the employment. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of receiving a notice.

### **3.3 The Employees Provident Fund Act 1952 (EPF Act)**

The EPF Act is a social welfare legislation to provide for the institution of provident fund, pension fund and deposit linked insurance fund for employees working in factories and other establishments. The EPF Act aims at providing social security and timely monetary assistance to industrial employees and their families when they are in distress. The EPF Act is administered by the Government of India through the Employees' Provident Fund Organisation (EPFO). The following three schemes have been framed under the EPF Act by the Central Government:

- (a) The Employees Provident Fund Schemes 1952;
- (b) The Employees' Pension Scheme 1995; and
- (c) The Employees' Deposit-Linked Insurance Scheme 1976.

The Central Government has constituted Employees' Provident Funds Appellate Tribunal to exercise the powers and discharge the functions under the EPF Act.

The EPF Act is applicable to:

- (a) every factory engaged in any industry specified in Schedule 1 in which 20 or more persons are employed;
- (b) every other establishment employing 20 or more persons or class of such establishments which the Central Government may notify; and
- (c) any other establishment so notified by the Central Government even if employing less than 20 persons.

### **3.4 Child Labour (Prohibition and Regulation) Act 1986**

Under the child labour law in India, adolescents between the age of 14 and 18 are prohibited from working in any hazardous or dangerous occupations and processes. They can only work in certain government declared non-hazardous occupations or in a family business or as an artist.

### **3.5 Payment of Wages Act 1936 (PWA)**

The PWA is applicable to the payment of wages to persons in factories and other establishments. PWA ensures that wages that are payable to the employee are disbursed by the employer within the prescribed time limit and no deductions other than those prescribed by the law are made by the employer.

### **3.6 Equal Remuneration Act 1976 (ER Act)**

The ER Act provides for the payment of equal remuneration to men and women workers for same or similar nature of work and prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. Under the ER Act, no discrimination is permissible in recruitment and service conditions, except where employment of women is prohibited or restricted by law. It also provides that every employer should maintain such registers and other documents in relation to the workers employed by him/ her in the prescribed manner.

### **3.7 Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013 (SHWPPR Act)**

The SHWPPR Act aims to provide women protection against sexual harassment at the workplace, prevention of sexual harassment at the workplace and redressal of complaints of sexual harassment. The Act defines sexual harassment to include any unwell come sexually determined behavior (whether directly or by implication). Workplace under the SHWPPR Act has been defined widely to include government bodies, private and public sector organisations, non-governmental organisations, organizations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and stadiums used for training individuals. The SHWPPR Act requires an employer to set up an internal complaints committee' at each office or branch, of an organization employing at least 10 employees. The government in turn is required to set up a local complaint committed the district level to investigate complaints regarding sexual harassment from establishments where the internal complaints committee has not been constituted.

### **3.8 The Employees' State Insurance Act 1948 (ESI Act)**

The ESI Act provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

### **3.9 The Payment of Bonus Act 1965 (Bonus Act)**

The Payment of Bonus Act was enacted to provide for the payment of bonus to persons employed in establishments where 20 or more persons are employed on any day during an accounting year. The Payment of Bonus Act ensures that a minimum annual bonus is payable to every employee regardless of whether the employer any allocable surplus in the accounting year in which the bonus is payable. Under the Payment of Bonus Act, every employer is bound to pay to every employee, in respect of the accounting year, a minimum bonus which is 8.33% of the salary or wage earned by the employee during the accounting year or INR 100, whichever is higher. Contravention of the provisions of the Payment of Bonus Act by a company is punishable with imprisonment for a term of up to six months or a fine of up to INR 1,000 or both, against persons in charge of, and responsible to the company for the conduct of the business of the company at the time of contravention, as well as the company.

### **3.10 The Payment of Gratuity Act 1972 (Payment of Gratuity Act)**

The Payment of Gratuity Act provides for payment of gratuity to an employee at the time of termination of services. Payment of Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in establishments in which ten or more persons are employed or were employed on any day of the preceding 12 months; and as the Central Government may, by notification, specify. Gratuity under the Payment of Gratuity Act is payable to an employee after he has rendered his services for a period not less than five years: (a) on his / her superannuation; (b) on his / her retirement or resignation; or (c) on his / her death or disablement due to accident or disease (in this case the minimum requirement of five years does not apply). Under the Payment of Gratuity Act, the maximum gratuity payable may not exceed INR 20,00,000.

### **3.11 Bonded Labour System (Abolition) Act 1976 (BLA)**

BLA provides for the abolition of bonded labour system with a view to preventing the economic and physical exploitation of the weaker sections of the people and for matters connected therewith or incidental thereto.

### **3.12 Shops and Commercial Establishments laws**

State specific shops and establishments law lays down the conditions of work and employment in all kinds of shops and commercial establishments situated in such state. Commercial establishments need to adhere to the norms and regulations set by the Act for the treatment of their employees. Under the provisions of local shops and establishments legislations applicable in the states in India where Company's establishments are set up and business operations exist, such establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments' acts, and the relevant rules framed thereunder, also prescribe penalties in the form of monetary fine or imprisonment for violation of provisions, as well as procedures for appeal in relation to such contravention of the provisions.

### **3.13 The Maternity Benefit Act 1961 (Maternity Benefit Act)**

The Maternity Benefit Act regulates the employment of pregnant women and ensures that they get paid leave for a specified period during and after their pregnancy. The Maternity Benefit Act is applicable to establishments in which 10 or more employees are employed or were employed on any day of the preceding 12 months. Under the Maternity Benefit Act, a mandatory period of leave and benefits should be granted to female employees who have worked in the establishment for a minimum period of 80 days in the preceding 12 months from the date of her expected delivery. Such benefits essentially include payment of average daily wage for the period of actual absence of the female employee. The maximum period for which any woman shall be entitled to maternity benefit shall be 26 weeks, of which not more than 8 weeks shall precede the date of her expected delivery.

## **4. INTELLECTUAL PROPERTY LAWS**

### **4.1 Trademarks Act 1999 (TM Act)**

A trademark is used in relation to goods so as to indicate a connection in these of trade between the goods and a person having the right as proprietor or user to use the mark. The TM Act governs the registration, acquisition, transfer and infringement of trademarks and remedies available to a registered proprietor or user of a trademark. Registration is valid for a period of 10 years but can be renewed in accordance with the specified procedure. As per the Trademarks (Amendment) Bill 2009, Registrar of Trade Marks is empowered to deal with international applications originating from India as well as those received from the International Bureau and maintain a record of international registrations. It also removes the discretion of the Registrar to extend the time.

### **4.2 Copyrights Act 1957 (Copyright Act)**

The Copyrights Act governs copyright protection in India. Under the Copyright Act, copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. Following the issuance of the International Copyright Order 1999, subject to certain exceptions, the provisions of the Copyright Act apply to nationals of all member states of the World Trade Organization.

While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favoring ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for the entire lifetime of the author and 60 years thereafter.

The remedies available in the event of infringement of a copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner. The Copyright Act also provides for criminal remedies, including imprisonment of the accused, imposition of fines and seizure of infringing copies

### **4.3 Patents Act 1970 (Patent Act)**

The purpose of the Patent Act in India is 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. An application for a patent can be made by (a) person claiming to be the true and first inventor of the invention; (b) person being the assignee of the person claiming to be the true and first invention in respect of the right to make such an application; and (c) legal representative of any deceased person who immediately before his death was entitled to make such an application. Penalty for the contravention of the provisions of the Patents Act include imposition of fines or imprisonment or both.

### **4.4 Design Act 2000**

It is an act to consolidate and amend the law relating to the protection of designs. The important purpose of design registration is to see that the creator, originator or artisan of any design is not deprived of his reward for creating that design by others copying it to their goods or products.

## **5. PROPERTY RELATED LAWS**

### **5.1 Transfer Of Property Act 1882 (TPA)**

The transfer of property, including immovable property, between living persons, as opposed to the transfer of property by operation of law, is governed by the TPA. The TPA establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. The TPA recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

- Sale: the transfer of ownership in property for a price paid or promised to be paid.
- Mortgage: the transfer of an interest in property for the purpose of securing the payment of a loan, existing or future



debt, or performance of an engagement which gives rise to a pecuniary liability. The TPA recognizes several forms of mortgages over a property.

- Charges: transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the attaching to specified immovable property, or by an act of the parties.
- Leases: the transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions

### **5.2 The Registration Act 1908 (Registration Act)**

The Registration Act has been enacted with the objective of providing public notice of the execution of documents affecting, inter alia, the transfer of interest in immovable property. The purpose of the Registration Act is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. It details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in any immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. A document will not affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance under the TPA or as collateral), unless it has been registered. Evidence of registration is normally available through an inspection of the relevant land records, which usually contains details of the registered property. Further, registration of a document does not guarantee title of land.

### **5.3 Indian Easements Act 1882 (Easement Act)**

An easement is a right which the owner or occupier of land possesses for the beneficial enjoyment of that land, and which permits him to do or to prevent something from being done, in or upon, other land not his own. Under the Easements Act, a license is defined as a right to use property without any interest in favour of the licensee. The period and incident may be revoked and grounds for the same may be provided in the license agreement entered in between the licensee and the licensor.

### **5.4 The Real Estate (Regulation and Development) Act 2016**

This Act was notified by the Parliament on 26 March 2016 and extends to the whole of India. It establishes the Real Estate Regulatory Authority for regulations and promotions of the real estate sector and to ensure sale of plot, apartment or building, as the case may be, or sale of real estate project, in an efficient and transparent manner and to protect the interest of consumers in the real estate sector and to establish an adjudicating mechanism for speedy dispute redressal and also to establish the Appellate Tribunal to hear appeals from the decisions, directions or orders of the Real Estate Regulatory Authority and the adjudicating officer and for matters connected therewith or incidental thereto.

The salient features of the Act are as following:

Under the Act, instead of a regular forum of consumers, the purchasers of real estate units from a developer would have a specialized forum called the "Real Estate Regulatory Authority" which will be set up within one year from the date of coming into force of the Act. In the interim, the appropriate Government (i.e., the Central or State Government) shall designate any other regulatory authority or any officer preferably the Secretary of the department dealing with Housing, as the Regulatory Authority.

The promoter has to register their project (residential as well as commercial) with the Regulatory Authority before booking, selling or offering apartments for sale in such projects. In case a project is to be promoted in phases, then each phase shall be considered as a standalone project, and the promoter shall obtain registration for each phase.

Under the Act, developers can sell units only on carpet area, which means the net usable floor area of an apartment. This excludes the area covered by the external walls, areas under services shafts, exclusive balcony or verandah area and exclusive open terrace area, but includes the area covered by the internal partition walls of the apartment.

The Act mandates that a promoter shall deposit 70% of the amount realised from the allottees, from time to time, in a separate account to be maintained in a scheduled bank. This is intended to cover the cost of construction and the

land cost, and the amount deposited shall be used only for the concerned project.

Stringent penal provisions have been prescribed under the Act against the promoter in case of any contravention or non-compliance of the provisions of the Act or the orders, decisions or directions of the Regulatory Authority or the Appellate Tribunal which are the following: (a) If promoter does not register its project with the Regulatory Authority - the penalty may be up to 10% of the estimated cost of the project as determined by the Regulatory Authority; (b) If promoter does not comply with the aforesaid order of the Regulatory Authority - imprisonment of up to three years and a further penalty of up to 10% of the estimated cost, or both; and (c) In case the promoter provides any false information while making an application to the Regulatory Authority or contravenes any other provision of the Act - the penalty may be up to 5% of the estimated cost of the project or construction.

### **5.5 The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act 2013 (Land Acquisition Act)**

Land Acquisition Act is an Act of Indian Parliament that regulates land acquisition and lays down the procedure and rules for granting compensation, rehabilitation and resettlement to the affected persons in India. The Land Acquisition Act has provisions to provide fair compensation to those whose land is taken away, brings transparency to the process of acquisition of land to set up factories or buildings, infrastructural projects and assures rehabilitation of those affected. The Land Acquisition Act establishes regulations for land acquisition as a part of India's massive industrialisation drive driven by public-private partnership. The Land Acquisition Act replaced the Land Acquisition Act 1894, a nearly 120-year-old law enacted during British regime.

## **6. ENVIRONMENT LAWS**

### **6.1 The Environment Protection Act 1986 (Environment Protection Act)**

The purpose of the Environment Protection Act is to act as an "umbrella" legislation designed to provide a framework for Central government co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorizes the central government to protect and improve environmental quality, control and reduce pollution from all sources, and prohibit or restrict the setting and /or operation of any industrial facility on environmental grounds. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed. Where the discharge of any environmental pollutant in excess of the prescribed standards occurs or is apprehended to occur due to any accident or other unforeseen act, the person responsible for such discharge and the person in charge of the place at which such discharge occurs or is apprehended to occur is bound to prevent or mitigate the environmental pollution caused as a result of such discharge and should intimate the fact of such occurrence or apprehension of such occurrence; and (b) be bound, if called upon, to render all assistance, to such authorities or agencies as may be prescribed.

### **6.2 Air (Prevention of Pollution Control Act) 1981 (Air Act)**

Air Act was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Air Act has declared several areas as air pollution control area and also prohibits the use of certain types of fuels and appliances. Prior written consent is required of the board constituted under the Air Act, if a person intends to commence an industrial plant in a pollution control area.

### **6.3 The Water (Prevention and Control Of Pollution) Act 1974 (Water Act)**

The Water Act was enacted with an objective to protect the rivers and streams from being polluted by domestic and industrial effluents. The Water Act prohibits the discharge of toxic and poisonous matter in the river and streams without treating the pollutants as per the standard laid down by the Pollution control boards constituted under the Water Act. A person intending to commence any new industry, operation or process likely to discharge pollutants must obtain prior consent of the board constituted under the Water Act.

### **6.4 National Environmental Policy 2006 (Policy)**

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 the 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 resource is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resource obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of 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 resource for Environmental Conservation

### **6.5 The Noise Pollution (Regulation & Control) Rules 2000 (Noise Regulation Rules)**

The Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act 1986

### **6.6 The National Green Tribunal Act, 2010**

An Act to provide for the establishment of a National Green Tribunal for the effective and expeditious disposal of cases relating to environmental protection and conservation of forests and other natural resources including enforcement of any legal right relating to environment and giving relief and compensation for damages to persons and property and for matters connected therewith or incidental thereto.

## **7. TAXATION LAWS**

### **7.1 Income Tax Act 1961 (Income Tax Act)**

The Government of India imposes an income tax on taxable income of all persons including individuals, Hindu Undivided Families (HUFs), companies, firms, association of persons, body of individuals, local authority and any other artificial judicial person. Levy of tax is separate on each of the persons. The levy is governed by the Income Tax Act. The Indian Income Tax Department is governed by CBDT and is part of the Department of Revenue under the Ministry of Finance, Govt. of India. Income tax is a key source of funds that the government uses to fund its activities and serve the public. The quantum of tax determined as per the statutory provisions is payable as: (a) Advance Tax; (b) Self-Assessment Tax; (c) Tax Deducted at Source (TDS); (d) Tax Collected at Source (TCS); and (e) Tax on Regular Assessment.

### **7.2 Goods And Services Tax Act 2017**

The Constitution (One Hundred and First Amendment) Act 2016 which received presidential assent on 8 September 2016 paved the way for introduction of goods and services tax (GST) by making provisions with respect to goods and services tax. GST is a single tax on the supply of goods and services, right from the manufacturer to the consumer. Credits of input taxes paid at each stage will be available in the subsequent stage of value addition, which makes GST essentially a tax only on value addition at each stage. The final consumer will thus bear only the GST charged by the last dealer in the supply chain, with set-off benefits at all the previous stages.

## **8. MISCELLANEOUS LEGISLATIONS**

### **8.1 Consumer Protection Act 2019 (COPRA)**

The COPRA aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services, price charged being unlawful and goods being hazardous to life

and safety when used. The COPRA provides for a three-tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of these authorities attracts criminal penalties.

## **8.2 Foreign Exchange Management Act 1999 (FEMA)**

The 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 Industrial Policy and Promotion, 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 (FDI) 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 FIPB and/or the RBI. The Government of India, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Non-Debt Instruments) Rules 2019 (NDI Rules) to regulate the foreign investment (i.e., the investment made by persons resident outside India) and provide for the terms and conditions applicable to such foreign investment, including the procedure of investment, general conditions around the investment, the method to be adopted for valuation of the investment instruments, time frame for completion of the investment procedure, reporting requirement etc. The NDI Rules imposes a general condition on the persons resident outside India to comply with the provisions of the NDI Rules in case it intends to make an investment into Indian entities. Similarly, the entities in India are not allowed to receive investment from a person resident outside India unless such investment complies with the provisions of the NDI Rules.

## **8.3 Insurance Act 1938**

It is an enactment by the legislation to regulate the insurance sector. It provides the broad legal framework within which the industry operates.

## **8.4 The Arbitration and Conciliation Act 1996**

An Act to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto.

*This space has been left blank intentionally.*

## OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

### HISTORY OF OUR COMPANY

Our Company was originally incorporated on August 05, 1988 as a Private Limited Company as “Radiant Polymers Private Limited” vide Registration No. 032685 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Delhi & Haryana. Subsequently, pursuant to a special resolution passed by the Shareholders at their Extra Ordinary General Meeting held on March 18, 2024, name of our company was changed from “Radiant Polymers Private Limited” to “Radiant Innovative Manufacturing Private Limited” and a Fresh Certificate of Incorporation was issued on May 27, 2024 by the Registrar of Companies, Central Processing Center.

Further, pursuant to a special resolution passed by the Shareholders at their Extra Ordinary General Meeting held on March 18, 2024, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to “Radiant Innovative Manufacturing Limited” and a Fresh Certificate of Incorporation consequent to Conversion was issued on July 15, 2024 by the Registrar of Companies, Central Processing Center. As on the date of this Draft Red Herring Prospectus, The Corporate Identification Number of our Company is U74899DL1988PLC032685.

### CHANGES IN OUR REGISTERED OFFICE

The Registered Office of the Company is presently situated at Unit No. 412-413, Best Business Park, Netaji Subhash Place, New Delhi. The Details of the change of Registered Office of the Company are as follows:

S. N.	Date of Change	Shifted From	Shifted to	ROC	Reason of Change
1	March 01, 2021	Unit No 205, 205-A & 205-B, 2nd Floor, Block-C, NDM-2, Plot No D-1,2,3, Netaji Subhash Place, New Delhi, Delhi, India 110034	Unit No. 412-413, 4th Floor, Best Business Park Plot No. P-2, Netaji Subhash Place, Delhi, India 110034	ROC- Delhi & Haryana	Administrative Purpose and better control
2	June 30, 2017	15th Floor, Eros Corporate Tower, Nehru Place, New Delhi, Delhi-110019, India	Unit No 205, 205-A & 205-B, 2nd Floor, Block-C, NDM-2, Plot No D-1,2,3, Netaji Subhash Place, New Delhi, Delhi, India 110034	ROC- Delhi & Haryana	Administrative Purpose and better control
3	March 16, 2015	17, Barakhamba Road, Vijaya Building, LGF-69, New Delhi-110001, India	15th Floor, Eros Corporate Tower, Nehru Place, New Delhi, Delhi-110019, India	ROC- Delhi & Haryana	Administrative Purpose and better control
4	February 14, 2005	F- 236, New Rajinder Nagar, New Delhi-110060, India	17, Barakhamba Road, Vijaya Building, LGF-69, New Delhi-110001, India	ROC- Delhi & Haryana	Administrative Purpose and better control

### CHANGES IN NAME CLAUSE

Date of Amendment	Particular	Reason
July 15, 2024	Change in name of company from “Radiant Innovative Manufacturing Private Limited” to “Radiant Innovative Manufacturing Limited”	Conversion of Company from Private to Public
May 27, 2024	Change in name of company from “Radiant Polymers Private Limited” to “Radiant Innovative Manufacturing Private Limited”	Name Change of Company

## MAIN OBJECTS OF OUR COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake our present activities. The mainobjects of our Company as per the Object Clause of Memorandum of Association of the Company are as under:

- I. Manufacturing and Production:**
  - (A) To manufacture, produce, and supply plastic products through the process of injection molding.
  - (B) To design, develop, and produce molds and tools necessary for plastic injection molding.
- II. Product Development:**
  - (A) To engage in research and development activities related to plastic materials and molding processes.
  - (B) To develop new products and improve existing products through innovation in injection molding techniques.
- III. Sales and Distribution:**
  - (A) To market, sell, and distribute plastic molded products, both domestically and internationally.
  - (B) To establish and operate sales outlets, distribution centers, and warehouses for plastic products.
- IV. Import and Export:**
  - (A) To import raw materials, machinery, and equipment required for the production of plastic injection molded products.
  - (B) To export finished plastic products to international markets.
- V. Consultancy and Technical Services:**
  - (A) To provide consultancy services related to plastic injection molding, including product design, material selection, and process optimization.
  - (B) To offer technical training and support to clients and industry partners.
- VI. Environmental Compliance:**
  - (A) To implement and adhere to environmental standards and practices in the production of plastic products, including recycling and waste management initiatives.
- VII. Investment in Technology:**
  - (A) To invest in advanced machinery, technology, and automation systems to improve efficiency and quality in plastic injection molding processes.
- VIII. Quality Assurance:**
  - (A) To establish and maintain quality control systems to ensure that all products meet industry standards and customer specifications.
- IX. Integration of Stamping and Molding Processes:**
  - (A) To develop and implement integrated manufacturing processes that combine stamping and plastic injection molding in a single production line.
  - (B) To utilize overmolding techniques where stamped metal components are encapsulated or combined with plastic during the injection molding process.
- X. Tool and Die Design:**
  - (A) To design and manufacture stamping dies and molds for the production of metal components used in conjunction with plastic parts.
  - (B) To offer in-house tool and die design services for custom stamping and injection molding projects.
- XI. Product Assembly Operations:**
  - (A) To engage in the assembly of plastic injection molded parts and other components into complete, finished products.
  - (B) To establish in-house assembly lines and systems for efficiently assembling molded parts with metal, electronic, or other components.
- XII. Integration of Multi-Component Products:**
  - (A) To integrate plastic parts with components made from other materials such as metal, electronics, and rubber to create hybrid products.
  - (B) To utilize overmolding and insert molding techniques to combine different components during the injection molding and assembly processes.
- XIII. Automated Assembly Systems:**
  - (A) To design, develop, and implement automated assembly systems, including the use of robotic arms, conveyors, and other automation technologies to improve efficiency and reduce labor costs.
  - (B) To invest in advanced automation equipment for tasks such as part handling, joining, and fastening during product assembly.

#### XIV. Assembly of Complex Products:

- (A) To specialize in the assembly of complex products, including automotive components, consumer electronics, medical devices, and industrial equipment that require precision assembly of multiple molded and non-molded parts.
- (B) To offer assembly services for products requiring electrical, mechanical, or hydraulic integration alongside plastic parts.

#### AMENDMENTS TO THE MOA OF OUR COMPANY SINCE INCORPORATION:

Since incorporation, there has been following amendment made to the MOA of our Company:

Date of Amendment	Particulars of Amendment
January 30, 1989	Alteration in Memorandum of Association due to increase in Authorized share capital. The Authorized Share Capital was increased from existing Rs. 1,00,000 /- to Rs. 5,00,000/-.
February 18, 1991	Alteration in Memorandum of Association due to increase in Authorized share capital. The Authorized Share Capital was increased from existing Rs. 5,00,000 /- to Rs. 10,00,000/-.
March 18, 1997	Alteration in Memorandum of Association due to increase in Authorized share capital. The Authorized Share Capital was increased from existing Rs. 10,00,000/- to Rs. 20,00,000/-.
August 18, 1998	Alteration in Memorandum of Association due to increase in Authorized share capital. The Authorized Share Capital was increased from existing Rs. 20,00,000/- to Rs. 40,00,000/-.
October 12, 2001	Alteration in Memorandum of Association due to increase in Authorized share capital. The Authorized Share Capital was increased from existing Rs. 40,00,000/- to Rs. 50,00,000/-.
March 19, 2008	Alteration in Memorandum of Association due to increase in Authorized share capital. The Authorized Share Capital was increased from existing Rs. 50,00,000/- to Rs. 2,00,00,000/-.
December 10, 2008	Alteration in Memorandum of Association due to increase in Authorized share capital. The Authorized Share Capital was increased from existing Rs. 2,00,00,000/- to Rs. 8,00,00,000/-.
June 14, 2018*	Alteration in Memorandum of Association due to increase in Authorized share capital. The Authorized Share Capital was increased from existing Rs. 8,00,00,000/- to Rs. 10,00,00,000/-.
September 21, 2018	Adoption of Table A of Memorandum of Association (MOA) and deletion of clause III(C) be adopted based on Form in Table A of Schedule I of the Companies Act, 2013
June 01, 2022	Alteration in Memorandum of Association due to increase in Authorized share capital. The Authorized Share Capital was increased from existing Rs. 10,00,00,000/- to Rs. 15,00,00,000/-.
May 10, 2024	Alteration in Memorandum of Association due to increase in Authorized share capital. The Authorized Share Capital was increased from existing Rs. 15,00,00,000/- to Rs. 25,00,00,000/-.
September 23, 2024	Alteration in the Main Object of the Company

\*Pursuant to the NCLTs order dated June 14, 2018, M/s Radiant Complast Private Limited (Transferor) has been merged into our Company (Transferee) and Authorised Share capital has been increased from 8,00,00,000 to 10,00,00,000.

#### KEY EVENTS AND MILESTONES:

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

Year	Particulars
1989	<ul style="list-style-type: none"> <li>Started manufacturing in Sahibabad with expertise in precision gears</li> </ul>

1995	<ul style="list-style-type: none"> <li>• Setup Centralized tool-room in Sahibabad equipped with CAD/CAM facilities and CNC machines.</li> </ul>
2005	<ul style="list-style-type: none"> <li>• Established plant in Rudrapur to target export market</li> <li>• Plant evolved as a specialist manufacturer of safety critical parts for fuel management applications</li> </ul>
2009	<ul style="list-style-type: none"> <li>• Set-up a plant in Bhiwadi to cater to increased demand &amp; capacity requirement for NCR belt</li> <li>• Significant expansion in product portfolio for safety critical applications</li> </ul>
2013	<ul style="list-style-type: none"> <li>• Achieved the sales revenue of Rs. 10,000 Lakhs.</li> </ul>
2014	<ul style="list-style-type: none"> <li>• Set-up of plant in Sanand, Gujarat within 5 months to cater to customers in the upcoming auto hub in 2014</li> </ul>
2018	<ul style="list-style-type: none"> <li>• Achieved the sales revenue of Rs. 20,000 Lakhs.</li> </ul>
2018*	<ul style="list-style-type: none"> <li>• Redeemable Interest Bearing Non-Convertible Debentures was listed and admitted to dealing on the BSE in the list of F Group Debt Instruments.</li> </ul>
2019	<ul style="list-style-type: none"> <li>• Expanded its presence in Gujarat by setting up new plant in Vani in 2019</li> <li>• Expanded tooling &amp; development capability with set-up of tool room in Noida in 2019</li> </ul>
2022	<ul style="list-style-type: none"> <li>• Tools room expansion in greater Noida &amp; die localization to save cost &amp; reduce China dependence</li> </ul>
2023	<ul style="list-style-type: none"> <li>• Fuji Electronics Industries Co. Ltd invests in Radiant &amp; becomes a technical &amp; strategic partner</li> <li>• New factory taken on lease in Sector 80, Noida, Uttar Pradesh to expand its business</li> </ul>
2024	<ul style="list-style-type: none"> <li>• New factory taken on lease in Tamil Nadu to expand its business with customers in the south region</li> </ul>

*\*Redeemable Interest Bearing Non-Convertible Debentures has been redeemed. (For details in relation to this, please refer to the chapters titled “Capital Structure” beginning on page number 61 respectively, of this Draft Red Herring Prospectus).*

## **DETAILS OF BUSINESS OF OUR COMPANY**

Our Company is a plastic technology solution provider that specializes in manufacturing technically complex engineering plastic components and assemblies primarily for the automotive industry. Our company’s core business is manufacturing plastic components and assemblies requiring complex manufacturing technologies like over-molding, welding, precision gears, hybrid plastic-metal parts etc. Our key focus areas are automotive electronics, electric mobility, powertrain, thermal management, sensing and actuation systems.

For detailed information on the business of our Company please refer to “Our Business” beginning on page numbers 135 of this Draft Red Herring Prospectus.

## **HOLDING COMPANY OF OUR COMPANY**

Our company does not have any Holding Company as on the date of filing of this Draft Red Herring Prospectus, for further details, please see “Our Promoter and Promoter Group” on page no. 190 and 194 respectively.

## **SUBSIDIARY COMPANY OF OUR COMPANY**

As on date of this Draft Red Herring Prospectus, our Company does not have any subsidiary company.

## **ASSOCIATE AND JOINT VENTURES OF OUR COMPANY**

Our Company does not have any associate and joint ventures as on the date of this Draft Red Herring Prospectus.

## **OTHER DECLARATIONS AND DISCLOSURES**

Our Company is not a listed entity, and its securities have not been refused listing at any time by any recognized stock exchange in India or abroad. Further, Our Company has not made any Public Issue or Rights Issue (as defined in the SEBI ICDR Regulations) in the past. No action has been taken against Our Company by any Stock Exchange or by SEBI. Our Company is not a sick company within the meaning of the term as defined in the Sick Industrial Companies (Special Provisions) Act, 1985. Our Company is not under winding up nor has received a notice for striking off its name from the relevant Registrar of Companies.



## **FUND RAISING THROUGH EQUITY OR DEBT**

For details in relation to our fund-raising activities through equity and debt, please refer to the chapters titled “*Capital Structure*” beginning on page number 61 respectively, of this Draft Red Herring Prospectus.

## **REVALUATION OF ASSETS**

The details of the revaluation of assets done in the last 10 years are as follows:

- During the financial year 2020-2021, the Company got a revaluation of leasehold land and Freehold land done by an independent registered valuation expert by Rs. (10.38) Lakhs.
- During the financial year 2019-2020, the Company got a revaluation of leasehold land and Freehold land done by an independent registered valuation expert by Rs. 78.34 Lakhs.
- During the financial year 2017-2018, the Company got a revaluation of leasehold land done by an independent registered valuation expert by Rs. 70.41 Lakhs.
- During the financial year 2016-2017, the Company got a revaluation of leasehold land done by an independent registered valuation expert by Rs. 631.74 Lakhs.

## **CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING A MATERIAL EFFECT**

Other than as stated in this draft red herring prospectus, there has been no change in the activities being carried out by our Company during the preceding five years from the date of this draft red herring prospectus which may have a material effect on the profits / loss of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

## **INJUNCTIONS OR RESTRAINING ORDERS**

Our Company is not operating under any injunction or restraining order.

## **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS**

There have been no Defaults or Rescheduling of borrowings with financial institutions/banks in last 3 financial years.

## **STRIKES AND LOCK-OUTS**

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lock-outs. As on the date of this Draft Red Herring Prospectus, our employees are not unionized.

## **TIME AND COST OVERRUNS IN SETTING UP PROJECTS**

As on the date of this Draft Red Herring Prospectus, there have been no time and cost overrun in any of the projects undertaken by our Company.

## **SHAREHOLDERS' AGREEMENT**

Our Company does not have any subsisting shareholders' agreement as on the date of this Draft Red Herring Prospectus.

## **OTHER AGREEMENTS**

Except as disclosed in the title “*Material Contracts and Documents for Inspection*” on page No. 333 as on the date of this Draft Red Herring Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered into more than two years before the date of this Draft Red Herring Prospectus.

## **AGREEMENTS WITH KMP, DIRECTORS, PROMOTERS OR ANY OTHER EMPLOYEE**

As on the date of this Draft Red Herring Prospectus, there are no agreements entered into by our Key Managerial Personnel or Directors or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

## **COLLABORATION AGREEMENT**

For the details, please refer to the chapter titled “Our Business” on page 135 of this Draft Red Herring Prospectus.

Our Company and M/s Fuji Electronics Industries Co. Ltd. entered a Strategic (Technical and Equity) Partnership to grow Mechatronics business in India, signed, June 30, 2023. Fuji Electronics Industries Co. Ltd., established in 1963, brings a wealth of experience in precision manufacturing. Their state-of-the-art factories in Japan utilize full automation for stamping, insert molding, and electronic assembly. Fuji Electronics is a subsidiary of Seikoh Giken, a publicly traded company on the Tokyo Stock Exchange with a global presence. Seikoh Giken operates in diverse sectors including automotive, medical, optical devices, and communication, all leveraging their advanced precision molding technologies.

Through this partnership, Fuji Electronics acquires a 11.64% equity stake in Our Company, solidifying their commitment to the Indian market. This collaboration will empower us to leverage Fuji Electronics' technical expertise and manufacturing capabilities to deliver innovative mechatronics solutions to the Indian market.

## **FINANCIAL PARTNERS**

As on the date of this Draft Red Herring Prospectus, our Company does not have any financial partners.

## **ACQUISITION OF BUSINESS/UNDERTAKINGS**

Pursuant to the NCLTs order dated June 14, 2018, M/s Radiant Complast Private Limited (Transferor) has been merged into our Company i.e., M/s Radiant Polymers Private Limited (now known as Radiant Innovative Manufacturing Limited).

## **DIVESTMENT OF BUSINESS/UNDERTAKING BY COMPANY SINCE INCEPTION YEARS.**

There has been no divestment by the Company of any business or undertaking since inception.

## **NUMBER OF SHAREHOLDER OF OUR COMPANY**

Our Company has 44 shareholders as on date of this Draft Red Herring Prospectus. For further details on the Shareholding Pattern of our Company, please refer to the Chapter titled “*Capital Structure*” beginning on page 61 of this Draft Red Herring Prospectus.

## **DETAILS OF PAST PERFORMANCE**

For details of Change of management, please see chapter titled “*Our Business*” and “*Our History and Certain Corporate Matters*” on page 135 and 170 respectively of this Draft Red Herring Prospectus.

## **DETAILS OF FINANCIAL PERFORMANCE**

For details in relation to our financial performance in the previous three financial years, including details of non-recurring items of income, refer to section titled “*Financial Statements*” beginning on page 198 of this Draft Red Herring Prospectus.

## OUR MANAGEMENT

### BOARD OF DIRECTORS

*As per the Articles of Association of our Company, we are required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors on its Board, subject to provisions of Section 149 of Companies Act, 2013. As on date of this Draft Red Herring Prospectus, our Board consist of Five (5) Directors, out of which Two (2) are Executive Director and three (3) is Non-Executive Director out of which Two (2) Directors are Independent Directors. Mr. Nitin Bahl is Managing Director of the Company.*

S. N.	Name	DIN	Category	Designation
1.	Mr. Nitin Bahl	01121465	Executive	Managing Director & CEO
2.	Mr. Nalin Bahl	00055730	Executive	Director
3.	Mr. Rahul Gupta	00024732	Non-Executive	Director
4.	Mr. Rajeev Kapoor	10177729	Non-Executive	Independent Director
5.	Ms. Pooja Kothari	02292177	Non-Executive	Independent Director

The following table sets forth certain details regarding the members of our Company's Board as on the date of this Draft Red Herring Prospectus:

S. N.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship
1.	<p><b>Mr. Nitin Bahl</b></p> <p><b>Designation:</b> Managing Director and Chief Executive Officer</p> <p><b>Address:</b> H No. 1, Road No. 41, Near Traffic Training Park, Punjabi Bagh West, Punjabi Bagh, West Delhi, Delhi - 110026</p> <p><b>Date of Birth:</b> October 17, 1980</p> <p><b>Education Qualification:</b></p> <ul style="list-style-type: none"> <li>• Post Graduate Diploma in Management</li> <li>• Bachelor of Technology in Mechanical Engineering</li> </ul> <p><b>Professional Experience:</b> - 20 years of experience in manufacturing and automobile industry</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Date of First Appointment:</b> February 15, 2007</p> <p><b>Date of Appointment as MD:</b> March 14, 2024</p> <p><b>DIN:</b> 01121465</p>	43	<p><b>Companies:</b></p> <ol style="list-style-type: none"> <li>1. Suveer Investments Private Limited</li> </ol>

2.	<p><b>Mr. Nalin Bahl</b></p> <p><b>Designation:</b> Director</p> <p><b>Address:</b> H No. 1, Road No. 41, Near Traffic Training Park, Punjabi Bagh West, Punjabi Bagh, West Delhi, Delhi - 110026</p> <p><b>Date of Birth:</b> January 30, 1954</p> <p><b>Education Qualification:</b> Diploma in Business Administration</p> <p><b>Professional Experience:</b> - 36 years in Finance and Administration</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Date of Appointment:</b> August 05, 1988</p> <p><b>DIN:</b> 00055730</p>	70	Nil
3.	<p><b>Mr. Rahul Gupta</b></p> <p><b>Designation:</b> Non-Executive Director</p> <p><b>Address:</b> S/O: Hari Chand Gupta, House No. 42, Near Jiya School, Sector-21B, Faridabad, Faridabad, Haryana - 121001</p> <p><b>Date of Birth:</b> March 14, 1967</p> <p><b>Education Qualification:</b></p> <ul style="list-style-type: none"> <li>• Master of Business Administration</li> <li>• Bachelor of Engineering</li> </ul> <p><b>Professional Experience:</b> 30 years in the field of strategy formulation, long and mid-range planning, culture and business process development</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p> <p><b>Appointed on:</b> July 08, 2024</p> <p><b>DIN:</b> 00024732</p>	57	<p><b>Companies:</b></p> <ol style="list-style-type: none"> <li>1. Kizzy Consulting Private Limited</li> <li>2. Blacklight Studio Works Private Limited</li> <li>3. Iobot Technologies India Private Limited</li> <li>4. Monami Hospitality Private Limited</li> <li>5. Vector Asset Management Private Limited</li> <li>6. Yugo Capital Advisors Private Limited</li> <li>7. Evista Venture Capital Private Limited</li> <li>8. Evista Homes &amp; Resorts Private Limited</li> <li>9. RT Global Infosolutions Private Limited</li> <li>10. SRG Infosolutions Private Limited</li> <li>11. Tricity Technologies Private Limited</li> <li>12. Datair Technology Private Limited</li> <li>13. Providential Platforms Private Limited</li> <li>14. QGI Work Force Development Solutions Private Limited</li> <li>15. Think Right Technologies Private Limited</li> <li>16. KE Healthcare Private Limited</li> <li>17. Aniveg Metals India Private Limited</li> <li>18. Himalayan Creamery Private Limited</li> <li>19. Qai (India) Limited</li> </ol> <p><b>LLPs:</b></p>

			20. Udyat Management LLP 21. Evista Teccon LLP
4.	<p><b>Ms. Pooja Kothari</b></p> <p><b>Designation:</b> Independent Director</p> <p><b>Address:</b> Flat 504 Tower 7 Commonwealth Games Village, Akshardham, Akshardham Temple, Akshardham, Akshardham, Laxmi Nagar, East Delhi, Delhi, 110092</p> <p><b>Date of Birth:</b> September 27, 1976</p> <p><b>Education Qualification:</b> Master of Arts</p> <p><b>Professional Experience:</b> 25 years in the field of business journalism and serial entrepreneurship</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p> <p><b>Appointed on:</b> July 08, 2024</p> <p><b>DIN:</b> 02292177</p>	47	<p><b>Companies:</b></p> <ol style="list-style-type: none"> <li>Star Records Management Private Limited</li> <li>Foodbury Retail Private Limited</li> <li>Autofitech Services Private Limited</li> </ol>
5.	<p><b>Mr. Rajeev Kapoor</b></p> <p><b>Designation:</b> Independent Director</p> <p><b>Address:</b> Y-9, Green Park Main, Hauz Khas, South-West Delhi, Delhi - 110016</p> <p><b>Date of Birth:</b> August 24, 1954</p> <p><b>Education Qualification:</b></p> <ul style="list-style-type: none"> <li>Bachelor of Engineering</li> <li>Master of Business Administration</li> </ul> <p><b>Professional Experience:</b> More than 40 years of experience in Research and Development and Project Management</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p> <p><b>Appointed on:</b> June 08, 2023</p> <p><b>DIN:</b> 10177729</p>	70	Nil

## **BRIEF PROFILE OF THE DIRECTORS OF OUR COMPANY**

**Mr. Nitin Bahl** is the promoter and managing director of the Company. He is an alumnus of IIT Delhi with a B. Tech in Mechanical Engineering and an MBA from IIM Calcutta, possesses over 20 years of experience in the manufacturing and automobile industry. As the Managing Director and Chief Executive Officer, he is entrusted with the responsibility of shaping the group's vision, implementing strategic initiatives, and driving business growth. He oversees the development and execution of long-term strategies, manages key stakeholder relationships, and ensures operational excellence across all business units. Since his first appointment in July 2005, Mr. Bahl has played a key role in fostering innovation, enhancing market competitiveness, and achieving sustainable growth.

**Mr. Nalin Bahl** is a promoter and director of the Company. He holds a Diploma in Business Administration and a bachelor's degree in economics, and brings over 36 years of rich experience in general management and administration. As a director, he plays a major role in managing the company's key supplier relationships, procurement strategy as well as major capital expenditure planning & execution. Since his first appointment as a director and subscriber to the memorandum on August 05, 1988, Mr. Bahl has been instrumental in setting up the organization from scratch, establishing sound financial frameworks and creating efficient operational processes. His experience and leadership have been crucial in driving the company's financial and operational growth.

**Mr. Rahul Gupta** is the Non-Executive Director of our Company. He has been appointed as Non-Executive Director of our Company on July 08, 2024. He has Completed the master's degree in business administration from Kurukshetra University. He has versatile experience of 30 years in the field of strategy formulation, long and mid-range planning, culture and business process development, facilitating and creating global sales organization. Furthermore, He played a crucial role in guiding the Board on financial performance of the company.

He is a founder/Co-Founder in Five Companies. He is also deeply entrenched in the startup world, with over twenty investments in companies across India, US, Australia and Canada. Furthermore. Mr. Rahul is also involved with mentoring and coaching several startups and is associated with entrepreneurs and partners in technology.

**Ms. Pooja Kothari** is an Independent Director of the Company. She has been appointed as Independent Director of the Company from July 08, 2024. She holds a degree in Master of Arts in Economics from Delhi School of Economics, University of Delhi. She has an experience of 25 years in the field of business journalism and serial entrepreneurship. She is involved in reviving business with operational efficiencies and cost rationalizing measure. She assists the board in making equitable decisions.

**Mr. Rajeev Kapoor** is an independent Director of the Company. He is an accomplished professional with a Bachelor of Engineering from IIT Delhi and an MBA in Export Marketing from IIFT (Indian Institute of Foreign Trade), brings over 40 years of experience in Research and Development, Export Marketing, and Project Management. As a director, he leverages his expertise to drive innovation, manage complex projects, and expand market reach. His leadership and strategic vision are pivotal in enhancing the company's growth.

### **Confirmations:**

As on the date of this Draft Red Herring Prospectus:

- a) None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft 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.
- b) 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.
- c) None of our Directors are categorized as a willful defaulter or a fraudulent borrower, as defined under Regulation 2(1) (III) of SEBI (ICDR) Regulation 2018.
- d) None of our Directors are fugitive economic offender as defined under Regulation 2(1)(p) of SEBI (ICDR) Regulation 2018.
- e) None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.

## FAMILY RELATIONSHIP BETWEEN DIRECTORS

Except as stated below, none of the Directors or Director or Key Managerial Personnel or Senior Management of the Company are related to each other as per Section 2(77) of the Companies Act, 2013:

S. N.	Name of Director	Relationship with other director
1.	Nitin Bahl	Son of Mr. Nalin Bahl, Director
2.	Nalin Bahl	Father of Mr. Nitin Bahl, Managing Director

## Details of Borrowing Powers of Directors

Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held on September 23, 2024 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company have been authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 100 crores (Rupees Hundred Crores).

## TERMS AND CONDITIONS OF EMPLOYMENT OF THE DIRECTORS

### i. Executive Directors

<b>Name</b>	<b>Mr. Nitin Bahl</b>
<b>Designation</b>	Managing Director
<b>Period</b>	5 years
<b>Date of appointment as Managing Director</b>	March 14, 2024
<b>Remuneration (F.Y 2023- 2024)</b>	INR 75,60,000 p.a.
<b>Perquisite</b>	NA

<b>Name</b>	<b>Mr. Nalin Bahl</b>
<b>Designation</b>	Director
<b>Period</b>	NA
<b>Date of appointment</b>	August 05, 1988
<b>Remuneration (F.Y 2023- 2024)</b>	INR 75,00,000 p.a.
<b>Perquisite</b>	NA

### ii. Non-Executive Directors

Non-Executive Directors including Independent Directors are not entitled to any remuneration except sitting fees for attending meetings of the Board, or of any committee of the Board. They are entitled to a sitting fee for attending the meeting of the Board and the Committee thereof respectively.

*Note: No portion of the compensation as mentioned above was paid pursuant to a bonus or profit-sharing plan.*

## SHAREHOLDING OF DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a director is not required to hold any shares in our Company to qualify him for the office of the Director of our Company. The following table details the shareholding in our Company of our Directors in their personal capacity, as on the date of this Draft Red Herring Prospectus:

S. N.	Name of the Directors	No. of Equity Shares held	% of pre-issue paid-up Equity Sharecapital in our Company
1.	Mr. Nitin Bahl	53,11,900	34.90%
2.	Mr. Nalin Bahl	30,80,260	20.24%
3.	Mr. Rahul Gupta	9,91,410	6.51%

## **INTEREST OF DIRECTORS**

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances provided to any body's corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the present Issue and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and promoters, pursuant to this Issue. All our directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by the Company with either the Directors himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

### **Interest in promotion of Our Company**

Except Promoters, none of our non-promoter Directors have any interest in the promotion of our Company.

### **Interest in the property of Our Company**

Our directors have no interest in any property acquired by our Company neither in the preceding two years from the date of this Draft Red Herring Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this Draft Red Herring Prospectus. Our directors also do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

### **Interest in the business of Our Company**

Save and except as stated otherwise in Related Party Transaction in the chapter titled "*Financial Information*" beginning on page number 198 of this Draft Red Herring Prospectus, Our Directors do not have any other interests in our Company as on the date of this Draft Red Herring Prospectus. Our directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue, or any such intermediaries registered with SEBI.

### **Details of Service Contracts**

Except a consultancy agreement for the management and strategic consultancy with Mr. Rahul Gupta, Non-Executive Director of the Company, none of our Directors have entered into any service contracts with our Company except for acting in their individual capacity as Director and no benefits are granted upon their termination from employment other than the statutory benefits provided by our Company.



Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of or retirement from employment.

#### **Bonus or Profit-Sharing Plan for the Directors**

There is no bonus or profit-sharing plan for the Directors of our Company.

#### **Contingent and Deferred Compensation Payable to Directors**

No Director has received or is entitled to any contingent or deferred compensation.

#### **Changes in The Board for the Last Three Years**

Save and except as mentioned below, there had been no change in the Directorship during the last three (3) years:

<b>Name of Directors</b>	<b>Date of Event</b>	<b>Reason for Change</b>
Mr. Nitin Bahl	14/03/2024	Appointed as Managing Director
Mr. Rajeev Kapoor	08/06/2024	Appointed as additional director
Mr. Rahul Gupta	08/07/2024	Appointed as director
Ms. Pooja Kothari	08/07/2024	Appointed as additional director
Mr. Rajeev Kapoor	15/07/2024	Appointed as Director
Mr. Pooja Kothari	15/07/2024	Appointed as Director
Mr. Kumud Jayee	25/07/2024	Resigned from Directorship

#### **Management Organizational Structure**

For Management Organizational Structure please refer chapter titled “Our Business” on page number 135 of this Draft Red Herring Prospectus.

#### **CORPORATE GOVERNANCE**

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. As on date of this Draft Red Herring Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors, woman director on our Board, constitution of an Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

## AUDIT COMMITTEE

The Audit Committee was constituted *vide* Board resolution dated September 19, 2024 pursuant to Section 177 of the Companies Act, 2013. As on the date of this Draft Red Herring Prospectus, the Audit Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Rajeev Kapoor	Chairperson	Independent Director
Ms. Pooja Kothari	Member	Independent Director
Mr. Nitin Bahl	Member	Managing Director

Ms. Himanshi Saluja, Company Secretary and Compliance officer of our Company will act as the secretary of the Committee.

### **The scope of Audit Committee shall include but shall not be restricted to the following:**

1. Oversight the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence and performance and effectiveness of audit process.
8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors on any significant findings and follow up thereon.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as

post-audit discussion to ascertain any area of concern.

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
20. Carrying out any other function as it mentioned in the terms of reference of the Audit Committee.

**The Audit Committee enjoys following powers:**

- a) To investigate any activity within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal or other professional advice
- d) To secure attendance of outsiders with relevant expertise if it considers necessary
- e) The audit committee may invite such of the executives as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on the occasions, it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit committee.

**The Audit Committee shall mandatorily review the following information:**

1. Management Discussion and Analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters/letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be minimum of two independent members present.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

**NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on September 19, 2024. As on the date of this Draft Red Herring Prospectus the Nomination and Remuneration Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Rajeev Kapoor	Chairperson	Independent Director
Ms. Pooja Kothari	Member	Independent Director
Mr. Rahul Gupta	Member	Non-Executive Non-Independent Director

Ms. Himanshi Saluja, Company Secretary and Compliance officer of our Company will act as the secretary of the Committee. The role of the Nomination and Remuneration Committee includes, but not restricted to, the following:

1. Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of Board of Directors.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria, laid down, and recommend to the Board of Directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

The Meetings of the Committee shall be held at such regular intervals as may be required. The quorum will be either two members or one third of the members of the Nomination and Remuneration Committee whichever is greater, including at least one independent director.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

#### **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee has been formed by the Board of Directors, at the meeting held on September 19, 2024. As on the date of this Draft Red Herring Prospectus the Stakeholders Relationship Committee comprises of:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. Rahul Gupta	Chairperson	Non-Executive Non-Independent Director
Ms. Pooja Kothari	Member	Independent Director
Mr. Rajeev Kapoor	Member	Independent Director

Ms. Himanshi Saluja, Company Secretary and Compliance officer of our Company will act as the secretary of the Committee. This Committee supervises all grievances of Shareholders and Investors, and its terms of reference include the following:

1. Allotment and listing of our shares in future.
2. Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
3. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
4. Reference to statutory and regulatory authorities regarding investor grievances;
5. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
6. And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

The Stakeholders Relationship Committee is required to meet at least once in a year.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

## INITIAL PUBLIC OFFER COMMITTEE

The Initial Public Offer Committee has been formed by the Board of Directors, at the meeting held on September 19, 2024. As on the date of this Draft Red Herring Prospectus the Initial Public Offer Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Nitin Bahl	Chairperson	Managing Director
Mr. Nalin Bahl	Member	Director
Mr. Rahul Gupta	Member	Non-Executive Non-Independent Director

The Company Secretary and Compliance Officer shall act as the secretary of the IPO Committee.

The terms of reference of the IPO Committee include the following:

1. Approving amendments to the memorandum of association and the articles of association of the Company;
2. Approving all actions required to dematerialize the Equity Shares, including seeking the admission of the Equity Shares into the Central Depository Services (India) Limited (the “CDSL”) and the National Securities Depository Limited (the “NSDL”);
3. Finalizing and arranging for the submission of this DRHP, the RHP, the Prospectus and any amendments, supplements, notices or corrigenda thereto, to appropriate government and regulatory authorities, institutions or bodies; Issuing advertisements as it may deem fit and proper in accordance with Applicable Laws;
4. Approving suitable policies, including on insider trading, whistle blower/vigil mechanism, risk management and other corporate governance requirement that may be considered necessary by the Board or the IPO Committee or as may be required under Applicable Laws in connection with the Issue;
5. Deciding on the size and all other terms and conditions of the Issue and/or the number of Equity Shares to be offered in the Issue.
6. Opening bank accounts, share/securities accounts, escrow or custodian accounts, in India or abroad, in Rupees or in any other currency, in accordance with Applicable Laws;
7. Seeking the listing of the Equity Shares on the Stock Exchanges, submitting listing application to the Stock Exchange and taking all such actions as may be necessary in connection with obtaining such listing, including, without limitation, entering into the listing agreement with the Stock Exchanges;
8. Submitting undertaking/certificates or providing clarifications to the Stock Exchanges;
9. Determining the price band and minimum lot size for the purpose of bidding, any revision to the price band and the final Issue price after bid closure;
10. Determining the Bid/Issue opening and closing dates;
11. Executing and delivering any and all documents, papers or instruments and doing or causing to be done any and all acts, deeds, matters or things as the IPO Committee may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Issue; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing.

### Compliance with SME Listing Regulations

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of BSE.

## KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

<b>Name</b>	: <b>Mr. Nitin Bahl</b>
<b>Designation</b>	: Managing Director and Chief Executive Officer
<b>Date of Appointment as MD</b>	: 14/03/2024
<b>Date of Appointment as CEO</b>	: 01/06/2018
<b>Qualification</b>	: Post Graduate Diploma in Management
<b>Previous Employment</b>	: Not Applicable
<b>Overall Experience</b>	: 20 years of experience in field of manufacturing and Automobile industry
<b>Remuneration paid in F.Y. 2023-24</b>	: Rs. 75,60,000/- per annum

<b>Name</b>	: <b>Mr. Jitendra Kumar Mallick</b>
<b>Designation</b>	: Chief Financial Officer
<b>Date of Appointment</b>	: 01/07/2019
<b>Qualification</b>	: Bachelor of Commerce
<b>Previous Employment</b>	: Not Applicable
<b>Overall Experience</b>	: 25 years of experience in finance and accounting
<b>Remuneration paid in F.Y. 2023-24</b>	: Rs. 20,66,772/- per annum

<b>Name</b>	: <b>Ms. Himanshi Saluja</b>
<b>Designation</b>	: Company Secretary & Compliance Officer
<b>Date of Appointment</b>	: April 02, 2024
<b>Qualification</b>	: Company Secretary from The Institute of Company Secretaries of India.
<b>Previous Employment</b>	: Sesame Schoolhouse Private Limited
<b>Overall Experience</b>	: Having experience of 10 years in Secretarial work.
<b>Remuneration paid in F.Y. 2023-24</b>	: NA*

\*CS Himanshi Saluja was appointed on April 02, 2024 at remuneration of Rs. 4,20,000 p.a.

### We confirm that:

1. All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
2. 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.
3. Except Mr. Nitin Bahl, none of our KMPs are part of the Board of Directors.
4. In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued.
5. 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.
6. Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel.
7. Presently, we do not have Employee Stock Option Plan (ESOP)/ Employee Stock Purchase Scheme (ESPS) for our employees.

### **Family Relationship Between Key Managerial Personnel**

None of our Key Management Personnel are related to each other, within the meaning of section 2(77) of the Companies Act, 2013

### **Shareholding of the Key Managerial Personnel**

Except Mr. Nitin Bahl who holds 53,11,900 equity shares of the Company respectively, none of our Key Managerial Personnel is holding any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

### **Contingent and Deferred Compensation Payable to Key Managerial Personnel**

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

### **Interest of Key Managerial Personnel**

None of our key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to our Company as per the terms of their appointment and reimbursement of expenses incurred by them during the ordinary course of business.

### **Changes in Our Company’s Key Managerial Personnel During the Last three Years**

Following have been the changes in the Key Managerial Personnel during the last three years:

<b>Name of KMP</b>	<b>Date of Event</b>	<b>Reason for Change</b>
Bhairavi Khatri	31/08/2021	Resignation from post of Company Secretary
Yash Garg	03/01/2023	Appointment as Company Secretary
Nitin Bahl	14/03/2024	Appointment as Managing Director
Yash Garg	31/03/2024	Resignation from post of Company Secretary
Himanshi Saluja	02/04/2024	Appointment as Company Secretary

*Note: Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.*

### **Scheme of Employee Stock Options or Employee Stock Purchase**

Our Company does not have any Employee Stock Option Scheme or other similar scheme giving options in our Equity Shares to our employees.

### **Loans to Key Managerial Personnel**

There are no loans outstanding against the key managerial personnel other than the loan mentioned in the chapter – “Restated Financial Statement” page no. 198 of this Draft Red Herring Prospectus.

### **Payment of Benefits to Officers of Our Company (Non-Salary Related)**

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, and the transactions as enumerated in the chapter titled “Financial Information” and the chapter titled “Our Business” beginning on pages 198 and 135 of this Draft Red Herring Prospectus, we have not paid/given any benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Draft Red Herring Prospectus.

## **Retirement Benefits**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company.

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## OUR PROMOTERS


The Promoters of our Company are:

S. N.	Name	Category	No. of Shares
1.	Mr. Nitin Bahl	Individual Promoter	53,11,900
2.	Mr. Nalin Bahl	Individual Promoter	30,80,260

For details of the build-up of our promoter's shareholding in our Company, see section titled "CapitalStructure" beginning on page 61 of this Draft Red Herring Prospectus.

### DETAILS OF OUR INDIVIDUAL PROMOTER

	<p><b>Mr. Nitin Bahl</b> is the promoter and managing director of the Company. He is an alumnus of IIT Delhi with a B. Tech in Mechanical Engineering and an MBA from IIM Calcutta, possesses over 20 years of experience in the Manufacturing and Automobile Industry. As the Managing Director and Chief Executive Officer, he is entrusted with the responsibility of shaping the group's vision, implementing strategic initiatives, and driving business growth. He oversees the development and execution of long-term strategies, manages key stakeholder relationships, and ensures operational excellence across all business units. Since his first appointment in July 2005, Mr. Bahl has played a key role in fostering innovation, enhancing market competitiveness, and achieving sustainable growth.</p>
Particulars	Details
<b>Qualification</b>	Post Graduate Diploma in Management
<b>Age</b>	43 years
<b>Date of Birth</b>	October 17, 1980
<b>PAN</b>	ADBPB3890R
<b>Address</b>	H No. 1, Road No. 41, Near Traffic Training Park, Punjabi Bagh West, Punjabi Bagh, West Delhi, Delhi - 110026
<b>Experience</b>	20 years of experience in field of manufacturing and automobile industry
<b>Occupation</b>	Business
<b>No. of Equity Shares &amp; % Of Shareholding (Pre-Offer)</b>	53,11,900 Equity Share aggregating to 34.90% of Pre-Issue Paid up Share Capital of the Company.
<b>Directorship &amp; Other Ventures</b>	<p><b>Company:</b></p> <ul style="list-style-type: none"> <li>Suveer Investments Private Limited</li> </ul>

	<p><b>Mr. Nalin Bahl</b> is a promoter and director of the Company. He holds a Diploma in Business Administration and a Bachelor's Degree in Economics, and brings over 36 years of rich experience in general management and administration. As a director, he plays a major role in managing the company's key supplier relationships, procurement strategy as well as major capital expenditure planning &amp; execution. Since his first appointment as a director and subscriber to the memorandum on August 05, 1988, Mr. Bahl has been instrumental in setting up the organization from scratch, establishing sound financial frameworks and creating efficient operational processes. His experience and leadership have been crucial in driving the company's financial and operational growth.</p>
Particulars	Details
<b>Qualification</b>	Diploma in Business Management
<b>Age</b>	70 years
<b>Date of Birth</b>	January 30, 1954
<b>PAN</b>	AEDPB4976R

<b>Address</b>	H No. 1, Road No. 41, Near Traffic Training Park, Punjabi Bagh West, Punjabi Bagh, West Delhi, Delhi - 110026
<b>Experience</b>	36 years in finance
<b>Occupation</b>	Business
<b>No. of Equity Shares &amp; % Of Shareholding (Pre-Offer)</b>	30,80,260 Equity Share aggregating to 20.24% of Pre-Issue Paid up Share Capital of the Company.
<b>Directorship &amp; Other Ventures</b>	Nil

*Our Company confirms that the permanent account number, bank account number, Passport number and Aadhar Card of our promoter, shall be submitted to the BSE at the time of filing this Draft Red Herring Prospectus.*

### **Other Disclosures**

The equity share of the company are not listed on any exchange. No action has been taken against the company by any stock Exchange or SEBI.

*For details pertaining to other ventures of our Promoters, refer chapter titled “Our Group Entities” beginning on page no. 195 of this Draft Red Herring Prospectus.*

### **Relationship of Promoters with our Directors**

Our Promoters are part of our board of directors as Managing Directors and/or Directors. Except as disclosed herein, none of our Promoter(s) are related to any of our Company’s Directors within the meaning of Section 2 (77) of the Companies Act, 2013:

<b>Promoter</b>	<b>Director</b>	<b>Relationship</b>
Mr. Nitin Bahl	Mr. Nalin Bahl	Son
Mr. Nalin Bahl	Mr. Nitin Bahl	Father

### **OTHER UNDERTAKINGS AND CONFIRMATIONS**

- Our Company undertakes that the details of Permanent Account Number, Bank Account Number, Aadhar and Passport Number of the Promoters will be submitted to the SME Platform of BSE, where the securities of our Company are proposed to be listed at the time of submission of Draft Red Herring Prospectus.
- Our Promoters have confirmed that they have not been identified as willful defaulters.
- No violations of securities laws have been committed by our Promoters in the past or are currently pending against them. None of our Promoters are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

### **INTEREST OF PROMOTERS**

#### ***Interest in promotion of Our Company***

Our Promoters are interested in the promotion of our Company in their capacity as a shareholder and director as a part of the management of our Company and having significant control over the management and influencing policy decisions of our Company.

#### ***Interest in the property of Our Company***

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 Draft Red Herring Prospectus or proposed to be acquired by us as on date of this Draft Red Herring

Prospectus. For further details of property please refer to Chapter titled “Our Business” beginning on page 135 of this Draft Red Herring Prospectus.

### ***Interest as member of Our Company***

As on the date of this Draft Red Herring Prospectus, Our Promoters hold 83,92,160 Equity Shares aggregating to 55.14% of pre-issue Equity Share Capital in our Company and are therefore interested to the extent of their respective shareholding and the dividend declared, if any, by our Company. Except to the extent of their respective shareholding in our Company and benefits provided to them, our Promoters hold no other interest in our Company.

### ***Interest as Director of our Company***

Except as stated in the “*Related Party Transactions*” under the chapter financial information as restated beginning on page number 198 of the Draft Red Herring Prospectus, our Promoters / Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of our Board or Committees thereof as well as to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of our AOA.

### **Other Ventures of our Promoters**

Save and except as disclosed in the chapters titled “*Our Group Entities*” beginning on page 195 of the Draft Red Herring Prospectus, there are no other ventures of our Promoters in which they have business interests/other interests.

### **Change in the control of Our Company**

Kumud Jayee, an initial shareholder, subscriber, and director of our company, has transferred his shares to the current promoters and has resigned from his position as director. As of the date of this Draft Red Herring Prospectus, Mr. Nitin Bahl and Nalin Bahl are the promoters of our company.

For details regarding the shareholding of our promoters, please refer to chapter titled “Our Promoters” on page no. 190 of this Draft Red Herring Prospectus.

### **Litigation involving our Promoters.**

For details of legal and regulatory proceedings involving our Promoters, please refer chapter titled “*Outstanding Litigation and Material Developments*” beginning on page 255 of this Draft Red Herring Prospectus.

### **Payment of benefits to our Promoters and Promoter Group during the last two years**

Save and except as disclosed under “*Statement of Related Party Transactions*”, under section titled “*Financial Information*” beginning on page number 198 of the Draft Red Herring Prospectus, there has been no Payment or benefit to promoters during the two (2) years preceding the date of filing of this Draft Red Herring Prospectus, nor is there any intention to pay or give any benefit to our Promoters as on the date of this Draft Red Herring Prospectus.

### **Other Confirmations**

As on the date of this Draft Red Herring Prospectus, our Promoters and members of our Promoter Group have not been prohibited by SEBI or any other regulatory or governmental authority from accessing capital markets for any reasons. Further, our Promoters were not and are not promoters or persons in control of any other company that is or has been debarred from accessing the capital markets under any order or direction made by SEBI or any other authority. There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority against our Promoters during the last five (5) years preceding the date of this Draft Red Herring

Prospectus, except as disclosed under chapter titled “*Outstanding Litigation and Material Developments*” beginning on page 255 of this Draft Red Herring Prospectus.

Our Promoters and members of our Promoter Group have neither been declared as a willful defaulter nor as a fugitive economic offender as defined under the SEBI (ICDR) Regulations, and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against our Promoters.

### **Guarantees**

Except as stated in the section titled "*Financial Statements*" beginning on page 198 of this Draft Red Herring Prospectus, there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Red Herring Prospectus.

### **Related Party Transactions**

For details of related party transactions entered into by our Company, please refer to “*Statement of Related Party Transactions*”, under the section titled “*Financial Information*” beginning on page number 198 of the Draft Red Herring Prospectus.

### **Information of our group companies**

For details related to our group companies please refer “*Our Group Entities*” on page no. 195 of this Draft Red Herring Prospectus.

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## OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1) (pp) of SEBI (ICDR) Regulations, 2018 includes the following persons:

### A. Natural Persons who form part of our Promoter Group:

The following natural persons being the immediate relatives of our Promoters in terms of the SEBI (ICDR) Regulations 2018 form part of our Promoter Group:

S. N.	Relationship	Mr. Nitin Bahl	Mr. Nalin Bahl
1.	<b>Father</b>	Nalin Bahl	Late Sh. Om Prakash Bahl
2.	<b>Mother</b>	Pratibha Bahl	Late Smt. Nirmal Bahl
3.	<b>Spouse</b>	Aparna Bahl	Pratibha Bahl
4.	<b>Brother</b>	Kunal Bahl	-
5.	<b>Sister</b>	-	-
6.	<b>Son</b>	Suveer Bahl	Nitin Bahl
		Kaveer Bahl	Kunal Bahl
7.	<b>Daughter</b>	-	-
8.	<b>Spouse Father</b>	Kailash Chandra Anand	Late Sh. Brij Lal Dhal
9.	<b>Spouse Mother</b>	Maya Anand	Late Smt. Phoolrani Dhal
10.	<b>Spouse Brother</b>	-	-
11.	<b>Spouse Sister</b>	Sunanina Tangri	Late Smt. Chanchal Bhatla
		Supriya Luthra	
		Sumedha Rastogi	

### B. Companies, LLPs, Partnership and proprietorship firms forming part of our Promoter Group are as follows:

Relationship with Promoter	Entity
Any company in which 20% or more of the share capital is held by the promoter or an immediate relative of the promoter or a firm or HUF in which the promoter or any one or more of his immediate relatives is a member	1. B2 Capital Partners 2. TC Sponsor & Services LLP 3. Titan Capital Winners Fund I (AIF registered)
Any company in which a company (mentioned above) holds 20% of the total holding	Nil
Any HUF or firm in which the aggregate share of the promoter and his immediate relatives is equal to or more than 20% of the total holding.	1. B2 Capital Partners

## COMMON PURSUITS OF OUR PROMOTERS

None of our promoter group entities have business objects similar to our business. If any conflict of interest arises it may have an adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

## OUR GROUP ENTITIES

As per the Regulation 2 (t) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and on the basis of Accounting Standard (AS) 21 (Consolidated Financial Statements) below mention are the details of Companies / Entities are the part of our group entities. No equity shares of our group entities are listed on any of the stock exchange, and they have not made any public or rights issue of securities in the preceding three years.

The Group Companies of our Company are as follows: N.A.

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## **RELATED PARTY TRANSACTION**

For details on related party transaction of our Company, please refer to Note: 35 of Restated Financial statement beginning on page 198 of this Draft Red Herring Prospectus.

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## **DIVIDEND POLICY**

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors, under the Companies Act, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the -record date are entitled to be paid the dividend declared by our Company.

Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

We have not declared any dividend in preceding 10 Financial Year.

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## SECTION VI - FINANCIAL INFORMATION

### FINANCIAL STATEMENTS AS RESTATED

#### INDEPENDENT AUDITORS' REPORT ON RESTATED FINANCIAL STATEMENTS

To,  
**The Board of Directors,**  
**RADIANT INNOVATIVE MANUFACTURING LIMITED**

(Formerly known as Radiant Polymers Private Limited)

Unit No 412-413, Fourth Floor, Best Business Park,

Plot No. P-2, Netaji Subhash Place,

New Delhi – 110034.

Dear Sirs,

We have examined the attached Restated Financial Information of **Radiant Innovative Manufacturing Limited** and hereinafter referred to as ("the Company") comprising the Restated Statement of Assets and Liabilities as at 31st March, 2024, 31st March, 2023 and 31st March 2022, the Restated Statement of Profit & Loss including Other Comprehensive Income, Restated Statement of Changes in Equity and Restated Statement of Cash Flow for the year ended on 31st March, 2024, 31st March 2023 and 31st March 2022 and the summary statement of significant accounting policies, and other explanatory information (collectively, the "Restated Financial Information").

The attached Restated Financial Information are approved by the Board of Directors of the Company in their meeting on September 19, 2024 for the purpose of inclusion in the Prospectus prepared by the Company in terms of requirement of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rule 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the 'SEBI Regulations'), the Guidance Note on 'Reports in Company's Prospectus (Revised)' issued by the Institute of Chartered Accountants of India ("ICAI") to the extent applicable ("Guidance Note"), and in terms of our engagement agreed with you, in connection with the proposed Initial Public Offer ("IPO") of the Company.

- 1) The Restated Financial Information have been compiled by the management from:
  - a) The audited Ind AS financial statements of the Company for the year ended 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022 that have been audited by M/s. Deloitte Haskins and Sells LLP as statutory auditors of the Company and have been approved by the Board of Directors at their respective meetings held on April 30, 2024, August 17, 2023, September 17, 2022, and the statutory auditors have issued unqualified reports for these years.

The books of accounts underlying those financial statements and other records of the Company, to the extent considered necessary for the preparation of the Restated Financial Information, are the responsibility of the Company's Management.

- 2) In accordance with the requirement of Section 26 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules 2014, the SEBI Regulations, and the Guidance Note, as amended from time to time and in terms of our engagement agreed with you, we further report that:
  - i) The Restated Statement of Assets and Liabilities as at March 31, 2024, 2023 and 2022 examined by us, as set out under Annexure-I to this report, read with the 'Basis of Preparation and Significant Accounting Policies of the Restated Financial Statements' are after making such adjustments and regrouping/reclassification as in our opinion were appropriate. As a result of these adjustments, the amounts reporting in the above-mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.
  - ii) The Restated Statement of Profit and Loss of the Company for the year ended March 31, 2024, 2023 and 2022 examined by us, as set out under Annexure -II to this report, read with the 'Basis of Preparation and Significant Accounting Policies of the Restated Financial Statements' are after making such adjustments and regrouping/re-classification as in our opinion were appropriate. As a result of these adjustments, the amounts reporting in the above-mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.
  - iii) The Restated Statement of Changes in Equity of the Company for the year ended March 31, 2024, 2023 and 2022 examined by us, as set out under Annexure -III to this report, read with the 'Basis of Preparation and Significant Accounting Policies of the Restated Financial Statements' are after making such adjustments and regrouping/reclassification as in our opinion were appropriate. As a result of these adjustments, the amounts reporting in the above-mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.

- iv) The Restated Statement of Cash flows of the Company for the year ended March 31, 2024, 2023 and 2022 examined by us, as set out under Annexure -IV to this report, read with the 'Basis of Preparation and Significant Accounting Policies of the Restated Financial Statements are after making such adjustments and regrouping/reclassification as in our opinion were appropriate. As a result of these adjustments, the amounts reporting in the above-mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.
- 3) Based on the above, and to the best of our information and according to the explanation given to us, we are of the opinion that Restated Financial Information:
- a) has been prepared after incorporating adjustments for the change in accounting policies, material errors and regrouping / reclassifications retrospectively in the financial year ended March 31, 2022 and March 31, 2023 to reflect the same accounting treatment as per the accounting policies and group / classifications followed for the year ended March 31, 2024.
- b) Have been made after incorporating adjustments for prior period and other material amounts in the respective financial years to which they relate and there are no qualifications which require adjustments.
- c) Do not contain any exceptional items that need to be disclosed separately other than those presented in the Restated Financial Information and do not contain any qualification requiring adjustments.
- d) During the financial years 2023-2024, following the approval of shareholders on March 14, 2024, the company initiated the process of sub-dividing its equity shares from a face value of Rs. 100 each to Rs. 10 each. The Ministry of Corporate Affairs approved Form SH-07 after March 31, 2024, and the company has commenced corporate actions to implement this sub-division. These restated Financial Statements presented are based on the original face value of the shares and do not reflect the impact of the sub-division.
- 4) We, B. Chhawchharia & Co., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI.
- 5) 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
- 6) This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as an opinion on any of the Financial Information referred to herein.
- 7) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- 8) In our opinion, the above Restated Financial Information contained in Annexure I to IV to this report read along with the Basis of Preparation and Significant Accounting policies after making adjustments and regrouping/re-classification as considered appropriate and have been prepared in accordance with the provisions of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014, to the extent applicable, the SEBI Regulations, the Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement agreed with you.
- 9) Our report is intended solely for use of the Management and for inclusion in the offer documents in connection with the proposed issue of equity shares of the Company and is not to be used, referred to or distributed for any other purpose except with our prior written consent.

Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **B. CHHAWCHHARIA & CO.**

*Chartered Accountant*

Firm Registration No: 305123E

Sd/-

Abhishek Gupta

Partner

Membership No. 529082

Place: New Delhi

Date: September 19, 2024

UDIN: 24529082BKCCJG7532

**RESTATED STATEMENT OF ASSETS AND LIABILITIES**
**Annexure I**
**(Rs. in Lakhs)**

	Particulars	Notes	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
	<b>ASSETS</b>				
<b>(1)</b>	<b>Non-current assets</b>				
(a)	Property, Plant and Equipment	2(a)	5,241.46	4,906.20	4,924.81
(b)	Right of use asset	3	2,459.89	1,908.09	1,904.52
(c)	Capital work-in-progress	2(b)	163.34	59.00	9.86
(d)	Other Intangible assets	4	10.73	7.24	7.65
(e)	Intangible assets under development	2(c)	9.90	5.40	-
(f)	Financial Assets				
	Other financial assets	5(a)	202.17	118.05	253.75
(g)	Deferred Tax Assets	6	237.90	579.95	643.58
(h)	Income Tax Assets (net)	7	129.86	111.79	79.21
(i)	Other Non-Current Assets	8(a)	273.45	86.76	84.90
	<b>Total Non-Current Assets</b>		<b>8,728.70</b>	<b>7,782.48</b>	<b>7,908.28</b>
<b>(2)</b>	<b>Current assets</b>				
(a)	Inventories	9	2,768.25	2,368.30	2,158.77
(b)	Financial Assets				
	(i) Trade Receivables	10	2,714.80	3,040.35	2,622.98
	(ii) Cash and cash equivalents	11(a)	231.10	97.32	337.92
	(iii) Bank balances other than (ii) above	11(b)	1,304.74	-	40.66
	(iv) Other financial assets	5(b)	0.78	2.48	8.71
(c)	Other Current Assets	8(b)	912.28	357.00	240.48
	<b>Total Current Assets</b>		<b>7,931.95</b>	<b>5,865.45</b>	<b>5,409.52</b>
	<b>Total Assets</b>		<b>16,660.65</b>	<b>13,647.93</b>	<b>13,317.80</b>
	<b>EQUITY AND LIABILITIES</b>				
<b>(1)</b>	<b>Equity</b>				
(a)	Equity Share capital	12	1,421.84	1,244.63	945.92
(b)	Other equity	13	5,436.56	3,340.17	(1,450.53)
	<b>Total Equity</b>		<b>6,858.40</b>	<b>4,584.80</b>	<b>(504.61)</b>
<b>(2)</b>	<b>Liabilities</b>				
	<b>Non-Current Liabilities</b>				
(a)	Financial Liabilities				
	(i) Borrowings	14	2,032.32	2,705.04	6,859.70
	(ii) Lease Liability	3	467.84	79.94	54.58
	(iii) Other financial liabilities	15(a)	0.41	-	499.18
(b)	Provision	16(a)	571.28	491.93	1,486.51
	<b>Total Non-Current Liabilities</b>		<b>3,071.85</b>	<b>3,276.91</b>	<b>8,899.97</b>
<b>(3)</b>	<b>Current Liabilities</b>				
(a)	Financial Liabilities				
	(i) Borrowings	17	1,732.34	1,350.20	625.00
	(ii) Lease Liability	3	238.38	42.76	44.67
	(iii) Trade Payables	18			
	- total outstanding dues of micro enterprises and small enterprises; and		75.93	85.45	74.29
	- total outstanding dues of creditors other than micro enterprises and small enterprises		3,547.88	3,419.14	3,600.41
	(iv) Other financial liabilities	15(b)	230.68	366.08	292.73
(b)	Other Current Liabilities	19	857.53	483.93	254.72
(c)	Provisions	16(b)	47.66	38.67	30.62
	<b>TOTAL</b>		<b>6,730.40</b>	<b>5,786.23</b>	<b>4,922.44</b>
	<b>Total Liabilities</b>		<b>9,802.25</b>	<b>9,063.14</b>	<b>13,822.41</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>16,660.65</b>	<b>13,647.93</b>	<b>13,317.80</b>

**RESTATED STATEMENT OF PROFIT AND LOSS**
**Annexure II**  
**(Rupees in Lakhs)**

Particulars		Note No.	For the Year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
<b>I</b>	Revenue from Operations	20	21,531.39	20,327.79	16,681.98
<b>II</b>	Other Income	21	131.41	87.41	144.27
<b>III</b>	<b>Total Income (I + II)</b>		<b>21,662.80</b>	<b>20,415.20</b>	<b>16,826.25</b>
<b>IV</b>	<b>Expenses:</b>				
	(a) Cost of Material Consumed	22	12,613.67	12,250.59	9,736.89
	(b) Changes in inventories of finished goods, stock-in-trade and work in progress	23	(350.41)	(102.30)	170.62
	(c) Employee benefits expense	24	2,747.43	2,409.56	2,171.16
	(d) Finance costs	25	630.52	1,123.70	1,394.81
	(e) Depreciation and amortisation expense	26	772.56	663.15	649.37
	(f) Other expenses	27	4,085.56	3,661.10	2,802.29
	<b>Total expenses (IV)</b>		<b>20,499.33</b>	<b>20,005.80</b>	<b>16,925.14</b>
<b>V</b>	<b>Restated profit/(loss) Before Tax (III + IV)</b>		1,163.47	409.40	(98.89)
<b>VI</b>	<b>Tax expense:</b>				
	(a) Current Tax	28.2	-	-	-
	(b) Deferred tax charge/ (credit)	28.2	348.00	65.87	102.80
	<b>Total tax expense</b>		<b>348.00</b>	<b>65.87</b>	<b>102.80</b>
<b>VII</b>	<b>Restated profit after tax (VII - VIII)</b>		<b>815.47</b>	<b>343.53</b>	<b>-201.69</b>
<b>VIII</b>	<b>Restated other comprehensive income (OCI)</b>				
	(i) Items that will not be reclassified to profit or loss				
	Changes in Revaluation Surplus (net)		-	-	-
	Remeasurements of the defined benefit liabilities		(21.39)	(8.05)	21.52
	Income tax relating to items that will not be reclassified to profit or loss	28.3	5.95	2.24	(5.60)
	<b>Total other comprehensive income</b>		<b>(15.44)</b>	<b>(5.81)</b>	<b>15.92</b>
<b>IX</b>	<b>Total restated comprehensive income (VII)+(VIII)</b>		<b>800.03</b>	<b>337.72</b>	<b>-185.77</b>
<b>X</b>	<b>Earnings Per Share (of Rs. 100 each):</b>	30			
	(a) Basic		59.44	33.76	-63.22
	(b) Diluted		59.44	33.76	-63.22

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## RESTATED STATEMENT OF CASH FLOWS

**Annexure III**  
**(Rupees in Lakhs)**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>A. Cash flow from operating activities</b>			
Restated profit/ (loss) before tax	1,163.47	409.40	(98.89)
Adjustments for:			
Depreciation and amortisation on property, plant and equipment and intangible assets	613.02	581.40	577.85
Depreciation of Right of use assets	159.54	81.75	71.52
Profit/ (loss) on sale/discard of property, plant and equipment	11.36	(17.30)	(30.92)
Finance Costs	630.52	1,123.70	1,394.81
Interest income	(77.35)	(23.23)	(23.23)
Provision for doubtful trade receivables / bad trade receivables written off	-	4.70	38.61
Provision for Employee Benefits	66.95	43.44	36.04
Net foreign exchange (gain)/loss	-	(5.11)	(6.03)
Liabilities / provisions no longer required written back	(35.36)	(24.09)	(76.36)
Operating profit before working capital changes	<b>2,532.15</b>	<b>2,174.67</b>	<b>1,883.40</b>
Changes in working capital:			
Adjustments for (increase) / decrease in operating assets:			
Inventories	(399.94)	(209.53)	383.73
Trade receivables	325.55	(414.01)	(464.89)
Other non-current financial assets	(70.83)	115.73	(16.66)
Other current financial assets	1.70	6.22	9.10
Other current assets	(555.29)	(116.52)	222.04
Other non-current assets	(31.64)	0.14	(0.57)
Adjustments for increase / (decrease) in operating liabilities:			
Trade payables	154.58	(148.96)	(521.76)
Other non-current financial liabilities	-	-	-
Other current financial liabilities	-	-	-
Other current liabilities	373.59	229.21	26.14
<b>Cash generated from operations</b>	<b>2,329.87</b>	<b>1,636.93</b>	<b>1,520.53</b>
Income taxes (paid) / Refund	(18.07)	11.57	(23.60)
<b>Net cash flow from operating activities (A)</b>	<b>2,311.80</b>	<b>1,648.50</b>	<b>1,496.93</b>
<b>B. Cash flow (used) in investing activities</b>			
Capital expenditure on property, plant and equipment (adjusted for suppliers payable and capital work-In-progress including capital advances)	(1,386.84)	(586.18)	(568.22)
Proceeds from sale of property, plant and equipment	24.45	57.93	84.13
Bank Balances not considered as Cash & cash equivalents	(1,304.74)	38.18	20.54
Interest received	64.04	45.68	19.10
<b>Net cash flow (used) in investing activities (B)</b>	<b>(2,603.09)</b>	<b>(444.39)</b>	<b>(444.45)</b>
<b>C. Cash flow from/(used) in financing activities</b>			
Proceeds from long-term borrowings	502.81	3,720.00	-
Proceeds from Short-term borrowings	-	448.44	-
Proceeds from issue of share capital	1,522.24	4,647.94	-
Repayment of debentures	-	(7,626.00)	-
Repayment of long-term borrowing	(956.72)	-	-
Repayment of short-term borrowing	(4.46)	-	-

Repayment of lease liabilities and Interest	(127.82)	(61.87)	(36.45)
Finance costs paid	(510.98)	(2,573.23)	(821.40)
<b>Net cash flow from/ (used) in financing activities (C)</b>	<b>425.07</b>	<b>(1,444.71)</b>	<b>(857.86)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	133.77	(240.60)	194.62
Cash and cash equivalents at the beginning of the year	97.32	337.92	143.30
<b>Cash and cash equivalents at the end of the year</b>	<b>231.10</b>	<b>97.32</b>	<b>337.92</b>

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**RESTATED STATEMENT OF CHANGES IN EQUITY**
**ANNEXURE IV**
**a. Equity share capital**

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Amount
<b>Balance as at March 31, 2021</b>	<b>228.44</b>
Changes in equity share capital during the year	
-Changes in equity share capital due to prior period errors	-
-Changes in equity share capital during the current year	717.48
<b>Balance as at March 31, 2022</b>	<b>945.92</b>
Changes in equity share capital during the year	
-Changes in equity share capital due to prior period errors	-
-Changes in equity share capital during the current year	298.71
<b>Balance as at March 31, 2023</b>	<b>1,244.63</b>
Changes in equity share capital during the year	
-Changes in equity share capital due to prior period errors	-
-Changes in equity share capital during the current year	177.21
<b>Balance as at March 31, 2024</b>	<b>1,421.84</b>

**b. Other equity**

(Rupees in Lakhs)

Particulars	Other equity					Total
	Reserves and surplus			Equity Component of Debt Instrument	Items of other Comprehensive income	
	Securities premium account	Capital Reserve	Surplus in Statement of Profit and Loss			
<b>Balance as at March 31, 2021</b>	<b>145.95</b>	<b>75.87</b>	<b>(3,025.53)</b>	<b>254.79</b>	<b>1,502.77</b>	<b>(1,046.15)</b>
1. Restated profit/(loss) for the year	-	-	(201.69)	-	-	(201.69)
2. Revaluation reserve - Freehold land	-	-	-	-	-	-
3. Revaluation of ROU - Leasehold land	-	-	-	-	-	-
4. Remeasurements of the defined benefit liabilities	-	-	21.52	-	-	21.52
5. Income tax relating to items that will not be reclassified to profit or loss	-	-	(5.60)	-	-	(5.60)
6. Conversion of Debt Instrument to Equity share capital	-	-	-	(218.60)	-	(218.60)
Total comprehensive income/(Loss) for the year	-	-	(185.77)	(218.60)	-	(404.37)
Fair Valuation of Debt Instrument	-	-	-	-	-	-
<b>Balance as at March 31, 2022</b>	<b>145.95</b>	<b>75.87</b>	<b>(3,211.30)</b>	<b>36.19</b>	<b>1,502.77</b>	<b>(1,450.51)</b>
1. Restated profit for the year	-	-	343.53	-	-	343.53
2. Remeasurements of the defined benefit liabilities	-	-	(8.05)	-	-	(8.05)
3. Income tax relating to items that will not be reclassified to profit or loss	-	-	2.24	-	-	2.24
4. Security premium on issue of equity shares during the year	4,349.23	-	-	-	-	4,349.23
Total comprehensive income for the year	4,349.23	-	337.72	-	-	4,686.95

Equity Component on loan from related party during the year				103.74		103.74
<b>Balance as at March 31, 2023</b>	<b>4,495.18</b>	<b>75.87</b>	<b>(2,873.59)</b>	<b>139.93</b>	<b>1,502.77</b>	<b>3,340.17</b>
1. Restated profit for the year	-	-	815.47	-	-	815.47
2. Remeasurements of the defined benefit liabilities	-	-	(21.39)	-	-	(21.39)
3. Income tax relating to items that will not be reclassified to profit or loss	-	-	5.95	-	-	5.95
4. Security premium on issue of equity shares during the year	1,345.03	-	-	-	-	1,345.03
Total comprehensive income for the year	1,345.03	-	800.03	-	-	2,145.06
Equity Component on loan from related party during the year	-	-	-	(48.66)	-	(48.66)
<b>Balance as at March 31, 2024</b>	<b>5,840.21</b>	<b>75.87</b>	<b>(2,073.57)</b>	<b>91.27</b>	<b>1,502.77</b>	<b>5,436.56</b>

## NOTES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS

### ANNEXURE-V

#### Note 1 - GENERAL INFORMATION AND MATERIAL ACCOUNTING POLICIES, RECONCILIATION OF NET PROFIT/ (LOSS) AND RECONCILIATION OF NETWORTH

##### A - General information

RADIANT INNOVATIVE MANUFACTURING LIMITED (Formerly known as Radiant Polymers Private Limited) (“the Company”) is a limited Company domiciled and incorporated in India. The registered office of the Company is situated at Unit No 412-413, Fourth Floor, Best Business Park, Plot No. P-2, Netaji Subhash Place New Delhi – 110034.

The principal business activity of the Company is Manufacturing of Plastic Automotive Parts & Machined Moulds & Dies. The Company has its presence in the States of Delhi, Uttar Pradesh, Uttarakhand, and Gujarat.

##### B - Basis of preparation and presentation

The Restated Financial Information of the Company comprises of Restated Ind AS Statement of Assets and Liabilities as at March 31, 2024, 2023 and 2022 and the related Restated Ind AS Statement of Profit and Loss (including other comprehensive income), the Restated Ind AS Cash Flow Statement, Restated Summary of Statement of Changes in Equity, and the Significant Accounting Policies and explanatory notes for the year ended March 31, 2024, 2023 and 2022.

The above Restated Financial Information has been prepared by the Management of the Company under Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and other relevant provisions of the Act, to the extent applicable, in connection with the proposed listing of equity shares of the Company by way of Initial Public Offering (“IPO”) under SME platform, to be filed by the Company with the Securities and Exchange Board of India, and the concerned Stock Exchange in accordance with the requirements of:

- i) Section 26 of Part I of Chapter III of the Companies Act, 2013 (“the Act”);
- ii) relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, issued by the Securities and Exchange Board of India ('SEBI'), as amended, in pursuance of the Securities and Exchange Board of India Act, 1992; and
- iii) Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ('ICAI').

The restated financial statements have been prepared to comply in all material aspects with the Indian Accounting Standard (Ind AS) notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions (the '2013 Act').

"The restated financial statements have been prepared on the historical cost basis except for certain financial instruments and lands that are measured at fair values, done by registered independent valuer, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between



market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

All Assets and liabilities have been classified as current or non-current according to the Company's operating cycle and other criteria set out in the Companies Act, 2013. Based on value of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months.

## **C - Material Accounting Policies Information**

### **I. Revenue recognition**

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities, as described below. The Company bases its estimate of return on historical results, taking into consideration the type of customers, the type of transactions and the specifics of each arrangement.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

#### a) Sale of goods

Revenue from sale of goods is recognised at the point of time when the Company satisfies performance obligation(s) by transferring control of the promised goods to its customers.

#### b) Rendering of services

Revenue from a contract to provide services is recognised over the period by reference to the stage of completion of the contract.

#### c) Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount can be reliably measured. Such income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

### **II. Property, Plant and Equipment**

i. Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any.

With effect from April 1, 2019 the Company had changed its accounting policy of measuring Land(s) (Class of Property, Plant & Equipment) including Leasehold Land(s) from Cost model to Revaluation model. The Management is of view that the Revaluation model provides more reliable and relevant information as it presents fair value of land(s) as at the reporting date to the users of the financial statements. Revaluation will be done every 3-5 years unless items in a particular class experience significant change necessitating annual revaluation

All other items of property, plant and equipment have been carried at the previous carrying value as at 01 April, 2016, as its deemed cost. Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition or construction. All upgradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits. An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the restated statement of profit and loss. Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning. Items of property, plant and equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of the assets after commissioning, less its residual value, over their useful life."

#### ii. Capital work-in-progress

Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

### **III. Intangible assets:**

i. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised over the respective useful lives on a straight-line basis from the date they are available for use. The estimated useful life of an intangible asset is based on a number of factors including the effect of obsolescence, demand, competition and other economic factors (such as stability of the industry and known technological advancement) and the level of maintenance expenditures required to obtain the expected future cash flows from the assets.

The Company has elected to continue with the carrying value of all of its intangibles assets recognised as on April 01, 2016 measured as per the previous GAAP and use that carrying value as its deemed cost as of transition date.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

An intangible asset is derecognised on disposal or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

#### **IV. A. Depreciation / Amortisation**

i. The Company is following the straight-line method of depreciation.

ii. Depreciation/amortisation on all Tangible/Intangible assets is provided on the basis of estimated useful life and residual value determined by the management based on a technical evaluation considering nature of asset, past experience, estimated usage of the asset etc., as given below:

<b>Asset</b>	<b>Useful Life (in years)</b>
Factory Buildings	30
Plant and Machinery (including Mould, Tools & dies)	3-15
Furniture and Fixtures	8-10
Vehicles	5-10
Electrical Installation & Fittings	10
Office Equipments	5
Computer Hardware	3

iii. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value (not more than 5%).

iv. Software is amortised over 3 years, depending on its estimated useful life, on straight line basis.

#### **B. Impairment**

##### **(i). Financial assets**

The Company recognizes loss allowances using the expected credit loss for the financial assets which are not measured at fair value through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime expected credit loss.

##### **(ii). Non - financial assets**

##### **Tangible and intangible assets**

Property, plant and equipment and intangible assets are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit or loss. The Company review/assess at each reporting date if there is any indication that an asset may be impaired.

#### **V. Foreign Currency Transactions:**

Transactions in foreign currency are recorded on initial recognition at the exchange rate prevailing at the time of transaction. Monetary items (i.e. receivables, payables, loans etc.) denominated in foreign currency are reported using the closing exchange

rate on each balance sheet date.

The exchange differences arising on the settlement of monetary items or on reporting these items at rates different from rates at which these were initially recorded / reported in previous financial statements are recognised as income / expense in the period in which they arise.

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (i.e. "the functional currency"). The restated financial statements are presented in Indian Rupees (INR/Rs), the national currency of Republic of India, which is the Company's functional and presentation currency.

## VI. Financial Instruments

### Initial recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of financial asset or financial liabilities, as appropriate, on initial recognition. However, trade receivables that do not contain a significant financing component are measured at transaction price.

### Subsequent measurement

**(i) Financial assets carried at amortised cost:** A financial asset is subsequently measured at amortised cost if it is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(ii) Financial assets carried at fair value through other comprehensive income (FVTOCI):** A financial asset is subsequently measured at FVTOCI if it is held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.

**(iii) Financial assets carried at fair value through profit or loss (FVTPL):** A financial asset which is not classified in any of the above categories are subsequently measured at fair value through profit or loss.

**(iv) Financial liabilities:** Financial liabilities are subsequently measured at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**(v) Compound Financial Instruments:** The component parts of compound financial instruments (Borrowings from related party) issued by the Company are classified separately as financial liability and equity in accordance with the substance of the contractual arrangements and the definition of a financial liability and an equity instruments. At the time of such borrowing from the related parties, the fair value of the liability component is estimated using the prevailing market interest rate for similar instruments this amount is recognised as a liability on an amortized cost basis using the effective interest method until extinguishes upon prepayment. The equity component classified as equity is determined by directing the amount of the liability component from the fair value of compound financial instruments as a whole this is recognised and involved in equity and is not subsequently remeasured. Such equity portion classified as equity will remain in equity until repaid, upon the payment such amount will be transferred to the other component of equity.

## VII. Cash & Cash Equivalents

Cash & Cash Equivalent in the balance sheet comprise cash at banks and in hand and short term deposits with an original maturity of 3 months or less.

## VIII. Inventories

Inventories are valued at lower of cost and net realisable value. Cost of inventories includes all costs incurred in bringing the inventories to their present location and condition.

Work in progress on works contracts, awaiting billing is valued at proportionate contract value.

The bases of determining costs for various categories of inventories are as follows:-

Raw material and components	-First In First Out (FIFO) Basis (valued at cost)
Work in progress and finished goods	-Material cost plus appropriate share of labour and other overheads
Work in progress at works contracts	-Material cost, direct labour and other direct expenses.

## **IX. Employee Benefits**

### Short Term employee benefits

Liabilities for wages, salaries and other employee benefits that are expected to be settled within twelve months of rendering the service by the employees are classified as short term employee benefits. Such short-term employee benefits are measured at the amounts expected to be paid when the liabilities are settled.

### Post-employment benefits

#### (a) Defined contribution plans

The Company pays provident fund contribution to publicly administered provident funds as per the local regulations. The contributions are accounted for as defined contribution plans and are recognised as employee benefit expense when they are due.

#### (b) Defined benefit plans

The liabilities recognised in the balance sheet in respect of defined benefit plan, namely gratuity and leave pay, are the present value of the defined benefit obligation at the end of the year less the fair value of plan assets, if any. The defined benefit obligation is calculated by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in the retained earnings in the statement of changes in equity and in the balance sheet.

## **X. Contingent liabilities and provisions**

Contingent liabilities are disclosed after evaluation of the facts and legal aspects of the matter involved, in line with the provisions of Ind AS 37. The Company records a liability for any claims where a potential loss probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosures in the financial statements but does not record a liability in its restated financial statements unless the loss becomes probable.

Provisions are recognised when the Company has a legal / constructive obligation as a result of a past event, for which it is probable that a cash outflow may be required, and a reliable estimate can be made of the amount of the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

## **XI. Leases**

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

As per option available in Para 35 of Ind AS 116 “Leases”, The Company has decided that revaluation will be done every 3-5 years unless items in a particular class experience significant change necessitating annual revaluation.

## **XII. Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets which are assets that are necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use of sale. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

## **XIII. Earnings per share**

Basic earnings / (loss) per share is calculated by dividing the net profit / (loss) for the current year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average share considered for calculating basic earnings / (loss) per share, and also the weighted average number of shares, which would have been issued on the conversion of all dilutive potential equity shares. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate.

## **XIV. Income taxes**

Income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss i.e. in other comprehensive income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the reporting date. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

## **D. Significant accounting judgements, estimates and assumptions**

The preparation of the financial statements in conformity with recognition and measurement principles of Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including

contingent liabilities) and the reported income and expenses during the year. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which estimates are revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. The following are the key assumptions concerning the future, and other sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in future are:

(i) Defined benefit plans/other Long term employee benefits: The cost of the defined benefit plans and other long term employee benefit plans are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These includes the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to these assumptions. All assumptions are reviewed by the Company at each reporting date. The parameters must be subject to change in the discount rate. The management considers the interest rate of the government securities based on the expected settlement period of various plans.

(ii) Taxes: Uncertainty exists with respect to interpretation of complex tax regulations, changes in tax laws and the amount and timing of future taxable income. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors such as experience of previous tax auditors and responsible tax authority. Such differences in interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the Company. In assessing the recoverability of deferred tax assets, management considers whether it is probable that taxable profit will be available against which the losses can be utilised. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible.

## RECONCILIATION OF RECONCILIATION OF NETWORTH AND NETPROFIT/ (LOSS)

### 1. Material Regrouping

Appropriate adjustments have been made in the restated Standalone financial statements of Assets and Liabilities, Profit and Losses and Cash Flows, whenever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

### 2. Material Adjustments

(i) The Summary restatement made in the Audited Standalone Financial Statements for the respective years and its impact on the Equity/Net worth of the Company is as follows:

*(All amounts in Indian Rupees in Lakhs, unless otherwise stated)*

Reconciliation of Restated Equity/ Net worth	For the year ended March 31,		
	2024	2023	2022
Equity / Net worth as per Audited Financial Statements	6,858.40	4,583.91	(520.94)
Add/(Less): Adjustment on account of:			
Opening Balance of adjustments	0.88	16.33	32.40
1) Expenses of Prior Period	0.73	15.25	(11.39)
2) Provision for doubtful trade receivables (net)	(1.61)	1.61	(4.68)
3) Liabilities Written back	-	(32.31)	16.33
		0.88	
<b>Equity / Net worth as per Restated Financial statements</b>	<b>6,858.40</b>	<b>4,584.80</b>	<b>(504.61)</b>

(ii) The Summary of results of restatement made in the Audited Standalone Financial Statements for the respective years and its impact on the profit/(Loss) of the Company is as follows:

*(All amounts in Indian Rupees in Lakhs, unless otherwise stated)*

Particulars	For the year ended March 31,		
	2024	2023	2022
Total comprehensive income as per Audited Financial Statements	800.91	353.17	(169.70)
Add/(Less): Adjustment on account of :			
1) Expenses of Prior Period	0.73	15.25	(11.39)
2) Provision for doubtful trade receivables (net)	(1.61)	1.61	(4.68)
3) Liabilities Written back		(32.31)	
	(0.88)	(15.45)	(16.07)
<b>Total comprehensive income as per restated Statement of Profit and</b>			

<b>Loss</b>	<b>800.03</b>	<b>337.72</b>	<b>(185.77)</b>
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(iii) The Summary of restatement made in the Surplus in Statement of Profit and Loss of the Company for 31st March, 2021 is as follows:

<b>(Rupees in Lakhs)</b>	
<b>Surplus in Statement of Profit and Loss Audited Financial Statements</b>	<b>(3,057.93)</b>
Add/(Less) : Adjustment on account of:	
1) Expenses of Prior Period	(4.59)
2) Provision for doubtful trade receivables (net)	4.68
3) Liabilities Written back	32.31
	32.40
Restated Surplus in Statement of Profit and Loss Audited Financial Statements	(3,025.53)

### 3. Notes on Material Adjustments

#### 1) Expenses of Prior Period

Some expenses related to earlier years has been booked in current financial years. During the process of restatement of financial statement, these expenses adjusted to the period for which it was actually incurred.

#### 2) Provision for doubtful trade receivables (net)

The company has recognised/derecognised provision for doubtful trade receivables based on the expected credit loss model as required by Ind AS 109.

#### 3) Liabilities Written back

Income from termination of lease contract has been adjusted in the year in which the company has terminated lease contract, and one of the liability which was not required to be discharged is adjusted in the period in which it was not ceases to exist.

### Restated Statement of Capitalization

<b>(Rupees in Lakhs)</b>		
<b>Particulars</b>	<b>As at 31 March, 2024 (Pre Issue)</b>	<b>Post Issue</b>
<u>Debt</u>		
Short Term Debt	1,732.34	[•]
Long Term Debt	2,032.32	[•]
Total Debt	3,764.66	[•]
<u>Shareholders' Fund (Equity)</u>		
Share Capital	1,421.84	[•]
Reserves & Surplus	5,436.56	[•]
Total Shareholders' Fund (Equity)	6858.40	[•]
Long Term Debt/Equity	0.30	[•]
Total Debt/Equity	0.55	[•]

Notes:-

- Short term debts represent which are expected to be paid/payable in 12 months.
- Long term debts represent debts other than Short-term debts as defined above.

The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31.03.2024

**2(a) PROPERTY, PLANT AND EQUIPMENT**

(Rupees in Lakhs)

Particular	Freehold Land	Buildings*	Plant and machinery	Moulds & dies	Furniture and fixtures	Electrical Installations	Computer equipments	Vehicles	Office equipments	Total
<b>Cost or Deemed Cost</b>										
<b>Balance as at March 31, 2021</b>	279.86	1,511.36	4,021.53	775.32	66.22	176.62	57.47	216.94	61.42	7166.74
Additions	-	44.86	138.62	125.84	7.20	1.25	7.50		6.81	332.08
Disposals / adjustments	-	-	(21.66)	(18.81)	-	(0.12)	-	(84.26)	-	(124.85)
<b>Balance as at March 31, 2022</b>	<b>279.86</b>	<b>1,556.22</b>	<b>4,138.49</b>	<b>882.35</b>	<b>73.42</b>	<b>177.75</b>	<b>64.97</b>	<b>132.68</b>	<b>68.23</b>	<b>7,373.97</b>
Additions	-	9.79	335.37	219.01	7.80	0.29	17.98		9.77	600.01
Disposals / adjustments	-	-	(62.59)	(8.95)	-	-	-	(19.42)	-	(90.96)
<b>Balance as at March 31, 2023</b>	<b>279.86</b>	<b>1,566.01</b>	<b>4,411.27</b>	<b>1,092.41</b>	<b>81.22</b>	<b>178.04</b>	<b>82.95</b>	<b>113.26</b>	<b>78.00</b>	<b>7,883.02</b>
Additions	-	127.32	552.94	43.91	24.84	13.25	25.23	157.33	34.30	979.12
Disposals / adjustments	-	-	(104.92)	-	-	-	-	(14.19)	-	(119.11)
<b>Balance as at March 31, 2024</b>	<b>279.86</b>	<b>1,693.33</b>	<b>4,859.29</b>	<b>1,136.32</b>	<b>106.06</b>	<b>191.28</b>	<b>108.18</b>	<b>256.40</b>	<b>112.30</b>	<b>8,743.03</b>
<b>Accumulated depreciation</b>										
<b>Balance as at March 31, 2021</b>	-	(149.06)	(1,191.68)	(370.06)	(20.49)	(31.34)	(34.77)	(125.95)	(22.22)	(1,945.57)
Depreciation expense	-	(50.98)	(348.50)	(109.99)	(6.51)	(16.41)	(9.06)	(22.92)	(10.53)	(574.90)
Disposals / adjustments	-	-	2.89	2.61	-	-	-	65.81	-	71.31
<b>Balance as at March 31, 2022</b>	-	<b>(200.04)</b>	<b>(1,537.29)</b>	<b>(477.44)</b>	<b>(27.00)</b>	<b>(47.75)</b>	<b>(43.83)</b>	<b>(83.06)</b>	<b>(32.76)</b>	<b>(2,449.16)</b>
Depreciation expense	-	(52.49)	(344.05)	(125.51)	(6.96)	(16.41)	(9.78)	(11.07)	(11.62)	(577.89)
Disposals / adjustments	-	-	32.41	0.82	-	-	-	17.00	-	50.23
<b>Balance as at March 31, 2023</b>	-	<b>(252.53)</b>	<b>(1,848.93)</b>	<b>(602.13)</b>	<b>(33.96)</b>	<b>(64.16)</b>	<b>(53.61)</b>	<b>(77.13)</b>	<b>(44.38)</b>	<b>(2,976.82)</b>
Depreciation expense	-	(53.28)	(364.60)	(118.98)	(7.52)	(17.48)	(14.08)	(14.83)	(17.28)	(608.05)
Disposals / adjustments	-	-	71.06	-	-	-	-	12.24	-	83.30
<b>Balance as at March 31, 2024</b>	-	<b>(305.81)</b>	<b>(2,142.47)</b>	<b>(721.11)</b>	<b>(41.48)</b>	<b>(81.64)</b>	<b>(67.69)</b>	<b>(79.72)</b>	<b>(61.66)</b>	<b>(3,501.57)</b>
<b>Balance as at March 31, 2022</b>	<b>279.86</b>	<b>1,356.18</b>	<b>2,601.20</b>	<b>404.91</b>	<b>46.42</b>	<b>130.00</b>	<b>21.14</b>	<b>49.62</b>	<b>35.48</b>	<b>4,924.81</b>
<b>Balance as at March 31, 2023</b>	<b>279.86</b>	<b>1,313.48</b>	<b>2,562.34</b>	<b>490.28</b>	<b>47.26</b>	<b>113.88</b>	<b>29.34</b>	<b>36.13</b>	<b>33.62</b>	<b>4,906.20</b>
<b>Balance as at March 31, 2024</b>	<b>279.86</b>	<b>1,387.52</b>	<b>2,716.82</b>	<b>415.21</b>	<b>64.58</b>	<b>109.65</b>	<b>40.49</b>	<b>176.68</b>	<b>50.64</b>	<b>5,241.46</b>

\*Buildings are constructed on leasehold land and freehold land



**Note:**

1. The Company has opted to use the carrying value under previous GAAP as deemed cost for its property, plant and equipment (except freehold land) as on April 1, 2016. (Refer Note 1.C.II Property Plant & Equipment)"
2. As per accounting policy of measuring Land(s) (Class of Property, Plant & Equipment) at the revaluation model of the Company, revaluation will be done every 3-5 years unless items in a particular class experience significant change necessitating annual revaluation. During the financial year 2020-2021, the Company got revaluation done by an independent registered valuation expert. Any surplus on account of such revaluation is accounted as revaluation reserve in other equity. The Company is of the view that the financial statements for each year ended March 31, 2024, March 31, 2023 and March 31, 2022 does not require any further revaluation to be carried out.
3. For lien / charge against property, plant and equipments refer note 14

**3 Restated Statement of Right of use of Assets**

The Company has implemented Ind AS -116 'Leases' which becomes applicable with effect from accounting year commencing April 1, 2019 and the accounting of such leases is appropriately done in the Financial Statements for the period beginning April 1, 2019.

As per Accounting policy of measuring Right of use related to leasehold lands at revaluation model as per option available in Para 35 of Ind AS 116 "Leases", revaluation will be done every 3-5 years unless items in a particular class experience significant change necessitating annual revaluation. During the financial year 2020-2021, the Company has got revaluation done by an independent registered valuation experts. The deficit is debited to revaluation reserves in other equity related to such revaluation of right of use of leasehold lands. The Company is of the view that the Financial statements for each year ended March 31, 2024, March 31, 2023 and March 31, 2022 does not require any further revaluation to be carried out.

**Disclosures as required under Ind AS 116:**

The Company has entered into various lease agreements of 95 years for its leasehold lands situated at various location to conduct its day-to-day operations. Such lease contracts include monthly fixed payments for rentals. The lease contracts are generally cancellable at the option of lessee during the lease tenure. The Company also have a renewal option after the expiry of contract terms. There are no significant restrictions imposed under the lease contracts.

**Right of use assets**

Following are the changes in the carrying value of right of use assets for the period ended March 31, 2024, March 31, 2023 and March 31, 2022:

**Movement in right-of-use assets:**

(Rupees in Lakhs)			
Particulars	Leasehold Office / Factory Space	Leasehold Land	Total
Balance as of April 1, 2021	126.15	1,849.89	1,976.04
Additions	-	-	-
Deletions	-	-	-
Depreciation	42.37	29.15	71.52
<b>Balance as of March 31, 2022</b>	<b>83.78</b>	<b>1,820.75</b>	<b>1,904.52</b>
Additions	118.94	-	118.94
Deletions	33.61	-	33.61
Depreciation	52.60	29.15	81.75
<b>Balance as of March 31, 2023</b>	<b>116.50</b>	<b>1,791.59</b>	<b>1,908.09</b>
Additions	711.34	-	711.34
Deletions	-	-	-
Depreciation	130.32	29.22	159.54
<b>Balance as of March 31, 2024</b>	<b>697.52</b>	<b>1,762.37</b>	<b>2,459.89</b>

The following is the movement in lease liabilities during the year ended March 31, 2024, March 31, 2023 and March 31, 2022:

(Rupees in Lakhs)	
Lease Liability	Total
<b>Balance as of April 1, 2021</b>	135.71
Additions made during the year	-
Deletion made during the year	-
Finance cost accrued during the year	16.25
Payment of lease liabilities	52.71
<b>Balance as of March 31, 2022</b>	<b>99.25</b>
Additions made during the year	115.00
Deletion made during the year	(45.27)
Finance cost accrued during the year	18.85
Payment of lease liabilities	(65.13)
<b>Balance as of March 31, 2023</b>	<b>122.70</b>
Additions made during the year	693.34
Deletion made during the year	-
Finance cost accrued during the year	38.84
Payment of lease liabilities	(148.66)
<b>Balance as of March 31, 2024</b>	<b>706.22</b>

The following is the break-up of current and non-current lease liabilities

(Rupees in Lakhs)			
Lease Liability	March 31, 2024	March 31, 2023	March 31, 2022
Non - current	467.84	79.94	54.58
Current	238.38	42.76	44.67
<b>Total</b>	<b>706.22</b>	<b>122.70</b>	<b>99.25</b>

Following amount has been recognised in restated statement of profit and loss account

(Rupees in Lakhs)			
Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Depreciation on right to use asset	159.54	81.75	71.52
Finance cost	38.84	18.85	16.25
<b>Total amount recognised in restated statement of profit and loss account</b>	<b>198.38</b>	<b>100.60</b>	<b>87.77</b>

#### Lease commitments

##### Where the Company is a lessee/licensee

The Company has entered into various lease/license agreements for leased/licensed premises, which expire at various dates over the next ninety years. There are no contingent lease/license fees payments. The details of the contractual maturities of lease liabilities on an undiscounted basis are as follows:

(Rupees in Lakhs)			
Particulars	March 31, 2024	March 31, 2023	March 31, 2022
(i) not later than one year	304.04	57.49	55.33
(ii) later than one year and not later than five years	510.28	93.96	59.00
(iii) later than five years	-	-	-
	<b>814.32</b>	<b>151.45</b>	<b>114.33</b>

Expense relating to short term leases during the financial year ended March 31, 2024 is ₹ 15.66 Lakhs. (March 31, 2023 ₹ 23.03 Lakhs and March 31, 2022 ₹ 14.78 Lakhs)

Expense relating to low value assets with long term lease period during the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 is ₹ NIL.

There are no sale and lease back transactions. There are no sub leases of right of use assets

#### 4 Other Intangible assets

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Computer Software	10.73	7.24	7.65
	<b>10.73</b>	<b>7.24</b>	<b>7.65</b>

Particular	
<b>Cost or Deemed Cost</b>	
<b>Balance as at March 31, 2021</b>	15.68
Additions	2.68
Disposals/ Adjustments	-
<b>Balance as at March 31, 2022</b>	<b>18.36</b>
Additions	3.10
Disposals/ Adjustments	-
<b>Balance as at March 31, 2023</b>	<b>21.46</b>
Additions	8.45
Disposals/ Adjustments	-
<b>Balance as at March 31, 2024</b>	<b>29.91</b>
<b>Accumulated amortisation and impairment</b>	
<b>Balance as at March 31, 2021</b>	7.76
for the year	2.95
Adjustments	-
<b>Balance as at March 31, 2022</b>	<b>10.71</b>
for the year	3.51
Adjustments	-
<b>Balance as at March 31, 2023</b>	<b>14.22</b>
for the year	4.96
Adjustments	-
<b>Balance as at March 31, 2024</b>	<b>19.18</b>
<b>Balance as at March 31, 2022</b>	<b>7.65</b>
<b>Balance as at March 31, 2023</b>	<b>7.24</b>
<b>Balance as at March 31, 2024</b>	<b>10.73</b>

#### 2(b) Capital work-in-progress

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Capital work-in-progress	163.34	59.00	9.86
<b>Total</b>	<b>163.34</b>	<b>59.00</b>	<b>9.86</b>

#### (i) Capital work-in-progress ageing

(Rupees in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress as at March 31, 2024	163.34	-	-	-	163.34
Projects in Progress as at March 31, 2023	59.00	-	-	-	59.00
Projects in Progress as at March 31, 2022	9.86	-	-	-	9.86
Projects temporarily suspended as at March 31 2024	-	-	-	-	-
Projects temporarily suspended as at March 31 2023	-	-	-	-	-
Projects temporarily suspended as at March 31 2022	-	-	-	-	-

(ii) As on the date of balance sheet, there are no capital work-in progress projects, whose completion is overdue or has as exceeded the cost as compared to its original plan.

#### 2(b) Intangible Assets under development

(Rupees in Lakhs)

Particulars	As at	As at	As at	As at
-------------	-------	-------	-------	-------

	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2021
Intangible Assets under development	9.90	5.40	-	-
<b>Total</b>	<b>9.90</b>	<b>5.40</b>	-	-

**(i) Intangible Assets under development ageing**

(Rupees in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress as at March 31, 2024	4.50	5.40	-	-	9.90
Projects in Progress as at March 31, 2023	5.40	-	-	-	5.40
Projects in Progress as at March 31, 2022	-	-	-	-	-
Projects temporarily suspended as at March 31 2024	-	-	-	-	-
Projects temporarily suspended as at March 31 2023	-	-	-	-	-
Projects temporarily suspended as at March 31 2022	-	-	-	-	-

(ii) As on the date of balance sheet, there are no Intangible Assets under development, whose completion is overdue or has exceeded the cost as compared to its original plan.

**5 Other Financial Assets**

(Unsecured and considered good, unless otherwise stated)

(Rupees in Lakhs)

Particulars		March 31, 2024	March 31, 2023	March 31, 2022
<b>5(a)</b>	<b>Non-Current</b>			
	Security deposits	55.70	14.72	11.04
	Bank Deposits- Held as Security*	0.72	0.72	0.72
	Bank Deposits with more than 12 months maturity	131.34	101.50	220.91
	Interest accrued but not due on fixed deposits	14.41	1.11	21.08
		<b>202.17</b>	<b>118.05</b>	<b>253.75</b>
<b>5(b)</b>	<b>Current</b>			
	Security deposits	0.58	1.69	8.44
	Other Receivables	0.20	-	0.27
	Bank Deposits- Due to mature beyond 3 months upto 12 months	-	0.79	-
	<b>Total</b>	<b>0.78</b>	<b>2.48</b>	<b>8.71</b>

\*Bank Deposits: (Due to mature after 12 months from the reporting date)

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Deferred tax assets	889.06	1,225.68	1,274.19
Deferred tax liabilities	(651.16)	(645.73)	(630.61)
	<b>237.90</b>	<b>579.95</b>	<b>643.58</b>

**6 DEFERRED TAX BALANCES**

The following is the analysis of deferred tax assets/ (liabilities) presented in balance sheet.

(Rupees in Lakhs)

2023-24	Opening Balance	Recognised in P&L	Recognised in OCI	Closing Balance
<b>Deferred tax assets</b>				
Expenses deductible in future years	168.57	24.15	5.95	198.67
Provision for doubtful debts / advances	27.74	(0.73)	-	27.01
<i>Others</i>				
MAT Credit	60.72	-	-	60.72
Carry forward Losses & Unabsorbed Depreciation	968.65	(365.99)	-	602.66
	1,225.68	(342.57)	5.95	889.06

<b>Deferred tax liabilities</b>				
Property, plant and equipment and intangible assets	(273.42)	(11.09)	-	(284.51)
Revaluation surplus and re-measurement of defined benefits	(372.31)	5.66	-	(366.65)
	(645.73)	(5.43)	-	(651.16)
<b>Total</b>	<b>579.95</b>	<b>(348.00)</b>	<b>5.95</b>	<b>237.90</b>

2022-23	Opening Balance	Recognised in P&L	Recognised in OCI	Closing Balance
<b>Deferred tax assets</b>				
Expenses deductible in future years	117.12	49.21	2.24	168.57
Provision for doubtful debts / advances	11.12	16.62	-	27.74
<i>Others</i>				
MAT Credit	60.72	-	-	60.72
Carry forward Losses & Unabsorbed Depreciation	1,085.23	(116.58)	-	968.65
	1,274.19	(50.75)	2.24	1,225.68
<b>Deferred tax liabilities</b>				
Property, plant and equipment and intangible assets	(235.37)	(38.05)	-	(273.42)
Revaluation surplus and re-measurement of defined benefits	(395.24)	22.93	-	(372.31)
	(630.61)	(15.12)	-	(645.73)
<b>Total</b>	<b>643.58</b>	<b>(65.87)</b>	<b>2.24</b>	<b>579.95</b>

(Rupees in Lakhs)

2021-22	Opening Balance	Recognised in P&L	Recognised in OCI	Closing Balance
<b>Deferred tax assets</b>				
Expenses deductible in future years	386.52	(263.80)	(5.60)	117.12
Provision for doubtful debts / advances	22.12	(11.00)	-	11.12
<i>Others</i>				
MAT Credit	60.72	-	-	60.72
Carry forward Losses & Unabsorbed Depreciation	876.50	208.73	-	1,085.23
	1,345.86	(66.08)	(5.60)	1,274.19
<b>Deferred tax liabilities</b>				
Property, plant and equipment and intangible assets	(198.64)	(36.73)	-	(235.37)
Revaluation surplus and re-measurement of defined benefits	(395.24)	-	-	(395.24)
	(593.88)	(36.73)	-	(630.61)
<b>Total</b>	<b>751.98</b>	<b>(102.80)</b>	<b>(5.60)</b>	<b>643.58</b>

The Company has recognised deferred tax assets (net) of ₹ 237.90 lakhs which includes ₹ 602.66 lakhs relating to unused tax losses & unabsorbed depreciation and ₹ 60.72 lakhs relating to unused tax credits, that is recognised and considered to be able to be offset against the Company's taxable profits expected to arise in the future financial years. The management has prepared business projections and profitability estimates based on its existing contracts/ projected business pipeline contracts. These projections are approved by the Board of Directors covering a five-year period. Since most of these contracts are long term that give revenue and profitability prediction for a foreseeable future period, the management is of the opinion that the Company would be able to generate sufficient future taxable income and recover unused tax losses and unused tax credits. Based on current management estimates, the management would be able to utilise deferred tax assets within next 4 to 5 years.

## 7 INCOME TAX ASSETS (NET)

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
<b>Income Tax Assets (net)</b>			
Advance income tax and TDS receivables	129.86	111.79	187.90

Less: Provision for taxation	-	-	(108.69)
	<b>129.86</b>	<b>111.79</b>	<b>79.21</b>

## 8 OTHER ASSETS

(Unsecured and considered good, unless otherwise stated)

(Rupees in Lakhs)

Particulars		March 31, 2024	March 31, 2023	March 31, 2022
<b>8(a)</b>	<b>Non-Current</b>			
	Capital advances	174.77	19.72	17.72
	Prepaid expenses	3.83	4.52	4.66
	Security Deposits	94.85	62.52	62.52
		<b>273.45</b>	<b>86.76</b>	<b>84.90</b>
<b>8(b)</b>	<b>Current</b>			
	Advances to vendors	152.65	216.32	122.85
	Advances to employees	81.49	38.29	23.42
	Security Deposits	-	-	30.95
	Prepaid expenses	42.27	25.43	27.22
	Unbilled revenue	516.80	5.09	18.43
	Balance with government authorities	119.07	71.87	17.61
		<b>912.28</b>	<b>357.00</b>	<b>240.48</b>

## 9 INVENTORIES

(Lower of Cost or net realisable value)

(Rupees in Lakhs)

Particulars		March 31, 2024	March 31, 2023	March 31, 2022
(a)	Raw materials*	1,510.16	1,459.11	1,355.99
(b)	Stores & Spares	16.95	18.46	14.35
(c)	Work-in-progress	769.85	418.37	358.54
(d)	Finished goods **	471.29	472.36	429.89
		<b>2,768.25</b>	<b>2,368.30</b>	<b>2,158.77</b>

\* Raw Material includes goods in transit of ₹ 133.96 Lakhs (2023: ₹ 47.05 Lakhs and 2022: ₹ 244.62 Lakhs)

\*\* Finished Goods includes goods in transit of ₹ 178.69 Lakhs (2023: ₹ 202.24 Lakhs 2022: ₹ 177.64 Lakhs)

Notes:

(i) The cost of inventories recognised as an expense includes ₹ 38.33 Lakhs (2023: ₹ 81.08 Lakhs and 2022: ₹ 14.41 Lakhs) in respect of write-downs of inventory or to bring the valuation of inventory to net realisable value.

(ii) The method of valuation of inventories has been stated in note 1.C. VIII.

(iii) For charges against inventories refer note 14.

## 10 TRADE RECEIVABLES

(Rupees in Lakhs)

Particulars		March 31, 2024	March 31, 2023	March 31, 2022
	Unsecured, considered good	2,714.80	3,040.35	2,622.98
	Unsecured, significant increase in credit risk	45.79	48.43	42.76
	Less: Allowance for doubtful debts	(45.79)	(48.43)	(42.76)
		<b>2,714.80</b>	<b>3,040.35</b>	<b>2,622.98</b>

(i) The average credit period on sale of goods ranges upto 60 days. No interest is charged on trade receivables.

**(ii) Trade receivables - Ageing**  
**As on March 31, 2024**

(Rupees in Lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade receivables – considered good	1,881.8	573.48	148.08	100.53	7.59	3.30	<b>2,714.80</b>
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	45.79	<b>45.79</b>
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>1,881.8</b>	<b>573.48</b>	<b>148.08</b>	<b>100.53</b>	<b>7.59</b>	<b>49.09</b>	<b>2,760.59</b>
<b>Less: Allowance for doubtful debts</b>	-	-	-	-	-	45.79	<b>45.79</b>
<b>Total trade receivables</b>	<b>1,881.8</b>	<b>573.48</b>	<b>148.08</b>	<b>100.53</b>	<b>7.59</b>	<b>3.30</b>	<b>2,714.80</b>

**As on March 31, 2023**

(Rupees in Lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade receivables – considered good	2,058.12	858.28	61.59	59.06	3.30	-	<b>3,040.35</b>
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	0.14	0.88	47.41	<b>48.43</b>
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>2,058.12</b>	<b>858.28</b>	<b>61.59</b>	<b>59.20</b>	<b>4.18</b>	<b>47.41</b>	<b>3,088.78</b>
<b>Less: Allowance for doubtful debts</b>	-	-	-	0.14	0.88	47.41	<b>48.43</b>
<b>Total trade receivables</b>	<b>2,058.12</b>	<b>858.28</b>	<b>61.59</b>	<b>59.06</b>	<b>3.30</b>	-	<b>3,040.35</b>

**As on March 31, 2022**

(Rupees in Lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade receivables – considered good	2,079.93	449.80	71.15	20.00	2.10	-	<b>2,622.98</b>
(ii) Undisputed Trade Receivables – which have significant increase in credit	-	-	-	-	-	42.76	<b>42.76</b>

risk							
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>2,079.93</b>	<b>449.80</b>	<b>71.15</b>	<b>20.00</b>	<b>2.10</b>	<b>42.76</b>	<b>2,665.74</b>
Less: Allowance for doubtful debts	-	-	-	-	-	42.76	<b>42.76</b>
<b>Total trade receivables</b>	<b>2,079.93</b>	<b>449.80</b>	<b>71.15</b>	<b>20.00</b>	<b>2.10</b>	<b>-</b>	<b>2,622.98</b>

(iii) **Movement in expected credit loss allowance:**

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Balance at the beginning of the year	48.43	42.76	85.09
Provided/ (reversed) during the year	(2.64)	5.67	(4.68)
Utilised during the year	-	-	(37.65)
Balance at the end of the year	45.79	48.43	42.76

(iv) For charge against trade receivables refer note 14.

**11 CASH AND CASH EQUIVALENTS**

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
11(a) Cash and cash equivalents			
Balances with banks			
(i) In current accounts	207.47	10.00	31.28
(ii) In Escrow accounts	1.30	80.89	301.14
Cash on hand	22.33	6.43	5.50
<b>Total (a)</b>	<b>231.10</b>	<b>97.32</b>	<b>337.92</b>
11(b) Bank balances other than (a) above			
Other bank balances			
(i) Deposits with maturity beyond 3 months upto 12 months	1,304.74	-	38.18
(ii) Interest Accrued on Deposits	-	-	2.48
<b>Total (b)</b>	<b>1,304.74</b>	<b>-</b>	<b>40.66</b>

(All amounts in Indian Rupees in Lakhs, unless otherwise stated)

**12 SHARE CAPITAL**

**A. Equity Share Capital**

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
<b>Authorised Share Capital:</b>			
15,00,000 (March 31, 2023: 15,00,000 and March 31, 2022: 10,00,000) equity shares of ₹ 100 each	1,500.00	1,500.00	1,000.00
<b>Total Authorised Share Capital</b>	<b>1,500.00</b>	<b>1,500.00</b>	<b>1,000.00</b>
<b>Issued, Subscribed &amp; Fully Paid up Shares</b>			
14,21,840 (March 31, 2023: 12,44,629 and March 31, 2022: 9,45,918) equity shares of ₹ 100 each	1,421.84	1,244.63	945.92
<b>Total Issued, Subscribed &amp; Fully Paid up Shares</b>	<b>1,421.84</b>	<b>1,244.63</b>	<b>945.92</b>



**(i) Reconciliation of authorised equity share capital**

(Rupees in Lakhs)

Particulars	Number of shares	Amount
Balance at April 1, 2021	1,000,000	1,000.00
Add / Less: Movement during the year 2021-2022	-	-
Balance at March 31, 2022	<b>1,000,000</b>	<b>1,000.00</b>
Add / Less: Movement during the year 2022-2023	500,000	500.00
Balance at March 31, 2023	<b>1,500,000</b>	<b>1,500.00</b>
Add / Less: Movement during the year 2022-2024	-	-
Balance at March 31, 2024	<b>1,500,000</b>	<b>1,500.00</b>

**(ii) Reconciliation of issued, subscribed and fully paid up equity share capital**

(Rupees in Lakhs)

Particulars	Number of shares	Amount
Balance at April 1, 2021	228,438	228.44
Add / Less: Movement during the year 2021-2022	717,480	717.48
Balance at March 31, 2022	945,918	945.92
Add / Less: Movement during the year 2022-2023	298,711	298.71
Balance at March 31, 2023	1,244,629	1,244.63
Add / Less: Movement during the year 2022-2024	177,211	177.21
Balance at March 31, 2024	1,421,840	1,421.84

The Company has bought back nil equity shares in aggregate in the last five financial years.

**Terms/ rights attached to Equity Shares**

The Company has only one class of Equity Share having a par value of ₹ 100 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.

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.

During the financial year 2023-2024, pursuant to the approval of shareholders dated March 14, 2024, the Company has initiated the process of sub-division of its equity shares from existing face value of Rs. 100 each to Rs. 10 each. The Company has filed Form SH -7 with the Ministry of Corporate Affairs ("MCA") for the proposed division of shares. However, the approval from MCA is awaited as on 31-03-2024.

**(iii) There is no Holding/ Ultimate Holding Company of the Company.**
**(iv) Details of equity shares held by each shareholder holding more than 5% shares:**

Class of shares / Name of shareholder	As at 31 March, 2024		As at 31 March, 2023		As at 31 March, 2022	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Fully paid equity shares</b>						
Nalin Bahl	3,08,026	21.66%	3,08,026	24.75%	308,026	32.56%
Kumud Jayee	99,769	7.02%	99,769	8.02%	99,769	10.55%
Nitin Bahl	5,23,190	36.80%	5,23,190	42.04%	523,190	55.31%
DMI Finance Pvt. Ltd.	-	-	1,99,141	16.00%	-	-
DMI Income Fund Pte Ltd	-	-	99,570	8.00%	-	-
Fuji Electronics Industries Co Ltd	1,77,211	12.46%	-	-	-	-
Tricity Technologies Private Limited	1,21,986	8.58%	-	-	-	-
Udyat Indian Ventures LLP	99,570	7.00%	-	-	-	-

**(v) Shareholding of promoters:**

Promoters Name	March 31, 2024				% Change during the year
	No. of shares held	% of total shares of Company	No. of shares pledged to Kotak Mahindra Bank	% of shares pledged on total shares	
<b>Nalin Bahl</b>	3,08,026	21.66%	1,86,694	15.00%	(3.08%)
<b>Kumud Jayee</b>	99,769	7.02%	-	-	(1.00%)
<b>Nitin Bahl</b>	5,23,190	36.80%	1,86,694	15.00%	(5.24%)

Promoters Name	March 31, 2023				% Change during the year
	No. of shares held	% of total shares of Company	No. of shares pledged to Kotak Mahindra Bank	% of shares pledged on total shares	
<b>Nalin Bahl</b>	3,08,026	24.75%	1,86,694	15.00%	(7.82%)
<b>Kumud Jayee</b>	99,769	8.02%	-	-	(2.53%)
<b>Nitin Bahl</b>	5,23,190	42.04%	1,86,694	15.00%	(13.27%)

Promoters Name	March 31, 2022				% Change during the year
	No. of shares held	% of total shares of Company	No. of shares pledged against secured debentures	% of shares pledged on total shares	
<b>Nalin Bahl</b>	3,08,026	32.56%	3,08,026	100.00%	(10.90%)
<b>Kumud Jayee</b>	99,769	10.55%	99,769	100.00%	(33.13%)
<b>Nitin Bahl</b>	5,23,190	55.31%	5,23,190	100.00%	48.98%

**13 OTHER EQUITY**
**(Rupees in Lakhs)**

PARTICULARS	March 31, 2024	March 31, 2023	March 31, 2022
<b>Reserve &amp; Surplus:</b>			
Capital reserve	75.87	75.87	75.87
Security premium	5,840.21	4,495.18	145.95
Retained earnings	(2,073.56)	(2,873.59)	(3,211.30)
Other comprehensive income:			
Revaluation Surplus on Land	1,502.77	1,502.77	1,502.77
Equity Component of Debt Instrument	91.27	139.93	36.19
	<b>5,436.56</b>	<b>3,340.17</b>	<b>(1,450.53)</b>

**(Rupees in Lakhs)**

Retained Earnings	March 31, 2024	March 31, 2023	March 31, 2022
Balance at beginning of the year	(2,873.59)	(3,211.30)	(3,025.53)
Profit/(Loss) for the year	815.47	343.53	(201.69)
Remeasurements of the defined benefit liabilities	(21.39)	(8.05)	21.52
Income tax relating to items that will not be reclassified to profit or loss	5.95	2.24	(5.60)
<b>Balance at end of the year</b>	<b>(2,073.57)</b>	<b>(2,873.59)</b>	<b>(3,211.30)</b>

**(Rupees in Lakhs)**

Revaluation Surplus on Land	March 31, 2024	March 31, 2023	March 31, 2022
Balance at beginning of the year	1,502.77	1,502.77	1,502.77
Revaluation Surplus/(Deficit) on Land (Refer note - 2 & 3)		-	-
<b>Balance at end of the year</b>	<b>1,502.77</b>	<b>1,502.77</b>	<b>1,502.77</b>

**(Rupees in Lakhs)**

Equity Component of Debt Instrument {Refer note 13 (iv) below}	March 31, 2024	March 31, 2023	March 31, 2022
Balance at beginning of the year	139.93	36.19	254.79
Adjustment on account of change in effective interest rate*	(48.66)	-	-
Equity Component on loan from related party during the	-	103.74	-

year**			
Adjustment on account of conversion of convertible debenture in to equity#	-	-	(218.60)
<b>Balance at end of the year</b>	<b>91.27</b>	<b>139.93</b>	<b>36.19</b>

(Rupees in Lakhs)

Security Premium	March 31, 2024	March 31, 2023	March 31, 2022
Balance at beginning of the year	4,495.18	145.95	145.95
Addition during the year (Refer note -12(a) & 12(c))	1,345.03	4,349.23	-
<b>Balance at end of the year</b>	<b>5,840.21</b>	<b>4,495.18</b>	<b>145.95</b>

**(i) Capital reserve**

Capital reserve represents reserve recognised on merger being the difference between consideration amount and net assets of the transferor Company.

**(ii) Revaluation Surplus on Land**

This Reserve represents reserve created out of revaluation of Freehold and Leasehold Land.

**(iii) Security Premium**

Security premium represents amount of premium recognised on issue of shares to shareholders at a price more than its face value.

**(iv) Equity Component of Debt Instrument**

\*During the year 2023-2024, the Company has recognized changes in the equity portion of unsecured term loan from its directors amounting to ₹ 600.00 lakhs taken in previous year using the prevailing interest rate of 10.90% per annum due to change in interest rate from 15.61% to 10.90% on Kotak Bank term loan.

\*\*During the year 2022-2023, the Company has taken unsecured term loan from its directors amounting to ₹ 600.00 lakhs carrying a coupon rate 10% per annum compounded annually and are payable in 36 monthly installments commencing from April 01, 2024. The term loan has been fair valued using the prevailing interest rate of 15.61% per annum as of an equivalent Kotak Bank term loan. The difference between the principal amount of loan and the fair value amounting to ₹ 103.74 lakhs is recognised as "Other equity - equity component of debt instrument".

#On December 05, 2016 zero interest unsecured debentures of ₹ 360 lakhs was issued and debentures were fair valued using the prevailing interest rate of 11% per annum as of an equivalent loan {Refer note 12 (iid)}. The difference between the principal amount of Debenture and the fair value was recognised as "Other equity - equity component of debt instrument" amounting to ₹ 218.60 lakhs as of March 31, 2020. During the previous year ended March 31, 2022 such zero interest unsecured debentures were converted to equity shares, accordingly the adjustment of ₹ 218.60 lakhs were made on account of conversion of convertible debentures into equity.

In the previous years the Company has taken interest free unsecured term loan from related parties amounting to ₹ 77.71 Lakhs. Loan have been fair valued using the prevailing interest rate of 11% per annum as of an equivalent loan. The difference between the principal amount of loan and the fair value amounting to ₹ 36.19 lakhs is recognised as "Other equity - equity component of debt instrument".

Zero Interest Unsecured Debentures have been fair valued using the prevailing interest rate of 11% per annum as of an equivalent loan. The difference between the principal amount of Debenture and the fair value is recognised as "Other equity - equity component of debt instrument".

**(v) Debenture Redemption Reserve**

In the absence of the adequate profits, the Company has not created Debenture redemption reserve for the year ended on March 31, 2022

**14. BORROWINGS (AT AMORTISED COST)**

(Rupees in Lakhs)

Particulars		March 31, 2024	March 31, 2023	March 31, 2022
<b>Secured</b>				
(a)	<b>Debentures (refer note (i) below)</b>			
	Redeemable Non-Convertible Debentures-Series B*	-	-	4,077.67
	Redeemable Non-Convertible Debentures-Series A**	-	-	3,355.84
(b)	<b>Term loans (refer note (iia) &amp; (iib) below )</b>			
	from Kotak Mahindra Bank	2,391.03	3,005.05	-

	from Small Industrial Development Bank of India	82.12	-	-
(c)	<b>Vehicle loans (refer note (iii) below)</b>			
	from banks	110.95	-	-
Unsecured				
(a)	<b>Debentures (refer note (iv) below)</b>			
	Zero Interest Unsecured Debentures	-	-	-
(b)	<b>Term loans (refer note (v) below)</b>			
	from related parties	736.58	601.75	51.19
Less: Current Maturities (Refer Note No. 17 )		(1,288.36)	(901.76)	(625.00)
		<b>2,032.32</b>	<b>2,705.04</b>	<b>6,859.70</b>
* Net of unamortized processing charges: March 31, 2022: ₹ 52.32 Lakhs				
** Net of unamortized processing charges: March 31, 2022: ₹ 14.17 Lakhs				

**Notes: -**

(i)  
During the year ended March 31, 2023, Company had redeemed the non-convertible debenture of series A and series B in full and final settlement and there were no outstanding dues amounts towards the non-convertible debentures. The Company had redeemed the non-convertible debentures on January 03, 2023. Subsequently, the Company had received the no objection certificate for release of charge from Axis Trustee Services Limited as on January 04, 2023.

Post repayment of the non-convertible debentures the Company applied for delisting in accordance with the Delisting Regulations. The final approval for delisting was received from BSE Limited on January 05, 2023. The Company had been delisted from the BSE Limited w.e.f., February 17, 2023.

(iia)

During the financial year ended March 31, 2024, the interest rate of term loan from Kotak Mahindra Bank has renegotiated. The loan, originally contracted at an Interest rate of 15.56% per annum has revised to new interest rate of 10.90% per annum w.e.f January 01, 2024. The said term loan are payable in monthly installments as follows:

Period from Apr'24 to Mar'25	₹ 87.23 Lakhs per month
Period from Apr'25 to Feb'26	₹ 92.53 Lakhs per month
In Mar'26	₹ 92.13 Lakhs per month
Period from Apr'26 to Mar'27	₹ 22.50 Lakhs per month

The above term loan and working capital demand loan from Kotak Mahindra Bank is secured by way of: (i) First ranking equitable mortgage on the immovable properties owned by the Company; (ii) Hypothecation of Company's current assets and entire fixed assets both present and future, (iii) Pledge of 30% securities of Company held by the promoter and (iv) Personal Guarantee of the Directors of the Company.

(iib)

Term Loan from Small Industries Development Bank of India carries an interest rate of 8% per annum and are payable in monthly installments commencing from Aug 2024 as follows:

Period from Aug'24 to Dec'28	₹ 1.52 Lakhs per month
On Jan'29	₹ 1.66 Lakhs per month

The above term loan from Small Industries Development Bank of India is secured by way of: (i) First and exclusive hypothecation charge on all existing and current assets, movable assets & movable fixed assets (except those charged exclusively with other lenders) Company.

(iii)

Vehicle loans are secured against hypothecation of vehicles financed by Banks. Term for repayment of outstanding vehicles loan are as follows:

₹ 24.46 Lakhs in 49 Monthly Instalments
₹ 17.24 Lakhs in 52 Monthly Instalments
₹ 12.84 Lakhs in 44 Monthly Instalments
₹ 12.84 Lakhs in 44 Monthly Instalments
₹ 11.98 Lakhs in 44 Monthly instalments
₹ 10.81 Lakhs in 48 Monthly instalments
₹ 10.81 Lakhs in 48 Monthly instalments
₹ 9.97 Lakhs in 48 Monthly instalments

(v)

Unsecured term loan from related parties amounting to ₹ 600 Lakhs carrying a coupon rate 10% per annum compounded annually and are payable in 36 monthly installments commencing from April 2024.

**15. OTHER FINANCIAL LIABILITIES (AT AMORTISED COST)**

(Rupees in Lakhs)

Particulars		March 31, 2024	March 31, 2023	March 31, 2022
15(a)	<u>Non-current</u>			
	Interest accrued but not due on borrowings	0.41	-	499.18
		<b>0.41</b>	<b>-</b>	<b>499.18</b>
15(b)	<u>Current</u>			
	Payable to capital creditors	230.68	366.08	292.73
		<b>230.68</b>	<b>366.08</b>	<b>292.73</b>

**16. PROVISIONS**

(Rupees in Lakhs)

Particulars		March 31, 2024	March 31, 2023	March 31, 2022
16(a)	<u>Non-Current Provision for employee benefits</u>			
	Provision for gratuity (net) (Refer note 34)	456.52	387.63	350.86
	Provision for compensated absences (Refer note 34)	70.61	60.15	53.50
	Provision for premium on redemption of debentures	-	-	1,082.15
	Provision for taxation	44.15	44.15	-
		<b>571.28</b>	<b>491.93</b>	<b>1,486.51</b>
16(b)	<u>Current Provision for employee benefits</u>			
	Provision for gratuity (net) (Refer note 34)	34.84	29.51	22.95
	Provision for compensated absences (Refer note 34)	12.82	9.16	7.67
		<b>47.66</b>	<b>38.67</b>	<b>30.62</b>

Movement in provisions are as follows:

(Rupees in Lakhs)

Provision for premium on redemption of debentures	March 31, 2024,	March 31, 2023	March 31, 2022
Opening Balance	-	1,082.15	787.13
Provision created/(reversed) during the year	-	24.06	295.02
Provision utilised during the year	-	-	-
Paid during the year	-	(1,106.21)	-
Closing Balance	-	-	<b>1,082.15</b>

**17. Current Borrowings (at amortised cost)**

(Rupees in Lakhs)

Particulars		March 31, 2024	March 31, 2023	March 31, 2022
	<u>Secured</u>			
	Working capital demand loan*	443.98	448.44	-
	Current Maturities of long term loan from Banks	1,057.54	901.76	-
	Current Maturities of Non-Convertible Debentures	-	-	625.00
	<u>Unsecured</u>			
	Current Maturities of long term loan from related parties	230.82	-	-
		<b>1,732.34</b>	<b>1,350.20</b>	<b>625.00</b>

\*Refer note 14 (iia) for security

**18. TRADE PAYABLES**

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Outstanding dues to Micro enterprises and small enterprises	75.93	85.45	74.29
Outstanding dues to parties other than Micro enterprises and small enterprises	3,547.88	3,419.14	3,600.41
	<b>3,623.81</b>	<b>3,504.59</b>	<b>3,674.70</b>

## Trade payables ageing

As on March 31, 2024

(Rupees in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year*	1-2 years	2-3 years	More than 3 years	
MSME	40.53	7.42	6.79	21.19	<b>75.93</b>
Other than MSME	3,351.82	70.83	11.54	113.69	<b>3,547.88</b>
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Other than MSME	-	-	-	-	-
<b>Total Trade Payables</b>	<b>3,392.35</b>	<b>78.25</b>	<b>18.33</b>	<b>134.88</b>	<b>3,623.81</b>

\*Trade Payables for less than 1 year includes ₹ 107.57 Lakhs of unbilled dues

As on March 31, 2023

(Rupees in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year*	1-2 years	2-3 years	More than 3 years	
MSME	71.04	1.52	0.53	12.36	<b>85.45</b>
Other than MSME	3,166.72	47.40	130.35	74.67	<b>3,419.14</b>
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Other than MSME	-	-	-	-	-
<b>Total Trade Payables</b>	<b>3,237.76</b>	<b>48.92</b>	<b>130.88</b>	<b>87.03</b>	<b>3,504.59</b>

\*Trade Payables for less than 1 year includes ₹ 102.35 Lakhs of unbilled dues

As on March 31, 2022

(Rupees in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year*	1-2 years	2-3 years	More than 3 years	
MSME	56.60	5.94	7.01	4.74	<b>74.29</b>
Other than MSME	2,980.75	252.94	204.28	162.44	<b>3,600.41</b>
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Other than MSME	-	-	-	-	-
<b>Total Trade Payables</b>	<b>3,037.35</b>	<b>258.88</b>	<b>211.29</b>	<b>167.18</b>	<b>3,674.70</b>

\*Trade Payables for less than 1 year includes ₹ 106.66 Lakhs of unbilled dues

### 18.01

#### Dues to micro enterprises and small enterprises

Trade payables include the following dues to micro and small enterprises covered under “The Micro, Small and Medium Enterprises Development Act, 2006” (MSMED) to the extent such parties have been identified on the basis of intimation received from the “suppliers” regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006.

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Amount remaining unpaid to suppliers under MSMED (suppliers) as at the end of year			
- Principal amount	40.54	85.45	50.77
- Interest due thereon	35.39	29.98	23.52
Amount of payments made to suppliers beyond the appointed day during the year			
- Principal amount	427.82	481.08	193.66
- Interest actually paid under section 16 of MSMED	3.00	9.17	-
Amount of interest due and payable for delay in payment (which has been paid but beyond the appointed day during the year) but without adding interest under MSMED	-	-	-
Interest accrued and remaining unpaid at the end of the year			

- Interest accrued during the year	8.41	15.63	6.11
- Interest remaining unpaid as at the end of the year	35.39	29.98	23.52
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED act, 2006.	7.34	6.46	6.11
Interest remaining disallowable as deductible expenditure under the Income-tax Act, 1961	7.34	6.46	6.11

## 19. OTHER LIABILITIES

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Current			
Advances from customers (Contract liability)	544.95	190.44	47.51
Statutory liabilities	278.58	293.49	207.21
Others	34.00	-	-
	<b>857.53</b>	<b>483.93</b>	<b>254.72</b>

## 20 REVENUE FROM OPERATIONS

(Rupees in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>(a) Sale of products (excluding GST)</b>			
Plastics components	20,171.76	19,035.48	15,770.56
Mould & Tools	1,073.79	813.89	598.08
<b>(b) Sale of Services (Job Work income related to Moulds &amp; Tools)</b>	224.56	428.50	258.72
<b>(c) Other operating revenues</b>			
Scrap sales	54.28	39.07	42.11
Export incentives	7.00	10.85	12.51
	<b>21,531.39</b>	<b>20,327.79</b>	<b>16,681.98</b>

(Rupees in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Reconciliation of revenue recognised with contract price:			
A. Contract price	21,470.11	20,277.87	16,627.36
B. Adjustments	-	-	-
C. Revenue from Operations	<b>21,470.11</b>	<b>20,277.87</b>	<b>16,627.36</b>

## 21 OTHER INCOME

(Rupees in Lakhs)

Particular	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>(a) Interest income</b>			
Interest income earned on financial assets that are not designated as at FVTPL			
(a) On bank deposits - at amortised cost	76.10	18.55	23.23
(b) On income tax refunds	1.25	4.67	-
<b>(b) Other non-operating income</b>			
(a) Profit on sale/discard of property, plant and equipment (net)	-	17.30	30.92

	(b) Net gain on foreign currency transactions and translation	14.51	20.29	13.03
	(c) Liabilities / provisions no longer required written back	35.36	24.09	76.36
	(d) Miscellaneous income	4.19	2.51	0.73
		<b>131.41</b>	<b>87.41</b>	<b>144.27</b>

## 22 COST OF MATERIAL CONSUMED

(Rupees in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Raw materials and bought out components consumed</b>			
Opening stock of raw materials	1,459.11	1,355.99	1,568.71
Add: Purchases of raw materials	12,664.72	12,353.71	9,524.17
	14,123.83	13,709.70	11,092.88
Less: Closing stock of raw materials	1,510.16	1,459.11	1,355.99
<b>Cost of materials consumed</b>	<b>12,613.67</b>	<b>12,250.59</b>	<b>9,736.89</b>

## 23. CHANGES IN INVENTORY OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(Rupees in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening stock			
Finished goods	472.36	429.89	559.19
Work-in-progress	418.37	358.54	399.86
Less: Closing stock			
Finished goods	(471.29)	(472.36)	(429.89)
Work-in-progress	(769.85)	(418.37)	(358.54)
Net (increase) / decrease in inventory of finished goods and work-in-progress	<b>(350.41)</b>	<b>(102.30)</b>	<b>170.62</b>

## 24. EMPLOYEE BENEFITS EXPENSE

(Rupees in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
(i) Salaries and wages (including bonus)	2,426.98	2,125.96	1,925.51
(ii) Gratuity expenses (Refer note 34)	72.54	61.97	57.52
(iii) Contribution to provident and other funds (Refer note 34)	139.71	133.24	128.73
(iv) Staff welfare expenses	108.20	88.39	59.40
	<b>2,747.43</b>	<b>2,409.56</b>	<b>2,171.16</b>

## 25. FINANCE COST

(Rupees in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Interest expense on			
- Debentures *	-	859.51	1,062.88
- Term loans	572.46	195.59	11.22
- Others	8.41	15.63	6.11
(b) Other borrowing costs			
- Lease Liabilities	38.83	18.85	16.25
- Premium on Debenture Redemption	-	24.06	295.03
- Loan Processing & Other Financial Charges	10.82	10.06	3.32



		<b>630.52</b>	<b>1,123.70</b>	<b>1,394.81</b>
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\* Inclusive of upfront fees amortisation.

## 26 DEPRECIATION AND AMORTISATION EXPENSE

(Rupees in Lakhs)

Particulars		For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
(a)	Depreciation of Property, Plant and Equipment {Refer Note 2(a)}	608.06	577.89	574.90
(b)	Amortisation of intangible assets {Refer Note 4}	4.96	3.51	2.95
(c)	Depreciation of Right to use asset {Refer Note 3}	159.54	81.75	71.52
		<b>772.56</b>	<b>663.15</b>	<b>649.37</b>

## 27 OTHER EXPENSES

(Rupees in Lakhs)

Particulars		For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	Contract manufacturing and erection expenses	1,026.57	837.95	621.66
	Consumption of stores and spare parts	154.97	151.18	113.79
	Consumption of packing material	326.40	350.42	240.93
	Power and fuel	726.82	703.24	587.41
	Rent	15.66	23.03	14.78
	Repairs and maintenance			
	Buildings	24.42	20.88	19.27
	Machinery	291.14	289.80	172.24
	Other	63.21	50.92	36.46
	Insurance	31.04	27.32	33.50
	Rates and taxes	193.13	30.53	68.44
	Travelling and conveyance	309.61	250.44	145.92
	Legal and professional	117.86	112.75	88.93
	Communication	48.36	38.23	39.27
	Bad Debts irrecoverable written off	0.12	0.64	43.30
	Provision for doubtful trade receivables (net)	-	4.06	-
	Provision for Advances	-	-	51.29
	Payments to the auditor			
	- Audit Fees	22.00	19.77	18.21
	- Limited Review	-	10.00	9.28
	- Other Services & Certification	-	2.50	1.25
	- Out of Pocket Expenses	1.42	3.96	0.48
	Security Expenses	58.40	55.65	53.39
	Business promotion	54.64	45.68	22.21
	Festival Expenses	49.30	46.85	34.96
	Freight and forwarding	465.73	475.74	339.61
	Printing and stationery	19.37	15.91	11.45
	Office Expenses	48.13	30.35	17.52
	Net Loss on fixed asset sold / discarded	11.36	-	-
	Interest on statutory dues	14.21	1.82	2.02
	Miscellaneous expenses	11.69	61.48	14.72
		<b>4,085.56</b>	<b>3,661.10</b>	<b>2,802.29</b>

## 28. INCOME TAXES

28.1 The income tax expenses for the year can be reconciled to the accounting profits as follows:

(Rupees in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
<b>Profit/(loss) before tax</b>	1,163.47	409.40	(98.89)
Income-tax expense @ 27.82% (2023: 27.82%, 2022: 26%)	323.68	113.90	(25.71)
Effect of expenses that are not deductible in determining	24.32	19.24	128.51

taxable profit			
Effect of changes in tax rates	-	(67.27)	-
<b>Income tax expenses recognised in profit and loss</b>	<b>348.00</b>	<b>65.87</b>	<b>102.80</b>

The tax rate used for the 2023-2024 reconciliation above is the corporate tax rate of 27.82% (2022-2023: 27.82% and 2021-2022: 26%) payable by corporate entities in India on taxable profits under the Indian tax law.

### 28.2. Income tax expense in the statement of profit and loss comprises:

(Rupees in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
<b>Current tax</b>			
In relation to current year	-	-	-
In relation to earlier year	-	-	-
<b>Deferred tax</b>			
In relation to current year	348.00	65.87	102.80
In relation to earlier year	-	-	-
	348.00	65.87	102.80
	<b>348.00</b>	<b>65.87</b>	<b>102.80</b>

### 28.3. Income tax expense in other comprehensive income comprises:

(Rupees in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Arising on Remeasurements of the defined benefit liabilities	(5.95)	(2.24)	5.60
	<b>(5.95)</b>	<b>(2.24)</b>	<b>5.60</b>

## 29 SEGMENT REPORTING

The Company is primarily in the business of manufacturing and sale of plastic products. This is the only activity performed and is thus also the main source of risks and returns. The board of directors of the Company, who has been identified as being the chief operating decision maker (CODM), evaluates the Company's performance, allocate resources based on the analysis of the various performance Indicators of the Company as a single unit. Therefore, in accordance of Ind AS 108 Operating Segments, there is no reportable segment of the Company.

### Information of Major Customers:

Below are the details of customers contributed 10% or more to the Company's revenue are as follows:

(Rupees in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Customer - 1	4,287.05	4,729.23	4,293.36
Customer - 2	3,047.45	-	2,106.37

## 30. EARNINGS PER SHARE

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Profit attributable to the equity holders of the Company used in calculating basic earning per share and diluted earning per share	815.47	343.53	(201.69)
Weighted average number of equity shares for the purpose of calculating basic earnings per shares and diluted earnings per share (nos.)	1,371,833	1,017,719	319,004
Basic earnings per share (₹)	59.44	33.76	(63.22)
Diluted earnings per share (₹)	59.44	33.76	(63.22)

## 31 COMMITMENTS

### a) Capital Commitments

Capital Expenditure contracted for the end of the reporting period but not recognised as Liabilities is as follows:

(Rupees in Lakhs)

Particulars	Year ended	Year ended	Year ended
-------------	------------	------------	------------

	March 31, 2024	March 31, 2023	March 31, 2022
Estimated amount of Contracts remaining to be executed on Capital account and not provided for (Net of Advances)	246.21	31.13	13.30
	<b>246.21</b>	<b>31.13</b>	<b>13.30</b>

b) The Company has other commitments, for purchase/sales orders, which are issued after considering requirements as per operating cycle for purchase/ sale of goods and services, employee benefits in normal course of Business. The Company does not have any long-term contract including derivative contracts for which there will be any material foreseeable losses.

### 32 CONTINGENT LIABILITIES

(Rupees in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
(a) Contingent Liabilities			
Claims against the Company not acknowledged as debts			
Income tax	106.05	106.05	106.05
	<b>106.05</b>	<b>106.05</b>	<b>106.05</b>

b) The amount shown above represents the best possible estimate arrived on the basis of available information. The uncertainties & possible reimbursements are dependent on the outcome of the different legal process which have been invoked by the Company or the claimants as the case may be, and therefore cannot be predicted accurately or relate to present obligations that arise from the past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate cannot be made. Company has been advised that it has strong legal positions against such disputes.

### 33 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

#### 33.1 Capital Management

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern and maintain an optional capital structure to reduce the cost of capital.

#### 33.2 Financial instruments by category

(Rupees in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
<b>Financial Assets</b>			
Measured at amortised cost <sup>^</sup>			
(a) Trade Receivables	2,714.80	3,038.74	2,622.98
(b) Cash and cash equivalents	231.10	97.32	337.92
(c) Bank balances other than above	1,304.74	-	40.66
(d) Other financial assets	202.95	120.53	262.46
	<b>4,453.59</b>	<b>3,256.59</b>	<b>3,264.02</b>

(Rupees in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
<b>Financial Liabilities</b>			
Measured at amortised cost <sup>^</sup>			
(a) Borrowings	3,764.66	4,055.24	6,859.70
(b) Trade Payables	3,623.81	3,504.59	3,674.70
(c) Lease Liabilities	706.22	122.70	99.25
(c) Other financial liabilities	231.09	366.08	891.16
	<b>8,325.78</b>	<b>8,048.61</b>	<b>11,524.81</b>

<sup>^</sup> Carrying value of the financial assets and liabilities designated at amortised cost approximates its fair value.

#### 33.3 Financial Risk Management

##### 33.3.1 Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company is exposed to foreign exchange risk arising through its sales and purchases denominated in various foreign currencies.

### Foreign Currency Risk Management

Foreign currency risk also known as Exchange Currency Risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. Foreign currency risk in the Company is attributable to Company's operating activities and financing activities.

#### Foreign currency risk exposure

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting periods expressed in ₹, are as follows:

(Rupees in Lakhs)

Particulars	Original currency	As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
		(in original currency)	(₹ in Lakhs)	(in original currency)	(₹ in Lakhs)	(in original currency)	(₹ in Lakhs)
Trade payables	USD	129,337.92	107.88	47,662.00	39.16	110,465.14	83.72
Trade payables	EURO	163,500.00	146.79	150,000.00	134.16	45,000	37.90
Trade Receivables	USD	353,054.24	294.48	503,356.45	413.61	198,576.44	150.50
Trade Receivables	EURO	49,313.87	44.27	21,689.30	19.40	20,283.46	17.08

The Company does not enter into or trade financial instrument including derivative financial instruments for speculative purposes

#### Foreign currency sensitivity analysis

The Company is mainly exposed to USD.

The following table details the Company's sensitivity to a 1% increase and decrease in the ₹ against the relevant foreign currency. The sensitivity analysis includes only outstanding foreign currency denominated monetary items as tabulated above and adjusts their translation at the period end for 1% change in foreign currency rates. A positive number below indicates an increase in profit before tax or vice-versa.

(Rupees in Lakhs)

Particulars	March 31, 2024		March 31, 2023		March 31, 2022	
	₹ strengthens by 1%	₹ weakens by 1%	₹ strengthens by 1%	₹ weakens by 1%	₹ strengthens by 1%	₹ weakens by 1%
Impact on (profit) /loss for the year						
USD	1.87	(1.87)	3.74	(3.74)	0.67	(0.67)
EURO	(1.03)	1.03	(1.15)	1.15	(0.21)	0.21

### 33.3.2 Credit Risk Management

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss. Refer note 10 for the disclosures for trade receivables.

Financial assets for which loss allowance is measured:

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Trade receivables	2,714.80	3,038.74	2,622.98
	<b>2,714.80</b>	<b>3,038.74</b>	<b>2,622.98</b>
<b>Balance at the beginning</b>	48.43	42.76	85.09
Provided during the year	-	5.67	(4.68)
Utilised during the year	-	-	(37.65)
Reversed during the year	(2.64)	-	-
<b>Balance at the end</b>	45.79	48.42	42.76

Other than financial assets mentioned above, none of the Company's financial assets are either impaired or past due, and there were no indications that defaults in payment obligations would occur. Also refer Note 29 on high concentration of revenue with top customers of the Company.

### 33.3.3 Liquidity Risk Management

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant

(Rupees in Lakhs)

Particulars	Less than 1 year	More than 1 year upto 5 year	More than 5 years	Total
<b>As at March 31, 2024</b>				
Trade payables	3,623.81	-	-	3,623.81
Payable to capital creditors	230.68	-	-	230.68
Borrowings	1,758.79	2,075.88	-	3,834.67
Other Financial Liabilities	304.04	510.28	-	814.32
	<b>5,917.32</b>	<b>2,586.16</b>	-	<b>8,503.48</b>
<b>As at March 31, 2023</b>				
Trade payables	3,503.86	-	-	3,503.86
Payable to capital creditors	366.08	-	-	366.08
Borrowings	1,385.64	2,814.51	-	4,200.15
Other Financial Liabilities	57.49	93.96	-	151.45
	<b>5,313.07</b>	<b>2,908.47</b>	-	<b>8,221.54</b>
<b>As at March 31, 2022</b>				
Trade payables	3,691.03	-	-	3,691.03
Payable to capital creditors	292.73	-	-	292.73
Borrowings	1,575.48	11,472.36	-	13,047.84
Other Financial Liabilities	55.33	59.00	-	114.33
	<b>5,614.57</b>	<b>11,531.36</b>	-	<b>17,145.93</b>

#### Details of sanction limit from Banks

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Total sanctioned limits from banks	1,000.00	4,000.00	-
Utilized	443.98	3,700.00	-
Unutilized	556.02	300.00	-

### 34 EMPLOYEE BENEFITS PLANS

#### (a) Defined benefits plans

Gratuity- The Company provides for gratuity for employees as per the Payment of Gratuity Act 1972. The Company operates a post-employment defined benefit plan that provides for gratuity. The gratuity plan entitles an employee, who has rendered at least five years of continuous service, to receive one-half month's salary for each year of completed service at the time of retirement/exit. The Scheme is not funded by plan assets.

(Rupees in Lakhs)

Particulars	Gratuity		
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Change in benefit obligation (A)</b>			
1. Present value of obligation as at the beginning of the year	417.14	373.81	362.18
2. Current service cost	41.76	35.13	32.93
3. Interest cost	30.78	26.84	24.59
4. Actuarial (gain) / loss			
4a. Effect of changes in financial assumptions	-	-	-
4b. Effect of experience adjustments	21.39	8.05	(21.52)
5. Benefits paid	(19.71)	(26.69)	(24.37)
<b>6. Present value of obligation as at the end of the year</b>	<b>491.36</b>	<b>417.14</b>	<b>373.81</b>
<b>Classification into Current &amp; Non-Current</b>			
<b>Gratuity</b>			
Non-Current	456.52	387.63	350.86
Current	34.84	29.51	22.95

<b>Main actuarial assumption</b>			
Discount rate	7.23%	7.38%	7.18%
Expected rate of increase in compensation levels	5.50%	5.50%	5.50%
Mortality rates inclusive of provision for disability (100% of Indian Assured Lives Mortality (IALM) (2012-14)			
Attrition at Ages:-			
Age upto 30 years	3.00%	3.00%	3.00%
Age from 31 to 44 years	2.00%	2.00%	2.00%
Age above 44 years	1.00%	1.00%	1.00%
Retirement age (years)	58	58	58

#### Maturity profile of defined benefit obligation

		(Rupees in Lakhs)
Year	Gratuity	
April 2024 - March 2025	34.84	
April 2025 - March 2026	14.82	
April 2026 - March 2027	13.19	
April 2027 - March 2028	16.84	
April 2028 - March 2029	13.53	
April 2029 - March 2030	19.12	
April 2030 onwards	379.02	
	<b>491.36</b>	

Particulars	Gratuity		
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Cost for the period</b>			
1. Current service cost	41.76	35.13	32.93
2. Net interest cost	30.78	26.84	24.59
<b>Total amount recognised in profit or loss</b>	<b>72.54</b>	<b>61.97</b>	<b>57.52</b>
<b>Re-measurements recognised in Other comprehensive income</b>			
1. Actuarial gain / (loss) on plan assets	-	-	-
2. Effect of changes in demographic assumptions	-	-	-
3. Effect of changes in financial assumptions	-	-	-
4. Effect of experience adjustments	-21.39	(8.05)	21.52
<b>Total re-measurements included in Other Comprehensive Income</b>	<b>-21.39</b>	<b>(8.05)</b>	<b>21.52</b>
<b>Total amount recognised in statement of profit and loss</b>	<b>51.15</b>	<b>53.92</b>	<b>36.00</b>

#### Sensitivity analysis of the defined benefit obligation

The significant actuarial assumption for the determination of defined benefit obligations are discount rate and expected salary increase.

		(Rupees in Lakhs)
Particulars	Gratuity	
Present value of Obligation at the end of the year	417.14	
a) Impact of the change in discount rate		
i). Impact due to increase of 0.50%	(21.77)	
ii). Impact due to decrease of 0.50%	23.56	
b) Impact of the change in salary increase		
i). Impact due to increase of 0.50%	23.88	
ii). Impact due to decrease of 0.50%	(22.24)	

#### b) Defined Benefit Plans

##### Amount recognised with Statement of Profit & Loss

				(Rupees in Lakhs)
Particulars	For the year	For the year	For the year	

	ended March 31, 2024	ended March 31, 2023	ended March 31, 2022
Provident Fund (Refer to note (i) below)	122.57	115.70	111.50
Employee State Insurance (refer to Note (ii) below)	17.14	17.55	17.23
<b>Total</b>	<b>139.71</b>	<b>133.24</b>	<b>128.73</b>

These expenses incurred have been included in Note 24 "Employee Benefit expenses" under the head "Contribution to Provident Fund and Other Funds"

**(i) Provident Fund**

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund. The contributions are charged to the statement of Profit and Loss as they accrue.

**(ii) Employee State Insurance**

The Company's contribution paid/ payable under the scheme to the Employee State Insurance is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

**c) Other long-term employee benefit**

Amounts recognized in the statement of profit and loss in note 24 "Employee Benefits expense"

Particulars	(Rupees in Lakhs)		
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Compensated absence	24.37	20.40	7.73
<b>Total</b>	<b>24.37</b>	<b>20.40</b>	<b>7.73</b>

The defined benefit obligation which are provided for but not funded are as under:

Classification into Current & Non-Current	(Rupees in Lakhs)		
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Compensated absence			
Non-Current	70.61	60.15	53.50
Current	12.82	9.16	7.67
<b>Total</b>	<b>83.43</b>	<b>69.31</b>	<b>61.17</b>

**35. RELATED PARTY DISCLOSURES UNDER ACCOUNTING STANDARD IND-AS - 24 "RELATED PARTY DISCLOSURES"**

**a) Key Managerial Personnel and their relatives:**

Key Management Personnel

Nalin Bahl (Director)

Kumud Jayee (Director)

Nitin Bahl (Director)

Jitendra Kumar Mallick (Chief Financial Officer)

Yash Garg (Company Secretary), appointed w.e. f. January 03, 2023, resigned w.e.f. March 31, 2024

Himanshi Saluja (Company Secretary), appointed w.e. f. April 02, 2024

**(ii) Transactions with Key Managerial Personnel and their relatives:**

Particulars	(Rupees in Lakhs)		
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Managerial Remuneration</b>			
Nalin Bahl	75.00	69.00	60.37
Nitin Bahl	75.60	57.60	50.40
Kumud Jayee	75.00	69.00	60.37
<b>Employee benefits expense</b>			
Jitendra Kumar Mallick	20.67	18.40	14.98
Yash Garg	1.20	0.30	-

<b>Interest expenses</b>			
Nalin Bahl	32.83	20.30	-
Nitin Bahl	30.71	18.91	-
<b>Loan Taken during the year</b>			
Nalin Bahl	-	310.00	-
Nitin Bahl	-	290.00	-

**Closing balances with related parties:**

(Rupees in Lakhs)			
Particulars	March 31, 2024	March 31, 2023	March 31, 2022
<b>Loans Payable</b>			
Kumud Jayee	17.91	17.91	17.91
Nalin Bahl	369.80	369.80	59.80
Nitin Bahl	290.00	290.00	
<b>Interest payable on unsecured loans</b>			
Nalin Bahl	47.81	18.27	-
Nitin Bahl	44.65	17.02	-
<b>Employee related payables</b>			
Nalin Bahl	4.40	4.00	3.00
Nitin Bahl	4.30	-	0.30
Kumud Jayee	4.55	4.00	6.69
Jitendra Kumar Mallick	1.40	1.36	1.04
Yash Garg	0.10	0.30	-

**36 Ratio Analysis**
**a) Current Ratio = Current assets divided by Current liabilities**

(Rupees in Lakhs)			
Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Current Assets	7,931.95	5,865.45	5,409.52
Current Liabilities	6,730.40	5,786.23	4,922.44
Ratio (in times)	1.18	1.01	1.10
% change from previous year	16.26%	(7.76%)	-

**b) Debt Equity Ratio = Total Debt divided by Shareholder's Equity**

(Rupees in Lakhs)			
Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Total Debt ((excluding Working capital demand Loan)	3,320.68	3,606.80	7,484.70
Shareholder's Equity*	5,355.62	3,082.02	(2,007.38)
Ratio (in times)	0.62	1.17	(3.73)
% change from previous year	(47.02%)	131.39%	-

\*Shareholder's Equity represents Share capital plus Reserves and surplus but excludes the revaluation reserve.

**Reason for change more than 25%**

For the year ended March 31, 2024, the ratio has improved due to equity infusion from Fuji Electronics Industries Co Ltd -Japan on account of issuance of new shares to the tune of 12.46% along with share premium and repayment of non-convertible debentures.

For the year ended March 31, 2024, the ratio has improved on account of capital restructuring during the year due to equity infusion by DMI Finance Pvt. Ltd. and DMI Income Fund Pte Ltd on account of issuance of new shares to the tune of 24% along with share premium.

**c) Debt Service Coverage Ratio = Earnings available for debt service divided by Debt Service**

(Rupees in Lakhs)			
Particulars	March 31, 2024	March 31, 2023	March 31, 2022



Earnings available for debt service*	2,578.79	2,194.40	1,961.36
Debt Service#	1,918.88	2,025.46	2,019.81
Ratio (in times)	1.34	1.08	0.97
% change from previous year	24.04%	11.57%	

\*Earnings available for debt service = Profit/ (loss) after tax + Depreciation and amortisation expense + Finance cost - Profit on fixed assets sold / discarded (net)

#Debt Service = Finance Cost + Principal Repayments

**d) Return on Equity Ratio = Net Profits after taxes divided by Average Shareholder's Equity**

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Net Profits after taxes	815.47	343.53	(201.69)
Average Shareholder's Equity*	5,355.62	3,082.02	(2,007.38)
<b>Ratio (in %)</b>	15.23%	11.15%	10.05%
<b>% change from previous year</b>	36.61%	(10.94%)	-

\*Shareholder's Equity represents Share capital plus Reserves and surplus but excludes the revaluation reserve.

**Reason for change more than 25%**

For the year ended March 31, 2023, the Company has generated net profits in comparison to the net losses in the year ended March 31, 2022 due to which ratio is improved.

**e) Inventory Turnover Ratio = Cost of Goods Sold divided by Average Inventory**

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Cost of Goods Sold*	12,263.26	12,148.29	9,907.51
Average Inventory	2,568.28	2,263.54	2,350.64
Ratio (in times)	4.77	5.37	4.21
% change from previous year	(11.03%)	27.34%	-

\*Cost of goods sold comprises Cost of material consumed and Changes in inventories of finished goods, stock-in-trade and work in progress.

**Reason for change more than 25%**

For the year ended March 31, 2023, better inventory turnover ratio due to effective control over procurement and production planning.

**f) Trade Receivables turnover ratio = Revenue from operations divided by Average Trade Receivable**

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from operations	21,531.39	20,327.79	16,681.98
Average Trade Receivable*	2,876.77	2,830.86	2,407.89
Ratio (in times)	7.48	7.18	6.93
% change from previous year	4.23%	3.65%	

\*Average Trade receivables represents the average of opening and closing trade receivables.

**g) Trade payables turnover ratio = Purchases of material, services and other expense divided by Average Trade Payables**

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Purchases of material, services and other expense	16,739.53	16,022.87	11,879.88
Average Trade Payables#	3,564.20	3,589.65	3,967.06
Ratio (in times)	4.70	4.46	2.99
% change from previous year	5.22%	49.05%	

# Average trade payables represents the average of opening and closing trade payable.

**Reason for change more than 25%**

For the year ended March 31, 2023, ratio improved due to annual business growth, better control over the debtors collection and inventory management.

**h) Net capital turnover ratio = Revenue from operations divided by Working Capital**

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from operations	21,531.39	20,327.79	16,681.98
Working Capital*	1,201.55	79.22	487.08
Ratio (in times)	17.92	256.60	34.25
% change from previous year	(93.02%)	649.24%	-

\*Working Capital = Current Assets - Current Liabilities

**Reason for change more than 25%**

For the year ended March 31, 2024, This variance is due to FDI of amounting to Rs. 15.22 crore received in FY 2023-24 has been kept in Fixed deposits for future business development and the fixed deposits is classified as current assets in financial statements.

For the year ended March 31, 2023,, the revenue from operation is improved on account of increase in automotive business as compared to the financial year 2021-2022.

**i) Net profit Ratio = Net Profit after tax divided by Revenue from operations**

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Net Profit after tax	815.47	343.53	(201.69)
Revenue from operations	21,531.39	20,327.79	16,681.98
Ratio (in %)	3.79%	1.69%	-1.21%
% change from previous year	124.11%	239.78%	-

**Reason for change more than 25%**

For the year ended March 31, 2024, net Profit ratio is improved due to reduction in the finance cost.

For the year ended March 31, 2023, net Profit ratio is improved due to business performance in the 2022-2023 as against 2021-2022 and reduction in the finance cost due to the repayment of debentures.

**j) Return on Capital employed = Earnings before interest and taxes divided by Capital Employed**

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Earnings before interest and taxes	1,793.99	1,533.10	1,295.92
Capital Employed*	8,676.31	6,688.83	5,477.32
Ratio (in %)	20.68%	22.92%	23.66%
% change from previous year	(9.79%)	(3.13%)	-

\* Capital employed comprises shareholders equity and total debt (excluding working capital demand loan)

**k) Return on investment = Income generated from investments divided by Investments**

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Income generated from investments	NA	NA	NA
Investments	NA	NA	NA
Ratio (in times)	NA	NA	NA
% change from previous year			

**37 FAIR VALUE HIERARCHY**

There were no fair value measurements through Profit & Loss and Other Comprehensive income other than land during each reporting year.

**38.** The provision of section 135 of Companies Act, 2013 is not applicable to the Company for incurring the expenditure on corporate social responsibility for the each reporting year as the threshold limit specified in the said act does not exceed.

**39** There has been no amounts which were required to be transferred to Investor Education and Protection fund in accordance with the relevant provisions of the Companies Act, 2013 and rules made thereunder.

**40** Reconciliation of liabilities arising from financing activities.

**For the year ended March 31, 2024:**

(Rupees in Lakhs)

Particulars	As at March 31, 2023	Proceeds	Payment	Net Cash Flow	Adjustments of Amortisation Cost & Finance Cost	As at March 31, 2024
Term loan (From Banks)	3,005.05	382.34	947.2	-564.86	32.96	2,473.15
Vehicle loan (From Banks)	-	120.47	9.52	110.95	-	110.95
Repayable on demand from Bank	448.44	-	4.46	-4.46	-	443.98
Term loans (from related parties)	601.75	-	-	-	134.83	736.58

**For the year ended March 31, 2023:**

(Rupees in Lakhs)

Particulars	As at March 31, 2022	Proceeds	Payment	Net Cash Flow	Adjustments of Amortisation Cost & Finance Cost	As at March 31, 2023
Redeemable Non-Convertible Debentures (Series A & Series B)	7,433.51	-	7,500.00	-7,500.00	66.49	-
Term loan (From Bank)	-	3,120.00	126	2,994.00	11.05	3,005.05
Repayable on demand from Bank	-	448.44	-	448.44	-	448.44
Term loans (from related parties)	51.19	600	-	600	-49.44	601.75

**41. Additional Disclosures**

Particulars	Notes in financial statements
Details of benami property held	No proceedings have been initiated during each reporting year or are pending against the Company as at 31 March 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
Relationship with struck off Companies	The Company does not have any transactions with struck-off Companies.
Registration of charges or satisfaction with Registrar of Companies (ROC)	There are no charges or satisfaction yet to be registered by the Company with ROC beyond the statutory period.
Details of Crypto Currency or Virtual Currency	The Company have not traded or invested in crypto currency or virtual currency during each reporting year.
Utilisation of Borrowed funds and share premium	No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
Undisclosed Income	The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
Willful defaulter	The Company is not a declared willful defaulter by any bank or financial institution or other lender.
Core Investment Companies (CIC)	The Company does not have any Core Investment Companies within the group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016).

42. The Company does not have any immovable properties (other than properties where the Company is the lessee, and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the Company.

## **OTHER FINANCIAL INFORMATION**

For Details on other financial information please refer to “Ratios” on page under the chapter titled Financial Statements as Restated beginning on page 198 of this Draft Red Herring Prospectus.

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## **MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION**

*The following discussion is intended to convey management’s perspective on our financial condition and results of operations for the period ended March 31, 2024, 2023 and 2022. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled “Financial Statements” and the chapter titled “Financial Information” on page 198 of the Draft Red Herring Prospectus. This discussion contains forward- looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled “Risk Factors” on page 23 of this Draft Red Herring Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled “Forward-Looking Statements” on page 16 of this Draft Red Herring Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.*

*In this section, unless the context otherwise requires, any reference to “we”, “us” or “our” refers to Radiant Innovative Manufacturing Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for the period ended March 31, 2024, 2023 and 2022 included in this Draft Red Hearing Prospectus beginning on page 198 of this Draft Red Herring Prospectus.*

### **BUSINESS OVERVIEW**

Our Company is a plastic technology solution provider that specializes in manufacturing technically complex engineering plastic components and assemblies primarily for the global automotive industry. The company's core business revolves around manufacturing plastic parts and assemblies that require advanced and complex manufacturing technologies such as overmolding, welding, precision gear molding, and hybrid plastic-metal integration. Our key focus areas span across critical automotive systems like electronics, electric mobility, powertrain, thermal management, as well as sensing and actuation systems.

With over three decades of experience, Our Company has developed comprehensive capabilities across the entire value chain - from product design support, mold design, simulation and process engineering to tool manufacturing, molding, assembly, and testing/validation. The company operates its four manufacturing facilities and one specialized tool room facility across different states in India. These plants are equipped with the latest injection molding machinery including electric, servo-hydraulic and robotic molding work cells. Our Company possesses relevant experience in an array of complex molding technologies like overmolding, insert molding, ultrasonic welding, precision gear molding and thin-wall molding.

For detailed information on the business of our Company please refer to the chapter “Our Business” beginning on page 135 of this Draft Red Herring Prospectus.

### **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR**

As per mutual discussion between the Board of the Company and LM, in the opinion of the Board of the Company there have not arisen any circumstances since the date of the last financial statements as disclosed in this Draft Red Herring Prospectus and which materially and adversely affect or is likely to affect within the next twelve months except as follows:

- The Board of Directors of our Company has approved and passed resolution on September 19, 2024 to authorize the Board of Directors to raise the funds by way of Initial Public Offering.
- The Shareholders of our company appointed Mr. Nitin Bahl as Managing Director, in the Extra Ordinary General Meeting held on March 14, 2024.

- The shareholder of our Company appointed Mr. Rajeev Kapoor as Independent Directors in the Extra Ordinary General Meeting held on June 08, 2023.
- The shareholders of our Company appointed Ms. Pooja Kothari as Independent Director in the Extra-Ordinary General Meeting held on July 15, 2024.
- The Board of directors has appointed Ms. Himanshi Saluja as Company Secretary & Compliance officer of the Company w.e.f. April 02, 2024.
- The Shareholders of our Company appointed Mr. Rahul Gupta as Non-Executive Non-Independent Director w.e.f. July 15, 2024.

## **FACTORS AFFECTING OUR RESULTS OF OPERATIONS**

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factor*” beginning on page 23 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Our business is highly dependent on technology and any disruption or failure of our technology systems may affect our operations.
- Changes, if any, in the regulations / regulatory framework / economic policies in India and / or in foreign countries, which affect national & international finance.
- ability to retain our skilled personnel;
- Performance of Company’s competitors;
- Significant developments in India’s economic and fiscal policies;
- Volatility in the Indian and global capital market;

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**DISCUSSION ON RESULT OF OPERATION**

(Rupees in Lakhs)

Particulars		For the Year ended 31 March, 2024	% of total income	For the year ended 31 March, 2023	% of total income	For the year ended 31 March, 2022	% of total income
<b>I</b>	Revenue from Operations	21,531.39	99.39	20,327.79	99.57	16,681.98	99.14
<b>II</b>	Other Income	131.41	0.61	87.41	0.43	144.27	0.86
<b>III</b>	<b>Total Income (I + II)</b>	<b>21,662.80</b>	<b>100.00</b>	<b>20,415.20</b>	<b>100.00</b>	<b>16,826.25</b>	<b>100.00</b>
<b>IV</b>	<b>Expenses:</b>						
	Cost of Material Consumed	12,613.67	58.23	12,250.59	60.01	9,736.89	57.87
	Changes in inventories of finished goods, stock-in-trade and work in progress	(350.41)	(1.62)	(102.30)	(0.50)	170.62	1.01
	Employee benefits expense	2,747.43	12.68	2,409.56	11.80	2,171.16	12.90
	Finance costs	630.52	2.91	1,123.70	5.50	1,394.81	8.29
	Depreciation and amortisation expense	772.56	3.57	663.15	3.25	649.37	3.86
	Other expenses	4,085.56	18.86	3,661.10	17.93	2,802.29	16.65
	<b>Total expenses (IV)</b>	<b>20,499.33</b>	<b>94.63</b>	<b>20,005.80</b>	<b>97.99</b>	<b>16,925.14</b>	<b>100.59</b>
<b>V</b>	<b>Restated profit/(loss) Before Tax (III + IV)</b>	1,163.47	5.37	409.4	2.01	(98.89)	(0.59)
<b>VI</b>	<b>Tax expense:</b>						
	(a) Current Tax	-	-	-	-	-	-
	(b) Deferred tax charge/(credit)	348.00	1.61	65.87	0.32	102.80	0.61
	<b>Total tax expense</b>	<b>348.00</b>	<b>1.61</b>	<b>65.87</b>	<b>0.32</b>	<b>102.80</b>	<b>0.61</b>
<b>VII</b>	<b>Restated profit after tax (VII - VIII)</b>	<b>815.47</b>	<b>3.76</b>	<b>343.53</b>	<b>1.68</b>	<b>(201.69)</b>	<b>(1.20)</b>
<b>VIII</b>	<b>Restated other comprehensive income (OCI)</b>						
	(i) Items that will not be reclassified to profit or loss						
	Changes in Revaluation Surplus (net)	-	-	-	-	-	-
	Remeasurements of the defined benefit liabilities	(21.39)	(0.10)	(8.05)	(0.04)	21.52	(0.13)
	Income tax relating to items that will not be reclassified to profit or loss	5.95	0.03	2.24	0.01	(5.60)	(0.03)
	<b>Total other comprehensive income</b>	<b>(15.44)</b>	<b>(0.07)</b>	<b>(5.81)</b>	<b>(0.03)</b>	<b>15.92</b>	<b>0.09</b>
<b>IX</b>	<b>Total restated comprehensive income (VII)+(VIII)</b>	<b>800.03</b>	<b>3.59</b>	<b>337.72</b>	<b>1.65</b>	<b>(185.77)</b>	<b>(1.10)</b>
<b>X</b>	<b>Earnings Per Share (of Rs. 100 each):</b>						
	(a) Basic	59.44	-	33.76	-	(63.22)	-
	(b) Diluted	59.44	-	33.76	-	(63.22)	-

## DISCUSSION ON RESULT OF OPERATION

### *Our Significant Accounting Policies*

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled “Financial Statements” beginning on page 198 of the Draft Red Herring Prospectus.

### *Overview of Revenue & Expenditure*

Our revenue and expenses are reported in the following manner:

#### Revenues

##### ◆ Revenue of operations

Our Company’s revenue is primarily generated from the sale of technically complex engineering plastic components and assemblies primarily for the global automotive industry. (for more details, please refer page no. 135, “Our Business” of this DRHP).

##### ◆ Other Income

Our other income mainly consists of interest income and other non-operating income such as profit on sale of property, gain on foreign currency transaction.

**(Rupees in Lakhs)**

Particulars	For the period ended March 31		
	2024	2023	2022
<b>Income</b>			
Revenue from operations	21,531.39	20,327.79	16,681.98
As a % of total Income	99.39%	99.57%	99.14%
Other Income	131.41	87.41	144.27
As a % of Total Income	0.61%	00.43%	0.86%
<b>Total Revenue</b>	<b>21,662.80</b>	<b>20,415.20</b>	<b>16,826.25</b>

#### Expenditure

Our total expenditure primarily consists of purchases of inventory, employee benefit expenses, finance cost and depreciation & amortization expenses and other expenses.

##### Cost of Material Consumed

Our cost of material consumed mainly includes purchases of raw material, i.e. plastic granules (PA, PP, POM, PE & ABS) and Bought out Parts of Rubber and Metals.

##### Change in Inventories

Our change in inventory includes Change in Work in Progress & Finished Goods of Material manufactured by the company.

##### Employment Benefit Expenses

Our employee benefit expenses mainly include salaries and wages, contribution to provident and other funds and staff welfare expenses.

##### Finance Costs

Our finance costs mainly include interest expenses, loan processing expenses and other borrowing costs such as premium on redemption of debentures..

##### Depreciation and Amortization Expense

Depreciation and Amortization expense includes depreciation on property, plant and equipment and amortization



of intangible assets.

### Other Expenses

It includes Contract manufacturing and erection expenses, Consumption of stores and spare parts, Consumption of packing material, Power and fuel, Rent, Repairs and maintenance, Insurance, Rates and taxes, Travelling and conveyance, Legal and professional, Communication, Bad Debts irrecoverable written off, Provision for doubtful trade receivables, Provision for Advances, Payments to the auditor, Security Expenses, Business promotion, Freight and forwarding, Printing and stationery, Office Expenses, Net Loss on fixed asset sold/discarded, Interest on statutory dues and other Miscellaneous expenses.

## FISCAL YEAR ENDED MARCH 31, 2024 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2023

### 1. Total Income

Total Income for the year ended March 31, 2024, stood at Rs. 21,662.80 Lakhs, whereas for the year ended March 31, 2023, it stood at Rs. 20,415.20 Lakhs, representing an increase of 6.11%.

**Reason:** The increase in total income of the company is due to an increase in the revenue of the company due to growth in the business operations via new orders from existing and new customers of the Company.

### 2. Revenue from Operations

Revenue from Operations for the year ended March 31, 2024, stood at Rs. 21,531.39 Lakhs, whereas for the year ended March 31, 2023, it stood at Rs. 20,327.79 Lakhs, representing an increase of 5.92%.

**Reason:** The increase in revenue is attributable to the increase in sales on account of new customers and improved demand from our existing customers.

*(Rupees in Lakhs)*

Particulars	For the Period ended March 31, 2024	For the Period ended March 31, 2023
Sales of Products	21,245.55	19,849.37
Change in %	7.03%	
As a % of Revenue from operations	98.67%	97.65%

### 3. Other Income

Other Income for the year ended March 31, 2024, stood at Rs. 131.41 Lakhs, whereas in for the year ended March 31, 2023, it stood at Rs. 87.41 Lakhs, representing an increase of 50.34%.

**Reason:** The increase in Other Income is primarily attributable to the increase in interest income on bank deposits.

### 4. Total Expenses

Total Expenses for the year ended March 31, 2024, stood at Rs. 20,499.33 Lakhs, whereas for the year ended March 31, 2023, it stood at Rs. 20,005.80 Lakhs, representing an increase of 2.47%.

### 5. Cost of Materials Consumed

Cost of Materials Consumed for the year ended March 31, 2024, stood at Rs. 12,613.67 Lakhs, whereas for the year ended March 31, 2023, it stood at Rs. 12,250.59 Lakhs, representing an increase of 2.96%.

**Reason:** There is an increase in ‘cost of material consumption’ in proportionate to the increase in the revenue from operation.

## 6. Employee Benefit Expense

Employee Benefit Expense for the year ended March 31, 2024, stood at Rs. 2,747.43 Lakhs, whereas for the year ended March 31, 2023, it stood at Rs. 2,409.56 Lakhs, representing an increase of 14.02%.

**Reason:** There was an increase in ‘Employee benefit expenses’ primarily due to an increase head count, and due to increment in the salaries.

Particulars	(Amount in lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries and wages (including bonus)	2,426.98	2,125.96
Average no. of employees	586	581
Average salary per employee	4.14	3.66
Increment in the salary (%)	13.19%	

*Average salary per employee: It is calculated by dividing the Salaries and wages (including bonus) from Average no. of employees.*

## 7. Finance Cost

Finance Cost for the year ended March 31, 2024, stood at Rs. 630.52 Lakhs, whereas for the year ended March 31, 2023, it stood at Rs. 1,123.70 Lakhs, representing a decrease of **43.89%**.

**Reason:** The reduction in finance costs is mainly due to the elimination of interest on debentures, resulting from the redemption of debentures.

## 8. Depreciation and Amortization Expenses

Depreciation and Amortization Expenses for the year ended March 31, 2024, stood at Rs. 772.56 Lakhs, whereas for the year ended March 31, 2023, it stood at Rs. 663.15 Lakhs, representing an increase of **16.50%**.

**Reason:** The increase in Depreciation and Amortization Expenses is due to additions made in the property, plant and equipment and new right of use assets is created (Plant, Noida Sector 80).

## 9. Other Expenses

Other Expenses for the year ended March 31, 2024, stood at Rs. 4,085.56 Lakhs, whereas for the year ended March 31, 2023, it stood at Rs. 3661.10 Lakhs, representing an increase of 11.59%.

**Reason:** There is an increase in ‘other expenses’ in proportionate to the increase in the revenue from operation.

## 10. Profit Before Tax

Profit Before Tax for the year ended March 31, 2024, stood at Rs. 1,163.47 Lakhs, whereas for the year ended March 31, 2023, it stood at Rs. 409.40 Lakhs, representing an increase of 184.19%.

## 11. Profit After Tax

Profit After Tax for the year ended March 31, 2024, stood at Rs. 815.47 Lakhs, whereas for the year ended March 31, 2023, it stood at Rs. 343.53 Lakhs, representing an increase of 137.38%.

### Reason for increase in PAT margin:

The increase in PAT margin from FY 2023 to FY 2024 can be attributed to:

- **Revenue growth outpacing the increase in costs:**

Revenue from Operations grew from Rs. 20,327.79 Lakhs in FY 2023 to Rs. 21,531.39 Lakhs in FY 2024, a 5.93% increase. The growth in revenue directly contributes to higher profitability as the company generates more income without any additional increase in fixed costs, leading to improved margins.

- **A significant reduction in finance costs:**

Finance Costs decreased significantly from Rs. 1,123.70 Lakhs in FY 2023 to Rs. 630.52 Lakhs in FY 2024, reflecting a reduction of 43.88%.

This substantial drop is due to lower debt levels, refinancing at lower interest rates, and more efficient capital management. The reduced finance costs directly improve the company's bottom line, increasing PAT margins.

### FISCAL YEAR ENDED MARCH 31, 2023 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2022

#### 1. Total Income

Total Income for the year ended March 31, 2023, stood at Rs. 20,415.20 Lakhs, whereas for the year ended March 31, 2022, it stood at Rs. 16,826.25 Lakhs, representing an increase of **21.33%**.

**Reason:** The increase in total income of the company is due to growth in the business operations via new orders from existing customers and new customers of the Company.

#### 2. Revenue from Operations

Revenue from Operations for the year ended March 31, 2023, stood at Rs. 20,327.79 Lakhs, whereas for the year ended March 31, 2022, it stood at Rs. 16,681.98 Lakhs, representing an increase of **21.85%**.

**Reason:** The increase in revenue from operation of the company is due to growth in the business operations via new orders from existing customers and new customers of the Company.

*(Rupees in Lakhs)*

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of Plastic components	19,035.48	15,770.56
Change in %	20.70%	

#### 3. Other Income

Other Income for the year ended March 31, 2023, stood at Rs. 87.41 Lakhs, whereas for the year ended March 31, 2022, it stood at Rs. 144.27 Lakhs, representing a decrease of **39.41%**.

**Reason:** The decrease in other income is primarily due to decrease in income from bank deposits, and provision written back.

*(Rupees in Lakhs)*

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on bank deposits	18.55	23.23

<b>Liabilities / provisions no longer required written back</b>	24.09	76.36
<b>Change in %</b>	(57.18%)	

#### 4. Total Expenses

Total Expenses for the year ended March 31, 2023, stood at Rs. 20,005.80 Lakhs, whereas for the year ended March 31, 2022, it stood at Rs. 16,925.14 Lakhs, representing an increase of **18.20%**.

#### 5. Cost of Materials Consumed

Cost of Materials Consumed for the year ended March 31, 2023, stood at Rs. 12,250.59 Lakhs, whereas for the year ended March 31, 2022, it stood at Rs. 9,736.89 Lakhs, representing an increase of **25.82%**.

**Reason:** There is an increase in 'cost of material consumption' which proportionate to the increases in revenue from operation.

#### 6. Employee Benefit Expense

Employee Benefit Expense for the year ended March 31, 2023, stood at Rs. 2,409.56 Lakhs, whereas for the year ended March 31, 2022, it stood at Rs. 2,171.16 Lakhs, representing an increase of **10.98%**.

**Reason:** There was an increase in 'Employee benefit expenses' primarily due to an increase head count, and due to increment in the salaries.

Particulars	(Amount in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and wages (including bonus)	2,125.96	1925.51
Average no. of employees	581	583
Average salary per employee	3.66	3.30
Increment in the salary (%)	11.13%	

*Average salary per employee: It is calculated by dividing the Salaries and wages (including bonus) from Average no. of employees*

#### 7. Finance Cost

Finance Cost for the year ended March 31, 2023, stood at Rs. 1,123.70 Lakhs, whereas for the year ended March 31, 2022, it stood at Rs. 1,394.81 Lakhs, representing a decrease of 19.44%.

**Reason:** The reduction in finance costs is mainly due to elimination of interest on debentures, resulting from the redemption of debentures in the month of December 2022.

#### 8. Depreciation and Amortization Expenses

Depreciation and Amortization Expenses for the year ended March 31, 2023, stood at Rs. 663.15 Lakhs, whereas for the year ended March 31, 2022, it stood at Rs. 649.37 Lakhs, representing an increase of 2.12%.

**Reason:** The increase in Depreciation and Amortization Expenses is due to additions made in the property, plant and equipment.

#### 12. Other Expenses

Other Expenses for the year ended March 31, 2023 stood at Rs. 3661.10 Lakhs, whereas for the year ended March 31, 2022, it stood at Rs. 2,802.29 Lakhs, representing an increase of 30.65%.

**Reason:** There is an increase in 'other expenses' in proportionate to the increase in the revenue from operation.

## 9. Profit Before Tax

Profit Before Tax for the year ended March 31, 2023, stood at Rs. 409.40 Lakhs, whereas for the year ended March 31, 2022, it stood at Rs. (98.89) Lakhs, representing an increase in profit by 514.00%.

## 10. Profit After Tax

Profit After Tax for the year ended March 31, 2023, stood at Rs. 343.53 Lakhs, whereas for the year ended March 31, 2022, it stood at Rs. (201.69) Lakhs, representing an increase in profit by 270.33%.

### **Reason for increase in the PAT margin:**

The increase in **Profit After Tax (PAT) margin** from FY 2022 to FY 2023 can be attributed to two major key factors evident from the financial data:

#### 1. Revenue Growth:

Revenue from Operations increased from Rs. 16,681.98 Lakhs in FY 2022 to Rs. 20,327.79 Lakhs in FY 2023, which represents a 21.83% growth.

This significant revenue growth contributed to improved profitability, as fixed costs tend to remain stable while increased sales volumes generate higher income.

#### 2. Significant Reduction in Finance Costs:

Finance Costs dropped from Rs. 1,394.81 Lakhs in FY 2022 to Rs. 1,123.70 Lakhs in FY 2023, a 19.42% decrease.

The reduction in finance costs could indicate that the company reduced its debt burden, refinanced loans at lower interest rates, or improved its cash flow management. Lower interest expenses directly contribute to higher profits.

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**INFORMATION REQUIRED AS PER ITEM (II) (C) (I) OF PART A OF SCHEDULE VI TO THESE BI REGULATIONS:****1. Unusual or infrequent events or transactions**

Except as described in this Draft Red Herring Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

**2. Significant economic changes that materially affected or are likely to affect income from continuing operations**

Other than as described in the section titled “Risk Factors” beginning on page 23 of this Draft Red Herring Prospectus, to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

**3. Income and Sales on account of major product/main activities.**

Income and sales of our Company on account of major services derives from sale of engineering plastic components and assemblies primarily for the automotive industry.

**4. Future changes in relationship between costs and revenues, in case of events such as future increase in employees or material costs or prices that will cause a material change are known**

Our Company’s future costs and revenues can be impacted by an increase in raw material expenses and employee benefits expenses.

**5. Future relationship between Costs and Income**

Our Company’s future costs and revenues will be determined by competition, demand/supply situation, Indian Government Policies, foreign exchange rates and interest rates quoted by banks & others.

**6. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in our revenues are by and large linked to increases in the volume of business.

**7. Total turnover of each major industry segment in which the issuer company operates**

The Company operates in Auto Components Industry. Relevant industry data, as available, has been included in the chapter titled “*Our Industry*” beginning on page 109 of this Draft Red Herring Prospectus.

**8. Status of any publicly announced new products or business segments**

Our Company has not announced any new services and product and segment/scheme, other than disclosure in this Draft Red Herring Prospectus.

**9. The extent to which the business is seasonal**

Our Company’s business is not seasonal. However, the business of the Company does depend on country’s economy situation and inflation.

**10. Any significant dependence on a single or few suppliers or customers**

Our Company was significantly dependent on the top 10 customers. For further details refer the chapter titled “*Risk factor*” and “*Our Business*” on page 135 of Draft Red Herring Prospectus.

## **11. Competitive Conditions**

We face competition from existing and potential competitors, which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled “Our Business” on page 135 of this Draft Red Herring Prospectus.

The Company operates in Auto components Industry. Relevant industry data, as available, has been included in the chapter titled “Our Industry” beginning on page 109 of this Draft Red Herring Prospectus.

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## FINANCIAL INDEBTEDNESS

In terms of the Articles of Association of the Company, the Board is authorized to accept deposits from members either in advance of calls or otherwise, and generally accept deposits, raise loans or borrow or secure the payment of any sum of moneys to be borrowed together with the moneys already borrowed including acceptance of deposits apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, exceeding the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) or upto such amount as may be approved by the shareholders from time to time.

Our Company has obtained the necessary consents required under the relevant loan documentation with banks and financial institutions for undertaking activities, such as change in its capital structure, change in its shareholding pattern and change in promoter's shareholding which has a possible change in the management control of our Company.

As on March 31, 2024, our Company has total outstanding secured borrowings from banks and financial institutions aggregating to Rs. 3,064.44 Lakhs and Unsecured Loan aggregating to Rs. 677.71 Lakhs as per the certificate issued by M/s. B. Chhawchharia & Co., Chartered Accountants, dated September 23, 2024.

Set forth below is a brief summary of our aggregate borrowings from banks and financial institutions on a consolidated basis as of March 31, 2024:

### Secured

*(Rupees in Lakhs)*

Name of persons/companies	Loan Amounts	Rate of Interest (per annum)	Nature of Tenure	Outstanding as on March 31, 2024
Term Loan - Kotak Mahindra Bank	3200.00	10.90%	39 Monthly installment	2136.80
Term Loan - Kotak Mahindra Bank	300.00	10.90%	48 Monthly installment	290.00
Working Capital Demand Loan - Kotak Mahindra Bank	500.00	Floating Rate of Interest	Repayable on Demand	443.98
Term Loan - Small Industries Development Bank of India	119.00	8%	54 Monthly installment	82.70
Vehicle Loan- Kotak Mahindra Bank	29.00	8.35%	60 Monthly installment	24.46
Vehicle Loan – HDFC Bank	62.15	8.35%	48 Monthly installment	59.29
Vehicle Loan - HDFC Bank	19.35	8.35%	60 Monthly installment	17.24
Vehicle Loan - HDFC Bank	9.97	8.75%	48 Monthly installment	9.97
<b>Total</b>				<b>3,064.44</b>



**Unsecured**

*(Rupees in Lakhs)*

<b>Name of persons/companies</b>	<b>Loan Amounts</b>	<b>Rate of Interest (per annum)</b>	<b>Nature of Tenure</b>	<b>Outstanding as on 31<sup>st</sup> March, 2024</b>
Kumud Jayee	17.91	Interest free	Repayable after the repayment of Kotak Mahindra Bank Loan	17.91
Nalin Bahl	59.80	Interest free	Repayable after the repayment of Kotak Mahindra Bank Loan	59.80
Nalin Bahl	310.00	10%	36 Monthly installment	310.00
Nitin Bahl	290.00	10%	36 Monthly installment	290.00
<b>Total</b>				<b>677.71</b>

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## SECTION VII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors, Promoters and Group Company.*

*Our Board, in its meeting held on September 19, 2024, determined that outstanding legal proceedings involving the Company, its Directors, and its joint venture(s) will be considered as material litigation (“**Material Litigation**”) if the monetary amount of the claim made by or against the Company, its joint venture(s) and directors in any such pending litigation is equal to or in excess of 10% of the consolidated revenue of the Company or 25% of the profits before tax of the Company (whichever is lower) as per the last audited financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.*

*The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors if amounts due to such creditor exceeds 10.00% of the total consolidated trade payables of the Company as per the latest audited financial statements of the Company*

### OUTSTANDING MATTERS INVOLVING OUR COMPANY, DIRECTORS, PROMOTER AND SUBSIDIARIES

#### 3. LITIGATION RELATING TO OUR COMPANY

##### Filed Against Our Company

##### 1) Litigation involving Civil Laws

**M/s Poly Extrusions Vs. The Radiant Polymers Pvt. Ltd. (now known as Radiant Innovative Manufacturing Limited) (Company)**

M/s Poly Extrusions has filed three (3) separate cases seeking aggregate payment of INR 27,27,620 along with future interest @ 24% from the Company against supply of some goods to the Company.

The Ld. Judge passed ex-parte orders against the Company on 16 December 2023. The Company has moved applications before the Ld. Judge seeking vacation of the aforesaid ex-parte orders. The next date of the hearing is on 11 December 2024.

##### 2) Litigation involving Criminal Laws

NIL

##### 3) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

##### 4) Disciplinary Actions by Authorities

NIL

##### 5) Litigation involving Tax Liability

##### Indirect Tax:

##### i. FY 2019-20: (Sahibabad plant)

The Deputy Commissioner of State Tax, Ghaziabad, has issued a notice to M/S Radiant Polymers Private Limited (now known as Radiant Innovative Manufacturing Limited) (**Company**) (GSTIN: 09AAACR3788B1ZC) regarding a discrepancy found during an investigation for the month of July 2019. The BIFA Report indicated that the firm's outward supply was approximately INR 6,08,09,700 with a tax liability of INR 1,67,14,898, while the GSTR-3B filing showed a supply of INR 5,89,36,055 with a tax liability of INR

1,60,67,183. This resulted in an underpayment of INR 6,47,715 in taxes. The reason for the notice is the short declaration of supply in the GSTR-3B form compared to the e-way bills.

The company filed form GSTR 3B VS 2A in response to the aforesaid notice explaining that the reason for non-cancellation of e-way bill was due to lapse of time limit.

**Status:** The matter is pending before the GST department, Ghaziabad for final adjudication of the matter.

**ii. FY 2019-20: (Sahibabad plant)**

The Deputy Commissioner of State Tax, Ghaziabad, has issued a notice to M/S Radiant Polymers Private Limited (now known as Radiant Innovative Manufacturing Limited) (**Company**) (GSTIN: 09AAACR3788B1ZC) for the tax period of March 2020 (2019-20), citing a discrepancy found in their filings. According to the investigation based on the BIFA Report comparing e-way bills (EWB) and GSTR-3B, the company declared an outward supply of INR 6,81,43,714 with a tax liability of INR 1,58,90,731 through 475 e-way bills, whereas their GSTR-3B filing reported a lower supply of INR 4,02,81,457 and a tax liability of INR 1,06,44,317. This indicates an underpayment of INR 52,46,414 in taxes.

Detailed reply was filed by the Company stating the reason for the said discrepancy because of the non-cancellation of E-way bill due to lapse of time limit and delay in payment of interest.

**Status:** The matter is pending before the GST department, Ghaziabad for final adjudication of the matter.

**iii. FY 2019-20: (Bhiwadi plant)**

M/s Radiant Polymers Private Limited (now known as Radiant Innovative Manufacturing Limited) (**Company**), GSTIN 08AAACR3788B1ZE, received a Show Cause Notice (SCN) on 08-09-2023 (Reference No. ZD080923016562D) for the tax period April 2019 to March 2020 under Section 73 of the SGST Act, 2017, along with relevant sections of the CGST and IGST Acts. The notice cites discrepancies found in the scrutiny of returns, with total dues amounting to ₹18,80,288, which includes IGST interest of ₹1,28,662, SGST tax of ₹4,35,692, SGST interest of ₹3,96,552, SGST penalty of ₹43,569, CGST tax of ₹4,35,692, CGST interest of ₹3,96,552, and CGST penalty of ₹43,569.

Detailed reply was filed by the Company stating the reason for the said discrepancy because of the non-cancellation of E-way bill due to lapse of time limit and delay in payment of interest. Out of the total demand amount of INR 18,80,288, the Company has paid INR 1,97,171 to partially discharge the demand obligation.

**Status:** The matter is pending before the Joint Commissioner of State Tax Circle-A, Bhiwadi for final adjudication of the matter.

**iv. FY 2021, FY 2022: (Vani, Gujrat)**

M/s. Radiant Polymers Limited (now known as Radiant Innovative Manufacturing Limited) (**Company**), with GSTIN 24AAACR3788B1ZK, received an enquiry regarding discrepancies between their GSTR-1 and GSTR-3B filings from April 2020 to September 2022. The notice requests clarification on the reasons for variations in reported values between these GST returns. They are instructed to provide detailed documents including party-wise purchase ledgers, bank statements from April 2021 to September 2022, sales invoices with transportation documents and e-way bills, and a copy of their inventory stock register showing goods received and sold during the specified period.

The Company filed a detailed reply clarifying the non-discrepancy in filing of liabilities in GSTR-1 and GSTR-3B.

**Status:** The matter is pending before the Office of the Superintendent of CGST & Central Excise, Range-II, Ahmedabad for final adjudication of the matter.

**v. FY 2021-22 (Sahibabad plant)**

The Office of the Deputy Commissioner State Tax, Block-15 Ghaziabad, has issued a notice under Section 61 of the Uttar Pradesh SGST Act to M/S Radiant Polymers Private Limited (now known as Radiant Innovative

Manufacturing Limited) (**Company**) (GSTIN: 09AAACR3788B1ZC) for the tax period 2021-22. Upon verification, discrepancies were found between the e-way bills (EWB) and GSTR-3B filings of the company. The BIFA Report revealed that 4,166 e-way bills were generated during the period, reflecting an outward supply of approximately Rs. 2,821.83 lakhs with a tax liability of Rs. 754.81 lakhs. However, the GSTR-3B filing declared a taxable supply of Rs. 613.12 lakhs and a tax liability of Rs. 613.12 lakhs, indicating an underpayment of Rs. 141.7 lakhs in taxes.

The Company filed a detailed reply stating the reason for the said discrepancy was because of the non-cancellation of E-way bill due to lapse of time limit.

**Status:** The matter is pending before the GST department, Ghaziabad for final adjudication of the matter.

**vi. FY 2022-23**

Ranipet SIPCOT (C) Assessment Officer issued a notice of discrepancy under Section 50 of the GST Act for suppression of turnover and short payment of tax liability amounting to Indian Rupees Fifty Five Lakhs Thirty Three Thousand One Hundred and Eighty Four (INR 55,33,184) based on GSTR 3B and GSTR 2A/2B details and utilization of input tax credit along with interest amounting to Indian Rupees One Lakh Forty Three Thousand Two Hundred and Ten (INR 1,43,210) totaling to Indian Rupees Fifty Six Lakhs Seventy Six Thousand Three Hundred and Ninety Four (INR 56,76,394).

The Company filed a detailed reply challenging the discrepancies of: (a) suppression of turnover and short payment of tax, and (b) non-payment tax liabilities during the period from April 2022 to January 2023 amounting to Indian Rupees Fifty-Six Lakhs Seventy Six Thousand Three Hundred and Ninety Four (INR 56,76,394).

**Status:** The matter is pending before the Assessment Officer, Ranipet SIPCOT (C) for final adjudication of the matter.

**vii. FY 2023-24: (Sahibabad plant)**

The Deputy Commissioner of State Tax, Ghaziabad, issued a notice under Section 61 of the Uttar Pradesh SGST Act to M/s Radiant Polymers Private Limited (now known as Radiant Innovative Manufacturing Limited) (GSTIN: 09AAACR3788B1ZC) for the tax period 2023-24. Upon verification using the BIFA Report comparing e-way bills (EWB) and GSTR-3B filings, it was found that the company declared a lower tax liability of Rs. 1,37,59,000 in GSTR-3B compared to the tax calculated on outward supplies through e-way bills. The company has refuted the accuracy of the claim and has provided a satisfactory explanation.

Detailed reply was filed by the Company challenging the discrepancy in taxable value of E-way bill.

**Status:** The matter is pending before the GST department, Ghaziabad for final adjudication of the matter.

**viii. FY 2023-24: (Sahibabad plant)**

Radiant Polymers Private Limited (now known as Radiant Innovative Manufacturing Limited) (**Company**) has received a notice from the Deputy Commissioner of State Tax regarding a discrepancy in its GST filing for the tax period 2023-24. The notice identifies that the company claimed more Input Tax Credit (ITC) in its GSTR-3B form than the ITC shown as available in its GSTR-2A form. This difference amounts to Rs 10,15,132.66. The department is requesting clarification and evidence to support the additional ITC claimed. The Company filed a detailed reply challenging the discrepancy in filing of the excess input tax credit claim.

**Status:** The matter is pending before the GST department, Ghaziabad for final adjudication of the matter.

**ix. FY 2018-19: (Sahibabad plant)**

The Deputy Commissioner of State Tax, Ghaziabad, issued a notice against Radiant Polymers Private Limited (now known as Radiant Innovative Manufacturing Limited) (**Company**) under Section 74 read with Section 122 of the Uttar Pradesh SGST Act for the tax period 2018-19. Upon verification it was found that the

Company has claimed the inadmissible ITC u/s 16(2)(c) as vendors have not filed their GSTR-3B and discharged the tax liability for the relevant period.

Detailed reply was filed by the Company challenging the discrepancy in filing input tax credits stating that the Company has duly paid the GST amount to the suppliers and availed the input tax credit. Out of the total demand amount of INR 12,32,728, the Company has paid INR 3,46,128 to partially discharge the demand obligation.

**Status:** The matter is pending before the GST department, Ghaziabad for final adjudication of the matter.

## **Direct Tax:**

### ***1. AY 2010-11 - ITA 546/2015 Before High Court of Delhi***

During the financial year 2009-10, the Company had claimed INR 63,64,487 as deductions under Section 80IC of the Income Tax Act for its units situated in Pantnagar, Rudrapur. The Assessing Officer passed an order that: (a) the Company does not fulfill the eligibility condition for availing the aforesaid deduction, and (b) the allocation of expenditure by the Company with respect to its manufacturing units is not correct. Consequently, the Assessing officer raised a demand for INR 12,02,588 from the Company.

This order was challenged by the Company before the Commissioner of Income Tax (CIT) which upheld the order of the Assessing officer. The Company further appealed against the CIT order, before the Income Tax Appellate Tribunal (ITAT) which allowed the deductions for both the financial years but upheld the direction of the CIT with respect to the allocation of expenditure of the Company to the different manufacturing units of the Company. The Company then preferred an appeal against the ITAT order before the Delhi High Court challenging the legality of the direction with respect to allocation of the Company's expenditure.

### ***2. AY 2011-12 - ITA 3664/Del/2014 Before the ITAT***

For the financial year 2010-11, the Company claimed deduction of INR 2,86,73,958 under section 80 IC of the Income Tax Act, however the Assessing officer rejected the claim. Consequently, ordered for additional income tax demand amounting to INR 94,02,290. Aggrieved by the order of the Assessing officer, the Company preferred an appeal before the CIT. The CIT vide the impugned order allowed the said appeal.

The Income Tax Department has preferred an appeal before the ITAT against the CIT order.

### ***6) Other Pending Litigation based on Materiality Policy of our Company***

NIL

## **CASES FILED BY OUR COMPANY**

### ***1) Litigation involving Criminal Laws***

#### ***I. M/s. Micro Electronics***

Micro Electronics issued several cheques amounting to INR 6,00,000, in favour of Radiant. The cheques got dishonored. The Company initiated criminal complaint against Micro Electronics.

The Ld. Court issued the summon to Micro Electronics which was return undelivered. The court issued an arrest warrant against the owner of Micro Electronics. The aforesaid owner is still absconding.

#### ***II. M/s Gupta Infotech***

Gupta Infotech issued several cheques amounting to INR 15,66,339, in favour of the Company. The cheques got dishonored. Radiant initiated criminal complaint against Gupta Infotech.

The Ld. Court issued the summon to Gupta Infotech which was return undelivered. The court issued an arrest warrant against the owner of Gupta Infotech. The aforesaid owner is still absconding.

### **III. M/s Gupta Infotech**

Gupta Infotech issued several cheques amounting to INR 15,06,094, in favour of the Company. The cheques got dishonored. Radiant initiated criminal complaint against Gupta Infotech.

The Ld. Court issued a summon to Gupta Infotech which was return undelivered. The court issued an arrest warrant against the owner of Gupta Infotech. In 2023, the Learned Court declared the aforesaid owner as absconding.

#### **2) Litigation involving Civil Laws**

##### ***M/s. Autolite Manufacturing Limited***

On 29 November 2023, the Company issued a recovery notice to M/ s. Autolite Manufacturing Limited seeking payment of INR 8,78,896 along with the interest @18% p.a. for the goods supplied by the Company. We have been informed that the Company has not received any reply to the aforesaid notice, and the Company is contemplating initiating a legal proceeding against Autolite.

#### **3) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

#### **4) Disciplinary Actions by Authorities**

NIL

#### **5) Litigation involving Tax Liability**

NIL

#### **6) Other Pending Litigation based on Materiality Policy of our Company**

NIL

## **4. LITIGATION INVOLVING OUR PROMOTERS**

### **A. Cases filed against our Promoters**

#### **1. Criminal Proceedings**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated *against* our Promoters.

#### **2. Civil Proceedings**

As on the date of this Draft Red Herring Prospectus, there are no outstanding civil proceedings initiated *against* our Promoters.

#### **3. Actions taken by Statutory/Regulatory Authorities**

As on the date of this Draft Red Herring Prospectus, there are no outstanding action by statutory or regulatory authorities initiated *against* our promoters.

#### **4. Tax Proceedings**

Set out herein below are details of pending tax cases involving our promoters:

#### **5. Disciplinary action against our Promoters by SEBI or any stock exchange in the last five (05) fiscals**

As on date of this Draft Red Herring Prospectus, no disciplinary action including penalty imposed by SEBI or stock exchanges has been initiated against our promoters in the last five Fiscals including any outstanding action.

#### **6. Other Material Litigations**

As on the date of this Draft Red Herring Prospectus, there are no other material litigations initiated *against* our Promoters.

### **B. Cases filed by our Promoters**

#### **1. Criminal Proceedings**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated *by* our Promoters.

#### **2. Civil and Other Material Litigations**

As on the date of this Draft Red Herring Prospectus, there are no outstanding material litigation initiated *by* our Promoters.

### **3. LITIGATION INVOLVING OUR DIRECTORS OTHER THAN PROMOTER**

#### **A. Cases filed against our directors other than promoter**

#### **1. Criminal Proceedings**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated *against* our directors.

#### **2. Civil Proceedings**

As on the date of this Draft Red Herring Prospectus, there are no outstanding civil proceedings initiated *against* our directors.

#### **3. Actions taken by Statutory/Regulatory Authorities**

As on the date of this Draft Red Herring Prospectus, there are no outstanding action by statutory or regulatory authorities initiated *against* our directors.

#### **4. Tax Proceedings**

As on the date of this Draft Red Herring Prospectus, there are no tax proceedings initiated *against* our promoters.

#### 5. *Disciplinary action taken by SEBI or stock exchanges*

As on the date of this Draft Red Herring Prospectus, no disciplinary action by the SEBI or Stock Exchanges initiated *against* our directors.

#### 6. *Other Material Litigations*

As on the date of this Draft Red Herring Prospectus, there are no other material litigations initiated *against* our director.

### B. Cases filed by our directors

#### 1. *Criminal Proceedings*

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our directors.

#### 2. *Other Material Litigations*

As on the date of this Draft Red Herring Prospectus, there are no other material litigations initiated by our directors.

### 4. LITIGATION INVOLVING OUR SUBSIDIARY

As on date of this Draft Red Herring Prospectus, our Company does not have any subsidiary company.

### 5. LITIGATION INVOLVING OUR GROUP COMPANIES

As on the date of this Draft Red Herring Prospectus, there are no litigations involving our group entities.

### 6. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

As per the materiality policy of our Company, a creditor of our Company, shall be considered material (“**Material Creditor**”) for disclosure in this Draft Red Herring Prospectus, if an amount due to such creditor exceeds 10% of the total consolidated trade payables.

As on March 31, 2024, our company as per the Micro, Small, Medium Enterprises Development Act, 2006 with aggregating payable or outstanding amounting to 75.93 Lakhs. Details of amounts outstanding to MSME and other creditors is as follows:

*(Rupees in Lakhs)*

PARTICULARS	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Micro, Small and Medium Enterprises	75.93	85.45	74.29
Other Creditors	3,547.88	3,419.14	3,600.41
<b>Total</b>	<b>3,623.81</b>	<b>3,504.59</b>	<b>3,674.70</b>

Complete details of outstanding dues to our creditors as on March 31, 2024 is available at the website of our Company i.e., [www.radiantiml.com](http://www.radiantiml.com). It is clarified that information provided on the website of our Company is not a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company’s website, [www.radiantiml.com](http://www.radiantiml.com). would be doing so at their own risk. For further details, please refer to the section titled “*Financial Information*” on page 198 of this Draft Red Herring Prospectus.



## **7. MATERIAL DEVELOPMENT OCCURRING AFTER LAST BALANCE SHEET DATE I.E., March 31, 2024**

Except as disclosed in the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations of our Company” beginning on page number 242 of this Draft Red Herring Prospectus, in the opinion of our Board, there have not arisen, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability taken as a whole or the value of its assets or its ability to pay its material liabilities within the next 12 months.

## **8. DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoters, and Directors have been categorized or identified as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful 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.

### **We certify that except as stated herein above:**

- a. There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, promoters, group entities, companies promoted by the promoters during the past three years.
- b. There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
- c. There are no pending litigation against the Promoters/ Directors in their personal capacities and also involving violation of statutory regulations or criminal offences.
- d. There are no pending proceedings initiated for economic offences against the Directors, Promoters, Companies and firms promoted by the Promoters.
- e. There are no outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
- f. The Company, its Promoters and other Companies with which promoters are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.
- g. There is no material regulatory or disciplinary action by SEBI, stock exchange or regulatory authority in the past five year in respect of our promoters, group company’s entities, entities promoted by the promoters of our company.
- h. There are no status of criminal cases filed or any investigation being undertaken with regard to alleged commission of any offence by any of our Directors. Further, none of our Directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.
- i. The issue is in compliance with applicable provision of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018.
- j. Neither the Company nor any of its promoters or directors is a willful defaulter.

## 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 Draft 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 Issue 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 Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft 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:

### CORPORATE APPROVALS IN RELATION TO THE ISSUE

The Board of Directors have, pursuant to resolutions passed at its meeting held on September 19, 2024, has approved the Issue, subject to the approval by the shareholders of the Company under Section 62 (1) (c) of the Companies Act 2013.

The Shareholders have, pursuant to the resolution dated September 23, 2024, under section 62 (1) (c) of the Companies Act 2013, authorized the Issue.

### APPROVALS FROM STOCK EXCHANGE

Our Company has received in- principle listing approval from the BSE SME dated [●] for listing of Equity Shares issued pursuant to the issue.

### OTHER APPROVALS

1. The Company has entered into a tripartite agreement dated December 26, 2017 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Pvt Ltd., for the dematerialization of its shares
2. The Company has entered into a tripartite agreement dated January 11, 2018 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Pvt Ltd., for the dematerialization of its shares.
3. The Company's International Securities Identification Number (ISIN) is INE007Z01022.

### INCORPORATION DETAILS OF OUR COMPANY

S.N.	Authorization granted	Issuing Authority	CIN	Date of Issue	Valid upto
1.	Certificate of Incorporation in the name of "Radiant Polymers Private Limited"	ROC, Delhi and Haryana	U74899DL1988PTC032685	05/08/1988	27/05/2024
2.	Certificate of Incorporation for change of name from "Radiant Polymers Private Limited" to "Radiant Innovative Manufacturing Private Limited"	ROC, Delhi and Haryana	U74899DL1988PTC032685	27/05/2024	15/07/2024

2.	Certificate of Incorporation for conversion from Private to Public company in the name of “ <i>Radiant Innovative Manufacturing Limited</i> ”	ROC, Delhi and Haryana	U74899DL1988PLC032685	15/07/2024	Perpetual
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**Tax Related Approvals:**

S. No	Description	Registration Number	Issuing Authority	Date of issue	Date of expiry
1.	Permanent Account Number (PAN)	AAACR3788B	Income Tax Department	August 5, 1988	Valid till Cancelled
2.	Tax Deduction Account Number (TAN)	DELR08353C	Income Tax Department	December 21, 2015	Valid till Cancelled
3.	GST Registration Certificate (Delhi)	07AAACR3788B3ZE	Goods and Services Tax department	February 18, 2021	Valid till Cancelled
4.	GST Registration Certificate (Gujarat)	24AAACR3788B1ZK	Goods and Services Tax department	September 29, 2021	Valid till Cancelled
5.	GST Registration Certificate (Karnataka)	29AAACR3788B1ZA	Goods and Services Tax department	June 01, 2023	Valid till Cancelled
6.	GST Registration Certificate (Rajasthan)	08AAACR3788B1ZE	Goods and Services Tax department	July 25, 2018	Valid till Cancelled
7.	GST Registration Certificate (Tamil Nadu)	33AAACR3788B2ZK	Goods and Services Tax department	April 20, 2022	Valid till Cancelled
8.	GST Registration Certificate (Uttar Pradesh)	09AAACR3788B1ZC	Goods and Services Tax department	January 15, 2024	Valid till Cancelled
9.	GST Registration Certificate (Uttarakhand)	05AAACR3788B1ZK	Goods and Services Tax department	March 08, 2021	Valid till Cancelled

**Business Related Approvals:**

S. No.	Description	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Employee’s State Insurance Corporation Certificate (Rudrapur, Uttarakhand)	61000045540000204	Employee’s State Insurance Corporation	October 28, 2010	Valid till Cancelled
2.	Employee’s State Insurance Corporation Certificate (Sahibabad, Uttar Pradesh)	67000178620000304	Employee’s State Insurance Corporation	December 07, 2010	Valid till Cancelled
3.	Provident Fund Certificate (Rudrapur, Uttarakhand)	UKHLD2686798000	The Employee Provident Fund Organisation	June 18, 2022	Valid till Cancelled
4.	Provident Fund Certificate (Sahibabad, Uttar Pradesh)	MRMRT0019510000	The Employee Provident Fund Organisation	June 18, 2022	Valid till Cancelled

5.	Provident Fund Certificate (Gujarat)	GJAHD1309525000	The Employee Provident Fund Organisation	September 16, 2020	Valid till Cancelled
6.	Consent to operate (Rudrapur, Uttarakhand)	2453339	Uttarakhand Pollution Control Board	August 05, 2023	March 31, 2027
7.	Consent to operate (Sahibabad, Uttar Pradesh)	17501517	Uttar Pradesh Pollution Control Board	August 21, 2022	July 31, 2025
8.	Consent to operate (Gujarat)	AWH-38165	Gujarat Pollution Control Board	August 31, 2019	June 30, 2034
9.	Factory License (Greater Noida, Uttar Pradesh)	UPFA10006772	Labour Department, Uttar Pradesh	February 5, 2024	February 4, 2025
10.	Factory License (Noida, Uttar Pradesh)	UPFA10007114	Labour Department, Uttar Pradesh	June 22, 2024	June 21, 2025
11.	Factory License (Sahibabad, Uttar Pradesh)	UPFA09001834	Labour Department, Uttar Pradesh	October 13, 2022	December 31, 2024
12.	Factory License (Rudrapur, Uttarakhand)	USN-911	Labour Department, Uttarakhand	August 11, 2005	December 31, 2024
13.	Factory License (Gujarat)	10515/01562/2019	Director Industrial Safety & Health, Gujarat State	August 05, 2022	December 31, 2025
14.	Udyam Certificate	UDYAM-DL-06-0000275	Ministry of Micro, Small and Medium enterprises	July 8, 2020	Valid till Cancelled
15.	Shops and Establishment Certificate (Delhi)	2024112560	Department of Labour, Government of National Capital Territory of India	May 21, 2024	Valid till Cancelled
16.	General Trade/Storage License (Delhi)	MGTL05241204244319	Municipal Corporation of Delhi	May 21, 2024	March 31, 2027
17.	Contract Labour Registration (Sahibabad)	UPSA09729464	Labour Department, Uttar Pradesh	29 March 2024	Perpetual
18.	Contract Labour Registration (Vani)	AHD/2019/CLRA/359	Deputy Labour Commissioner Office, Ahmedabad	1 January 2020	Perpetual

19.	Contract Labour Registration (Uttarakhand)	KRCL-253	Labour Department, Uttarakhand	March 18, 2008	Perpetual
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Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no other material approvals for which fresh/renewal applications have been made by the Company:

S. No.	Description	Registration Number	Issuing Authority
1.	Contract Labour Registration (Sahibabad)	Application in Process	Labour Department, Uttar Pradesh
2.	Contract Labour Registration (Vani)	Application in Process (Acknowledgement Receipt No. 462)	Deputy Labour Commissioner Office, Ahmedabad
3.	Consent to Operate (Noida, Sector 80)	Application in Process (Application No. 26688772)	Uttar Pradesh Pollution Control Board

*Note:*

- Our Company has acquired common registration for the contribution under the Employment Provident Funds and Miscellaneous Provisions Act 1952 (EPF Act) for the employees working at Delhi, Noida and Ghaziabad branches/factories. In terms of Section 2A of the EPF Act, establishment includes all the departments and branches, hence, for the purpose of EPF Act a common registration may be taken for all the branches of an establishment. Therefore, the Company is not required to apply for separate registration under the EPF Act for making EPF contribution.*
- The EPF registration certificate for the Vani (Gujarat) plant was originally issued in the name of Radiant Complast Private Limited (the wholly owned subsidiary of the Company which was merged with the Company subsequently) and pursuant to the merger the registration certificate has been changed in the name of Radiant Polymers. Consequently, the compliances under the EPF laws including depositing the monthly contributions are currently carried out under the name of the Company.*
- Section 2 (m) of the Factories Act 1948 defines 'factory' as a premise wherein ten/twenty or more workers were working in the preceding twelve months (12) and where the business of manufacturing is carried out. Whereas, under the state specific Shops and Establishment legislations, establishment is defined as any premises which does not include a factory and, therefore, a premise which is registered under the Factories Act is not required to obtain a separate registration under the state specific shops and establishment legislation.*
- Since the contract labour registration under The Contract Labour (Regulation and Abolition) Act 1970 is required only if a company engages at least twenty (20) contract labours, no such registration is taken by the Company for its Greater Noida plant as the total number of contract labour in this plant is less than twenty (20).*
- Since the Chennai plant is still under development and has not been operational till date, the Company has not applied for the relevant licenses under the Factories Act and other applicable Acts We have been informed that the Company will initiate the application process once the plant is fully developed.*

**ISO and IATF certification:**

S. No.	Description	RegistrationNumber	Issuing Authority	Date of issue	Date of Expiry
1.	IATF 16949:2016 (Rudrapur Plant)	117201/A/0002/SM/En	United Registrar of Systems	August 20, 2021	August 19, 2024
2.	IATF 16949:2016 (Sahibabad Plant)	117201/A/0001/SM/En	United Registrar of Systems	November 10, 2021	November 9, 2024
3.	IATF 16949:2016 (Vani Plant)	117201/A/0003/SM/En	United Registrar of Systems	June 14, 2022	June 13, 2025
4.	ISO 9001:2015 (Rudrapur Plant)	117201/AA/0002/SM/En	United Registrar of Systems	August 20, 2021	August 19, 2024
5.	ISO 9001:2015 (Sahibabad Plant)	117201/AA/0001/SM/En	United Registrar of Systems	November 10, 2021	November 9, 2024
6.	ISO 9001:2015 (Vani Plant)	117201/AA/0003/SM/En	United Registrar of Systems	June 14, 2022	June 13, 2025
7.	ISO 14001:2015(Rudrapur Plant)	123691/A/0001/UK/En	United Registrar of Systems	November 30, 2022	November 29, 2025
8.	ISO 14001:2015(Sahibabad Plant)	119133/A/0001/UK/En	United Registrar of Systems	November 29, 2021	November 28, 2024
9.	ISO 14001:2015(Vani Plant)	117199/A/0001/UK/En	United Registrar of Systems	March 7, 2023	March 6, 2026
10.	ISO 45001:2018 (Rudrapur Plant)	123691/B/0001/UK/En	United Registrar of Systems	November 30, 2022	November 29, 2025
11.	ISO 45001:2018 (Sahibabad Plant)	119133/B/0001/UK/En	United Registrar of Systems	November 29, 2021	November 28, 2024
12.	ISO 45001:2018 (Vani Plant)	117199/B/0001/UK/En	United Registrar of Systems	March 31, 2023	March 30, 2026

**Intellectual Property Rights**

For details regarding our Intellectual Property Rights, please refer to the heading “Intellectual Property Rights” to chapter titled “Our Business” on page 135 of the Draft Red Herring Prospectus.

**Domain**

For details regarding domain, please refer under the heading “Domain” under chapter “Our Business” on page 135 of the Draft Red Herring Prospectus.

**Material licenses/approvals for which our Company is yet to apply / Statutory Approvals/ Licenses required for the proposed expansion.**

Our Company do not have any pending licenses, permissions, and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies which applied for but not yet received.

*Note: Some of the approvals are in the name of Radiant Innovative Manufacturing Private Limited and the Company is in the process of taking all the approval in the new name of the Company i.e. Radiant Innovative Manufacturing Limited.*

**IT MUST, HOWEVER BE, DISTINCTLY UNDERSTOOD THAT IN GRANTING THE ABOVE-MENTIONED APPROVALS, THE CENTRAL GOVERNMENT, STATE GOVERNMENT, RBI AND OTHER AUTHORITIES DO NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS.**

*This space has been left blank intentionally.*

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

1. This Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on September 19, 2024.
2. The Shareholders of our Company have authorized this Issue by their Special Resolution passed pursuant to Section 62 (1) (c) of the Companies Act, 2013, at its Extra Ordinary General Meeting held on September 23, 2024. and authorized the Board to take decisions in relation to this Issue.
3. The Company has obtained approval from BSE vide its letter dated [●] to use the name of BSE in this Offer document for listing of equity shares on SME Platform of BSE. BSE is the Designated Stock Exchange.
4. Our Board has approved this Draft Red Herring Prospectus through its resolution dated September 26, 2024.
5. We have also obtained all necessary contractual approvals required for this Issue. For further details, refer to the chapter titled “*Government and Other Approvals*” beginning on page number 263 of this Draft Red Herring Prospectus.

### Prohibition by SEBI

Our Company, Directors, Promoters, members of the Promoter Group and Group Entities or the Director and Promoter of our Promoter Companies, have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

The companies, with which Promoters, Directors or persons in control of our Company were or are associated as promoters, directors or persons in control of any other company have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

### Prohibition by RBI or Governmental authority

Our Company, our Promoters or their relatives (as defined under the Companies Act) and our Group Entities have confirmed that they have not been declared as willful defaulters by the RBI or any other government authority and there are no violations of securities laws committed by them in the past or no proceeding thereof are pending against them.

Our directors have not been declared as willful defaulter by RBI or any other government authority and there have been no violation of securities laws committed by them in the past or no proceedings thereof are pending against them.

### Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

In view of the General Circular No. 07/2018 dated September 6, 2018 and General Circular No. 8/ 2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India, our Company, and our Promoter Group will ensure compliance with the Companies (Significant Beneficial Ownerships) Rules, 2018 as per the applicability.

### Directors associated with the Securities Market

We confirm that none of our directors are associated with the securities market in any manner and no action has been initiated against these entities by SEBI in the past five (5) years preceding the date of this Draft Red Herring Prospectus.



## ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Offer in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 as the post Offer face value capital is More than Rs.1,000 Lakh, But upto 2,500 Lakh. Our Company also complies with the eligibility conditions laid by the SME Platform of BSE for listing of our Equity Shares.

### We confirm that:

- a) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue ***will be hundred percent underwritten and that the BRLM to the Offer will underwrite at least 15% of the Total Issue Size.*** For further details pertaining to said underwriting please refer to “General Information” Underwriting on page 53 of this Draft Red Herring Prospectus.
- b) In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within four (4) 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 four (4) days, be liable to repay such application money with interest as prescribed under Section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations.
- c) In accordance with Regulation 246 of the SEBI (ICDR) Regulations, the BRLM shall ensure that the Issuer shall file a copy of the Red Herring Prospectus/ Prospectus with SEBI along with a due diligence certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus/ Prospectus with the Registrar of Companies.
- d) In accordance with Regulation 261 of the SEBI (ICDR) Regulations, the BRLM will ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of equity shares offered in this Issue. For further details of market making arrangement, please refer to the section titled “*General Information*”, “*Details of the Market Making Arrangements for this Issue*” on page 53 of this Draft Red Herring Prospectus.
- e) In accordance with Regulation 228 (a) of the SEBI (ICDR) Regulations, Neither the issuer, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board.
- f) In accordance with Regulation 228 (b) of the SEBI (ICDR) Regulations, none of the promoters or directors of the issuer is a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- g) In accordance with Regulation 228 (c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters or directors is a willful defaulter or fraudulent borrower.
- h) In accordance with Regulation 228 (d) of the SEBI (ICDR) Regulations, None of the Issuer’s promoters or directors is a fugitive economic offender.
- i) In accordance with Regulation 230 (1) (a) of the SEBI (ICDR) Regulations, Application is being made to BSE Limited and BSE Limited is the Designated Stock Exchange.
- j) In accordance with Regulation 230 (1) (b) of the SEBI (ICDR) Regulations, the Company has entered into agreement with depositories for dematerialization of specified securities already issued and proposed to be issued.
- k) In accordance with Regulation 230 (1) (c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid Up.

- 1) In accordance with Regulation 230 (1) (d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialized form.

### **BSE ELIGIBILITY NORMS:**

**1. The Issuer should be a Company incorporated under the Companies Act, 1956.**

Our Company has been incorporated under the Companies Act, 1956 on August 05,1988.

**2. The post issue paid up capital of the company (face value) shall not be more than ₹ 25 crores.**

The post issue paid up capital of the Company (face value) will not be more than Rs. 25 Crores.

**3. Track Record:**

**1. The Company should have a track record of at least 3 (three) years.**

Our Company was incorporated on August 05,1988 under the provisions of Companies Act, 1956, therefore, we satisfy the criteria of Track Record:

**On the basis of restated financial statements:**

*(Rupees in Lakhs)*

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the period ended March 31, 2022
Net Profit as per Restated Financial Statement	815.47	343.53	(201.69)

- 2. The Company should have operating profit (earnings before interest, depreciation and tax) from operations for at least 2 financial years preceding the application and that the Company has track record of 3 years & the net-worth of the Company should be positive.**

*(Rupees in Lakhs)*

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the period ended March 31, 2022
Operating profit (earnings before interest, depreciation and tax)	2,566.55	2,196.25	1,945.29
Net-worth	5,355.62	3,082.02	(2,007.38)

- 3. The Net tangible assets in the last preceding (full) financial year is Rs. 16,640.02 Lakhs.**

### **Other Requirements**

- The company shall mandatorily facilitate trading in demat securities and will entered into an agreement with both the depositories. Also, the Equity Shares allotted through this Issue will be in dematerialized mode.
- Our Company has a live and operational website:
- Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- There is no winding up petition against our Company that has been accepted by a court.
- There has been no change in the promoter/s of the Company in the preceding one year from date of filing

application to BSE for listing on SME segment.

- Leverage ratio of not more than 3:1. In our case the Leverage ratio is 0.62:1.
- Disciplinary action:
  - a. There is no regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals.
  - b. None of the Promoter(s) or directors have been promoter(s) or directors (other than independent directors) of compulsory delisted companies by the Exchange and the applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of non-compliance.
  - c. None of the Director have been disqualified/ debarred by any of the Regulatory Authority.
- There are no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by the applicant company, promoters/ promoting company(ies), Subsidiary Companies.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the SME Platform.

#### **COMPLIANCE UNDER REGULATION 300 OF SEBI(ICDR) REGULATIONS**

No exemption from eligibility norms has been sought under Regulation 300 of the SEBI (ICDR) Regulations with respect to the Issue.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, NARNOLIA FINANCIAL SERVICES LIMITED AS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, NARNOLIA FINANCIAL SERVICES LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, NARNOLIA FINANCIAL SERVICES LIMITED, SHALL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 26, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE**

**REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.**

#### **DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER**

Our Company, its Directors and the BRLM accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website [www.radiantiml.com](http://www.radiantiml.com) & [www.narnolia.com](http://www.narnolia.com) would be doing so at his or her own risk.

#### **Caution**

The BRLM accepts no responsibility, save to the limited extent as provided in the Agreement for Issue management, the Underwriting Agreement and the Market Making Agreement. Our Company, our Directors and the BRLM shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, *etc.* The BRLM and its associates and affiliates may engage in transactions with and perform services for, our Company and their respective associates in the ordinary course of business & have engaged and may in future engage in the provision of financial services for which they have received, and may in future receive, compensation.

**Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company and the BRLM and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such an investor is eligible to acquire Equity Shares.**

#### **Disclaimer in Respect of Jurisdiction**

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakh, pension funds with minimum corpus of Rs.2,500 Lakh and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Delhi only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus had been filed with BSE SME for its observations and BSE SME gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold,

directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislations and Draft Red Herring Prospectus in each jurisdiction, including India.

### **Disclaimer Clause of the SME Platform of BSE**

BSE Limited (BSE) has given vide its letter dated [●] permission to this Company to use its name in this offer document as one of the stock exchange on which this company's securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE Limited does not in any manner:-

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed on completion of Initial Public Offer or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company;
- iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE, 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 for any other reason whatsoever.
- v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- vi. The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE / other regulatory authority. Any use of the SME platform and the related services are subject to Indian Laws and Courts exclusively situated in Delhi.

## DISCLAIMER CLAUSE UNDER RULE 144A OF U.S. SECURITIES ACT.

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. 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), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S 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.

## TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

For details regarding the price information and the track record of the past Issues handled by the BRLM to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer to Annexure A to the Draft Red Herring Prospectus and the website of the BRLM at [www.narnolia.com](http://www.narnolia.com).

## PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

### ANNEXURE-A

#### Disclosure of Price Information of Past Issues Handled by Merchant Banker

**TABLE 1**

S. No.	Issuer Name	Issue Size (Rs. in Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
<b>Initial Public Offering - Main Board</b>								
<b>N.A.</b>								
<b>Initial Public Offering – SME Exchange</b>								
1.	Drone Destination Limited	44.20	65	21 July 2023	107.45	15.91% (1.78%)	16.15% (0.61%)	43.04% 9.25%
2.	Yudiz Solutions Limited	44.84	165	17 August 2023	185.00	(5.59%) 4.48%	(19.16%) 1.81%	(19.30%) 12.51%
3.	Cellecor Gadgets Limited	50.77	92	28 September 2023	96.00	131.85% (2.44) %	214.35% 10.92%	123.10% 12.71%
4.	Inspire Films Limited	21.23	59	05 October 2023	67.85	(3.28%) (1.61) %	(6.57%) 10.09%	(53.43%) 14.88%
5.	Womancart Limited	9.56	86	27 October 2023	122.85	43.85% 3.92%	16.24% 12.10%	3.42% 17.61%
6.	Supreme Power Equipments Limited	46.67	65	29 December 2023	102.90	81.17% (1.74%)	18.42% 2.74%	225.46% 9.84%
7.	Akanksha Power and Infrastructure Limited	27.49	55	03 January 2024	65.10	93.79% 1.56%	29.03% 4.35%	124.19% 12.20%

8.	Addictive Learning Technology Limited	6016	140	30 January 2024	294.50	(6.84%)	(4.87%)	(7.31%)
						1.00%	5.03%	15.40%
9.	Radiowalla Network Limited	14.25	76	05 April 2024	120.15	4.45%	5.78%	N.A.
						(0.40%)	7.94%	
10.	Z-Tech (India) Limited	37.30	110	05 June 2024	100.00	185.90%	254.60%	N.A.
						7.53%	11.76%	
11.	Aestetik Engineers Limited	26.47	58	16 August 2024	110.20	(31.13%)	N.A.	N.A.
						3.43%		
12.	Share Samadhan Limited	24.06	74	16 September 2024	73.05	N.A.	N.A.	N.A.

**TABLE 2**

### Summary Statement of Disclosure

Financial Year	Total no. of IPOs	Total Amount of Funds raised. (Rs. Cr.)	No. of IPOs trading at discount-30th calendar days from listing			No. of IPOs trading at premium-30th calendar days from listing			No. of IPOs trading at discount-180th calendar days from listing			No. of IPOs trading at premium-180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24	8	304.92	-	-	3	3	1	1	1	-	2	3	1	1
2024-25	4	102.08	-	1	-	1	-	1	N.A.			N.A.		

Note: Listing date is considered for calculation of total number of IPO's in the respective financial year.

## LISTING

Application will be made to the BSE Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE Limited is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The SME Platform of BSE Limited has given its in-principle approval for using its name in our Offer documents vide its letter no. [●] dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of BSE Limited, our Company will forthwith repay, without interest, all moneys received from the Applicant in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within 4 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Offer Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 4 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE Limited mentioned above are taken within six Working Days from the Offer Closing Date.

## Impersonation

Attention of the Applicants is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who:

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his

*name or surname for acquiring or subscribing for its securities; or  
(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

*shall be liable for action under section 447.*

*The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. 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), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S 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.*

## **CONSENTS**

Consents in writing of:(a) the Directors, Statutory Auditor & Peer Reviewed Auditor, the Company Secretary & Compliance Officer, Chief Financial Officer, Banker to the Company and (b) BRLM, Market Maker, Registrar to the Issue, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue to act in their respective capacities have been/or will be obtained (before filing Red Herring prospectus to ROC) and will be filed along with a copy of the Red Herring Prospectus with the RoC, as required under Section 26 of the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the RoC.

Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus and such consent and report is not withdrawn up to the time of delivery of this Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with BSE.

## **EXPERT OPINION**

Except the report of the Peer Review Auditor on (a) the restated financial statements; (b) statement of tax benefits, Audit reports by Peer Review Auditors for the year ended on 31<sup>st</sup> March 2024, and year ended on 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022 and our Company has not obtained any other expert opinion. All the intermediaries including Merchant Banker has relied upon the appropriacy and authenticity of the same.

## **PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE INCORPORATION**

We have not made any previous rights and/or public issues since incorporation and are an Unlisted Issuer in terms of the SEBI (ICDR) Regulations and this Issue is an Initial Public Offering in terms of the SEBI (ICDR Regulations).

## **PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH**

Other than as detailed under chapter titled “Capital Structure” beginning on page 61 of the Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.



## **COMMISSION AND BROKERAGE ON PREVIOUS ISSUES**

Since this is the IPO of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

## **PREVIOUS CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY LISTED SUBSIDIARIES, GROUP COMPANIES AND ASSOCIATES OF OUR COMPANY**

None of our Group Companies and Associates are listed and have undertaken any public or rights issue in the three (3) years preceding the date of this Draft Red Herring Prospectus. Further, as on the date of this Draft Red Herring Prospectus our company has no Listed Subsidiary.

## **PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/RIGHTS ISSUE OF THE LISTED SUBSIDIARIES OF OUR COMPANY**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Offer is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding performance vis-à-vis objects is not applicable to us. Further, as of the date of this Draft Red Herring Prospectus our Company has no listed corporate promoters and no listed subsidiary company.

## **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY**

As on the date of the Draft Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

## **OPTION TO SUBSCRIBE**

Equity Shares being offered through this Draft Red Herring Prospectus can be applied for in dematerialized form only.

## **STOCK MARKET DATA FOR OUR EQUITY SHARES**

Our Company is an Unlisted Issuer in terms of the SEBI (ICDR) Regulations, and this Offer is an Initial Public Offering in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

## **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Memorandum of Understanding between the Registrar and us will provide for retention of records with the Registrar for a period of at least one year from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to this Issue for redressal of their grievances.

All grievances relating to this Offer may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Bid-cum-Application Form was submitted by the ASBA Applicant.

Further, none of our subsidiary companies or Group Companies are listed on any stock exchange, so disclosure regarding mechanism for redressal of investor grievances for our subsidiary companies are not applicable.

## **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company or the Registrar to the Offer or the SCSB in case of ASBA Applicant shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to this Offer for the redressal of routine investor grievances will be 12 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Himanshi Saluja as the Company Secretary and Compliance Officer and may be contacted at the following address:

### **Radiant Innovative Manufacturing Limited**

Unit No. 412-413, Best Business Park, Plat No. P-2,

Netaji Subhash Place, New Delhi- 110034, India

Tel.: 011-45952200

Fax: N.A.

E-mail: [investors@radiantiml.com](mailto:investors@radiantiml.com)

Website: [www.radiantiml.com](http://www.radiantiml.com)

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-offer or post-offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, *etc.*

*This space has been left blank intentionally.*

## SECTION VIII – ISSUE INFORMATION

### TERMS OF THE ISSUE

The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Abridged Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (CAN) and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, BSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (Except Anchor investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated 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 8, 2019, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. Currently, for application by RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and RIIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+3 days. Further SEBI through its circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 has decided to continue with the Phase II of the UPI ASBA till further notice.

The SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023, has introduced reduction of timeline for listing of shares in public issue from existing T+6 days to T+3 days. This circular shall be applicable on voluntary basis for public issues opening on or after September 1, 2023, and Mandatory for public issues opening on or after December 1, 2023.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

#### **The Offer**

The Offer consists of a Fresh Issue and Offer for Sale (OFS) by our Company. Expenses for the Offer shall be Borne by our Company in the manner specified in “Objects of the Issue” on page 79 of this Draft Red Herring Prospectus.

#### **Ranking of Equity Shares**

The Equity Shares being Offered/Allotted in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association, SEBI ICDR Regulations and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends, Voting Power and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association

of the Company.

### **Authority for the Issue**

This Issue has been authorized by a resolution of the Board passed at their meeting held on September 19, 2024 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of the Company held on September 23, 2024.

### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. Dividends, if any, declared by our Company after the date of Allotment will be payable to the transferee who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, please refer to the chapter titled Dividend Policy beginning on pages 197 of this Draft Red Herring Prospectus.

### **Face Value and Issue Price**

The face value of each Equity Share is Rs. 10/- and the Offer Price at the lower end of the Price Band is Rs. [●] /- per Equity Share and at the higher end of the Price Band is Rs. [●] /- per Equity Share. The Anchor Investor Offer Price is Rs. [●] /- per Equity Share.

The Price Band and the Bid Lot will be decided by our Company, in consultation with the BRLM, and published by our Company in [●] edition of [●] (a widely circulated English national daily newspaper) and [●] edition of [●] (a widely circulated Hindi national daily newspaper and Hindi being regional language of the Delhi, where our Registered Office is located) at least two Working Days prior to the Bid/Offer Opening Date, and shall be made available to the Stock Exchange for the purpose of uploading the same on their website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchange. The Offer Price shall be determined by our Company, 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 the Book Building Process.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### **Compliance with the disclosure and accounting norms**

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholder**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;

- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see “Main Provisions of Articles of Association” on page 323 of this Draft Red Herring Prospectus.

### **Allotment only in Dematerialized form**

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialized form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Draft Red Herring Prospectus:

- The Company has entered into an agreement dated December 26, 2017, with the Central Depository Services (India) Limited (CDSL), and the Registrar and Transfer Agent, who, in this case, is Skyline Financial Services Private Limited for the dematerialization of its shares.
- The Company has entered into an agreement dated January 11, 2018, with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who, in this case, is Skyline Financial Services Private Limited for the dematerialization of its shares.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of a body corporate shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the BSE Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

### **Minimum Application value, Market Lot and Trading Lot**

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 ₹ 1,00,000/- (Rupees One Lakh) per application.

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 BSE from time to time by giving prior notice to investors at large. For further details, see “Issue Procedure” on page 287 of this Draft Red Herring Prospectus.

### **Minimum Number of Allottees**

Further in accordance with Regulation 268(1) of SEBI ICDR Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Issue.

### **Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

## **Jurisdiction**

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

The Equity Share 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 issued or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

## **Nomination Facility to the Investor**

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being an nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A buyer will be titled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. to make such transfer of the equity shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

## **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for the lock-in of the pre-Issue capital of our Company, Promoters 'minimum contribution as provided in "Capital Structure" on page 61 of this Draft Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer "Main Provisions of Articles of Association" on page 323 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the BRLM are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws

or regulations.

### **Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE.

### **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company. Application by eligible NRIs, FPIs Registered with SEBI, VCFs, AIFs registered with SEBI and QFIs. It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

### **Withdrawal of the Issue**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The BRLM through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA applicant within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock Exchange.

### **Minimum Subscription**

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriter within sixty days from the date of closure of the Offer, the Issuer shall forthwith refund the entire subscription amount received within the time limit as prescribed under the SEBI (ICDR) Regulations and Companies Act, 2013.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the issuer fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, it shall refund through verifiable means the entire monies received within two (2) days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within two (2) days after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent. per annum.

In terms of Regulation 260 of the SEBI ICDR Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “General Information” on page 53 of this Draft Red Herring Prospectus.

Further, in accordance with Regulation 267 of the SEBI ICDR Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

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.

## Period of Subscription List of the Public Issue

Event	Indicative Date
Offer Opening Date	[●]
Offer Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account*	On or before [●]
Credit of Equity Shares to Demat Accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

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

The above timetable is indicative and does not constitute any obligation on our Company and the BRLM. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

*\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated in accordance with applicable law by the intermediary responsible for causing such delay in unblocking, for which period shall start from the day following the receipt of a complaint from the Bidder. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 shall be deemed to be incorporated in the deemed agreement of the Bank with the SCSBs to the extent applicable, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable.*

*The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.*

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Bidding Centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Issue closing date:

- i. A standard cut-off time of 3.00 p.m. for acceptance of bids.
- ii. A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.
- iii. A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE Limited after taking into account the total number of bids received up to the closure of timings and reported by BRLM to BSE Limited within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment. Bids will be



accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

### **Migration to Main Board**

Our company may migrate to the main board of BSE Limited at a later date subject to the following:

- a. *If the Paid-up Capital of our Company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in- principal approval from the main board), our Company shall apply to BSE Limited for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

OR

- b. *If the paid-up Capital of our company is more than ₹ 10 Crores but below ₹ 25 Crores, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

Any company desiring to migrate to the Main board from the SME Board within three years of listing on SME platform of BSE has to fulfill following conditions:

- a. The company should have positive operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years and has positive Profit after tax (PAT) in the immediate preceding Financial Year of making the migration application to Exchange.
- b. The applicant company should have a Net worth of at least Rs. 15 crores for 2 preceding full financial years.
- c. The applicant company is listed on SME Exchange/ Platform having nationwide terminals for atleast 3 years.

### **Market Making**

The shares issued and transferred through this Offer are proposed to be listed on the SME Platform of BSE Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the SME Platform of BSE Limited. For further details of the market making arrangement please refer to chapter titled General Information beginning on page 53 of this Draft Red Herring Prospectus.

### **Option to receive securities in Dematerialized Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

*This Space has been left intentionally.*

## ISSUE PROCEDURE

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the BRLM would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus.

All Applicants shall review the “General Information Document for Investing in Public Issues” prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified by SEBI, suitably modified from time to time, if any, and the UPI Circulars (“General Information Document”), highlighting the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations. The General Information Document will also be available on the websites of the Stock Exchange and the BRLM, before opening of the Issue. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) Allocation of shares; (iii) Payment Instructions for ASBA Applicants; (iv) Issuance of CAN and Allotment in the Offer; (v) General instructions (limited to instructions for completing the Application Form); (vi) Submission of Application Form; (vii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (viii) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (vi) mode of making refunds; and (vii) interest in case of delay in Allotment or refund.

The SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 01, 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.

Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Accordingly, the Offer has been undertaken under UPI Phase II, till any further notice issued by SEBI.

SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in which certain applicable procedure w.r.t. SMS Alerts, Web portal to CUG etc. shall be applicable to Public Issue opening on or after January 1, 2022 and October 1, 2021 respectively and the provisions of this circular, as amended, are deemed to form part of this Draft Red Herring Prospectus. Additionally, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 has reduced the time period for refund of application monies from 15 days to four days. 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 01, 2022) whose application sizes are up to Rs. 5,00,000/- shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023, and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the Issue will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

## **REDUCTION OF TIMELINE FOR LISTING OF SHARES IN PUBLIC ISSUE FROM EXISTING T+6 DAYS TO T+3 DAYS**

The SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023, has introduced reduction of timeline for listing of shares in public issue from existing t+6 days to t+3 days. This circular shall be applicable on voluntary basis for public issues opening on or after September 1, 2023 and Mandatory for public issues opening on or after December 1, 2023.

Consequent to extensive consultation with the market participants and considering the public comments received pursuant to consultation paper on the aforesaid subject matter, it has been decided to reduce the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the requirement of 6 working days (T+6 days); 'T' being issue closing date.

The T+3 timeline for listing shall be appropriately disclosed in the Offer Documents of public issues.

Notwithstanding anything contained in Schedule VI of the ICDR Regulations, the provisions of this circular shall be applicable:

- On voluntary basis for public issues opening on or after September 1, 2023, and
- Mandatory for public issues opening on or after December 1, 2023.

The timelines prescribed for public issues as mentioned in SEBI circulars dated November 1, 2018, June 28, 2019, November 8, 2019, March 30, 2020, March 16, 2021, June 2, 2021, and April 20, 2022, shall stand modified to the extent stated in this Circular.

SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in which certain applicable procedure w.r.t. SMS Alerts, 322 of 385

Web portal to CUG etc. shall be applicable to Public Issue opening on or after January 1, 2022 and October 1, 2021 respectively and the provisions of this circular, as amended, are deemed to form part of this Draft Red Herring Prospectus. Additionally, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 has reduced the time period for refund of application monies from 15 days to four days. 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 01, 2022) whose application sizes are up to Rs. 5,00,000/- shall use the UPI Mechanism.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stock Brokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by BSE to act as intermediaries for submitting Application Forms are provided on [www.bseindia.com](http://www.bseindia.com). For details on their designated branches for submitting Application Forms, please see the above-mentioned website of BSE.

ASBA Applicants are required to submit ASBA Applications to the selected branches / offices of the RTAs, DPs, Designated Bank Branches of SCSBs. 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 <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link. The list of Stock Brokers, Depository Participants ("DP"), Registrar to an Issue and Share Transfer Agent ("RTA") that have been notified by BSE to act as intermediaries for submitting Application Forms are provided on [www.bseindia.com](http://www.bseindia.com). For details on their designated branches for submitting Application Forms, please refer the above-mentioned BSE website.

Our Company, 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 Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus.

## **BOOK BUILT PROCEDURE**

The Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company may, in consultation with the BRLM, allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15.00% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the offer Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spillover from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Investors should note that according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges. However, investors may get the specified securities rematerialized subsequent to allotment.

## **AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS**

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Draft Red Herring Prospectus/ Red Herring Prospectus/ Abridged Prospectus/ Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the BRLM to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of BSE i.e. [www.bseindia.com](http://www.bseindia.com). Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Draft Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Draft Red Herring Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

## **PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE**

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to

mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circulars proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

- a. Phase I: This phase was applicable from January 01, 2019 and lasted till June 30, 2019. Under this phase, a Retail Individual applicant, besides the modes of Bidding available prior to the UPI Circulars, also had the option to submit the Bid cum Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.
- b. Phase II: This phase commenced on completion of Phase I i.e. with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public issues, whichever is later. Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, 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 be continued till further notice. Under this phase, submission of the Application Form by a Retail Individual Applicant through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.
- c. Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023, and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

All SCSBs offering the facility of making applications in public issues are required to provide a facility to make applications using the UPI Mechanism. Further, in accordance with the UPI Circulars, our Company has appointed [●] as the Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Investors into the UPI mechanism.

Pursuant to the UPI Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints in this regard, the relevant SCSB as well as the post – Offer BRLM will be required to compensate the concerned investor.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to Rs. 5,00,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than Rs. 200,000 and up to Rs. 5,00,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through 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.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular

No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

For further details, refer to the “General Information Document” available on the websites of the Stock Exchange and the BRLM.

### **Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of BSE [www.bseindia.com](http://www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the office of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. The Retail Bidding in the Retail Portion can additionally Bid through the UPI Mechanism.

A Retail Individual Investor making applications using the UPI Mechanism shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in the Issue. The SCSBs, upon receipt of the Application Form will upload the Bid details along with the UPI ID in the bidding platform of the Stock Exchange. Applications made by the Retail Individual Investors using third party bank accounts or using UPI IDs linked to the bank accounts of any third parties are liable for rejection. The Bankers to the Issue shall provide the investors’ UPI linked bank account details to the RTA for the purpose of reconciliation. Post uploading of the Bid details on the bidding platform, the Stock Exchanges will validate the PAN and demat account details of Retail Individual Investors with the Depositories.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB’s authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants.

ASBA Bidders (other than RIBs using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs Bidding in the Retail Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Red Herring Prospectus.

The prescribed color of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[•]
Non-Residents including Eligible NRIs, FVCIs, FPIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	[•]
Anchor Investors	[•]

*\*Excluding electronic Bid cum Application Form*

Note:

- ◆ Details of depository account are mandatory and applications without depository account shall be treated as incomplete and rejected. Investors will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities re-materialised subsequent to allotment.
- ◆ The shares of the Company, on allotment, shall be traded on stock exchanges in demat mode only.
- ◆ Single bid from any investor shall not exceed the investment limit/maximum number of specified securities that can be held by such investor under the relevant regulations/statutory guidelines.
- ◆ The correct procedure for applications by Hindu Undivided Families and applications by Hindu Undivided Families would be treated as on par with applications by individuals;

## **ELECTRONIC REGISTRATION OF BIDS**

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.
- b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchange and as disclosed in the Red Herring Prospectus.
- c) Only Bids that are uploaded on the Stock Exchange Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

## **SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS**

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

- a. An SCSB, with whom the bank account to be blocked, is maintained;
- b. A syndicate member (or sub-syndicate member);
- c. A stockbroker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (broker);
- d. A depository participant (DP) (Whose name is mentioned on the website of the stock exchange as eligible for this activity);
- e. A registrar to an issuer and share transfer agent (RTA) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)

The intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by investorsto 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(s) 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 investorsto intermediaries otherthan SCSBs:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	<p>After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange.</p> <p>Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds.</p> <p>Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.</p>

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have deemed to have authorised our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Applicants.

## WHO CAN APPLY?

Persons eligible to invest under all applicable laws, rules, regulations and guidelines: -

- Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- 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;
- Mutual Funds registered with SEBI;
- 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;
- 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);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional applicants category;
- Venture Capital Funds registered with SEBI;
- Foreign Venture Capital Investors registered with SEBI;
- State Industrial Development Corporations;
- 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;

- Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of Rs.2,500 Lakh and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds with minimum corpus of Rs.2,500 Lakh and who are authorized under their constitution to hold and invest in equity shares;
- Multilateral and Bilateral Development Financial Institutions;
- 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;
- Insurance funds set up and managed by army, navy or air force of the Union of India
- Any other person eligible to applying in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

As per the existing regulations, OCBs cannot participate in this Issue.

#### **PARTICIPATION BY ASSOCIATES OF BRLM**

The BRLM shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the BRLM may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis. All categories of Applicants, including associates and affiliates of the BRLM, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

#### **AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS**

The Memorandum Form 2A containing the salient features of the Draft Red Herring Prospectus together with the Application Forms and copies of the Draft Red Herring Prospectus may be obtained from the Registered Office of our Company, BRLM to the Issue and The Registrar to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE Limited i.e [www.bseindia.com](http://www.bseindia.com).

#### **OPTION TO SUBSCRIBE IN THE ISSUE**

- a) As per Section 29(1) of the Companies Act 2013, Investors will get the allotment of Equity Shares in dematerialization form only.
- b) The Equity Shares, on allotment, shall be traded on Stock Exchange in demat segment only.
- c) In a single Application Form any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

#### **APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIs**

Application must be made only in the names of individuals, limited companies or Statutory Corporations/institutions and not in the names of minors, foreign nationals, non-residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families, partnership firms or their nominees. In case of HUF's application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

## **APPLICATION BY MUTUAL FUNDS**

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to reject any application without assigning any reason thereof. Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. As per the current regulations, the following restrictions are applicable for investments by mutual funds.

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any single Company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific funds/Schemes. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

## **APPLICATIONS BY ELIGIBLE NRI**

Eligible NRIs may obtain copies of Application Form from the members of the Syndicate, the sub- Syndicate, if applicable, the SCSBs, the Registered Brokers, RTAs and CDPs. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Application Form.

Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than Rs. 2,00,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding Rs. 2,00,000 would be considered under the Non-Institutional Category for allocation in the Offer.

In case of Eligible NRIs bidding under the Retail Category through the UPI mechanism, depending on the nature of the investment whether repatriable or non-repatriable, the Eligible NRI may mention the appropriate UPI ID in respect of the NRE account or the NRO account, in the Application Form.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated May 03, 2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis. Allotment of Equity shares to non-residents Indians shall be subject to the prevailing Reserve Bank of India guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with an income thereon subject to permission of the RBI and subject to the Indian Tax Laws and Regulations and any other applicable laws. The company does not require approvals from FIPB or RBI for the issue of equity shares to eligible NRIs, FIIs, Foreign Venture Capital Investors registered with SEBI and multi-lateral and Bi-lateral development financial institutions.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in color). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for non-Residents (blue

in color). For details of restrictions on investment by NRIs, please refer to the chapter titled “Restrictions on Foreign Ownership of Indian Securities” beginning on page 318 of this Draft Red Herring Prospectus.

## **APPLICATIONS BY ELIGIBLE FIIs/FPIs**

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations.

An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Issue until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Offer in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

Further, pursuant to the Master Directions on Foreign Investment in India issued by the RBI dated January 4, 2018 (updated as on March 8, 2019) the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised 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. Further, pursuant to a Circular dated November 24, 2014 issued by the SEBI, FPIs are permitted to issue offshore derivative instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations shall apply on the aggregate of FPI investments and overseas direct investment positions held in the underlying Indian company.

FPIs who wish to participate in the Offer are advised to use the Application Form for Non-Residents (blue in color).

FPIs are required to apply through the ASBA process to participate in the Offer.

## **APPLICATIONS BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURECAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended, among other things prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (the “SEBI AIF Regulations”) prescribe, amongst others, the investment restrictions on AIFs.

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 FPIs 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 Applicant on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

## **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof. Limited Liability Partnerships can participate in the issue only through the ASBA Process.

## **APPLICATIONS BY INSURANCE COMPANIES**

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (the IRDA Investment Regulations), 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 (a), (b) and (c) 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

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of Rs. 2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of Rs. 500,000.00 million or more but less than Rs. 2,500,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

### **APPLICATIONS BY BANKING COMPANIES**

**Applications by Banking Companies:** In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason. The investment limit for banking companies in non-financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee Company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

**Applications by SCSBs:** SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 02, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

### **APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS**

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

### **BIDS BY ANCHOR INVESTORS**

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

1. Anchor Investor 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/ Issue Opening Date and be completed on the same day.
5. Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.
6. Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/Issue Opening Date, through intimation to the Stock Exchange.
7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
8. If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
9. At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
10. Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 90 days on fifty per cent of the shares allotted to the anchor investors from the date of allotment, and a lock-in of 30 days on the remaining fifty per cent of the shares allotted to the anchor investors 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 byes.
12. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
13. Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

## **APPLICATION UNDER POWER OF ATTORNEY**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 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 with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- (a) With respect to applications by VCFs, FVCIs, FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- (b) With respect to applications 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 with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- (c) With respect to applications made by provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 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 Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the BRLM may deem fit.

Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

**The above information is given for the benefit of the Applicants. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

##### **a) For Retail Individual Applicants**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2,00,000.

##### **b) For Other Applicants (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 Applicant 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 Applicants, 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.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

#### **INFORMATION FOR THE APPLICANTS:**

- a) Our Company will file a copy of Red Herring Prospectus with the Registrar of Companies, Delhi, atleast 3 (three) days before the Issue Opening Date.
- b) Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Draft Red Herring Prospectus/ Red Herring Prospectus and/or the Application Form can obtain the same from our Registered Office or from the office of the BRLM.
- c) Applicants who are interested in subscribing for the Equity Shares should approach the BRLM or their authorized agent(s) to register their applications.
- d) Applications made in the name of minors and/ or their nominees shall not be accepted.

#### **INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM**

The Bids should be submitted on the prescribed Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid cum application form. Bids not so made are liable to be rejected. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

Applicants residing at places where the designated branches of the Banker to the Issue are not located may submit/mail their applications at their sole risk along with Demand payable at Mumbai.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE Limited i.e. [www.bseindia.com](http://www.bseindia.com).

#### **BIDDER'S DEPOSITORY ACCOUNT AND BANK DETAILS**

Please note that, providing bank account details in the space provided in the Bid cum application form is mandatory and Bids that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid cum Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders' bank account details, MICR code and occupation (hereinafter referred to as Demographic Details'). Bidders should carefully fill in their Depository Account details in the Bid cum Application Form.

These Demographic Details would be used for all correspondence with the Bidders including mailing of the CANs / Allocation 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 Bidders would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

## **SUBMISSION OF BIDS**

- I. During the Bid/ Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- II. In case of Bidders (excluding NIIs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- III. For Details of the timing on acceptance and upload of Bids in the Stock Exchange Platform Bidders are requested to refer to the Draft Red Herring Prospectus.

## **ALLOTMENT PROCEDURE**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

### **Flow of Events from the closure of bidding period (T DAY) Till Allotment:**

1. On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
2. RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
3. Third party confirmation of applications to be completed by SCSBs on T+1 day.
4. RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
5. Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
6. The Designated Stock Exchange (DSE), post verification approves the basis and generates draw of lots wherever applicable, through a random number generation software.
7. The RTA uploads the draw numbers in their system and generates the final list of allottees as per process mentioned below:

### **Process for generating list of allottees: -**

- a) Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the draw of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- b) In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- c) In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- d) On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

## **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the BSE. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. 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 over subscription ratio (number of applicants in the category X number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
  - a) For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
    1. Each successful applicant shall be allotted [●] equity shares; and
    2. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
  - b) If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
  - c) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] equity shares, results in the actual allotment being higher than the shares 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 Draft Red Herring Prospectus.
  - d) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
    1. As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
    2. The balance net offer of shares to the public shall be made available for allotment to
      - a) Individual applicants other than retails individual investors and
      - b) Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
    3. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/maybe made available for allocation to applicants in the other category, if so required.

Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 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 BSE.

The Executive Director / Managing Director of BSE – the Designated Stock Exchange in addition to BRLM and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

## **INFORMATION FOR BIDDERS**

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid. In relation to electronic registration of Bids, the permission given by the Stock Exchange to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the BRLM are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

## **GENERAL INSTRUCTIONS**

### **Do's:**

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- All Bidders should submit their Bids through the ASBA process only
- Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre
- In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Application Form;
- Bidders (other than RIIs bidding through the non-UPI Mechanism) should submit the Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations. RIIs bidding through the non-UPI Mechanism should either submit the physical Application Form with the SCSBs or Designated Branches of SCSBs under Channel I (described in the UPI Circulars) or submit the Application Form online using the facility of 3-in 1 type accounts under Channel II (described in the UPI Circulars);
- Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than RIBs using the UPI Mechanism) in the Application Form;
- RIBs using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
- RIBs using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the Bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the

SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;

- RIBs bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the Offer;
- RIBs submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid is listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
- RIBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only UPI ID is included in the Field Number 7: Payment Details in the Application Form;
- RIBs using the UPI Mechanism shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI;
- If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the signature of the First Bidder in case of joint Bids, is included in the Application Forms
- QIBs and Non-Institutional Bidders should submit their Bids through the ASBA process only. Pursuant to SEBI circular dated November 01, 2018 and July 26, 2019, RII shall submit their bid by using UPI mechanism for payment;
- Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Bid options;
- Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
- Bidders, other than RIBs using the UPI Mechanism, shall ensure that they have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;
- Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the I.T. Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- 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;
- Ensure that the category and the investor status is indicated;
- Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

- Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that the Application Forms are delivered by the Bidders within the time prescribed as per the Application Form and the Draft Red Herring Prospectus;
- Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
- 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 Offer;
- 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;
- Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Application Form at the time of submission of the Bid;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Application Form;
- RIBs shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank before 5:00 p.m. before the Bid / Offer Closing Date;
- RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
- RIBs using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and
- Bids by Eligible NRIs and HUFs for a Bid Amount of less than Rs. 200,000 would be considered under the Retail Portion, and Bids for a Bid Amount exceeding Rs. 200,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the Offer.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, is liable to be rejected.

#### **Don'ts:**

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
- Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest
- RIBs should not submit a Bid using the UPI Mechanism, unless the name of the bank where the bank account linked to your UPI ID is maintained, is listed on the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> ;
- RIB should not submit a Bid using the UPI Mechanism, using a Mobile App or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> ;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;

- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Offer Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the General Index Register number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer.
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant;
- All Investors submit their applications through the ASBA process only except as mentioned in SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 & SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021;
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIB Bidders using the UPI Mechanism;

The Applications should be submitted on the prescribed Application Form is liable to be rejected if the above instructions, as applicable, are not complied with

## **OTHER INSTRUCTIONS**

### **Joint Applications in the case of Individuals**

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

### **Multiple Applications**

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- (i) All applications are electronically strung on first name, address (1<sup>st</sup> line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications.
- (ii) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- (iii) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of know your client norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the BRLM reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

## **PERMANENT ACCOUNT NUMBER OR PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 02, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Bid submitted without this information will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

## **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

## **GROUND FOR REJECTIONS**

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, the bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
- Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form
- Bids submitted on a plain paper

- Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI
- ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary
- Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
- Bids submitted without the signature of the First Bidder or sole Bidder
- The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
- Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
- GIR number furnished instead of PAN;
- Bids by RIBs with Bid Amount of a value of more than Rs. 2,00,000;
- Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals
- Bids accompanied by stock invest, money order, postal order or cash; and
- Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchange
- Applications by OCBs;

## **IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of section 38(1) 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 a fictitious name,

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

## **SIGNING OF UNDERWRITING AGREEMENT**

Vide an Underwriting agreement dated September 23, 2024 this issue is 100% Underwritten.

## **FILING OF THE RED HERRING PROSPECTUS WITH THE ROC**

The Company will file a copy of the Red Herring Prospectus with the Registrar of Companies, Delhi and in terms of Section 26 of Companies Act, 2013.

## **EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL/CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- The Company has entered into an agreement dated December 26, 2017, with the Central Depository Services (India) Limited (CDSL), and the Registrar and Transfer Agent, who, in this case, is Skyline Financial Services Private Limited for the dematerialization of its shares.



- The Company has entered into an agreement dated January 11, 2018, with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who, in this case, is Skyline Financial Services Private Limited for the dematerialization of its shares.

The Company's Equity shares bear an ISIN INE007Z01022.

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

## **TERMS OF PAYMENT**

The entire Issue 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 or Sponsor Bank to unblock the excess amount paid on Application to the Bidders.

SCSBs or Sponsor Bank will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs or Sponsor Bank.

The applicants should note that the arrangement with Banker to the Issue or the Registrar or Sponsor Bank is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

## **PAYMENT MECHANISM FOR APPLICANTS**

The Bidders shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form sent by the Sponsor Bank. The SCSB or Sponsor Bank 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 or for unsuccessful Bids, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of

the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public 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. SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to Rs. 5,00,000, may use UPI.

### **PAYMENT BY STOCK INVEST**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 05, 2003; the option to use the stock invest instrument in lieu of cheques or banks for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

### **PAYMENT INTO ESCROW ACCOUNT(S) FOR ANCHOR INVESTORS**

Our Company, in consultation with the BRLM, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favor of:

- (a) In case of resident Anchor Investors: “[●]”; and
- (b) In case of Non-Resident Anchor Investors: “[●]”.

Anchor Investors should note that the escrow mechanism is not prescribed by the SEBI and has been established as an arrangement between our Company and the Syndicate, if any the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors

### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013 and Regulation 264 of SEBI (ICDR) Regulations, 2018, the company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation. In the pre-issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013 and Regulation 264 of SEBI (ICDR) Regulations, 2018, shall be in the format prescribed in Part A of Schedule VI of the SEBI Regulations.

### **ISSUANCE OF ALLOTMENT ADVICE**

On the Designated date, the SCSBs shall transfer the funds represented by allocation of equity shares into public issue account with the banker to the issue. Upon approval of the basis of the allotment by the Designated Stock Exchange, the Registrar to the Issue shall upload the same on its website. On the basis of approved basis of allotment, the issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their respective depository participants to accept the equity shares that may be allotted to them pursuant to the issue. Pursuant to confirmation of such corporate actions the Registrar to the Issue will dispatch allotment advice to

the applicants who have been allotted equity shares in the issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.

The Company will issue and dispatch letters of allotment/ securities certificates and/ or letters of regret or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer

#### **DESIGNATED DATE**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

#### **NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER**

The authorised employees of the Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

#### **METHOD OF ALLOTMENT AS MAY BE PRESCRIBED BY SEBI FROM TIME TO TIME**

Our Company will not make any allotment in excess of the Equity Shares offered through the offer document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. The allotment of Equity Shares to applicants other than to the Retail Individual Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size.

#### **DISPOSAL OF APPLICATION AND APPLICATION MONIES AND INTEREST IN CASE OF DELAY**

The company shall ensure the dispatch of allotment advice, instruction to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the allotment to the stock exchange within one (1) working day of the date of allotment of equity shares.

The company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME platform of BSE, where the equity shares are proposed to be listed are taken within Three (3) working days of the closure of the issue.

#### **MODE OF REFUNDS**

- a) In case of ASBA Applicants: Within 3 (Three) Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application, for any excess amount blocked on Application, for any ASBA application withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Offer

- b) In the case of Applications from Eligible NRIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the applicant on account of conversion of foreign currency.
- c) In case of Other Investors: Within Three Working Days of the Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Offer may obtain from the depositories, the Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in their Investor Application Forms for refunds. Accordingly, Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

### **MODE OF MAKING REFUNDS FOR APPLICANTS OTHER THAN ASBA APPLICANTS**

The payment of refund, if any, may be done through various modes as mentioned below:

- (i) NECS - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the applicant as obtained from the Depository
- (ii) NEFT - Payment of refund may be undertaken through NEFT wherever the branch of the Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Applicants' through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- (iii) Direct Credit – Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- (iv) RTGS – Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the applicant, DP ID and beneficiary account number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Investors' account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the BRLM or the Registrar to the Issue or the Escrow Collection Bank nor the Company shall have any responsibility and undertake any liability for the same;
- (v) Please note that refunds, on account of our Company not receiving the minimum subscription, shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank. For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Investors may refer to the Red Herring Prospectus.

## **INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND**

The Issuer shall make the Allotment within the period prescribed by SEBI. The Issuer shall pay interest at the rate of 15% per annum if Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within such times as maybe specified by SEBI.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds

## **UNDERTAKINGS BY OUR COMPANY**

The Company undertakes the following:

1. that if our Company do not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice in the newspapers to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers in which the Pre- Issue advertisement was published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
2. that if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC / SEBI, in the event our Company subsequently decides to proceed with the Issue;
3. That the complaints received in respect of this Issue shall be attended to by us expeditiously and satisfactorily;
4. That all steps shall be taken to ensure that listing and commencement of trading of the Equity Shares at the Stock Exchange where the Equity Shares are proposed to be listed are taken within Three Working Days of Issue Closing Date or such time as prescribed;
5. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
6. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within Three 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.
7. That no further Issue of Equity Shares shall be made till the Equity Shares issued through this Draft Red Herring Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.
8. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.
9. That if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be 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 ICDR Regulations and applicable law for the delayed period;
10. That the letter of allotment/ unblocking of funds to the non-resident Indians shall be dispatched within specified time; and

## **UTILIZATION OF ISSUE PROCEEDS**

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in Section 40 of the Companies Act, 2013;

2. Details of all monies utilized out of the issue referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the Issue referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
6. Our Company undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

## **WITHDRAWAL OF THE ISSUE**

Our Company, in consultation with the BRLM, reserves the right not to proceed with the Issue, in whole or any part thereof at any time after the Issue Opening Date but before the Allotment, with assigning reason thereof. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared within Two days of Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for such decision and. The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and
2. The final RoC approval of the Prospectus after it is filed with the concerned RoC.

If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an initial public offering of Equity Shares, our Company shall file a fresh Draft Red Herring prospectus with stock exchange.

## **COMMUNICATIONS**

All future communications in connection with the Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated intermediary to the Issue where the Application and a copy of the acknowledgement slip. Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts etc.

## **ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS**

**In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the BRLM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.**

This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the BRLM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Applicants are advised to

make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on [http://www.sebi.gov.in/cms/sebi\\_data/attachdocs/1480483399603.html](http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html). For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

## **ASBA PROCESS**

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (ASBA Account) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the LM.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

### **Who can apply?**

Please note that, in accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (Except Anchor investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.

### **Mode of Payment**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB. Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted. After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date. On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions

issued in this regard by the Registrar to the Issue. The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

### **Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the Public Issue Account as per the provisions of section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

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## **RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of 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. Foreign investment is allowed up to 100% under automatic route in our Company.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP), issued consolidated FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

**As per the existing policy of the Government of India, OCBs cannot participate in this Issue. The Equity Shares offered in the Issue have not been and will not be registered under the Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.**

**Accordingly, the Equity Shares are being offered and sold (i) within the United States to persons reasonably believed to be “qualified institutional investors” (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A under the Securities Act or other applicable exemption under the Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulations under the Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.**

**The above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.**

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## ISSUE STRUCTURE

*This Issue has been made in terms of Regulation 229(2) of Chapter IX of SEBI ICDR Regulations whereby, our post-issue face value capital is more than ten crore rupees and upto twenty-five crore rupees. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE Limited). For further details regarding the salient features and terms of this Offer, please refer to the chapter titled "Terms of the Issue" and "Issue Procedure" beginning on page 280 and 287 of this Draft Red Herring Prospectus.*

### Present Issue Structure

Initial Public Offer of 52,26,000 Equity Shares of Rs. 10/- each ("Equity Shares") of Radiant Innovative Manufacturing Limited ("RIML" or the "Company") for cash at a price of Rs. [●]/- per equity share (the "Issue Price"), aggregating to Rs. [●] Lakhs ("The Issue") comprising a fresh issue of up to 46,26,000 equity shares aggregating to Rs. [●] lakhs by our company ("fresh issue") and an offer for sale of up to 6,00,000 equity shares by Mr. Nalin Bahl ("the promoter" or "selling shareholder") aggregating to Rs. [●] lakhs ("offer for sale"). Out of the Issue, 2,61,600 equity shares aggregating to Rs. [●] Lakhs will be reserved for subscription by Market Maker ("Market Maker Reservation Portion"). The Issue less the Market Maker Reservation Portion i.e., Issue of 49,64,400 equity shares of face value of Rs. 10.00/- each at an issue price of Rs. [●]/- per equity share aggregating to Rs. [●] Lakhs is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 26.33% and 25.02%, respectively of the Post Issue paid up equity share capital of our company.

Particulars of the Issue	Market Maker Reservation Portion	QIBs	Non – Institutional Investors	Retail Individual Investors
Number of Equity Shares available for allocation	2,61,600 Equity shares	24,81,000 Equity shares	7,45,200 Equity shares	17,38,200 Equity shares
Percentage of Issue Size available for allocation	5.01 % of the issue size	Not more than 50.00% of the Net offer size shall be available for allocation to QIBs. However, up to 5.00% of net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Fund only. Up to 60.00% of the QIB Portion may be available for allocation to Anchor Investors and one third of the Anchor Investors Portion shall be available for allocation to domestic mutual funds only.	Not less than 15.00% of the Offer shall be available for allocation.	Not less than 35.00% shall be available for allocation.
Basis of Allotment	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion: (a) up to [●] Equity Shares, shall be available for allocation on a proportionate basis to	Proportionate	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to

		Mutual Funds only; and; (b) [●] Equity shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors For further details please refer to the section titled “Issue Procedure” beginning on page 287.		availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, “Issue Procedure” on page 287.
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Investors using Syndicate ASBA).			
Minimum Bid Size	[●] Equity Shares in multiple of [●] Equity shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds Rs. 200,000.	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds Rs. 200,000.	[●] Equity Shares in multiple of [●] Equity shares so that the Bid Amount does not exceed Rs. 2,00,000.
Maximum Application Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits.	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the issue (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.
Mode of Allotment	Dematerialized Form			
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 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.			

**Note:**

- In case of joint application, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to*

- have signed on behalf of the joint holders.*
2. *Applicants will be required to confirm and will be deemed to have represented to our Company, the BRLM, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.*
  3. *SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.*

## Lot Size

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the Circular) standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Issue Price (in Rs. )	Lot Size (No. of shares)
Upto 14	10000
More than 14 upto 18	8000
More than 18 upto 25	6000
More than 25 upto 35	4000
More than 35 upto 50	3000
More than 50 upto 70	2000
More than 70 upto 90	1600
More than 90 upto 120	1200
More than 120 upto 150	1000
More than 150 upto 180	800
More than 180 upto 250	600
More than 250 upto 350	400
More than 350 upto 500	300
More than 500 upto 600	240
More than 600 upto 750	200
More than 750 upto 1000	160
Above 1000	100

Further to the Circular, at the initial public offer stage the Registrar to Issue in consultation with BRLM, our Company and BSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the initial public offer lot size at the application/allotment stage, facilitating secondary market trading.

\*50% of the shares offered are reserved for applications below Rs.2.00 lakh and the balance for higher amount applications.

## WITHDRAWAL OF THE ISSUE

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right to not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper, where the Registered office of the Company is situated.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be

informed promptly. If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approval of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Draft Red Herring Prospectus/ Red Herring Prospectus with RoC.

## JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Delhi.

## ISSUE PROGRAMME

<b>ISSUE OPENING DATE</b>	[●]
<b>ISSUE CLOSING DATE</b>	[●]

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue closing date when applications will be accepted only between 10.00 a.m. to 2.00 p.m.

In case of discrepancy in the data entered in the electronic book vis a vis the data contained in the physical bidform, for a particular bidder, the detail as per physical application form of that bidder may be taken as the final data for the purpose of allotment.

Standardization of cut-off time for uploading of applications on the issue closing date:

- (a) A standard cut-off time of 3.00 PM for acceptance of applications.
- (b) A standard cut-off time of 4.00 PM for uploading of applications received from non-retail applicants i.e. QIBs, HNIs and employees (if any).

A standard cut-off time of 5.00 PM for uploading of applications received from only retail applicants, which may be extended up to such time as deemed fit by Stock Exchanges after taking into account the total number of applications received upto the closure of timings and reported by BRLM to the Exchange within half an hour of such closure. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

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**SECTION IX– MAIN PROVISION OF ARTICLES OF ASSOCIATION**

<p><b>ARTICLES OF ASSOCIATION OF RADIANT INNOVATIVE MANUFACTURING LIMITED</b></p> <p><b>A COMPANY LIMITED BY SHARES</b></p>
<p><i>Interpretation</i></p>
<p>1. (1) In these regulations—</p> <p>(a) “the Act” means the Companies Act, 2013,</p> <p>(b) “the seal” means the common seal of the company.</p>
<p>(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.</p>
<p><i>Share capital and variation of rights</i></p>
<p><b>II.</b> 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.</p>
<p>II 1A. The company may issue securities in accordance with the provisions of Companies Act 2013 and rules made thereunder and by way of-</p>
<p>(a) Right issue</p>
<p>(b) Bonus issue</p>
<p>(c) Issue of securities on preferential basis</p>
<p>2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, —</p>
<p>(a) one certificate for all his shares without payment of any charges; or</p>
<p>(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.</p>
<p>(ii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a director and the company secretary, wherever the company has appointed a company secretary:</p>
<p>Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.</p>
<p>(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.</p>
<p>3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.</p>
<p>(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.</p>
<p>4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.</p>
<p>5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.</p>
<p>(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.</p>

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

***Dematerialisation Of Shares***

8.1. Notwithstanding anything to the contrary or inconsistent contained in these Articles, the Company shall be entitled to dematerialise its shares, debentures and other securities in accordance with the Depositories Act, 1996, as amended from time to time. The provisions of this Article 89 shall mutatis mutandis apply to debentures of the Company.

8.2. The shares/securities to be issued to the shareholders of the Company in case of any corporate actions including consolidation of share capital, sub-division of share capital, bonus issuance and any other kind of issuances, shall be in dematerialised form in the manner prescribed under Depositories Act, 1996 and any other applicable law, as may be amended from time to time.

8.3. Except as ordered by a court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, the Company shall be entitled to treat the person whose name appears on the applicable register as the holder of any security or whose name appears as the beneficial owner of any security in the records of the depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such securities or (except only as by these Articles otherwise expressly provided) any right in respect of a security other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them.

8.4. The Company shall cause to be kept a register and index of members with details of securities held in materialised and dematerialised forms in any media as may be permitted by law including any form of electronic media. The register and index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be a register and index of members for the purposes of the Act.

***Lien***

9(i) The company shall have a first and paramount lien --

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10 The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made --

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for

the time being of the share or the person entitled thereto by reason of his death or insolvency.
11(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof
(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12 (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
<b><i>Calls on shares</i></b>
13(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:
Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
Subject to the provisions of these Articles and of the Act, the shares shall be under the control of the Board which may allot or otherwise dispose of the same to such persons on such terms and conditions and at such time as it may think fit and subject to the sanction of the Company in general meeting with full power, to give any person the option to call for or be allotted shares of any class of the Company either at a premium or at par and such option being exercisable for such time and for such consideration as the Board may think fit.
(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 authorizing the call was passed and may be required to be paid by instalments.
15 The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16(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 or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
18 (i)The Board --
(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance. Provided that moneys paid in advance of calls on any shares shall not confer a right to dividend or to participate in profits.
(ii) No member paying any sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.
<b><i>Transfer of shares</i></b>
19 (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
(iii) No transfer shall be registered unless a proper instrument of transfer has been delivered to the Company. Every instrument of transfer shall be duly stamped, dated and shall be executed by or on behalf of the transferor and the transferee and in the case of a share held by two or more holders or to be transferred to the joint names of two or more transferees by all such joint-holders or by all such joint transferees, as the case may be, several executors or administrators of a deceased member proposing to transfer the shares registered in the name of such deceased member shall all sign the instrument of transfer in respect of the share as if they were the joint-holders of the share.



The instrument of transfer shall specify the name, address and occupation, if any, of the transferee.
20 The Board may decline to register --
(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
(b) any transfer of shares on which the company has a lien.
However, the Board may not decline to register the transfer of shares solely on the ground that the transferor is indebted to the Company on any account whatsoever save and except the grounds set out above under this Article 20.
21 The Board may decline to recognise any instrument of transfer unless --
(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
(c) the instrument of transfer is in respect of only one class of shares.
22 On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:
Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
<b><i>Transmission of shares</i></b>
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.
<b><i>Forfeiture of shares</i></b>
27 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.
28 The notice aforesaid shall --
(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
29 (i) 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 of all calls, instalments, other money due in respect thereof, interest and expenses as required by the notice has been made, be forfeited by a resolution of the

Board to that effect. Such forfeiture shall include all dividends declared or any other money payable in respect of the forfeited share and not actually paid before the forfeiture subject to the applicable provisions of the companies act.
(ii) No unpaid and unclaimed dividend shall be forfeited by the Board unless the claim thereto becomes barred by law. Any dividend, which remained unpaid and unclaimed after having been declared so, shall be dealt with as per provisions of sections 123 and 124 of the Companies Act 2013.
30(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
31(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
32 (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
(iii) The transferee shall thereupon be registered as the holder of the share; and
(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
33 The provisions of these regulations as to forfeiture shall apply in the case of nonpayment 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.
<b><i>Alteration of capital</i></b>
34 The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
35 Subject to the provisions of section 61, the company may, by ordinary resolution, --
(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
36 Where shares are converted into stock, --
(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
37 The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, --
(a) its share capital;
(b) any capital redemption reserve account; or
(c) any share premium account.
<b><i>Capitalisation of profits</i></b>
38(i) The company in general meeting may, upon the recommendation of the Board, resolve --
(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the

company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and
(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards --
(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
39(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall --
(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
(b) generally do all acts and things required to give effect thereto.
(ii) The Board shall have power --
(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
(iii) Any agreement made under such authority shall be effective and binding on such members.
<b><i>Buy-back of shares</i></b>
40 Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
<b><i>General meetings</i></b>
41 All general meetings other than annual general meeting shall be called extraordinary general meeting.
42(i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
<b><i>Proceedings at general meetings</i></b>
43(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
44 The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
45 If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
46 If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
<b><i>Adjournment of meeting</i></b>
47(i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

<b><i>Voting rights</i></b>
48 Subject to any rights or restrictions for the time being attached to any class or classes of shares, --
(a) on a show of hands, every member present in person shall have one vote; and
(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
49 A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50 (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
51 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
52 Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
53 No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
54(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
<b><i>Proxy</i></b>
55 The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
56 An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
<b><i>Board of Directors</i></b>
58 The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The following shall be the First Directors of the Company.
<ol style="list-style-type: none"> <li>1. <b>Nalin Bahl</b></li> <li>2. <b>Mr. Naresh Chand Jain</b></li> <li>3. <b>Mr. Mange Lal Rustogi</b></li> <li>4. <b>Mr. Kumud Jayee</b></li> <li>5. <b>Mrs. Madhu Jain</b></li> <li>6. <b>Mr. Om Prakash Bahl</b></li> </ol>
59 (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.
60 The Board may pay all expenses incurred in getting up and registering the company.
61 The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
62 All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all

<p>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.</p>
<p>63 Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.</p>
<p>64 (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.</p>
<p>(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.</p>
<p>(iii)The Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement.</p>
<p><b><i>Proceedings of the Board</i></b></p>
<p>65 (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</p>
<p>(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.</p>
<p>66 (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.</p>
<p>(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</p>
<p>67 The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.</p>
<p>68(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.</p>
<p>(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.</p>
<p>69(i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.</p>
<p>(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.</p>
<p>70(i) A committee may elect a Chairperson of its meetings.</p>
<p>(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.</p>
<p>71(i) A committee may meet and adjourn as it thinks fit.</p>
<p>(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.</p>
<p>72 All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.</p>
<p>73 Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.</p>
<p><b><i>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</i></b></p>
<p>74 Subject to the provisions of the Act, --</p>
<p>(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks 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;</p>
<p>(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer</p>
<p>75 A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>

<i><b>The Seal</b></i>
76 (i) The Board shall provide for the safe custody of the seal.
(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
<i><b>Dividends and Reserve</b></i>
77 The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
78 Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
79 (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve
80 (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
81 The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
82 (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
83 Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
84 Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
85 No dividend shall bear interest against the company.
<i><b>Accounts</b></i>
86 (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
<i><b>Winding up</b></i>
87 Subject to the provisions of Chapter XX of the Act and rules made thereunder --
(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to

accept any shares or other securities whereon there is any liability.

***Indemnity***

88 Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

*This space has been left blank intentionally.*

## SECTION X – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

*The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Red Herring Prospectus to be delivered to the RoC for filing and also the documents for inspection referred to hereunder, may be inspected at the Registered office: Unit No. 412-413, Best Business Park, Plot No. P-2, Netaji Subhash Place, New Delhi- 110034, India from the date of filing this Draft Red Herring Prospectus with RoC to Issue Closing Date on working days from 11.00 a.m. to 5.00 p.m.*

#### MATERIAL CONTRACTS

1. Issue Agreement/ Memorandum of understanding dated September 23, 2024 between our company and the Book Running Lead Manager.
2. Registrar Agreement dated September 23, 2024 between our company and the Registrar to the Issue.
3. Cash Escrow and Sponsor Bank Agreement dated [●] among our Company, the Book Running Lead Manager, The Banker to the Issue/Public Issue Bank/Sponsor Bank and the Registrar to the Issue.
4. Underwriting Agreement dated September 23, 2024 between our company and the Underwriters.
5. Market making Agreement dated [●] between our company, the Book Running Lead Manager and the Market Maker.
6. Agreement among NSDL, our company and the registrar to the issue dated January 11, 2018.
7. Agreement among CDSL, our company and the registrar to the issue dated December 26, 2017.

#### MATERIAL DOCUMENTS FOR THE ISSUE

1. Certified true copy of Certificate of Incorporation(s), the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated September 19, 2024 in relation to the Issue and other related matters.
3. Shareholders' resolution dated September 23, 2024 in relation to the Issue and other related matters.
4. Consents of Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, the Book Running Lead Manager, Registrar to the Issue, Peer review Auditor and Legal Advisor and Market Maker to act in their respective capacities.
5. Peer Review Auditors Report dated September 19, 2024 on Restated Financial Statements of our Company for the years ended March 31, 2024, 2023 and 2022.
6. The Report dated September 23, 2024 from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in this Draft Red Herring Prospectus.
7. The Due Diligence Report dated September 23, 2024 by M/s Rajjiv Sharma, Practicing Company Secretaries, confirming the secretarial compliances status as included in this Draft Red Herring Prospectus.
8. Certificate of Key Performance Indicators (KPIs) dated September 23, 2024 from the Peer Reviewed Auditors of our Company.
9. The resolution dated September 23, 2024 passed by the Audit Committee in relation to the Key Performance Indicator.
10. The Report dated September 23, 2024 by Legal Advisor to the Company confirming status of Outstanding Litigation and Material Development.
11. Copy of approval from BSE SME vide letter dated [●] to use the name of BSE in this offer document for listing of Equity Shares on SME Platform of BSE.
12. Due diligence certificate dated September 24, 2024 from Lead Manager to the Issue.

*Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.*



## SECTION XI - DECLARATION

We, hereby declare that, all the relevant provisions of Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

Signed by the Directors of our Company					
S. No.	Name	Category	Designation	DIN/PAN	Signature
1.	Mr. Nitin Bahl	Executive	Managing Director & Chief Executive Officer	01121465	Sd/-
2.	Mr. Nalin Bahl	Executive	Director	00055730	Sd/-
3.	Mr. Rahul Gupta	Non- Executive	Director	00024732	Sd/-
4.	Mr. Rajeev Kapoor	Non- Executive	Independent Director	10177729	Sd/-
5.	Ms. Pooja Kothari	Non- Executive	Independent Director	02292177	Sd/-
Signed by the “Chief Financial Officer” and “Company Secretary & Compliance Officer” of our Company					
6.	Mr. Jitendra Kumar Mallick	Full-time	Chief Financial Officer	AFZPM0078E	Sd/-
7.	Ms. Himanshi Saluja	Full-time	Company Secretary and Compliance Officer	GTGPS3382J	Sd/-

**Place: Delhi**

**Date: September 26, 2024**