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RED HERRING PROSPECTUS
 Dated: September 17, 2024
 Please read Section 26 and 32 of the
 Companies Act, 2013
 (This Red Herring Prospectus will be updated
 upon filing with the RoC)
 100% Book Built Issue



TECHERA ENGINEERING INDIA LIMITED
CIN: U29100PN2018PLC179327

Registered Office	Contact Person	Telephone and Email	Website
Gat No. 565, Behind Namu Marble & Timbers At Post Velu, Tal. Bhor, Pune, Maharashtra, India - 412205	Pratiksha Kumbhare Company Secretary and Compliance Officer	Tel: +91 8605016251 Email: cs@techera.co.in	www.techera.co.in

PROMOTERS OF OUR COMPANY

(I) NIMESH RAMESHCHANDRA DESAI ; (II) MEET NIMESH DESAI ; (III) KALPANA NIMESH DESAI

DETAILS OF THE ISSUE

TYPE	FRESH ISSUE	OFFER FOR SALE (₹ IN LAKHS)	TOTAL ISSUE	ELIGIBILITY & SHARE ALLOCATION
Fresh Issue	Up to 43,77,600 Equity Shares aggregating up to ₹ [●] Lakhs	-	Up to ₹ [●] Lakhs	This issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended. For details in relation to share reservation among QIBs, Non-Institutional Bidders, Retail Individual Bidder and Eligible Employees, see “ <i>The Issue</i> ” beginning on page 37.

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

RISK IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is ₹ 10/- each. The Floor Price, the Cap Price and the Issue Price to be determined by our Company in consultation with the BRLM on the basis of the assessment of market demand for our Equity Shares by way of the Book Building Process, as disclosed in “*Basis for Issue Price*” on page 82 or in case where, Price Band is not disclosed otherwise, will be advertised in all editions of Financial Express a widely circulated English national daily newspaper, all editions of Jansatta a widely circulated Hindi national daily newspaper and regional Marathi newspaper Loksatta (Marathi being the regional language of Maharashtra, where our Registered Office is located), at least two working days prior to the Bid / Issue Opening Date, 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 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 entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Red Herring Prospectus. Specific attention of the investors is invited to the “*Risk Factors*” beginning on page 17 of this Red Herring Prospectus.


ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares Issued through the Red Herring Prospectus are proposed to be listed on the SME Platform of NSE (NSE EMERGE) 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 August 7, 2024 from National Stock Exchange of India Limited for using its name in the Red Herring Prospectus for listing of our shares on the EMERGE Platform of National Stock Exchange of India Limited. For the purpose of this Issue, the Designated Stock Exchange will be National Stock Exchange of India Limited (“NSE”)

BOOK RUNNING LEAD MANAGER TO THE ISSUE

Name	Contact Persons	Email & Telephone No.
 SKI CAPITAL SERVICES LIMITED	Mr. Manick Wadhwa Mr. Ghanisht Nagpal	Email: tel@skicapital.net Tel. No.: +91-011-41189899 / +91 78400-22233

REGISTRAR TO THE ISSUE

Name	Contact Person	Email & Telephone No.
KFIN TECHNOLOGIES LIMITED	M Murali Krishna	Email: teil.ipo@kfintech.com Tel No: +91-40-67162222/ 7961 1000

ISSUE PROGRAMME

ANCHOR INVESTOR BIDDING DATE	TUESDAY SEPTEMBER 24, 2024
ISSUE OPENS ON: WEDNESDAY SEPTEMBER 25, 2024	ISSUE CLOSES ON: FRIDAY SEPTEMBER 27, 2024

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



TECHERA ENGINEERING INDIA LIMITED
CIN: U29100PN2018PLC179327

Our Company was originally incorporated as a private limited company under the Companies Act, 2013 in the name and style of "Techera Engineering (India) Private Limited" bearing Corporate Identification Number U29100PN2018PTC179327 dated October 03, 2018 issued by the Registrar of Companies, Pune. For further details, please refer to "Our History and Certain Other Corporate Matters" beginning on page 139 of the Red Herring Prospectus.

Registered Office: Gat No. 565, Behind Namu Marble & Timbers At Post Velu, Tal. Bhor, Pune, Maharashtra, India - 412205

Contact Person: Pratiksha Kumbhare, Company Secretary & Compliance Officer; **Tel No:** +91 8605016251 **Email:** cs@techera.co.in; **Website:** www.techera.co.in;

OUR PROMOTERS: (I) NIMESH RAMESHCHANDRA DESAI; (II) MEET NIMESH DESAI; (III) KALPANA NIMESH DESAI

DETAILS OF THE ISSUE

THE ISSUE COMPRISE OF A PUBLIC ISSUE OF 43,77,600 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FULLY PAID (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ [●] /- PER EQUITY SHARES (INCLUDING A PREMIUM OF ₹ [●] /- PER EQUITY SHARE) AGGREGATING TO ₹ [●] /- LAKHS ("THE ISSUE") BY OUR COMPANY. THE ISSUE COMPRISES A RESERVATION OF WHICH [●] EQUITY SHARES OF ₹10/- EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER RESERVATIONS PORTION AND A NET ISSUE TO THE PUBLIC OF [●] EQUITY SHARES OF ₹10/- EACH IS HEREINAFTER REFERRED TO AS THE NET ISSUE. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] AND [●] RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM ADVERTISED IN ALL EDITIONS OF A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER FINANCIAL EXPRESS, ALL EDITIONS OF A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER JANSATTA AND REGIONAL MARATHI NEWSPAPER LOKSATTA (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE. FOR FURTHER DETAILS, PLEASE REFER TO "ISSUE STRUCTURE" BEGINNING ON PAGE 199 OF THIS RED HERRING PROSPECTUS.

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

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations, wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders (except Anchor Investors) are required to participate in the Issue by mandatorily utilizing 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. For details, see "Issue Procedure" on page 203.

ELIGIBLE INVESTORS

All potential investors shall participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 203 of this Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013.

RISK IN RELATION TO THE FIRST ISSUE

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

GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page 17 of this Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares Issued through this Red Herring Prospectus are proposed to be listed on the SME Platform of NSE (NSE EMERGE) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received "in-principle" approval letter dated August 7, 2024 from National Stock Exchange of India Limited ("NSE") for using its name in the Offer Document for listing of our shares on the SME Platform of NSE. For the purpose of this Issue, the Designated Stock Exchange will be NSE.

BOOK RUNNING LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE



SKI CAPITAL SERVICES LIMITED
 SEBI Registration No.: INM000012768
 Address: 718, Dr Joshi Road, Karol Bagh, New Delhi- 110005
 Telephone No: +91-011-41189899/ +91 78400-22233
 Website: skicapital.net
 Email ID: tel@skicapital.net
 Contact Person: Mr. Manick Wadhwa / Mr. Ghanisht Nagpal

KFIN TECHNOLOGIES LIMITED
 SEBI Registration No.: INR000000221
 Address: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana India - 500 032.
 Tel No: +91-40-67162222/ 7961 1000;
 Email Id : teil.ipo@kfintech.com
 Investor Grievance Email Id : einward.ris@kfintech.com
 Contact Person : M Murali Krishna

ISSUE PROGRAMME

ANCHOR INVESTOR BIDDING DATE

TUESDAY SEPTEMBER 24, 2024

ISSUE OPENS ON: WEDNESDAY SEPTEMBER 25, 2024

ISSUE CLOSURES ON: FRIDAY SEPTEMBER 27, 2024

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

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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 Red Herring Prospectus. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments, modifications or re-enactments notified thereto.

The words and expressions used but not defined in this Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder, as applicable. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

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

General Terms

Term	Description
“TEL”, “Our Company”, “the Issuer”, “the Company”, “Techera” and “TechEra Engineering (India) Limited”	Unless the context otherwise requires, refers to TechEra Engineering (India) Limited formerly known as TechEra Engineering (India) Private Limited, a company incorporated under the Companies Act, 2013 having its registered office at Gat No. 565, Behind Namu Marble & Timbers at Post Velu, Tal. Bhor, Pune, Maharashtra, India - 412205.
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company as on the date of this Red Herring Prospectus.
“you”, “your” or “yours”	Prospective bidders in this Issue.

Company Related Terms

Terms	Description
Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of TechEra Engineering (India) 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 143 of this Red Herring Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company, being DASK & Associates, Chartered Accountants.
Board of Directors / Board/ Director(s)	The Board of Directors of TechEra Engineering (India) Limited, including all duly constituted Committees thereof.
Companies Act	The Companies Act, 2013 including provisions of the Companies Act, 1956, to the extent not repealed.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Pratiksha Kumbhare.
Chief Financial Officer	The Chief Financial Officer of our Company being Sandip Dattatraya Shinde.
Depositories Act	The Depositories Act, 1996, 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	Group companies of our Company in accordance with the SEBI ICDR Regulations. For details, see “Our Group Companies” beginning on page 160

HUF	Hindu Undivided Family.
Indian GAAP	Generally Accepted Accounting Principles in India.
Key Managerial Personnel /Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the chapter titled Our Management on page 143 of this Red Herring Prospectus.
Managing Director/MD	The Managing Director of our Company being Nimesh Rameshchandra Desai.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of TechEra Engineering (India) Limited.
Non-Residents	A person resident outside India, as defined under FEMA.
NRI's / Non-Resident Indians	A person outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Peer Reviewed Auditor	Being NKSC & Co, Chartered Accountants, holding a valid peer review certificate, as mentioned in "General Information" of this Red Herring Prospectus.
Promoters or Our Promoters	Promoters of our Company, being, Nimesh Rameshchandra Desai, Meet Nimesh Desai and Kalpana Nimesh Desai.
Promoter Group	Entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in "Our Promoters" beginning on page 155.
Registered Office	The Registered office of our company which is located at GAT No. 565, Behind Namu Marble & Timbers at Post Velu, Tal. Bhore, Pune, Maharashtra, India - 412205.
Restated Financial Statements	The restated standalone financial statements of our Company, on a standalone basis, which comprises the restated statement of Assets and Liabilities, the restated statements of Profit And Loss, and the restated Cash Flow Statement for the year ended on March 31, 2024, March 31, 2023 & March 31, 2022, of our Company prepared in accordance with GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
RoC	Registrar of Companies, Pune.
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI (LODR) Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI (Takeover) Regulations or SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 and 2011, as amended from time to time.
Stock Exchange	Unless the context requires otherwise, it refers to the EMERGE Platform of NSE.

Issue Related Terms

Terms	Description
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	The successful applicant to whom the Equity Shares are being / have been allotted.
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Red Herring Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this 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	A bank account maintained by an ASBA Bidder with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the amount specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder Bidding through the UPI Mechanism
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Bangalore, Pune, 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(s).	Collectively, the Escrow Collection Bank, Refund Bank, Public Issue Account Bank and Sponsor Bank(s)
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 203 of this Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Bid/Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being Friday, September 27, 2024, which shall be published in all India editions of Financial Express (a widely circulated English national daily newspaper), and all India editions of Jansatta (a widely circulated Hindi national daily newspaper), and editions of Loksatta (Marathi being the regional language of Maharashtra, where our Registered Office is located). In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue

	Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being Wednesday, September 25, 2024, which shall be published in all India editions of Financial Express (a widely circulated English national daily newspaper), and all India editions of Jansatta (a widely circulated Hindi national daily newspaper), and editions of Loksatta (Marathi being the regional language of Maharashtra, where our Registered Office is located).
Bid/ Issue Period	Except in relation to Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investor. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days.
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
Book Running Lead Manager or BRLM	The Book Running Lead Manager to the Issue, namely SKI Capital Services Limited (“SKI”).
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price and the Anchor Investor Issue Price will not be finalized and above which no Bids will be accepted.
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at http://www.sebi.gov.in , or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at www.sebi.gov.in , or at such other websites as may be prescribed by SEBI from time to time.
Designated Date	The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transferred to the successful Applicants.
Designated Intermediary(ies)”	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Issue. In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs.

	In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs.
Designated Stock Exchange	EMERGE Platform of National Stock Exchange of India Limited or NSE EMERGE
Draft Red Herring Prospectus	Draft Red Herring Prospectus filed with NSE EMERGE 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 Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
EMERGE Platform of National Stock Exchange of India Limited	The EMERGE Platform of NSE i.e. NSE EMERGE for listing equity shares issued under Chapter IX of the SEBI ICDR Regulations.
First/ Sole Applicant	The applicant whose name appears first in the Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price and the Anchor Investor Issue Price will be Finalized and below which no Bids will be accepted.
Issue/ Issue Size/ Initial Public Issue/Initial Public Offering/ IPO	Public Issue of 43,77,600 Equity Shares of face value of ₹ 10 /- each fully paid of our Company for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating ₹ [●] Lakhs comprising of a fresh issue of 43,77,600 equity shares aggregating up to ₹ [●] lakhs by our Company.
Issue Agreement	The agreement dated March 29, 2024 between our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which Issue closes for subscription is Friday, September 27, 2024
Issue Opening Date	The date on which Issue opens for subscription is Wednesday, September 25, 2024
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company under this Red Herring Prospectus being ₹ [●] per Equity Share of face value of ₹ 10 /- each fully paid. The Issue Price will be decided by our Company, in consultation with the Book Running Lead Manager, in accordance with the Book Building Process on the Pricing Date and in terms of the Red Herring Prospectus.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled "Objects of the Issue" page 65 of this Red Herring Prospectus.
Listing Agreement	The equity listing agreement to be signed between our Company and the National Stock Exchange of India Limited, being the Designated Exchange.
Market Maker	Market Makers appointed by our Company from time to time, in this case being SKI Capital Services Limited and Acme Capital Market Limited having SEBI registration number INZ000188835 and INZ000311839 who have agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Agreement entered into between the Book Running Lead Manager, Market Maker and our Company dated August 29, 2024.
Market Maker Reservation	The Reserved Portion of [●] Equity Shares of face value of ₹ 10 /- each fully paid for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue/ Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of ₹ 10 /- each of Issuer at ₹ [●] (including share premium of ₹ [●]) per equity share aggregating to ₹ [●].

Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled — Objects of the Issue beginning on page 65 of this Red Herring Prospectus.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DDII dated November 23, 2005, of Government of India published in the Gazette of India.
Non-Institutional Applicants	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have applied for Equity Shares for an amount more than ₹2,00,000.
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through ECS / NECS, Direct Credit, RTGS or NEFT, as applicable.
Public Issue Account	Account opened with the Banker to the Issue/Public Issue Bank i.e. ICICI Bank Limited by our Company to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Prospectus	The Prospectus, which is filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Qualified Institutional Buyers / QIBs	A qualified institutional buyer, as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
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 ICICI Bank Limited.
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 Issue	Registrar to the Issue being Kfin Technologies Limited. For more information please refer — General Information on page 44 of this Red Herring Prospectus.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.
SCSB	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html or at such other website as may be prescribed by SEBI from time to time.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchange and NPCI in order to push the mandate to collect requests and / or payment instructions of the retail investors into the UPI. In this case ICICI Bank Limited.
Syndicate Agreement	Agreement to be entered into among the Company, the Book Running Lead Manager, and the Syndicate Members in relation to collection of Bid cum Application Forms by the Syndicate.
Syndicate Members	Intermediaries (other than Book Running Lead Manager) registered with SEBI who are permitted to accept bids, application and place orders with respect to the Issue and carry out activities as an underwriter namely, NA.
Syndicate or members of the Syndicate	Together, the Book Running Lead Manager, and the Syndicate Member.

Transaction Registration Slip/ TRS	The slip or document issued by the member(s) of the Syndicate to the Applicant as proof of registration of the Application.
Underwriter	Underwriter to this Issue is SKI Capital Services Limited.
Underwriting Agreement	The agreement dated August 27, 2024 entered into between Underwriter and our Company.
Working Days	<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 Red Herring Prospectus are open for business.</p> <p>However, in respect of announcement of price band and bid/ Issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Red Herring Prospectus are open for business.</p> <p>In respect to the time period between the bid/ Issue 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 Saturdays, Sundays and bank holidays in accordance with circular issued by SEBI.</p>

Conventional and General Terms and Abbreviations

Terms	Description
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
BRLM	Book Running Lead Manager
BIFR	Board for Industrial and Financial Reconstruction
NSE	National Stock Exchange of India Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the 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
FIPB	Foreign Investment Promotion Board
F&NG	Father and Natural Guardian
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI / Government	Government of India
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICSI	Institute of Company Secretaries of India
MAPIN	Market Participants and Investors' Integrated Database
Merchant	Merchant Banker as defined under the Securities and Exchange Board of India(Merchant Bankers)

Banker	Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NDOH	Next Date of Hearing
NGT	National Green Tribunal
NOC	No Objection Certificate
NPV	Net Present Value
NRE Account	Non Resident External Account
NRIs	Non Resident Indians
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
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
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
STT	Securities Transaction Tax
UAV	Unmanned Aerial vehicle
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI.
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 to be read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, 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 along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	The request initiated by the Sponsor Bank and received by an RII using the UPI Mechanism to authorise blocking of funds on the UPI mobile or other application equivalent to the Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by a RIB to make an application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018
UPI PIN	Password to authenticate UPI transaction

VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
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Business & Industry Related Terms

Terms	Description
AS9100D:2018	A standard that specifies requirements for a quality management system within the aerospace industry, reflecting adherence to quality and safety.
BOP	Bought-Out Parts - Components acquired from external sources, essential for production, balancing cost, and timeliness without compromising quality.
CMM Machine	Coordinate Measuring Machine - A device used for precise measurement of objects, ensuring they meet exact specifications.
DMG 5-Axis DMU65	A type of advanced machining technology used in manufacturing, capable of moving a cutting tool in five different directions for creating complex shapes and intricate designs.
Industry 4.0	The current trend of automation and data exchange in manufacturing technologies, including cyber-physical systems, the Internet of Things (IoT), and cloud computing.
IoT	Internet of Things - A network of physical objects that are embedded with sensors, software, and other technologies for the purpose of connecting and exchanging data with other devices and systems over the internet.
ISO 9001:2015	An international standard that specifies requirements for a quality management system (QMS), demonstrating the ability to consistently provide products and services that meet customer and regulatory requirements.
MRO	Maintenance, Repair, and Overhaul - The practice of keeping equipment in working condition, including routine maintenance, repairs, and overhauls.
VMC Machine	Vertical Machining Centre - A device that shapes metals or other materials into parts with precision, operating with movements in three directions: vertically, horizontally, and longitudinally.

Notwithstanding the foregoing:

- In the section titled “Main Provisions of the Articles of Association” beginning on page number 232 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- In the chapters titled “Summary of Issue Documents” and “Our Business” beginning on page numbers 13 and 104 respectively, of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- In the section titled “Risk Factors” beginning on page number 17 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- In the chapter titled “Statement of Tax Benefits” beginning on page number 89 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- In the chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page number 166 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section.*

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Financial Data

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

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months’ period ended 31st March of that year. In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points. There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, to what extent, the financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this 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 Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled “*Restated Financial Information*”, as Restated beginning on page 162 of this Red Herring Prospectus.

Currency and units of presentation

In this Red Herring Prospectus, references to Rupees or ₹ Or Rs. or INR. 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 S\$, or SGD, are to the Singapore Dollar, the official currency of the Republic of Singapore. 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 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 such publications has been obtained from publicly available documents from various sources which are believed to be reliable but accuracy, completeness, relevance of such information shall be subject to the disclaimers, context and underlying assumptions of such sources. Although the industry and market data used in this Red Herring Prospectus is reliable, the data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable.

Industry sources and publications may base their information on estimates and assumptions that may prove to be incorrect. The extent to which the industry and market data presented in this Red Herring Prospectus is meaningful depends upon the reader’s familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors*” on page 17.

In accordance with the SEBI ICDR Regulations, “*Basis for Issue Price*” beginning on page 82 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified herein.

FORWARD LOOKING STATEMENTS

All statements contained in this 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 this Red Herring Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in this 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.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to and including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, changes in the incidence of any natural calamities and/or violence, regulations and taxes and changes in competition in the industries in which we operate.

Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- Our business is dependent on the sale of our products to key customers;
- We are highly dependent on a single manufacturing facility for the entire portion of our revenue from operations;
- Any failure to compete effectively in the highly competitive global industry of high precision and mission critical components manufacturing;
- Our contracts/ purchase orders may not be indicative of our future growth rate or new business orders we will receive in the future;
- We depend on third party suppliers for raw materials and components, which are on a purchase order basis;
- The global nature of our operations exposes us to numerous risks;
- We are required to comply with certain restrictive covenants under our financing agreements. Any non-compliance may lead to, amongst others, suspension of further drawdowns, which may adversely affect our business, results of operations, financial condition, cash flows and future prospects; and
- We are highly dependent on our Promoter and our management team, senior management and key managerial personnel.

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 17, 104 and 166 respectively of this Red Herring Prospectus.

Forward looking statements reflect views as on the date of the 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. We cannot assure Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance. Forward-looking statements reflect the current views of our Company as of the date of this Red Herring Prospectus And are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Our Company, our Directors, BRLM or any of their respective affiliates or advisors do not 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 ICDR Regulations, our Company and the BRLM will ensure that investors are informed of material developments from the date of this Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for the Equity Shares allotted pursuant to the Issue.

SECTION II – SUMMARY OF THE ISSUE DOCUMENT

This section is a general summary of the terms of the Issue, certain disclosures included in this Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including the sections titled “Risk Factors”, “Our Industry”, “Our Business”, “Capital Structure”, “The Issue”, “Restated Financial Statements”, “Objects of the Issue” “Our Promoters”, “Management’s Discussions and Analysis of Financial Position and Results of Operations”, “Outstanding Litigation and Material Developments” and “Issue Procedure” on pages 17, 92, 104, 54, 37, 162, 65, 155, 166, 175 and 203, respectively

SUMMARY OF OUR BUSINESS

The company provides Maintenance, Repair, and Overhaul (MRO) services for aircraft engines, which are essential for maintaining operational safety and efficiency in the aerospace industry. The company also has capabilities in the automation of manufacturing lines, including the design and optimization of welding lines, packaging lines, assembly lines, and conveyor systems. These automation processes aim to improve manufacturing efficiency in various applications within the aerospace and defence sectors. For detailed information on the business of the Company please refer to “**Our Business**” beginning on page number 104 of this Red Herring Prospectus.

SUMMARY OF THE INDUSTRY IN WHICH WE OPERATE

The aerospace and defence sector in India is a rapidly expanding field, marked by a blend of public and private enterprises. It is characterized by significant investments in research and development, production, and the procurement of advanced technologies. This sector is crucial for the nation's defence capabilities and has a growing role in the global aerospace market, driven by initiatives to increase domestic production, modernize military equipment, and enhance space exploration efforts. India's strategic partnerships, policy reforms, and focus on innovation are pivotal in its aspiration to become a key player in the international aerospace and defence industry.

For detailed information on the Industry please refer to “**Our Industry**” beginning on page number 92 of this Red Herring Prospectus.

PROMOTERS

The Promoters of our Company are Nimesh Rameshchandra Desai, Meet Nimesh Desai and Kalpana Nimesh Desai. For detailed information, please refer to chapter titled “Our Promoters” on page number 155 of this Red Herring Prospectus.

ISSUE SIZE

The Issue size comprises of fresh issue of up to 43,77,600 Equity Shares of face value of ₹10/- each fully paid-up of the Company for cash at price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating ₹ [●].

OBJECTS OF THE ISSUE

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

Sr. No.	Particulars	Amount (₹ in Lakhs)
1.	Funding capital expenditure for the purchase of new machinery	2000.00
2.	Funding working capital requirements of the Company	600.00
3.	Prepayment or repayment of a portion of certain outstanding borrowings availed by our Company	500.00
4.	General corporate purposes*	[●]
5.	Issue expenses	[●]
Total		[●]

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

DETAILS OF THE HOLDING OF SECURITIES OF PERSONS BELONGING TO THE CATEGORY “PROMOTERS AND PROMOTER GROUP” BEFORE THE ISSUE:

S. N.	Name of Shareholder	Category	of	Number of Equity	Aggregate pre-issue shareholding as a
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		Shareholder	Shares held	percentage of the paid-up share capital
1.	Nimesh Rameshchandra Desai	Promoter	46,25,610	38.09%
2.	Meet Nimesh Desai	Promoter	23,53,975	19.38%
3.	Jeet Nimesh Desai	Promoter Group	5	Negligible
4.	Kalpna Nimesh Desai	Promoter	5	Negligible
5.	Priyanka Meet Desai	Promoter Group	5	Negligible
Total			69,79,600	57.48 %

HIGHLIGHTS OF RESTATED FINANCIAL STATEMENTS

(Amount ₹ in Lakhs)

Particulars (₹ Lakh)	For the year ended March 31		
	2024	2023	2022
Share Capital	1,214.33	1,380.07	1,380.07
Net Worth	1,590.14	1,108.22	977.84
Revenue (total income)	3,907.66	2,659.13	736.74
Profit after Tax	482.25	130.50	-628.70
Basic Earnings/(Loss) Per Share (₹)	4.14	7.20	-44.50
Diluted Earnings/(Loss) Per Share (₹)	4.14	6.19	-40.49
Net Asset Value per Equity Share (₹)	13.09	61.20	54.00
Total borrowings	1,429.98	1,377.10	887.05

The Restated Financial Statements for the Fiscals 2024, Fiscals 2023 and 2022 referred to above are presented under “**Restated Financial Information**” on page 162 of this Red Herring Prospectus.

QUALIFICATIONS OF AUDITORS

For details of qualification requiring adjustments by the Statutory Auditors, if any, please refer Annexure 3A of this Red Herring Prospectus.

SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

Particulars	Criminal Proceedings	Tax Proceedings	Statutory or regulatory proceedings	Disciplinary actions by SEBI or stock exchanges against our Promoters	Material civil litigations	Amount Involved (₹ in Lakhs)
Company						
By	Nil	Nil	Nil	Nil	Nil	Nil
Against	Nil	Nil	Nil	Nil	Nil	Nil
Promoters						
By	Nil	Nil	Nil	Nil	Nil	Nil
Against	Nil	Nil	Nil	Nil	Nil	Nil
Group Companies/Entities						
By	Nil	Nil	Nil	Nil	Nil	Nil
Against	Nil	Nil	Nil	Nil	Nil	Nil
Directors other than promoters						
By	Nil	Nil	Nil	Nil	Nil	Nil
Against	Nil	Nil	Nil	Nil	Nil	Nil

Further, there is no outstanding litigation involving our Company, Directors and Promoters which is so major that our Company’s survival is dependent on the outcome of such pending litigation.

For further details, please refer to chapter titled “*Outstanding Litigations & Material Developments*” on page 175 of this Red Herring Prospectus.

RISK FACTORS

For details relating to risk factors, please refer section titled “*Risk Factors*” beginning on page 17 of this Red Herring Prospectus. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue.

SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As on the date of filing this Red Herring Prospectus there is no contingent liability other than that mentioned in “*Restated Financial Information*”, as Restated beginning on page 162 of this Red Herring Prospectus.

SUMMARY OF RELATED PARTY TRANSACTIONS

Following are the details of related party transactions for the Fiscals 2024, 2023 and 2022:

Nature of the Transactions	As at and for the year ended March 31, 2024	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022
1. Loans accepted	92.90	198.68	59.41
2. Loan repaid	218.92	26.87	29.82
3. Loan converted into equity	-	-	185.47
4. Director's remuneration	55.73	71.30	55.35
5. Employee benefit expenses	7.87	-	-
6. Finance cost	-	-	3.34
7. Payment made for director's remuneration (including TDS & other deductions)	72.36	58.36	50.19
8. Other expenses	89.25	45.58	44.79
9. Payment made for other expenses	88.12	50.12	47.60
10. Advance given for expenses	10.62	-	0.19
11. Advance given for services	0.06	-	-

For details of Related Party Transaction, please refer Annexure 35 mentioned in “*Restated Financial Information*”, as Restated beginning on page 162 of this Red Herring Prospectus.

FINANCING ARRANGEMENTS

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

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

Name of the Promoters	No. of Shares Acquired	Weighted Average Price (in ₹)
Nimesh Rameshchandra Desai	37,00,488	0.00
Meet Nimesh Desai	18,83,180	0.00
Kalpna Nimesh Desai	4	0.00

WEIGHTED AVERAGE COST OF ALL EQUITY SHARES TRANSACTED IN THE THREE YEARS, EIGHTEEN MONTHS AND ONE YEAR PRECEDING THE DATE OF THIS RED HERRING PROSPECTUS

Particulars	Weighted Average Cost of Acquisition (in ₹)	Range of acquisition price: Lowest Price - Highest Price (in ₹)	Cap Price ([•]) is 'x' times the Weighted Average Cost of Acquisition
Last one year preceding the date of this Red Herring Prospectus	294.80	294.80	[•]
Last 18 months preceding the date of this Red Herring Prospectus	294.80	294.80	[•]
Last three year preceding the date of this Red Herring Prospectus	140.92	Lowest - 23	[•]
		Highest - 294.80	

AVERAGE COST OF ACQUISITION

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

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
Nimesh Rameshchandra Desai	46,25,610	4.46
Meet Nimesh Desai	23,53,975	3.71
Kalpana Nimesh Desai	5	8.2

As on the date of this Red Herring Prospectus, there are Shareholders holding special rights in our Company, including the right to nominate a Director on our Board, for detailed information refer to the chapter titled '*Our History and Certain Other Corporate Matters*' on page 139 of this Red Herring Prospectus.

DETAILS OF PRE-ISSUE PLACEMENT

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

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

Except as disclosed in the chapter titled "*Capital Structure*" beginning on page 54 of this Red Herring Prospectus, our Company has not issued Equity Shares for consideration other than cash during the last one year immediately preceding the date of filing this Red Herring Prospectus.

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Our Company has not undertaken any equity shares split or consolidation during the last one year immediately preceding the date of filing this Red Herring Prospectus.

EXEMPTION FROM PROVISIONS OF SECURITIES LAW

As on the date of this Red Herring Prospectus, our Company has not obtained any exemptions from complying with any provisions of securities laws from SEBI.

SECTION III – RISK FACTORS

An investment in Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below before making an investment in the Equity Shares.

We have described the risks and uncertainties that we believe are material, but these risks and uncertainties may not be the only risks relevant to us, the Equity Shares, or the industry in which we currently operate or propose to operate. Unless specified or quantified in the relevant risk factor below, we are not in a position to quantify the financial or other implication of any of the risks mentioned in this section. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment.

To obtain a more detailed understanding of our business and operations, see this section in conjunction with the sections titled “Our Industry”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, respectively, as well as other financial and statistical information contained in this Red Herring Prospectus. Unless otherwise indicated or unless the context requires otherwise, our financial information used in this section are derived from our Restated Financial Statements. In making an investment decision, prospective investors must rely on their own examination of our business and the terms of the Issue, including the merits and risks involved. Prospective investors should consult their tax, financial and legal advisors about the particular consequences to them of an investment in our Equity Shares.

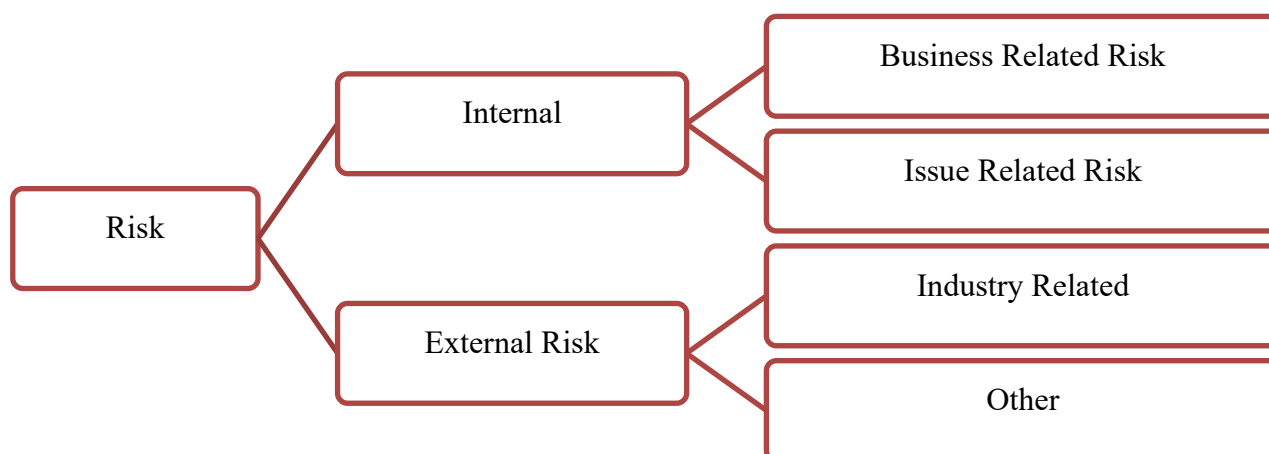
This Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including but not limited to the considerations described below. For details, refer to the chapter “Forward-Looking Statements”.

Materiality

The Risk factors have been determined on the basis of their materiality, which has been decided on the basis of following factors:

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

Classification of Risk Factors



INTERNAL RISK FACTORS

1. ***Our business is dependent on the sale of our products to key customers. The loss of any of our key customers or loss of revenue from sales to our customers could have a material adverse effect on our business, results of operations, financial condition, cash flows and future prospects.***

We are dependent on certain of our key customers and the details of contribution of our top 3, top 5 and top 10 customers to our total revenue from operations for the period ended March 31, 2024, and Fiscals 2023 and 2022, have been set out below:

(₹ In Lakhs)

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	In %	Amount	In %	Amount	In %
Top 3 Customers	1972.10	50.89%	1141.12	43.17	420.94	59.64
Top 5 Customers	2660.06	68.65%	1660.29	63.81	537.10	75.83
Top 10 Customers	3555.06	91.75%	2311.23	87.73	677.56	94.39

There is no guarantee that we will retain the business of our existing key customers or maintain the current level of business with each of these customers and we cannot assure you that we will be able to significantly reduce customer concentration in the future. Some of our customer contracts have expired and are due for renewal in the ordinary course of business. Reliance on certain key customers for significant revenue may generally involve several risks and we may have difficulty in securing comparable levels of business from other customers to offset any loss of revenue from the loss of any such key customers. Further, we may not find any other customers for the surplus or excess capacity, in which case we may be faced to incur a loss. Risks involved with reliance on key customers for significant revenue may include, but are not limited to, reduction, delay or cancellation of orders from our significant customers, failure to renew contracts with one or more of our significant customers, failure to renegotiate favourable terms with our key customers or the loss of these customers entirely, all of which would have a material adverse effect on the business, results of operations, financial condition, cash flows and future prospects of our Company.

We are also liable to our customers on procurement of raw materials from non-approved sources. We may also be required to replace a supplier if its products do not meet our customer's safety, quality or performance standards or if a supplier unexpectedly discontinues operations due to reasons beyond its or our control, including financing constraints caused by credit market conditions. Further, some of our agreements/ contracts may be terminated by our customers, including without cause. We may also be required to undertake price reduction in certain cases on a year-on-year basis under some of our agreements/ contracts. Further, in certain cases, we may be required to demonstrate cost-efficiencies over time and provide reduced costs on the product under some of our agreements/ contracts. We are also bound by confidentiality obligations under our customer contracts, violation of which could result in legal actions by our customers.

If one or more of our customers were to become insolvent or otherwise unable to pay for the products supplied by us, this could have a have an impact on our business as we may not be able to recoup the unpaid production costs and materials incurred for manufacturing purposes.

Additional risks that could significantly harm our customers as well as us, include:

- action undertaken by the government to tax our business, or that of our customers;
 - recession in countries in which our key customers' operate their businesses;
 - slowdown and reduced spending in the industries in which our customers operate;
 - our customers' inability to effectively manage their operations;
 - a change in their management which may results in us not being a preferred supplier to them; and
 - changes in laws affecting our customers to operate profitably.
2. ***We are highly dependent on a single Manufacturing Facility for the entire portion of our revenue from operations. Any disruption, breakdown or shutdown of our Manufacturing Facility may adversely affect our business, results of operations, financial condition, cash flows and future prospects.***

We derive the entire portion of our revenue from operations from a single facility. Any disruptions, breakdown or shutdown of our facility, due to, inter alia, (i) breakdown or failure of equipment, (ii) disruption in power supply or processes, (iii) performance below expected levels of efficiency, (iv) obsolescence, (v) labour disputes, (vi) infectious diseases (such as the COVID-19 pandemic), and (vii) political instability, could result in the damage or destruction of a significant portion of our manufacturing

abilities, significant delays in the transport of our products and raw materials and/or otherwise adversely affect our business, results of operations, financial condition, cash flows and future prospects.

There are no instances in the past linked to the location of the Company's manufacturing facility in Pune, that have materially and adversely affected business and operations of the Company. However, our operations are susceptible to local and regional factors, such as accidents, political factors, system failures, economic and weather conditions, natural disasters, and demographic and population changes, the outbreak of infectious diseases such as COVID-19 and other unforeseen events and circumstances. The loss or shutting down of our manufacturing facility or casualty due to any such instances leading to civil or criminal suits being filed against our Company in the future could disrupt our business operations and adversely affect our results of operations, financial condition and reputation. Further, disruptions, damage or destruction of our facility may severely affect our ability to meet our customers' demand and the loss of our customers or a significant reduction in demand from such customers could have an adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

The details of our total insurance coverage and our insurance coverage as a percentage of our total assets, as of March 31, 2024, has been set out below:

(In Rs. Lakhs)

Particulars	As of March 31, 2024
Total Insurance Coverage	3313.13
Total Assets	3,723.90
Total insurance coverage as a percentage of total insured assets (%)	88.97%

Although we try to minimize the risk from any significant operational problems at our manufacturing facility, there can be no assurance that we will not face such disruptions in the future. Interruptions in production may also increase our costs and reduce our sales and may require us to make substantial capital expenditures to remedy the situation or to defend litigation that we may become involved in as a result, which may negatively affect our reputation, profitability, business, financial condition, results of operations, cash flows and prospects. In the event that our Company files a claim under the applicable insurance policy, there is no assurance that we will be able to recover all, or part of the losses incurred.

Further, we do not own the facility from which we operate, we cannot assure you that we will be able to renew our lease in the future, on commercially acceptable terms or at all. We also cannot assure you that, if required to vacate our current premises, we would be able to obtain alternative arrangements for the premises, on commercially acceptable terms or at all. Relocation of our business operations may disrupt our operations and entail substantial costs, which could have an adverse effect on our business, prospects, results of operations and financial condition.

3. Material adjustments have been made in the financial statements of the Company by our Independent Peer-Reviewed Auditors.

The Company's Restated Financial Statements contain adjustments made by our Independent Peer-Reviewed Auditors.

(In Rs. Lakhs)

Particulars	For the Year ending		
	March 31, 2024	March 31, 2023	March 31, 2022
Total adjustments to Net profit/(loss)	199.82	(195.63)	(11.80)

These adjustments, which differ from the initially Audited Financial Statements. To gain a comprehensive understanding of these adjustments, refer to Annexure A3 of the Restated Financial Statements on page 162 of this Red Herring Prospectus.

4. Our Company has delayed payment of Government and statutory dues, and has been penalized.

Our company has a history of delayed payments and contributions towards Employee State Insurance and Goods and Services Tax, resulting in the imposition of interest and late fee on these amounts. However, as of the date of filing of this Red Herring Prospectus, there are no pending dues or delayed statutory payments.

While we have taken corrective measures and established systems to address this issue, including the appointment of a dedicated professional to oversee timely payments, the past delays in meeting statutory obligations pose a risk. Future delays or lapses in compliance with regulatory authorities' requirements could result in financial penalties, legal liabilities, and damage to our reputation.

5. *Our company has not complied with certain statutory provisions of the Companies Act and Rules thereunder. Such non-compliance may attract penalties and other actions against our Company and its Directors which could impact the financial position of us to that extent.*

Our Company has identified several compliance irregularities and administrative errors across various aspects of our corporate governance and regulatory reporting. These issues, which span over multiple financial years, include:

1. **Non-Filing of MGT-14:** The MGT-14 form was not filed for accepting a loan with a condition for future conversion.
2. **Disparity in Financial Reporting:** A disparity exists between the secured loans stated in the financials dated 31.12.2023 and the charges created on the MCA portal.

6. *The Audit Reports to the Restated Financial Statements have been provided by Peer Reviewed Chartered Accountants who is not statutory auditor of our Company.*

The Restated Financial Statements of our Company for purpose of this Red Herring Prospectus have been provided by an Independent Peer Reviewed Chartered Accountant who is not the Statutory Auditor of our Company, as our Statutory Auditors are not peer reviewed. However, the Company shall take steps to appoint a Statutory Auditor who is peer reviewed in compliance with SEBI applicable rules and regulations after listing of its Equity Shares.

7. *Our Independent Directors have not passed the online proficiency self-assessment test conducted by Indian Institute of Corporate Affairs to approve proficiency of a person to be appointed as an Independent Director of any company*

As per Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, every individual who intends to get appointed as an independent director in a company shall before such appointment apply online to the Indian Institute of Corporate Affairs for inclusion of his/her name in the data bank maintained by mentioned institute. Further, every individual whose name is so included in the aforesaid data bank shall pass an online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs within a period of 2 years from the date of inclusion of his/her name in the data bank, failing which, his/her name shall stand removed from the databank of the Indian Institute of Corporate Affairs.

The Independent Directors of our company, details of whose appointments can be referred in the “Our Management” on page 143 of this Red Herring Prospectus, has been appointed duly as per the provisions of the Companies Act, 2013 and their name has been included in the aforesaid data bank but they have not yet passed the proficiency self-assessment test, and if they fail to pass the same within a period of one year from the date of inclusion of his name in the data bank their name will be removed from the databank of the Indian Institute of Corporate Affairs and they will be ineligible to continue to act as an Independent Directors of the Company.

8. *Any failure to compete effectively in the highly competitive global industry of high precision and mission critical components manufacturing could have a material adverse effect on our business, results of operations, financial condition, cash flows and future prospects.*

We face competition globally in our business against other manufacturers of high precision and mission critical components manufacturing, which is based on many factors, including product quality and reliability, product design and innovation, technology, manufacturing capabilities, price and brand recognition. We compete with 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.

Further, manufacturers that do not currently compete with us could expand their product portfolios to include products that would compete directly with ours. In addition, certain key customers to whom we currently sell certain products could decide to compete with us as manufacturers of these products. For further details of our competition, see “Our Industry” and “Our Business” on pages 92 and 104, respectively.

During periods of recession in the industries in which we operate, our customers may become more price sensitive. We may also be at a competitive disadvantage with respect to price when compared to manufacturers with lower cost structures, particularly those with more offshore facilities located where labour and other costs are lower. The availability of excess manufacturing capacity for our competitors creates intense pricing and competitive pressure on the industries in which we operate as a whole. If competitors can offer a lower cost on products, or provide products more quickly, at equivalent or in some cases even reduced effort and better efficiency, we may lose new business opportunities or contract recompetes, which could adversely affect our future results.

Our success depends in part on our ability to provide technologically advanced manufacturing products, maintain strict quality standards, respond flexibly and rapidly to customers’ design and schedule changes, deliver products globally and on time and on a reliable basis at competitive prices and seek to create enhanced relationships with our customers with our advanced technology and engineering solutions. There can also be no assurance that we will be able to establish a compelling advantage over our competitors.

Further, we may also not be able to utilize our available manufacturing capacity, which in turn could have material adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

9. Our contracts/ purchase orders may not be indicative of our future growth rate or new business orders we will receive in the future. Further, we may not realize all of the revenue expected from our contracts/ purchase orders.

The amount of our revenue from our customers, including the realization of revenue from future contracts from awarded business or our existing purchase orders, or obtaining new business or customers, is inherently subject to a number of risks and uncertainties, including cancellation of existing purchase orders and right shifting (the postponement of current purchase orders to subsequent quarters) of future orders. Our dedicated supply chain and quality team follows a stringent and rigorous selection, evaluation and qualification process for our suppliers, who are also rated and monitored on an ongoing basis. Upon winning a contract, we expect to receive all or a sizable portion of revenue from it. However, there is no assurance that once a contract is signed, a customer will provide us purchase orders which will generate revenues for us. Further, our customers may delay or cancel a contract that has been awarded to us due to various reasons.

While we may have long-term agreements with certain customers, in accordance with such long-term agreements, we may not have any recourse in the event of an unexpected delay or cancellation of such agreements. Certain of our customer contracts and purchase orders may have penalties/ damages in relation to delayed/ late delivery or delivery of defective products in accordance with such agreements/ contracts. Certain contract requires to give first preference of product delivery to favoured customers. Further, in certain contracts there is a reference to few machineries being booked for specific customers which might create a hindrance for the Company to deliver products to the other customers.

We are also liable to our customers on procurement of raw materials from non-approved sources. We may also be required to replace a supplier if its products do not meet our customer's safety, quality or performance standards or if a supplier unexpectedly discontinues operations due to reasons beyond its or our control, including financing constraints caused by credit market conditions. Further, some of our agreements/ contracts may be terminated by our customers, including without cause.

We may also be required to undertake price reduction in certain cases on a year-on-year basis under some of our agreements/ contracts. Further, in certain cases, we may be required to demonstrate cost-efficiencies over time and provide reduced costs on the product under some of our agreements/ contracts. We are also bound by confidentiality obligations under our customer contracts, violation of which could result in legal actions by our customers.

Our business pipeline and growth projections are not necessarily an accurate indication of what our actual sales and revenues from such orders will be, nor does it purport to project our business, results of operations, financial condition or cash flows for any future period or date. Accordingly, we may not be able to realize any or all of the future revenue indicated by our business pipeline and this could have a material adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

10. We depend on third party suppliers for raw materials and other business inputs, which are on a purchase order basis. Such suppliers may not perform, or be able to perform their obligations in a timely manner, or at all and any delay, shortage, interruption, reduction in the supply of or volatility in the prices of raw materials and other business inputs on which we rely may have a material adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

The details of contribution of our top 3, top 5 and top 10 suppliers to our total expenditure on purchase of raw materials for the period ended March 31, 2024, and Fiscals 2023 and 2022, have been set out below:

(₹ In Lakhs)

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	In %	Amount	In %	Amount	In %
Top 3 Suppliers	702.09	53.07%	844.39	57.64%	106.34	39.38%
Top 5 Suppliers	787.24	59.51%	945.28	64.53%	131.50	48.69%
Top 10 Suppliers	906.21	68.50%	1073.18	73.26%	179.61	66.51%

We rely on such suppliers to perform their conditions and deliver adequate supplies and other inputs in a timely manner. Our suppliers are associated with us through purchase orders, and we do not enter into definite-term agreements with them. Accordingly, our suppliers may not perform their obligations in a timely manner or at all, resulting in possible delays to our production schedule and adversely affecting our output, and may require us to transition our work to other companies.

Further, our ability to identify and build relationships with reliable suppliers contributes to our growth as well as other aspects of our operations. There have been instances in the past where we experienced interruptions in the supply of raw materials and other business inputs on account of macroeconomic issues such as the COVID-19 pandemic, and conflicts between countries. Further, there can be no assurance that increased demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials and other business inputs. Further, there can be no assurance that the material supplied by our suppliers shall always conform to our quality system requirements including meeting the desired specifications and/or test requirements. Our purchase orders stipulate corrective actions for non-conforming materials delivered by our suppliers whereby such suppliers are required to correct the discrepancy in the materials delivered. Such corrective actions may result in delay of procurement of raw materials and other business inputs which may affect our production schedule and the delivery timelines promised to our customers. Any change in the supply pattern of our raw materials and other business inputs can adversely affect our business, results of operations, financial condition, cash flows and future prospects and can result in a customer cancelling our contracts. If we were to experience a significant or prolonged shortage of raw materials and other business inputs from any of our suppliers and cannot procure the raw materials and other business inputs from other sources, we may be unable to meet our production schedules for our products and ship such products to our customers in timely manner, which may adversely affect our customer relations and reputation. Further, certain of our customer contracts provide for the customer's right to claim penalties as a result of any delays caused by us. We may also be required to replace a supplier if its products do not meet our safety, quality or performance standards or if a supplier unexpectedly discontinues operations due to reasons beyond its or our control, including financing constraints caused by credit market conditions.

Furthermore, as we typically do not have exclusive arrangements with our suppliers, our suppliers could engage with our competitors and prioritize supplies of their other customers, which could adversely impact our ability to procure a sufficient quantity of raw materials and other business inputs at competitive rates.

11. The markets in which our customers compete are characterized by sectors specific to the industries which we cater to, and their rapidly changing preferences and other related factors including lower manufacturing costs. Accordingly, we may be affected by any disruptions in the industry which can adversely impact our business, financial condition, results of operations, cash flows and prospects.

The markets in which we and our customers operate is characterized by rapidly changing technology, evolving industry standards and demands for features, and continual product innovation. These conditions may also result in significant competition and short product life cycles. A negative impact on industries in which we or our customers operate in can impact our business.

Set out below is our revenue breakup for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022:

(₹ In Lakhs)

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	In %	Amount	In %	Amount	In %
Aerospace	2272.91	58.66%	1895.71	71.71	643.21	89.61
Automation	1593.35	41.12%	740.27	28.00	72.82	10.15
Miscellaneous	8.60	0.22%	7.47	0.29	1.77	0.25

If the end-user demand is low for our customers' products, there may be significant changes in the orders from our customers and we may experience greater pricing pressures. Therefore, risks that could harm the customers of our industry could, as a result, adversely affect us as well. Our success is therefore dependent on the success achieved by our customers in developing and marketing their products. If our customers' technologies become obsolete or fail to gain widespread commercial acceptance, our customers may experience a reduced demand for their products which may affect our sales to such customers, operating margins depending on the nature of the product, and all of these combined may gradually result in a loss of customers including key ones. However, there can be uncertainty regarding the development and production of these products as planned and failure to anticipate or respond rapidly to advances in technology can have a material adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

Additionally, industry-wide competition for market share of various products can result in aggressive pricing practices by our customers and therefore our customers may also choose to import some of these products which provide them better cost benefits as compared to us or source the products from our competitors. This price-pressure from our customers may adversely affect the prices of the products which we supply, which may lead to reduced revenues, lower profit margins or loss of market share etc., any of which would have a material adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

12. We do not have a Non-Compete Agreement with our Promoters.

While, as of now, there are no conflicting business ventures between our company and the Promoters, the absence of a formal non-compete clause means that we cannot legally prevent the Promoters from engaging in similar or competing lines of business in the future.

This situation presents a potential risk to our business operations and market position. If the Promoters decide to establish or become involved in a venture that directly competes with our Company, it could lead to market share dilution, revenue loss, and a potential conflict of interest. This competition might not only impact our financial performance but could also affect our strategic partnerships, customer relationships, and overall brand positioning in the industry.

13. Our Company has faced financial losses in the past.

Our Company recorded a financial loss in the fiscal years ending March 31, 2022, amounting to ₹ (628.70) Lakhs. While this represents a specific challenge within those fiscal years, it is essential to view these events in the context of our overall operational and financial strategy.

To gain a deeper understanding of the circumstances leading to this loss and the measures taken thereafter to return to profitability, refer to the chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 166 of this Red Herring Prospectus. This section provides a comprehensive analysis of the factors influencing our financial performance during that period, along with insights into how these challenges were addressed in subsequent fiscal years.

14. We have experienced negative cash flows from operating, investing and financing activities in the past.

We have in the past, and may in the future, experience negative cash flows from operating and investing activities. The following table sets forth our net cash inflow/(outflow) from operating, investing and financing activities for the periods/years indicated:

(₹ In Lakhs)

Particulars	For the year ended March 31,		
	2024	2023	2022
Net Cash from Operating Activities	404.27	(117.69)	(695.40)
Net Cash from Investing Activities	(316.19)	(663.38)	(211.92)
Net Cash used in Financing Activities	(92.23)	395.41	1,282.80

Any negative cash outflows from operating activities over extended periods, or significant cash outflows in the short term from investing and financing activities, could have an adverse impact on our cash flow requirements, business operations and growth plans. As a result, our cash flows, business, future financial performance and results of operations could be adversely affected. For further details, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 166.

15. There may be problems with the products we manufacture that could result in liability claims against us, reduced demand for our products and damage to our reputation.

We manufacture and sell products based on our customers' specifications, many of which are highly complex, particularly when catering to end-use industries such as aerospace and defence, that have higher risk profiles. Despite our quality control and quality assurance efforts, problems may occur, or may be alleged, in the design or manufacturing of these products, including as a result of business continuity issues. Any failure on our part to manufacture products as per client requirements could result in a claim against us for substantial damages, regardless of our responsibility for such a failure or defect.

Whether or not we are responsible for the problems in the products we manufacture, be it real or alleged, or caused by faulty customer specifications, or in the manufacturing or design processes, servicing, or a component defect, may result in delayed shipments to our customers or, reduction or cancellation of customer orders. If any such problems were to occur in large numbers or too frequently, our business reputation may also be affected. These potential claims may include damages for the recall of a product or injury/bodily harm and other damages caused to person or property. We may also be required to repair the defective product or replace it with a new conforming product and the costs may also be required to be borne by us, or if they are borne by the customer, may be capped. The successful assertion of any claim could have a material adverse effect on our business, reputation, results of operations, financial condition and cash flows.

While we seek to secure contractual protection and/or to insure against many of these risks, we may not have practical recourse against certain suppliers, and contractual protections, insurance coverage or supplier warranties, as well as our other risk mitigation efforts, may be inadequate, costly, or unavailable. If such cases arise, our customers may cancel orders, refuse to renew contracts, make adverse claims against us which, if litigated, may be decided against us. Any future product defects or defaults may have a material adverse impact on our business, results of operations, financial condition, cash flows and future prospects.

16. We are highly dependent on our Promoters and our management team, senior management personnel and key managerial personnel and the loss of any key team member may adversely affect our business performance.

Our Promoters, management team, senior management personnel and key managerial personnel have been instrumental in the growth and development of our Company. We benefit from our Promoters, and any decline in our relationship with him could have a material adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

Further, our businesses are dependent upon an experienced senior management team and we believe that the experience and skill of our management team and our investors allows us to possess a significant advantage over our global competitors. If one or more members of our management team, senior management personnel and key managerial personnel were unable or unwilling to continue in their present positions, such persons would be difficult to replace and our business, results of operations, financial condition, cash flows and future prospects could be adversely affected.

To maintain and grow our business, we will need to identify, hire, develop, motivate, and retain highly skilled employees. Identifying, recruiting, training, integrating, and retaining qualified individuals requires significant time, expense, and attention. We may need to invest significant amounts of cash to attract and retain new employees and expend significant time and resources to identify, recruit, train, and integrate such employees, and we may never realize returns on these investments. If we are not able to retain and motivate our current personnel or effectively manage our hiring needs or successfully integrate and retain new hires, our efficiency, ability to achieve our strategic objectives, meet forecasts, and employee morale, productivity, and engagement could suffer, which could adversely affect our business, financial condition, cash flows and results of operations.

Any loss of members of our management team or key managerial personnel or senior management could significantly delay or prevent the achievement of our business objectives, affect our succession planning and could harm our business and customer relationships.

17. We are subject to strict compliance of quality requirements which results in incurring significant expenses to maintain our product quality. Any failure in maintaining our quality accreditations and certifications may negatively impact our brand and reputation which may adversely affect our business, results of operations, financial condition, cash flows and future prospects.

Given the nature of our business and products, our customers have high and exacting standards for product quality, as well as delivery schedules. Adherence to quality standards is a critical factor in our manufacturing process as any defects in the products manufactured by our Company or failure to comply with the technical specifications of our customers may lead to termination of our contracts or cancellation of the orders placed by our customers. Certain customer contracts specify that we will be subject to penalties if we provide defective products. These quality specifications and contractual requirements include, among others, setting up robust process controls as specified by our customers. Additionally, our customers typically have stringent, time-consuming selection, inspection and review procedures for their products. These procedures include review of the manufacturer's expertise, available manufacturing facilities, processes, financial capabilities and logistical capabilities. As a result of being subject to a stringent quality control mechanism at each stage of the manufacturing process, we are required to incur expenses to maintain our quality assurance systems such as forming a separate team of engineers responsible for quality and assurance in the manufacturing facility, machineries, and in the manufacturing processes.

We are also subject to ongoing audits with customers who have on boarded us and are required to adhere to stringent quality standards. There can be no assurance that our Company will meet the relevant quality requirements in respect of the products manufactured by us in the future. If any such event were to occur in future, it may have a material adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

We will continue to spend a portion of our future revenues to manage our product quality, failure of which may negatively impact our business, results of operations, financial condition, cash flows and future prospects.

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

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

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

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

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

20. We have not placed orders or made payments in relation to the capital expenditure for our new machinery and equipment. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment in a timely manner, or at all, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected.

We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations. Further, the actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes and technological changes.

In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the equipment or in the event the vendors are not able to provide the equipment in a timely manner, or at all, we may encounter time and cost overruns. Our inability to procure the machinery and equipment at acceptable prices or in a timely manner, may result in an increase in capital expenditure, thereby resulting in an adverse effect on our business, prospects and results of operations.

21. Our insurance coverage may not be adequate to protect us against all potential losses or to satisfy potential claims, which may have an adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

Our business operations are subject to various risks and hazards, including failure or substandard performance of equipment, third party liability claims, labour disturbances, employee fraud, as well as fire, theft, robbery, earthquake, flood, acts of terrorism and other force majeure events. We maintain insurance policies for our manufacturing facility and operations and our personnel, for further information, see "Our Business" on page 104. While we believe that the insurance coverage we maintain is in keeping with industry standards and would be reasonably adequate to cover the normal risks associated with the operation of our businesses, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. Our insurance policies may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all.

The details of our total insurance coverage and our insurance coverage as a percentage of our total assets, as of March 31, 2024, has been set out below:

(In Rs. Lakhs)

Particulars	As of March 31, 2024
Total Insurance Coverage	3313.13
Total Assets	3,723.90

Total insurance coverage as a percentage of total insured assets (%)	88.97%
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To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our business, results of operations, financial condition, cash flows and future prospects may be adversely affected.

22. *If we are unable to obtain, protect or use our intellectual property rights, our business may be adversely affected.*

We rely on our intellectual property for the success of our business which includes one domain name and our trademark. Our domain name may expire, and we cannot assure you that we will be able to renew it after expiry. While we intend to defend against any threats to our intellectual property, we cannot assure you that our intellectual property rights can be adequately protected in a timely manner. We rely on protections available under Indian law, which may not be adequate to prevent unauthorized use of our intellectual property by third parties. Furthermore, the application of laws governing intellectual property rights in India is uncertain and evolving and could expose us to substantial risks and costs. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights, which may have an adverse effect on our business, results of operations, financial conditions, cash flows and future prospects.

Further, while we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights which may force us to alter our offerings. If such claims are raised against us in the future, they could result in costly litigation, divert management's attention and resources, subject us to significant liabilities and require us to enter into potentially expensive royalty or licensing agreements or to cease use of certain of our brands, can result in significant damages being awarded and injunctions that could prevent us from offering our products. In addition, there is no assurance that steps taken by us to protect our intellectual property rights will be adequate to stop infringement by others, including imitation and misappropriation of our brand. Any of the foregoing could have an adverse effect on our business, results of operations, financial conditions, cash flows and future prospects.

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

The activities carried out at our manufacturing facility may be potentially dangerous to our employees. While we provide a safe and healthy working environment which is compliant with applicable occupational health and safety management system and environmental management system regulations, and maintain what we believe to be adequate insurance including insurance policies for accidents, there is a risk that an accident may occur at our manufacturing facility. An accident may result in personal injury to our employees, or the labour deployed at our manufacturing facility, destruction of property or equipment, manufacturing or delivery delays, environmental damage, or may lead to suspension of our operations and/or imposition of liabilities. Any such future accident may result in litigation, the outcome of which is difficult to assess or quantify, the cost to defend such litigation can be significant and our insurance may not be sufficient to provide complete coverage. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, results of operations, financial condition, cash flows and future prospects.

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

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

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

24. *We may be affected by strikes, work stoppages or increased wage demands by our employees that could interfere with our operations.*

Our manufacturing activities are labour intensive, require our management to undertake significant labour interface, and expose us to the risk of industrial action. The success of our operations depends on availability of labour and maintaining good relationship with our workforce. While we have not faced any strikes by our employees until date, we cannot assure you that our relations with

our employees shall remain cordial at all times and that employees will not undertake or participate in strikes, work stoppages or other industrial actions in the future.

If a labour dispute or conflict were to develop between us and our employees or contracted workers were to unionise or go on strike, we could become a target for union organizing activities and suffer work stoppage for a significant period of time. Such unionisation of the workers engaged by our customers, and any strikes, work stoppages, industrial actions or other forms of labour unrest or collective actions directed against us or our customers could hinder our business operations or result in negative publicity that could adversely affect our brand and reputation. Any labour disruption may adversely affect our manufacturing operations either by increasing our cost of production or halt a portion or all of our production.

25. Non-compliance with and changes in, safety, health, factories, import export and labour laws and other applicable regulations, may adversely affect our business, results of operations, financial condition, cash flows and future prospects.

We are subject to laws and government regulations, including in relation to safety, health, factories, import export and labour. These laws and regulations impose controls on air and water discharge, biomedical waste, employee exposure to hazardous substances and other aspects of our manufacturing operations. Further, our manufacturing processes are also subject to laws and regulations in relation to quality, safety and health.

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

Under the legal framework we operate in, we are also required to obtain and maintain a number of statutory and regulatory permits, approvals, licenses, registrations and permissions for carrying out our business and operations. Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, results of operations, financial condition, cash flows and future prospects. Further, we cannot assure that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

We cannot assure you that the relevant regulatory or statutory authorities will not initiate actions against us for carrying out our operations without applying for and holding valid approvals, as applicable. In the event that we are unable to obtain such approvals in a timely manner or at all, our business operations may be adversely affected.

26. Non-compliance with and changes in, safety, health, factories, import export, environmental and labour laws and other applicable regulations, may adversely affect our business, results of operations, financial condition, cash flows and future prospects.

We are subject to laws and government regulations, including in relation to safety, health, environmental protection, factories, import export and labour. These laws and regulations impose controls on air and water discharge, biomedical waste, employee exposure to hazardous substances and other aspects of our manufacturing operations. Further, our manufacturing processes are also subject to laws and regulations in relation to quality, safety and health.

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

Under the legal framework we operate in, we are also required to obtain and maintain a number of statutory and regulatory permits, approvals, licenses, registrations and permissions for carrying out our business and operations. Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, results of operations, financial condition, cash flows and future prospects. Further, we cannot assure that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to

comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

The Company has applied for a Fire NOC vide application dated 15.04.2024.

We cannot assure you that the relevant regulatory or statutory authorities will not initiate actions against us for carrying out our operations without applying for and holding valid approvals, as applicable. In the event that we are unable to obtain such approvals in a timely manner or at all, our business operations may be adversely affected.

27. Cyber risk and the failure to maintain the integrity of our operational or security systems or infrastructure, or those of our customers or other third parties with which we conduct business, could have a material adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

Cyber threats are evolving and are becoming increasingly sophisticated. Our Company may experience cyber threats from time to time, which pose a risk to the security of our systems and networks and the confidentiality, availability and integrity of our data. All information technology systems remain potentially vulnerable to damage or interruption from a variety of sources, including but not limited to software and hardware failure, cyber-attacks, computer viruses and security breaches. There have been no instances of the loss / leakage of confidential information from our Company's IT systems or due to cyber-attacks on our Company. Disruptions or failures in the physical infrastructure or operating systems that support our businesses and customers, or cyber-attacks or security breaches of our networks or systems in the future, could result in the loss of customers and business opportunities, legal liability, regulatory fines, penalties or intervention, other litigation, regulatory and legal risks and the costs associated therewith, reputational damage, reimbursement or other compensatory costs, remediation costs, increased cybersecurity protection costs, additional compliance costs, increased insurance premiums, and lost revenues, damage to the Company's competitiveness, share price, and long-term shareholder value, any of which could materially adversely affect our business, results of operations, financial condition, cash flows and future prospects.

We also maintain and have access to sensitive, confidential, personal data or information, including technical data of our customers who issue technical drawings and specifications of the product to us in the ordinary course of our business which is subject to privacy and security laws and regulations. Despite our efforts to protect such sensitive, confidential, personal data or information including technical data of our customers, our manufacturing facility and systems and those of our customers and third-party service providers may be vulnerable to security breaches, theft, fraud, misplaced or lost data, programming and/or human errors that could lead to the compromising of sensitive, confidential or personal data or information, improper use of our systems, software solutions or networks, unauthorized access, use, disclosure, modification or destruction of information, defective products, manufacturing downtimes and operational disruptions, which in turn could adversely affect our business, results of operations, financial condition, cash flows and future prospects. Further, our legacy data is in the process of moving from an existing system to a new enterprise resource planning database. We cannot assure you that such data migration will be seamless and that there would be no loss of our legacy data which could adversely affect our business, results of operations, financial condition, cash flows and future prospects.

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

Our Company has entered into related party transactions with our Promoters, Directors and Promoter Group during the last three Financial Years. While our Company believes that all such transactions have been conducted on the arm's length basis in compliance with the Companies Act and other relevant rules and regulations, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For more details, refer to the "Restated Financial Statements" on page 162 of this Red Herring Prospectus.

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

Our employees possess extensive knowledge about our commercial decisions and business development strategies. Such knowledge is a significant independent asset, which may not be adequately protected by employment agreements with our employees. As a result, we cannot be certain that such knowledge will remain confidential in the long run.

Even if all reasonable precautions, whether contractual or otherwise, are taken to protect our confidential knowledge of our business, there is still a danger that certain proprietary knowledge may be leaked, either inadvertently or wilfully. A significant number of our employees have access to confidential design and production information and there can be no assurance that this information will remain confidential. Moreover, certain of our employees may leave us and join our competitor. Although we may seek to enforce confidentiality obligation in terms of our staff rules, we cannot guarantee that we will be able to successfully enforce such rules. While no such instances have occurred in the last three Financial Years or in the current Fiscal until the date of this Red Herring Prospectus, in the event that the confidential technical information in respect of our business becomes available to third parties or to the general public, any competitive advantage that we may have over other companies could be harmed. If our competitor is able

to reproduce or otherwise capitalize on our technology, it may be difficult and/ or expensive for us to obtain necessary legal protection. Consequently, any leakage of confidential technical information could have an adverse effect on our business, results of operations, financial condition and future prospects.

Our Company has taken various steps to protect the technical confidential information of our Company and of our customers, which includes restricting access to our computer systems. Certain proprietary knowledge may be leaked, either inadvertently or wilfully, at various stages of the manufacturing process. Consequently, while no confidential technical information of our Company has been leaked in the last three Fiscals, or in the current Fiscal until the date of this Red Herring Prospectus, any leakage of confidential technical information in the future could have an adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

30. *COVID-19 has had, and could continue to have, an adverse effect on our business, results of operations, financial condition, cash flows and future prospects.*

The COVID-19 pandemic has had, and could continue to have, an adverse impact on our business, results of operations, financial condition, cash flows and future prospects. In March 2020, the World Health Organization designated COVID-19 as a pandemic, and numerous countries, including India, declared national emergencies in response to the COVID-19 pandemic. The global impact of the COVID-19 pandemic continues, with many countries, including the countries where we have our business operations, instituting quarantines and restrictions on travel, operations with reduced workforce, closing financial markets and/or restricting trading, and limiting the operations of non-essential businesses.

In response to the COVID-19 pandemic, the Government of India imposed a nationwide 21-day lockdown on March 24, 2020 from March 25, 2020 until April 14, 2020, which was subsequently extended until May 31, 2020. Further, from March 2021, there has been a substantial increase in the number of COVID-19 cases in India, which led to additional lockdowns and movement restrictions in different places in India. As a result of the detection of new strains, evolving variants such as the ‘omicron variant’ and subsequent waves of COVID-19 infections throughout the world, we may be subject to further lockdowns or other restrictions in the subsequent years, which may adversely affect our business operations.

As a consequence of these lockdowns, our supply chain was disrupted, some parts of our workforce were unable to attend work at our manufacturing facility, and social distancing requirements imposed further restrictions on the number of people who could work in our production lines. Individuals’ ability to travel both within and outside of India have been curtailed through mandated travel restrictions and may be further limited in the future. These measures have impacted and may have a further impact on our workforce and our operations in the jurisdictions in which we operate, the business of our customers and suppliers.

As on the date of this Red Herring Prospectus, while the COVID-19 pandemic is no longer materially affecting our business and operations, any intensification of the COVID-19 pandemic or any future outbreak of another highly infectious or contagious disease may adversely affect our business, results of operations, financial condition, cash flows and future prospects.

31. *There are certain restrictive covenants in the agreements that our Company has entered into with our lenders.*

The loan agreements entered into by us with lenders contain specific covenants which require us to obtain the prior approval/ permission from the banks on the occurrence of certain events and corporate actions. We are required to obtain consent/approval from our lender before undertaking any such steps which have been mentioned in the loan agreements. There can be no assurance that such consents will be granted or that we will be able to comply with the financial covenants under our financing arrangements. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. This may adversely impact our results of operations and cash flows. For further details on the borrowing facilities, please see “*Statement of Financial Indebtedness*” on page 164 of the Red Herring Prospectus.

32. *We may require additional financing in the form of debt or equity to meet our business requirements.*

In order to meet our business requirements (including to undertake growth), we may require loans from banks and financial institutions or the sale or issue of equity or debt securities in private or public offerings. In the event that we incur debt in the future, our interest payment obligations will increase, and we may be subject to additional conditions from lenders, who could place restrictions on how we operate our business and result in reduced cash flows. If we decide to issue equity, the ownership interest of our existing shareholders will be diluted. We cannot provide any assurance that we will be able to raise adequate financing on acceptable terms, in a timely manner or at all. Our failure to obtain sufficient financing could result in a lack of cash flow to meet our operating requirements and, therefore, have an adverse effect on our business, results of operations, cash flows and financial condition.

33. *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 may be lower than the Issue Price of the shares proposed to be issued through this Red Herring Prospectus. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company, please refer to "Our Promoters" on page 155 of this Red Herring Prospectus.

34. *We may have issued shares below the Issue Price in the recent past.*

There may be instances where shares could be issued at prices below the Issue Price. Such considerations will be made in response to prevailing market conditions, funding requirements, and strategic objectives at the time of issuance. For details refer to the "Capital Structure" chapter on page 54 of the Red Herring Prospectus.

35. *If we are unable to source business opportunities effectively, we may not achieve our financial objectives.*

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees, expand our sales channel and to implement systems capable of effectively accommodating our growth. However, we cannot assure that any such employees or marketing agents will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analysis of market conditions and other data or the strategies that we may use in future to use will be successful under various market conditions.

36. *In addition to normal remuneration or benefits and reimbursement of expenses, our Promoters, our Directors and Key Managerial Personnel are interested in our Company to the extent of their shareholding, and dividend entitlements etc.*

Our Promoters, Directors and Key Management Personnel are deemed to be interested to the extent of the Equity Shares held by them, or their relatives, dividend entitlements, and benefits deriving from the directorship in the Company. Our Promoters are interested in the transactions entered into the Company and its Promoter Group. For further information, please refer to the section titled "Our Promoters", "Capital Structure" and "Our Management", beginning on pages 155, 54 and 143 respectively of this Red Herring Prospectus.

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

The fund requirement and deployment, as mentioned in the section titled "Objects of the Issue" on page 65 of this Red Herring Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under section "Objects of the Issue" is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under section "Objects of the Issue" will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

38. *There is no monitoring agency appointed by our Company and the deployment 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 ₹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.

39. *Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.*

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations financial condition, cash requirements, business prospects and any other financing arrangements.

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

Accordingly, realization of a gain on shareholder's investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details regarding our dividend policy, please see "Dividend Policy" on page 161 of this Red Herring Prospectus.

40. *We may undertake strategic acquisitions or investments, which may prove to be difficult to integrate and manage or may not be successful.*

In the future, we may consider making strategic acquisitions of other companies whose resources, capabilities and strategies are complementary to and are likely to enhance our business operations. There can be no assurance that we will identify suitable acquisition or investment opportunities, or that if we do identify suitable opportunities, that we will complete those transactions on terms commercially acceptable to us or at all. The inability to identify suitable acquisition opportunities or investments or the inability to complete such transactions may materially and adversely affect our competitiveness and growth prospects. If we complete such an acquisition, we could face difficulty in integrating the acquired operations. In addition, key personnel of the acquired entity may decide not to work for us. These difficulties could disrupt our ongoing business, distract our management and employees and increase our expenses. There can be no assurance that we will be able to achieve the strategic purpose of such acquisition or operational integration or our targeted return on investment.

41. *Our future funds requirements, in the form of fresh issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the shareholders depending upon the terms on which they are eventually raised.*

We may require additional capital from time to time depending on our business needs. Any fresh issue of 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 then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

42. *Delay in raising funds from the IPO could adversely impact the implementation schedule.*

The proposed use of issue proceeds, as detailed in the section titled "Objects of the Issue" is to be partially and/or wholly funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute the expansion process within the given time frame, or within the costs as originally estimated by us. Any time overrun or cost overrun may adversely affect our growth plans and profitability.

43. *The requirements of being a public listed company may strain our resources and impose additional requirements.*

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we were not required to incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations.

There can be no assurance that we will be able to satisfy our reporting obligations. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner. Failure of our Company to meet the listing requirements of stock exchange, if any, could lead to imposition of penalties, including suspension of trading in shares of the Company.

44. *Interest rate fluctuations may adversely affect the Company's business.*

The Company has entered into certain borrowing arrangements to finance its capital requirements in the ordinary course of business in connection with potential acquisitions or for general working capital purposes. In the event interest rates increase, the Company's costs of borrowing will increase, and its profitability and results of operations may be adversely affected.

45. *Industry information included in this Red Herring Prospectus has been derived from industry reports from various websites. Reliance 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 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 Red Herring Prospectus.

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

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

ISSUE RELATED RISK FACTORS

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

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

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

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

47. *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.*

After listing permission and trading permission of equity shares have been granted, 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.

48. *There are restrictions on daily movements in the price of the 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 the 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.

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

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

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

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

Under the Companies Act, a company constituted through share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution. However, if the laws of the jurisdiction in which the investors are located do not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emption rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

EXTERNAL RISK FACTORS

51. *Exchange rate fluctuations may adversely affect our results of operations as our sales outside India and a portion of our expenditures are denominated in foreign currencies.*

We derive a significant portion of our revenues from outside India, which is denominated and transacted in foreign currencies and subjects us to foreign exchange risk. For details of our total revenue from contracts with customers with geographical location outside India.

Further, certain of our transactions, such as imports of raw materials and components and payment of certain expenses, are conducted in foreign currencies, and certain assets and liabilities are denominated in foreign currencies. We do not have a formal hedging policy and accordingly, may be subject to foreign currency exposure and fluctuations in the exchange rates between the Indian

Rupee and other currencies. Further, we will face foreign currency transaction risk to the extent that the amounts and relative proportions of various currencies in which our costs and liabilities are denominated deviate from the amounts and relative proportions of the various currencies in which our sales and assets are denominated.

The impact of future exchange rate fluctuations among different currencies on our results of operations and financial condition cannot be accurately predicted, and our attempts to mitigate the adverse effects of exchange rate fluctuations may not be successful. Such exchange rate fluctuations may in the future have a material adverse effect on our business, results of operations, financial condition, cash flows and future prospects. In addition, the policies of the Reserve Bank of India may also change from time to time, which may limit our ability to effectively hedge our foreign currency exposures and may have an adverse effect on our business, financial condition, cash flows and results of operations.

We have not entered into formal hedging arrangements, To the extent we are unable to match revenues received in foreign currencies with costs incurred in the same currency, or there are sharp exchange rate fluctuations between such currencies, it could have a material adverse effect on our liquidity or our ability to efficiently utilize our working capital.

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

Our management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by it while taking into account the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls to ensure the orderly and efficient conduct of our business, including adherence to our policies, the safeguarding of our assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Effective internal controls are necessary for us to prepare reliable financial reports and effectively avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may deteriorate over time, due to evolving business conditions. While we have taken measures to strengthen our internal control system and have conducted audits to review gaps and process weaknesses and implemented the suggested measures, there can be no assurance that deficiencies in our internal controls will not arise in the future, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls.

Any inability on our part to adequately detect, rectify or mitigate any such deficiencies in our internal controls may adversely impact our ability to accurately report, or successfully manage, our financial risks, and to avoid fraud.

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

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

54. Any adverse change or downgrade in the Sovereign Ratings of India may adversely affect our business, results of operations and cash flows.

Any adverse revisions to India's credit ratings international debt by international rating frieght brokers may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

55. Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.

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

policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

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

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

57. *Natural calamities like epidemics, pandemic, or fire, war, terrorist attacks, civil riots or other events could materially and adversely affect our business.*

Natural disasters (earthquakes, floods, etc.), epidemics, pandemics, war, terrorist attacks and other events, which are beyond our control, may lead to economic instability, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations could also be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property. We cannot assure you that there will not be any such accidents in the future thereby causing an adverse effect. We cannot assure you that there will not be any such accidents in the future thereby causing an adverse effect on our business and 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.

58. *If there is any change in laws or regulations, or their interpretation, such changes may significantly affect our financial statements or affect our conduct of operation.*

Any change in Indian tax laws could have an effect on our operations. For instance, the Taxation Laws (Amendment) Act, 2019, prescribes certain changes to the income tax rate applicable to companies in India. According to this Act, companies can henceforth voluntarily opt in favor of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the tax rate (on gross basis) for Indian companies. Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

The Finance Act, 2020 (“Finance Act”), has, amongst others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime. For instance, dividend distribution tax (“DDT”) will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident and are likely be subject to tax deduction at source.

Further, the Government of India has introduced the Finance Bill, 2023, in the Union Budget for Fiscal 2024. The Finance Bill, 2023 proposes various amendments to taxation laws in India. As such, there is no certainty on the impact that the Finance Bill, 2023 may have on our business and operations or on the industry in which we operate. In addition, unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

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

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

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

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

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

61. *A significant change in the Government of India’s economic liberalization and deregulation policies could adversely affect our business and the price of our Equity Shares.*

The Government of India has traditionally exercised, and continues to exercise, a dominant influence over many aspects of the economy. Unfavourable government policies including those relating to the internet and e-commerce, consumer protection and data-privacy, could adversely affect business and economic conditions in India, and could also affect our ability to implement our strategy and our future financial performance. Since 1991, successive governments, including coalition governments, have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector and encouraging the development of the Indian financial sector. However, the members of the Government of India and the composition of the coalition in power are subject to change. As a result, it is difficult to predict the economic policies that will be pursued by the Government of India. For example, there may be an increasing number of laws and regulations pertaining to the internet and e-commerce, which may relate to liability for information retrieved from or transmitted over the internet or mobile networks, user privacy, content restrictions and the quality of services and products sold or provided through the internet. The rate of economic liberalization could change and specific laws and policies affecting the financial services industry, foreign investment, currency exchange and other matters affecting investment in our securities could change as well.

Any significant change in India's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally and our business in particular.

SECTION IV – INTRODUCTION

THE ISSUE

The Issue has been authorised by our Board pursuant to a resolution passed at its meeting held on March 23, 2024 and by our Shareholders pursuant to a resolution passed at the EGM held on March 26, 2024 pursuant to Section 62(1)(c) of the Companies Act, 2013. This Issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

The following table summarizes the Issue details:

Particulars	Details
Issue of Equity Shares by our Company*	Up to 43,77,600 Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹ [●]/- per Equity Share aggregating to ₹[●] Lakh.
Of which:	
Issue Reserved for Market Maker	Up to [●] Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹[●] Lakh.
Net Issue to the Public	Up to [●] Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹[●] Lakh.
Of which:	
Allocation to Qualified Institutional Buyers (Not more than 50% of Net Issue to public)	Not more than [●] Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹ [●] Lakh.
Of which:	
Anchor Investors	Up to [●] Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹ [●] /- per Equity Share aggregating to ₹[●] Lakh.
Net QIB Portion (Assuming Anchor allocation portion is fully subscribed)	Up to [●] Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹[●] Lakh.
Of which:	
Available for allocation to Mutual Funds only (5% of the QIB portion excluding Anchor Investor Portion)	Up to [●] Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹[●] Lakh.
Balance QIB Portion for all QIBs including mutual Funds	Up to [●] Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹ [●]/- per Equity Share aggregating to ₹ [●] Lakh.
Allocation to Non-Institutional Investors (Not less than 15% of Net Issue to public)	Atleast [●] Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹ [●] /- per Equity Share aggregating to ₹ [●] Lakh.
Allocation to Retail Individual Investors (Not less than 35% of Net Issue to public)	Atleast [●] Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹ [●]/- per Equity Share aggregating to ₹ [●] Lakh.
Pre-and Post-Issue Equity Shares:	
Equity Shares outstanding prior to the Issue	1,21,43,325 Equity Shares of ₹10/- each
Equity Shares outstanding after the Issue	[●] Equity Shares of ₹10/- each
Use of Issue Proceeds	For further details please refer to “ <i>Objects of the Issue</i> ” beginning on page 65 of this Red Herring Prospectus for information on use of Issue Proceed.

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

- The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.

- In the event of oversubscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Retail Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Retail Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Retail Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.
- The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non- Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e. not more than [●]% of the Net Issue to QIB and not less than [●]% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than [●]% of the Net Issue shall be available for allocation to Non-institutional bidders
- Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.
- 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 SEBI Regulation. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. 5% of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding Anchor Investor 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. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids.

For further details, please see “*Issue Procedure*” on page 203 of this Red Herring Prospectus. For details, including in relation to grounds for rejection of Bids, please see “*Issue Structure*” and “*Issue Procedure*” on pages 199 and 203, respectively. For details of the terms of the Issue, please see “*Terms of the Issue*” on page 193.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from the Restated Financial Statements. The Restated Financial Statements have been prepared, based on financial statements for the period ended 31st March 2024, 31st March 2023 and 31st March 2022. The Restated Financial Statements have been prepared in accordance with Indian GAAP and the Companies Act, restated in accordance with the SEBI ICDR Regulations and are presented in the section entitled “Financial Information” on page 162.

*The summary financial information presented below should be read in conjunction with the chapters titled “**Restated Financial Statement**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 162 and 166 respectively.*

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Restated Statement of Assets and Liabilities

(All amounts are ₹ in lacs unless otherwise stated)

Particulars	Annexure	As at		
		March 31, 2024	March 31, 2023	March 31, 2022
Equity and Liabilities				
Shareholders' funds				
Share capital	3	1,214.33	1,380.07	1,380.07
Reserves and surplus	4	375.81	(271.85)	(402.23)
		1,590.14	1,108.22	977.84
Non-current liabilities				
Long-term borrowings	5	553.84	531.43	565.07
Deferred tax liability (net)	6	8.64	16.23	12.38
Long-term provisions	7	40.18	23.24	17.89
		602.66	570.90	595.34
Current liabilities				
Short-term borrowings	8	876.14	845.67	321.98
Trade payables	9			
- total outstanding dues of micro enterprises and small enterprises		236.24	304.73	149.26
- total outstanding dues of creditors other than micro enterprises and small enterprises		130.65	793.06	30.53
Other current liabilities	10	236.32	298.51	61.24
Short-term provisions	11	51.75	0.06	0.04
		1,531.10	2,242.03	563.05
Total Equity and Liabilities		3,723.90	3,921.15	2,136.23
Assets				
Non current assets				
Property, plant and equipment	12	851.17	851.83	787.21
Intangible assets	12(i)	21.63	5.34	12.78
Capital Work in Progress	12(ii)	266.19	233.12	21.17
Non current investment	13	83.34	0.02	0.02
Long-term loans and advances	14	35.27	43.75	286.79
Other Non-current assets	15	62.18	23.86	1.76
		1,319.78	1,157.92	1,109.73
Current assets				
Trade receivables	16	1,741.89	1,928.30	234.99
Inventories	17	210.03	355.97	209.32
Cash and bank balances	18	221.39	262.06	451.55
Short-term loans and advances	19	211.79	212.63	128.97
Other current assets	20	19.02	4.27	1.67
		2,404.12	2,763.23	1,026.50
Total Assets		3,723.90	3,921.15	2,136.23

Restated Statement of Profit and Loss

(All amounts are ₹ in lacs unless otherwise stated)

Particulars	Annexure	Year ended		
		March 31, 2024	March 31, 2023	March 31, 2022
Income				
Revenue from operations	21	3,874.88	2,643.44	717.80
Other income	22	32.78	15.69	18.94
Total Income		3,907.66	2,659.13	736.74
Expenses				
Cost of materials consumed	23	1,298.49	1,540.67	258.60
Changes in inventories of work-in-progress	23(a)	170.39	(223.19)	78.98
Employee benefits expense	24	733.55	465.32	335.52
Finance cost	25	150.92	106.90	78.19
Depreciation and amortisation expenses	26	192.62	183.49	190.88
Other expenses	27	803.85	451.59	421.33
Total Expenses		3,349.82	2,524.78	1,363.50
Restated Profit/(Loss) before exceptional items and tax		557.84	134.35	(626.76)
Restated Profit/(Loss) before tax		557.84	134.35	(626.76)
Tax expense	28			
- Current tax (MAT)		83.19	-	-
- Deferred tax		(7.60)	3.85	1.94
Total tax expense		75.59	3.85	1.94
Restated Profit/(Loss) after tax		482.25	130.50	(628.70)
Earnings/(Loss) per equity share (face value of ₹ 10 each):	29			
- Basic earnings/(loss) per share (in ₹)		4.14	7.20	(44.50)
- Diluted earning/(loss) per share (in ₹)		4.14	6.19	(40.49)

Restated Cash Flow Statement

(All amounts are ₹ in lacs unless otherwise stated)

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
A. Cash flow from operating activities			
Restated Profit/(Loss) before tax	557.84	134.35	(626.76)
<u>Adjustments for:</u>			
Depreciation and amortisation expenses	192.62	183.49	190.88
(Profit)/Loss on sale of property, plant and equipment	-	1.18	3.31
Property, plant and equipment written off	-	-	7.17
Assets written off	12.76	0.19	-
Trade payables written back	(5.36)	-	-
Borrowing cost	144.11	104.36	77.87
Dividend income	(0.08)	0.01	-
Interest income	(15.79)	(8.72)	(4.74)
Operating profit before working capital changes	886.10	414.86	(352.27)
Adjustments for (increase)/decrease in:			
Trade receivables	186.41	(1,693.28)	(16.33)
Inventories	145.94	(146.65)	31.34
Long-term loans and advances	24.97	243.04	(250.64)
Short-term loans and advances	(11.92)	(83.85)	5.63
Other current assets	(9.12)	(2.59)	(1.42)
Adjustments for increase/(decrease) in:			
Trade payables	(725.54)	918.00	(52.26)
Other current liabilities	(61.52)	227.41	(68.78)
Long-term provisions	16.94	5.35	9.56
Short-term provisions	(31.50)	0.02	0.03
Cash generated from/(used in) operations	420.76	(117.69)	(695.14)
Less: Taxes paid	(16.49)	-	(0.26)
Net Cash generated from/(used in) operating activities	404.27	(117.69)	(695.40)
B. Cash flow from investing activities			
Purchase of property, plant & equipment, intangible assets and capital work in progress	(241.30)	(456.87)	(160.81)
Sale of property, plant & equipment, intangible assets and capital work in progress	-	3.05	5.16
Purchase of investments	(83.32)	-	-
Dividend received	0.08	(0.01)	-
(Increase)/Decrease in bank deposits	(1.81)	(218.27)	(61.01)
Interest received	10.16	8.72	4.74
Net cash generated from/(used in) investing activities	(316.19)	(663.38)	(211.92)
C. Cash flow from financing activities			
Issue of equity shares	61.79	-	81.07
(Redemption)/Issue of preference shares	(1,199.00)	-	1,199.00

Increase in securities premium	165.54	-	105.40
Dividend paid	(0.06)	-	-
Proceeds from/(repayment of) borrowings	52.88	490.05	(24.80)
Borrowing cost paid	(144.85)	(94.64)	(77.87)
Net cash generated from/(used in) financing activities	(92.23)	395.41	1,282.80
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(975.62)	(385.66)	375.48
Cash and cash equivalents at the beginning of the year	4.95	390.61	15.13
Cash and cash equivalents at end of the year	(970.67)	4.95	390.61

GENERAL INFORMATION

Our Company was originally incorporated as a private limited company under the Companies Act, 2013 in the name and style of “TechEra Engineering (India) Private Limited” bearing Corporate Identification Number U29100PN2018PTC179327 dated October 03, 2018 issued by the Registrar of Companies, Pune. Subsequently, the name of our Company was changed to “TechEra Engineering (India) Limited” and a fresh Certificate of Incorporation dated May 29,2023 was issued by the Registrar of Companies, Pune. As on date of this Red Herring Prospectus, the Corporate Identification Number of our Company is U29100PN2018PLC179327.

Registered Office	Gat No. 565, Behind Namo Marble & Timbers At Post Velu, Tal. Bhor, Pune, Maharashtra, India - 412205
Company Registration Number and Corporate Identity Number	Company Registration Number: 179327 Corporate identity number: U29100PN2018PLC179327
Registrar of Companies	Registrar of Companies, Pune Address: Pune, PCNTDA Green Building, BLOCK A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Maharashtra, 411044, India Tel No.: 020-27651375 Email: roc.pune@mca.gov.in Website: www.mca.gov.in
Company Secretary and Compliance Officer	Pratiksha Kumbhare Address: Gat No. 565, Behind Namo Marble & Timbers At Post Velu, Tal. Bhor, Pune, Maharashtra, India - 412205 Tel: +91 8605016251; E-mail: cs@techera.co.in

DETAILS OF THE BOARD OF DIRECTORS OF OUR COMPANY

S. No.	Name of Director	Age	Designation & DIN	Address
1	Nimesh Rameshchandra Desai	56 Years	Managing Director 02779330	Flat No. 1102, Sun Satellite, Suncity, Anand Nagar, Pune 411051
2	Kalpna Nimesh Desai	56 Years	Director 02779365	Flat No. 1102, Sun Satellite, Suncity, Anand Nagar, Pune 411051
3	Manish Gupta	52 Years	Independent Director 01462245	Bungalow A-14, Marigold Society, Kalyani Nagar, Yerwada, Pune Maharashtra India 411006
4	Haridas Nilkanth Bhabad	49 Years	Independent Director 02823879	C 401, Hill view Residency, Near Mahatma Society, Kothrud, Pune Maharashtra India 411038

For further details of our Directors, please refer to the chapter titled “Our Management” beginning on page 143 of this Red Herring Prospectus.

DETAILS OF INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
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<p>SKI Capital Services Limited SEBI Registration No.: INM000012768 Address: 718, Dr Joshi Road, Karol Bagh, New Delhi- 110005 Telephone No.: +91 011-41189899 / +91 78400-22233 Email: telipo@skicapital.net Website: https://www.skicapital.net Contact Person Name: Mr. Ghanisht Nagpal</p>	<p>Kfin Technologies Limited SEBI Registration No.: INR000000221 Address: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana India - 500 032. Tel No: +91-40-67162222/ 7961 1000; Email Id : teil.ipo@kfintech.com Investor Grievance Email Id : inward.ris@kfintech.com Contact Person : M Murali Krishna</p>
<p>MARKET MAKER</p>	<p>BANKERS TO THE ISSUE, REFUND BANKER AND SPONSOR BANK</p>
<p>Acme Capital Market Limited Address: 208-09, 215, 2nd Floor, Ocean Complex, P Block, Sector-18, Noida – 201301, Uttar Pradesh CIN: U65100DL2007PLC171730 Contact Person: Nishant Kumar Ghosh Designation: Designated Director Mobile: 9310059297 Email: nishant.ghosh@acmegroup.global Website: www.acmegroup.global SEBI registration no.: INZ000311839</p> <p>SKI Capital Services Limited SEBI Registration No.: INZ000188835 Address: 718, Dr Joshi Road, Karol Bagh, New Delhi- 110005 Telephone No.: +91-011-41189899 Email: mtlipo@skicapital.net Website: https://www.skicapital.net/ Contact Person Name: Mr. Manick Wadhwa</p>	<p>ICICI Bank Limited SEBI Registration No.: INBI000000004 Address : Capital Market Division 5th floor, 163, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai 400020 Tel No: +022-68052182; Email: ipocmg@icicibank.com Website: https://www.icicibank.com/ Contact Person: Mr. Varun Badai</p>
<p>PEER REVIEW AUDITORS OF THE COMPANY</p>	
<p>NKSC & Co., Chartered Accountants Firm Registration No.: 020076N Peer Review No.: 014317 Address: 208, Vats Market (Shiva Market), Pitampura, Delhi-110034 Tel. No: +91-011-43538598 Fax No.: N.A. Email: priyank@valuesquare.co.in Website: www.valuesquare.co.in Contact Person: CA Priyank Goyal</p>	
<p>LEGAL ADVISOR TO THE ISSUE</p>	<p>PRINCIPAL BANKERS OF THE COMPANY</p>
<p>M/s. Vakalat India, Advocates Address: 305-A, D. Mall, 3rd floor, Netaji Subhash Place, New Delhi 110034 Registration No. F/1564/1093/2011 (WB) DHCBA Membership no.: 25521/2022 Mobile No: +91-9038090848 Fax No.: NA Website: www.vakalatindia.com Email Id: vakalatindia@gmail.com Contact Person: Mr. Kausik Chatterjee (Advocate)</p>	<p>HDFC Bank Limited Address: Sr NO 17, Ground Floor 1 to 4, Suncity Road, Opp Shivsagar City Wadgaon Bk, Anand nagar, Pune 411051 Tel. No.: +91- 8007217038 Fax No.: NA Email: ashwin.deshpande@hdfcbank.com Website: www.hdfcbank.com Contact Person: Ashwin Deshpande</p>
<p>SYNDICATE MEMBER</p>	<p>STATUTORY AUDITORS OF THE COMPANY</p>
<p>NA</p>	<p>D A S K & Associates, Chartered Accountants Firm Registration No.: 130493W Address: Office no 401, 402, 4th floor, Snehganga Commercial Complex, Shankarshet Road, Swargate – Pune, Pune - 411037 Tel. No: +91-9421833622 Fax No.: N.A. Email: santosh@daskca.com</p>

CHANGE IN THE AUDITOR DURING LAST 3 YEARS

There has been no change in our statutory auditors in the three years preceding the date of this Red Herring Prospectus.

INVESTOR GRIEVANCES

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

All Issue related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than RIBs using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of RIBs using the UPI Mechanism.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgment number received from the Designated Intermediaries in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. In terms of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SCSBs are required to compensate the investor immediately on the receipt of complaint. Further, the BRLM are required to compensate the investor for delays in grievance redressal from the date on which the grievance was received until the actual date of unblock.

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

FILING OF RED HERRING PROSPECTUS/ RED HERRING PROSPECTUS/ PROSPECTUS WITH BOARD AND THE REGISTRAR OF COMPANIES

Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring Prospectus shall be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in> and pursuant to Regulation 246(2), the Board shall not be issuing observation.

Further, in accordance with Regulation 246(1) a copy of the Red Herring Prospectus along with the other documents, shall also be filed with the RoC, Pune under Section 32 of the Companies Act, 2013 and a copy of the Prospectus to be filed under Section 26 of the Companies Act will be delivered for registration to the RoC at its office and through the electronic portal at <https://www.mca.gov.in/mcafoportal/login.do>

DESIGNATED INTERMEDIARIES

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 Issue using the stock brokers 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) 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 Issue 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) 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 SKI Capital Services Limited is the sole Book Running Lead Manager (BRLM) to the Issue and all the responsibilities relating to coordination and other activities in relation to the Issue 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 opinions:

1. Our Company has received written consent dated September 13, 2024 from Peer Reviewed Auditor namely, **NKSC & Co., Chartered Accountants**, to include its name as an expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated September 11, 2024 on our restated financial information; and (ii) its report dated September 12, 2024 on the statement of Special Tax Benefits in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.
2. Our Company has received a written consent dated September 9, 2024 from **Vakalat India, Advocates**, having registration number F/1564/1093/2011 (WB) to include their name as an expert as defined under Section 2(38) of the Companies Act, 2013, read Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Red Herring Prospectus as an "expert", to the extent and in its capacity as an advisor on the Legal Litigations being subsisting by the Company, against the Company, by the Promoters, against the Promoters, by the Directors and against the Directors of the Company.
3. Our Company has received a written consent dated September 13, 2024 from **Manthan Negandhi & Co., Company Secretaries**, having registration number S2018MH640600 to include their name as an expert as defined under Section 2(38) of the Companies Act, 2013, read Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Red Herring Prospectus as an "expert", to the extent and in its capacity as an advisor on the ROC and Secretarial Search Report Dated September 13, 2024.

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 a monitoring agency is not mandatory if the Issue size is up to ₹ 10,000 Lakh. Since the Issue size is below ₹ 10,000 Lakh, our Company has not appointed any monitoring agency for this

Issue. However, as per section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

BOOK BUILDING PROCESS

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in all editions of the English national newspaper Financial Express, all editions of Hindi national newspaper Jansatta and Marathi newspaper Loksatta where the registered office of the company is situated, each with wide circulation at least two working days prior to the Bid/Issue Opening date. The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/Issue Closing Date.

Principal parties involved in the Book Building Process are-

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

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

The Issue is being made through the Book Building Process wherein 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the BRLM allocate upto 60% of the QIB portion to Anchor Investors on a discretionary basis in accordance with SEBI (ICDR) Regulation ("The Anchor Investor Portion"), out of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price.

Further, not less than 15 % of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Issue shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price.

All potential Bidders, except Anchor Investors, are required to use the ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange. Allocation to Anchor Investors will be on a discretionary basis.

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

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

category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange. However, under – subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regard, specific attention is invited to the section titled “**Issue Procedure**” beginning on page 203 of the Red Herring Prospectus.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

For further details on the method and procedure for Bidding, please see section titled “**Issue Procedure**” on page 203 of this Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investor

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Company in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled “**Issue Procedure**” on page 203 of this Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Red Herring Prospectus and in the Bid cum Application Form;

Bid/Issue Program:

Event	Indicative Dates
Bid/Issue Opening Date*	Wednesday, September 25, 2024
Bid/Issue Closing Date**	Friday, September 27, 2024

Finalization of Basis of Allotment with the Designated Stock Exchange	Monday, September 30, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	Tuesday, October 1, 2024
Credit of Equity Shares to Demat accounts of Allottees	Tuesday, October 1, 2024
Commencement of trading of the Equity Shares on the Stock Exchange	Thursday, October 3, 2024

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

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

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

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

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

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid/ Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

UNDERWRITING AGREEMENT

Our Company and BRLM to the issue hereby confirm that the Issue is 100% Underwritten. The Underwriting agreement is dated August 27, 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 (₹ In Lakh)	% of the Total Issue Underwritten	Size
SKI CAPITAL SERVICES LIMITED	43,77,600	[●]	100%	

SEBI Registration No.: INM000012768 Address: 718, Dr Joshi Road, Karol Bagh, New Delhi- 110005 Telephone No.: +91-011-41189899 / +91 78400-22233 Email: telipo@skicapital.net Website: https://www.skicapital.net/ Contact Person Name: Mr. Ghanisht Nagpal			
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In the opinion of our Board of Directors of the Company, the resources of the abovementioned Underwriter is 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.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, 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 Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one (1) day of receipt of such notification. Our Company shall also promptly inform NSE EMERGE on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from NSE EMERGE, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER

Our Company and the BRLM have entered into a tripartite agreement dated August 27, 2024 with SKI Capital Services Limited and Acme Capital Market Limited the Market Makers for this Issue, duly registered with NSE EMERGE to fulfil the obligations of Market Making:

Name:	SKI CAPITAL SERVICES LIMITED
SEBI Registration No.:	INM000012768
Address:	718, Dr Joshi Road, Karol Bagh, New Delhi- 110005
Telephone No.:	+91-011-41189899
Website:	https://www.skicapital.net/
Email ID:	telipo@skicapital.net
Contact Person:	Mr. Manick Wadhwa

Name:	ACME CAPITAL MARKET LIMITED
SEBI Registration No.:	INZ000311839
Address:	208-09, 215, 2nd Floor, Ocean Complex, P Block, Sector-18, Noida – 201301, Uttar Pradesh
Telephone No.:	+91-9310059297
Website:	www.acmegroup.global
Email ID:	nishant.ghosh@acmegroup.global
Contact Person:	Mr. Nishant Kumar Ghosh

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(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. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of market maker in our Company reaches to 25%. Or upper limit (Including the 5% of Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% equity shares would not be taken into consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
3. 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 National Stock Exchange of India Limited and SEBI from time to time.
4. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and NSE Emerge from time to time.
5. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
6. 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.
7. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
8. 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
9. On the first day of the listing, there will be a pre-opening session (call auction) and thereafter 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.
10. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
11. The shares of the company will be traded in a continuous trading session from the time and day the company gets listed on NSE Emerge and Market Maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
12. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
The Market Maker(s) shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s). In case of termination of the abovementioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the BRLM 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 BRLM reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.
13. Risk containment measures and monitoring for Market Makers: Emerge Platform of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value- At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
14. Punitive Action in case of default by Market Maker: Emerge Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non- compliances. Penalties / fines may be imposed by the Exchange on the Market Makers, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties/ fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker(s) in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Makers from time to time.
15. 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 Issue price.

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

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

The Market 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/Designated Stock Exchange from time to time.

CAPITAL STRUCTURE

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

S.No	Particulars	Amount (₹ in Lakhs)	
		Aggregate nominal value	Aggregate value at Issue Price
A.	Authorised Share Capital		
	2,00,00,000 Equity Shares of ₹ 10/- each	2000.00	[●]
B.	Issued, Subscribed and Paid-Up Share Capital before the Issue		
	1,21,43,325 Equity Shares of ₹ 10/- each	121.43	[●]
C.	Present Issue in terms of the Red Herring Prospectus		
	Issue of up to 43,77,600 Equity Shares of Face Value ₹ 10/- each at a Price of ₹ [●]/-per Equity Share	Up to [●]	[●]
D.	Issued, Subscribed and Paid-up Share Capital after the Issue [●] Equity Shares of ₹ 10/- each		[●]
E.	Securities Premium Account		
	Before the Issue	270.94	
	After the Issue		[●]

CLASS OF SHARES

Our Company has only one class of share capital i.e. Equity Shares of the Face Value of ₹10/- each only. All Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Red Herring Prospectus.

NOTES TO THE CAPITAL STRUCTURE

1. Details of increase in Authorised Share Capital:

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

S.No.	Details of Increase in Authorized Share Capital	Effective Date
1.	Increase in authorized capital from ₹ 1,00,000/- to ₹ 1,00,00,000/-	22-07-2019
2.	Increase in authorized capital from ₹ 1,00,00,000/- to ₹ 3,00,00,000/-	13-09-2021
3.	Increase in authorized capital from ₹ 3,00,00,000/- to ₹ 15,00,00,000/-	29-09-2021
4.	Increase in authorized capital from INR 15,00,00,000/- to INR 20,00,00,000/-	26-03-2024

2. Details of the Alteration to Capital Structure till Date

Date of Allotment	No. of Equity Shares or CCPS allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment
03-10-2018	10,000	10/-	10/-	Cash	Initial Capital
20-11-2019	9,90,000	10/-	10/-	Non-Cash	Conversion of Loan to Equity
27-09-2021	8,06,400	10/-	23/-	Non-Cash	Conversion of Loan to Equity

12-10-2021	4347	10/-	23/-	Cash	Private Placement
12-10-2021	11,99,000	100/-	100/-	Cash	Private Placement of CCPS
24-01-2024	3,19,275	10/-	294.80/-	Cash	Private Placement
29-01-2024	2,98,643	10/-	294.80/-	Non-Cash	Conversion of CCPS to Equity
27-02-2024	97,14,660	10/-	10/-	Non-Cash	Bonus*

*Allotment on Bonus Issue (Ratio:4:1) of 97,14,660 Equity shares to the following Shareholder on 27-02-2024

Sequence of Events pertaining to Share Capital of the Company: -

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

S. No.	Name of the Subscribers	Number of shares allotted	(%) out of total allotment
1.	Mr. Sunil Genba Ghare	500	5
2.	Mr. Sarang Vishnu Kulkarni	4500	45
3.	Mr. Meet Nimesh Desai	5000	50
	Total	10,000	100

2. Allotment on Conversion of Loan to Equity Shares of 9,90,000 equity shares to the following Shareholders on 20-11-2019:

S. No	Name of the Allottee	Number of shares allotted	(%) out of total allotment
1.	Mr. Sarang Vishnu Kulkarni	2,95,000	29.80
2.	Mr. Meet Nimesh Desai	2,95,000	29.80
3.	Mr. Nimesh Rameshchandra Desai	4,00,000	40.40

3. Allotment on Conversion of Loan to Equity Shares of 8,06,400 equity shares to the following Shareholders on 27-09-2021:

S. No	Name of the Allottee	Number of shares allotted	(%) out of total allotment
1.	Mr. Nimesh Rameshchandra Desai	4,93,080	61.14
2.	Mr. Sarang Vishnu Kulkarni	1,56,660	19.43
3.	Mr. Meet Nimesh Desai	1,56,660	19.43

4. Allotment on Private Placement basis of 4347 Equity shares and 11,99,000 CCPS to the following Shareholder on 12-10-2021:

S. No	Name of the Allottee	Number of shares allotted	(%) out of total allotment
1.	Maharashtra Defence and Aerospace Venture Fund	4347 (Equity)	100
2.	Maharashtra Defence and Aerospace Venture Fund	11,99,000 (CCPS)	100

5. Allotment on Private Placement basis of 319275 Equity shares to the following Shareholder on 24-01-2024:-

S. No	Name of the Allottee	Number of shares allotted	(%) out of total allotment
1.	Raman Talwar	1,83,590	57.50
2.	Vishal Mahesh Waghela	1,35,685	42.50

6. Allotment on Conversion of Preference shares to Equity basis of 2,98,643 Equity shares to the following Shareholder on 29-01-2024:

S. No	Name of the Allottee	Number of shares allotted	(%) out of total allotment
1.	Maharashtra Defence and Aerospace Venture Fund	2,98,643	100

7. Allotment on Bonus Issue of 97,14,660 Equity shares to the following Shareholder on 27-02-2024:

S. No	Name of the Allottee	Number of shares allotted	(%) out of total allotment
1	Nimesh Rameshchandra Desai	3700488	38.09
2	Meet Nimesh Desai	1883180	19.38
3	Sheetal Dugar	1245072	12.82
4	Jeet Nimesh Desai	4	Negligible
5	Kalpana Nimesh Desai	4	Negligible
6	Priyanka Meet Desai	4	Negligible
7	Manish Gupta	193324	1.99
8	Maharashtra Defence And Aerospace Venture Fund	1211960	12.48
9	Raman Talwar	734360	7.56
10	Vishal Mahesh Waghela	542740	5.59
11	Compact Structure Fund	203524	2.10

Shareholding of the Promoters of our Company

As on the date of this Red Herring Prospectus, our Promoters – Nimesh Rameshchandra Desai, Meet Nimesh Desai and Kalpana Nimesh Desai hold total 69,79,590 Equity Shares representing 57.48% of the pre-issue paid up share capital of our Company.

Details of build-up of shareholding of the Promoters

A. Nimesh Rameshchandra Desai

Date of Allotment /Acquisition /transaction and when made fully paid up	Nature (allotment/transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	% of pre issue capital of Cumulative Shares
12-07-2019	Transfer	500	10	10	Cash	5%
20-11-2019	Allotment	400000	10	10	Other than cash	40.00%
23-12-2019	Transfer	-500	10	10	Cash	40.00%
27-09-2021	Allotment	493080	10	23	Other than cash	49.00%
01-12-2022	Transfer	-181095	10	31	Cash	39.32%
20-03-2023	Transfer	-1	10	31	Cash	39.32%
20-03-2023	Transfer	-1	10	31	Cash	39.32%

20-03-2023	Transfer	-1	10	31	Cash	39.32%
20-03-2023	Transfer	-1	10	31	Cash	39.32%
28-06-2023	Transfer	261471	10	29	Cash	53.76%
22-02-2024	Transfer	-48330	10	70	Cash	38.09%
27-02-2024	Allotment	3700488	10	10	Bonus issue	38.09%

B. Meet Nimesh Desai

Date of Allotment /Acquisition /transaction and when made fully paid up	Nature (allotment/transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	% of pre issue capital of Cumulative Shares
Incorporation	Allotment	5000	10	10	Cash	50%
20-11-2019	Allotment	295000	10	10	Other than cash	30.00%
27-09-2021	Allotment	156660	10	23	Other than cash	25.00%
01-12-2022	Transfer	-90527	10	31	Cash	20.22%
28-06-2023	Transfer	104662	10	29	Cash	26.00%
27-02-2024	Allotment	1883180	10	10	Bonus issue	19.38%

C. Kalpana Nimesh Desai

Date of Allotment /Acquisition /transaction and when made fully paid up	Nature (allotment/transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	% of pre issue capital of Cumulative Shares
20-03-2023	Transfer	1	10	41	Cash	Negligible
27-02-2024	Allotment	4	10	10	Bonus Issue	Negligible

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. None of the Equity Shares held by our Promoters are under pledged

3. Our shareholding pattern

Category Code	Category of Shareholder	No of Share holder	No. of Fully paid-up Equity Shares Held	No. of Partly Paid-up Shares Held	No. of Underlying Depository Receipts	Total No of Shares Held	Shareholding as a % of total no. of shares (calculated as per SCRA, 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 % of diluted share capital) As a % of (A+B+C2)	No. of locked-in shares		No. of shares held or otherwise encumbered	Number of shares held in dematerialized form
I	II	III	IV	V	VI	VII=IV+V+VI	IX	IX		X	XI=VII+X	XII		XIII	XIV
(A)	Promoters & promoter Group	5	69,79,600	-	-	69,79,600	57.48%	69,79,600	57.48%	-	-	-	-	-	69,79,600
(B)	Public	12	51,63,725	-	-	51,63,725	42.52%	51,63,725	42.52%	-	-	-	-	-	51,63,725
I	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	17	1,21,43,325			1,21,43,325	100%								1,21,43,325

Note:

In terms of SEBI circular bearing No. CIR/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing No. SEBI/CIR/ISD/05/2011, dated September 30, 2011, the Equity Shares held by the Promoters/Promoter Group Companies and 50% of the Equity Shares held by the public shareholders, shall be dematerialized.

PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, 2015, one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of NSE Emerge before commencement of trading of such Equity Shares.

4. As on the date of this Red Herring Prospectus, there are no partly paid-up shares/outstanding convertible securities/warrants in our Company.

5. Following are the details of the holding of securities of persons belonging to the category “Promoters and Promoter Group” before and after the Issue:

S. N.	Name of shareholder	Pre-Issue	
		No. of Equity Shares	As a % of Issued Capital
Promoters			
1	Nimesh Rameshchandra Desai	4625610	38.09
2	Meet Nimesh Desai	2353975	19.38
3	Kalpana Nimesh Desai	5	Negligible
Total -A		6979590	57.47
Promoter Group (B):			
1	Jeet Nimesh Desai	5	Negligible
2	Priyanka Meet Desai	5	Negligible
Total-B		10	Negligible
Grand Total (A+B)		69,79,600	57.48

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

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
Nimesh Rameshchandra Desai	46,25,610	4.46
Meet Nimesh Desai	23,53,975	3.71
Kalpana Nimesh Desai	5	8.2

7. Details of Major Shareholders:

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

S. N.	Name of Shareholders	No. of Equity Shares Held	% of Paid-up Capital **
1	Nimesh Rameshchandra Desai	46,25,610	38.09
2	Meet Nimesh Desai	23,53,975	19.38
3	Sheetal Dugar	14,20,657	11.70
4	Manish Gupta	241655	1.99
5	Maharashtra Defence And Aerospace Venture Fund	1514950	12.48
6	Raman Talwar	917950	7.56
7	Vishal Mahesh Waghela	678425	5.59
8	Compact Structure Fund	254405	2.10

(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 Red Herring Prospectus:

S. N.	Name of Shareholders	No. of Equity Shares Held	% of Paid-up Capital **
1	Nimesh Rameshchandra Desai	46,25,610	38.09
2	Meet Nimesh Desai	23,53,975	19.38
3	Sheetal Dugar	14,20,657	11.70
4	Manish Gupta	241655	1.99
5	Maharashtra Defence And Aerospace Venture Fund	1514950	12.48
6	Raman Talwar	917950	7.56
7	Vishal Mahesh Waghela	678425	5.59
8	Compact Structure Fund	254405	2.10

(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 Red Herring Prospectus:

S. N.	Name of Shareholders	No. of Equity Shares Held	% of Paid-up Capital **
1	Nimesh Rameshchandra Desai	7,11,981	39.32
2	Meet Nimesh Desai	3,66,133	20.22
3	Sarang Vishnu Kulkarni	3,66,133	20.22
4	Sheetal Dugar	3,62,149	20.00

(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 Red Herring Prospectus:

S. N.	Name of Shareholders	No. of Equity Shares Held	% of Paid-up Capital **
1	Nimesh Rameshchandra Desai	893080	49.32
2	Meet Nimesh Desai	456660	25.22
3	Sarang Vishnu Kulkarni	456660	25.22

** the % has been calculated based on existing Paid up Capital of the Company for each period.

8. Our Company has not issued any Equity Shares during a period of one year preceding the date of this Red Herring Prospectus at a price lower than the Issue Price, except as disclosed in this Red Herring Prospectus.
9. 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 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.
10. We have Seventeen (17) shareholders as on the date of filing of this Red Herring Prospectus.
11. As on the date of this Red Herring Prospectus, our Promoters and Promoters' Group hold a total 69,79,600 Equity Shares representing 57.48% of the pre-issue paid up share capital of our Company.
12. 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 Red Herring Prospectus.

13. 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, during the six months immediately preceding the date of filing this Red Herring Prospectus.

14. Details of Promoters's Contribution locked in for 3 years:

As per Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018, an aggregate of 20% of the post-Issue Capital shall be considered as Promoters's Contribution.

Our Promoters has 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 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 Issue, 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 three years from the date of Allotment in the Issue are given below:

Name of Promoters	Date of Transaction and when made fully paid-up	Nature Of Transaction	No. Of Equity Shares	Face Value (₹)	Issue/Acquisition Price per Equity Share (₹)	Percentage of post-Issue paid-up capital (%)	Lock in Period
Nimesh Rameshchandra Desai	27-02-2024	Bonus Issue	33,04,185	10	nil	20%	3 Years
Total						20.00%	

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.

Eligibility of Share for "Minimum Promoters Contribution in terms of clauses of Regulation 237(1) of SEBI (ICDR) Regulations, 2018

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoters' Contribution
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237(1)(a)(i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The minimum Promoters' contribution does not consist of such Equity Shares. <u>Hence Eligible</u>
237(1)(a)(ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum Promoters' contribution	The minimum Promoters' contribution does not consist of such Equity Shares. <u>Hence Eligible</u>
237(1)(b)	Specified securities acquired by Promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer	The minimum Promoters' contribution does not consist of such Equity Shares. <u>Hence Eligible.</u>
237 (1) (c)	Specified securities allotted to Promoters 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, where the partners of the erstwhile partnership firms are the Promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to Promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	The minimum Promoters' contribution does not consist of such Equity Shares. <u>Hence Eligible.</u>
237 (1) (d)	Specified securities pledged with any creditor	The minimum Promoters' contribution does not consist of such Equity Shares. <u>Hence Eligible.</u>

Details of Promoters' 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 balance of Promoters' pre-Issue Equity Share capital of our Company, shall be locked in for a period of one year from the date of Allotment in the Public Issue. Further, such lock-in of the Equity Shares would be created as per the bye laws of the Depositories.

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.

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.

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 Promoters 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.
15. Our Company, our Promoters, our Directors and the BRLM to this Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.
16. Our Company has not issued shares for consideration other than cash or out of revaluation of reserves, including Bonus Shares, at any point of time since Incorporation, except as follows:

Date of Allotment	No. of Equity Shares or CCPS allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment
20-11-2019	9,90,000	10/-	10/-	Non-Cash	Conversion of Loan to Equity
27-09-2021	8,06,400	10/-	23/-	Non-Cash	Conversion of Loan to Equity
29-01-2024	2,98,643	10/-	294.80/-	Non-Cash	Conversion of CCPS to Equity
27-02-2024	97,14,660	10/-	10/-	Non-Cash	Bonus

17. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.
18. Our Company has not re-valued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
19. Our Company has the following Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees:

Feature	Description
Applicability	Eligible Employees of Techera Engineering India Limited, both in India and abroad.
Effective Date	07th October 2021.
Administration	Administered by the Board, with discretion on eligibility based on contribution, performance, and value addition to the Company.
Quantum of Options	Maximum total number of shares under ESOP: 200,711 Equity Shares.
Grant Procedure	Board may grant options at any time, with an Eligible Employee required to accept within 15 days from the Date of Grant.
Vesting of Options	Minimum of one year from the Date of Grant; specific vesting schedule detailed in the Letter of Grant.
Exercise Period and Price	Commences from the Date of Vesting and expires 5 years thereafter; Exercise Price to be determined by the Board.
Cessation of Employment	Consequences vary by scenario: immediate lapse for termination for cause, or opportunities for exercise within 45 days for other separations.
Transferability	Options are not transferable, except as allowed by law (e.g., wills or laws of descent).

Shareholder Rights	Upon exercise, participants receive regular shareholder benefits like dividends and rights to bonus shares.
Nomination	Option Grantees may appoint nominees to exercise options in specific scenarios.
Tax Liability	Liability for taxes arising from the options or shares lies with the Eligible Employees.
Amendments	The Board may amend, alter, or terminate the ESOP Policy or any grant at its discretion.

We have not issued any options under the aforementioned ESOP scheme. 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.

20. There are no safety net arrangements for this public Issue.
21. As on the date of filing of this Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
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 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. All the Equity Shares of our Company are fully paid up as on the date of this Red Herring Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be allotted fully paid-up equity shares.
24. As per RBI regulations, OCBs are not allowed to participate in this Issue.
25. There is no Buyback, stand by, or similar arrangement by our Company / Promoters / Directors / BRLM for purchase of Equity Shares issued / offered through this Red Herring Prospectus.
26. As on the date of this 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.
27. 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.
28. 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 BRLM and NSE.
29. The Issue is being made through Book Building Method.
30. BRLM to the Issue viz. SKI Capital Services Limited and its associates do not hold any Equity Shares of our Company.
31. Our Company has not raised any bridge loan against the proceeds of this Issue.
32. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
33. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
34. An Applicant cannot make an application for more than the number of Equity Shares being Issued through this Red Herring Prospectus, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
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 Issue.
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 Red Herring Prospectus and the Issue 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 periods ended 31st March 2024, 31st March 2023 and 31st March 2022, please refer to annexure titled —Related Party Transaction in the chapter titled “Restated Financial Information” beginning on page number 162 of this Red Herring Prospectus.
40. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled “Our Management” beginning on page number 143 of this Red Herring Prospectus.

SECTION V- PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

Our Company proposes to utilize the funds which are being raised towards funding the following objects and achieve the benefits of listing on the NSE EMERGE Platform.

THE OBJECTS OF THE ISSUE ARE: -

1. Funding capital expenditure for the purchase of new machinery;
2. Funding working capital requirements of the Company;
3. Prepayment or repayment of a portion of certain outstanding borrowings availed by our Company;
4. General corporate purposes; and
5. To meet the Issue expenses.

(Collectively referred to as the "Objects")

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution.

Fund Requirements:

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

Particulars	Amount (₹ In Lakh)
Gross Issue Proceeds*	[●]
Less: Issue Expenses	[●]
Net Issue Proceeds	[●]

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

Fund Utilisation:

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

S. No.	Particulars	Amount (₹ In Lakh)	% of Net Proceeds
1	Funding capital expenditure for the purchase of new machinery	2000.00	[●]
2	Funding working capital requirements of the Company	600.00	[●]
3	Prepayment or repayment of a portion of certain outstanding borrowings availed by our Company	500.00	[●]
4	General Corporate Purposes	[●]	[●]
Net Issue Proceeds		[●]	100.00%

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 the light of changes in external circumstances or costs or other financial conditions and other external factors.

IN CASE OF ANY INCREASE IN THE ACTUAL UTILIZATION OF FUNDS EARMARKED FOR THE OBJECTS, SUCH ADDITIONAL FUNDS FOR A PARTICULAR ACTIVITY WILL BE MET BY WAY OF MEANS AVAILABLE TO OUR COMPANY, INCLUDING FROM INTERNAL ACCRUALS. IF THE ACTUAL UTILIZATION TOWARDS ANY OF THE OBJECTS IS LOWER THAN THE PROPOSED DEPLOYMENT SUCH BALANCE WILL BE USED FOR FUTURE GROWTH OPPORTUNITIES INCLUDING FUNDING EXISTING OBJECTS, IF REQUIRED. IN CASE OF DELAYS IN RAISING FUNDS FROM THE ISSUE, OUR COMPANY MAY DEPLOY CERTAIN AMOUNTS TOWARDS ANY OF THE ABOVE-MENTIONED OBJECTS THROUGH A COMBINATION OF INTERNAL ACCRUALS OR UNSECURED LOANS (BRIDGE FINANCING) AND IN SUCH CASE THE FUNDS RAISED SHALL BE UTILIZED TOWARDS REPAYMENT OF SUCH UNSECURED LOANS OR RECOUPING OF INTERNAL ACCRUALS. HOWEVER, WE CONFIRM THAT NO BRIDGE FINANCING HAS BEEN AVAILED AS ON DATE, WHICH IS SUBJECT TO BEING REPAID FROM THE ISSUE PROCEEDS. WE FURTHER CONFIRM THAT NO PART OF PROCEED OF THE ISSUE SHALL BE UTILISED FOR REPAYMENT OF ANY PART OF UNSECURED LOAN OUTSTANDING AS ON DATE OF RED HERRING PROSPECTUS.

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

For further details on the risks involved in our business plans and executing our business strategies, please see “*Risk Factors*” beginning on page 17 of the Red Herring Prospectus.

DETAILS OF UTILIZATION OF ISSUE PROCEEDS

1. Funding capital expenditure for the purchase of new machinery

Our Company proposed to purchase additional machinery to increase our capacity and increase our capability to design and manufacture more products. The total estimated cost of the total expenditure is ₹ 2013.44 Lakhs, and we propose to utilize ₹ 2000.00 Lakhs per from the Net Proceeds from the issue. The intended use of the Net Proceeds, for the proposed expenditure, as described herein are based on our current business plan, internal management estimates, current and valid quotations from suppliers / vendors, and other commercial and technical factors. However, such estimated cost and related fund requirements have not been appraised by any bank or financial institution.

Funding capital expenditure for the purchase of new machinery

Break-up of the estimated costs: The detailed list of plant & machinery to be acquired by our Company is provided below:

(In ₹ lakhs)

S.No	Description & Purpose	Unit	Cost per Unit	Taxes and Other Cost	Total costs	Amount to be utilized from the net proceeds*	Quotation received from	Date of quotation & reference no.

1	Hartford Make 5-Axis Machinery Center Purpose: The term “5-axis” refers to the number of directions in which the cutting tool can move. Used in aerospace industry for precision	1	638.47	191.54	830.02	816.57	Electronica Hitech Machines Tools Private Limited	15.01.2024 ; Quotation No:PUNE/Hartford/5-axis/YP/23-24/0300
2	3-D Coordinate Measuring Machine “Mega” Purpose: Used for aviation components and critical parts in other industries to ensure precision and correctness.	1	182.50	36.50	219.00	219.00	Accurate Sales & Services Private Limited	13.02.2024 ; Quotation no:AGIPL/2324/047/153512
3	320 KVA Mahindra Make D. G. Set. Purpose: This generator serves as a backup power source in case of power disconnection.	1	23.71	4.27	27.98	27.98	Auto Power Gen. Systems Private Limited	13.02.2024 ; Quotation No: AP/DGQ/2000/23-24
4	CNC Vertical Machining Center Model: LV 5 Purpose: This machine has a place to keep different tools, and it can change them by itself while working. This helps it make different parts accurately and quickly. Used in aviation industry.	2	62.74	18.82	163.11	163.11	Auto Tech Machines tools Sales and Services	11.11.2023 ; Quotation No:ATP/QUT/MM/090/2023-24

5	<p>CNC Vertical Machining Center Model: LV 117</p> <p>Purpose: This machine has a place to keep different tools, and it can change them by itself while working. This helps it make different parts accurately and quickly. Used in aviation industry.</p>	2	76.72	23.02	199.48	199.48	Auto Tech Machines tools Sales and Services	11.11.2023 ; Quotation No:ATP/QUT/MM/087/2023-24
6	<p>CNC Vertical Machining Center Model: LV 137</p> <p>Purpose: This machine has a place to keep different tools, and it can change them by itself while working. This helps it make different parts accurately and quickly. Used in the aviation industry.</p>	1	81.03	24.31	105.34	105.34	Auto Tech Machines tools Sales and Services	11.11.2023 ; Quotation No: ATP/QUT/MM/088/2023-24
7	<p>CNC Vertical Machining Center Model: LV 159</p> <p>Purpose: This machine has a place to keep different tools, and it can change them by itself while working. This helps it make different parts accurately and quickly. Used in the aviation industry.</p>	1	106.10	31.83	137.94	137.94	Auto Tech Machines tools Sales and Services	11.11.2023 ; Quotation No: ATP/QUT/MM/089/2023-24

8	Solar PV Rooftop Power System Purpose: This generates electricity and provides sustainable and cost-effective energy solutions for our operations.	1	87.00	12.01	99.01	99.01	Accurate Powertech India Private Limited	13.02.2024 , Quotation No: ASP/SOLAR/PROJ/22-23/QTN/1287
9	Industrial Grade 150kva Online UPS Purpose: Protects machineries from breakdowns caused by electricity fluctuations.	1	28.91	6.35	35.26	35.26	TechnoVision Energy Private Limited	13.02.2024 , Quote No. -TEPL-QTN-23-24-1952
10	Industrial Grade 300kva Online UPS Purpose: Protects machineries from breakdowns caused by electricity fluctuations	1	47.72	10.38	58.10	58.10	TechnoVision Energy Private Limited	13.02.2024 , Quote No. -TEPL-QTN-23-24-1954
11	Wire Cut Makino U3 Purpose: Utilized in the aerospace industry for precision cutting of various materials, particularly metals.	1	106.33	31.90	138.23	138.23	Makino	13.02.2024
	Total		1441.23	390.92	2013.44	2000.00		

*Rate inclusive of GST, Import Duty, and Transportation Charges.

**Indian rupee equivalent amount based on exchange rate of 1 USD=₹82.765, 1 SGD =₹62.1805 as of March 11, 2024 available at www.oanda.com.

Notes:

- **CONTINGENCY OF 30% HAS BEEN ADDED TO EACH QUOTATION AMOUNT TO ACCOUNT FOR ADDITIONAL EXPENSES TOWARDS, GST, IMPORT DUTY AND TRANSPORTATION.**
- Quotation received from the vendor mentioned above is valid as on the date of this Red Herring Prospectus. However, we have not entered into any definitive agreements with any of the vendors and there can be no assurance that the same vendor would be engaged to eventually supply the Plant & Machinery or at the same costs. If there is any increase in the costs, the additional costs shall be paid by our Company from its internal accruals see “Risk Factor– **“If there are delays in the possible time or cost overruns related to the purchase of machinery and equipment are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth”**” on page 17 of this Red Herring Prospectus.
- The Plant & machinery models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/addition/deletion/including purchase of second hand machinery) at the time of actual placement of the order. In such a case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other machinery, equipment or utilities, as required. Furthermore, if any surplus from the proceeds remains after meeting the total cost of machinery, equipment and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to a limit of 25% of the amount raised by our Company through this Issue.
- The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequently, there could be a possible escalation in the cost of machinery proposed to be acquired by us at the actual time of purchase, resulting in an increase in the estimated cost. Further, cost will be escalated on account of freight expenses, installation charges, packaging & forwarding, exchange rate fluctuations, custom duty etc. Such cost escalation would be met out of our internal accruals.
- Some of the plant & machinery shall be imported from abroad, payment of which will be made by our Company in Indian Rupee.
- Our Promoter, Directors and Key Managerial Personnel do not have any interest in the entities from whom we have obtained quotation in relation to such activities.

2. Funding working capital requirements of the Company

Our business is working capital intensive, and we fund a majority of our working capital requirements in the ordinary course of business from banks, and through our internal accruals. Our Company requires additional working capital for funding its incremental working capital requirements in the Financial Years ended March 31, 2025. The funding of the incremental working capital requirements of our Company will help lead to a consequent increase in our profitability and in achieving the proposed targets as per our business plan. We intend to utilise ₹ 600.00 Lakhs from the Net Proceeds to fund working capital requirements of our Company in the Financial Years ended March 31, 2025. Further, to support our Manufacturing Facilities, our Company would require funding for its working capital requirements in the financial year 2025.

a) Basis of estimation of working capital requirement

The details of our Company’s working capital as of March 31, 2021, March 31, 2022, March 31, 2023 and for the period ended March 31, 2024, derived from and the source of funding, on the basis of Restated Financial Statements, are set out in the table below:

(₹ in Lakhs)

Particulars	31-03-2022	31-03-2023	31-12-2024
	Restated Audited	Restated Audited	Restated Audited
Current Assets			
Trade Receivables	234.99	1,928.30	1741.89
Inventories	209.32	355.97	210.03
Cash and bank balances	451.55	262.06	221.39
Other financial assets and current assets	128.97	212.63	211.79
Other Current Assets	1.67	4.27	19.02
Total Current Assets (A)	1026.5	2763.23	2404.12

Current Liabilities			
Short-term Borrowings	321.98	845.67	876.14
Trade payables	179.79	1,097.79	366.89
Other current liabilities	61.24	298.51	236.32
Short-term Provisions	0.04	0.06	51.75
Total Current Liabilities (B)	563.05	2242.03	1531.1
Net Working Capital Requirements (A-B)	463.45	521.2	873.02
Source of Funds			
Borrowings	321.98	845.67	876.14
Internal accruals/ Net worth	141.47	-324.47	-3.12

b) Future Working Capital

We propose to utilize ₹ 600.00 Lakhs of the Net Proceeds in the Financial Year ended March 31, 2025, towards our Company's working capital requirements. The balance portion of working capital requirement of our Company shall be met through internal accruals and borrowings. On the basis of our existing working capital requirements, management estimates and estimated working capital requirements, the proposed funding of such working capital requirements is set forth below:

(₹ in Lakhs)

Particulars	31-03-2025
	Projected
Current Assets	
Trade Receivables	2600.95
Inventories	461.99
Cash and bank balances	869.61
Other financial assets and current assets	475.88
Other current assets	13.91
Total Current Assets (A)	4422.34
Current Liabilities	
Short-term Borrowings	1333.61
Trade payables	461.99
Other current liabilities	669.53
Short-term Provisions	4.22
Total Current Liabilities (B)	2469.35
Net Working Capital Requirements (A-B)	1952.99
Source of Funds	
Net Proceeds from the IPO	600.00
Working Capital Borrowings	1352.99
Internal Accruals/ Net Worth	

Funding working capital requirements of the Company

Working Capital Fluctuations Over Fiscal Years

Fiscal 2023 Compared to Fiscal 2022

In fiscal 2023, the working capital gap increased to Rs 521.20 lakhs from Rs 463.45 lakhs in fiscal 2022. The following factors contributed to this change:

- Revenue increased significantly by Rs 1925.64 lakhs. Despite this growth, the rise in trade receivables of Rs 1693.31 lakhs indicates continued extended credit terms with our customers.
- Inventories increased from Rs 209.32 lakhs in fiscal 2022 to Rs 355.97 lakhs in fiscal 2023, a rise of Rs 146.65 lakhs. This increase reflects higher levels of work-in-progress (WIP) inventories, suggesting increased production activities.
- In fiscal 2023, our trade payables significantly increased from Rs 179.79 lakhs in 2022 to Rs 1097.79 lakhs. This increase is due to following reasons:
- Cash Flow Management: We delayed payments to our suppliers to keep more cash available for other business needs.
- Higher Purchases: We bought more materials and services to handle new work orders, which increased our overall spending. These work orders were received for the first time and went through a trial and balance phase, requiring additional initial purchases to refine processes and ensure quality.

Fiscal 2023 Compared to Fiscal 2024

For fiscal year 2024, the working capital gap widened significantly to Rs 873.02 lakhs, up from Rs 521.20 lakhs in fiscal 2023, despite improvements in several key components. The primary reason for this widening is the imbalance between faster payments to suppliers and the relatively slower reduction in receivables and inventory.

- Despite a 46.58% increase in revenue in fiscal 2024 compared to fiscal 2023, trade receivables decreased by ₹186.41 lakhs, reflecting faster payments from customers and improved collections. Additionally, inventories fell by ₹145.94 lakhs, indicating enhanced efficiency. However, these reductions were not enough to fully offset the overall increase in the working capital gap.
- The primary driver behind the widened gap was the significant reduction in trade payables by ₹730.90 lakhs. Despite increased purchasing activity, the accelerated payments to suppliers led to a greater cash outflow, thereby increasing the overall working capital requirement.

The major reasons behind the increase in the working capital requirements of the company in the forecasted years

1.Expansion in Business Activities

Our business is expanding rapidly as we secure more work orders, leading to a significant increase in working capital requirements. Unlike some other industries, our customers don't pay us in advance. This means we need to have enough money on hand to buy supplies and pay our workers.

To keep up with the new orders, we need to buy raw materials and components right away. Suppliers usually want to be paid promptly. Additionally, our increasing workload requires hiring and retaining skilled workers, which involves recruitment, training, payroll, and compliance costs.

2.Extended Credit terms

Extended credit terms: Our customers do not pay any money in advance, and it usually takes us between 3 to 6 months to complete an order. Once we deliver the order, the payment terms with our customers allow them to pay us within 30 to 60 days. This means there can be a long gap between when we start working on an order and when we receive payment for it.

During this time, we need to cover all the costs of materials, labour, and other expenses without receiving any advance payment. This can put a strain on our finances, as we have to manage our cash flow carefully to ensure we can keep operating smoothly while waiting for customer payments. Therefore, having enough working capital is crucial to bridge this gap and maintain our business operations effectively.

c) Assumptions for our estimated working capital requirements:

The table below sets forth the details of holding levels (with days rounded to the nearest whole number) for the Financial Years ended March 31, 2021, March 31, 2022, March 31, 2023 and for the period ended March 31, 2024 as well as projections for the Financial Year ended March 31, 2024 and March 31, 2025.

Provided below are details of the holding levels (days) for financial years 2024 and 2025:

Particulars	31-03-2022	31-03-2023	31-03-2024	31-03-2025
	Restated Audited	Restated Audited	Restated Audited	Projected
Trade Receivables	119	266	164	175
Inventories	226	99	52	68
Trade Payables	194	304	91	82

Notes:

1. Trade Receivable Holding Days is calculated by dividing Revenue by Trade Receivable and then multiplying the result by the Number of Days.

2. The inventory holding period is calculated by dividing the Cost of Goods Sold (COGS) by the Inventory and then multiplying the result by the Number of Days.

3. The trade payables holding period is calculated by dividing the Cost of Goods Sold (COGS) by the Trade Payables and then multiplying the result by the Number of Days.

Key Justifications for holdings levels:

Trade Receivables	<p>In the recent past three years, we observed significant fluctuations in our trade receivable days.</p> <p>In fiscal year 2022, it took us longer to receive payments from customers, with our trade receivable days at 119. This happened because we were expanding our defense and aerospace segments, which meant dealing with larger and more complex contracts. These contracts led to longer payment terms with our clients. Additionally, we started working with customers who had more relaxed payment schedules to keep our relationships with them strong. All these factors together contributed to the longer trade receivable days in fiscal year 2022.</p> <p>In fiscal year 2023, trade receivable days jumped to 266, indicating significant delays in collecting payments from customers. This increase is due to longer payment terms with clients, delays in payments from large contracts, and a shift to customers with more relaxed payment schedules.</p> <p>In fiscal year 2024, trade receivable days decreased to 164, reflecting an improvement compared to fiscal year 2023. This reduction was driven by our strategic shift towards service and design work, which accounted for a larger share of revenue. Customers in these segments typically have faster payment cycles than those in product or project-based manufacturing, leading to a significant reduction in trade receivable days.</p> <p>However, looking ahead, we project trade receivable days to slightly increase to 175 for fiscal year 2025, reflecting a shift in business mix or anticipated changes in customer payment patterns.</p>
Inventories	<p>Over the past three years, we have observed significant fluctuations in our inventory days.</p> <p>By fiscal year 2022, our inventory days were at 226. This improvement happened because we worked on finishing projects that were delayed and we also worked on growing our defence and aerospace segments, which led to an increased COGS to about 50% of Revenue, compared to just 10% in fiscal 2021. Since inventory days are based on COGS, this increase in COGS helped reduce our inventory days to 226.</p> <p>In fiscal year 2023, inventory days further decreased to 99, showcasing our improved production and inventory management. This reduction reflects our efforts to enhance operational efficiency and implement effective inventory control practices.</p>

	<p>In fiscal year 2024, inventory days decreased even further to 52, marking a significant improvement. This was a result of our continued focus on operational efficiency, along with better demand forecasting and streamlined production workflows.</p> <p>Looking ahead, we project inventory days to stabilize at 68 for the fiscal years 2025. This consistency is indicative of our strategic supply chain management and operational efficiency. Our projections consider anticipated market demand and demonstrate our commitment to maintaining an optimal stock level. This ensures production continuity and meets sales requirements without incurring excessive holding costs. Our strategic approach aims to balance inventory levels, reducing the risk of overstocking while ensuring readiness to fulfil customer orders promptly.</p>
Trade Payables	<p>In the past three fiscal years, we have observed significant fluctuations in our trade payable days.</p> <p>In fiscal year 2022, our trade payable days were 194, primarily due to our focus on expanding the defense and aerospace sectors, which resulted in higher purchases and an increase in COGS to 50% of revenue, compared to just 10% in fiscal 2021. This rise in COGS, along with a decision to pay suppliers more quickly as business conditions improved, contributed to the decrease in trade payable days.</p> <p>In fiscal year 2023, our trade payable days increased slightly to 304. This reflects a temporary extension in payment cycles, which was done to manage our working capital more effectively.</p> <p>In fiscal year 2024, trade payable days significantly decreased to 91, indicating a shift toward faster payments and stronger supplier relationships.</p> <p>Looking ahead, we project trade payable days to stabilize at 82 for fiscal year 2025. This decline and stabilization highlight our ongoing efforts to optimize cash flow while maintaining a balanced approach to supplier payments. Our strategy focuses on ensuring liquidity while fostering good relationships with suppliers, supporting both operational efficiency and financial stability.</p>

As per the Report dated September 17, 2024, issued by our Statutory Auditors, M/s DASK & Associates, Chartered Accountants, have compiled and confirmed the working capital estimates and working capital projections.

3. Prepayment or repayment of a portion of certain outstanding borrowings availed by our Company:

Our Company has entered into financing arrangements for availing certain term loans and working capital loans. For disclosure of our borrowings as at March 31, 2024, see “**Statement of Financial Indebtedness**” beginning on page 164.

We propose to utilise an amount of ₹ 500.00 Lakhs from the Net Proceeds towards repayment or prepayment, in part or full, of certain borrowings listed in the table below of which certain of the borrowings pertains to term loans availed by our Company. The Net Proceeds utilized towards repayment or prepayment of all or a portion of certain outstanding borrowings availed by our Company will not be indirectly routed to our Promoters, our Promoter Group, our Group Companies or our Associates.

We believe that such repayment or prepayment will help reduce our outstanding indebtedness and our debt-equity ratio and enable utilization of our internal accruals for further investment in business growth and expansion in new projects. Our Company may avail further loans after the date of this Red Herring Prospectus and/or draw down further funds under existing loans. In addition, we believe that the strength of our balance sheet and our leverage capacity will further improve, which shall enable us to raise further capital in the future at competitive rates to fund potential business development opportunities and plans to grow and expand our business in the coming years.

In the event our Board deems appropriate, prior to filing of the Red Herring Prospectus. We may choose to repay or pre-pay certain borrowings availed by us, other than those identified in the table below, which may include additional borrowings we may avail after the filing of this Red Herring Prospectus. Given the nature of these borrowings and the terms of repayment/prepayment, the aggregate outstanding borrowing amounts may vary from time to time. In light of the above, at the time of filing this Red Herring Prospectus, the table below shall be suitably updated to reflect the revised amounts or loans as the case may be which have been availed by us. The amount allocated for the estimated schedule of deployment of Net Proceeds in a particular fiscal may be repaid/prepaid in part or full by our Company in the subsequent fiscal. The selection of borrowings proposed to be repaid/prepaid by us shall be based on various factors including (i) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil such requirements, (ii) levy of any prepayment penalties and the quantum thereof, (iii) other commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding and the

remaining tenor of the loan, (iv) receipt of consents for prepayment or waiver from any conditions attached to such prepayment from our lenders and (v) provisions of any law, rules, regulations governing such borrowings.

The following table provides details of certain borrowings availed by us which are outstanding as on March 15, 2024, out of which we may repay or prepay, in full or in part, any or all of the borrowings from the Net Proceeds:

(₹ In Lakhs)

S.No	Lender Name	Type of Loan	Amount as per loan agreement as on March 15, 2024	Loan Amount availed and utilised	Amount Outstanding as on March 15, 2024*	Loan amount proposed to be repaid from the IPO proceeds	Amount outstanding upon repayment/prepayment of borrowings from Net Proceeds^	Purpose for which loan amount was utilised*	Tenure	Interest rate per annum as of December 31,2023	Estimated amount of prepayment penalty in relation to the loan amount proposed to be repaid from Net Proceeds@	Date of loan agreement
1	Bajaj Finance Limited	Over Draft	26,03,509	26,03,509	24,59,205	24,59,205	-	General Business Exps	60 Months	17%	1,16,074.48	09-06-2022
2	Cholamandalam Investment And Finance Company Limited	Term Loan	20,00,000	20,00,000	10,21,995	10,21,995	-	General Business Exps	36 Months	18%	48,238.16	19-07-2022
3	Godrej Finance Limited	Term Loan	25,00,000	25,00,000	25,00,000	25,00,000	-	General Business Exps	12 Months	17.60%	1,18,000.00	20-02-2024
4	IIFL Finance Limited	Term Loan	30,00,000	30,00,000	30,00,000	30,00,000	-	General Business Exps	36 Months	17%	2,47,800.00	26-02-2024
5	Kotak Mahindra Bank Limited	Term Loan	40,00,000	40,00,000	35,52,889	35,52,889	-	General Business Exps	24 Months	18%	2,51,544.54	21-12-2023
7	Neogrowth Credit Private Limited	Term Loan	50,00,000	50,00,000	50,00,000	50,00,000	-	General Business Exps	36 Months	18%	2,95,000.00	29-02-2024
8	Poonawalla Fincorp Limited	Term Loan	30,29,355	30,29,355	30,29,355	30,29,355	-	General Business Exps	36 Months	17%	1,42,985.56	01-03-2024

9	Shriram Finance Limited	Term Loan	35,00,000	35,00,000	34,76,171	34,76,171	-	General Business Exps	36 Months	18%	1,64,075.27	19-02-2024
10	SMFG India Credit Co Limited	Term Loan	40,31,287	40,31,287	38,32,370	38,32,370	-	General Business Exps	19 Months	16.50%	1,80,887.87	10-02-2024
11	Standard Chartered Bank Limited	Term Loan	46,00,000	46,00,000	44,61,014	44,61,014	-	General Business Exps	48 Months	16%	2,63,199.84	17-01-2024
12	Unity Small Finance Bank Limited	Term Loan	30,60,000	30,60,000	29,52,864	29,52,864	-	General Business Exps	24 Months	16%	1,74,218.98	01-02-2024
13	Mr. Nimesh Desai	Term Loan	1,18,05,019	1,18,05,019	1,18,05,019	1,11,04,709	7,00,310	General Business Exps	NA	0%	0	
13	Mr. Meet Desai	Term Loan	36,09,428	36,09,428	36,09,428	36,09,428	-	General Business Exps	NA	0%	0	
	Total		5,27,38,598	5,27,38,598	5,07,00,310	5,00,00,000	7,00,310				20,02,025	

* In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, our Company has obtained a certificate dated March 20, 2024 from our Statutory Auditors, M/s DASK & Associates, Chartered Accountants, certifying the utilization of each loan for the purpose for which it was availed and the amount outstanding as on March 15, 2024.

^ The amount mentioned in this column is arrived at by subtracting the loan amount proposed to be repaid from the Net proceeds of the Issue from the amount outstanding as on March 15, 2024. However, this amount may not be accurate as on the date when the Net Proceeds are deployed towards repayment of the borrowings, due to factors such as increase in the outstanding amount due to accrued interest or decrease in the outstanding amount due to repayment of instalments.

@ The amount mentioned in the column sets out the estimated amount of prepayment penalty, refinancing charges and other penalties which our Company will incur in connection with undertaking the object of prepayment or repayment of a portion of certain indebtedness availed by our Company. The amounts mentioned will be dependent on the actual amount deployed against each of such loans. Further, the amount mentioned is basic value only and GST shall be charged extra at actual rate in force on the date of payment.

GENERAL CORPORATE PURPOSE

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating [●] towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in the Red Herring Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

ISSUE RELATED EXPENSES

The estimated 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 ₹ [●] Lakh. The break-up of the same is as follows:

(₹ In Lakh)

Particulars	Amount	% of total estimated expenses	% of total Issue size
Lead manager(s) fees including underwriting commission, advisors and other experts.	[●]	[●]	[●]
Brokerage, selling commission and upload fees.	[●]	[●]	[●]
Registrars to the Issue	[●]	[●]	[●]
Legal Advisors	[●]	[●]	[●]
Peer Review Auditor	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Regulators including stock exchanges	[●]	[●]	[●]
Printing and distribution of issue stationary	[●]	[●]	[●]
Others, if any include Bankers to the Issue, Depository, certifications, miscellaneous, etc.	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

Selling commission payable to the SCSBs on the portion for Retail Individual Bidders, Eligible Employees and Non-Institutional Bidders which are directly procured by the SCSBs, would be as follows:

<i>Portion for Retail Individual Bidders</i>	<i>0.20% of the Amount Allotted* (plus applicable taxes)</i>
<i>Portion for Non-Institutional Bidders</i>	<i>0.15% of the Amount Allotted* (plus applicable taxes)</i>

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

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

The Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the bid book of NSE.

Processing fees payable to the SCSBs of ₹ 10/- per valid application (plus applicable taxes) for processing the Bid cum Application of Retail Individual Bidders, Eligible Employees and Non-Institutional Bidders procured by the Syndicate Member/ Sub-Syndicate Members/ Registered Brokers / RTAs / CDPs and submitted to SCSBs for blocking.

In case the total Selling Commission and ASBA processing charges payable to SCSBs exceeds ₹ 1.00 Lakh, the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total ASBA processing charges payable does not exceed ₹ 1.00 Lakhs.

i. For Syndicate (including their Sub-Syndicate Members), RTAs and CDPs

Brokerages, selling commission and processing/uploading charges on the portion for Retail Individual Bidders (using the UPI mechanism), Eligible Employees and Non-Institutional Bidders which are procured by members of Syndicate (including their Sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat and bank account provided by some of the brokers which are members of Syndicate (including their Sub-Syndicate Members) would be as follows:

Portion for Retail Individual Bidders	0.20% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders	0.15% of the Amount Allotted* (plus applicable taxes)

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

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

The payment of selling commission payable to the sub-brokers/ agents of Sub-Syndicate Members are to be handled directly by the respective Sub-Syndicate Member.

The Selling commission payable to the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of NSE.

Uploading charges/processing charges of ₹ 10/- valid application (plus applicable taxes) is applicable only in case of Bid uploaded by the members of the Syndicate, RTAs and CDPs: for applications made by Retail Individual Investors using the UPI Mechanism. In case the total processing charges payable under this head exceeds ₹ 1.00 Lakh, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ 1.00 Lakhs.)

Uploading charges/processing charges of ₹ 10/- valid applications (plus applicable taxes) are applicable only in case of Bid uploaded by the members of the Syndicate, RTAs and CDPs: (a) for applications made by Retail Individual Bidders using 3-in-1 type accounts; (b) Eligible Employees; and (c) for Non-Institutional Bids using Syndicate ASBA mechanism / using 3-in-1 type accounts. (In case the total processing charges payable under this head exceeds ₹ 1.00 Lakh, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ 1.00 Lakhs.)

The Bidding/uploading charges payable to the Syndicate/ Sub-Syndicate Members, RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the bid book of NSE.

ii. For Registered Brokers:

Selling commission payable to the registered brokers on the portion for Retail Individual Bidders, Eligible Employees and Non-Institutional Bidders which are directly procured by the Registered Brokers and submitted to SCSB for processing would be as follows:

Portion for Retail Individual Bidders and Non- Institutional Bidders	₹ 10/- per valid Allotted application* (plus applicable taxes)
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iii. For Sponsor Bank:

Processing fees for applications made by Retail Individual Bidders using the UPI mechanism will be ₹ 6.50 per valid Bid cum Application Form* (plus applicable taxes). The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI Circulars, the Syndicate Agreement and other applicable laws.

*For each valid application

SCHEDULE OF IMPLEMENTATION

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

(₹ in Lakh)

S.No.	Particulars	Estimated Utilization of Net Proceeds (Financial Year 2024-25)
1	Funding capital expenditure for the purchase of new machinery	2000.00
2	Funding working capital requirements of the Company	600.00
3	Prepayment or repayment of a portion of certain outstanding borrowings availed by our Company	500.00
4	General Corporate Purposes	[•]
Total		[•]

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

The Company has received the Sources and Deployment Funds Certificate dated March 20, 2024 from M/s .DASK & Associates , Chartered Accountants. The certificate states that the Company has deployed amounts aggregating Rs. Five Lakhs. Details of the deployment of funds as on March 20, 2024, as per the certificate are as follows:

(₹ in Lakh)

Particulars	Source of fund	Amount
Issue Expenses	Internal Accrual	5.00
Total		5.00

APPRAISAL BY APPRAISING AGENCY

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution.

SHORTFALL OF FUNDS

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

INTERIM USE OF FUNDS

Pending utilization for the purposes described above, our Company intends to invest the funds in a fixed/term deposit 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.

BRIDGE FINANCING FACILITIES

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending on business exigencies, our Company may consider raising bridge financing for the Net Proceeds for Object of the Issue.

MONITORING UTILIZATION OF FUNDS

As the Net Proceeds of the Issue will be less than ₹ 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 Promoters, our Directors, Key Management Personnel or companies promoted by the Promoters, 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 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the Postal Ballot Notice) shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

OTHER CONFIRMATIONS

No part of the Net Proceeds will be utilized by our Company as consideration to our Promoters, members of our Promoter Group, our Directors, our Group Companies or Key Managerial Personnel. Our Company has not entered into or is not planning to enter into any arrangement/ agreements with our Directors, our Promoters, the members of our Promoter Group, the Key Managerial Personnel or our Group Companies in relation to the utilization of the Net Proceeds of the issue. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects of the issue as set out above, except in the normal course of business and as disclosed in the sections titled “*Our Promoters*” and “*Our Management*” as mentioned on page 155 and 143 of this Red Herring Prospectus.

BASIS FOR ISSUE PRICE

Investors should read the following summary with the “**Risk Factors**”, the details about our Company under the “**Our Business**” and its financial statements under the “**Restated Financial Information**” beginning on page 17, page 104 and page 162 respectively of this 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. All Accounting Ratios have been adjusted for the outstanding shares as on date of this Red Herring Prospectus.

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 the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is 10/- each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the upper end of the Price Band.

QUALITATIVE FACTORS

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

- (a) Strong partnerships, alliances and affiliations with nodal agencies in the area of defence, aerospace and automation.;
- (b) Robust systems and processes across all functions of the company;
- (c) Strong technology backbone supported by a dedicated team of experienced professionals;
- (d) Favourable micro and macro environment.

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “**Our Business**” beginning on page 104 of this Red Herring Prospectus.

QUANTITATIVE FACTORS

The information presented in this section is derived from our Restated Financial Statements. For details, see “Restated Financial Information” on page 162. Investors should evaluate our Company and form their decisions taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the Issue price are as follows:

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

Financial Year	Basic EPS	Diluted EPS	Weight
	(₹)	(₹)	(x)
2023-24	4.14	4.14	3
2022-23	7.20	6.19	2
2021-22	-44.50	-40.49	1
Weighted Average EPS (₹)	-2.94	-2.61	6

Notes:

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

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

Particulars	P/E Ratio at Floor	P/E Ratio at Cap

	Price (no. of times) *	Price (no. of times) *
P/E ratio based on the Weighted Average EPS	[•]	[•]

* To be updated at Prospectus stage.

3. Industry Price / Earning (P/E) Ratio

Currently, our Company has two listed competitors, i.e. companies engaged in comparative lines of business. We have tracked their market price movement to compute the Industry P/E as the median as set forth below:

Particulars	P/E Ratio
Highest	139.50
Lowest	37.37
Average	84.98

Notes: P/E ratio has been computed based on the closing market price of equity shares on NSE as on September 12, 2024, divided by the diluted EPS for the year ended March 31, 2024.

4. Standalone Return on Net Worth (RONW)

Financial Year	RONW	Weight
	(%)	(x)
2023-24	30.33%	3
2022-23	11.78%	2
2021-22	-64.30%	1
Weighted Average RONW	8.37%	6

* Not annualized

RoNW = Net Profit after tax, as restated, attributable to the owners of the company Net-worth, as restated at the end of the relevant period (Equity attributable to the owners of the company, excluding non-controlling interest)

Notes:

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

b) The figures disclosed above are based on the Restated Financial Statements of our Company.

5. Standalone Net Asset Value (NAV)

As derived from the Restated Financial Statements

Financial Year	NAV per Equity Share
	(Amounts in ₹ Lakhs)
2023-24	13.09
2022-23	61.20
2021-22	54.00
NAV after the Issue (Cap Price)	[•]
NAV after the Issue (Floor Price)	[•]

Notes:

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

6. Comparison with Industry Peers

Name	Face Value (₹)	Revenue (₹ in Lakhs)	Basic EPS (₹)	Diluted EPS (₹)	Price to Earning	RONW (%)	NAV per Equity Share (₹)
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					(based on Diluted EPS)		
TechEra Engineering (India) Limited	10	3,874.88	4.14	4.14	[●]	30.33%	13.09
Paras Defence and Space Technologies Ltd	10	26177.00	8.22	8.22	140.51	6.75%	114.01
Azad Engineering Ltd	2	37276.40	11.2	11.2	141.25	9.08%	109.12

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

Notes:

- P/E Ratio has been computed based on the closing market price of equity shares on the NSE website on September 12, 2024 divided by the Diluted EPS.
- RoNW is computed as net profit after tax divided by the closing net worth. Net worth has been computed as sum of share capital and reserves and surplus.
- NAV is computed as the closing net worth divided by the closing outstanding number of equity shares.

Investors should read the above mentioned information along with “**Risk Factors**”, “**Our Business**”, **Management Discussion and Analysis of Financial Position and Results of Operations**” and “**Restated Financial Information**” on pages 17, 104, and 166, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “**Risk Factors**” and you may lose all or part of your investments.

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

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

8. Key Financial & Operational Performance Indicators (KPIs)

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

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

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated February 28, 2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years’ period prior to the date of filing of this DRHP. Further, the KPIs herein have been certified by M/s DASK & Associates, Chartered Accountants, by their certificate dated March 20, 2024.

(Amounts in ₹ Lakhs)

Key Performance Indicator	Fiscal 2023-24	Fiscal 2022-23	Fiscal 2021-22
Revenue from operations	3,874.88	2,643.44	717.80
EBITDA	901.38	424.74	-357.69
EBITDA Margin(%)	23.26%	16.07%	-49.83%
PAT	482.25	130.50	-628.70
PAT Margin(%)	12.45%	4.94%	-87.59%
ROE(%)	30.33%	11.78%	-64.30%

ROCE(%)	23.47%	9.71%	-29.42%
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Notes:

- Revenue from operations is the total revenue generated by our Company from the sale of products.
- EBITDA is calculated as Profit before tax + Depreciation & Amortization + Interest Expenses
- EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
- PAT is calculated as Profit before tax – Tax Expenses
- PAT Margin is calculated as PAT for the period/year divided by Revenue from Operations.
- Return on Equity is ratio of Profit after Tax and Shareholder Equity
- Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}.

Explanation for KPI metrics

KPI	Description
Revenue from operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
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
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
ROE(%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
ROCE(%)	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.

9. **Key Financial & Operational Performance Indicators (KPIs) in comparison to industry peers**

Key Performance Indicator	TechEra Engineering (India) Limited			Paras Defence and Space Technologies Ltd			Azad Engineering Ltd		
	Fiscal 2021-22	Fiscal 2022-23	Fiscal 2023-24	Fiscal 2021-22	Fiscal 2022-23	Fiscal 2023-24	Fiscal 2021-22	Fiscal 2022-23	Fiscal 2023-24
Revenue from operations	717.80	2,643.44	3,874.88	18,000.00	21,428.00	25,350.00	19,447.00	25,168.00	3,407.71
EBITDA	-357.69	424.74	901.38	5,206.00	5,624.00	5,106.00	6,226.00	7,231.00	1,165.88
EBITDA Margin	-49.83%	16.07%	23.26%	28.92%	26.25%	20.14%	32.02%	28.73%	34.21%
PAT	-628.70	130.50	482.25	2,691.00	3,593.00	3,003.00	2,800.00	851.00	585.80
PAT Margin	-87.59%	4.94%	12.45%	14.95%	16.77%	11.85%	14.40%	3.38%	17.19%
ROE(%)	-104.88%	12.50%	30.33%	7.13%	8.70%	6.77%	23.33%	4.17%	9.08%
ROCE(%)	-29.42%	9.71%	23.47%	12.44%	13.13%	7.42%	21.22%	15.97%	14.08%

10. Price per share of our Company based on the primary issue of Shares

Price per share of the Company based on primary issuances of Equity Shares or convertible securities (excluding issuance of Equity Shares under ESOS or pursuant to a bonus issue) during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-transaction capital before such transactions) in a single transaction or multiple transactions combined together over a span of rolling 30 days, Except as below:

Date of Allotment	No. of Equity Shares allotted	Face Value (INR)	Issue Price (INR)	Nature of Consideration	Nature of Allotment
24-01-2024	319275	10	294.8	Cash	Private Placement
29-01-2024	298643	10	294.8	Other than cash	Conversion of CCPS
Weight Average Cost of Acquisition					294.80

For further details, see “*Capital Structure*” on page 54 of this Red Herring Prospectus.

11. Price per share of our Company based on the secondary sale / acquisition of Shares

Price per share of the Company based on secondary sale or acquisition of Equity Shares or convertible securities (excluding gifts) involving any of 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, during the 18 months preceding the date of filing of this Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-transaction capital before such transactions), in a single transaction or multiple transactions combined together over a span of rolling 30 days, Except as below:

Date of Transaction	No. of Equity Shares transacted	Face Value (INR)	Transfer Price (INR)	Buyer	Seller
22-02-2024	48330	10	68	Manish Gupta	Nimesh Desai
Weight Average Cost of Acquisition					68.00

For further details, see “*Capital Structure*” on page 54 of this Red Herring Prospectus.

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

Past Transaction	Weighted Average Cost of Acquisition (₹)	Floor Price ₹[●]*	Cap Price ₹[●]*
WACA of Equity Shares that were issued by our Company	294.80	[●]	[●]
WACA of Equity Shares that were acquired or sold by way of secondary transactions	68.00	[●]	[●]

Note:

*To be updated at Prospectus stage

12. The Issue is a Book Built Issue and the price band for the same shall be published 2 working days before opening of the Issue in all editions of the English national newspaper Financial Express, all editions of Hindi national newspaper Jansatta and Marathi regional newspaper Loksatta where the registered office of the company is situated, each with wide circulation.
13. The Issue Price of ₹ [●] has been determined by our Company in consultation with the BRLM, on the basis of market demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with “**Risk Factors**”, “**Our Business**”, “**Management Discussion and Analysis of Financial Position and Results of Operations**” and “**Restated Financial Information**” on pages 17, 104, 166 and 162, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “**Risk Factors**” and you may lose all or part of your investments.

STATEMENT OF POSSIBLE TAX BENEFITS

To,

The Board of Directors,

TechEra Engineering (India) Limited,

Gat No. 565, Behind Namu Marble & Timbers at Post Velu,

Tal Bhore, Pune,

Maharashtra, India, 412205

Sub: Statement of Possible Special Tax Benefits Available to TechEra Engineering (India) Limited (“the Company”) and its shareholders under direct and indirect tax laws

Dear Sirs,

We refer to the proposed initial public offering of equity shares (the “Issue”) of the Company. We enclose herewith the annexure showing the current position of special tax benefits available to the Company and to its shareholders as per the provisions of the direct and indirect tax laws, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the “GST Act”), the Customs Act, 1962 and the Customs Tariff Act, 1975, (collectively the “Taxation Laws”) including the rules, regulations, circulars and notifications issued in connection with the Taxation Laws, as presently in force and applicable to the assessment year 2024-2025 relevant to the financial year 2023-24 for inclusion in the Draft Red-Herring Prospectus/ Red-herring Prospectus/ Prospectus (“Issue Document”) for the proposed 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 taxation laws. Hence, the ability of the Company or its shareholders to derive these tax benefits is dependent upon their fulfilling such conditions.

The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax 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.

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

1. The Company or its shareholders will continue to obtain these benefits in future; or
2. The conditions prescribed for availing the benefits have been/would be met
3. 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 offer document 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 is 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.

This statement has been prepared solely in connection with the offering of Equity shares by the Company under the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the Issue).

For, M/s. NKSC & Co.

Chartered Accountants

Firm Registration No.: 020076N

CA Priyank Goyal

Partner

Membership No.: 521986

UDIN: 24521986BKFKWX2782

Date: September 12, 2024

Place: New Delhi

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

Direct Taxation

Outlined below are the special tax benefits available to the Company and its shareholders under the Income-tax Act, 1961 ('the Act'), as amended by Finance Act, 2024 i.e., applicable for Financial Year 2023-24 relevant to the Assessment Year 2024-25, presently in force in India

A. SPECIAL TAX BENEFITS TO THE COMPANY

Section 115BAA, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a rate of tax of 22% (plus applicable surcharge and education cess) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified incentives/deductions or set-off of losses, depreciation etc. and claiming depreciation determined in the prescribed manner. In case a company opts for section 115BAA, provisions of Minimum Alternate Tax would not be applicable and earlier year MAT credit will not be available for set-off. The option needs to be exercised on or before the due date of filing the tax return. Option once exercised, cannot be

subsequently withdrawn for the same or any other tax year.

The Company has represented to us that it has not opted for section 115BAA for the assessment year 2023-24 and 2024-25.

SPECIAL TAX BENEFITS TO THE SHAREHOLDERS

The Shareholders of the Company are not entitled to any special tax benefits under the Act.

Indirect Taxation

Outlined below are the special tax benefits available to the Company and its shareholders under the Central Goods and Services Tax Act, 2017/ Integrated Goods and Services Tax Act, 2017 read with Rules, Circulars, and Notifications ("GST law"), the Customs Act, 1962, Customs Tariff Act, 1975 ("Customs law") and Foreign Trade Policy 2015-2020 ("FTP") (collectively referred as "Indirect Tax").

SPECIAL TAX BENEFITS TO THE COMPANY

There are no special tax benefits available to the Company under GST law.

SPECIAL TAX BENEFITS TO THE SHAREHOLDERS

The Shareholders of the Company are not entitled to any special tax benefits under the Indirect Tax

SECTION VI: ABOUT OUR COMPANY

OUR INDUSTRY

Disclaimer:

The information presented in this section has been extracted from publicly available information, data, and statistics. This information, data, and statistics have been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue has verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness, and underlying assumptions are not guaranteed, and their reliability cannot be assured and accordingly, investment decisions should not be based on such information. You should read the entire Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on pages 18 and 152 respectively of this Red Herring Prospectus before deciding to invest in our Equity Shares.

Overview of the Indian Economy

India, with its vast and diverse economy, has positioned itself as a significant player in the global market. Despite the challenges posed by the COVID-19 pandemic, India's economy is projected to remain resilient and exhibit robust growth. The country has been capturing an increasing share in the global export of goods and services, demonstrating its competitiveness on the international stage. The government's focus on policies such as Make in India and Atmanirbhar Bharat (Self-Reliant India) aims to promote domestic manufacturing, reduce dependency on imports, and strengthen India's position in global supply chains.

Furthermore, the Production Linked Incentive (PLI) scheme, introduced by the Indian government, provides financial incentives to manufacturers in key sectors, encouraging investments, and fostering technological advancements. These initiatives, combined with a growing entrepreneurial ecosystem, skilled workforce, and favorable demographics, contribute to the overall growth outlook of the Indian economy.

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

Introduction

Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2022–23 is currently about 4% higher than its corresponding 2019-20, indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalization of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-September 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

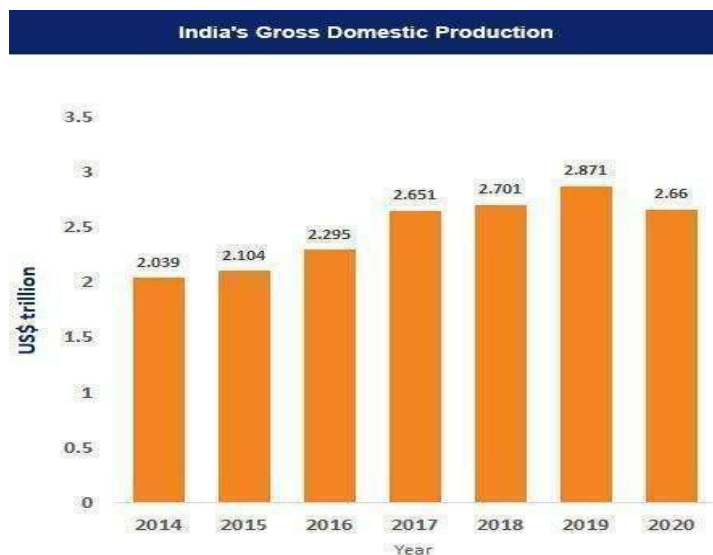
India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

Market Size

India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy and is planning to achieve 40% of its energy from non-fossil sources by 2030.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at 2.1% of GDP in the first quarter of FY 2022-23.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food, Public Distribution, and Textiles, Indian exports are expected to reach US\$ 1 trillion by 2030.



Recent Developments

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

India's foreign exchange reserves stood at US\$ 524,520 million as of September 21, 2022, while the private equity-venture capital (PE-VC) sector received investments worth US\$ 2 billion during the same month. Merchandise exports in September 2022 reached US\$ 32.62 billion, and the PMI Services index indicated continued expansion with a reading of 56.7 from April to September 2022. Additionally, the gross Goods and Services Tax (GST) revenue collection in September 2022 amounted to Rs. 147,686 crore (US\$ 17.92 billion). Cumulative FDI equity inflows to India between April 2000 and June 2022 reached US\$ 604,996 million. In August 2022, the overall Index of Industrial Production (IIP) stood at 131.3, with the mining, manufacturing, and electricity sectors recording indices of 99.6, 131.0, and 191.3, respectively. India's retail inflation, based on the Consumer Price Index (CPI), rose to 7.41% in September 2022. Foreign Portfolio Investment (FPI) outflows amounted to Rs. 58,762 crore (US\$ 7.13 billion) in FY 2022-23 (until October 28, 2022). Furthermore, significant wheat procurement and anticipated paddy purchases were expected to reach 120.8 million metric tons and involve 16.7 million farmers, with a direct payment of MSP value of Rs. 2.37 lakh crore (US\$ 31.74 billion) to their accounts in the Rabi 2021-22 and Kharif 2021-22 seasons.

Government Initiatives

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

immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

1. **Border Tourism Development Programme:** In September 2022, the foundation stone was laid for the Shri Tanot Mandir Complex Project in Jaisalmer under this program, led by Home & Cooperation Minister Mr. Amit Shah.
2. **Agriculture and Farmers Welfare:** In August 2022, four new facilities were inaugurated at the Central Arid Zone Research Institute (CAZRI) by Minister Mr. Narendra Singh Tomar, supporting agricultural research and development.
3. **Special Food Processing Fund:** A fund of Rs. 2,000 crores (US\$ 242.72 million) was established in August 2022 with the National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in Mega Food Parks and processing units.
4. **Mega Cargo Handling Terminals:** The Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode, with an estimated cost of Rs. 5,963 crores (US\$ 747.64 million).
5. **IT Collaboration with Maldives:** In July 2022, India and Maldives signed a Memorandum of Understanding (MoU) to leverage information technology for court digitization, opening up growth opportunities for IT companies and start-ups in both countries.
6. **Wildlife Conservation MoU:** India and Namibia signed an MoU in July 2022 for wildlife conservation and sustainable biodiversity utilization, particularly focusing on reintroducing cheetahs into India's historical range.
7. **International Trade Settlements:** The Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (INR) in July 2022, promoting global trade growth and supporting India's export interests.
8. **Gujarat Development Projects:** In June 2022, Prime Minister Mr. Narendra Modi inaugurated and initiated development projects worth Rs. 21,000 crores (US\$ 2.63 billion) in Vadodara, covering sectors like agriculture, IT, manufacturing, tourism, and defence.
9. **AI in Defence:** Minister of Defence Mr. Rajnath Singh launched 75 newly-developed AI products/technologies during the first-ever 'AI in Defence' (AIDef) symposium in New Delhi in July 2022.
10. **UP Investors Summit:** In June 2022, Prime Minister Mr. Narendra Modi laid the foundation stone for 1,406 projects worth over Rs. 80,000 crores (US\$ 10.01 billion) at the UP Investors Summit, spanning various sectors including agriculture, IT, renewable energy, tourism, and defence.

These initiatives are part of the government's broader efforts to boost economic growth, enhance infrastructure, promote innovation, and attract investments in various sectors. The government's flagship programs, such as Make in India, Start-up India, Digital India, and the Smart City Mission, are also focused on creating opportunities and improving the economic conditions in the country.

The Road Ahead

In the second quarter of FY 2022-23, India's economic growth momentum continued from the first quarter, with high-frequency indicators (HFIs) performing well in July and August 2022. This article explores the key factors contributing to India's positive economic outlook, including its strong position in the external sector, government support for capital expenditure, and actions taken to counter inflationary pressures.

India's economy has shown resilience and sustained growth in the first half of the current financial year. Despite global challenges, the country has managed to maintain a positive trajectory. In this article, we will delve into the various aspects that have contributed to India's economic growth and the road ahead.

India's Strong Position in the External Sector

One of the notable achievements for India in the first quarter of 2022 was its ranking as the fifth-largest recipient of foreign direct investment inflows. This reflects the confidence of investors in India's economic potential and the conducive business environment created by the government. Additionally, India has witnessed a rise in employment rates, which further boosts economic growth and prosperity.

Government Support for Capital Expenditure

The Indian government has played a crucial role in driving economic growth by providing unwavering support for capital expenditure. Compared to the same period last year, capital expenditure in FY 2022-23 (until August 2022) has increased by a

significant 46.8%. This increase indicates a shift towards higher-quality spending, as the ratio of revenue expenditure to capital outlay has decreased from 6.4 to 4.5. These measures signal a positive change in the government's approach, prioritizing long-term investments for sustainable development.

The stronger revenue generation can be attributed to improved tax compliance, increased profitability of companies, and a rise in economic activity. These factors have not only contributed to higher levels of capital spending but have also created a favorable environment for business growth and investment opportunities.

Exports and Supply Networks

Despite the global economic slowdown, India's exports have witnessed substantial growth in the second quarter of FY 2022-23. This growth can be attributed to the gradual reduction in port congestion and the restoration of disrupted supply networks. As supply chains become more resilient, India's export sector is expected to further expand and contribute to economic growth.

The impact of these developments is already reflected in the Consumer Price Index for Combined (CPI-C) and Wholesale Price Index (WPI) inflation rates. In April 2022, the CPI-C inflation stood at 7.8%, which decreased to 7.0% in August 2022. Similarly, the WPI inflation rate decreased from 15.4% in April 2022 to 12.4% in August 2022. These declining inflation rates indicate a positive trend and signify a potential decline in overall inflationary pressures.

Actions to Counter Inflationary Pressures

The Indian government has taken proactive measures to counter inflationary pressures and maintain stable economic conditions. A combination of administrative actions, flexible monetary policies, and a favorable global environment has contributed to this effort.

The government has implemented a set of administrative actions to address supply-chain bottlenecks and streamline trade operations. These actions aim to enhance efficiency and reduce logistical challenges, ultimately leading to a decline in inflationary pressures.

Moreover, the Reserve Bank of India (RBI) has adopted a flexible monetary policy to ensure price stability and support economic growth. The RBI's prudent approach to managing interest rates and liquidity conditions has provided a favorable environment for businesses and consumers alike.

Additionally, the softening of global commodity prices has played a role in curbing inflationary pressures. As prices stabilize, the impact on the cost of production and overall inflation is expected to be positive for the Indian economy.

In conclusion, India's economic growth in the second quarter of FY 2022-23 reflects the country's resilience and positive outlook. The government's support for capital expenditure, the restoration of supply networks, and actions taken to counter inflationary pressures have all contributed to this growth. As India continues on this path, sustained economic development and prosperity lie ahead.

Engineering Industry in India

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

Introduction

India's Capital Goods manufacturing industry serves as a strong base for its engagement across sectors such as Engineering, Construction, Infrastructure and Consumer goods, amongst others.

The engineering sector is the largest of the industrial sectors in India. It accounts for 27% of the total factories in the industrial sector and represents 63% of the overall foreign collaborations. Demand for engineering sector services is being driven by capacity expansion in industries like infrastructure, electricity, mining, oil and gas, refinery, steel, automobiles, and consumer durables. India has a competitive advantage in terms of manufacturing costs, market knowledge, technology, and innovation in various engineering sub-sectors. India's engineering sector has witnessed a remarkable growth over the last few years, driven by increased investment in infrastructure and industrial production. The engineering sector, being closely associated with the manufacturing and infrastructure sectors, is of huge strategic importance to India's economy.

The development of the engineering sector of the economy is also significantly aided by the policies and initiatives of the Indian government. The engineering industry has been de-licensed and allows 100% foreign direct investment (FDI). Additionally, it has grown to be the biggest contributor to the nation's overall merchandise exports.

India became a permanent member of the Washington Accord (WA) in June 2014. It is now a part of an exclusive group of 17 countries who are permanent signatories of the WA, an elite international agreement on engineering studies and mobility of engineers.

Market Size

Capital Goods sector contributes to 12% of India's manufacturing output and 1.8% to GDP. Market valuation of the capital goods industry was US\$ 43.2 billion in FY22. Imports of Electrical Machinery in India increased to US\$ 16.1 billion in 2021. The Indian electrical equipment industry comprises of two broad segments, Generation equipment (boilers, turbines, generators) and Transmission & Distribution (T&D) and allied equipment like transformers, cables, transmission lines, etc. The sector contributes about 8% to the manufacturing sector in terms of value, and 1.5% to overall GDP. Incentives for capacity addition in power generation will further increase the demand for electrical machinery.

The electrical equipment market share in India is expected to increase by US\$ 33.74 billion from 2021 to 2025 at a CAGR of 9%. The domestic electrical equipment market is expected to grow at an annual rate of 12% to reach US\$ 72 billion by 2025. In FY21, India's heavy electrical equipment production stood at Rs. 168,949 crore (US\$ 21.15 billion). Production of generation equipment (boilers, turbines and generators) in India is estimated to be around US\$ 5.7 billion by 2022. The electrical machinery/equipment segment grew nearly 90% with shipments jumping to Rs. 13,606 crore (US\$ 1.6 billion) in the April-July 2022 from Rs. 7,202 crore (US\$ 869 million) in the year-ago period.

The Indian textile machinery industry was expected to touch US\$ 6 billion mark by 2022. India's textile machinery exports registered a growth of 21.4% to US\$ 762.15 million in the first nine months of 2022. The market size of Plastic machinery sector stood at US\$ 0.5 billion. The market size of the process plant equipment sector stood at US\$ 3.7 billion. In 2021, the production data of Earthmoving and Mining Machinery stood at US\$ 3.5 billion. The foundry industry has a turnover of approx. US\$ 19 billion with exports of approx. US\$ 3.1 billion. There are 750–800 domestic Medical Devices manufacturers in India, with an average investment of US\$ 2.3–2.7 million and an average turnover of US\$ 6.2-6.9 million.

The Indian industrial fasteners market is expected to reach a value of Rs. 460 billion by 2023 expanding at a CAGR of ~9.6% from 2018. India steam boiler systems market size is expected to reach nearly US\$ 22.56 billion by 2027 with the CAGR of 4.63% during the forecast period. The India generator sets market is expected to grow at a CAGR of more than 5% over the period of 2020-2025. The India power transformer market is expected to rise at a CAGR of more than 3% during the forecast period of 2020-25. Indian switchgear market is projected to grow at a CAGR of over 15% through 2023, on account of rising development across residential, commercial and industrial end use sectors.

India's automotive industry is worth more than US\$ 222 billion, contributes 8% of the country's total export, accounts for 7.1% of India's GDP and is set to become the 3rd largest in the world by 2030. Indian auto components industry, which accounts for 2.3% of India's GDP currently, is set to become the 3rd largest globally by 2025. The Indian agricultural equipment market reached a value of Rs. 926 billion (US\$ 11.1 billion) in 2021. The Indian machine tools market size reached US\$ 1.4 Billion in 2022 and is expected to reach US\$ 2.5 billion by 2028, exhibiting a growth rate (CAGR) of 9.4% during 2023-28.

The Indian automated material handling (AMH) market was valued at US\$ 1,353.8 million in 2020 and is expected to go up to US\$ 2,739.34 million by 2026 at a CAGR of 12.7%. In FY21, India's heavy electrical equipment production stood at Rs. 168,949 crore (US\$ 21.15 billion). The electrical equipment market is forecasted to grow at 12% CAGR to reach US\$ 72 billion by 2025 from US\$ 48-50 billion in 2021. The electrical equipment export market is forecasted to reach US\$ 13 billion by 2025, from US\$ 8.62 billion in 2021.

Indian machine tool production and consumption were estimated at Rs. 6,602 crore (US\$ 879.38 million) and Rs. 12,036 crore (US\$ 1.6 billion), respectively, in FY21, while exports stood at Rs. 531 crore (US\$ 66.48 million). The boiler industry's market size stood at US\$ 146 million in 2019 and is expected to grow at a CAGR of 6% to reach US\$ 194 million by 2025. Export of boilers stood at US\$ 106.53 million between April-November 2020, with around 72 million units exported.

The market size of high voltage switchgear (including panels) and low voltage switchgear (including panels) stood at Rs. 4,793 crore (US\$ 679.95 million). In FY22, India exported engineering goods worth US\$ 111.63 billion, a 45.51% increase YoY. India exports engineering goods mostly to US and Europe, which account for over 60% of the total exports.

Robust Demand

- Demand in the engineering industry segment is driven by investments and capacity creation in core sectors like power, infrastructure developments, mining, oil and other sectors like the general manufacturing sector, automotive and process industries, and consumer goods industry.

Attractive Opportunities

- In Budget 2023-24, Government has committed an outlay of Rs. 10 lakh crore (US\$ 120 billion) during 2023-24 towards infrastructure capital expenditure compared to Rs. 7.5 lakh crore (US\$ 90 billion) (BE) during 2022-23.
- An Urban Infrastructure Development Fund (UIDF) will be managed by National Housing Bank, which will enable creation of infrastructure in Tier 2 and 3 cities by supporting viability gap funding, enabling creation of more bankable projects, enhancing access to external funding, among others.
- In June 2022: Ministry of Heavy Industries (MHI) and Ministry of Skill Development and Entrepreneurship (MSDE) sign MoU to facilitate training in engineering trades to boost capital goods sector.

Policy Support

- De-licensed engineering sector; 100% FDI permitted.
- The amount of Rs. 54.22 crore (US\$ 6.5 million) utilized under the Scheme on 'Enhancement of Competitiveness in Indian Capital Goods Sector in the financial year 2020-21.
- Indian Electrical Equipment Industry Mission Plan (2012-22) aims to make India as a preferred destination for production of electrical equipment to achieve an output of US\$ 100 billion by balancing the trade deficit in the sector.
- In October 2022, NSIC Signs MoU with Phillips Machine Tools India Pvt. Ltd. for Skill Development Training in Additive Technologies which is the future of manufacturing.
- In May 2022, MHI signs an MoU with National Research Development Corporation to facilitate various activities for smooth implementation of the Scheme for Enhancement of Competitiveness in the Indian Capital Goods Sector.

Increasing Investments

- To enhance opportunities for private investment in infrastructure - Infrastructure Finance Secretariat is being established who will assist all stakeholders for more private investment in infrastructure, including railways, roads, urban infrastructure, and power.

Developments/Investments

1. **FDI Inflows:** The engineering sector attracted FDI worth US\$ 4.10 billion between April 2000 and September 2022, reflecting global confidence in India's engineering capabilities.
2. **Export Growth:** India's engineering goods exports witnessed a significant YoY growth of 45.51% in FY22, emphasizing the sector's robust global demand.
3. **Strategic Partnerships:** Bharat Heavy Electricals Limited's (BHEL) collaboration with General Electric for gas turbines showcases India's commitment to technology transfer and innovation.
4. **Special Economic Zones (SEZs):** The creation of numerous SEZs across the country has been pivotal in promoting manufacturing and exports in the engineering sector.
5. **Infrastructure Corridors:** The development of the Delhi Mumbai Industrial Corridor (DMIC) is set to enhance the engineering sector's growth by improving logistics and connectivity.
6. **International Collaborations:** Reliance Defence's agreement with the US Navy for ship maintenance and Boeing's technology center in Bengaluru highlight India's growing international partnerships in engineering.
7. **IT and Digitalization:** The merger of L&T Infotech and Mindtree to form India's 5th-largest IT company represents the sector's move towards digitalization and future technologies.
8. **Renewable and Clean Energy Focus:** Initiatives like Bharat Heavy Electricals Ltd's (BHEL) orders for thermal power station renovations and Reliance Industries' unveiling of hydrogen engine technology solutions underscore the sector's pivot towards sustainable energy solutions.
9. **Expansion in Automobile and EVs:** The significant growth in passenger vehicle sales and the surge in electric vehicle adoption demonstrate the dynamism of India's automotive sector.
10. **Construction Equipment Industry:** The construction equipment industry's record performance, driven by infrastructure and railway demand, indicates a vibrant market with substantial growth potential.
11. **Machine Tools Market:** The projected growth in the machine tools market signifies India's manufacturing sector's expanding capabilities.
12. **Telecom Equipment Exports:** The substantial exports in telecom equipment underline India's emerging strength in telecommunications manufacturing.
13. **Customs Duty Reduction:** The reduction in customs duty for textile machinery encourages the modernization of the textile industry, enhancing productivity and global competitiveness.
14. **Auto Components and Exports:** The growth in auto component exports reflects the robustness of India's automotive supply

chain on the global stage.

15. **Strategic Acquisitions and Investments:** ABB India's plans for inorganic growth through acquisitions and L&T Technology Services' acquisition of the Smart World & Communication business highlight strategic expansions in the engineering sector.
16. **Public Sector Undertakings (PSUs) Collaborations:** Partnerships between state-run PSUs like NPCIL and BHEL for nuclear power projects, and the Ministry of Heavy Industries' investment in public EV charging infrastructure, showcase the government's support in scaling up India's engineering infrastructure.
17. **Global Expos and Demonstrations:** L&T's participation in Expo 2020, Dubai, and Bharat Heavy Electricals' largest-ever order from NPCIL for a nuclear power project illustrate India's engineering prowess on the global stage.
18. **Automotive Industry Projections:** The Auto Component Manufacturers Association's (ACMA) optimistic revenue projections for the auto component industry underscore the potential for growth and innovation in this segment.

Government Initiatives

1. **Increased Infrastructure Outlay:** The Budget 2023-24 significantly increased the capital investment outlay for infrastructure to Rs. 10 lakh crore, indicating a strong government focus on infrastructure development.
2. **Record Railway Budget:** The highest-ever capital outlay for Railways at Rs. 2.40 lakh crore in Budget 2023-24 underscores the government's commitment to enhancing the railway infrastructure.
3. **Production Linked Incentive (PLI) Schemes:** The launch of PLI Schemes for the Automobile, Auto Component Industry, and Advanced Chemistry Cell (ACC) Battery Storage to boost manufacturing in these critical sectors.
4. **Strategic PSU Sales:** The government's strategic sale initiative in 22 PSU firms, including major entities like BPCL and BEML, highlights efforts towards optimizing public sector assets.
5. **Skill Development Initiatives:** Partnerships and MoUs, such as NSIC's collaboration with Phillips Machine Tools India for skill development in additive technologies, aim to enhance the employability and skill set of engineering graduates.
6. **National Infrastructure Pipeline (NIP):** The ambitious NIP with a projected investment of Rs. 1.11 lakh crore aims to provide high-quality infrastructure across the country, covering 34 sub-sectors.
7. **Highway Construction Growth:** The significant increase in the construction of National Highways, with 10,993 km constructed in FY23, reflects the government's push to enhance road connectivity.
8. **Customs Duty Exemption:** The exemption provided to import specified capital goods for manufacturing lithium-ion cells for EVs and mobile handsets aims to boost domestic manufacturing in these high-growth sectors.
9. **Defence Sector Allocation:** The allocation of Rs. 5.94 lakh crore to the defence sector in Union Budget 2023-24 to stimulate domestic defence manufacturing and procurement.
10. **PLI for Telecom and Networking:** Approval of 31 proposals under the PLI scheme for telecom and networking products to bolster domestic telecom equipment manufacturing.
11. **Automobile PLI Scheme:** The PLI scheme for automobiles and auto components worth Rs. 25,938 crore to encourage investments and innovations in the automotive sector.
12. **Vehicle Scrapping Policy:** The launch of the Vehicle Scrapping Policy to modernize the vehicle fleet and promote recycling, with plans to set up numerous Automated Testing Stations (ATS) and Registered Vehicle Scrapping Facilities (RVSF) across the country.
13. **Domestic Defence Manufacturing Push:** The government's contracts for defence equipment procurement and the initiative to allow private firms to develop and produce missile systems under the DRDO's Development cum Production Partner (DcPP) programme.
14. **Telecom Equipment PLI Scheme:** The introduction of a Rs. 12,195 crore PLI scheme for telecom gear manufacturing to encourage the domestic production of telecom equipment.

Road Ahead

The electrical equipment market share in India is expected to increase by US\$ 33.74 billion from 2021 to 2025, and the market's growth momentum will accelerate at a CAGR of 9%. Investment in engineering R&D sector is expected to reach US\$ 63 billion by 2025. Market size for the Indian Construction Equipment Market stood at US\$ 5.2 billion in FY22 and is forecasted to grow at a CAGR of 8.9% to reach US\$ 8.7 billion by 2028. The construction equipment industry is expected to sell 165,097 units by 2028. The machine tools market is expected to reach US\$ 2.5 billion by 2028, exhibiting a growth rate (CAGR) of 9.4% during 2023-28.

India's expected export of medical devices will reach ~ US\$ 10 billion by 2025. India steam boiler systems market size is expected to reach nearly US\$ 22.56 billion by 2027 with the CAGR of 4.63% during the forecast period. The India generator sets market is expected to grow at a CAGR of more than 5% over the period of 2020-25. The India power transformer market is expected to rise at a CAGR of more than 3% during the forecast period of 2020-2025.

Indian auto components industry, which accounts for 2.3% of India's GDP currently, is set to become the 3rd largest globally by 2025. Export of engineering goods is expected to reach US\$ 200 billion by 2030. India plans to spend US\$ 1.4 trillion on

infrastructure between 2019-2023 which is predicted to boost the expansive growth of the sector. The India diesel gensets (generator sets) market is expected to reach US\$ 2.78 billion by 2030 compared to US\$ 1.48 billion by 2022 at a CAGR of 8.20%.

India will become a major exporter of telecom equipment in the next two to three years and the government is working to achieve that goal. The Ministry of Road Transport and Highways plans to construct around 28,391 km of highways in 25 months at a daily average of around 38 km, starting from March 2022 to the end of the financial year 2023-24. India's installed nuclear power capacity of 6,780 MW will increase to 22,480 MW by 2031 on progressive completion of projects under construction and accorded sanction.

The Indian automated material handling (AMH) market was valued at US\$ 1353.8 million in 2020 and is expected to go up to US\$ 2,739.34 million by 2026 at a CAGR of 12.7%. Turnover of the capital goods industry was estimated at US\$ 92 billion in 2019 and is forecast to reach US\$ 115.17 billion by 2025. India's engineering R&D market will increase from US\$ 36 billion in FY19 to US\$ 63 billion by FY25. The export of engineering goods is expected to reach US\$ 200 billion by 2030.

India's earthmoving and construction equipment (ECE) industry has enjoyed strong growth over the last seven years due to rapid economic development, and it has become the third largest construction equipment market in the world. In FY22, the construction equipment industry sold 85,385 units, while the earthmoving sector continues to grow. With development of infrastructure, demand for construction equipment and other machinery is expected to rise significantly.

The material handling equipment sector is expected to gain from robust demand from steel, power, mineral and other infrastructure industries, while demand for machine tools from the capital goods sector (especially automobile and textile industries) is projected to remain high.

The 'Make in India' initiative and the government's focus on ease of doing business is likely to present several opportunities in the engineering and capital goods sector in the upcoming years.

Defence Manufacturing Industry in India

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

Introduction

India is one of the strongest military forces in the world and holds a place of strategic importance for the Indian government. The top three largest market segments of the Indian defence sector are military fixed wing, naval vessels and surface combatants, and missiles and missile defence systems. Military rotorcraft, submarines, artillery, tactical communications, electronic warfare, and military land vehicles are some of the other well-known segments. Some of the major defence manufacturing companies in India are Bharat Earth Movers Ltd. (BEML), Bharat Electronics Ltd. (BEL), and Hindustan Aeronautics Ltd. (HAL).

The Indian defence manufacturing industry is a significant sector of the economy. The industry is likely to accelerate with rising concerns about national security. Demand for defence equipment in India has been growing due to the ongoing territorial disputes with Pakistan and China over the ownership of the Northern State of Kashmir and the North Eastern State of Arunachal Pradesh, respectively. Over the last five years, India has been ranked among the top importers of defence equipment to gain technological advantages over rival countries such as China and Pakistan. To modernize its armed forces and reduce dependency on external dependence for defence procurement, several initiatives have been taken by the government to encourage 'Make in India' activities via policy support initiatives.

India has the world's third-largest defence expenditure, as of 2021, and expects to export equipment worth US\$ 15 billion by 2026.

As per the Union Budget 2022-23, 25% of the defence R&D budget has been earmarked for private industry and start-ups which will pave the way for the innovation of new defence technologies in India.

Till October 2022, a total of 595 Industrial Licences have been issued to 366 companies operating in Defence Sector. Defence exports grew by 334% in the last five years; India now exports to over 75 countries due to collaborative efforts.

Market Size

According to the Global Power Index, the Indian defence sector ranks fourth in terms of firepower with a score of 0.0979 (with 0.0 being the perfect score). The Indian government has set the defence production target at US\$ 25 billion by 2025 (including US\$ 5 billion from exports by 2025). India is one of the world's biggest defence spenders with a total outlay of Rs. 5.25 lakh crore (US\$ 66 billion), accounting for 13.31% of the total budget and indicating an increase over the budget estimates of 2021-22 by Rs. 46,970 crore (US\$ 5.9 billion).

India's military spending of US\$ 76.6 billion ranked third highest in the world in 2021. This was up by 0.9% from 2020 and by 33% from 2012.

The value of defence production in the country crossed Rs. 1 lakh crore (US\$ 12 billion) for the first time on the back of key reforms to spur growth in the sector that holds vast potential. The figure stood at Rs. 1,08,330 crore (US\$ 13.07 billion) in FY23 compared to Rs. 95,000 crore (US\$ 11.47 billion) in FY22 and Rs. 54,951 crore (US\$ 6.63 billion) five years ago.

India's defence import value stood at US\$ 463 million for FY20 and US\$ 469.5 million in FY21. India targets to export military hardware worth Rs. 35,000 crore (US\$ 5 billion) in the next five years. As of 2019, India ranked 19th in the list of top defence exporters in the world by exporting defence products to 42 countries. Defence exports in the country stood at Rs. 15,920 crore (US\$ 1.94 billion) in 2022-23.

Defence exports grew by 334% in the last five years and India now exports to over 75 countries due to collaborative efforts.

Recent Developments/Investments

1. **Startups and Innovations:** Engagement with 433 startups/MSMEs/individual innovators and signing of 302 contracts underscore the emphasis on fostering innovation within the defence sector.
2. **INDUS-X Initiative:** The collaboration between Indian and American startups for co-development in cutting-edge technologies like space AI marks a significant stride in bilateral defence innovation.
3. **Indigenous Procurement Focus:** The earmarking of funds for domestic procurement in the defence budget highlights the push towards self-reliance and support for indigenous manufacturers and startups.
4. **International Defence Cooperation:** Meetings with Malaysia and Australia to expand bilateral defence engagements reflect India's growing defence diplomatic relations and collaborative endeavors.
5. **'Made in India' Defence Platforms:** The handover of indigenous defence vessels to the Maldives National Defence Forces by the Defence Minister showcases India's capabilities in defence manufacturing and diplomacy.
6. **Indigenous Warship Development:** The maiden sea sortie of the stealth destroyer 'Imphal' underlines the Indian Navy's commitment to indigenization and the 'Make in India' initiative.
7. **Bilateral Defence Meetings:** Discussions with defence ministers from Uzbekistan, Belarus, and Kyrgyzstan during the SCO meeting in New Delhi emphasize India's strategic defence collaborations.
8. **Missile Technology Advancements:** The successful trial of a sea-based interceptor missile by DRDO and Indian Navy highlights India's advancements in missile technology and defence capabilities.
9. **Bilateral Defence Dialogues:** Defence dialogues with Thailand and the Philippines aim to deepen defence cooperation and explore new avenues for defence engagement and collaboration.
10. **Indigenization of Defence Fuze:** The indigenization of the YDB-60 fuze for underwater rockets represents a significant achievement in self-reliance and domestic manufacturing capabilities.
11. **Defence Cooperation with Jordan:** Discussions on military training, cybersecurity, and defence industry collaborations with Jordan indicate a broadening of India's defence partnerships.
12. **Cadet Training Ships Acquisition:** The Union Cabinet's approval for acquiring cadet training ships from L&T enhances training infrastructure and underscores the role of private industry in defence manufacturing.
13. **Anti-Tank Guided Missile Development:** DRDO's successful test of the Man Portable Anti-Tank Guided Missile showcases India's prowess in indigenous missile technology and development.
14. **DefExpo 2022:** The largest-ever defence exhibition in India, DefExpo 2022, marked India's defence industry as a key sector for global investment, highlighting the sector's potential and indigenous capabilities.
15. **Policy Reforms and Indigenization Efforts:** The government's various policy initiatives, including the notification of 'Positive Indigenisation Lists' and liberalization of FDI policy, are aimed at promoting self-reliance and boosting indigenous defence manufacturing.
16. **Infrastructure Licenses and Commissions:** The issuance of 595 industrial licenses and the commissioning of India's first indigenous aircraft carrier INS Vikrant underscore the scale and ambition of India's defence manufacturing sector.
17. **Bilateral Security Agreements:** Enhanced security and defence cooperation agreements with countries like Japan, and initiatives like iDEX Prime to support defence startups, reflect India's strategic approach to bolstering its defence manufacturing ecosystem.

Government Initiatives

1. **Defence Export Goal:** The government's target to increase India's defence exports to US\$ 5 billion by 2024-25 reflects a strategic ambition to position India as a major player in the global defence market.
2. **Budget Allocation:** The allocation of US\$ 72.2 billion to the Ministry of Defence in the FY 2023-24 Budget, including a significant portion for defence pensions, underlines the financial commitment to bolster defence capabilities.
3. **Capital Investment Increase:** The steep 33% increase in Capital Investment Outlay for the third consecutive year, amounting

to US\$ 121 billion, indicates a robust thrust on modernizing and developing defence infrastructure.

4. **Modernization Budget:** The rise in capital allocations for defence services modernization to US\$ 19.7 billion showcases the focused investment on enhancing the operational readiness and technological advancement of India's defence forces.
5. **Border Infrastructure:** The 43% budget increase for the Border Roads Organisation (BRO) for FY 2023-24 emphasizes the strategic importance of strengthening border infrastructure for national security.
6. **MSME Support:** The revamped Credit Guarantee scheme for MSMEs with a US\$ 1.09 billion infusion highlights the government's support for the MSME sector, crucial for the defence manufacturing ecosystem.
7. **Foreign Procurement Reduction:** A significant shift in defence procurement from foreign to domestic sources, reducing foreign expenditure from 46% to 36% over four years, showcases the successful strides towards Atmanirbhar Bharat (Self-Reliant India) in defence.
8. **Indigenization Lists:** The promulgation of four positive indigenization lists, specifying 411 products to be domestically manufactured, marks a pivotal move towards reducing dependence on defence imports.
9. **SRIJAN Portal:** The launch of the SRIJAN portal to promote indigenization and the successful indigenization of over 7,283 items underscore the collaborative efforts between the government and industry towards self-reliance.
10. **Intellectual Property Rights:** The grant of 1,474 Intellectual Property Rights under Mission Raksha Gyan Shakti highlights the innovation and technological advancements within the defence sector.
11. **DefExpo 2022:** The showcasing of 430 defence products by DRDO at DefExpo 2022 in Gandhinagar, Gujarat, demonstrates India's growing capabilities and offerings in the defence technology arena.
12. **AI Projects:** The initiation of 68 AI projects in defence, with 40 completed as of April 2022, indicates the sector's forward-looking approach in integrating cutting-edge technologies.
13. **Private Sector Engagement:** Allocating 25% of the domestic capital procurement budget for the private industry in FY 2022-23 reflects the government's intent to bolster private participation in defence production.
14. **Defence Industrial Corridors:** The establishment of Defence Industrial Corridors (DICs) in Uttar Pradesh and Tamil Nadu, aiming for significant investment, showcases regional development strategies to enhance defence manufacturing capabilities.
15. **Policy Reforms:** A series of policy reforms, including the Defence Production and Export Promotion Policy 2020 and liberalized FDI limits, are structured to facilitate growth, innovation, and global competitiveness in India's defence sector.

Road Ahead

The Indian government is focussing on innovative solutions to empower the country's defence and security via 'Innovations for Defence Excellence (iDEX)', which has provided a platform for start-ups to connect to the defence establishments and develop new technologies/products in the next five years (2021-2026). Working through partner incubators, iDEX has been able to attract the start-up community to participate in the Defence India Start-up Challenge (DISC) programme.

In an effort to boost the defence sector and increase the infusion of FDI, the government in September 2020 revised the regulations and permitted FDI under the automatic route up to 74% and 100% through the government route in any area, where it is likely to provide access to contemporary technologies. The Defence Ministry has set a target of 70% self-reliance in weaponry by 2027, creating huge prospects for industry players. Green Channel Status Policy (GCS) has been introduced to promote and encourage private sector investments in defence production to promote the role of private sector in defence production. Given the government's emphasis on easing restrictions on foreign investment in order to achieve India's goal of an "Atmanirbhar Bharat," the growth trajectory of the Indian defence sector remain strong.

Indian Aviation Industry

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

Introduction

The civil aviation industry in India has emerged as one of the fastest growing industries in the country during the last three years and can be broadly classified into scheduled air transport service which includes domestic and international airlines, non-scheduled air transport service which consists of charter operators and air taxi operators, air cargo service, which includes air transportation of cargo and mail. Domestic traffic contributes around 69% of the total airline traffic in South Asia and India's airport capacity is expected to handle 1 billion trips annually by 2023. The Indian aviation industry has recovered fully from the covid-19 pandemic shock as indicated by the air traffic movement which stood at 327.28 million in FY23 compared to 188.89 million in FY22.

Indigo is the largest airline company in India with the highest market share. India has become the third-largest domestic aviation market in the world and is expected to overtake the UK to become the third-largest air passenger* market by 2024.

Market Size

India is expected to overtake China and the United States as the world's third-largest air passenger market in the next ten years, by 2030, according to the International Air Transport Association (IATA). Further, the rising demand in the sector has pushed the number of airplanes operating in the sector. The number of airplanes is expected to reach 1,100 planes by 2027.

During April-October 2023, the domestic passenger traffic stood at 175.42 million, registering a 19.4% increase, and international passenger traffic stood at 38.55 million, a 26.2% increase, as compared to the same period the previous year.

In FY23, airports in India pegged the domestic passenger traffic to reach 270.34 million, a 62.1% YoY increase, and international passenger traffic to reach 56.9 million, a 157% YoY increase, as compared to FY22.

Between FY16 and FY23, freight traffic increased at a CAGR of 2.20% from 2.70 MMT to 3.15 MMT. Freight traffic stood at 3.15 million metric tonnes in FY23. Freight traffic in airports in India has the potential to reach 17 MT by FY40. In FY22, the number of aircraft movements stood at 1,757,112, and aircraft movements reached 2.5 million in FY23. To cater to the rising air traffic, the Government of India has been working towards increasing the number of airports. As of 2023, India has 148 operational airports. India has envisaged increasing the number of operational airports to 220 by 2025.

Key Investments and Developments

1. **FDI Inflow:** The sector has attracted FDI worth US\$ 3.79 billion up to September 2023, showcasing global confidence in India's aviation market.
2. **FDI Policy:** The allowance of 100% FDI under the automatic route in various segments of air transport services underscores the sector's liberalized investment environment.
3. **Investment Plans:** The announcement by the Union Civil Aviation Minister of a plan to invest Rs. 1 lakh crore in airports signals a significant investment drive in aviation infrastructure.
4. **Capital Outlay:** A targeted capital outlay of Rs. 98,000 crore over five years by AAI and other developers highlights the scale of planned developments in the airport sector.
5. **PPP Expansion:** The expected increase in the number of PPP airports from five to 24 by 2024 indicates a shift towards greater private participation in airport development and operations.
6. **Industry Investment:** The projected investment of Rs. 35,000 crore in the aviation industry over the next four years reflects the sector's growth trajectory and infrastructure enhancement plans.
7. **New Airports:** The ambition to have 220 new airports by 2025 exemplifies the government's vision for widespread aviation connectivity across the country.
8. **Major Fundraising:** Significant debt raisings by Mumbai International Airport Ltd and capital raised by Adani Airport Holdings for airport development underscore the sector's dynamic financial engagement.
9. **Strategic Acquisitions:** Tata Sons' acquisition of Air India and the launch of Akasa Air indicate vibrant activity and strategic shifts within India's airline industry.
10. **Sustainability Initiatives:** Efforts by companies like JetSetGo to achieve carbon neutrality and SpiceJet's target to fly 100 million passengers on Sustainable Aviation Fuel by 2030 reflect the sector's commitment to environmental sustainability.
11. **Infrastructure Development:** Investments in water aerodromes and the inauguration of new airports like Kurnool Airport in Andhra Pradesh highlight the government's focus on enhancing regional connectivity and tourism.
12. **Policy Initiatives:** The government's strategic policy moves, such as the Defence Production and Export Promotion Policy 2020 and the Vehicle Scrapping Policy, aim to boost domestic manufacturing and modernize the defence and transportation sectors.
13. **Defence Manufacturing:** The allocation of a significant portion of the defence budget for domestic procurement and the launch of indigenization lists to promote local manufacturing in defence production signify a push towards self-reliance.

Government Initiatives

1. **Budget Allocation 2023-24:** The Ministry of Civil Aviation received Rs. 3,224.67 crore, emphasizing the government's commitment to advancing the aviation sector.
2. **Revival of Landing Sites:** The government's plan to revive 50 landing sites, including airports and heliports, is set to significantly improve regional air connectivity.
3. **RCS UDAN Scheme:** The allocation of Rs. 601 crore to the RCS UDAN scheme in the 2022-23 budget underscores the initiative's importance in stimulating regional air connectivity.
4. **PM-Gati Shakti Vision:** The call for synergy between Central and State Governments to construct 16 new airports highlights a collaborative approach to expanding India's airport infrastructure.
5. **PLI Scheme for Drones:** The disbursement of US\$ 3.7 million to beneficiaries under the PLI Scheme for drones and drone components in FY23 showcases the support for emerging aviation technologies.
6. **Aircraft Import Approvals:** In-principle approvals for Air India and Indigo to import a significant number of aircraft from 2023 to 2035 indicate a major expansion in India's airline fleets.

7. **NABH Nirman Initiative:** The initiative to expand airport capacity fivefold in 10-15 years reflects an ambitious plan to accommodate the growing demand for air travel.
8. **Greenfield Airports:** The 'In-Principle' approval for 21 Greenfield Airports, with 11 already operational, highlights the government's proactive approach to developing new aviation hubs.
9. **AAI Startup Policy:** The policy provides a framework for innovation at airports, leveraging technology to enhance passenger service delivery.
10. **Operationalization of Air Routes:** The commencement of 459 routes under four rounds of RCS-UDAN bidding, operationalizing 70 airports, including water aerodromes and heliports, marks a significant achievement in enhancing India's air connectivity.
11. **Digi Yatra Implementation:** The launch of Digi Yatra at three airports aims to streamline passenger processing through digital solutions, with plans for further expansion.
12. **Investment in Airports:** Plans for significant investment in airports, including a Rs. 1 lakh crore investment announcement and targeted capital outlays, underscore a robust investment framework for airport development.
13. **Manufacturing Facility Foundation:** The foundation stone laid by the Prime Minister for the C-295 Aircraft Manufacturing Facility in Gujarat signifies a strategic move towards boosting indigenous aircraft production.
14. **Removal of Flight Capacity Restrictions:** The announcement allowing airlines to operate without capacity restrictions reflects the government's adaptive measures to rejuvenate the aviation sector post-pandemic.
15. **Krishi UDAN 2.0 Scheme:** The launch of this scheme to facilitate the air transport of agricultural produce, especially from northeastern and tribal regions, showcases a commitment to leveraging aviation for agricultural prosperity.
16. **International Airport Inauguration:** The inauguration of Kushinagar International Airport by the Prime Minister highlights the government's focus on enhancing international connectivity and promoting tourism.

Road Ahead

India's aviation industry is largely untapped with huge growth opportunities, considering that air transport is still expensive for the majority of the country's population, of which nearly 40% is the upwardly mobile middle class. The government has been instrumental in developing policies to give a boost to the aviation sector. For this, the UDAN-RCS scheme has been launched by the government which aims to increase air connectivity by providing affordable, economically viable, and profitable travel on regional routes.

The industry stakeholders should engage and collaborate with policymakers to implement efficient and rational decisions that would boost India's civil aviation industry. With the right policies and relentless focus on quality, cost, and passenger interest, India would be well placed to achieve its vision of becoming the third-largest aviation market by 2020. The expenditure of Indian travellers is expected to grow up to Rs. 9.5 lakh crore (US\$ 136 billion) by 2021. In 2022, the contribution of India's travel and tourism sector to India's economy was worth Rs. 15.7 trillion (US\$ 190 billion). By the end of this year, it would be worth Rs. 16.5 trillion (US\$ 200 billion), as per the data released by the World Travel & Tourism Council (WTTC). The forecast for the next ten years is worth an enormous almost Rs. 37 trillion (US\$ 450 billion).

Due to the rise in demand for air travel, India will need 2,380 new commercial airplanes by 2038. According to a report titled 'Travel market in India', published by RedCore - a RedSeer unit focusing on early-stage companies - the travel market in India, worth ~US\$ 75 billion in FY20, is projected to cross US\$ 125 billion by FY27.

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” for a discussion of the risks and uncertainties related to those statements and the section “Risk Factors” for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the Twelve-month period that ended on March 31 of that year. In this section, a reference to the “Company” or “we”, “us” or “our” means TechEra Engineering (India) Limited as on the date of this Red Herring Prospectus.

The financial information used in this section, unless otherwise stated, is derived from our restated financial information, as restated and prepared in accordance with Indian GAAP, Companies Act and SEBI Regulations as included in this Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Restated Financial Information” beginning on pages 17 and 162 respectively.

BUSINESS OVERVIEW

TechEra Engineering (India) Limited, established in October 2018, engages in the design, manufacture, and supply of precision tooling, components for the aerospace and defence industries, and automation system solutions. The company's product portfolio includes assembly toolings, jigs, fixtures, maintenance, repair, and overhaul (MRO) toolings, ground support equipment, and precision machined components. It utilizes advanced manufacturing technologies, such as 5-axis machining and 3-D modelling for design visualization, to meet the requirements of its target sectors.

Our Company is ISO 9001:2015 and AS9100D:2018 certified, reflecting its adherence to quality management systems. It has participated in notable projects, including the manufacture of tooling for the commercial aircraft vertical fin assembly line and fighter wing skin layup tool, indicating its capability to execute complex engineering projects. The company aims to contribute to technological advancement and the upliftment of the sectors it serves, through continuous improvement and innovation in its processes and offerings.

SWOT ANALYSIS

<i>Strength</i>	<i>Weakness</i>
<p>Specialized Expertise: TechEra Engineering demonstrates expertise in aerospace and defence manufacturing, emphasizing products such as assembly toolings, jigs, fixtures, and precision machined components. The focus on niche markets is a key characteristic.</p> <p>Technical Capabilities: Investment in advanced manufacturing technologies, including 5-axis machining and augmented reality/virtual reality for design visualization, positions the company for projects requiring high precision and complexity.</p> <p>Experienced Leadership: The management team, comprised of individuals with significant experience in aerospace engineering and automation, provides strategic direction.</p> <p>Recognitions and Certifications: Receipt of awards and certifications from reputable organizations indicates a commitment to quality and excellence in the company's operational domain.</p>	<p>Market Dependence: Reliance on the aerospace and defence sectors may pose risks should these industries experience downturns.</p> <p>Capital Intensity: The costs associated with maintaining and upgrading technology may place financial pressures on the company, particularly in a rapidly evolving technological environment.</p> <p>Regulatory Complexity: The defence and aerospace sectors are governed by stringent regulatory requirements, potentially impacting operational flexibility and cost structures.</p> <p>Single Facility Dependence: The company's reliance on a singular manufacturing facility introduces risk related to potential operational disruptions. This dependence may affect its ability to maintain production in the event of site-specific issues such as natural disasters, infrastructure failures, or regulatory changes.</p>
<i>Opportunity</i>	<i>Threats</i>
<p>Market Expansion: Potential exists for growth in emerging markets and sectors beyond the current focus areas, including commercial aerospace.</p> <p>Technological Innovation: Advancements in Industry 4.0, IoT, and automation present opportunities for revenue growth and operational efficiency improvements.</p>	<p>Competition: The company faces competition from other entities in aerospace and defence manufacturing, which could affect market share and pricing.</p>

<p>Partnerships: Collaborations with industry entities and research institutions could facilitate access to new markets, diversification, and innovation.</p> <p>Government Contracts: Increased global defence spending and aerospace sector initiatives offer avenues for new projects and contracts.</p>	<p>Technological Obsolescence: Rapid advancements in technology necessitate continuous investment to avoid obsolescence.</p> <p>Geopolitical Risks: International relations and defence policies may influence demand for aerospace and defence products, affecting business operations.</p> <p>Economic Conditions: Global economic downturns could reduce spending in targeted sectors, leading to decreased demand for the company's products and services.</p>
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DETAILS OF THE MARKET

Our Company operates within the aerospace and defence market, a sector characterized by high technological complexity, stringent regulatory standards, and significant capital investment. This market is globally distributed, with major hubs in North America, Europe, Asia-Pacific, and other regions, reflecting the international demand for aerospace and defence products and services.

The aerospace segment encompasses the manufacturing, design, and maintenance of aircraft and spacecraft, ranging from commercial airliners and cargo transport aircraft to military fighters and unmanned aerial vehicles. This segment is driven by factors such as global air traffic growth, advancements in aerospace technology, and increasing defence spending by countries seeking to modernize or expand their military capabilities. The defence segment includes the development and production of a wide array of military hardware, software, and services, including vehicles, weapons systems, and surveillance and communication technologies.

The market is influenced by several key trends. Firstly, there is a growing emphasis on digital transformation and the adoption of Industry 4.0 technologies, such as automation, data analytics, and interconnected systems, to enhance manufacturing efficiency, product quality, and operational flexibility. Secondly, sustainability and environmental considerations are increasingly prioritized, leading to innovations in fuel efficiency, emissions reduction, and the development of electric and hybrid propulsion systems.

Another significant trend is the expansion of the maintenance, repair, and overhaul (MRO) sector, fueled by the aging global aircraft fleet and the need for regular maintenance to ensure safety and regulatory compliance. The MRO market is becoming a hub for service innovation, including predictive maintenance powered by artificial intelligence and big data analytics.

Global geopolitics and defence policies heavily influence the defence segment, with shifts in international relations and security concerns driving changes in defence spending and procurement strategies. The increasing focus on unmanned systems, cyber security, and advanced electronics reflects the evolving nature of modern warfare and defence needs.

Our Company is positioned within this complex and dynamic environment, where its specialized capabilities in design, manufacturing, and supply of aerospace and defence tooling, precision components, and automation solutions align with the sector's demands. The company's focus on advanced manufacturing technologies and engineering services places it at the intersection of traditional manufacturing excellence and cutting-edge technological innovation.

However, the aerospace and defence market is also subject to challenges, including cyclical demand, high barriers to entry due to regulatory and certification requirements, and the need for continuous investment in technology and skills to keep pace with evolving industry standards and customer expectations. The competitive landscape includes a range of players from large, established defence contractors and aerospace manufacturers to specialized engineering firms and innovative technology startups.

AEROSPACE AND DEFENCE DIVISION SUMMARY

PRODUCT AND PRODUCT RANGE

Key products definitions:

Assembly jig: An assembly jig is a precise, custom-made tool used to hold parts in the correct position during the assembly process. The primary function is to ensure that all sections of the center fuselage fit together perfectly, maintaining the structural integrity and aerodynamic shape of the aircraft. By using the jig, workers can assemble the components with high precision, reducing errors and enhancing the quality of the final product.



Assembly Tooling: Assembly tooling includes all the special tools used to put together airplanes or defense equipment. Besides jigs, it also includes things like clamps, molds, and other devices that help workers put parts together accurately and efficiently. Think of it like all the different tools you'd use to assemble a piece of furniture from a kit—everything that helps you do the job right.



Ground Support Equipment: Ground support equipment (GSE) is all the machines and tools used to take care of airplanes when they're on the ground. This includes things like tractors that tow planes, power units that provide electricity, trucks that refuel the planes, and stairs for passengers to board. GSE makes sure planes are ready for their next flight, properly maintained, fueled, and serviced.



Skin layup tool: A skin layup tool is used to create the outer layers, or "skins," of an aircraft's wings or fuselage. Think of this tool as a large, precisely shaped mold. Layers of material, such as composite fibers or metal sheets, are carefully placed or "laid up" on the mold. These layers are then bonded together, often using heat and pressure, to form a solid, smooth outer surface. The skin layup tool ensures that the outer surfaces of the aircraft are created with high precision and strength. This outer skin is crucial for protecting the aircraft's internal components and providing an aerodynamic surface for flight.



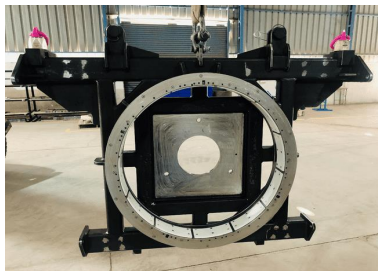
MRO Tool: MRO tools are the tools used to keep airplanes and defense equipment in good shape. MRO stands for Maintenance, Repair, and Overhaul. These tools include things like wrenches, devices that check parts for wear, and specialized equipment for fixing issues. The goal of MRO is to make sure everything works safely and reliably, extending the life of the equipment and keeping it in top condition.



Stretch forming tool: A stretch forming tool is a device used to shape metal sheets into curved surfaces. Imagine you have a flat piece of metal that needs to be shaped into a curved panel, like a part of an airplane's body. The metal sheet is clamped securely at both ends. Then, it is stretched and pulled over a specially designed mold that has the desired shape. As the metal stretches, it conforms to the mold's shape, creating a smooth, curved surface. This tool helps create precise and strong curved metal panels that fit perfectly onto the aircraft, making it more aerodynamic and structurally sound.

Applications	Product and Product Definition	End Use Industry	Photos
Aircraft Assembly	Assembly Jig for assembly of Centre Fuselage Assembly	To assemble and manufacture the Centre Fuselage.	
Aircraft Assembly	Fancowl Assembly Tooling for manufacturing of Fancowl	<p>Commercial Aerospace Tooling</p> <p>The Fancowl is a part which forms the covering of an Aircraft Engine.</p>	

Applications	Product and Product Definition	End Use Industry	Photos
Aircraft Assembly	<p>Vertical Stabilizer Assembly Line for B737</p> <p>Around B737 V Fin Assembly Line tooling had around 120 tools mfg. by TechEra</p>	To assemble and manufacture the Vertical Stabilizer	
Aircraft Assembly	Rear Fuselage Tools	To assemble and manufacture the Rear Fuselage.	

Applications	Product and Product Definition	End Use Industry	Photos
Aircraft Assembly	<p>Nose Cone, Nose Fuselage Tooling</p> <p>Assembly Line of 10-15 Tools</p>	To assemble and manufacture the Rear Fuselage.	
Aircraft Detail Part Manufacturing Tooling	Wing Skin Layup Tool	To manufacture wings of fighter jet aircraft.	

Applications	Product and Product Definition	End Use Industry	Photos
Ground Support Equipment	Ground Support Equipment used for Maintenance of Parts of fighter jet aircraft	To maintain, repair various parts of fighter jet aircraft	
Maintain, Repair and Overhaul (MRO)	MRO Tools for Maintenance, Repair and Overhauling of Aircraft Engines	Used by Engine Manufacturers to maintain their respective aircraft Engines	 

Applications	Product and Product Definition	End Use Industry	Photos
Aircraft Detail Part Manufacturing Tooling	Stretch Forming Tool	Used by OEM's and TIER 1 Aerospace Companies to manufacture Aircraft Skins by Stretch forming process.	
Precision Machining in the Mechanical Industry	<p>These are various kinds of Products which are used in the mechanical industry and require precision machining with high accuracy.</p> <p>These components vary in size from 500mm to 6000mm.</p>	<p>Mechanical Wind Earth Moving Special Purpose Machine Automation Aerospace Defence</p>	<p>y</p> 

* This table does not contain a comprehensive list of all products manufactured by the Company, this is for information purposes only.

BUSINESS PROCESSES

Customer On-boarding Process



Brief details of each step are as follows:

Identification and Outreach:

- 1. Market Research:-** Initiate the onboarding process by conducting thorough market research to identify potential customers in the aerospace tooling industry. - Analyse industry trends, customer requirements, and emerging technologies to tailor the approach to specific needs.
- 2. Prospect Identification:-** Identify potential clients based on their operations, requirements, and alignment with the company's capabilities. - Utilize industry networks, conferences, and online platforms to establish initial connections.
- 3. Initial Outreach:-** Initiate contact through personalized communications, highlighting the company's expertise and showcasing relevant projects. - Provide valuable insights into how the company's tooling solutions can address the client's aerospace manufacturing needs.

Needs Assessment and Customization:

- 1. Detailed Consultation:-** Engage in detailed consultations to understand the client's specific tooling requirements, production processes, and quality standards. - Collaborate closely to identify challenges and opportunities within the aerospace manufacturing context.
- 2. Customized Solutions:-** Tailor tooling solutions to align with the client's unique specifications and project objectives. - Leverage the company's engineering expertise to propose innovative and efficient tooling designs.

Proposal and Negotiation:

- 1. Detailed Proposal:-** Provide a comprehensive proposal that includes detailed specifications, project timelines, and cost estimates. - Clearly outline the value proposition, emphasizing how the proposed tooling solutions address the client's challenges.
- 2. Negotiation and Clarification:-** Engage in negotiations to ensure alignment on project scope, pricing, and delivery timelines. - Clarify any technical or contractual details to avoid misunderstandings in later stages.

Prototype Development and Testing:

- 1. Prototype Creation:-** Develop prototypes based on the agreed-upon design and specifications. - Share prototypes with the client for evaluation and feedback.
- 2. Iterative Refinement:-** Collaborate with the client to iterate and refine prototypes, ensuring they meet the required standards and performance criteria. - Conduct rigorous testing to validate the tooling's reliability and functionality.

Purchase Order and Contract Finalization:

1. Purchase Order Issuance:- Upon successful prototype testing and client approval, issue the purchase order to formalize the agreement. - Ensure the purchase order includes detailed specifications, quantities, and delivery terms.

2. Contract Signing:- Finalize the contractual agreements, including terms and conditions, intellectual property rights, and warranties. - Ensure both parties fully understand and agree upon all aspects of the contract. The seamless execution of the customer onboarding process, from identification to purchase order, sets the foundation for a successful partnership in the aerospace tooling industry. Effective communication, customization, and a commitment to quality play pivotal roles in establishing lasting relationships with clients in this specialized field.

Standard process for our products



Brief details of each step are as follows:

1. **Preparation Stage:** Initially, we acquire a detailed 3D design from our project team, which serves as a digital blueprint outlining the exact specifications of the item to be produced. This blueprint is essential for planning and is requested a minimum of three days before manufacturing begins to ensure adequate preparation time.
2. **Machine Selection:** Based on the requirements of the blueprint, we select the most suitable machine for the task. Our machines are equipped with advanced capabilities, allowing them to move in multiple directions to precisely sculpt the material according to the blueprint specifications. This choice is recorded on a planning document known as a loading chart.
3. **Programming and Tooling:** With the machine selected, we proceed to program it using specialized software. This step is akin to inputting a recipe that guides the machine on how to transform the raw material into the desired product. Concurrently, we select the specific cutting tools and attachments that will be mounted on the machine to execute the blueprint's instructions.
4. **Verification Process:** Before commencing the manufacturing process, a thorough verification is conducted to ensure that the material, machine setup, and program align with the 3D blueprint's specifications. This includes confirming the accuracy of the tools and materials to be used.
5. **Manufacturing Execution:** The manufacturing process is initiated with a preliminary rough cut, which carves out the basic shape of the product, intentionally leaving a slight excess of material. This is followed by a meticulous inspection to confirm adherence to the blueprint. If the inspection is satisfactory, a final precision cut is performed to refine the product to its exact specifications.
6. **Quality Assurance and Completion:** Upon the completion of the manufacturing process, the final product undergoes a comprehensive quality inspection to ensure it meets all specified criteria. Successful passing of this inspection signifies that the product is ready for its intended application or for any subsequent finishing processes.

Quality Control



Brief details of each step are as follows:

1. **Assembly Drawing Review:** Assembly drawings undergo dimensional verification to confirm that each component will fit as designed.
2. **Assembly Inspection:** The engineer checks the actual assembly against the specifications and identifies any deviations.
3. **Compliance Confirmation:** All materials and assembly processes are scrutinized to ensure they meet the Quality Assurance Plan and any customer-specific requirements.
4. **Issue Documentation and Resolution:** Any issues identified during assembly are documented and communicated to the project team for corrective action.
5. **Stage Inspection and Reporting:** At predetermined stages of production, inspections are carried out and results are recorded, ensuring ongoing compliance with the manufacturing process.
6. **Final Assessment:** A concluding evaluation is performed to affirm that the final product adheres to all quality standards and is ready for dispatch.

7. **Dispatch Readiness:** Compliance with all customer requirements is verified, and the product is prepared for dispatch following a final review using advanced measurement equipment and techniques, such as coordinate measuring machines.

Distribution and Logistics

In manufacturing, logistics and distribution are essential for managing the flow of materials, components, and end products. Logistics involves the detailed coordination of complex operations including the movement and storage of goods, whereas distribution specifically pertains to delivering products to designated locations. Deliveries are managed by the customer, with the Company responsible for packaging to international standards, fumigation, vacuum packing, and preparing associated documentation. Customers determine the mode of shipment. Within India, the Company handles logistics or delegates it per project scope, exclusively utilizing road transport.

Raw material

Our manufacturing operations necessitate a diverse range of raw materials to meet the stringent specifications of the aerospace and defence industry. The selection of materials is pivotal to the engineering process, ensuring that the final products not only meet design criteria but also comply with safety, durability, and performance standards.

The primary materials used include:

1. **Metals and Alloys:** High-strength alloys, aluminum, titanium, and stainless steel are commonly used for their favorable strength-to-weight ratios, corrosion resistance, and durability under high stress and temperature conditions.
2. **Composites:** Advanced composite materials, such as carbon fiber-reinforced polymers, are utilized for their exceptional strength, reduced weight, and resistance to environmental factors. These are essential in applications where weight reduction is critical without compromising structural integrity.
3. **Plastics and Polymers:** Engineered plastics and high-performance polymers are selected for components that require precise tolerances and resistance to heat and chemicals. Examples include PEEK and Teflon.
4. **Fasteners and Adhesives:** High-quality fasteners made from hardened metals and aerospace-grade adhesives are used to ensure the secure assembly of components, withstanding the rigorous demands of aerospace operations.
5. **Lubricants and Coatings:** Specialized lubricants are employed to reduce friction and wear in moving parts, while protective coatings are applied to metal parts to prevent corrosion and enhance material longevity.
6. **Rubber and Elastomers:** These materials are crucial for seals and gaskets, offering flexibility and sealing properties essential for maintaining pressurization and fluid control in aircraft systems.

Geographical source of Raw Material procured by the Company (in %):

<i>Place of Origin</i>	<i>2024</i>	<i>2023</i>	<i>2022</i>
<i>Maharashtra</i>	<i>90.27</i>	<i>68.19</i>	<i>87.54</i>
<i>Outside Maharashtra</i>	<i>2.98</i>	<i>30.09</i>	<i>9.11</i>
<i>Import</i>	<i>6.75</i>	<i>1.72</i>	<i>3.35</i>

Please refer to the risk factor “10. We depend on third party suppliers for raw materials and other business inputs, which are on a purchase order basis. Such suppliers may not perform, or be able to perform their obligations in a timely manner, or at all and any delay, shortage, interruption, reduction in the supply of or volatility in the prices of raw materials and other business inputs on which we rely may have a material adverse effect on our business, results of operations, financial condition, cash flows and future prospects.” in the section titled ‘Risk Factors’ on page 17 of this Red Herring Prospectus for detailed disclosure pertaining to our suppliers and other business inputs.

Supply Chain Management

The supply chain function at the Company involves a dedicated team, segmented into:

- **Raw Material Procurement:** This team sources raw materials essential for manufacturing, ensuring a stable supply at favorable costs while managing associated risks.
- **Vendor Development:** This unit cultivates strategic relationships with suppliers to bolster efficiency and supply chain reliability. The team evaluates supplier performance and ensures compliance with the Company's standards.
- **Bought-Out Parts (BOP) Procurement:** Specializing in acquiring BOP from external sources, this unit is adept at sourcing processes to secure necessary components for production, balancing cost and timeliness without compromising on quality.

Utilities

Our business operations require use of power. The power requirement for our Manufacturing Facility is sourced from the state power grid. Our manufacturing processes require uninterrupted supply of power in order to ensure that we are able to manufacture quality products. To ensure uninterrupted supply of power we have also installed back-up diesel generators at our manufacturing facility. Industrial grade water is required in the manufacturing process of our products for lubrication and cooling of our plant and machinery during operations. We also use water for meeting staff requirements at our facilities.

FINANCIAL HIGHLIGHTS

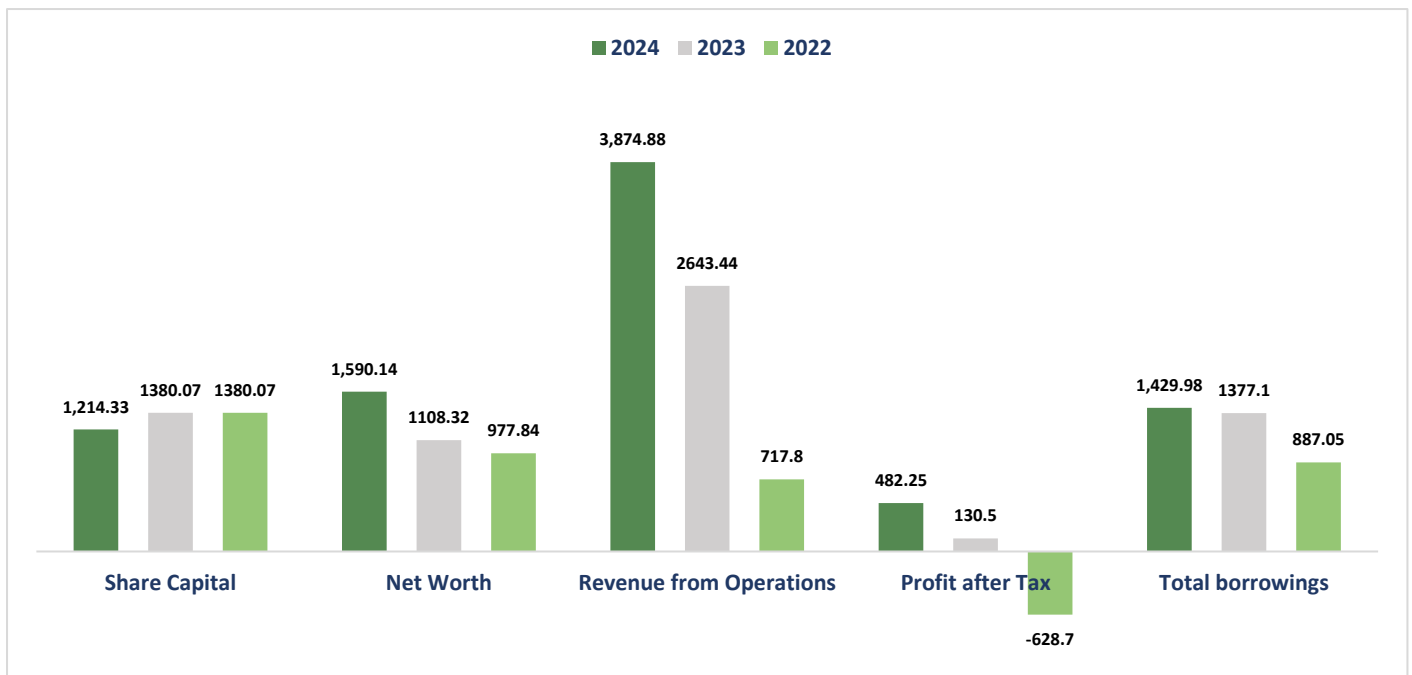
The table below sets forth certain key operational and financial metrics for the periods indicated:

(₹ In Lakhs)

Particulars	For the year ended March 31		
	2024	2023	2022
Share Capital	1,214.33	1380.07	1380.07
Net Worth	1,590.14	1108.32	977.84
Revenue from Operations	3,874.88	2643.44	717.80
Profit after Tax	482.25	130.50	-628.70
Earnings per share Basic	4.14	6.19	-40.49
Net Asset Value per Equity Share (in ₹)	13.09	61.20	54.00
Total borrowings	1,429.98	1377.10	887.05

*Not annualised.

VISUAL REPRESENTATION OF OUR FINANCIAL HIGHLIGHTS



Set forth below is the bifurcation of our revenue from operations

a) in terms of our product category:

(₹ In Lakhs)

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	In %	Amount	In %	Amount	In %
Aerospace	2272.91	58.66%	1895.71	71.71	643.21	89.61
Automation	1593.35	41.12%	740.27	28.00	72.82	10.15
Miscellaneous	8.60	0.22%	7.47	0.29	1.77	0.25

b) in terms of our Top 10, Top 5, Top 3 customers:

(₹ In Lakhs)

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	In %	Amount	In %	Amount	In %
Top 3 Customers	1972.10	50.89%	1141.12	43.17	420.94	58.64
Top 5 Customers	2660.06	68.65%	1660.29	62.81	537.10	74.83
Top 10 Customers	3555.06	91.75%	2311.23	87.43	677.56	94.39

c) in terms of orders from new customers and retained customers:

(₹ In Lakhs)

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	In %	Amount	In %	Amount	In %
New Customers	473.35	12.22%	878.90	33%	178.81	25%
Retained Customers	3401.53	87.78%	1764.54	67%	538.99	75%

d) The % of contribution of our Company's Top 5 customers vis-à-vis the revenue from operations respectively as of for the Fiscal 2021, 2022 and 2023 is as follows:

(₹ In Lakhs)

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	In %	Amount	In %	Amount	In %
Customer 1	863.23	22.28%	509.87	19.29%	242.04	33.72%
Customer 2	645.22	16.65%	316.25	11.96%	113.93	15.87%
Customer 3	463.64	11.97%	315.00	11.92%	64.97	9.05%
Customer 4	361.17	9.32%	271.67	10.28%	58.35	8.13%
Customer 5	326.80	8.43%	247.50	9.36%	57.81	8.05%

e) in terms of our Top 10, Top 5, Top 3 Suppliers:

(₹ In Lakhs)

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	In %	Amount	In %	Amount	In %
Top 3 Suppliers	702.09	53.07%	844.39	57.64%	106.34	39.38%
Top 5 Suppliers	787.24	59.51%	945.28	64.53%	131.50	48.69%
Top 10 Suppliers	906.21	68.50%	1073.18	73.26%	179.61	66.51%

f) The % of contribution of our Company's Top 5 Suppliers vis-à-vis the revenue from operations respectively as of for the Fiscal 2021, 2022 and 2023 is as follows:

(₹ In Lakhs)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
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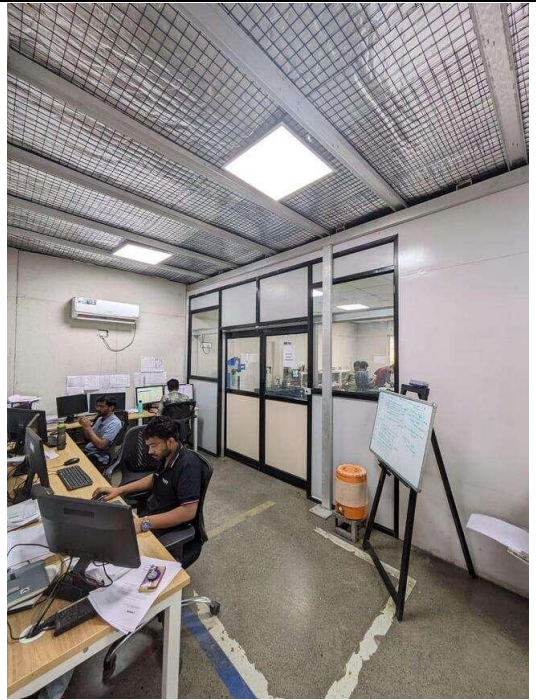
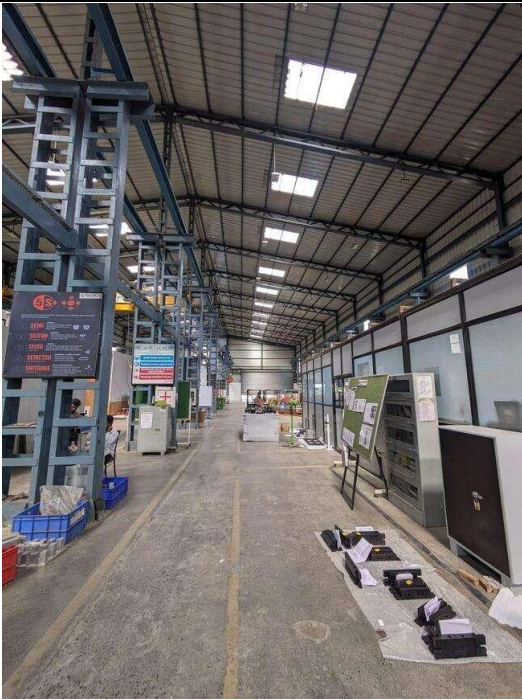
	Amount	In %	Amount	In %	Amount	In %
Supplier 1	499.28	37.74%	303.25	20.70%	53.56	19.83%
Supplier 2	127.64	9.65%	300.12	20.49%	35.99	13.33%
Supplier 3	75.17	5.68%	241.02	16.45%	16.78	6.22%
Supplier 4	54.41	4.11%	56.94	3.89%	13.41	4.97%
Supplier 5	30.74	2.32%	43.95	3%	11.74	4.35%

PLACE OF BUSINESS OF THE COMPANY

We operate our business from the following locations:

Description	State	Owned by/ occupation type	Location	Validity	Consideration
Registered Office / Manufacturing Facility	Maharashtra	Jointly owned by <ul style="list-style-type: none"> ● Konde Deshmukh Prakash Nathuram ● Konde Deshmukh Mohini Prakash ● Konde Deshmukh Vikas Nathuram ● Konde Deshmukh Mandakini Vikas ● Konde Deshmukh Ramesh Nathuram ● Konde Deshmukh Mayadevi Ramesh ● Bande Hawaldar Sunita Anil <p>Leave/ License Agreement</p>	Gat No. 565, Behind Namo Marble & Timbers, At Post Velu, Tal. Bhor, Pune, Maharashtra 412205	60 months from 01/01/2020 to 31/12/2024	₹6,81,900/- (Indian Rupees Ten Lakhs Only) per Month

Location photographs of our Facility






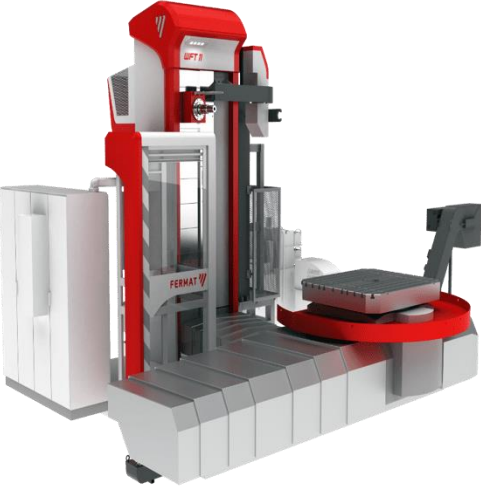

Location photographs of our Facility



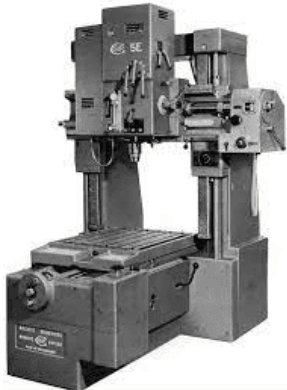




PLANT AND MACHINERY

Owned Machines:

Machine	Make	Machine Definition	Machine Photos
VMC Machine Vajra	BFW – Bharat Fritz Werner	A 3 Axis Vertical Machining Centre is a device designed to shape metals or other materials into parts with precision. It operates with movements in three directions: vertically, horizontally, and longitudinally, enabling the machining of materials from various angles with high accuracy.	
VMC Machine 1060	Jyoti	A 3 Axis Vertical Machining Centre is a device designed to shape metals or other materials into parts with precision. It operates with movements in three directions: vertically, horizontally, and longitudinally, enabling the machining of materials from various angles with high accuracy.	




Machine	Make	Machine Definition	Machine Photos
Surface Grinding Machine	Alex	Surface grinders function similarly to machines that sand wood, but they are utilized for metals and other materials, providing a flat and smooth finish. The grinding wheel operates in a linear motion to even out the material surface to achieve a desired level of flatness.	
Horizontal Boring 5-Axis Machine	Fermat	A 5-axis horizontal machining center performs operations like drilling into materials laid out horizontally, making accurate holes in large components. Its five axes of movement allow for intricate work at any angle, making it highly versatile for complex tasks.	
Cylindrical Grinding Machine	Micromatic	A cylindrical grinder specializes in refining circular metal parts to a precise diameter. The material is clamped and rotated while a grinding tool sculpts it into a cylindrical shape, ideal for manufacturing precise, smooth shafts or rods.	

Machine	Make	Machine Definition	Machine Photos
Turning Centre	Jyoti	Turning centers function by rotating a material while a cutting tool shapes it into designs such as cylinders or cones, useful for fabricating components like shafts and bolts with automated precision.	
DMG 5-Axis DMU65	DMG	DMG 5 axis refers to a type of advanced machining technology used in manufacturing. Imagine a machine that can move a cutting tool in five different directions, allowing it to carve and shape a material from multiple angles with precision. This capability enables the creation of complex shapes and intricate designs that might be difficult or impossible to achieve with traditional machining methods	
Jig Boring Machine	SIP	A jig boring machine, such as one manufactured by SIP, drills holes with remarkable accuracy, capable of creating precise holes at various angles and depths.	

Machine	Make	Machine Definition	Machine Photos
CMM Machine	Accurate	Coordinate Measuring Machines (CMM) are highly accurate measurement devices that operate like robotic arms with sensors, assessing intricate parts to ensure they meet exact specifications.	
Laser Tracker	FARO	Laser trackers function as precision measurement tools using laser beams to accurately track object positions within large spaces, aiding in the correct construction and assembly of products.	
Portable CMM Machine	FARO	Portable CMMs are devices equipped with a manually operated arm, allowing for tactile measurement of parts against their 3D models to acquire exact dimensions.	
Trimos	Trimos	Trimos specializes in precision measurement tools that measure dimensions such as length, thickness, and angles with high accuracy, much like sophisticated rulers for exact measurements.	

Leased Machines:

Machine	Make	Machine Definition	Machine Photos
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<p>VMC Machine Chandra¹</p>	<p>BFW – Bharat Fritz Werner</p>	<p>A 3 Axis Vertical Machining Centre is a device designed to shape metals or other materials into parts with precision. It operates with movements in three directions: vertically, horizontally, and longitudinally, enabling the machining of materials from various angles with high accuracy.</p>	
<p>VMC Machine PX40²</p>	<p>Jyoti</p>	<p>A 3 Axis Vertical Machining Centre is a device designed to shape metals or other materials into parts with precision. It operates with movements in three directions: vertically, horizontally, and longitudinally, enabling the machining of materials from various angles with high accuracy.</p>	
<p>VMC Machine PX10³</p>	<p>Jyoti</p>	<p>A 3 Axis Vertical Machining Centre is a device designed to shape metals or other materials into parts with precision. It operates with movements in three directions: vertically, horizontally, and longitudinally, enabling the machining of materials from various angles with high accuracy.</p>	

AUTOMATION DIVISION SUMMARY

The Company's Automation Division, while a minor business segment, plays a crucial role in advancing industrial and manufacturing processes through targeted automation solutions. This segment is focused on the strategic application of automation technologies to enhance operational efficiency, precision, and scalability for clients across diverse sectors.

Capabilities of the Automation Division:

- **Comprehensive Automation Solutions:** Spanning the entire lifecycle from design and conceptualization to construction, integration, and commissioning of automation systems. Specializing in assembly lines, conveyor systems, special-purpose machines, material handling equipment, and robotic applications, the division leverages Industry 4.0 technologies, including IoT and AR/VR, to deliver precise and efficient automation solutions.

- **Service and Integration:** Ensuring that automation systems are seamlessly integrated into clients' existing operations, the division aims to optimize productivity and efficiency across the board.

Product and Service Portfolio:

Offering a broad array of products from industrial robotics to specialized machinery and comprehensive conveyor systems, the division also provides turnkey project solutions. These encompass welding lines, packaging lines, and assembly lines, all integrated with state-of-the-art technologies to enhance operational processes.

Innovation and Adaptability:

The division places a strong emphasis on innovation, employing virtual reality for design validation and process simulation. This forward-thinking approach ensures that all solutions are both future-ready and aligned with clients' evolving needs.

Targeted Industry Applications:

Despite being a minor segment, the Automation Division serves a wide range of industries, including automotive, aerospace, and electronics, by offering tailored solutions that address specific operational challenges and objectives.

Our Company seamlessly integrates its expertise in aerospace and defence tooling with its newfound capabilities in Automation & Robotics Sector. This synergy positions the company as a comprehensive solutions provider, capable of addressing diverse manufacturing and automation needs across different diversified sectors.

Our expertise helps us to be Turnkey System Integrator and solution provider for different sectors and several applications as mentioned under:

1. *Automotive Sector:* We have experience of successfully executing Robotic Welding and Assembly lines for all the major 2,3 & 4 wheeler segments OEM's and their Tier1's. Our major installation and footprints are across complete pan India for various applications.
2. *Appliances Sector:* We were able to deliver the one stop solutions for complete assembly of Washing machines, Refrigerator and AC production lines. This comprises of all the conveyor systems, handling systems, inspection systems, SCADA and report generation along with the part traceability software's.

TYPES OF AUTOMATION SERVICES

Key Highlights of our Company's Automation Services:

1. **Robotic Systems:** Our company designs, manufactures, and integrates robotic systems for applications such as MIG Welding, BIW Spot Welding, and others, aiming to maintain production targets and consistent quality across sectors.
2. **Special Purpose Machines (SPMs):** We standardize SPMs for various operations such as welding and machining, with capabilities in pressing stations and custom applications based on client needs.
3. **Conveyor Systems:** We design and supply various types of conveyor systems like roller and belt conveyors, used widely across industrial sectors to automate processes like assembly and packing.
4. **Material Handling Equipment (MHE):** Our expertise extends to MHE, which includes devices like Pick & Place Gantry Systems and Turntables, utilized in processes from welding to packing.
5. **IoT, SCADA & Traceability:** We integrate and program major PLC products, developing SCADA and traceability software for systems like Production Monitoring Systems and Quality Monitoring Systems to optimize operations in manufacturing industries.

Applications	Customer component	Service and Definition	End Use Industry
Automated Assembly Lines	Washing Machines	Complete design to build solution for assembly of washing machines with integration and programming and SCADA & Traceability	Appliance Industry

Automated Assembly Lines	Washing Machines	Free flow assembly conveyors, Belt conveyors, roller conveyors	Appliance Industry
Automated Assembly Lines	Washing Machines, Refrigerator, Air Conditioner	Testing Loop with overhead conveyors and testing equipment's like vision systems, HVIR, SCRT, Noise Rooms etc Belt and Slat conveyor for sub assembly stations	Appliance Industry
Robotic MIG Welding	Bike Chassis	Robotic MIG Welding Cell with 5 Axis positioner and welding fixtures	Automotive Industry
Robotic Spot Welding	Heavy Duty Lockers	Robotic Spot welding cell with indexers, and welding fixtures	Non-Automotive
Robotic Handling	Pallets for packing line	Robotic system with Vision and conveyor equipment's	FMCG
MHE – Material Handling Equipment's	Chassis	Pick & Place Gantry system	Automotive
MHE – Material Handling Equipment's	Crank Case	Servo enables multi axis indexer	Heavy Earth Moving Equipment's
SPM – Special Purpose Machine	Tubular parts	Laser cutting SPM	Multiple Applications

BUSINESS PROCESSES FOR AUTOMATION DIVISION

Customer On-boarding Process for Automation



Below is an overview of the key stages in this intricate process:

I. Identification and Outreach:

1. Market Research: - Initiate the on boarding process by conducting thorough market research to identify potential customers in the automation & robotics industry. - Analyse industry trends, customer requirements, and emerging technologies to tailor the approach to specific needs.

2. Prospect Identification: - Identify potential clients based on their operations, requirements, and alignment with the company's capabilities. - Utilize industry networks, conferences, and online platforms to establish initial connections.

3. Initial Outreach: - Initiate contact through personalized communications, highlighting the company's expertise and showcasing relevant projects. - Provide valuable insights into how the company's tooling solutions can address the client's automation needs.

II. Needs Assessment and Customization:

1. Detailed Consultation: - Engage in detailed consultations to understand the client's specific automation requirements, production processes, and quality standards. - Collaborate closely to identify challenges and opportunities within the automation & robotics context. Defining the detailed process flow as per the TACT time and technical requirements.

2. Customized Solutions: - Tailor automation solutions to align with the client's unique specifications and project objectives. - Leverage the company's engineering expertise to propose innovative and efficient system designs. Schematic Line Layout designing as per the space availability at the customer factory premises. Station wise elementary cycle time study & calculation.

III. Proposal and Negotiation:

1. Detailed Proposal: - Provide a comprehensive proposal that includes detailed specifications, project timelines, and cost estimates. - Clearly outline the value proposition, emphasizing how the proposed automation solutions address the client's challenges.

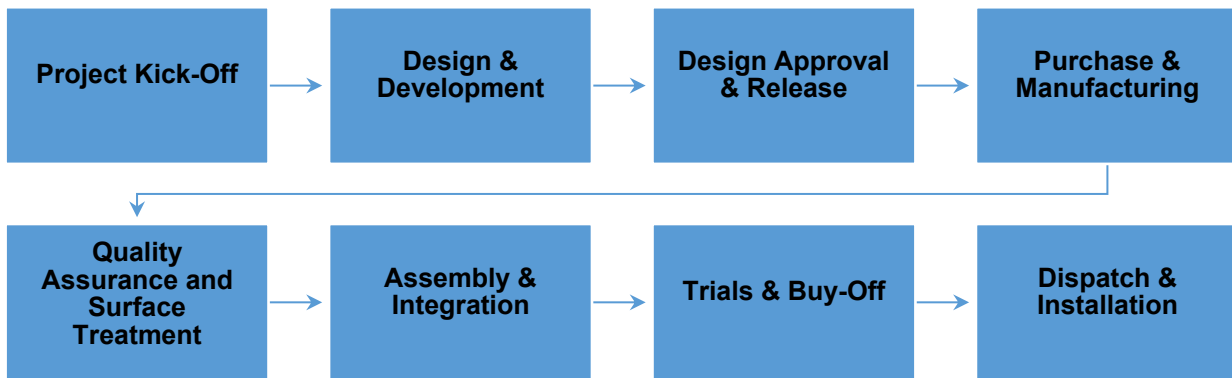
2. Negotiation and Clarification: - Engage in negotiations to ensure alignment on project scope, pricing, and delivery timelines. - Clarify any technical or contractual details to avoid misunderstandings in later stages.

IV. Purchase Order and Contract Finalization:

1. Purchase Order Issuance: - Upon successful prototype testing and client approval, issue the purchase order to formalize the agreement. - Ensure the purchase order includes detailed specifications, quantities, and delivery terms.

2. Contract Signing: - Finalize the contractual agreements, including terms and conditions, intellectual property rights, and warranties. - Ensure both parties fully understand and agree upon all aspects of the contract. The seamless execution of the customer onboarding process, from identification to purchase order, sets the foundation for a successful partnership in the automation and robotics industry. Effective communication, customization, and a commitment to quality play pivotal roles in establishing lasting relationships with clients in this specialized field.

Project Execution and Process Flow:



1. **Project Kick-Off:** Upon receiving a purchase order or letter of intent, the sales team initiates a kick-off meeting with the Project Management team, outlining all essential details for project commencement. Detailed timelines are established and communicated.
2. **Design & Development:** The design team develops the project configuration from sales inputs and holds a preliminary discussion with the customer for clarity before finalizing the 3D designs using standard design libraries.
3. **Design Approval & Release:** Designs are presented to the customer for approval. Upon receiving feedback and making necessary adjustments, the final design and detailed Bill of Materials (BOM) are approved and prepared for implementation.
4. **Procurement & Coordination:** The procurement team manages the acquisition of parts based on the BOM, optimizing cost and timelines through established supplier relationships.
5. **Quality Assurance and Surface Treatment:** Manufactured components undergo thorough quality checks to ensure compliance with specifications before proceeding to any finishing processes.
6. **Assembly & Integration:** Components are assembled and integrated by specialized teams, ensuring adherence to design specifications through precise mechanical and electrical workmanship.
7. **Trials & Buy-Off:** Integrated systems are tested in the presence of the customer to confirm operational efficacy and adherence to standards, concluding with customer approval for dispatch.
8. **Dispatch & Installation:** Following customer approval and transaction completion, the system is dispatched. The installation team coordinates with the customer for on-site setup and final on-site trials before officially handing over the project.

Key Certifications and Quality Management:

1. **AS9100D:2018 Certification:** This certification is for aerospace quality management systems, enhancing our capabilities in aerospace manufacturing and tooling.
2. **ISO9001:2015 Certification:** We maintain this globally recognized standard for quality management, ensuring that our products and services meet customer and regulatory requirements.
3. **Aligned Processes:** Our company's processes comply with AS9100D:2018 and ISO9001:2015 standards, ensuring consistency and adherence to best practices from design to customer satisfaction.
4. **Quality Assurance:** Our certifications ensure a strong quality assurance framework, promoting confidence in our precision, reliability, and industry compliance in manufacturing automation systems and equipment.
5. **Continuous Improvement:** We are committed to continuous improvement, adhering to AS9100D:2018 and ISO9001:2015 to adapt and enhance our processes and outputs to meet the dynamic demands of the automation and robotics sectors.

CAPACITY UTILIZATION

The Company engages in the manufacture of a diverse range of products, each with distinct specifications, catering to the unique requirements of various clients. Due to the nature of its business operations, which involve the production of non-standardized, custom products across different product lines, the machinery and equipment utilized in the manufacturing process are employed interchangeably. This flexibility in the use of plant and machinery is essential to meet the specific needs of each project and client.

Consequently, quantifying capacity and its utilization in a traditional sense is challenging, as the company does not operate within the confines of manufacturing standardized products. Instead, it focuses on delivering tailored solutions, which necessitates a dynamic and adaptable manufacturing approach.

COLLABORATIONS/ TIE-UPS/ JOINT VENTURES

The Company does not have any Collaboration/Tie Ups/ Joint Ventures, as on date of Red Herring Prospectus.

SUBSIDIARIES/ ASSOCIATE COMPANIES

The Company does not have any subsidiaries or associate companies, as on date of Red Herring Prospectus.

EXPORT AND EXPORT OBLIGATION

The Company has export sales as follows:

Particulars	March 31, 2024		Fiscal 2023		Fiscal 2022	
	Amount	In %	Amount	In %	Amount	In %
Export	463.64	11.97%	46.52	1.75	46.25	6.44%

The Company does not have any export obligations, as on date of this Red Herring Prospectus.

HUMAN RESOURCES



We have a qualified and professional employee base of 177 fulltime employees, excluding KMP, as on date of this Red Herring Prospectus. Our majority workforce are skilled workmen. Many of our employees, particularly the senior management, have been working with our Company since inception. Our manpower is a prudent mix of the experienced and young people which gives us the dual advantage of stability and growth, execution of services within time and quality, we believe human capital is one of the most valuable assets of our Company as their technical know-how and skill sets position us at a competitive advantage over our competitors in providing some of our services.

Job profile wise employee break up as following:

Department	No. Of Employees
Production	8
Quality Control	20
Polishing	2
Engineering	23
Maintenance	2
Administration	12
Quality Assurance	1

Planning	3
Stores	5
Business development and projects	15
Accounts	5
Purchase	9
Human Resource	2
Operation	67
Supply chain management	3
Total	177

Number of Employees for Past Fiscal Years

Year	No of Employees
FY 20-21	71
FY 21-22	76
FY 22-23	105
FY 23-24	162

MARKETING STRATEGY

Our company has implemented a marketing strategy tailored to its operations in the aerospace and defence sectors, reflecting the custom nature of its product offerings. This strategy encompasses the following components:

- **Market Segmentation**

We identify and target primary entities within the aerospace and defence industries that require precision engineering solutions. Additionally, we address secondary segments necessitating advanced manufacturing capabilities, including commercial spaceflight and high-tech industries.

- **Value Proposition Communication**

We articulate our capability to deliver engineered solutions tailored to specific client requirements, leveraging advanced manufacturing technologies and engineering services such as 5-axis machining and augmented reality/virtual reality for design purposes.

- **Marketing Channels Utilization**

We employ digital platforms like LinkedIn for business-to-business connections, disseminating case studies and technological capabilities. A content marketing strategy on industry-specific blogs and articles has been initiated to share expertise. Furthermore, we engage in global aerospace and defence exhibitions, trade shows, and conferences for networking and employ direct sales strategies and form strategic alliances to identify new business opportunities.

- **Differentiation Strategy**

Our company emphasizes the bespoke nature of its products and the flexibility of its manufacturing processes in meeting diverse client needs, alongside adherence to quality and industry standards.

- **Customer Relationship Management**

We have implemented a system for managing customer interactions, ensuring personalized communication and support. A mechanism for collecting client feedback post-delivery for continuous improvement and relationship enhancement has been established.

- **Market Expansion**

We investigate potential demand in emerging markets and adjacent sectors that could benefit from our expertise, such as commercial aerospace and renewable energy equipment manufacturing.

- **Brand and Communication**

Our company has developed a consistent brand message that reflects our focus on technological advancement and customized solutions. It uses the company’s digital presence and industry publications for message dissemination.

- **Research and Development Investment**

Resources are allocated towards continuous research and development to maintain technological leadership and respond to market trends.

- **Regulatory and Sustainability Considerations**

Our company ensures that its marketing efforts and product developments comply with relevant regulatory standards within the aerospace and defence sectors. It highlights our approach to sustainability and environmental responsibility.

INSURANCE

Insurance policies purchased by our Company:

S.No	Name of Policy	Policy No.	Start Date	End Date	Sum Insured (Rs.)
1	HDFC ERGO Business Secure - Sookshma Udyam Policy	2949205624359 301000	08/08/2024	07/08/2025	12,500,000/-
2	HDFC ERGO Business Secure - Sookshma Udyam Policy	2949205624452 401000	08/08/2024	07/08/2025	5,00,00,000/-
3	Fire and Allied Perils – Bharat Laghu Udyam Suraksha	OG-24-2015- 4094-00000003	10/03/2024	09/03/2025	268,813,217/-

The details of our total insurance coverage and our insurance coverage as a percentage of our total assets, as of March 31, 2024, has been set out below:

(In Rs. Lakhs)

Particulars	As of March 31, 2024
Total Insurance Coverage	3313.13
Total Assets	3,723.90
Total insurance coverage as a percentage of total insured assets (%)	88.97%

INDEBTEDNESS

For details of indebtedness please refer to “*Restated Financial Information*” on page 162 of this Red Herring Prospectus.

COMPETITION

The competitive landscape of the defence manufacturing industry in India is characterized by an array of established public sector undertakings (PSUs) and an emerging private sector. The industry is bolstered by the government’s significant emphasis on self-reliance, with policy initiatives aimed at fostering indigenous production.

In the backdrop of increasing geopolitical tensions, India has prioritized modernizing its defence capabilities, reflected in its status as one of the top global defence spenders. The government's impetus on indigenous research and development is evidenced by the allocation of a substantial portion of the defence budget to the private sector and startups, an initiative that is intended to incubate innovation in defence technology.

The market exhibits robust growth potential, driven by the government's ambitious targets for defence production and export. The introduction of reforms, such as the Defence Acquisition Procedure 2020, and the indigenisation lists under the 'Aatmanirbhar Bharat (Self-Reliant India) campaign, have opened up the industry to increased private participation and foreign direct investment (FDI).

In this competitive milieu, companies vie for a share of the defence procurement budget, which is increasingly allocated towards domestic sourcing. The landscape is further energized by the expansion in defence exports, with Indian companies now exporting to a growing number of countries, underscoring India's expanding footprint in the global defence market.

KEY REGULATIONS AND POLICIES

The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local laws. The following description is an overview of certain laws and regulations in India, which are relevant to our Company. Certain information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below are not exhaustive and are only intended to provide general information to Applicants and are neither designed nor intended to be a substitute for professional legal advice.

The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

APPLICABLE LAWS AND REGULATIONS

Industrial (Development and Regulation) Act, 1951, as amended [“I(D&R) Act”]

The I(D&R) Act has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings are exempt from licensing except for certain industries, including among others, all types of electronic aerospace and defence equipment. The I(D&R) Act is administered by the Ministry of Commerce and Industry through the Department of Industrial Policy and Promotion (“DIPP”). The main objectives of the I(D&R) Act is to empower the Government to take necessary steps for the development of industries; to regulate the pattern and direction of industrial development; and to control the activities, performance and results of industrial undertakings in the public interest. The DIPP is responsible for formulation and implementation of promotional and developmental measures for growth of the industrial sector.

Remission of Duties and Taxes on Exported Products Scheme (“RoDTEP Scheme”)

The RoDTEP Scheme has been with effect from January 1, 2021. The aim of the RoDTEP Scheme was to reimburse all exporters for previously non-reimbursable taxes and duties. This provides new benefits to exporters for exporting products outside of India and encourages global trade. Under the RoDTEP Scheme, support will be provided to eligible exporters at a notified rate as a percentage of Freight on Board (“FOB”) value. Mandi tax, VAT, coal cess, central excise duty on fuel etc. is refunded. The refund is issued in the form of transferable electronic scrips. These duty credits will be maintained and tracked through an electronic ledger. Certain categories, which would not avail the benefits include export goods that are subject to minimum export price, restricted and prohibited items, deemed exports, supplies of goods manufactured by domestic tariff area units to Special Economic Zones (“SEZs”), and products manufactured or exported by units situated in SEZs.

Labour law legislations

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws which may be applicable to our Company due to the nature of our business activities:

The Factories Act, 1948 (“Factories Act”)

The term ‘factory’, as defined under the Factories Act, includes any premises which employs or has employed on any day in the previous 12 months, 10 or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 or more workmen are employed at any day during the preceding 12 months and in which any manufacturing process is carried on without the aid of power. State Governments have issued rules in respect of the prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act mandates the ‘occupier’ of a factory to ensure the health, safety and welfare of all workers in the factory premises. Further, the ‘occupier’ of a factory is also required to ensure (i) the safety and proper maintenance of the factory such that it does not pose health risks to persons in the factory premises; (ii) the safe use, handling, storage and transport of factory articles and substances; (iii) provision of adequate instruction, training and supervision to ensure workers’ health and safety; and (iv) cleanliness and safe working conditions in the factory premises. If there is a contravention of any of the provisions of the Factories Act or the rules framed thereunder, the ‘occupier’ and

‘manager’ of the factory as defined under the Factories Act may be punished with imprisonment or with a fine or with both and enhanced penalties for repeat offences and contravention of certain provisions relating to use of the hazardous materials.

Other labour related legislations

Depending upon the nature of the activity undertaken by us, the applicable labour enactments other than state-wise shops and establishments acts includes the following:

- The Apprentices Act, 1961;
- The Contract Labour (Regulation and Abolition) Act, 1970;
- The Employee’s Compensation Act, 1923;
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
- The Payment of Gratuity Act, 1972;
- The Payment of Bonus Act, 1965;
- The Maternity Benefit Act, 1961;
- The Minimum Wages Act, 1948;
- The Employees’ State Insurance Act, 1948;
- The Payment of Wages Act, 1936;
- The Industrial Disputes Act, 1947;
- The Trade Unions Act, 1926;
- Industrial Employment (Standing Orders) Act, 1946;
- Employment Exchange (Compulsory Notification of Vacancies) Act, 1959
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- The Karnataka Industrial Establishments (National and Festival Holidays) Act, 1963;
- The Equal Remuneration Act, 1976; and
- The Child Labour (Prohibition and Regulation) Act, 1986

Labour Codes

In order to rationalize and reform labour laws in India, the GoI has notified four labour codes which are yet to come into force as on the date of this Red Herring Prospectus, namely:

i. **The Code on Wages, 2019** received the assent of the President of India on August 8, 2019 and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The Central Government vide notification dated December 18, 2020, notified certain provisions of the Code on Wages, mainly in relation to the constitution of the advisory board. The remaining provisions of this code will be brought into force on a date to be notified by the Central Government.

ii. The Government of India enacted '*The Occupational Safety, Health and Working Conditions Code, 2020*' which received the assent of the President of India on September 28, 2020. The provisions of this code are proposed to be brought into force on April 1, 2021. It proposes to subsume several separate legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The code proposes to provide for inter alia standards for health, safety and working conditions for employees of the establishments. The provisions of this code will be brought into force on a date to be notified by the Central Government.

iii. The Government of India enacted '*The Industrial Relations Code, 2020*' which received the assent of the President of India on September 28, 2020. The provisions of this code are proposed to be brought into force on April 1, 2021. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946.

iv. The Government of India enacted '*The Code on Social Security, 2020*' which received the assent of the President of India on September 28, 2020. The provisions of this code are proposed to be brought into force on April 1, 2021. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers (Regulation of Employment and Condition of Service) Act, 1996

Environmental laws

The Environment (Protection) Act, 1986 ("EPA") and Environment (Protection) Rules, 1986

The EPA is the umbrella legislation in respect of the various environmental protection laws in India. The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution. This includes rules for, inter alia, laying down standards for the quality of environment, standards for emission or discharge of environment pollutants from various sources, as provided under the Environment (Protection) Rules, 1986, inspection of any premises, plant, equipment, machinery, examination of manufacturing processes and materials likely to cause pollution. Penalties for violation of the EPA include fines up to ₹ 100,000 or imprisonment of up to five years, or both. The imprisonment can extend up to seven years if the violation of the EPA continues. There are provisions with respect to certain compliances by persons handling hazardous substances, furnishing of information to the authorities in certain cases, establishment of environment laboratories and appointment of Government analysts.

Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Water Act aims to prevent and control water pollution and to maintain or restore wholesomeness of water. The Water Act provides for one Central Pollution Control Board, as well as state pollution control boards, to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. Any person intending to establish any industry, operation or process or any treatment and disposal system likely to discharge sewage or other pollution into a water body, is required to obtain the consent of the relevant state pollution control board by making an application.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act aims to prevent, control and abate air pollution, and stipulates that no person shall, without prior consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area. They also cannot discharge or cause or permit to be discharged the emission of any air pollutant in excess of the standards laid down by the state boards. The Central Pollution Control Board and the state pollution control boards constituted under the Water Act perform similar functions under the Air Act as well. Pursuant to the provisions of the Air Act, any person establishing or operating any

industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant.

The Solid Wastes Management Rules, 2016 (“Solid Wastes Rules”)

The Solid Wastes Rules apply to every domestic, institutional, commercial and any other non-residential solid waste generator except industrial waste, hazardous waste, hazardous chemicals, bio medical wastes, e-waste, lead acid batteries and radio-active waste, that are covered under separate rules framed under the Environment (Protection) Act, 1986. As per the Solid Waste Rules, the local authority or panchayat is required to make an application in Form-I for grant of authorisation for setting up waste processing, treatment or disposal facility, if the volume of waste is exceeding five metric tonnes per day including sanitary landfills from the State Pollution Control Board or the Pollution Control Committee, as the case may be. Any municipal solid waste generated is required to be managed and handled in accordance with the procedures specified in the Municipal Solid Wastes Rules. Penalties for contravention of the provisions of the Municipal Solid Wastes Rules will be as specified in the EPA.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (“Hazardous Waste Rules”) as amended by the Hazardous and Other Wastes (Management and Transboundary Movement) Amendment Rules, 2022

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. The term “hazardous waste” has been defined in the Hazardous Waste Rules and any person who has, control over the affairs of the factory or the premises or any person in possession of the hazardous waste has been defined as an “occupier”. Every occupier and operator of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

In addition to the above-mentioned environmental laws, following is an indicative list of the environmental laws which may be applicable to our Company due to the nature of the business activities:

- Plastic Waste Management Rules, 2016, as amended;
- Bio-medical Waste management Rules, 2016, as amended;
- E-waste (Management) Rules, 2016, as amended;
- Ozone Depleting Substances (Regulation and Control) Rules, 2000, as amended;
- Noise Pollution (Regulation and Control) Rules, 2000, as amended; and
- Gas Cylinders Rules, 2016, as amended.

Further, the Ministry of Environment, Forest and Climate Change, Government of India has also notified the E-Waste (Management) Rules, 2022, These rules apply to every manufacturer, producer, refurbisher, dismantler and recycler involved in manufacture, sale, transfer, purchase, refurbishing, dismantling, recycling and processing of e-waste or electrical and electronic equipment including their components, consumables, parts and spares which make the product operational.

Tax and Revenue Laws

In addition to the aforementioned material legislations which are applicable to our Company, some of the tax legislations that may be applicable to the operations of our Company include:

- Income-tax Act 1961, the Income-tax Rules, 1962, as amended by the Finance Act in respective years;
- Central Goods and Services Tax Act, 2017, the Central Goods and Services Tax Rules, 2017 and various state-wise legislations made thereunder;

- The Integrated Goods and Services Tax Act, 2017 and rules thereof;
- Professional tax-related state-wise legislations;
- Excise Act, 1944
- Indian Stamp Act, 1899 and various state-wise legislations made thereunder; and
- Customs Act, 1962

Foreign Investment Laws

The Foreign Trade (Regulation and Development) Act, 1992 and the rules framed thereunder (“FTA”)

The FTA is the main legislation concerning foreign trade in India. The FTA read along with Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. The FTA seeks to increase foreign trade by regulating imports and exports to and from India. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read with the Indian Foreign Trade Policy, 2015-20 (extended till March 31, 2021) prohibits anybody from undertaking any import or export except under an Importer-Exporter Code number (“IEC”) granted by the Director General of Foreign Trade pursuant to section 7. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An importer-exporter code number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

The Foreign Exchange Management Act, 1999 (“FEMA”) and regulations framed thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Rules and the FDI Policy. In terms of the FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made.

In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments. The FEMA Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except for things done or omitted to be done before such supersession. The total holding by any individual NRI, on a repatriation basis, shall not exceed five percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

The total holding by each FPI or an investor group, shall be less than 10 percent of the total paid-up equity capital on a fully diluted basis or less than 10 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together, including any other direct and indirect foreign investments in the Indian company permitted under these rules, shall not exceed 24 per cent of paid-up equity capital on a fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent shall be called the individual and aggregate limit, respectively. With effect from April 1, 2020, the aggregate limit shall be the sectoral caps applicable to Indian companies as laid out in paragraph 3(b) of Schedule I of FEM Rules, with respect to paid-up equity capital on fully diluted basis or such same sectoral cap percentage of paid-up value of each series of debentures or preference shares or share warrants. Further, in accordance with Press Note No. 4 (2020 Series), dated October 15, 2020 issued by the DPIIT, all investments

by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the FDI Policy.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, 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 in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

Competition Act, 2002 (“Competition Act”)

The Competition Act is an act to prevent practices having adverse effects on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of (i) certain agreements such as anti-competitive agreements and (ii) abuse of dominant position and regulation of combinations. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act. The prima facie duty of the Competition Commission of India (“Commission”) is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The Commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General (as appointed under Section 16(1) of the Competition Act) he shall be punishable with a fine which may exceed to ₹0.10 million for each day during such failure subject to maximum of ₹10.0 million, as the Commission may determine.

Intellectual Property Laws

Trade Marks Act, 1999 (“Trade Marks Act”)

The Trade Marks Act provides for the registration and better protection of trademarks for goods and services and for the prevention of the use of fraudulent marks. The registration of a trademark under the Trade Marks Act confers on the proprietor the exclusive right to the use of the trade mark, and the right to obtain relief in respect of infringement of the trade mark. The registration of a trademark shall be for a period of ten years, but may be renewed from time to time as prescribed under the Trade Marks Act. The Trade Marks Act also prescribes penalties for the falsification or false application of trade marks.

The Patents Act, 1970 (“Patents Act”)

The Patents Act governs the patent regime in India. A patent is an intellectual property right relating to inventions and grant of exclusive right, for limited period, provided by the Government to the patentee, for excluding others from making, using, selling and importing the patented product or process or produce that product. In addition to the broad requirement that an invention must satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria.

Designs Act, 2000 (“DA”) and the Designs Rules, 2001 (“DR”)

The DA regulates and protects the originality of an article’s design and prohibits the piracy of registered designs. The primary objective of the DA is to protect new or original designs from getting copied, and ensure that the creator, originator or artisan of the design is not deprived of their rightful gains for the creation of their design. The central government also drafted the DR under the authority of the DA for the purposes of specifying certain prescriptions regarding the practical aspects related to designs such as payment of fees, register for designs, classification of goods, address for service, restoration of designs, etc.

Other Applicable Laws.

In addition to the above, we are also governed by the provisions of the Companies Act 2013 and rules framed thereunder, fire-safety related laws, Indian Contract Act, 1872, Sale of Goods Act, 1930, Transfer of Property Act, 1882, Insurance (Development and Regulation) Act, 1999, Insolvency and Bankruptcy Code, 2016, Commercial Courts Act, 2015, Arbitration & Conciliation Act, 1996, foreign trade laws and other applicable laws and regulation imposed by the Central Government and State Governments and other authorities for our day-to-day business, operations and administration.

The above-mentioned legislations are applicable to the company out of which the key Acts and Regulations which govern the company are law relating to company and commercial laws, labour and their employment laws and tax laws. The above list however may not be exhaustive.

The Company has received the necessary consents, licenses, permissions and approvals from the Central and State Governments and various Governmental Agencies/ Regulatory Authorities/ Certification Bodies required for its present business or to continue and expand its business activities.

It must, however, be distinctly understood that in granting the above approvals, licenses etc. the Government of India and other certifying or licensing authorities do not take any responsibility for the financial soundness of the entity (The Company in the present case) or the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The Company is carrying on its existing business/ commercial activities in terms of its object clauses as contained in its Memorandum and Articles of Association.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

HISTORY OF OUR COMPANY

Our Company was originally incorporated as a private limited company under the Companies Act, 2013 in the name and style of “Techera Engineering (India) Private Limited” bearing Corporate Identification Number U29100PN2018PTC179327 dated October 03, 2018 issued by the Registrar of Companies, Pune. Subsequently, the name of our Company was changed to “TechEra Engineering (India) Limited” and a fresh Certificate of Incorporation dated May 29, 2023 was issued by the Registrar of Companies, Pune. As on date of this Red Herring Prospectus, the Corporate Identification Number of our Company is U29100PN2018PLC179327.

CHANGES IN OUR REGISTERED OFFICE

The registered office of our Company is presently situated at Gat No. 565, Behind Namu Marble & Timbers At Post Velu, Tal. Bhor, Pune- 412205. The changes have been as follows:

Particulars of Registered Office	Date of Event	Purpose
From: Fl No A-1102, Sun Satellite S 8/8/1-7, Sun City Road, Wadgaon Bk, Pune- 411041 To: GAT No. 565, Behind Namu Marble & Timbers at Post Velu, Tal. Bhor, Pune- 412205	25/11/2019	Administrative convenience

MAIN OBJECTS OF OUR COMPANY

The Main Objects of our Company are inter alia as set forth below:

To carry on in India or elsewhere the business to manufacture, produce, alter, process, convert, treat, improve, assemble, commercialize, roll, re-roll, melt, mould, design, develop, fabricate, galvanize, machine, cut, trim, handle, and to act as agent, broker, contractor, stockiest, distributor, importer, exporter, buyer, trader, seller, vendor, engineer, metallurgist, consultant, job worker and deal in all shapes, sizes, uses, capacities, specifications, descriptions and variety of products, whether made of iron and steel or in combination with any ferrous or nonferrous materials such as plants, machineries, tools, jigs, fixtures, dies, moulds, reciprocals and components, automatic systems, engine assemblies used for automobile industry, mechanical industry, chemical industry, machine tools industries, automations industries, plastic industry or any other industry.

AMENDMENTS TO THE MOA SINCE INCORPORATION

S. No.	Particulars	Date of Event
1.	Increase in authorized capital from INR 1,00,000/- to INR 1,00,00,000/-	22-07-2019
2.	Increase in authorized capital from INR 1,00,00,000/- to INR 3,00,00,000/-	13-09-2021
3.	Increase in authorized capital from INR 3,00,00,000/- to INR 15,00,00,000/-	29-09-2021
4.	Conversion of the Company from Private Limited to Public Limited	05-05-2023
5.	Increase in authorized capital from INR 15,00,00,000/- to INR 20,00,00,000/-	26-03-2024

KEY EVENTS AND MILESTONES

Year	Description
2018	Company Incorporation
2019	Shifting to New manufacturing Facility Building 20000 Sq feet and Total Land 80000 Sq.feet
2021	Investment in the Company by Maharashtra Defence and Aerospace Venture Fund
2023	Company conversion from Private Limited to Public Limited

AWARDS AND ACCREDITATIONS

“Start-up Company of the Year 2020” by SME Chamber of India.

G S Parkhi Award for the Innovation in Entrepreneurship – year 2022.

DETAILS OF BUSINESS OF OUR COMPANY

For details on the description of our Company’s activity, business model, marketing strategy, strengths and prospects, please refer to the chapters entitled “*Our Business*”, “*Management Discussion and Analysis of Financial Conditions*” and “*Basis for Issue Price*” on page 104, 166 and 82 respectively.

HOLDING COMPANY OF OUR COMPANY

Our Company does not have any holding company as on the date of filing this Red Herring Prospectus.

SUBSIDIARY COMPANIES OF OUR COMPANY

Our Company does not have any Subsidiary as on this date of filing of this Red Herring Prospectus.

ACQUISITION OF BUSINESS/UNDERTAKINGS & AMALGAMATION

Except as disclosed in this Red Herring Prospectus, there has been no acquisition of business/undertakings, mergers, amalgamation since incorporation.

HOLDING COMPANY

As on the date of this Red Herring Prospectus, our Company does not have a holding company.

CAPITAL RAISING (DEBT / EQUITY)

For details in relation to our capital raising activities through equity, please refer to “*Capital Structure*” beginning on page 54 of this Red Herring Prospectus. For details of our Company’s debt facilities, please refer to the section “*Restated Financial Information*” on page 162 of this Red Herring Prospectus.

TIME AND COST OVERRUNS IN SETTING UP PROJECTS

There has been no time / cost overrun in setting up projects by our Company.

INJUNCTION OR RESTRAINING ORDER

There are no injunctions/ restraining orders that have been passed against the Company.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS AND CONVERSION OF LOANS INTO EQUITY SHARES

Our Company has not defaulted in making payment of interest and repayment and there is no pending overdue with any lender as of the date of filing of this Red Herring Prospectus. Refer “*Risk Factors*” beginning on Page 17 of this Red Herring Prospectus for further information.

Furthermore, except as disclosed in “*Capital Structure*” beginning on Page 54 of this Red Herring Prospectus, none of the Company's loans have been converted into equity in the past.

LOCK-OUT OR STRIKES

Our Company, not been involved in any labour disputes or disturbances including strikes and lockouts. As on the date of this Red Herring Prospectus, our employees are not unionized.

SHAREHOLDERS OF OUR COMPANY

Our Company has Seventeen (17) shareholders as on the date of this Red Herring Prospectus. For further details on the shareholding pattern of our Company, please refer to “*Capital Structure*” beginning on page 54 of this Red Herring Prospectus.

CHANGES IN THE MANAGEMENT

For details of change in Management, please see “*Our Management*” on page 143 of this Red Herring Prospectus.

CHANGES IN ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE (5) YEARS

There has been no change in the business activities of our Company during last five (5) years from the date of this Red Herring Prospectus which may have had a material effect on the profit/loss account of our Company except as mentioned in Material development in “*Management’s Discussion and Analysis of Financial Conditions & Results of Operations*” beginning on page 166 of this Red Herring Prospectus.

SHAREHOLDERS AGREEMENTS

As on the date of this Red Herring Prospectus, there are no subsisting shareholder’s agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same, except as below:

Date of Agreement	Parties
September 23, 2021	<ul style="list-style-type: none">● TechEra Engineering (India) Private Limited,● Mr. Nimesh Desai,● Mr. Sarang Kulkarni,● Mr. Meet Nimesh Desai, and● IDBI Capital Markets & Securities Limited (as the Investment Manager on behalf of Maharashtra Defence and Aerospace Venture Fund).
Salient Clauses of the Agreement*	
<p>Governance and Rights: IDBI Capital Markets & Securities Limited will have the right to nominate one director to the board and appoint an observer to all board meetings. The investor has specific affirmative vote rights on crucial business decisions, including financial management, mergers and acquisitions, capital structure changes, and strategic shifts.</p> <p>Financial Obligations and Reporting: Our Company is required to maintain accurate financial records, provide periodic reports to the investor, and undergo audits as requested. The company must also ensure transparency in its operations and provide the investor access to its books and records.</p> <p>Exit Mechanism: Defines the conditions under which the investor can exit its investment, including liquidation preferences and the sale of shares.</p> <p>Key Management Provisions: Stipulates the involvement of the investor in major business decisions, highlighting the importance of mutual agreement on strategic matters and executive appointments.</p> <p>Additional Provisions: Include covenants on non-competition, share transfer restrictions, further funding, and anti-dilution rights, emphasizing the investor's significant role in future company decisions and financing.</p>	

Note: The above agreement shall cease to be in effect upon listing of the Equity Shares of our Company on the Stock Exchange.

COLLABORATION AGREEMENTS

As on the date of this Red Herring Prospectus, our Company is not a party to any collaboration agreements.

MATERIAL AGREEMENT

Our Company has not entered into any material agreements other than the agreements entered into by it in ordinary course of business.

NON-COMPETE AGREEMENT

Our Company has not entered into any Non-compete Agreement as on the date of filing of this Red Herring Prospectus.

JOINT VENTURE AGREEMENT

Except the agreements entered in the ordinary course of business carried on or intended to be carried on by us, we have not entered into any other Joint Venture agreement.

STRATEGIC PARTNERS

Our Company does not have any strategic partners as on the date of this Red Herring Prospectus.

FINANCIAL PARTNERS

Our Company does not have any financial partners as on the date of this Red Herring Prospectus.

CORPORATE PROFILE OF OUR COMPANY

For details on the description of our Company's activities, the growth of our Company, please see "***Our Business***", "***Management's Discussion and Analysis of Financial Conditions and Results of Operations***" and "***Basis for Issue Price***" on pages 104, 166 and 82 of this Red Herring Prospectus.

OUR MANAGEMENT

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 our Board, subject to provisions of Section 149 of Companies Act, 2013. As on date of this Red Herring Prospectus, our Board consists of 4 (Four) Directors, out of whom 1 (One) is an Executive Director and 3 (Three) are Non-Executive out of whom 1 (One) is a Director and 2 (Two) are Independent Directors.

Sr. No.	Name	DIN	Category	Designation
1.	Nimesh Rameshchandra Desai	02779330	Executive	Managing Director
2.	Kalpana Nimesh Desai	02779365	Non-Executive	Director
3.	Manish Gupta	01462245	Non-Executive	Independent Director
4.	Haridas Nilkanth Bhabad	02823879	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 Red Herring Prospectus:

Sr. No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship(s)
1	<p>Nimesh Rameshchandra Desai Designation: Managing Director Address: Flat no. 1102, Sun Satellite, Suncity, Anand Nagar, Pune 411051 Date of Birth: 19/03/1968 Qualification: B.E. Mechanical Occupation: Business Experience: 30 Years Term of Office: 5 Years Date of Expiration of Term: 14th September, 2028</p>	56	None
2	<p>Kalpana Nimesh Desai Designation: Director Address: Flat no. 1102, Sun Satellite, Suncity, Anand Nagar, Pune 411051 Date of Birth: 26/06/1968 Qualification: Diploma in Education Occupation: Business Experience: 10 years Term of Office: NA Date of Expiration of Term: Retire by Rotation</p>	56	None
3	<p>Manish Gupta Designation: Independent Director Address: Bunglow A-14, Marigold Society, Kalyani Nagar, Yerwada, Pune Maharashtra India 411006 Date of Birth: 07/04/1972 Qualification: BA in Sociology Occupation: Business Experience: 28 Term of Office: 3 Years Date of Expiration of Term: 27-11-2026</p>	52	<p>List of Associated Companies</p> <ol style="list-style-type: none"> 1. Chrysalis Entrepreneur Forum 2. Beyond Entrepreneurship Private Limited 3. Anantchaya Hoteliers and Travellers Private Limited 4. Chrysalis Private Limited 5. Chrysalis Business Solutions Private Limited <p>List of Associated LLP</p> <ol style="list-style-type: none"> 1. Excellence Realty LLP 2. Quorum Infra LLP 3. Chrysalis Business Exchange LLP 4. Anantchaya Hoteliers and Travellers LLP

4	<p>Haridas Nilkanth Bhabad Designation: Independent Director Address: C401, Hillview Residency, Jijainagar, Kothrud, Pune 411038 Date of Birth: 21/03/1975 Qualification: PG Diploma in Management Occupation: Business Experience: 25 Years Term of Office: 3Years Date of Expiration of Term: 27-11-2026</p>	49	<p>List of Associated Companies</p> <ol style="list-style-type: none"> 1. HSR Finserv Private Limited 2. Beyond Entrepreneurship Private Limited 3. Stellar Edge Properties India Private Limited <p>List of Associated LLPs</p> <ol style="list-style-type: none"> 1. Infinity Thermotech Solutions LLP 2. Optiedge Tech Solutions LLP 3. PBS Gurukul LLP 4. Capital Den Advisory LLP

BRIEF PROFILE OF THE DIRECTORS

Nimesh Rameshchandra Desai, for further details kindly refer to the subsection titled – “Key Managerial Personnel” of this chapter.

Kalpna Nimesh Desai, aged 56, serves as a promoter and non-executive director in our company. She holds a Diploma in Education and has over 9 years of diverse industry experience. Beginning her career in 1992 as a school teacher at NKT Gujarati Medium School, Thane, she worked there for nearly 3 years. In 2010, she joined Jendamark Techcellency Automation (India) Pvt Limited as director, where she spent 5 years overseeing HR policy decisions and ensuring a balance of interests among employees and workers. Since April 2023, she has been associated with TechEra Engineering (India) Limited as a non-executive director. In this role, she addresses issues concerning the implications of company strategies on employees, consumers, and other stakeholders, as well as on the environment and society at large. Her expertise lies in handling decisions related to HR policies and ensuring a fair balance among various stakeholders.

Manish Gupta, aged 52, is an Independent Director at our company. He is a double graduate with an expertise in Sociology and Psychology. He also has an Honorary Doctorate in Business Management. With 25 years of extensive experience in business coaching and consulting, Manish is a seasoned entrepreneur and business mentor known for his ability to empower both individuals and organizations. As a seasoned entrepreneur and business mentor, Manish has a wealth of experience in empowering individuals and organizations. He is the founder of Chrysalis Business Solutions, a firm specializing in business coaching, consulting, and organizational turnaround interventions. In addition to his entrepreneurial ventures, he is a facilitator of self-leadership, conducting numerous Life Leadership Programs, value addition sessions, and motivational talks.

Haridas Nilkanth Bhabad, aged 49, is an Independent Director at our company with a diploma in Electronics and Telecommunication Engineering from Government Polytechnic, Pune, and a postgraduate diploma in Management (Executive) specializing in banking and financial services from MIT School of Distance Education. With 25 years of professional experience, including 14 years in finance advisory, Haridas has a diverse and robust background. He spent ten years as a Maintenance Manager, gaining valuable field experience in managing technical systems and operations. In 2005, Haridas transitioned to financial advisory, founding Capital Den Advisory LLP to assist small businesses in securing funding from banks and financial institutions. In 2020, he expanded his entrepreneurial ventures by establishing Infinity Thermotech Solutions LLP, providing heat treatment services to factories, and Optiedge Tech Solutions LLP, focusing on app development and digital marketing. These ventures demonstrate his ability to innovate and lead across different industries, solidifying his expertise in both technical and financial domains.

Confirmations

As on the date of this Red Herring Prospectus:

- None of our Directors is or was a director of any listed company during the last five years preceding the date of this Red Herring Prospectus, whose shares have been or were suspended from being traded on the NSE, during the term of their directorship in such company.*
- None of the Directors are on the RBI List of wilful defaulters*
- None of our Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.*
- None of our Directors is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018. None of the above-mentioned Directors are on the RBI List of wilful defaulters as on the date of this Red Herring Prospectus.*
- None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred by SEBI from accessing the capital market.*

f) None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

FAMILY RELATIONSHIP BETWEEN DIRECTORS

None of the Directors or Director and Key Managerial Personnel or Senior Management of the Company are related to each other as per Section 2(77) of the Companies Act, 2013, except as follows:

Name of Director	Relationship
Nimesh Rameshchandra Desai	Husband of our Director Kalpana Nimesh Desai
Kalpana Nimesh Desai	Wife of our Managing Director Nimesh Rameshchandra Desai

DETAILS OF CURRENT AND PAST DIRECTORSHIP(S) IN LISTED COMPANIES WHOSE SHARES HAVE BEEN / WERE SUSPENDED FROM BEING TRADED ON THE STOCK EXCHANGES AND REASONS FOR SUSPENSION

None of our Directors is / was a Director in any listed company during the last five years before the date of filing of this Red Herring Prospectus, whose shares have been / were suspended from being traded on any stock exchange.

DETAILS OF CURRENT AND PAST DIRECTORSHIP(S) IN LISTED COMPANIES WHICH HAVE BEEN/ WERE DELISTED FROM THE STOCK EXCHANGE(S) AND REASONS FOR DELISTING

None of our Directors are currently or have been on the board of directors of a public listed company whose shares have been or were delisted from any stock exchange.

DETAILS OF ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS, CONSUMERS, SUPPLIERS OR OTHERS, PURSUANT TO WHICH OF THE DIRECTORS WERE SELECTED AS A DIRECTOR OR MEMBER OF SENIOR MANAGEMENT

There are no arrangements or understandings with major shareholders, consumers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or member of the senior management.

DETAILS OF SERVICE CONTRACTS

None of our directors have entered into any service contracts with our company except for acting in their individual capacity as director and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company. However, the directors have been issued Appointment letters for their term of appointment.

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.

BORROWING POWER OF THE BOARD

In terms of the special resolution passed at an Extraordinary General Meeting of our Company held on 27th February, 2024 and pursuant to Section 180(1)(c) and any other applicable provisions, of the Companies Act, 2013 and the rules made thereunder, the consent of members of the Company has been accorded to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and free reserve, provided that the total outstanding amount so borrowed, shall not at any time exceed the limit of INR 50 Crores.

COMPENSATION OF MANAGING DIRECTORS AND/OR WHOLE-TIME DIRECTOR(S)

The table below sets forth the details of the remuneration (including sitting fees, salaries, commission and perquisites, professional fee, consultancy fee, if any) paid to our MD/WTD(s) for Fiscal 2024:

Name of the Executive Director	Designation	Compensation (in ₹ Lakhs)*
Nimesh Rameshchandra Desai	Managing Director	42.87

PAYMENTS OR BENEFITS TO OUR DIRECTORS

Non-Executive Directors:

Non-Executive Directors of the company - both Independent and Non-Independent - may be paid sitting fee, commission, and any other amounts as may be decided by our board in accordance with the provisions of the Articles of Association, the Companies Act, and other applicable laws & regulations.

Contingent and deferred compensation payable to the Directors

As on the date of this Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

Bonus or profit-sharing plan for our directors

Our Company does not have any performance-linked bonus or a profit-sharing plan in which our directors have participated.

Payment of benefits (non-salary related)

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Red Herring Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered.

Our Company will not pay any remuneration to the Independent Directors of our company except the applicable sitting fee and reimbursement of expenses as per the Companies Act, 2013.

SHAREHOLDING OF DIRECTORS OF 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/her 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 Red Herring Prospectus:

Sr. No.	Name of Director	No. of Equity Shares held	% of pre-issue Equity Share Capital of our Company
1.	Nimesh Rameshchandra Desai	46,25,610	38.09%
2.	Kalpana Nimesh Desai	5	Negligible
3.	Manish Gupta	2,41,655	1.99%

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 anybody 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.

Except as stated in the chapter “*Our Management*” and “*Restated Financial Information*” beginning on page 143 and 162 respectively and described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business.

Our Directors are not interested in the appointment of or acting as Book Running Lead Manager, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

Interest in promotion of Our Company

Except Nimesh Rameshchandra Desai and Kalpana Nimesh Desai, who are Promoters of our company, none of our directors have any interest in the promotion of our Company other than in ordinary course of business.

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 Red Herring Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this 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 “Restated Financial Information” beginning on page number 162 of this Red Herring Prospectus, our Directors do not have any other interests in our Company as on the date of this 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.

Bonus or profit-sharing plan for the directors

There is no bonus or profit-sharing plan for the Directors of our Company.

Other indirect interest

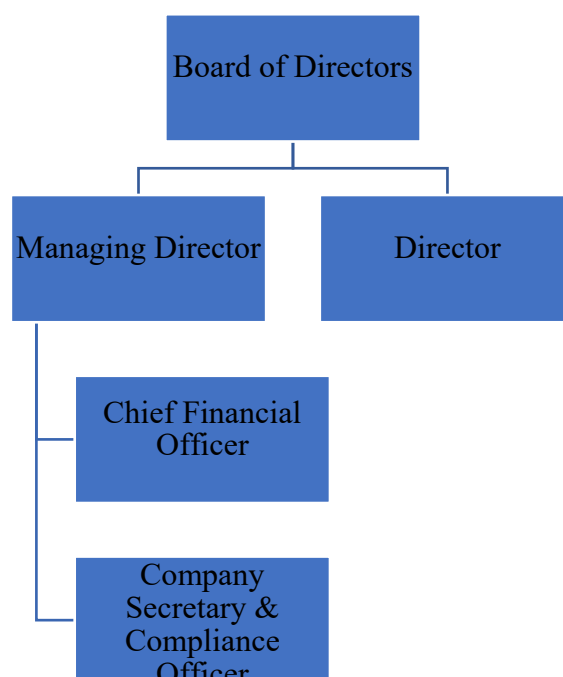
Except as stated in chapter titled “Restated Financial Information” beginning on page 162 of this Red Herring Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Directors

CHANGES IN THE BOARD

Save and except as mentioned below, there has been no change in directorships in our Company:

S. No	Name of Director	Designation	Date of Appointment/ Cessation	Reason
1.	Sarang Vishnu Kulkarni	Director	22/06/2023	Resignation
2.	Nimesh Rameshchandra Desai	Managing Director	15/09/2023	Reappointment
3.	Kalpana Nimesh Desai	Director	30/09/2023	Redesignation
4.	Meet Nimesh Desai	Director	28/11/2023	Resignation
5.	Manish Gupta	Independent Director	28/12/2023	Redesignation
6.	Haridas Nilkanth Bhabad	Independent Director	28/12/2023	Redesignation

MANAGEMENT ORGANIZATIONAL STRUCTURE



CORPORATE GOVERNANCE

In addition 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 upon the listing of Equity Shares on the Stock Exchanges. As on date of this 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 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 including a woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration 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*

Audit Committee

The Audit Committee was constituted vide Board resolution dated November 28, 2023 pursuant to Section 177 of the Companies Act, 2013. As on the date of this Red Herring Prospectus, the Audit Committee comprises of:

Name of the Director	Status in the Committee	Nature of Directorship
Mr. Haridas Bhabad	Chairman	Independent
Mr. Manish Gupta	Member	Independent
Mr. Nimesh Rameshchandra Desai	Member	Managing Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The scope of Audit Committee shall include but shall not be restricted to the following:

- 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.
- 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.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - 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.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.
- Reviewing, with the management, the half yearly financial statements before submission to the board for approval
- 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.
- Review and monitor the auditor's independence and performance and effectiveness of the audit process.
- Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- 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.
- Discussion with internal auditors on any significant findings and follow up thereon.
- 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.
- 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.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors
- To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- 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.

- Carrying out any other function as it mentioned in the terms of reference of the Audit Committee.

The Audit Committee enjoys following powers:

- To investigate any activity within its terms of reference
- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise if it considers necessary
- The audit committee may invite such 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 the internal audit committee.

The Audit Committee shall mandatorily review the following information:

- Management Discussion and Analysis of financial condition and results of operations.
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
- Management letters/letters of internal control weaknesses issued by the statutory auditors
- Internal audit reports relating to internal control weaknesses.
- 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 cease 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 November 28, 2023. As on the date of this Red Herring Prospectus the Nomination and Remuneration Committee comprises of:

Name of the Director	Status in the Committee	Nature of Directorship
Mr. Manish Gupta	Chairman	Independent
Mr. Haridas Nilkanth Bhabad	Member	Independent
Mrs. Kalpana Nimesh Desai	Member	Non-Executive

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The role of the Nomination and Remuneration Committee includes, but not restricted to, the following:

- 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.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors

- Devising a policy on diversity of the Board of Directors
- 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.
- 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
- 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 a 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

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME platform of NSE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges.

The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

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:

Sr. No.	Name, Designation, Date of Joining, Qualification, Term and Previous Employment	Past business experience, and functions and areas of experience
1	<p>Name: Nimesh Rameshchandra Desai Designation: Managing Director Date of Joining: 15/09/2023 Qualification: B.E. Mechanical Term of Office: 5 years Date of Expiration of Term: 14th September, 2028 Previous Employment: Jendamark India Private Limited</p>	<p>Past business experience: Nimesh Desai commenced his professional journey as a trainee at Klockner Windsor India Limited. Within a period of 3 years he was promoted to Assistant Manager, in charge of machine shop planning and production control. Focused on transitioning from technical to manufacturing engineering, he switched to Electronica Machine Tools Limited as a Technical Executive. He initiated his entrepreneurial journey in 1998 by establishing Techcellency, where he undertook the roles of both entrepreneur and company promoter.</p> <p>Functions: He is holding the position of managing director in Techera. He plays a crucial role in overseeing and directing various functions to ensure the organization's overall success.</p> <p>Areas of experience: With over three decades of dedicated experience, Nimesh Desai has cultivated profound expertise in mechanical engineering. His mastery extends to mechanical manufacturing, where he excels in production, quality control, and optimization techniques. Through a rich tenure, he has cultivated extensive proficiency as a technical professional in the realm of mechanical manufacturing.</p>
2	<p>Name: Sandip Dattatraya Shinde Designation: Chief Financial Officer Date of Joining: 28/11/2023</p>	<p>Past business experience: Mr. Sandip Shinde has worked as Compliance Manager in Jendamark India Private Limited for eight (8) years and was responsible for managing financial planning,</p>

	<p>Qualification: B.com and GDC&A Term of Office: Permanent Date of Expiration of Term: NA Previous Employment: Jendamark India Private Limited</p>	<p>budgeting, forecasting and fund management, working capital management and investments. He has hands-on experience in identifying areas of strength & weaknesses in the financial function, driving controllership of the taxation area; managing stems effectively to improve efficiency, increase cost saving, productivity & bottom line.</p> <p>Functions: As the Chief Financial Officer (CFO), Sandip's role revolves around overseeing the financial aspects of the organization, shaping strategies to ensure long-term fiscal health and sustainability. He is responsible for managing funds efficiently, driving growth initiatives, and navigating the complex landscapes of financial markets and regulations.</p> <p>Areas of experience: Having an experience of 13 years in managing financial planning, budgeting, forecasting and fund management, working capital management and investments, excels in designing and implementing accounting system & procedure as per regulatory and legal requirements including taxation, dividends, annual report and accounts and excellence in examining and analysing accounting records, financial systems and other financial reports to access accuracy, completeness and conformance to reporting and procedural standards.</p>
3	<p>Name: Pratiksha Kumbhare Designation: Company Secretary and Compliance Officer Date of Joining: 16/01/2024 Qualification: BBA & Company Secretary Term of Office: Permanent Date of Expiration of Term: NA Previous Employment: VRUNDA & Associates</p>	<p>Past business experience: Pratiksha's professional background involves collaboration with various CS firms. As a former partner, she accrued significant experience, leading a team of 12 members and overseeing the management of secretarial and legal affairs for over 250 client companies. Her role extended to offering expert opinions and consultancy services in diverse facets of the Companies Act, 2013, and laws related to Foreign Exchange Management.</p> <p>Functions: Her responsibilities encompass vital aspects of company administration and governance. She oversees comprehensive statutory compliance through bookkeeping and timely submission of required documents to regulatory authorities. She supports the smooth functioning of the board, facilitates stakeholder communication, and engages with external regulators and advisers.</p> <p>Areas of experience: Pratiksha brings seven years of expertise in Corporate Laws, specializing in the establishment of legal frameworks, secretarial compliance management, conducting secretarial audits, due diligence processes, and proficiency in laws related to Foreign Exchange Management. She excels in providing strategic guidance to organizations, ensuring the adoption of optimal compliance practices to mitigate penalties and foster robust corporate governance.</p>

COMPENSATION OF KEY MANAGERIAL PERSONNEL

The table below sets forth the details of the compensation (including sitting fees, salaries, commission and perquisites, professional fee, consultancy fee, if any) paid to our key managerial personnel for Fiscal 2024:

Name of the KMP	Designation	Compensation for the Fiscal 2024 (in ₹ Lakhs)
Nimesh Rameshchandra Desai	Managing Director	42.87
Pratiksha Kumbhare*	Company Secretary and Compliance Officer	2.53

Sandip Dattatraya Shinde*	Chief Financial Officer	12.08
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Notes:

- i. All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.
- ii. There is no agreement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel was selected as a director or member of senior management.
- iii. None of our Key Managerial Personnel has entered into any service contracts with our company and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company; although they abide by their terms of appointments.

Family Relationship Between Key Managerial Personnel

None of the KMP of the Company are related to each other as per section 2(77) of the Companies Act, 2013.

Bonus and/ or Profit-Sharing Plan for the Key Managerial Personnel

Our Company does not have any bonus and / or profit-sharing plan for the key managerial personnel.

Contingent and Deferred Compensation Payable to Key Managerial Personnel

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

Shareholding of the Key Managerial Personnel

Except Nimesh Rameshchandra Desai who holds 46,25,610 Equity Shares of the Company none of our Key Managerial Personnel holds any Equity Shares in our Company as on the date of this Red Herring Prospectus.

Interest of Key Managerial Personnel

None of our key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to our Company as per the terms of their appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Changes in Our Company's Key Managerial Personnel During the Last Three Years

Following have been the changes in the Key Managerial Personnel during the last three years:

Sr. No.	Name of KMP	Date of Change	Reason
1	Prateek Dhakate	16-01-2024	Resignation from Company Secretary
2	Pratiksha Kumbhare	16-01-2024	Appointed as Company Secretary
3	Sandip Dattatraya Shinde	28-11-2023	Promotion as Chief Financial Officer
4	Nimesh Rameshchandra Desai	15-09-2023	Reappointment as Managing Director
5	Prateek Dhakate	20-03-2023	Appointed as Company Secretary
6	Harshada Thorve	01-12-2022	Resignation from 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

We have not issued any Employee Stock Options till the date. For details of our Employee Stock Options scheme refer 'Capital Structure' on page 54 of this Red Herring Prospectus.

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 162 of this 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 “Restated Financial Information” and the chapter titled “Our Business” beginning on pages 162 and 104 of this 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 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	Shareholding
1.	Nimesh Rameshchandra Desai	Individual Promoter	46,25,610
2.	Meet Nimesh Desai	Individual Promoter	23,53,975
3.	Kalpana Nimesh Desai	Individual Promoter	5

For details of the build-up of our promoter's shareholding in our Company, see "Capital Structure" beginning on page 54 of this Red Herring Prospectus.

Brief profiles of our Individual Promoters is as under:

	Name	Nimesh Rameshchandra Desai
	Date of Birth and Age	19/03/1968 i.e. 56 Years
	PAN	AAUPD5720G
	Personal Address	A1102, Sun Satellite, Suncity, Anand Nagar, Pune 411051
	Qualification	B.E. Mechanical
	Directorships & Other Ventures	None
	Experience	30 Years
	Occupation	Business
	No. of Equity Shares & % pre-Issue Shareholding	46,25,610 i.e. 38.09% of total pre-shareholding

	Name	Meet Nimesh Desai
	Date of Birth and Age	23/01/1992 i.e. 32
	PAN	AXTPD9208R
	Personal Address	A1102, Sun Satellite, Suncity, Anand Nagar, Pune 411051
	Qualification	M. Sc. in Aerospace Engineering
	Directorships & Other Ventures	None
	Experience	5 Years
	Occupation	Business
	No. of Equity Shares & % pre-Issue Shareholding	23,53,975 i.e. 19.38% of total pre-shareholding

	Name	Kalpana Nimesh Desai
	Date of Birth and Age	26/06/1968; 56 Years
	PAN	AIHPD9655P
	Personal Address	A1102, Sun Satellite, Suncity, Anand Nagar, Pune 411051
	Qualification	Diploma in Education
	Directorships & Other Ventures	None
	Experience	10 Years
	Occupation	Business
	No. of Equity Shares & % pre-Issue Shareholding	5 i.e. Negligible of total pre-shareholding

UNDERTAKINGS AND CONFIRMATIONS

- Our Company undertakes that the details of Permanent Account Number, Bank Account Number, Aadhaar and Passport Number of the Promoters will be submitted to the EMERGE Platform of NSE, where the securities of our Company are proposed to be listed at the time of submission of Red Herring Prospectus.
- Our Promoters has confirmed that they have not been identified as wilful defaulters.
- No violations of securities laws have been committed by our Promoters in the past or are currently pending against them. None of our Promoters are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

COMMON PURSUITS/ CONFLICT OF INTEREST

There is no other venture of the Promoters which is engaged in a similar line of business as our Company as on date of this Red Herring Prospectus. We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

RELATIONSHIP OF PROMOTER WITH OUR DIRECTORS

Our Promoters are part of our Board of Directors as Managing Director i.e. Nimesh Rameshchandra Desai and Non Executive Director i.e. Kalpana Nimesh Desai. None of our Promoters are related to any of our Company's Directors within the meaning of Section 2(77) of the Companies Act, 2013, except as disclosed in "Our Management" beginning on page number 143 of this Red Herring Prospectus.

EXPERIENCE OF OUR PROMOTERS

For information, refer to "*Our Management*" beginning on page number 143 of this Red Herring Prospectus.

INTEREST OF PROMOTER

Interest in promotion of Our Company

Our Promoters are interested in the promotion of our Company in their capacity as a shareholder 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 have no interest in any property acquired by our Company neither in the preceding two years from the date of this Red Herring Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this Red Herring

Prospectus. Our Promoters 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.

For more information, refer to “**Our Business**” beginning on page number 104 of this Red Herring Prospectus.

Interest as member of Our Company

Our Promoters hold 69,79,590 Equity Shares aggregating to 57.48 % of pre-issue Equity Share Capital in our Company and are therefore interested in the extent of his respective shareholding and the dividend declared, if any, by our Company. Except to the extent of his respective shareholding in our Company and benefits provided to our Promoters given in “**Our Management**” beginning on page 143 of this Red Herring Prospectus, our Promoters hold no other interest in our Company.

Interest as Director of our Company

Except as stated in the “**Restated Financial Information**” beginning on page 162 of the 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.

COMPANIES / FIRMS FROM WHICH THE PROMOTER HAVE DISASSOCIATED THEMSELVES IN THE LAST (3) THREE YEARS

Our Promoters has not disassociated themselves from any of the Companies, Firms or other entities during the last three years preceding the date of this Red Herring Prospectus, except as follows:

Meet Nimesh Desai

S.No.	Company Name	Effective Date	Reason
1	TechEra Engineering (India) Limited	28/11/2023	Cessation of directorship

OTHER VENTURES OF OUR PROMOTER

Save and except as disclosed in the ‘**Our Promoters**’ beginning on page 155 of the 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

Except as disclosed below, there has been no change in the management or control of our Company during the last five years preceding the date of this Red Herring Prospectus, the Current Promoters of our Company are Nimesh Rameshchandra Desai, Meet Nimesh Desai and Kalpana Nimesh Desai. Initial subscribers to the MoA of our Company were Sunil Genba Ghare, Sarang Vishnu Kulkarni and Meet Nimesh Desai. Nimesh Rameshchandra Desai and Kalpana Nimesh Desai was not the original promoter of our Company, and they became Promoters, in terms of the SEBI ICDR Regulations, details of which are as follows:

S.No.	Name of Promoters*	Subscription Date	Cessation Date
1.	Sunil Genba Ghare	03/10/2018	12/07/2019
2.	Sarang Vishnu Kulkarni	03/10/2018	28/06/2023
3.	Meet Nimesh Desai	03/10/2018	-
4.	Nimesh Rameshchandra Desai	12/07/2019	-
5.	Kalpana Nimesh Desai	20/03/2023	-

*For details of acquisition of shareholding by our Promoters, please see “**Capital Structure**” on page 54.

LITIGATION INVOLVING OUR PROMOTER

For details of legal and regulatory proceedings involving our Promoters, please refer to “**Outstanding Litigation and Material Developments**” beginning on page 175 of this Red Herring Prospectus.

PAYMENT OF BENEFITS TO OUR PROMOTER AND PROMOTER GROUP DURING THE LAST TWO YEARS

Save and except as disclosed under “*Restated Financial Information*” beginning on page number 162 of the Red Herring Prospectus, there has been no Payment or benefit to promoter during the two (2) years preceding the date of filing of this Red Herring Prospectus, nor is there any intention to pay or give any benefit to our Promoters as on the date of this Red Herring Prospectus.

OTHER CONFIRMATIONS

As on the date of this 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 Red Herring Prospectus, except as disclosed under “*Outstanding Litigation and Material Developments*” beginning on page 162 of this Red Herring Prospectus.

GUARANTEES

Our promoter may be interested to the extent of personal guarantees given by them in favour of the Company, for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to “*Statement of Financial Indebtedness*” and “*Restated Financial Information*” on page 164 and 162 respectively of this Red Herring Prospectus.

RELATED PARTY TRANSACTIONS

For details of related party transactions entered into by our Company, please refer to “*Restated Financial Information*” beginning on page 162 of the Red Herring Prospectus.

INFORMATION OF OUR GROUP COMPANIES

For details related to Our Group Companies please refer “*Our Group Companies*” on page 160 of this Red Herring Prospectus.

OUR PROMOTER GROUP

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. No.	Relationship	Nimesh Rameshchandra Desai	Meet Nimesh Desai	Kalpana Nimesh Desai
1	Father	Rameshchandra Bhagwanji Desai	Nimesh Ramechandra Desai	Arvind Trivedi
2	Mother	Sarojben Rameshchandra Desai	Kalpana Nimesh Desai	Sunita Trivedi
3	Spouse	Kalpana Nimesh Desai	Priyanka Meet Desai	Nimesh Rameshchandra Desai
4	Brother	-	Jeet Nimesh Desai	Nilesh Trivedi
5	Sister	Shilpa Desai	-	Trupti Rambhiya Hema Trivedi Jasmina Dekonda
6	Son	Meet Nimesh Desai Jeet Nimesh Desai	Trishaan Meet Desai	Meet Nimesh Desai Jeet Nimesh Desai
7	Son's spouse	Priyanka Meet Desai	-	Priyanka Meet Desai
8	Daughter	-	-	-
9	Daughter's spouse	-	-	-
10	Spouse's Father	Arvind Trivedi	Anil Kadam	Rameshchandra Bhagwanji Desai

11	Spouse's Mother	Sunita Trivedi	Pooja Anil Kadam	Sarojben Rameshchandra Desai
12	Spouse's Brother	Nilesh Trivedi	Aniket Anil Kadam	-
13	Spouse's Sister	Trupti Rambhiya Hema Trivedi Jasmina Dekonda	-	Shilpa Desai

B. Companies and proprietorship firms forming part of our Promoter Group are as follows:

Nature of Relationship	Name of Entities
Any body corporate in which 20% or more of the share capital is held by the Promoters or an immediate relative of the Promoters or a firm or HUF in which the Promoters or any one or more of his immediate relative is a member.	NIL
Any body corporate in which a body corporate as mentioned above holds 20% or more of the total share capital	NIL
Any HUF or firm in which the aggregate share of the Promoters and his relatives is equal to or more than 20% of the total capital	NIL

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations and the applicable accounting standards (Accounting Standard 18 and Indian Accounting Standard 24), for the purpose of identification of “group companies” in relation to the disclosure in Issue Documents, our Company has considered the companies with which there have been related party transactions in the last three years, as disclosed in the chapter titled “Restated Financial Information” beginning on Page 162 of this Red Herring Prospectus.

Pursuant to a resolution passed by our Board dated February 26, 2024 for the purpose of disclosure in the Issue Documents for the Issue, a company shall be considered material and disclosed as “Group Company”, if:

- 1) Such company (ies) in which, the investment in the form of equity or loan by the Company exceeds 10% of the net worth of the Company for the last audited financial year;
- 2) Where the Company has entered into one or more transactions with such company (ies) in the last audited financial year, cumulatively exceeding 10% of the total revenue of the Company for the last audited financial year;
- 3) Any other company/ entities that the Board may decide to consider material.

Accordingly, based on the parameters outlined above, as on date of this Red Herring Prospectus, our Board has identified the following companies as Our Group Companies (“Group Companies”): **NIL**

DIVIDEND POLICY

As on the date of this Red Herring Prospectus, the Company does not have a formal dividend policy. The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and the applicable laws including the Companies Act, read with the rules notified thereunder, each as amended. We may retain all our future earnings, if any, for purposes to be decided by our Company, subject to compliance with the provisions of the Companies Act. The quantum of dividend, if any, will depend on a number of factors, including but not limited to profits earned and available for distribution during the relevant Financial Year/Fiscal, accumulated reserves including retained earnings, expected future capital/expenditure requirements, organic growth plans/expansions, proposed long-term investment, capital restructuring, debt reduction, crystallization of contingent liabilities, cash flows, current and projected cash balance, and external factors, including but not limited to the macro-economic environment, regulatory changes, technological changes and other factors like statutory and contractual restrictions.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under our current or future loan or financing documents. The amounts declared as dividends in the past are not necessarily indicative of our dividend amounts, if any, in the future. For more information on restrictive covenants under our current loan agreements, see “**Financial Indebtedness**” on page 164.

There is no guarantee that any dividends will be declared or paid.

Our Company has declared dividends to its CCPS holders in the last three fiscals and till the date of filing of this Red Herring Prospectus, as follows:

(In Rs. Lakhs)

As at		
March 31, 2024	March 31, 2023	March 31, 2022
0.06	-	-

For further details, please refer to the section titled “**Restated Financial Information**” beginning on page 162 of this Red Herring Prospectus.

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SECTION VII – RESTATED FINANCIAL INFORMATION

RESTATED AUDITED FINANCIAL INFORMATION

S. No.	Details	Page Number
1.	Independent Auditors Report on Restated Audited Financial Results for the period March 31, 2024, March 31, 2023 and March 31, 2022.	F1 – F44

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL STATEMENT

The Board of Directors

TechEra Engineering (India) Limited,

Gat No. 565, Behind Namu Marble & Timbers At Post Velu,

Tal Bhore, Pune,

Maharashtra, India, 412205

Respected Sirs,

1. We have examined, the attached Restated Financial Statements of TechEra Engineering (India) Limited (the **"Company"** or the **"Issuer"**) comprising the Restated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit and Loss, the Restated Statement of Cash Flows for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, the summary of significant accounting policies and other explanatory information (collectively, the "Restated Financial Statements"), as approved by the Board of Directors of the Company at their meeting held on September 11, 2024 for the purpose of inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

- a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (**"the Act"**);
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations"); and
- c. The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by The Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Statements & other financial information for the purpose of inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchanges and Registrar of Companies, Delhi & Haryana in connection with the proposed IPO. The Board of Directors responsibility includes designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information.



NKSC & Co.

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3. The Restated Financial Statements have been prepared by the management of the Company as per the basis of preparation para stated in Annexure 1 & 2 to the Restated Financial Statements. The Restated Financial Statements have been prepared by making adjustments (refer annexure 3A) to the audited financial statements of the Company for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 as prepared in accordance with accounting principles generally accepted in India at the relevant time and approved by the Company in its board meetings held on September 02, 2024, September 15, 2023 and August 04, 2022 respectively. The Board of Directors of the Company are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statements. The Board of Directors of the Company are also responsible for identifying and ensuring that the Company complies with the Act, the ICDR Regulations and the Guidance Note.
4. We have examined such Restated Financial Statements taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated November 23, 2023 in connection with the proposed IPO of equity shares of the Company;
 - b) The Guidance Note - The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; and
 - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the proposed IPO of equity shares of the Company.
5. For the purpose of our examination, we have relied on:

Audited Financial Statements for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 that have been audited by D A S K & Associates chartered accountants and accordingly reliance has been placed on the financial information examined by them for the said years. The Financial Report included for these years is based solely on the report submitted by them. However, we have carried out the re-audit of the financial statements for the years ended March 31, 2024 and March 31, 2023 as



required by SEBI regulations.

6. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Statements have been prepared after incorporating adjustments for:
- a) the changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period /years;
 - b) prior period and other material amount in the respective financial years to which they relate;
 - c) extra-ordinary items, if any, that needs to be disclosed separately in the accounts requiring adjustments;
 - d) qualifications in the Audit Reports issued by Statutory Auditor, however, there were no qualification in the Audit Reports issued by Statutory Auditor for the years ended March 31, 2024, March 31, 2023 and March 31, 2022; and
 - e) qualifications in respect of matters specified in paragraphs 3 and 4 of Companies (Auditors' Report) Order, 2020 and which form part of Independent Auditors' reports to the financial statements for the years' ended March 31, 2022, which do not require adjustments to the restated summary financial statements are as below:
 - (i) Clause (i)(b) - As per AS 10 - Property, Plant and Equipment, during the year, the company has written off assets amounting to Rs. 12,40,990 since it was not in active use during the year and no future economic benefit were expected from its use.
 - (ii) Clause (x)(c) - The company has issued and allotted 11,99,000, 0.01% Compulsory Convertible Preference Shares of Rs. 100 each and 4,347 Equity Shares of Rs. 10 each at premium of Rs. 13 each to Maharashtra Defence and Aerospace Venture Fund through its Investment Manager M/S IDBI Capital Markets & Securities Limited pursuant to Subscription Cum Share Holders Agreement. As per the shareholders agreement the utilization of funds were supposed to be 85.24% towards capacity expansion and 14.76% towards working capital. During the year it was identified that the funds were utilized 22.06% towards capacity expansion and 77.94% towards working capital.



- (iii) Clause (xvii) - During the year under audit, the company has incurred Cash Losses. The calculation for the same is as follows: -

Particulars	Amount
Loss after tax	6,16,89,611
Less: Deferred tax	11,25,406
Less: Depreciation	1,90,86,471
Less: Assets written off (WDV)	7,17,325
Less: Preliminary expenses written off	1,81,080
Cash Losses	4,05,79,329

7. The Restated Financial Statements do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 3 above.
8. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us and other auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
9. We, NKSC & Co., Chartered Accountants have been subjected to the peer review process of The Institute of Chartered Accountants of India ("ICAI") and hold a valid Certificate No. 014317 dated 16 June 2022 issued by the "Peer Review Board" of the ICAI.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.



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Chartered Accountants

11. Our report is intended solely for use of the Board of Directors for inclusion in the Prospectus to be filed with NSE Emerge Platform of Stock Exchanges, and Registrar of Companies, Pune in connection with the proposed IPO. Our report should not be used, referred to or distributed or any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For NKSC & Co.

Chartered Accountants

Firm Registration No.: 020076N



CA Priyank Goyal

Partner

Membership No.: 521986

UDIN: 24521986BKFKWP5091

Date: September 11, 2024

Place: New Delhi

CERTIFICATE ON CHANGES IN ACCOUNTING POLICIES

Date: September 12, 2024

To,

The Board of Directors

Techera Engineering (India) Limited,

Gat No. 565, Behind Namu Marble & Timbers At Post Velu,
Tal. Bhor, Pune, Maharashtra, 412205

SKI Capital Services Limited

718, Dr, Joshi Rd, Block A, Karol Bagh, Delhi, 110005

(SKI Capital Services Limited hereinafter referred to as the “**Book Running Lead Manager**” or “**BRLM**”)

Dear Sir(s):

**Sub: Proposed initial public offering of equity shares of Rs. 10/- each (“the Issue”) of
Techera Engineering (India) Limited (“the Company”)**

We, NKSC & Co., Chartered Accountants, the Peer Review Auditors of the Company, have examined the restated financial statements of the Company for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the “**Companies Act**”), the Indian GAAP and restated in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**Restated Financial Information**”).

We hereby confirm that there have been no changes in the accounting policies of the Company, in the preceding three financial years i.e. the years ended March 31, 2024, March 31, 2023 and March 31, 2022.

We hereby confirm that while providing this certificate we have complied with the Standards on Auditing issued by the Institute of Chartered Accountants of India.

We hereby consent to the extracts of this certificate being used in the Draft Red Herring, Red Herring Prospectus and Prospectus of the Company in connection with the Issue and other Issue related materials.



We undertake to update you of any changes in the above mentioned information until the date the Equity Shares issued pursuant to issue commence trading on the Stock Exchanges. In the absence of any such communication from us, you may assume that there is no change in respect of the matters covered in this certificate.

This certificate may be relied on by the Book Running Lead Manager and the legal advisor in relation to the Issue and to assist the Book Running Lead Manager in conducting and documenting their investigation of the affairs of the Company in connection with the Issue of the securities covered by the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus to be issued by the Company in relation to the Issue and other Issue related materials ("Offer Documents") and for the purpose of any defence the Book Running Lead Manager may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents. This letter may be produced in any actual or potential proceeding or actual or potential dispute relating to or connected with the Issue document or otherwise in connection with the Issue.

Yours sincerely,

For NKSC & Co.

Chartered Accountants

Firm Registration No.: 020076N

A circular blue stamp for NKSC & Co. Chartered Accountants, Delhi. The stamp contains the text "NKSC & Co." at the top, "Chartered Accountants" at the bottom, and "DELHI" in the center. To the left of the stamp is a handwritten signature in blue ink that appears to read "Priyank".

CA Priyank Goyal

Partner

Membership No.: 521986

UDIN: 24521986BKFKWV2396

Date: September 12, 2024

Place: New Delhi

TECHERA ENGINEERING (INDIA) LIMITED
Restated Statement of Assets and Liabilities
(All amounts are ₹ in lacs unless otherwise stated)

Particulars	Annexure	As at		
		March 31, 2024	March 31, 2023	March 31, 2022
Equity and Liabilities				
Shareholders' funds				
Share capital	3	1,214.33	1,380.07	1,380.07
Reserves and surplus	4	375.81	(271.85)	(402.23)
		1,590.14	1,108.22	977.84
Non-current liabilities				
Long-term borrowings	5	553.84	531.43	565.07
Deferred tax liability (net)	6	8.64	16.23	12.38
Long-term provisions	7	40.18	23.24	17.89
		602.66	570.90	595.34
Current liabilities				
Short-term borrowings	8	876.14	845.67	321.98
Trade payables	9			
- total outstanding dues of micro enterprises and small enterprises		236.63	304.73	149.26
- total outstanding dues of creditors other than micro enterprises and small enterprises		130.21	793.06	30.53
Other current liabilities	10	236.34	298.51	61.24
Short-term provisions	11	51.75	0.06	0.04
		1,531.07	2,242.03	563.05
Total Equity and Liabilities		3,723.87	3,921.15	2,136.23
Assets				
Non current assets				
Property, plant and equipment	12	851.17	851.83	787.21
Intangible assets	12(i)	21.63	5.34	12.78
Capital work in progress	12(ii)	266.19	233.12	21.17
Non current investment	13	83.34	0.02	0.02
Long-term loans and advances	14	35.27	43.75	286.79
Other Non-current assets	15	62.18	23.86	1.76
		1,319.78	1,157.92	1,109.73
Current assets				
Trade receivables	16	1,741.89	1,928.30	234.99
Inventories	17	210.03	355.97	209.32
Cash and bank balances	18	221.39	262.06	451.55
Short-term loans and advances	19	211.76	212.63	128.97
Other current assets	20	19.02	4.27	1.67
		2,404.09	2,763.23	1,026.50
Total Assets		3,723.87	3,921.15	2,136.23

Summary of significant accounting policies

2

The accompanying notes form an integral part of these financial statements.

As per our report of even date.

For **NKSC & Co.**
Chartered Accountants
Firm Registration Number: 020076N

For and on behalf of Board of Directors of
TECHERA ENGINEERING (INDIA) LIMITED

Priyank Goyal
Partner
Membership No.: 521986
ICAI UDIN: 24521986BKFKWP5091

Nimesh Rameshchandra Desai
Managing Director
DIN No.: 02779330

Kalpana Nimesh Desai
Director
DIN No.: 02779365

Sandip Dattatraya Shinde
Chief Financial Officer
PAN No.: CPGPS8329B

Pratiksha Kumbhare
Company Secretary
Membership No.: F12098

Place: New Delhi
Date: September 11, 2024

Place: Pune
Date: September 11, 2024

Place: Pune
Date: September 11, 2024

TECHERA ENGINEERING (INDIA) LIMITED**Restated Statement of Profit and Loss***(All amounts are ₹ in lacs unless otherwise stated)*

Particulars	Annexure	Year ended		
		March 31, 2024	March 31, 2023	March 31, 2022
Income				
Revenue from operations	21	3,874.88	2,643.44	717.80
Other income	22	32.78	15.69	18.94
Total Income		3,907.66	2,659.13	736.74
Expenses				
Cost of materials consumed	23	1,298.49	1,540.67	258.60
Changes in inventories of work-in-progress	23(a)	170.39	(223.19)	78.98
Employee benefits expense	24	733.55	465.32	335.52
Finance cost	25	150.92	106.90	78.19
Depreciation and amortisation expenses	26	192.62	183.49	190.88
Other expenses	27	803.85	451.59	421.33
Total Expenses		3,349.82	2,524.78	1,363.50
Restated Profit/(Loss) before exceptional items and tax		557.84	134.35	(626.76)
Restated Profit/(Loss) before tax		557.84	134.35	(626.76)
Tax expense	28			
- Current tax (MAT)		83.19	-	-
- Deferred tax		(7.60)	3.85	1.94
Total tax expense		75.59	3.85	1.94
Restated Profit/(Loss) after tax		482.25	130.50	(628.70)
Earnings/(Loss) per equity share (face value of ₹ 10 each):	29			
- Basic earnings/(loss) per share (in ₹)		4.14	7.20	(44.50)
- Diluted earning/(loss) per share (in ₹)		4.14	6.19	(40.49)

This is the restated statement of profit and loss referred to in our report of even date.

The accompanying notes form an integral part of these financial statements.

As per our report of even date.

For **NKSC & Co.**

Chartered Accountants

Firm Registration Number: 020076N

For and on behalf of Board of Directors of

TECHERA ENGINEERING (INDIA) LIMITED**Priyank Goyal**

Partner

Membership No.: 521986

ICAI UDIN: 24521986BKFKWP5091

Nimesh Rameshchandra Desai

Managing Director

DIN No.: 02779330

Kalpana Nimesh Desai

Director

DIN No.: 02779365

Sandip Dattatraya Shinde

Chief Financial Officer

PAN No.: CPGPS8329B

Pratiksha Kumbhare

Company Secretary

Membership No.: F12098

Place: New Delhi

Date: September 11, 2024

Place: Pune

Date: September 11, 2024

Place: Pune

Date: September 11, 2024

Restated Cash Flow Statement

(All amounts are ₹ in lacs unless otherwise stated)

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
A. Cash flow from operating activities			
Restated Profit/(Loss) before tax	557.84	134.35	(626.76)
Adjustments for:			
Depreciation and amortisation expenses	192.62	183.49	190.88
(Profit)/Loss on sale of property, plant and equipment	-	1.18	3.31
Property, plant and equipment written off	-	-	7.17
Assets written off	12.76	0.19	-
Trade payables written back	(5.36)	-	-
Borrowing cost	144.11	104.36	77.87
Dividend income	(0.08)	0.01	-
Interest income	(15.79)	(8.72)	(4.74)
Operating profit before working capital changes	886.10	414.86	(352.27)
Adjustments for (increase)/decrease in:			
Trade receivables	186.41	(1,693.28)	(16.33)
Inventories	145.94	(146.65)	31.34
Long-term loans and advances	24.97	243.04	(250.64)
Short-term loans and advances	(11.89)	(83.85)	5.63
Other current assets	(9.12)	(2.59)	(1.42)
Adjustments for increase/(decrease) in:			
Trade payables	(725.59)	918.00	(52.26)
Other current liabilities	(61.50)	227.41	(68.78)
Long-term provisions	16.94	5.35	9.56
Short-term provisions	(31.50)	0.02	0.03
Cash generated from/(used in) operations	420.76	(117.69)	(695.14)
Less: Taxes paid	(16.49)	-	(0.26)
Net Cash generated from/(used in) operating activities	404.27	(117.69)	(695.40)
B. Cash flow from investing activities			
Purchase of property, plant & equipment, intangible assets and capital work in progress	(241.30)	(456.87)	(160.81)
Sale of property, plant & equipment, intangible assets and capital work in progress	-	3.05	5.16
Purchase of investments	(83.32)	-	-
Dividend received	0.08	(0.01)	-
(Increase)/Decrease in bank deposits	(1.81)	(218.27)	(61.01)
Interest received	10.16	8.72	4.74
Net cash generated from/(used in) investing activities	(316.19)	(663.38)	(211.92)
C. Cash flow from financing activities			
Issue of equity shares	1,033.26	-	81.07
(Redemption)/Issue of preference shares	(1,199.00)	-	1,199.00
Increase in securities premium	165.54	-	105.40
Dividend paid	(0.06)	-	-
Proceeds from/(repayment of) borrowings	52.88	490.05	(24.80)
Borrowing cost paid	(144.85)	(94.64)	(77.87)
Net cash generated from/(used in) financing activities	(92.23)	395.41	1,282.80
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(4.15)	(385.66)	375.48
Cash and cash equivalents at the beginning of the year	4.95	390.61	15.13
Cash and cash equivalents at end of the year	0.80	4.95	390.61

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Restated Cash Flow Statement

(All amounts are ₹ in lacs unless otherwise stated)

Notes to Cash Flow Statement

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
(i). Cash and cash equivalents comprises of:			
Cash on hand	0.52	0.28	1.00
Balances with banks			
- In current accounts	0.28	4.67	389.61
Total	0.80	4.95	390.61

(ii). The accompanying notes form an integral part of the financial statements.

(iii). The above cash flow statement has been prepared under the indirect method set out in AS-3 (*Cash Flow Statements*) as specified under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

Summary of significant accounting policies (Refer annexure 2)

As per our report of even date.

For **NKSC & Co.**

Chartered Accountants

ICAI Firm Registration No.: 020076N

For and on behalf of the Board of Directors of

TECHERA ENGINEERING (INDIA) LIMITED**Priyank Goyal**

Partner

ICAI Membership No.: 521986

ICAI UDIN: 24521986BKFKWP5091

Nimesh Rameshchandra Desai

Managing Director

DIN No.: 02779330

Kalpna Nimesh Desai

Director

DIN No.: 02779365

Sandip Dattatraya Shinde

Chief Financial Officer

PAN No.: CPGPS8329B

Pratiksha Kumbhare

Company Secretary

Membership No.: F12098

Place: New Delhi

Date: September 11, 2024

Place: Pune

Date: September 11, 2024

Place: Pune

Date: September 11, 2024

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Annexure 1 - Background

TechEra Engineering (India) Limited (“the Company”) was incorporated under the Companies Act, 2013 in the name and style of “TechEra Engineering (India) Private Limited” (“the Company”) bearing Corporate Identification Number U29100PN2018PTC179327 dated October 03, 2018 issued by the Registrar of Companies, Central Registration Centre. Subsequently, the company is converted into public company in the name and style of “TechEra Engineering (India) Limited” (“the Company”) bearing Corporate Identification Number U29100PN2018PLC179327 dated May 29, 2023 issued by the Registrar of Companies, Pune. The company is engaged in business of undertaking projects involving Designing and manufacturing of tooling and automation systems for defence and aviation industry. Broadly, the business segments of the company are as follows:

- a) Design and Manufacturing of tooling (Fixtures) to build any aircraft (light combat aircraft / fighter jet / helicopter)
- b) Manufacturing of flying parts – Machining and Press Parts
- c) Manufacturing of MRO (maintenance, repair and overhaul) toolings and ground support equipments
- d) Design and manufacturing of automation system and others

Annexure 2 - Summary of significant accounting policies

(i) Basis for preparation of Restated Financial Statements:

The Restated Statement of assets and liabilities of the Company as at March 31, 2024, March 31, 2023 and March 31, 2022, the related Restated Statement of profits and losses, and cash flow for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 and accompanying annexures to Restated Statements (hereinafter collectively called “Restated Financial Statements”) have been prepared specifically for inclusion in the draft red herring prospectus to be filed by the Company with the Stock Exchanges in connection with proposed initial public offer of equity shares of Rs. 10 each of the Company (the “Offering”). The Company has prepared the Restated Financial Statements on the basis that it will continue to operate as a going concern. The Restated Financial Statements have been prepared to comply in all material respects with the requirements of:

- (a) Section 26 of Part I of Chapter III of the Companies Act 2013 (the “Act”)
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 (“ICDR Regulations”) and
- (c) Guidance Note on Reports in Company Prospectuses (Revised 2019) (“Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”)

The Restated Financial Statements has been compiled from:

Audited financial statements of the Company as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 which have been approved by the Board of Directors at their meeting held on September 02, 2024, September 15, 2023 and August 04, 2022 respectively prepared to comply in all material respects with the Accounting Standards notified under Section 133 of the Companies Act, 2013 (“the Act”), read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous years. The Restated Financial Statements are presented in INR, and all values are rounded to the nearest lacs, except when otherwise indicated.

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Notes to the Restated Financial Statements

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act.

(ii) Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the reported date and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision in accounting estimate is recognised prospectively in current and future periods.

(iii) Revenue recognition

The company derives Revenue primarily from Sale of products comprising of Defence & Space application. Revenue from contracts is recognized when control of goods and services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods and services.

Revenue is recognized over a period of time on incurrence of expenditure identifiable to work orders:

- i. where milestones have been defined, on achievement of milestone under the output method.
- ii. where milestones have not been defined, on incurrence of expenditure under the input method.

Where the customer's sanction for revision is pending, the expenditure incurred is retained in work-in-progress. Subsequent revenue is recognized on receipt of revised financial sanction from the customer.

Other Income

Interest

Revenue from interest on time deposits is recognised on the time proportion method taking into consideration the amount outstanding and the applicable interest rates.

(iv) Property, Plant & Equipment

Items of property, plant & equipment are stated at cost of acquisition net of recoverable taxes (wherever applicable), less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Subsequent expenditure related to an item of property, plant & equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing property, plant & equipment, including day to day repair and maintenance and cost of replacing parts are charged to the Statement of Profit and Loss for the year during which such expenses are incurred.

Property, plant & equipment retired from active use and held for disposal are stated at lower of book value and net realisable value as estimated by the Company and are shown separately in the financial statements

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under other current assets. Loss determined, if any, is recognised immediately in the Statement of Profit and Loss, whereas profit and sale of such assets is recognised only upon completion of sale thereof.

(iv) Intangible assets

An intangible asset is recognized when it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. Intangible assets are stated at cost of acquisition less accumulated amortisation and impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Losses arising from the retirement of, and gain or losses arising from disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of asset and recognised as income or expense in the Statement of Profit and Loss.

(v) Capital Work in Progress and Capital Advances

Cost of Assets not ready for intended use, as on the Balance sheet date, is shown as Capital Work in Progress. Advances given towards acquisition of Property, Plant and Equipment outstanding as at Balance Sheet date are disclosed as Other Non-Current Asset.

(vi) Depreciation and amortisation

Depreciation has been calculated on Written Down Value Method at the useful lives, which are equal to useful lives specified as per schedule II to the Act. Amortisation has been calculated on Written Down value method at the useful lives, based on management estimates and in accordance with Accounting Standard-26 "Intangible Asset".

Depreciation and amortisation on addition to property, plant & equipment and intangible assets respectively is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation and amortisation on sale/discard from property, plant & equipment and intangible assets respectively is provided for up to the date of sale, deduction or discard of the assets as the case may be.

Depreciation method, useful lives and residual values are reviewed at each financial year end, and changes, if any, are accounted for prospectively.

The useful lives of the assets are as under:

Particulars	Useful life (years)
Property, plant & equipment:	
Furniture and fixture	10
Plant & Machinery	15
Office equipment	5-15
Vehicle	10
Computer	3
Intangible assets:	
Software	3

(vii) Impairment of assets

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation/amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

(viii) Inventories:

Raw materials and components are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on a FIFO basis.

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost includes Taxes and duties (other than Taxes and duties for which input credit is available).

(ix) Leases:

Where the Company is lessee

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the Statement of Profit and Loss. Lease management fees, legal charges and other initial direct costs of lease are capitalised.

A leased asset is depreciated on a straight-line basis over the useful life of the asset as determined by the management or the useful life envisaged in Schedule II to the Act, whichever is lower. However, if there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalised asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset, the lease term and the useful life envisaged in Schedule II to the Act.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

(x) Employee Benefits

Short term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and bonus etc are recognised in the Statement of Profit and Loss in the year in which the employee renders the related service.

Long term employee benefits:

i. Defined contribution plan: Provident fund

All employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate as per the provisions of The Employees Provident Fund and Miscellaneous Provisions Act, 1952. These contributions are made to the fund administered and managed by the Government of India. The Company has no further obligations under the plan beyond its monthly contributions.

ii. Defined Benefit Plan: Gratuity

The Company provides for retirement benefits in the form of Gratuity. Benefits payable to eligible employees of the company with respect to gratuity, a defined benefit plan is accounted for on the basis of an actuarial valuation as at the balance sheet date. In accordance with the Payment of Gratuity Act, 1972, the plan provides for lump sum payments to vested employees on retirement, death while in service or on termination of employment in an amount equivalent to 15 days basic salary for each completed year of service. Vesting occurs upon completion of five years of service. The present value of such obligation is determined by the projected unit credit method and adjusted for past service cost and fair value of plan assets as at the balance sheet date through which the obligations are to be settled. The resultant actuarial gain or loss on change in present value of the defined benefit obligation or change in return of the plan assets is recognised as an income or expense in the Statement of Profit and Loss. The expected return on plan assets is based on the assumed rate of return of such assets.

iii. Other long term benefits: Compensated Absences

Benefits under the Company's leave encashment scheme constitute other employee benefits. The liability in respect of compensated absences is provided on the basis of an actuarial valuation done by an independent actuary as at the balance sheet date. Actuarial gain and losses are recognised immediately in the Statement of Profit and Loss.

(xi) Taxation

Tax expense for the year comprising current tax, deferred tax charge or benefit and MAT credit entitlement is included in determining the net profit for the year.

Current tax

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.

Deferred tax

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the year. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty backed by convincing evidence of realisation of such assets. Deferred tax assets are reviewed at each Balance Sheet date and are written-down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

The break-up of the major components of the deferred tax assets and liabilities as at Balance Sheet date has been arrived at after setting off deferred tax assets and liabilities where the entity has a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum alternate tax

Minimum alternate tax (MAT) under the Income Tax Act, 1961, payable for the year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the period in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the "Income-tax Act, 1961", the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

(xii) Provisions, contingent liabilities and contingent assets

Provision

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

Contingent liabilities

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

(xiii) Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less.

(xiv) Earnings per share

Basic earnings per share are 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 period. The weighted average number of equity shares outstanding during the period are adjusted for events such as bonus issue, share split or consolidation of shares.

For 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 period are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted into equity shares as at the beginning of the period, unless they have been issued at a later date.

(xv) Segment Reporting

The Company operates in the areas of designing and manufacturing of tooling and automation systems for defence and aviation industry and general-purpose automation systems in the single geographical area i.e. India. Therefore, the disclosure requirements as per Accounting Standard 17 "Segment Reporting" are not applicable to the Company.

(xvi) Material Events

Material events occurring after the balance sheet date are taken into cognizance.

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Annexure 3 - Restated Statement of Share Capital

(i) The Company has two classes of shares i.e. Equity Shares and Preference Shares, having a par value of ₹ 10 per share and ₹ 100 per share respectively

Particulars	As at					
	March 31, 2024		March 31, 2023		March 31, 2022	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Authorised shares						
Equity shares of ₹ 10 each fully paid (previous year ₹ 10) *	2,00,00,000	2,000.00	30,00,000	300.00	30,00,000	300.00
0.01% Preference shares of ₹ 100 each (previous year ₹ 100)	-	-	12,00,000	1,200.00	12,00,000	1,200.00
	2,00,00,000	2,000.00	42,00,000	1,500.00	42,00,000	1,500.00
Issued, subscribed and fully paid up shares						
Equity shares of ₹ 10 each fully paid (previous year ₹ 10)	1,21,43,325	1,214.33	18,10,747	181.07	18,10,747	181.07
0.01% Preference shares of ₹ 100 each (previous year ₹ 100)	-	-	11,99,000	1,199.00	11,99,000	1,199.00
	1,21,43,325	1,214.33	30,09,747	1,380.07	30,09,747	1,380.07

* During the current year, the shareholders of the Company at their meeting held on February 27, 2024 had approved the reclassification of authorised shares of 30,00,000 equity shares of face value of ₹ 10 each and 12,00,000 preference shares of face value of ₹ 100 each into 1,50,00,000 equity shares of face value of ₹ 10 each. The Company has filed Form SH-7 with ROC for the same on August 30, 2024, i.e., after the balance sheet date but before signing the financials by the directors in the board meeting. Subsequently, the shareholders of the Company at their meeting held on March 26, 2024 had approved the increase of authorised shares from 1,50,00,000 equity shares of face value of ₹ 10 each to 2,00,00,000 equity shares of face value of ₹ 10 each. The Company is still in process to file Form SH-7 with ROC for the same as on the date of signing the financials by the directors in the board meeting.

(ii) Reconciliation of the number of equity shares and amount outstanding at the beginning and end of the year

Particulars	As at					
	March 31, 2024		March 31, 2023		March 31, 2022	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Equity shares of ₹ 10 each fully paid (previous year ₹ 10)						
Opening balance	18,10,747	181.07	18,10,747	181.07	10,00,000	100.00
Issued during the year (Refer footnote (a) and (b))	6,17,918	61.79	-	-	8,10,747	81.07
Issued during the year for a consideration otherwise than in cash (Refer footnote (c))	97,14,660	971.47	-	-	-	-
Shares outstanding at the end of the year	1,21,43,325	1,214.33	18,10,747	181.07	18,10,747	181.07

Footnotes:

(a) During the current year, the Company has made a private placement of 3,19,275 fully paid-up equity shares of face value of ₹ 10 each at issue price of ₹ 294.80 (including premium of ₹ 284.80) per share on January 24, 2024.

(b) During the current year, the Company has converted 5,78,772 fully paid-up preference shares of face value of ₹ 100 each into 2,98,643 fully paid-up equity shares of face value of ₹ 10 each at issue price of ₹ 294.80 (including premium of ₹ 284.80) per share on January 29, 2024.

(c) During the current year, the shareholders of the Company at their meeting held on February 27, 2024 had approved the schemes of bonus issue in the proportion 4 new equity shares for every 1 equity share. A total sum of ₹ 971.47 lacs out of the Company's reserve and surplus is capitalised and the said sum so capitalized is applied in paying up in full at par 97,14,660 new equity shares of face value of ₹ 10 each in the share capital of the Company.

(iii) Reconciliation of the number of preference shares and amount outstanding at the beginning and end of the year

Particulars	As at					
	March 31, 2024		March 31, 2023		March 31, 2022	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
0.01% Preference shares of ₹ 100 each (previous year ₹ 100)						
Opening balance	11,99,000	1,199.00	11,99,000	1,199.00	-	-
Addition during the year	-	-	-	-	11,99,000	1,199.00
Redeemed during the year *	(11,99,000)	(1,199.00)	-	-	-	-
Shares outstanding at the end of the year	-	-	11,99,000	1,199.00	11,99,000	1,199.00

* During the current year, the Company has converted 5,78,772 fully paid-up preference shares of face value of ₹ 100 each into 2,98,643 fully paid-up equity shares of face value of ₹ 10 each at issue price of ₹ 294.80 (including premium of ₹ 284.80) per share on January 29, 2024 and redeemed remaining 6,20,228 fully paid-up preference shares of face value of ₹ 100 each by paying ₹ 941.42 lacs to provide the investor an IRR of 20% as per Subscription Cum Shareholders' Agreement dated September 23, 2021.

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(iv) Terms/rights attached to equity shares

Voting

Each shareholder is entitled to one vote per share held.

Dividends

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting except in the case where interim dividend is distributed. The Company has not distributed any dividend in the current and previous year.

Liquidation

In the event of liquidation of the Company, the shareholders shall be entitled to receive all of the remaining assets of the Company after distribution of all preferential amounts, if any. Such distribution amounts will be in proportion to the number of equity shares held by the shareholders.

(v) The Company does not have any holding Company.

(vi) Detail of shareholders holding more than 5% of equity share of the Company

Name of shareholders	As at					
	March 31, 2024		March 31, 2023		March 31, 2022	
	Number	Percentage	Number	Percentage	Number	Percentage
Equity Shareholder						
Mr. Nimesh Desai	46,25,610	38.09%	7,11,981	39.32%	8,93,080	49.32%
Mr. Meet Desai	23,53,975	19.38%	3,66,133	20.22%	4,56,660	25.22%
Mr. Sarang Kulkarni	-	-	3,66,133	20.22%	4,56,660	25.22%
Mrs. Shital Dugar	15,56,340	12.82%	3,62,149	20.00%	-	-
Maharashtra Defence and Aerospace Venture Fund	15,14,950	12.48%	-	-	-	-
Mr. Raman Talwar	9,17,950	7.56%	-	-	-	-
Mr. Vishal Mahesh Waghela	6,78,425	5.59%	-	-	-	-
	1,16,47,250	95.91%	18,06,396	99.76%	18,06,400	99.76%
Preference Shareholder						
Maharashtra Defence and Aerospace Venture Fund through its Investment Manager M/s IDBI Capital Markets & Securities Limited	-	-	11,99,000	100.00%	11,99,000	100.00%
	-	-	11,99,000	100.00%	11,99,000	100.00%

(vii) Details of shares held by promoters and promoters group

Equity shares of ₹ 10 each, fully paid up held by:

Particulars	As at					
	March 31, 2024		March 31, 2023		March 31, 2022	
	No. of shares	% of total shares	No. of shares	% of total shares	No. of shares	% of total shares
Mr. Nimesh Desai	46,25,610	38.09%	7,11,981	39.32%	8,93,080	49.32%
Mr. Meet Desai	23,53,975	19.38%	3,66,133	20.22%	4,56,660	25.22%
Mr. Sarang Kulkarni	-	-	3,66,133	20.22%	4,56,660	25.22%
	69,79,585	57.48%	14,44,247	79.76%	18,06,400	99.76%

(viii) Aggregate number of bonus shares issued and shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

Particulars	As at					
	March 31, 2024		March 31, 2023		March 31, 2022	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Equity shares allotted as fully paid-up pursuant to fully paid up bonus shares	97,14,660	971.47	-	-	-	-
	97,14,660	971.47	-	-	-	-

(ix) No class of shares have been bought back by the Company during the period of five years immediately preceding the reporting date.

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Annexure 3A -Restated Statement of Material Adjustments

Summarised below are the Restatement adjustments made to the profit after tax of the Audited Financial Statements of the Company for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 their consequential impact on the profit/ (loss) of the Company:

Particulars	For the year ending		
	March 31, 2024	March 31, 2023	March 31, 2022
A) Net profit/(loss) after tax as per audited financials statements	282.43	326.13	(616.90)
B) Adjustments			
(i) Adjustments due to prior period items			
- Changes in inventories of finished goods and work-in-progress	(14.51)	14.51	-
- Deferred revenue expenditure	218.21	(218.21)	-
- Gratuity	-	17.93	(9.58)
- Legal and professional expenses	3.11	3.14	(11.48)
- Purchases	2.95	(2.95)	-
- Finance cost	2.25	(2.25)	-
- Other expenses	(0.05)	0.03	-
- MAT credit entitlement	0.07	-	-
(ii) Deferred tax impact on adjustments in (i), as applicable	(12.21)	(7.83)	9.26
Total adjustments	199.82	(195.63)	(11.80)
Restated profit/(loss) after tax (A+B)	482.25	130.50	(628.70)

Summarised below are the Restatement adjustments made to the profit after tax of the Audited Financial Statements of the Company for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 and their consequential impact on the shareholder funds of the Company:

Particulars	For the year ending		
	March 31, 2024	March 31, 2023	March 31, 2022
A) Total Shareholder's funds as per audited financials statements	1,604.63	1,322.53	996.52
Opening reserves adjustment	(214.31)	(18.68)	(6.88)
B) Adjustments			
(i) Adjustments due to prior period items			
- Changes in inventories of finished goods and work-in-progress	(14.51)	14.51	-
- Deferred revenue expenditure	218.21	(218.21)	-
- Gratuity	-	17.93	(9.58)
- Legal and professional expenses	3.11	3.14	(11.48)
- Purchases	2.95	(2.95)	-
- Finance cost	2.25	(2.25)	-
- Other expenses	(0.05)	0.03	-
- MAT credit entitlement	0.07	-	-
(ii) Deferred tax impact on adjustments in (i), as applicable	(12.21)	(7.83)	9.26
Total adjustments	(14.49)	(214.31)	(18.68)
Restated shareholder's funds (A+B)	1,590.14	1,108.22	977.84

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TECHERA ENGINEERING (INDIA) LIMITED
Notes to the Restated Financial Statements
(All amounts are ₹ in lacs unless otherwise stated)

Annexure 4 - Restated Statement of Reserves and surplus

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Profit in the Statement of Profit and Loss			
Opening balance	(377.25)	(507.63)	121.13
Add: Profit for the year	482.25	130.50	(628.70)
Less: Reserve utilised for preference dividend payable	(0.13)	(0.12)	(0.06)
Closing Balance	104.87	(377.25)	(507.63)
Securities Premium			
Opening balance	105.40	105.40	-
Add: Additions during the year	1,759.83	-	105.40
Less: Premium utilised for issue of bonus shares during the year	(971.47)	-	-
Less: Premium utilised for redemption of preference shares	(622.82)	-	-
Closing Balance	270.94	105.40	105.40
Total Reserves and surplus	375.81	(271.85)	(402.23)

Annexure 5 - Restated Statement of Long-term borrowings

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Secured			
(a) Term loans			
- from Banks	361.46	461.59	552.46
- from NBFCs	166.67	87.92	-
- from foreign company	76.04	104.54	120.31
Unsecured			
(a) Term loans			
- from Banks	109.67	16.98	36.64
- from NBFCs	253.36	45.38	9.91
	967.20	716.41	719.32
Less: Current Maturities			
Secured			
(a) Term loans			
- from Banks	(168.26)	(116.79)	(105.03)
- from NBFCs	(128.11)	(15.02)	-
- from foreign company	(77.54)	(25.31)	(24.32)
Unsecured			
(a) Term loans			
- from Banks	(28.13)	(16.98)	(19.66)
- from NBFCs	(11.32)	(10.88)	(5.24)
	(413.36)	(184.98)	(154.25)
Total	553.84	531.43	565.07

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TECHERA ENGINEERING (INDIA) LIMITED
Notes to the Restated Financial Statements

(All amounts are ₹ in lacs unless otherwise stated)

Footnotes:

(i) Loans from banks

Name of Bank	Loan Type	ROI	Loan taken	Tenure	Security	EMI	As at		
							March 31, 2024	March 31, 2023	March 31, 2022
Small Industries Development Bank of India	Secured	11.50%	200.00	78 Months	Refer Note 1	2.57 + Interest	143.35	174.30	200.67
The Cosmos Co-operative Bank Limited	Secured	11.50%	170.00	54 Months + 6 Months moratorium	Refer Note 2	4.05	81.30	117.28	149.95
HDFC Bank Limited	Secured	9.25%	96.00	39 Months	Refer Note 3	2.86	78.58	-	-
HDFC Bank Limited	Secured	9.25%	39.95	48 Months		1.00	34.27	-	-
HDFC Bank Limited	Secured	9.25%	24.68	27 Months		1.02	17.89	-	-
Kotak Mahindra Bank Limited	Unsecured	17.25%	40.00	24 Months	Not Applicable	1.98	35.53	-	-
Standard Chartered Bank	Unsecured	16.00%	46.00	48 Months	Not Applicable	1.30	44.61	-	-
AU Small Finance Bank Limited	Secured	10.50%	7.87	60 Months	Refer Note 4	0.17	6.07	7.38	-
Unity Small Finance Bank Limited	Unsecured	17.75%	30.60	24 Months	Not Applicable	1.52	29.53	-	-
UCO Bank	Secured	11.80%	200.00	78 Months + 6 Months moratorium	Refer Note 5	3.69	-	98.00	129.58
UCO Bank	Secured	9.25%	36.00	36 Months + 12 Months Monotarium	Refer Note 6	1.14	-	24.68	32.27
UCO Bank	Secured	9.25%	40.00	36 Months + 24 Months Monotarium	Refer Note 7	1.24	-	39.95	39.99
ICICI Bank Limited	Unsecured	16.49%	39.00	36 Months	Not Applicable	1.38	-	11.65	25.11
HDFC Bank Limited	Unsecured	16.00%	18.00	36 Months	Not Applicable	0.63	-	5.33	11.52
Total							471.13	478.57	589.09

Notes:

1 Small Industries Development Bank of India

Security: Plant & Machinery, Stock & Debtors

Guarantee: Personal guarantee of Meet Desai and Nimesh Desai

Collateral: Fixed deposit of ₹ 60.00 lacs

2 The Cosmos Co-operative Bank Limited

Security: Plant & Machinery - Horizontal Boring Machine-MMPL-G&L with CNC controller

Guarantee: Personal guarantee of Meet Desai, Sarang Kulkarni and Nimesh Desai

Collateral: Property of Nimesh Desai - Plot No 147/21, 147/22, 147/23, village Thapewadi, Taluka Purandhar, District Pune.

3 HDFC Bank Limited

Security: Stock, Debtors, FD, Property and CGTMSE

Guarantee: Personal guarantee of Meet Desai, Kalpana Desai and Nimesh Desai

Collateral: 1. Property of Kalpana Desai - Flat 602, 6th floor, Sun Planet Near Sun city scheme, Sinhgad Road, Anandnagar, Vadgaon, Budruk, Pune, 411051
2. CGTSMSE

4 AU Small Finance Bank Limited

Collateral: Vehicle naming Maxx pickup city 3000 VXI_Diesel

5 UCO Bank

Security: Plant & Machinery, Stock & Book Debt

Guarantee: Personal guarantee of Meet Desai & Sarang kulkarni and additional guarantee of Sunil Genba Ghare

Collateral: 1. CGTMSE guarantee of ₹ 130.00 lacs

2. Property of Sagar Kulkarni - Flat No. 8, 2nd floor, Silver inn, Chinchawad, Pune

TECHERA ENGINEERING (INDIA) LIMITED
Notes to the Restated Financial Statements

(All amounts are ₹ in lacs unless otherwise stated)

6 UCO Bank

Security: NCGTC coverage

- Collateral:** 1. Property of Kalpana Desai - Flat 602, 6th floor, Sun Planet Near Sun city scheme, Sinhgad Road, Anandnagar, Vadgaon, Budruk, Pune, 411051
2. Fixed deposit of ₹ 75.00 lacs
3. Current assets and Plant & Machinery purchased out of bank finance.

7 UCO Bank

Security: NCGTC coverage

- Collateral:** 1. Property of Kalpana Desai - Flat 602, 6th floor, Sun Planet Near Sun city scheme, Sinhgad Road, Anandnagar, Vadgaon, Budruk, Pune, 411051
2. Fixed deposit of ₹ 75.00 lacs
3. Current assets and Plant & Machinery purchased out of bank finance.

(ii) Loans from NBFCs

Name of Financial institutions	Loan Type	ROI	Loan taken	Tenure	Security	EMI	As at		
							March 31, 2024	March 31, 2023	March 31, 2022
Electronica Finance Limited	Secured	11.25%	47.20	60 Months	Refer note 1	1.03	36.57	44.20	-
Electronica Finance Limited	Secured	11.25%	44.85	60 Months	Refer note 2	0.98	36.67	43.73	-
Electronica Finance Limited	Secured	11.25%	79.65	60 Months	Refer note 3	1.74	72.48	-	-
Electronica Finance Limited	Secured	11.06%	21.29	48 Months	Refer note 4	0.55	20.95	-	-
Bajaj Finance Limited	Unsecured	17.00%	26.04	60 Months	Not Applicable	0.35	24.59	24.28	-
Cholamandalam Investment and Finance Company Limited	Unsecured	18.00%	20.00	36 Months	Not Applicable	0.72	10.22	16.43	-
IIFL Finance Limited	Unsecured	17.00%	30.00	36 Months	Not Applicable	1.07	30.00	-	-
Kisetsu Saison Finance (India) Private Limited	Unsecured	16.75%	35.70	36 Months	Not Applicable	1.27	34.93	-	-
NeoGrowth Credit Private Limited	Unsecured	18.01%	50.00	36 Months	Not Applicable	1.81	50.00	-	-
Poonawalla Fincorp Limited	Unsecured	17.00%	30.29	36 Months	Not Applicable	1.08	30.29	-	-
Shriram Finance Limited	Unsecured	17.75%	35.00	24 Months	Not Applicable	1.74	35.00	-	-
SMFG India Credit Company Limited	Unsecured	16.50%	40.31	18 Months	Not Applicable	2.54	38.32	-	-
Fedbank Financial Services Limited *	Unsecured	17.00%	30.30	24 Months	Not Applicable	1.50	-	-	-
Hero Fincorp Limited	Unsecured	20.00%	15.15	36 Months	Not Applicable	0.56	-	4.67	9.91
Total							420.02	133.31	9.91

* Loan is sanctioned in the month of March, 2024 but disbursed in the month of April, 2024.

Notes:

1 Electronica Finance Limited

- Security:** Plant & Machinery purchased out of loan amount
Guarantee: Personal gaurantee of Nimesh Desai, Meet desai & Sarang Kulkarni
Collateral: Fixed deposit of ₹ 11.80 lacs

2 Electronica Finance Limited

- Security:** Plant & Machinery purchased out of loan amount
Guarantee: Personal gaurantee of Nimesh Desai, Meet desai & Sarang Kulkarni
Collateral: Fixed deposit of ₹ 10.24 lacs

3 Electronica Finance Limited

- Security:** Plant & Machinery purchased out of loan amount
Guarantee: Personal gaurantee of Meet Desai and Nimesh Desai
Collateral: Fixed deposit of ₹ 31.86 lacs

4 Electronica Finance Limited

- Security:** Plant & Machinery purchased out of loan amount
Collateral: Fixed deposit of ₹ 6.39 lacs

TECHERA ENGINEERING (INDIA) LIMITED
Notes to the Restated Financial Statements
(All amounts are ₹ in lacs unless otherwise stated)

(ii) Loans from foreign company

Name of Financial institutions	Loan Type	ROI	Loan taken	Tenure	Security	EMI	As at		
							March 31, 2024	March 31, 2023	March 31, 2022
DMG Mori Finance GmbH *	Secured	3.50%	€ 1.87	60 Months	Plant & Machinery	€ 0.03	76.04	104.54	120.31
Total							76.04	104.54	120.31

* The company has made default in making repayment of loan to DMG Mori Finance GmbH. Refer details below:

Name of Financial institutions	Default for year	Due Date	Payment Date	Installment	Principle	Interest	TDS	Amount in ₹ lacs	
								Default of Principle	Default of Interest
DMG Mori Finance GmbH	Year ended March 31, 2023	March 01, 2023	May 09, 2023	€ 0.03	€ 0.02	€ 0.01	€ 0.01	2.19	0.30
Total				€ 0.03	€ 0.02	€ 0.01	€ 0.01	2.19	0.30

Annexure 6 - Restated Statement of Deferred tax liability (net)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Deferred tax liability	8.64	16.23	12.38
Total	8.64	16.23	12.38

Annexure 7 - Restated Statement of Long term provisions

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Provision for gratuity (refer annexure 31)	32.94	23.24	17.89
Provision for leave encashment	7.24	-	-
Total	40.18	23.24	17.89

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TECHERA ENGINEERING (INDIA) LIMITED
Notes to the Restated Financial Statements

(All amounts are ₹ in lacs unless otherwise stated)

Annexure 8 - Restated Statement of Short-term borrowings

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Secured			
(a) Loans repayable on demand	-	295.77	-
- from Banks			
(b) Cash credit and bank overdraft	364.64	165.76	140.38
(c) Current maturities of long-term borrowings			
Term loans			
- from Banks	168.26	116.79	105.03
- from NBFCs	128.11	15.02	-
- from foreign company	77.54	25.31	24.32
Unsecured			
(a) Term loans			
- from NBFCs	25.00	-	-
(b) Loan From Related Parties (Refer annexure 34)			
Nimesh Desai	37.05	129.18	27.35
Meet Desai	36.09	42.49	-
Sarang Kulkarni	-	27.49	-
(c) Current maturities of long-term borrowings			
Term loans			
- from Banks	28.13	16.98	19.66
- from NBFCs	11.32	10.88	5.24
Total	876.14	845.67	321.98

Footnotes:

(i) Loans from Banks

Name of Bank	Loan Type	ROI	Sanction Limit	Tenure	Security	EMI	As at		
							March 31, 2024	March 31, 2023	March 31, 2022
HDFC Bank Limited	Secured	9.25%	400.00	12 Months	Refer Note 1	Not Applicable	364.64	-	-
UCO Bank	Secured	11.80%	170.00	12 Months	Refer Note 2	Not Applicable	-	165.76	140.38
UCO Bank (Demand loan)	Secured	11.35%	352.00	8 Months	Refer Note 3	Not Applicable	-	295.77	-
Total							364.64	461.53	140.38

Notes:

1 HDFC Bank Limited

Security: Stock, Debtors, FD, Property and CGTMSE

Guarantee: Personal guarantee of Meet Desai, Kalpana Desai and Nimesh Desai

Collateral: 1. Property of Kalpana Desai - Flat 602, 6th floor, Sun Planet Near Sun city scheme, Sinhgad Road, Anand Nagar, Vadgaon, Budruk, Pune, 411051
2. CGTSMSE

2 UCO Bank

Security: Current Assets including inventory, receivables, bills and other chargeable current assets

Collateral: 1. Property of Kalpana Desai - Flat 602, 6th floor, Sun Planet Near Sun city scheme, Sinhgad Road, Anandnagar, Vadgaon, Budruk, Pune, 411051
2. CGTMSE coverage of ₹ 68.30 lacs

TECHERA ENGINEERING (INDIA) LIMITED
Notes to the Restated Financial Statements

(All amounts are ₹ in lacs unless otherwise stated)

3 UCO Bank (Demand Loan)

Security: Plant & Machinery purchased out of bank finance

Collateral: 1. Property of Kalpana Desai - Flat 602, 6th floor, Sun Planet Near Sun city scheme, Sinhgad Road, Anandnagar, Vadgaon, Budruk, Pune, 411051

2. Property of Sagar Kulkarni - Flat No. 8, 2nd floor, Silver inn, Chinchwad, Pune and Plot No. 35, 36 and 88, Sno. 195 and 196, Udyog Nogar, Chinchwad, Pune

3. Plant & Machinery purchased out bank finance of ₹ 200 lacs given by UCO Bank

4. Fixed deposit of ₹ 75.00 lacs

(ii) Loans from NBFCs

Name of Financial institutions	Loan Type	ROI	Loan taken	Tenure	Security	EMI	As at		
							March 31, 2024	March 31, 2023	March 31, 2022
Godrej Finance Limited	Unsecured	17.60%	25.00	12 Months	Not Applicable	2.29	25.00	-	-
Total							25.00	-	-

(iii) The company has taken unsecured loans from related parties (refer annexure 34):

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Nimesh Desai	37.05	129.18	27.35
Meet Desai	36.09	42.49	-
Sarang Kulkarni	-	27.49	-
Total	73.14	199.16	27.35

Note:

- Loans of ₹ 65.00 lacs taken from Nimesh Desai time to time is repaid or converted into equity with interest of 15% p.a. up to August 31, 2022.
- Other loans taken from Nimesh Desai time to time are interest-free and repayable on demand.
- All other related party loans are interest-free and repayable on demand.

Annexure 9 - Restated Statement of Trade payables

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Due to micro and small enterprises (refer annexure 33)	236.63	304.73	149.26
Others	130.21	793.06	30.53
Total	366.84	1,097.79	179.79

Footnotes:

- Trade payables other than due to MSMEs are non-interest bearing and are normally settled in the Company's operating cycle.

ii) Ageing schedule for trade payables - March 31, 2024

Outstanding as at March 31, 2024 from due date of payment for

Particulars	Not Due	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Micro and small enterprises	42.76	187.37	3.70	1.21	1.59	236.63
Other than micro and small enterprises	11.36	111.14	7.55	0.16	-	130.21
Disputed Dues - Micro and small enterprises	-	-	-	-	-	-
Disputed Dues - Other than micro and small enterprises	-	-	-	-	-	-
Total	54.12	298.51	11.25	1.37	1.59	366.84

Ageing schedule for trade payables - March 31, 2023

Particulars	Outstanding as at March 31, 2023 from due date of payment for					Total
	Not Due	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
Micro and small enterprises	174.48	126.50	2.14	1.61	-	304.73
Other than micro and small enterprises	4.28	783.71	3.20	1.87	-	793.06
Disputed Dues - Micro and small enterprises	-	-	-	-	-	-
Disputed Dues - Other than micro and small enterprises	-	-	-	-	-	-
Total	178.76	910.21	5.34	3.48	-	1,097.79

Ageing schedule for trade payables - March 31, 2022

Particulars	Outstanding as at March 31, 2022 from due date of payment for					Total
	Not Due	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
Micro and small enterprises	-	148.46	0.80	-	-	149.26
Other than micro and small enterprises	-	28.60	1.93	-	-	30.53
Disputed Dues - Micro and small enterprises	-	-	-	-	-	-
Disputed Dues - Other than micro and small enterprises	-	-	-	-	-	-
Total	-	177.06	2.73	-	-	179.79

Annexure 10 - Restated Statement of Other current liabilities

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Interest accrued but not due on borrowings	8.99	9.46	-
Interest accrued and due on borrowings	-	0.27	-
Employee related payables (refer annexure 34)	91.36	77.91	27.28
Advance from customers	60.12	169.62	9.57
Expenses payable	11.51	29.84	16.04
Dividend Payable	0.25	0.18	0.06
Statutory dues payable	64.11	11.23	8.29
Total	236.34	298.51	61.24

Annexure 11 - Restated Statement of Short-term provisions

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Provision for income tax (net of advance tax)	47.21	-	-
Provision for gratuity (refer annexure 31)	2.23	0.06	0.04
Provision for leave encashment	2.31	-	-
Total	51.75	0.06	0.04

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Annexure 12 - Restated Statement of Property, Plant & Equipment

Financial year 2023-2024

Particulars	Gross block (at cost)				Accumulated depreciation				Net block	
	As at April 01, 2023	Additions	Disposals/ Adjustments	As at March 31, 2024	As at April 01, 2023	Charge for the year	Deletions/ Adjustments	As at March 31, 2024	As at April 01, 2023	As at March 31, 2024
Leasehold improvements	42.18	11.30	-	53.48	10.68	3.36	-	14.04	31.50	39.44
Furniture and fixtures	61.73	1.42	-	63.15	38.35	6.25	-	44.60	23.38	18.55
Office equipments	87.59	31.49	-	119.08	41.04	14.12	-	55.16	46.55	63.92
Plant & machinery	1,090.00	113.37	-	1,203.37	354.63	143.35	-	497.98	735.37	705.39
Computers	39.66	18.03	-	57.69	32.37	7.19	-	39.56	7.29	18.13
Vehicle	9.33	-	-	9.33	1.59	2.00	-	3.59	7.74	5.74
Total	1,330.49	175.61	-	1,506.10	478.66	176.27	-	654.93	851.83	851.17

Financial year 2022-2023

Particulars	Gross block (at cost)				Accumulated depreciation				Net block	
	As at April 01, 2022	Additions	Disposals/ Adjustments	As at March 31, 2023	As at April 01, 2022	Charge for the year	Deletions/ Adjustments	As at March 31, 2023	As at April 01, 2022	As at March 31, 2023
Leasehold improvements	40.50	1.68	-	42.18	7.42	3.26	-	10.68	33.08	31.50
Furniture and fixtures	60.58	1.15	-	61.73	30.41	7.94	-	38.35	30.17	23.38
Office equipments	73.67	13.92	-	87.59	31.14	9.90	-	41.04	42.53	46.55
Plant & machinery	887.41	212.37	9.78	1,090.00	211.58	148.59	5.54	354.63	675.83	735.37
Computers	32.38	7.28	-	39.66	27.06	5.31	-	32.37	5.32	7.29
Vehicle	0.82	8.51	-	9.33	0.54	1.05	-	1.59	0.28	7.74
Total	1,095.36	244.91	9.78	1,330.49	308.15	176.05	5.54	478.66	787.21	851.83

Financial year 2021-2022

Particulars	Gross block (at cost)				Accumulated depreciation				Net block	
	As at April 01, 2021	Additions	Disposals/ Adjustments	As at March 31, 2022	As at April 01, 2021	Charge for the year	Deletions/ Adjustments	As at March 31, 2022	As at April 01, 2021	As at March 31, 2022
Leasehold improvements	47.48	-	6.98	40.50	4.90	4.51	1.99	7.42	42.58	33.08
Furniture and fixtures	57.35	3.67	0.44	60.58	15.52	15.22	0.33	30.41	41.83	30.17
Office equipments	70.98	7.24	4.55	73.67	18.39	15.23	2.48	31.14	52.59	42.53
Plant & machinery	482.76	417.34	12.69	887.41	73.72	142.08	4.22	211.58	409.04	675.83
Computers	28.18	4.20	-	32.38	19.93	7.13	-	27.06	8.25	5.32
Vehicle	0.82	-	-	0.82	0.33	0.21	-	0.54	0.49	0.28
Total	687.57	432.45	24.66	1,095.36	132.79	184.38	9.02	308.15	554.78	787.21

Footnotes:

1. The Company has not carried out any revaluation of property, plant and equipment for the years ended March 31, 2024, March 31, 2023 and March 31, 2022.
2. There are no impairment losses recognised for the years ended March 31, 2024, March 31, 2023 and March 31, 2022.
3. Exchange differences of ₹ 0.95 lacs, ₹ 6.64 lacs, ₹ (2.14 lacs) are adjusted in Property, plant & equipment in the year ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively.
4. Property, plant & equipments are hypothecated as securities for borrowings taken from banks & other lenders (Refer Annexure 5 & 8).
5. Refer annexure 26 for depreciation

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Annexure 12(i) - Restated Statement of Intangible assets

Financial year 2023-2024

Particulars	Gross block (at cost)				Accumulated depreciation				Net block	
	As at April 01, 2023	Additions	Disposals/ Adjustments	As at March 31, 2024	As at April 01, 2023	Charge for the year	Deletions/ Adjustments	As at March 31, 2024	As at April 01, 2023	As at March 31, 2024
Softwares	36.49	32.64	-	69.13	31.15	16.35	-	47.50	5.34	21.63
Total	36.49	32.64	-	69.13	31.15	16.35	-	47.50	5.34	21.63

Financial year 2022-2023

Particulars	Gross block (at cost)				Accumulated depreciation				Net block	
	As at April 01, 2022	Additions	Disposals/ Adjustments	As at March 31, 2023	As at April 01, 2022	Charge for the year	Deletions/ Adjustments	As at March 31, 2023	As at April 01, 2022	As at March 31, 2023
Softwares	36.49	-	-	36.49	23.71	7.44	-	31.15	12.78	5.34
Total	36.49	-	-	36.49	23.71	7.44	-	31.15	12.78	5.34

Financial year 2021-2022

Particulars	Gross block (at cost)				Accumulated depreciation				Net block	
	As at April 01, 2021	Additions	Disposals/ Adjustments	As at March 31, 2022	As at April 01, 2021	Charge for the year	Deletions/ Adjustments	As at March 31, 2022	As at April 01, 2021	As at March 31, 2022
Softwares	23.23	13.26	-	36.49	17.21	6.50	-	23.71	6.02	12.78
Total	23.23	13.26	-	36.49	17.21	6.50	-	23.71	6.02	12.78

Footnote:

1. Refer annexure 26 for amortisation

Annexure 12(ii) - Restated Statement of Capital work in progress

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Opening balance	233.12	21.17	306.09
Additions during the year:			
Contractual cost	33.07	211.95	8.03
Material cost	6.52	53.14	13.50
Capitalised during the year:			
Leasehold improvement	-	-	-
Plant & machinery	6.52	53.14	306.45
Closing Balance	266.19	233.12	21.17

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Footnotes:

(i) Ageing schedule for capital work in progress - March 31, 2024

Particulars	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Projects in progress	33.07	211.95	21.17	-	266.19
Total	33.07	211.95	21.17	-	266.19

(ii) Ageing schedule for capital work in progress - March 31, 2023

Particulars	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Projects in progress	211.95	21.17	-	-	233.12
Total	211.95	21.17	-	-	233.12

(iii) Ageing schedule for capital work in progress - March 31, 2022

Particulars	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Projects in progress	21.17	-	-	-	21.17
Total	21.17	-	-	-	21.17

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Annexure 13 - Restated Statement of Non current investment

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Unquoted *			
Investment in equity instrument at cost			
200 shares in Cosmos Bank of ₹ 10 each	0.02	0.02	0.02
1,763 shares in Kalbhorz Electric Private Limited of ₹ 10 each	83.32	-	-
Total	83.34	0.02	0.02

* Aggregate book value of unquoted non current investment 83.34 0.02 0.02

Annexure 14 - Restated Statement of Long-term loans and advances

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
MAT credit receivable	-	1.27	1.27
Income tax refund receivable (net of provision for taxes)	-	5.84	2.72
Capital advance	-	1.76	247.92
Security deposit	35.27	34.88	34.88
Total	35.27	43.75	286.79

Annexure 15 - Restated Statement of Other Non-current assets

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Non-current Bank deposits*	62.18	23.86	1.76
Total	62.18	23.86	1.76

* Bank deposits are hypothecated as securities for borrowings taken from banks (Refer Annexure 5 & 8).

Annexure 16 - Restated Statement of Trade receivables

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Secured, considered good	-	-	-
Unsecured considered good	1,741.89	1,928.30	234.99
Doubtful	-	-	-
Total	1,741.89	1,928.30	234.99

Footnotes:

- (i) Trade receivables are hypothecated as securities for borrowings taken from banks (Refer Annexure 5 & 8).
(ii) Trade receivables are non-interest bearing and are normally received in the Company's operating cycle.
(iii) Ageing schedule for trade receivables - March 31, 2024

Outstanding as at March 31, 2024 from due date of payment for

Particulars	Unbilled	Not Due	0-6 Months	6-12 Months	1-2 Years	2-3 Years	More than 3 years	Total
Secured								
Undisputed - considered good	-	-	-	-	-	-	-	-
Undisputed - considered doubtful	-	-	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	-	-	-	-
Disputed - considered doubtful	-	-	-	-	-	-	-	-
Unsecured								
Undisputed - considered good	213.12	26.61	1,333.79	80.22	88.15	-	-	1,741.89
Undisputed - considered doubtful	-	-	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	-	-	-	-
Disputed - considered doubtful	-	-	-	-	-	-	-	-
Total	213.12	26.61	1,333.79	80.22	88.15	-	-	1,741.89

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Ageing schedule for trade receivables - March 31, 2023

Outstanding as at March 31, 2023 from due date of payment for

Particulars	Unbilled	Not Due	0-6 Months	6-12 Months	1-2 Years	2-3 Years	More than 3 years	Total
Secured								
Undisputed - considered good	-	-	-	-	-	-	-	-
Undisputed - considered doubtful	-	-	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	-	-	-	-
Disputed - considered doubtful	-	-	-	-	-	-	-	-
Unsecured								
Undisputed - considered good	861.52	535.30	498.40	31.75	1.33	-	-	1,928.30
Undisputed - considered doubtful	-	-	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	-	-	-	-
Disputed - considered doubtful	-	-	-	-	-	-	-	-
Total	861.52	535.30	498.40	31.75	1.33	-	-	1,928.30

Ageing schedule for trade receivables - March 31, 2022

Outstanding as at March 31, 2022 from due date of payment for

Particulars	Unbilled	Not Due	0-6 Months	6-12 Months	1-2 Years	2-3 Years	More than 3 years	Total
Secured								
Undisputed - considered good	-	-	-	-	-	-	-	-
Undisputed - considered doubtful	-	-	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	-	-	-	-
Disputed - considered doubtful	-	-	-	-	-	-	-	-
Unsecured								
Undisputed - considered good	134.62	-	69.67	0.19	29.43	-	-	233.91
Undisputed - considered doubtful	-	-	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	-	-	1.08	1.08
Disputed - considered doubtful	-	-	-	-	-	-	-	-
Total	134.62	-	69.67	0.19	29.43	-	1.08	234.99

- (iv) Based on the status of the case, the company is confident of realizing the entire amount of trade receivables and does not foresee any impairment in carrying value. The management is confident of realizing the value at which they are carried notwithstanding the period outstanding.

Annexure 17 - Restated Statement of Inventories (Valued at lower of cost and net realisable value)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Raw materials	84.18	58.93	138.42
Work-in-progress	123.70	294.09	70.90
Goods in transit	2.15	2.95	-
Total	210.03	355.97	209.32

* Inventories are hypothecated as securities for borrowings taken from banks (Refer Annexure 5 & 8).

Annexure 18 - Restated Statement of Cash and bank balances

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Cash and cash equivalents			
Cash on hand	0.52	0.28	1.00
Balances with banks			
- In current accounts	0.28	4.67	389.61
Other bank balances			
- Held as margin money or security against borrowings	282.77	280.97	62.70
- Less: Non-current portion of above	(62.18)	(23.86)	(1.76)
Total	221.39	262.06	451.55

Footnotes:

- (i) Bank deposits are hypothecated as securities for borrowings taken from banks (Refer Annexure 5 & 8).
(ii) Bank deposits of ₹ 5.94 lacs are held as margin money for issuance of bank guarantees (March 31, 2023: ₹ 129.00 lacs and March 31, 2022: Nil)

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Annexure 19 - Restated Statement of Short-term loans and advances

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Prepaid expenses	13.25	12.55	7.53
Balance with government Authority	17.19	110.87	110.75
Advance to suppliers	154.21	88.65	8.71
Advance to employees	27.11	0.56	1.98
Total	211.76	212.63	128.97

* Short-term loans & advances are hypothecated as securities for borrowings taken from banks (Refer Annexure 5 & 8).

Annexure 20 - Restated Statement of Other current assets

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Interest accrued but not due on bank deposits	5.63	-	-
Other receivable	13.39	4.27	1.67
Total	19.02	4.27	1.67

* Other current assets are hypothecated as securities for borrowings taken from banks (Refer Annexure 5 & 8).

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Annexure 21 - Restated Statement of Revenue from operations

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Sale of products	3,533.30	2,439.47	645.60
Sale of services	332.98	196.50	70.18
Other operating revenue			
Sale of Scrap	8.60	7.47	2.02
Total	3,874.88	2,643.44	717.80

Annexure 22 - Restated Statement of Other income

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Interest income	15.79	8.72	4.74
Duty drawback export incentive	6.26	1.68	12.04
Foreign exchange fluctuation gain (net)	-	4.02	-
Notice pay recovery	5.02	1.26	0.92
Liabilities written back	5.36	-	-
Miscellaneous income	0.35	0.01	1.24
Total	32.78	15.69	18.94

Annexure 23 - Restated Statement of Cost of materials consumed

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Opening inventory of raw material (including goods in transit)	61.88	138.42	90.78
Add: Purchases during the year	1,322.94	1,464.13	306.24
	1,384.82	1,602.55	397.02
Less: Closing inventory of raw material (including goods in transit)	86.33	61.88	138.42
Total	1,298.49	1,540.67	258.60

Annexure 23(a) - Restated Statement of Changes in inventories of work-in-progress

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Opening Inventories			
Work-in-progress	294.09	70.90	149.88
Total	294.09	70.90	149.88
Closing Inventories			
Work-in-progress	123.70	294.09	70.90
Total	123.70	294.09	70.90
Decrease/(Increase) in Inventories	170.39	(223.19)	78.98

Annexure 24 - Restated Statement Employee benefits expense

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Salaries and wages	615.76	356.43	243.51
Directors remuneration	55.73	71.30	55.35
Contribution to provident and other funds	35.11	22.75	17.64
Gratuity fund contributions	11.87	5.37	9.58
Staff welfare expenses	15.08	9.47	9.44
Total	733.55	465.32	335.52

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Annexure 25 - Restated Statement Finance cost

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Interest on borrowings (refer annexure 5 & 8)	113.11	90.96	69.83
Interest on delay in payment of statutory dues	6.81	2.54	0.32
Other borrowing cost	31.00	13.40	8.04
Total	150.92	106.90	78.19

Annexure 26 - Restated Statement of Depreciation and amortisation expenses

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Depreciation on property, plant and equipment (refer annexure 12)	176.27	176.05	184.38
Amortisation on intangible assets (refer annexure 12(i))	16.35	7.44	6.50
Total	192.62	183.49	190.88

Annexure 27 - Restated Statement of Other expenses

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Power and fuel expenses	51.99	37.87	44.92
Job work charges	291.74	174.46	98.04
Quality inspection expenses	74.23	11.03	9.75
Other operating expenses	22.86	6.52	3.08
Transport and octroi charges	38.99	25.61	20.18
Repairs & maintenance			
- building	0.09	0.31	-
- machinaries	9.32	6.84	10.00
- other	6.72	3.99	5.81
Rent	100.98	85.79	76.07
Insurance	13.26	8.33	5.83
Rates and taxes	17.09	1.40	8.32
Office and administration expenses	44.01	32.97	25.67
Travelling & conveyance	49.17	23.19	17.22
Auditor remuneration (refer footnote)	1.62	1.62	1.73
Legal and professional expenses	53.36	26.79	79.62
Bank charges	4.08	2.33	1.53
Foreign exchange fluctuation loss (net)	4.60	-	0.96
Balances/Assets written off	12.76	0.19	7.17
Loss on sale of assets	-	1.18	3.31
Miscellaneous expenses	6.98	1.17	2.12
Total	803.85	451.59	421.33

Footnote:

Payment to auditors (excluding GST)

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Statutory audit	1.07	1.07	0.90
Tax audit	0.55	0.55	0.45
Other services	-	-	0.38
Total	1.62	1.62	1.73

Annexure 28 - Restated Statement of Tax expenses

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Income tax expense			
Current tax	83.19	-	-
Deferred tax expense			
Change in recognised temporary differences	(7.60)	3.85	1.94
Total	75.59	3.85	1.94

Annexure 29 - Restated Statement of Earnings Per Share

The calculation of earnings per share (EPS) has been made in accordance with AS-20 (*Earnings per Share*). A statement on calculation of basic and diluted EPS is as under:

A. Basic earning/(loss) per share:

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Restated profit/(loss) after tax	482.25	130.50	(628.70)
Less: Preference dividend	(0.13)	(0.12)	(0.06)
Restated profit/(loss) attributable to the equity share holders	482.12	130.38	(628.76)
Weighted average number of equity shares used as the denominator in calculating basic earning/(loss) per share	1,16,36,131.61	18,10,747.00	14,12,969.14
Weighted average number of equity shares used as the denominator in calculating adjusted basic earning/(loss) per share after issue of bonus shares (refer footnote)	1,16,36,131.61	90,53,735.00	70,64,845.71
Restated basic earning/(loss) per share	4.14	7.20	(44.50)
Restated adjusted basic earning/(loss) per share after issue of bonus shares (refer footnote)	4.14	1.44	(8.90)

Footnote:

During the current year, the company has issued the bonus shares to its shareholders in the ratio of 1:4.

B. Diluted earning/(loss) per share:

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Restated profit/(loss) attributable to the equity share holders	482.25	130.50	(628.70)
Weighted average number of equity shares used as the denominator in calculating diluted/(loss) per share (refer footnote (i))	1,16,36,131.61	21,09,390.00	15,52,881.34
Weighted average number of equity shares used as the denominator in calculating adjusted diluted earning/(loss) per share after issue of bonus shares (refer footnote)	1,16,36,131.61	1,05,46,950.00	77,64,406.71
Restated diluted earning/(loss) per share	4.14	6.19	(40.49)
Restated adjusted basic earning/(loss) per share after issue of bonus shares (refer footnote (ii))	4.14	1.24	(8.10)

Footnote:

- The Company does not have any outstanding dilutive potential equity shares for the year ended March 31, 2024. Hence, basic and diluted earning per share of the
- Company are same for the year ended March 31, 2024.
 - During the current year, the company has issued the bonus shares to its shareholders in the ratio of 1:4.

Annexure 30 - Restated Statement of contingent liabilities & capital commitments

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
(i) Contingent Liabilities			
Bank Guarantees	22.99	125.23	-
	22.99	125.23	-
(ii) Commitments			
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	19.24	215.55	247.92
Commitment to invest in Kalbhorz Electric Private Limited	133.41	-	-
Commitment towards EPCG License	-	-	59.60
	152.65	215.55	307.52
Total	175.64	340.78	307.52

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Annexure 31 - Restated Statement of Employee benefits obligations

The Company has in accordance with the AS-15 (*Employee Benefits*) calculated various benefits provided to employees, which are described as under:

A. Defined benefit plan

The present value obligation in respect of gratuity is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligations. The summarised positions of various defined benefits are as follows:

Actuarial assumptions

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Discount rate (per annum)	7.20%	7.30%	6.30%
Expected rate of increase in compensation levels	9.00%	9.00%	9.00%
Expected rate of return on plan assets	-	-	-
Expected average remaining working lives of employees (years)	4.68	4.67	4.66
Average remaining working life (years)	26.65	26.99	27.40
Retirement age (years)	58	58	58
Mortality table	IALM (2012-14)	IALM (2012-14)	IALM (2012-14)
Withdrawal Rate	21%	21%	21%

Note:

- a) The discount rate has been assumed ranges from 5.70% to 7.30% which is determined by reference to market yield at the balance sheet date on government securities. The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- b) The Company's gratuity liability is entirely unfunded.

Reconciliation of present value of defined benefit obligation

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Present value of obligation at the beginning of the year	23.30	17.93	8.35
Current service cost	12.45	9.21	5.92
Interest cost	1.70	1.13	0.48
Actuarial loss/(gain) on obligation	(2.28)	(4.97)	3.18
Present value of obligation at the end of the year	35.17	23.30	17.93

Amounts recognised in Balance Sheet

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Short-term provision for gratuity	2.23	0.06	0.04
Long-term provision for gratuity	32.94	23.24	17.89
Total	35.17	23.30	17.93

Expenses recognised in the Statement of Profit and Loss

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Current service cost	12.45	9.21	5.92
Interest cost	1.70	1.13	0.48
Actuarial loss/(gain) on obligation	(2.28)	(4.97)	3.18
Total	11.87	5.37	9.58

Annexure 32 - Restated Statement of Leases**As lessee**

The company has taken the premises on the operating lease and entered into leave and license agreement with various parties. An amount of ₹ 78.91 lacs, ₹ 50.49 lacs and ₹ 71.57 lacs has been recognized as rent expense in the statement of Profit & Loss for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively.

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Annexure 33 - In terms of Section 22 of Chapter V of Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006), the disclosures of payments due to any supplier are as follows:

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
The principal amount and the interest due thereon remaining unpaid to any MSME supplier as at the end of each accounting year included in			
- Trade payables	236.63	304.73	149.26
- Other current liabilities	-	-	-
- Payables for expenses	-	-	-
- Principal amount due to micro and small enterprises	-	-	-
- Interest due on above	-	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED ACT 2006 along with the amounts of the payment made to the supplier beyond appointed day during each accounting year.	-	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-	-
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 under section 23 of the MSMED Act 2006.	-	-	-

Annexure 34 - Restated Statement of Related party disclosure

The disclosure as required by the Accounting Standard -18 (Related Party Disclosure) are given below:

A. List of related parties with whom transactions have taken place:

Nature of relationship	Name of related party
Key management personnel	Nimesh Rameshchandra Desai (Director) Kalpana Nimesh Desai (Director) Meet Desai (Director) (upto November 26, 2023) Sarang Kulkarni (Director) (upto June 21, 2023)
Company in which a director is a director	Ashirwad Innovative Coatings Private Limited (upto June 21, 2023) Chrysalis Business Solutions Private Limited (w.e.f. November 28, 2023)
Relative of Key management personnel	Meet Desai (Son of director) (w.e.f. November 27, 2023) Aerotech Enterprises (Proprietor firm of director) (upto June 30, 2021)

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B. Details of related party transactions are as below:

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
1. Loans accepted			
Nimesh Rameshchandra Desai	80.85	107.70	35.38
Meet Desai	11.55	56.99	14.03
Kalpana Nimesh Desai	0.50	-	-
Sarang Kulkarni	-	33.99	10.00
	92.90	198.68	59.41
2. Loan repaid			
Nimesh Desai	172.98	5.87	29.04
Meet Desai	17.95	14.50	0.78
Kalpana Desai	0.50	-	-
Sarang Kulkarni	27.49	6.50	-
	218.92	26.87	29.82
3. Loan converted into equity			
Nimesh Desai	-	-	113.41
Meet Desai	-	-	36.03
Sarang Kulkarni	-	-	36.03
	-	-	185.47
4. Director's remuneration			
Nimesh Desai	40.00	40.00	30.45
Meet Desai	15.73	23.60	18.15
Sarang Kulkarni	-	7.70	6.75
	55.73	71.30	55.35
5. Employee benefit expenses			
Meet Desai	7.87	-	-
	7.87	-	-
6. Finance cost			
Nimesh Desai	-	-	3.34
	-	-	3.34
7. Payment made for director's remuneration (including TDS & other deductions)			
Nimesh Desai	42.87	35.56	30.67
Meet Desai	21.31	18.85	15.72
Sarang Kulkarni	8.18	3.95	3.80
	72.36	58.36	50.19
8. Other expenses			
Nimesh Desai	76.67	28.37	30.45
Meet Desai	4.23	3.55	2.82
Chrysalis Business Solutions Private Limited	8.35	-	-
Sarang Kulkarni	-	2.19	1.65
Ashirwad Innovative Coating Private Limited	-	11.47	9.87
	89.25	45.58	44.79
9. Payment made for other expenses			
Nimesh Desai	70.52	26.81	31.61
Meet Desai	4.23	3.36	0.70
Chrysalis Business Solutions Private Limited	8.35	-	-
Sarang Kulkarni	1.82	0.81	1.97
Ashirwad Innovative Coating Private Limited	3.20	19.14	12.88
Aerotech Enterprises	-	-	0.44
	88.12	50.12	47.60
10. Advance given for expenses			
Meet Desai	10.62	-	0.19
	10.62	-	0.19
10. Advance given for services			
Chrysalis Business Solutions Private Limited	0.06	-	-
	0.06	-	-

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C. Balance outstanding with or from related parties

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
1. Short-term borrowings			
Unsecured Loans			
Nimesh Desai	37.05	129.18	27.35
Meet Desai	36.09	42.49	-
Sarang Kulkarni	-	27.49	-
	73.14	199.16	27.35
2. Other current liabilities			
a. Employee related payables			
Remuneration payable			
Nimesh Desai	2.55	5.42	0.98
Meet Desai	1.61	7.18	2.43
Sarang Kulkarni	-	8.18	4.42
Other payables for expenses			
Nimesh Desai	8.36	2.21	0.65
Sarang Kulkarni	-	1.82	0.44
b. Trade payables			
Ashirwad Innovative Coating Private Limited	-	3.20	10.88
	12.52	28.01	19.80
3. Other current assets			
Advance to employees for expenses			
Meet Desai	10.62	-	0.19
Advance to suppliers			
Chrysalis Business Solutions Private Limited	0.06	-	-
	10.68	-	0.19

Annexure 35 - Restated Statement of Earnings in foreign currency

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Sale of products	463.64	46.53	45.66
Sale of services	-	-	0.60
Total	463.64	46.53	46.26

Annexure 36 - Restated Statement of Expenditure in foreign currency

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Interest on borrowings	3.06	3.71	4.72
Total	3.06	3.71	4.72

Annexure 37 - Restated Statement of Value of imports calculated on C.I.F. basis

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Raw materials & components	59.68	63.85	14.05
Total	59.68	63.85	14.05

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Annexure 38 - Restated Statement of Un-hedged foreign currency exposure

The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise as follows:

Particulars	Year ended			
	March 31, 2024	March 31, 2023	March 31, 2022	
Trade Receivables	in USD	1.67	-	0.07
Total	in INR	139.06	-	5.08
Trade Payables	in USD	-	0.05	0.03
	in EUR	-	-	0.01
Total	in INR	-	3.62	2.60
Advance to suppliers	in EUR	0.01	0.01	-
Total	in INR	0.17	0.35	-
Borrowings	in EUR	0.84	1.17	1.43
Total	in INR	76.04	104.54	120.31
Cash on hand	in USD	-	0.01	0.01
	in EUR	0.01	0.01	-
	in SGD	-	-	0.01
Total	in INR	0.07	0.28	0.79

Annexure 39 - Restated Statement of Total value of all imported raw materials and components purchased and the total value of all indigenous raw materials and components similarly purchased

Particulars	Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Imported	59.68	63.85	14.05
Indigenous	1,263.25	1,400.28	292.19
Total	1,322.93	1,464.13	306.24

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Annexure 40 - Restated Statement of Accounting ratios

Ratios	Formula	Year ended		
		March 31, 2024	March 31, 2023	March 31, 2022
a). Current ratio	Current assets	1.57	1.23	1.82
	Current liabilities			
b). Debt-equity ratio	Total debt	0.90	1.24	0.91
	Total shareholder's equity			
c). Debt service coverage	Earnings available for debt services	6.27	2.65	-7.86
	(Interest + instalments)			
d). Return on equity	Net profit after taxes	30%	12%	-64%
	Equity shareholders' funds			
e). Trade receivable turnover ratio	Credit sales	2.11	2.44	3.16
	Average accounts receivable			
f). Net profit ratio	Net profit	12%	5%	-88%
	Sales			
g). Return on capital employed (pre tax)	EBIT*100	33%	15%	-36%
	Capital employed			
h). Return on capital employed (post tax)	EBIT*100	25%	11%	-27%
	Capital employed			

Annexure 41 - Restated Statement of Capitalisation

Particulars	Pre offer	Post issue
Debt:		
Long-term Borrowings	553.84	-
Short-term Borrowings	462.78	-
Current maturities of long term borrowing	413.36	-
Total Debt (A)	1,429.98	-
Shareholders Fund:		
Equity shares	1,214.33	-
Reserves and Surplus	375.81	-
Total Shareholders Fund (B)	1,590.14	-
Total Debt / Shareholders Fund (A/B)	0.90	-

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TECHERA ENGINEERING (INDIA) LIMITED**Notes to the Restated Financial Statements**

(All amounts are ₹ in lacs unless otherwise stated)

Annexure 42 - Restated Statement of Segmental Reporting

The Company operates in a single segment of designing and manufacturing of tooling and automation systems for defence and aviation industry and general-purpose automation systems in the one geographical area of India. Therefore the disclosure requirements as per Accounting Standard 17 "Segment Reporting" are not applicable to the Company.

Annexure 43 - Restated Statement of Other statutory information

- (i). The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii). The Company does not have any transactions with companies struck off.
- (iii). The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- (iv). The Company has not traded or invested in cryptocurrency or virtual currency during the financial year.
- (v). The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or
 - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- (vi). The Company does not receive any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or
 - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- (vii). The Company does not have 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).

Annexure 44

These financial statements were approved for issue by the Board of Directors on Septmeber 11, 2024.

Annexure 45

The Company has reclassified/regrouped previous year figures where necessary to conform to the current year's classification.

As per our report of even date.

For **NKSC & Co.**
Chartered Accountants
Firm Registration Number: 020076N

For and on behalf of Board of Directors of
TECHERA ENGINEERING (INDIA) LIMITED

Priyank Goyal
Partner
Membership No.: 521986
ICAI UDIN: 24521986BKFKWP5091

Nimesh Rameshchandra Desai
Managing Director
DIN No.: 02779330

Kalpana Nimesh Desai
Director
DIN No.: 02779365

Sandip Dattatraya Shinde
Chief Financial Officer
PAN No.: CPGPS8329B

Pratiksha Kumbhare
Company Secretary
Membership No.: F12098

Place: New Delhi
Date: September 11, 2024

Place: Pune
Date: September 11, 2024

Place: Pune
Date: September 11, 2024

OTHER FINANCIAL INFORMATION*(In Rs. Lakhs, unless otherwise)*

Particulars	For period ended		
	31-03-2024	31-03-2023	31-03-2022
EBITDA	901.38	424.74	-357.69
Earnings Per Share (EPS):			
Basic	4.14	7.20	-44.50
Diluted	4.14	6.19	-40.49
Return on Net Worth	30.33%	11.78%	-64.30%
Net Asset Value per share	13.09	61.20	54.00

STATEMENT OF FINANCIALS INDEBTEDNESS

To,

The Board of Directors,

TechEra Engineering (India) Limited,

Gat No. 565, Behind Namo Marble & Timbers At Post Velu,

Tal Bor, Pune,

Maharashtra, India, 412205

Dear Sir,

Below is the summary of loans outstanding as at March 31, 2024 in the books of accounts of TechEra Engineering (India) Limited.

Name of lender	Date of initiation	Purpose	ROI	Security	Sanctioned Amount (₹ in lacs)	Loan type	Outstanding amount as at March 31, 2024 (₹ in lacs)
Small Industries Development Bank of India	29-Nov-21	Working capital requirement	11.50%	Plant & Machinery, Stock & Debtors	200.00	Secured - from bank	143.35
The Cosmos Co-operative Bank Limited	22-Dec-20	Purchase of plant & machinery	11.50%	Plant & Machinery	170.00	Secured - from bank	81.30
HDFC Bank Limited	11-Jul-23	Working capital requirement	9.25%	Stock, Debtors, FD, Property and CGTMSE	96.00	Secured - from bank	78.58
HDFC Bank Limited	11-Jul-23	Working capital requirement	9.25%	Stock, Debtors, FD, Property and CGTMSE	39.95	Secured - from bank	34.27
HDFC Bank Limited	11-Jul-23	Working capital requirement	9.25%	Stock, Debtors, FD, Property and CGTMSE	24.68	Secured - from bank	17.89
Kotak Mahindra Bank Limited	21-Dec-23	Working capital requirement	17.25%	NA	40.00	Unsecured - from bank	35.53
Standard Chartered Bank	29-Dec-23	Working capital requirement	16.00%	NA	46.00	Unsecured - from bank	44.61
AU Small Finance Bank Limited	01-Oct-23	Purchase of vehicle	10.50%	Vehicle	7.87	Secured - from bank	6.07
Unity Small Finance Bank Limited	01-Feb-24	Working capital requirement	17.75%	NA	30.60	Unsecured - from bank	29.53
Electronica Finance Limited	21-Sep-22	Purchase of plant & machinery	11.25%	Plant & Machinery	47.20	Secured	36.57
Electronica Finance Limited	22-Dec-22	Purchase of plant & machinery	11.25%	Plant & Machinery	44.85	Secured	36.67
Electronica Finance Limited	19-Jul-23	Purchase of plant & machinery	11.25%	Plant & Machinery	79.65	Secured	72.48
Electronica Finance Limited	29-Jan-24	Purchase of plant & machinery	11.06%	Plant & Machinery	21.29	Secured	20.95
Bajaj Finance Limited	08-Jun-22	Working capital requirement	17.00%	NA	26.04	Unsecured	24.59
Cholamandlam Investment and Finance Company Limited	28-Jun-22	Working capital requirement	18.00%	NA	20.00	Unsecured	10.22
IIFL Finance Limited	29-Feb-24	Working capital requirement	17.00%	NA	30.00	Unsecured	30.00
Kisetsu Saison Finance (India) Private Limited	31-Jan-24	Working capital requirement	16.75%	NA	35.70	Unsecured	34.93
NeoGrowth Credit Private Limited	29-Feb-24	Working capital requirement	18.01%	NA	50.00	Unsecured	50.00
Poonawalla Fincorp Limited	01-Mar-24	Working capital requirement	17.00%	NA	30.29	Unsecured	30.29
Shriram Finance Limited	19-Feb-24	Working capital requirement	17.75%	NA	35.00	Unsecured	35.00
SMFG India Credit Company Limited	31-Jan-24	Working capital requirement	16.50%	NA	40.31	Unsecured	38.32
Fedbank Financial Services Limited *	31-Mar-24	Working capital requirement	17.00%	NA	30.30	Unsecured	-
DMG Mori Finance GmbH	03-Jul-20	Purchase of plant & machinery	3.50%	Plant & Machinery	169.42	Secured	76.04
HDFC Bank Limited	24-Jun-23	Working capital requirement	9.25%	Stock, Debtors, FD, Property and CGTMSE	400.00	Secured - from bank	364.64
Godrej Finance Limited	16-Feb-24	Working capital requirement	17.60%	NA	25.00	Unsecured	25.00
Nimesh Desai	01-Dec-22	Working capital requirement	Nil	NA	NA	Unsecured	37.05
Meet Desai	06-Dec-22	Working capital requirement	Nil	NA	NA	Unsecured	36.09
Total							1,429.98

* Loan is sanctioned in the month of March, 2024 but disbursed in the month of April, 2024.

Further, we confirm that the Company has utilised the loans for the purposes for which they were availed.

For, M/s. NKSC & Co.

Chartered Accountants

Firm Registration No.: 020076N

CA Priyank Goyal

Partner

Membership No.: 521986

UDIN: 24521986BKFKWW8521

Date: September 12, 2024

Place: New Delhi

CAPITALISATION STATEMENT

For the pre-Issue and post-Issue capitalisation statement of our Company, refer Annexure 41 – “*Restated Financial Information*” on page 162 of this Red Herring Prospectus.

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 31st March 2024, 31st March 2023 and 31st March 2022. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with the section titled "Restated Financial Information" on page 162 of the 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 17 of this 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 to the chapter titled "Forward-Looking Statements" of this Red Herring Prospectus. Unless otherwise stated, the Restated 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 TEL, our Company as on the date of this Red Herring Prospectus. Unless otherwise indicated, Restated Financial Information included herein are based on our Restated Financial Statements for period ended 31st March 2024, 31st March 2023 and 31st March 2022 included in this Red Herring Prospectus beginning on page 162 of this Red Herring Prospectus.

BUSINESS OVERVIEW

TechEra Engineering (India) Limited, established in October 2018, engages in the design, manufacture, and supply of precision tooling, components for the aerospace and defence industries, and automation system solutions. The company's product portfolio includes Aircraft assembly toolings, Assembly jigs, Tooling for Aircraft fuselage, Fancowls, Drilling fixtures, milling fixtures, fixtures, maintenance, repair, and overhaul (MRO) toolings, ground support equipment, and precision machined components. It utilizes advanced manufacturing technologies, such as 5-axis machining and augmented reality/virtual reality (AR/VR) for design visualization, to meet the requirements of its target sectors.

Our Company is ISO 9001:2015 and AS9100D:2018 certified, reflecting its adherence to quality management systems. It has participated in notable projects, including the manufacture of tooling for the commercial aircraft vertical fin assembly line and fighter wing skin layup tool and other similar Projects indicating its capability to execute complex defence and aerospace projects. The company aims to contribute to technological advancement and the upliftment of the sectors it serves, through continuous improvement and innovation in its processes and offerings.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

As per mutual discussion between the Board of the Company and Book Running Lead Manager, 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 the Red Herring Prospectus and which materially and adversely affect or is likely to affect within the next twelve months.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to Annexure 4 of Restated Financial Statements under "Restated Financial Information" beginning on page 162 of this Red Herring Prospectus.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "**Risk Factors**" beginning on page 162 of this Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. Uncertainty in relation to the continuing effect of the COVID-19 pandemic on our business and operations.
2. Our ability to successfully implement our strategy, our growth and expansion, technological changes.
3. Fail to attract, retain and manage the transition of our management team and other skilled & unskilled employees;
4. Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;

5. Ability to respond to technological changes;
6. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
7. Inability to successfully obtain registrations in a timely manner or at all;
8. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
9. Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
10. Recession in the market;
11. Changes in laws and regulations relating to the industries in which we operate;
12. Effect of lack of infrastructure facilities on our business;
13. Our ability to successfully implement our growth strategy and expansion plans;
14. Our ability to meet our capital expenditure requirements;
15. Our ability to attract, retain and manage qualified personnel;
16. Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
17. Failure to obtain any approvals, licenses, registrations and permits in a timely manner;
18. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
19. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
20. Conflicts of interest with affiliated companies, the promoter group and other related parties;
21. The performance of the financial markets in India and globally;
22. Any adverse outcome in the legal proceedings in which we are involved;
23. Our ability to expand our geographical area of operation;
24. Concentration of ownership among our Promoters.

DISCUSSION ON THE RESULTS OF OPERATIONS

Particulars	31-Mar-24	% of Revenue	% Change vis-à-vis FY 2023	31-Mar-23	% of Revenue	% Change vis-à-vis FY 2022	31-Mar-22	% of Revenue
Income								
Revenue from operations	3,874.88	99.16%	46.58%	2643.44	99.41%	268.27%	717.80	97.43%
Other income	32.78	0.84%	108.92%	15.69	0.59%	-17.16%	18.94	2.57%
Total Income	3,907.66	100.00%	46.95%	2,659.13	100.00%	260.93%	736.74	100.00%
Expenses								
Cost of materials consumed	1298.49	33.23%	-15.72%	1540.67	57.94%	495.77%	258.6	35.10%
Changes in inventories of work-in -progress	170.39	4.36%	-176.34%	-223.19	-8.39%	-382.59%	78.98	10.72%
Employee benefits expenses	733.55	18.77%	57.64%	465.32	17.50%	38.69%	335.52	45.54%
Finance costs	150.92	3.86%	41.18%	106.9	4.02%	36.72%	78.19	10.61%
Depreciation and amortisation expenses	192.62	4.93%	4.98%	183.49	6.90%	-3.87%	190.88	25.91%
Other expenses	803.85	20.57%	78.00%	451.59	16.98%	7.18%	421.33	57.19%
Total Expenses	3,349.82	85.72%	32.68%	2,524.78	94.95%	85.17%	1,363.50	185.07%
Restated Profit/(Loss) before tax	557.84	14.28%	315.21%	134.35	5.05%	-121.44%	-626.76	-85.07%
Tax expense								
Current tax	83.19	2.13%	-	-	-	-	-	-
Deferred tax (benefit)/charge	-7.60	-0.19%	-297.34%	3.85	0.14%	98.45%	1.94	0.26%
Total tax expense	75.59	1.93%	1863.40%	3.85	0.14%	98.45%	1.94	0.26%
Share of minority in profit	-	-	-	-	-	-	-	-
Restated Profit/(Loss) after tax	482.25	12.34%	269.54%	130.50	4.91%		-628.70	-85.34%

Fluctuation in Profit after Tax margin across the years:

The company's profit margins have fluctuated over the past few years, with -0.09% in FY 2021, -85.34% in FY 2022, 4.91% in FY 2023, and 12.34% for the period ending March 31, 2024. These fluctuations can be attributed to several factors:

1. Impact of COVID-19 (FY 2021 and FY 2022):

During FY 2021 and FY 2022, the company's operations, along with the entire aerospace and automation industry, were severely impacted by the COVID-19 pandemic.

The business did not grow as expected, and the company had to implement various strategies to generate revenue, leading to fluctuations in the percentage of revenue contributed by the automation and aerospace segments in these two years.

Additionally, the company continued incurring fixed costs and trial-and-error expenses. It eventually decided to focus on the aerospace segment in FY 2022, resulting in a bottom line of ₹628.70 lakh for FY 2022.

2. Recovery and Growth (FY 2023):

As the situation improved in FY 2023, the company's revenue grew by 268.27% compared to FY 2022, reaching ₹2,643.44 lakh.

The aerospace segment contributed 71.71% of this revenue, and the company turned profitable, achieving a net profit of ₹130.50 lakh with the PAT Margin being 4.94% for the fiscal year.

3. March 31, 2024:

During this period, the company's revenue increased to ₹3,874.88 lakhs, with a significant rise in revenue from the automation segment, which constituted 41.12% of the total revenue, as depicted in the Financial Highlights portion of the "Our Business" chapter on Page 104 of the Red Herring Prospectus.

The automation sector, being more of a service vertical, has better margins compared to the aerospace segment, which constituted 58.66% of the revenue for the period.

Additionally, many customers in the aerospace segment are repeat customers. Due to the learning curve benefits and cost savings in areas such as prototypes and sampling, better margins were achieved over time compared to initial engagements with new customers.

These variations in profit margins reflect the company's adaptation to external challenges and strategic shifts in focus between its automation and aerospace segments, with both segments witnessing a gradual increase in their contributions.

Fluctuation in the Company's Cost of Material Consumed:

The cost of material consumption varied due to changes in the proportion of sales from the Aerospace and Automation segments in FY 2020-21.

FY 2020-21:

This fiscal year was marked by the COVID-19 pandemic, during which all Aerospace business operations ceased. TechEra's factory was also non-operational in physical mode. The company explored service opportunities, such as design work in the Automation segment, which employees executed remotely. The material costs associated with service revenue were negligible, resulting in a lower overall cost of material consumption for FY 2020-21.

FY 2021-22:

The company received significant development orders from two aerospace clients. The development work included finalizing designs, selecting and finalizing subcontractors, preparing product prototypes, and starting production. This process took over six months, during which the company incurred all related overheads, both direct and indirect, to manage the development work. Consequently, due to these upfront costs the cost of material consumption was higher compared to FY 2020-21.

FY 2022-23:

During this financial year, the company fully entered the automation segment including services such as designing, assembly, installation, trial, commissioning on site and handover providing turnkey capabilities to the Company, helping to control material consumption costs and improve margins compared to FY 2021-22.

The overall changes in the cost of material consumption are attributed to the sales mix of Aerospace and Automation revenues.

Justification for Profit after Tax Margins of Aerospace and Automation Divisions 2023-24 compared with 2020-21

In FY 2020-21 and the period ending March 2024, there was a significant contribution to the revenue from the automation segment, with 64.63% in FY 2020-21 and 41.12% in FY 24, but during FY 24, the company's expenses (including employee benefits, finance costs, depreciation and amortization, and other expenses) were 48.13%, compared to 90.39% in FY 2020-21. This was attributable to spending substantial amounts on trial and error expenses for prototypes, sampling, and other costs associated with new customer engagements during FY 20-21. Additionally, the COVID-19 pandemic also had an impact on the Company's profitability.

The EBITDA margin for FY 20-21 and the stub period is consistent at 20.38% and 23.26% respectively, reflecting stable operational performance across both periods. However, the notable difference lies in non-operational expenses (Finance costs and Depreciation and Amortization expenses), which were 19.79% in FY 20-21 compared to 8.79% in the FY 24 period. This reduction in non-operational expenses during FY 24 period significantly contributed to the increase in PAT margin.

Key components of company's profit and loss statement:

Revenues

Revenue from operations

The major category of our products of the company are aerospace products and automation products. The aerospace products and automation products, together these categories account for 99% of revenue from operations. Scrap value is also a part of revenue from operation, its contribution is minimal.

Other income

Other income includes earnings from non-core business activities such as Interest income, Duty drawback export incentive, foreign exchange fluctuation gain (net), Notice pay recovery, Liabilities written back and Miscellaneous income.

Expenditure

Cost of materials consumed

Cost of materials consumed comprises raw material used for aerospace products and automation products. Raw materials consumed represent a significant portion of total income. Raw material consumed accounted for 33.23%, 57.94%, and 35.10% of our total income for the fiscal year ended on March 31st 2024, March 31st 2023 and March 31st 2022.

Change in inventories of work-in-progress

Change in inventories of work- in- progress consist of costs attributable to an increase or decrease in inventory levels during the relevant financial period of financial period of work in progress. Changes in inventory of work-in-progress accounted for 4.36%, (8.39)%, and 10.72% of our total income for the fiscal year ended on March 31st 2024, March 31st 2023 and March 31st 2022.

Employment benefit expenses

Employment benefit includes (i) Salaries and wages, and directors' remuneration, (ii) Contribution to provident fund and other funds, and (iii) Gratuity funds and staff welfare expenses. Employee benefit expenses accounted for 18.77%, 17.50%, and 45.54% of our total income for the fiscal year ended on March 31st 2024, March 31st 2023 and March 31st 2022.

Finance costs

Finance costs include interest expense on borrowings, statutory dues, & other borrowing costs. Finance costs accounted for 3.86%, 4.02%, and 10.61% of our total income for the fiscal year ended on March 31st 2024, March 31st 2023 and March 31st 2022.

Depreciation and amortisation expenses

Depreciation represents depreciation on our property, plant and equipment. Amortization represents amortization of intangible assets consist of Softwares. Depreciation and amortization expense accounted for 4.93%, 6.90%, and 25.91% of total income for the fiscal year ended on March 31st 2024, March 31st 2023 and March 31st 2022.

Other expenses

Other expenses include expenses such as, Power and fuel, Job work charges, Quality inspection expenses, Transport and octroi charges, Repairs & maintenance, Rent, Insurance, Rates and taxes, Office and administration expenses, Travelling & conveyance, Auditor remuneration, Legal and professional expenses, Bank Charges, Foreign exchange fluctuation loss, Balances/Assets written off, Loss on sale of assets, Deferred revenue expenditure written off, and Miscellaneous expenses.

Other expenses accounted for 20.57%, 16.98%, and 57.19% of our total income for the fiscal year ended on March 31st 2024, March 31st 2023 and March 31st 2022.

SUMMARY OF MAJOR ITEMS OF INCOME AND EXPENDITURE

FISCAL 2024 COMPARED WITH FISCAL 2023

Revenue from Operation

In 2024, our revenue from operations totaled ₹ 3,874.88 lakhs, with contributions of 58.66% from our aerospace products, 41.12% from automation products, and 0.22% from scrap sales.

We observed a substantial growth of 46.58% in revenue from operations compared to Fiscal 2023, with contribution of growth of 19.90% from aerospace products and 115.24% of automation products and 15.10% from scrap values as compared to fiscal 2023, highlighting the increasing demand and acceptance of our products in aerospace and automation industry.

Reason for increase in revenue in Fiscal 2024

Completion of Automation Contracts: The successful execution and completion of several major design contracts in the automation segment significantly boosted revenue through product deliveries and implementation.

Export Sales Surge: A major contract with a foreign aerospace entity drove a substantial increase in export sales, which rose by 93.16% in FY 2024, further strengthening our presence in international markets.

Outsourced Manufacturing: The initiation of outsourced production enhanced our capacity and operational efficiency, enabling us to scale more rapidly and meet the rising demand within the aerospace and automation sector.

Other Income

The increase in other income, from ₹ 15.69 Lakhs in Fiscal March 2023 to ₹ 32.78 Lakhs in Fiscal March 2024, representing an upward trend of 108.92 %, can be primarily attributed to increase in Interest income, duty drawback export incentives, Notice pay recovery and Liabilities written back.

Cost of materials consumed

In Fiscal 2024, the expenditure on materials consumed represented 33.23% of our revenue, marking a 15.72% decrease compared to Fiscal 2023. This reduction is largely attributable to the significant trial-and-error costs included in the Fiscal 2023 material consumption, which were absent in Fiscal 2024. Additionally, the shift towards more service-driven projects in Fiscal 2024 resulted in a relative decline in material usage, as a greater portion of revenue was derived from these less material-intensive services, further optimizing our cost structure.

Changes in Inventories of work in progress

Change in inventories of work in progress was ₹ (223.19) Lakhs for Fiscal 2023 as compared to ₹ 170.39 lakhs for Fiscal 2024. The Positive change in inventories of work -in progress in FY 24 primarily attributable to higher opening inventory of work-in progress.

Employee Benefit Expenses

As of March 2024, employee benefit expenses represented 18.77% of our revenue, reflecting a 57.64% increase compared to Fiscal 2023. This growth shows commitment to investing in our workforce through improved salaries and wages ,as well as hiring to meet expanding operational demand.

Finance Costs

Finance costs increased by ₹44.02 Lakhs or by 41.18% from ₹ 106.9 lakhs in Fiscal 2023 to ₹ 150.92 lakhs in Fiscal 2024. This was due to increase in other borrowing costs, interest expenses on borrowings, and interest on delay in payment of statutory dues.

Depreciation and Amortization Expenses

Our depreciation and amortization expense increased by ₹9.13 lakhs or 4.98%, from ₹183.49 lakhs in Fiscal 2023 to ₹192.62 lakhs in Fiscal 2024. The increase in depreciation and amortization reflects the additions in Intangible assets.

Other Expenses

Other expenses increased by ₹ 352.26 lakhs or by 78.00% from ₹451.59 lakhs in Fiscal 2023 to ₹ 803.85 lakhs in Fiscal 2024. The increase primarily contributes to increase in job work charges, power and fuel expenses, quality inspection expenses, Other operating expenses, Legal and professional expenses, Assets written off, foreign exchange fluctuation loss, Traveling & conveyance and miscellaneous expenses.

Tax Expenses

Our total tax expense increased by ₹71.74 lakhs or by 1863.40% from ₹3.85 lakhs in Fiscal 2023 to ₹75.59 lakhs in Fiscal 2023.

Profit after Tax

For the various reasons discussed above, and following adjustments for tax expense, we recorded an increase in profit; from profit of -₹130.50 lakhs in fiscal 2023 to profit ₹482.25 lakhs in fiscal 2024. Profit after tax as a percentage of total revenue stood at 12.34% for Fiscal 2024 versus 4.91% for Fiscal 2023.

Reason for increase in PAT Margin in FY 24

During the stub period, the company's revenue increased to ₹3,874.88 lakhs, with a significant rise in revenue from the automation segment, which constituted 41.12% of the total revenue, as depicted in the Financial Highlights portion of the "Our Business" chapter on Page 110 of the Red Herring Prospectus.

The automation sector, being more of a service vertical, has better margins compared to the aerospace segment, which constituted 58.66% of the revenue for the stub period.

Additionally, many customers in the aerospace segment are repeat customers. Due to the learning curve benefits and cost savings in areas such as prototypes and sampling, better margins were achieved over time compared to initial engagements with new customers.

FISCAL 2023 COMPARED WITH FISCAL 2022

Revenue from Operation

In 2023, our revenue from operations totalled ₹2643.45 lakhs, with contributions of 71.71% from our aerospace products, 28.00% from automation products, and 0.29% from scrap sales.

We observed a substantial growth of 268.27% in revenue from operations compared to Fiscal 2022, with contribution of growth of 194.73% from aerospace products and 917.97% of automation products and 322.03% from scrap values as compared to fiscal 2022, highlighting the increasing demand and acceptance of our products in aerospace and automation industry. The growth was also because of growth in on boarding customers 392% and retaining customers 227% as compared to fiscal 2022.

Other Income

The decrease in other income, reducing from ₹18.94 Lakhs in Fiscal March 2022 to ₹ 15.69 Lakhs in Fiscal March 2023, representing a downward trend of -17.16 %, can be primarily attributed to duty drawback export incentive.

Cost of materials consumed

The expenditure on materials consumed in Fiscal 2023 accounted for 57.94% of our revenue, marking a 495.77% increase over Fiscal 2022. This reflects our commitment to expanding our product inventory to meet the growing market demand.

Changes in Inventories of work in progress

Change in inventories of work in progress was ₹78.98 Lakhs for Fiscal 2022 as compared to a reduction of ₹223.19 lakhs for Fiscal 2023, primarily attributable to a higher inventory of work in progress at the end of Fiscal 2023.

Employee Benefit Expenses

Employee benefit expenses as of March 2023, accounting for 17.50% of our revenue, saw a 38.69% increase over Fiscal 2022. This rise demonstrates our commitment to investing in our workforce, ensuring we have the necessary talent and skills to support business growth and meet expanding operational needs.

Finance Costs

Finance costs increased by ₹28.71 Lakhs or by 36.72% from ₹ 78.19 lakhs in Fiscal 2022 to ₹ 106.9 lakhs in Fiscal 2023. This was due to increase in other borrowing cost and interest expenses on borrowings, statutory dues.

Depreciation and Amortization Expenses

Our depreciation and amortization expense decreased by ₹7.39 lakhs or -3.87%, from ₹190.88 lakhs in Fiscal 2022 to ₹183.49 lakhs in Fiscal 2023. The decrease in depreciation was primarily due to deprecation being charged by using WDV method. During fiscal year 2022 company has made substantial investment in Plant and Machinery of Rs. 417.34 lakhs, whereas in Fiscal year 2023 investment in Plant and Machinery is of Rs.212.37 lacs. This shows the company has invested a lot in developing its core infrastructure there by contributing to increasing in revenue.

Other Expenses

Other expenses increased by ₹ 30.26 lakhs or by 7.18% from ₹421.33 lakhs in Fiscal 2022 to ₹ 451.59 lakhs million in Fiscal 2023. This was primarily due to an increase in job work charges to ₹174.46 lakhs in Fiscal 2023 from ₹98.04 lakhs in Fiscal 2022 primarily to increase in our operations.

Tax Expenses

Our total tax expense increased by ₹1.91 lakhs or by 98.45% from ₹1.94 lakhs in Fiscal 2022 to ₹3.85 lakhs in Fiscal 2023. This was driven by an increase in Deferred tax impact as calculated in accordance with AS 22.

Profit after Tax

For the various reasons discussed above, and following adjustments for tax expense, we recorded an increase in profit; from negative profit of -₹628.70 lakhs in fiscal 2022 to positive profit ₹130.50 lakhs in fiscal 2023. Profit after tax as a percentage of total revenue stood at 4.91% for Fiscal 2023 versus -85.34% for Fiscal 2022.

Cash Flows

(₹ in Lakhs)

Particulars	For the year ended March 31,		
	2024	2023	2022
Net Cash from Operating Activities	404.27	(117.70)	(695.40)
Net Cash from Investing Activities	(316.19)	(663.37)	(211.92)
Net Cash used in Financing Activities	(92.23)	395.41	1,282.80

Cash Flows from Operating Activities

For the fiscal year ended March 2024, the company achieved a positive cash flow from operating activities of ₹404.27 lakhs. This is a significant improvement compared to the negative cash flows of -₹117.70 lakhs for the fiscal year ended March 2023 and -₹695.40 lakhs for the fiscal year ended March 2022. The positive cash flow reflects improved working capital management in the respective years.

Cash Flows from Investment Activities

Negative cash flow from investing activities has been consistent across all periods, with ₹316.19 lakhs for the year ended March 2024, ₹663.37 lakhs for Fiscal 2023, and ₹211.92 lakhs for Fiscal 2022. This trend reflects ongoing investments in assets, such as capital expenditures for expanding operational capacity and technology upgrades.

Cash Flows from Financing Activities

For Fiscal 2024, the company experienced a negative cash flow from financing activities amounting to ₹92.23 lakhs. This contrasts with positive cash flows of ₹395.41 lakhs in Fiscal 2023 and ₹1,282.20 lakhs in Fiscal 2022. The negative cash flow in 2024 indicates a shift in financing activity, possibly due to redemption of preference shares.

INFORMATION REQUIRED AS PER ITEM (II) (C) (I) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:

1. **Unusual or infrequent events or transactions**

Except as described in this Red Herring Prospectus, Our Company has not engaged in any transactions or events during the periods under review that, 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 “*Risk Factors*” beginning on page 17 of this 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. **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

Other than as described in this Red Herring Prospectus, particularly in the sections “*Risk Factors*” on pages 17, respectively, to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations.

4. **Income and Sales on account of major product/main activities**

For a detailed breakdown of the revenue by major products and main activities, please refer to the "Our Business" chapter on page 104 of this Red Herring Prospectus.

5. **Future relationship between Costs and Income**

Our Company’s future costs and revenues will be determined by the growth of the industry in which we operate.

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. **Status of any publicly announced new products or business segments**

Our Company has not announced any new products, services, or business segments that are separate from our ongoing operations, as detailed in the "Our Business" section on page 104 of this Red Herring Prospectus. However, it is pertinent to note that Our Company regularly engages in research and product development and improvements so as to meet customer needs and market trends.

8. **The extent to which the business is seasonal**

The business of Our Company is not seasonal, as the demand for aerospace, defence and automation products is consistent throughout the year.

9. **Any significant dependence on a single or few suppliers or customers**

Our Company is significantly dependent on a few suppliers. For further details, refer to the chapter titled “*Risk factors*” on page 17 of Red Herring Prospectus.

10. **Competitive Conditions**

Competitive conditions have been discussed in sections titled “*Our Business*” and “*Our Industry*” on pages 104 and 92 of this Red Herring Prospectus.

SECTION VIII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as disclosed in this section, there is no outstanding (i) criminal proceeding; (ii) action taken by regulatory or statutory authorities; (iii) claim related to direct and indirect taxes; and (iv) other pending litigation as determined to be material pursuant to the Materiality Policy in each case involving our Company, our Directors, and our Promoters ("Relevant Parties"). Further, there is no pending litigation involving Our Group Companies, the adverse outcome of which may have a material impact on our Company.

Pursuant to the SEBI ICDR Regulations and the Materiality Policy adopted by our Board of Directors on February 26, 2024 for the purposes of disclosure, any pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, including outstanding action, and tax matters, would be considered 'material' where:

- i. the claim/dispute amount, to the extent quantifiable, exceeds 10% of the total trade payables of the Company as per the last restated financial statements of the Company for a complete Financial Year would be considered 'material' for disclosure in this Red Herring Prospectus; and*
- ii. the monetary impact is not quantifiable or the amount involved may not exceed the materiality threshold set out under (i) above, but an outcome in any such litigation would materially and adversely affect the Company's business, operations, cash flows, financial position or reputation of the Company.*

Except as stated in this section, there are no outstanding material dues to creditors of our Company. In terms of the Materiality Policy, outstanding dues to any creditor of our Company having monetary value which exceeds 10 % of the total trade payables of the Company as per the latest restated financial statements of the Company shall be considered as 'material'. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("MSME"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Auditor.

It is clarified that pre-litigation notices (other than those issued by governmental, statutory or regulatory authorities) received by our Company, our Directors or Our Group Companies shall not be considered as litigation until such time that any of our Company, our Directors or Our Group Companies, as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority or any judicial authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced. All terms defined in a particular litigation disclosure pertain to that litigation only.

I.LITIGATIONS INVOLVING THE COMPANY: NIL

1. Litigation Involving Criminal Laws

Nil

2. Litigation Involving Actions By Statutory/ Regulatory Authorities

Nil

3. Disciplinary Actions By Authorities

Nil

4. Litigation Involving Tax Liability

Nil

5. Other Pending Litigation Based On Materiality Policy Of Our Company

Nil

II.LITIGATIONS INVOLVING THE PROMOTER OF THE COMPANY: NIL

1. Litigation Involving Criminal Laws

Nil

2. Litigation Involving Actions By Statutory/ Regulatory Authorities

Nil

3. Disciplinary Actions By Authorities

Nil

4. Litigation Involving Tax Liability

Nil

5. Other Pending Litigation Based On Materiality Policy Of Our Company

Nil

III.LITIGATIONS INVOLVING THE DIRECTORS OF THE COMPANY OTHER THAN PROMOTER OF THE COMPANY: NIL

1. Litigation Involving Criminal Laws

Nil

2. Litigation Involving Actions By Statutory/ Regulatory Authorities

Nil

3. Disciplinary Actions By Authorities

Nil

4. Litigation Involving Tax Liability

Nil

5. Other Pending Litigation Based On Materiality Policy Of Our Company

Nil

IV.LITIGATIONS INVOLVING GROUP ENTITIES: NIL

1. Litigation Involving Criminal Laws

Nil

2. Litigation Involving Actions By Statutory/ Regulatory Authorities

Nil

3. Disciplinary Actions By Authorities

Nil

4. Litigation Involving Tax Liability

Nil

5. Other Pending Litigation Based On Materiality Policy Of Our Company

Nil

Our Company has no group entity as on the date of filing of this Red Herring Prospectus

V.LITIGATIONS RELATING TO THE DIRECTORS OF GROUP ENTITIES: NIL

1. Litigation Involving Criminal Laws

Nil

2. Litigation Involving Actions By Statutory/ Regulatory Authorities

Nil

3. Disciplinary Actions By Authorities

Nil

4. Litigation Involving Tax Liability

Nil

5. Other Pending Litigation Based On Materiality Policy Of Our Company

Nil

Our Company has no group entity as on the date of filing of this Red Herring Prospectus

VI.LITIGATIONS RELATING TO THE SUBSIDIARY COMPANY AND HOLDING COMPANY: NIL

1. Litigation Involving Criminal Laws

Nil

2. Litigation Involving Actions By Statutory/ Regulatory Authorities

Nil

3. Disciplinary Actions By Authorities

Nil

4. Litigation Involving Tax Liability

Nil

5. Other Pending Litigation Based On Materiality Policy Of Our Company

Nil

Our Company has no Holding or Subsidiary Company as on the date of filing of this Red Herring Prospectus

VII.LITIGATIONS RELATING TO THE DIRECTORS OF SUBSIDIARY COMPANY: NIL

1. Litigation Involving Criminal Laws

Nil

2. Litigation Involving Actions By Statutory/ Regulatory Authorities

Nil

3. Disciplinary Actions By Authorities

Nil

4. Litigation Involving Tax Liability

Nil

5. Other Pending Litigation Based On Materiality Policy Of Our Company

Nil

VIII.DETAILS OF THE PAST PENALTIES IMPOSED ON THE COMPANY / DIRECTORS: NIL

OTHER LITIGATIONS INVOLVING ANY OTHER ENTITIES WHICH MAY HAVE A MATERIAL ADVERSE EFFECT ON THE COMPANY

There is no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offenses, tax liabilities, prosecution under any enactment in respect of the Companies Act, Show Cause Notices or Legal Notices pending against any company whose outcome could affect the operation or finances of the Company or have a material adverse effect on the position of the Company.

DETAILS OF THE PAST PENALTIES IMPOSED ON THE COMPANY / DIRECTORS: NIL

Outstanding dues to Creditors

As per the materiality policy adopted by the Board of our Company in its meeting held on February 26, 2024 the outstanding dues to creditors in excess of 10% of the profit after tax (PAT) of the Company, as per the last audited financial statements; or where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed the above mentioned thresholds, if similar litigations put together collectively exceed 10% of the profit after tax of the Company will be considered material.

Based on the same, as on March 31, 2024, our Company had outstanding dues to creditors as follows:

Nature of Creditors	Amount (Rs. In Lakh)
Micro, Small and Medium Enterprises	236.24
Others	130.65
Dues to Related Parties	74.98

Details of Material Dues to creditors as required under the SEBI (ICDR) Regulations have been disclosed on the company's website at <https://www.techera.co.in>.

Material developments occurring after the last balance sheet date, that is, March 31, 2024:

Except as disclosed in the "*Management's Discussion and Analysis of Financial Condition and Results of Operations of our Company*" beginning on page number 166 of this Red Herring Prospectus, in the opinion of our Board, there have not arisen, since the date of the last financial statements disclosed in this 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.

We further confirm that except as stated hereinabove:

- a. Litigations or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against the Promoters of the Company during the last five years.
- b. Directions issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action
- c. Pending proceedings initiated against the Company for economic offences;
- d. Default and non-payment of statutory dues by the Company
- e. Inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous Act in the last five years against the Company and Subsidiary including fines imposed or compounding of offenses done in those five years;

- f. Material frauds committed against the Company in the last five years;
- g. 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. *
- h. Pending litigation against the Promoters/ Directors in their capacities and also involving the violation of statutory regulations or criminal offenses.
- i. Pending proceedings initiated for economic offenses against the Directors, Promoters, Companies, and firms promoted by the Promoters.
- j. Outstanding litigation, defaults, etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.

We further confirm that except as stated hereinabove:

- a. TEL/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 against them or either of them by SEBI.
- b. There has been no material regulatory or disciplinary action by a Stock Exchange or Regulatory Authority in the past years in respect of the Promoters of the Company, group company's entities, entities promoted by the Promoters of the Company.
- c. Further, none of the Directors of the Company has been charge-sheeted with serious crimes like murder, rape, forgery, economic offenses, etc.
- d. There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, Promoters, Group Companies, companies promoted by the Promoters during the past three years except as under:
- e. 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.
- f. There is no pending litigation against the Promoters/ Directors in their capacities and also involving the violation of statutory regulations or criminal offenses.
- g. There are no pending proceedings initiated for economic offenses against the Directors, Promoters, Companies, and firms promoted by the Promoters.
- h. There is no outstanding litigation, defaults, etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
- i. There are no litigations against the Promoters / Directors in their capacity.
- j. There are no criminal cases filed or any investigation being undertaken concerning the alleged commission of any offense by any of the Directors. Further, none of the Directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offenses, etc.
- k. 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.
- l. There is no pending litigation against the Promoters/ Directors in their capacities and also involving the violation of statutory regulations or criminal offenses.
- m. There are no pending proceedings initiated for economic offenses against the Directors, Promoters, Companies, and firms promoted by the Promoters.
- n. There is no outstanding litigation, defaults, etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
- o. There are no litigations against the Promoters / Directors in their capacity.
- p. There are no criminal cases filed or any investigation being undertaken concerning the alleged commission of any offense by any of the Directors. Further, none of the Directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offenses, etc.

GOVERNMENT AND OTHER APPROVALS

In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively “Authorisations”) listed below, our Company can undertake this Issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Red Herring Prospectus. It must be distinctly understood that, in granting these approvals, the GoI, the RBI or any other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled “*Key Regulation and Policies*” beginning on page 132 of the Red Herring Prospectus.

CORPORATE APPROVALS FOR THIS ISSUE

- a. The Board of Directors have, pursuant to resolutions passed at its meeting held on March 23, 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.
- b. The Shareholders have, pursuant to the resolution dated March 26, 2024 under section 62 (1) (c) of the Companies Act 2013, authorized the Issue.

IN-PRINCIPLE APPROVAL

The Company has obtained approval from NSE vide its letter dated August 07, 2024 to use the name of NSE in this Issue document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.

AGREEMENTS WITH NSDL AND CDSL

- The Company has entered into an agreement dated March 20, 2024, with the Central Depository Services (India) Limited (CDSL), and the Registrar and Transfer Agent, who, in this case, is Kfin Technologies Limited, for the dematerialization of its shares.
- The Company has also entered into an agreement dated November 15, 2021, with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who, in this case, is Kfin Technologies Limited, for the dematerialization of its shares.
- The Company’s International Securities Identification Number (ISIN) is INE0JQS01019.

INCORPORATION DETAILS OF OUR COMPANY

S.No	Nature of registration or licence	Registration Number	Governing Law	Issuer	Date of issue	Expiry
1.	Original Certificate of Incorporation	U29100PN2018PTC179327	Companies Act, 2013	Registrar of Companies, Pune	03/10/2018	Replaced by fresh Certificate of Incorporation
2.	Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Limited Company	U29100PN2018PLC179327	Companies Act, 2013	Registrar of Companies, Pune	29/05/2023	Valid till its Cancellation

TAX RELATED AUTHORISATIONS OF COMPANY

S. No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of issue	Date of Expiry
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1	Permanent Account Number (PAN)	AAGCT9555J	Income Tax Department, Government of India	03/10/2018	Till cancelled
2	Tax Deduction Account Number (TAN)	PNET12720B	Income Tax Department, Government of India	26/07/2023	Till cancelled
3	Certificate of Enrolment**	99863280767P	DS Department of Goods and Service Tax, Maharashtra	01/04/2019*	Till Cancelled
Goods and Services Tax (GST) Registration Certificates issued in respect of different states:					
1	Maharashtra	27AAGCT9555J1ZO	Government of India, State Tax Officer	13/11/2018*	NA

*Issued in the name of Techera Engineering (India) Private Limited

**Maharashtra State Tax Certificate of Enrolment under Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975

LABOUR LAW RELATED APPROVALS

S. No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of issue	Date of Expiry
1	Registration Certificate of Shop or Commercial Establishment	1831000312531241	Labour Department, Maharashtra	16/10/2018	Till cancelled
2	Implementation of ESI Act, 1948 and Registration of Employees of Factories and Establishments	33000669740001099	Employee State Insurance Corporation	10/05/2019	Till cancelled
3	Registration of Provident Fund	PUPUN1958600000	Employees Fund Organisation	10/05/2019	Till cancelled

BUSINESS RELATED APPROVALS AND CERTIFICATIONS

S.No	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of issue	Date of Expiry
1	Factory License	122102599900000	Government of Maharashtra	11/01/2023*	Till cancellation
2	Export Promotion Capital Goods (EPCG) Scheme	3130011118	Directorate General of Foreign Trade (DGFT)	02/03/2020*	6 years from the date of issue
3	UDYAM Registration Certificate	UDYAM-MH-26-0064789	Ministry of Micro, Small and Medium Enterprise	03/10/2018*	Till cancelled
4	Importer Exporter Code (IEC)	AAGCT9555J	DGFT, Ministry of Commerce and	13/11/2018	NA

			Industries, Government of India	(Modified on 04/07/2023)	
5	ISO 9001:2015	QM0302416	TUV India	28/02/2022	26/02/2025
6	EN 9100:2018	1222-1225-CN AS 104	Novo Star Management Systems Solutions Private Limited	09/12/2022	08/12/2025

**Issued in the name of Techera Engineering (India) Private Limited*

INTELLECTUAL PROPERTIES

S. No.	Nature Of IP	Trade Mark	Class	Date Of Certificate	Trade Mark No.
1	Trade Mark	TechEra	7	30/04/2019	4162837

DOMAINS

Domain Name
techera.co.in

LICENSES APPLIED FOR:

License Name	Issuing Authority	Status
Fire NOC	Chief Fire Officer, Pune Metropolitan Region Development Authority	Applied

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.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

- a. This Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on March 23, 2024.
- b. The Shareholders of our Company have authorised this Issue by their Special Resolution passed pursuant to Section 62 (1) (c) of the Companies Act, 2013, at its EGM held on March 26, 2024, and authorised the Board to take decisions in relation to this Issue.
- c. The Company has obtained approval from NSE vide its letter dated August 07, 2024 to use the name of NSE in this Issue document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.
- d. Our Board has approved this Red Herring Prospectus through its resolution dated September 17, 2024.
- e. 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 180 of this Red Herring Prospectus.

PROHIBITION BY SEBI

Our Company, Directors, Promoters, members of the Promoter Group and Group Companies or the Director and Promoters of our Promoters 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 Companies have confirmed that they have not been declared as wilful 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 wilful 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

Our company, our promoters and the members of the promoter group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent in force and applicable, as on the date of this Red Herring Prospectus.

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 Red Herring Prospectus.

ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 as the post Issue paid up capital is more than ₹ 1,000 Lakh. Our Company also complies with the eligibility conditions laid by the Emerge Platform of National Stock Exchange of India Limited 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 Issue 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 44 of this 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 44 of this 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 wilful 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 National Stock Exchange of India Limited and National Stock Exchange of India 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.
- l. 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.

NSE ELIGIBILITY NORMS:

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on Emerge Platform of NSE India which states as follows:

1. **The issuer should be a Company incorporated Under Companies Act, 2013.**
Our company is incorporated under the Companies Act, 2013 on 03/10/2018.
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 will be less than ₹ 25 crores.
3. **Track Record**
 - A) **Our Company has a (combined) track record of at least 3 years**
 - B) **The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for atleast any 2 out of 3 financial years preceding the application and its net-worth should be positive.**

Particulars	For period ended		
	31-03-2024	31-03-2023	31-03-2022
EBITDA	901.38	424.74	-357.69
Net Asset Value per share	13.09	61.20	54.00

4. **The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.**
To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the tripartite agreements with the Depositories and the Registrar and Share Transfer Agent. The Company’s shares bear an ISIN: INE0JQS01019
5. **The company shall mandatorily have a website.**
Our Company has a live and operational website – <https://www.techera.co.in>
6. **Other Listing Conditions**
 - a. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
 - b. There is no winding up petition against the company that has been admitted by the Court and accepted by a court or a Liquidator has not been appointed.

- c. There has been no change in the promoter/s of the Company in preceding one year from the date of filing application to NSE India for listing on Emerge Platform of NSE India.
- d. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
- e. Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
- f. None of the Directors of our Company have been categorized as a Wilful Defaulter or fraudulent borrower.
- g. The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years

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 NSE EMERGE.

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 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 RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, SKI CAPITAL SERVICES LIMITED AS CERTIFIED THAT THE DISCLOSURES MADE IN THE RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING 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 RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, SKI CAPITAL 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, SKI CAPITAL SERVICES LIMITED, SHALL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 17, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE RED HERRING PROSPECTUS.

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 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 <https://www.techera.co.in> and <https://www.skicapital.net/> 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 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 ₹ 2,500 Lakh, pension funds with minimum corpus of ₹2,500 Lakh and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The 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 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 Pune 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 Red Herring Prospectus had been filed with NSE Emerge for its observations and NSE Emerge gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be 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 Red Herring Prospectus in each jurisdiction, including India.

Disclaimer Clause of the Emerge Platform of NSE

National Stock Exchange of India Limited (NSE) has given vide its letter dated August 07, 2024 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 Emerge Platform. NSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. National Stock Exchange of India 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 Offering or will continue to be listed on NSE; 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 NSE. 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 NSE, 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. NSE 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 Emerge 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 NSE / other regulatory authority. Any use of the Emerge platform and the related services are subject to Indian Laws and Courts exclusively situated in Mumbai.

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 under the U.S. Securities Act), 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 will be offered and sold only outside the United States in offshore transaction in compliance with Regulation of 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.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

<i>Sr. No.</i>	<i>Issue Name</i>	<i>Issue Size (Rs. in Cr.)</i>	<i>Issue Price (Rs.)</i>	<i>Listing Date</i>	<i>Opening Price on Listing Date (Rs.)</i>	<i>+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30th Calendar Days from Listing</i>	<i>+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90th Calendar Days from Listing</i>	<i>+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180th Calendar Days from Listing</i>
1.	Macobs Technologies Limited	19.46	75/-	July 24,2024	96/-	77.60% [7.82%]	-	-

For details regarding the price information and the track record of the past Issues handled by the Lead Manager to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer to the website of the Book Running Lead Manager at www.skicapital.net.

FILING

This Red Herring Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018, the Prospectus shall be furnished to the SEBI in a soft copy. However, SEBI will not issue any observation on the Prospectus in terms of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the documents required to be filed, will be delivered for registration to the RoC in accordance with Section 32 of the Companies Act, 2013, and a copy of the Prospectus, required to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, PCNTDA Green Building, BLOCK A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune – 411044, Maharashtra.

LISTING

Application will be made to the National Stock Exchange of India Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. National Stock Exchange of India Limited is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The Emerge Platform of National Stock Exchange of India Limited has given its in-principle approval for using its name in our Issue documents vide its letter no. NSE/LIST/3720 dated August 07, 2024.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Emerge Platform of National Stock Exchange of India Limited, our Company will forthwith repay, without interest, all moneys received from the Applicant in pursuance of the 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 Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 4 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of National Stock Exchange of India Limited mentioned above are taken within six Working Days from the Issue Closing Date.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who:

- a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of the Companies Act, 2013.*

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount, if fraud involves an amount of at least ₹ 10 Lakhs or one-percent of the turnover of the company, whichever is lower.

Provided that where fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable for an imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

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, 2013 and such consents shall not be withdrawn at the time of delivery of the Red Herring Prospectus for registration with the RoC.

Our Auditors have given their written consent for the inclusion of their report in the form and context in which it appears in the Red Herring Prospectus/ Red Herring Prospectus/ Prospectus and such consent and report is not withdrawn up to the time of delivery of this Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with NSE.

EXPERT OPINION

Our Company has received written consent dated September 13, 2024 from Peer Reviewed Auditor namely, **NKSC & Co, Chartered Accountants**, to include its name as an expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an Independent Auditor and in respect of its (i) examination report dated September 11, 2024 on our Restated Financial Information; and (ii) its report dated September 12, 2024 on the statement of Special Tax Benefits in this Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has received a written consent dated September 9, 2024 from **M/s. Vakalat India, Advocates**, having registration number F/1564/1093/2011 (WB) to include their name as an expert as defined under Section 2(38) of the Companies Act, 2013, read Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Red Herring Prospectus as an "expert", to the extent and in its capacity as an advisor on the Legal Litigations being subsisting by the Company, against the Company, by the Promoters, against the Promoters, by the Directors and against the Directors of the Company and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has received a written consent dated September 13, 2024 from **Manthan Negandhi & Co., Company Secretaries**, having registration number S2018MH640600 to include their name as an expert as defined under Section 2(38) of the Companies Act, 2013, read Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Red Herring Prospectus as an "expert", to the extent and in its capacity as an advisor on the ROC and Secretarial Search Report Dated March 27, 2024 and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

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 54 of the 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 Red Herring Prospectus.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED GROUP-COMPANIES / SUBSIDIARY/ ASSOCIATES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370(1B) OF THE COMPANIES ACT, 1956 / SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:

Neither our Company nor any other companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 has made / Section 186 of the Companies Act, 2013, has made any public issue or rights issue during the last three years.

PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/RIGHTS ISSUE OF THE LISTED SUBSIDIARY OF OUR COMPANY

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding performance vis-à-vis objects is not applicable to us. Further, as on date of this 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 Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

OUTSTANDING CONVERTIBLE INSTRUMENTS

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

PARTLY PAID-UP SHARES

As on the date of this Red Herring Prospectus, there are no partly paid up Equity Shares of our Company.

OPTION TO SUBSCRIBE

Equity Shares being offered through this Red Herring Prospectus can be applied for in dematerialized form only.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an Unlisted Issuer in terms of the SEBI (ICDR) Regulations, and this Issue is an Initial Public Offering in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public 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 Registrar Agreement provides for the retention of records with the Registrar to the Issue for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, 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/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2021 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Managers shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, Bid application number, number of Equity Shares Bid for, amount paid on Bid 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 Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the Bidder, Bid application number,

UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company shall obtain authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and comply with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18, 2014 in relation to redressal of investor grievances through SCORES prior to filing of the Red Herring Prospectus/ Prospectus with the RoC. Our Company has not received any complaints as on the date of this Red Herring Prospectus/Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Issue 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 Issue 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 Pratiksha Kumbhare as the Company Secretary and Compliance Officer and may be contacted at the following address:

Pratiksha Kumbhare
Address: Gat No. 565, Behind Namo Marble & Timbers at Post Velu, Tal. Bhor, Pune, Maharashtra, India - 412205
Tel: +91 8605016251;
E-mail: cs@techera.co.in

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Red Herring Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY

We do not have any listed company under the same management.

CHANGE IN AUDITORS DURING THE LAST THREE (3) YEARS

Except as disclosed in "*General Information*" beginning on Page 44 of this Red Herring Prospectus; there are no changes in the Auditors of the company during the last three years.

CAPITALIZATION OF RESERVES OR PROFITS

Except as disclosed under "*Capital Structure*" beginning on page 54 of this Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

REVALUATION OF ASSETS

Our Company has not revalued its assets in five (5) years preceding the date of this Red Herring Prospectus.

TAX IMPLICATIONS

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the "*Statement of Possible Tax Benefits*" beginning on page 89 of this Red Herring Prospectus.

PURCHASE OF PROPERTY

Other than as disclosed in “*Our Business*” on page 104 of the Red Herring Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of the Prospectus, other than property, in respect of which:

- The contract for the purchase or acquisition was entered into in the ordinary course of business, or the contract was entered into in contemplation of the Issue, or that the Issue was contemplated in consequence of the contract; or the amount of the purchase money is not material.
- Except as stated elsewhere in the Red Herring Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made thereunder.

SERVICING BEHAVIOR

Except as stated in this Red Herring Prospectus, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed in “*Our Management*” beginning on page 143 and “*Restated Financial Information*” beginning on page 162 of the Red Herring Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

EXEMPTION FROM COMPLYING WITH ANY PROVISION OF SECURITY LAWS, IF ANY GRANTED BY SEBI

As on date of Red Herring Prospectus, our company has not availed any exemption from complying with any provision of security laws granted by SEBI.

SECTION IX – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued, offered and Allotted pursuant to the Issue are subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, the SEBI Listing Regulations, our Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, CAN and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue and offer of capital and listing and trading of issued securities enacted from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI, and/or other authorities, as in force on the date of the Issue and to the extent applicable, or such other conditions as may be prescribed by such governmental, regulatory or statutory authority while granting its approval for the Issue.

The Issue

The present Public Issue of up to 43,77,600 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on March 23, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on March 26, 2024 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to, '**Main Provisions of Article of Association**', beginning on page 232 of this Red Herring Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors for further details, please refer to "**Dividend Policy**" and "**Main Provisions of Article of Association**" beginning on page 161 and 232 respectively of this Red Herring Prospectus.

Face Value, Issue Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10/- and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share ("Floor Price") and at the higher end of the Price Band is ₹ [●] per Equity Share ("Cap Price").

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper, and regional newspaper, each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchange. The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled "**Basis of Issue Price**" beginning on page 82 of this Red Herring Prospectus.

Compliance with SEBI ICDR Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- a) Right to receive dividend, if declared;
- b) Right to receive Annual Reports and notices to members;
- c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
- d) Right to vote on a poll either in person or by proxy;
- e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
- f) Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- g) Right of free transferability of the Equity Shares; and
- h) Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to "*Main Provisions of the Articles of Association*" beginning on page 232 of this Red Herring Prospectus.

Allotment only in Dematerialized Form

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must 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. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Company:

- Tripartite Agreement dated December 15, 2021 between NSDL, our Company and Registrar to the Company; and
- Tripartite Agreement dated March 20, 2024 between CDSL, our Company and Registrar to the Company.

Market Lot and Trading Lot

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the NSE EMERGE (SME platform of NSE) from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

In accordance with Regulation 268 of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in the Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be unblocked forthwith.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Pune.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- (a) to register himself or herself as the holder of the Equity Shares; or
- (b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Period of Subscription List of Public Issue

Issue Opening Date	Wednesday, September 25, 2024
Issue Closing Date	Friday, September 27, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	Monday, September 30, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account*	Tuesday, October 1, 2024
Credit of Equity Shares to Demat Accounts of Allottees	Tuesday, October 1, 2024
Commencement of Trading of The Equity Shares on the Stock Exchange	Thursday, October 3, 2024

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

Due to the limitation of time available for uploading the Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Red Herring Prospectus is IST.

Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI (ICDR) Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from Stock may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue BRLM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable

Minimum Subscription and Underwriting

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this Issue Document including devolvement of Underwriter within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received 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 Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four 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 to the "**General Information**" on page 44 of this 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.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

If the Paid-up Capital of the 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 favour 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), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

If the Paid-up Capital of the company is more than ₹ 10 crores but below ₹ 25 crores, we 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 favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The shares offered through this Issue are proposed to be listed on the SME Platform of NSE (NSE EMERGE), wherein the Book Running Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of NSE.

For further details of the agreement entered into between the Company, the Book Running Lead Manager and the Market Maker please refer to "**General Information**" on page 44 of this Red Herring Prospectus.

Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of Bombay Stock Exchange of India Limited.

As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provide a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such Investor

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Allotment of Equity Shares in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

Application by Eligible NRI's, FPI's, VCF's, AIF's registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed under "*Capital Structure*" beginning on page 54 of this Red Herring Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to the "*Main Provisions of the Articles of Association*" beginning on page 232 of this Red Herring Prospectus.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) 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 where the Registered Office of our Company is situated.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up face value capital is more than ₹10 Crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the NSE EMERGE Platform of NSE. For further details regarding the salient features and terms of such an issue please refer “Terms of the Issue “and “Issue Procedure” on page 193 and 203 of the Red Herring Prospectus.

The Issue comprise of a Public Issue of up to 43,77,600 Equity Shares of Face Value of ₹10/- each fully paid (The “Equity Shares”) for cash at a price of ₹ [●]/- per Equity Shares (including a premium of ₹ [●]/- per equity share) aggregating to ₹ [●]/-Lakhs (“the Issue”) by our Company.

The Issue comprises a reservation of which [●] Equity Shares of ₹ 10/- each will be reserved for subscription by Market Maker Reservations Portion and a Net Issue to the public of [●] Equity Shares of ₹ 10/- each is hereinafter referred to as the net issue. The Issue and the Net Issue will constitute [●] % and [●] % respectively of the post issue paid up Equity Share Capital of the Company.

The Issue is being made by way of Book Building Process.

Particulars of the Issue	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
Number of Equity Shares available for allocation	[●] Equity Shares	Not more than [●] Equity Shares.	Not less than [●] Equity Shares	Not less than [●] Equity Shares
Percentage of Issue Size available for allocation	5% of the Issue Size	Not more than 50% of the Net Issue being available for allocation to QIB Bidder However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment	Firm Allotment	Proportionate as follows: (excluding Anchor Investor Portion) a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b) Up to [●]	Proportionate	Proportionate

		Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual Funds only, subject to valid bids received from Mutual Funds at or above the Anchor Investor Allocation Price.		
Mode of Application	Through ASBA Process Only	Through ASBA Process Only (Except for Anchor Investor)	Through ASBA Process through banks or by using UPI ID for payment	Through ASBA Process through banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form.			
Minimum Application Size	[●] Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount does not exceed ₹ 200,000
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 and in multiples of [●] Equity Shares that the Bid Amount does not exceed ₹ 200,000
Trading Lot	[●] Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.			

- This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

- In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an issue for at least 25% of the post issue paid-up Equity share capital of the Company. This issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- Subject to valid Bids being received at or above the issue price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.
- 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, 2009, as amended. 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 Price.
- Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN. For further details, please refer to the section titled “*Issue Procedure*” beginning on page 203 of the Red Herring Prospectus;

Withdrawal of the Issue

The Company in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after 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 our Company is located.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If the Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, the Company will file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the final RoC approval to the Prospectus after it is filed with the RoC.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Pune.

Issue Programme:

Events	Indicative Dates
Bid/Issue Opening Date	Wednesday, September 25, 2024
Bid/Issue Closing Date	Friday, September 27, 2024
Finalization of Basis of Allotment with Designated Stock Exchange	Monday, September 30, 2024
Initiation of Allotment/Refunds/Unblocking of funds from ASBA Account or UPI ID linked bank account	Tuesday, October 1, 2024
Credit of Equity Shares to Demat accounts of Allottees	Tuesday, October 1, 2024
Listing Date	Thursday, October 3, 2024

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

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the issue closing date:

- a) A standard cut-off time of 3.00 p.m. for acceptance of applications.
- b) A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- c) A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by BRLM to NSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical application form of that Bidder may be taken as the final data for the purpose of allotment.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

ISSUE PROCEDURE

All Bidders should read the General Information Document for Investing in Public Issue prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "General Information Document") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue. Investors should note that the details and process provided in the General Information Document should be read along with this section. Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications and electronic registration of bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund. SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, as amended from time to time, including pursuant to circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 has introduced an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism in addition to ASBA for applications by Retail Individual Bidders through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Bidders applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("UPI Phase I"), until June 30, 2019. Subsequently, for applications by Retail Individual Bidders through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and RIBs submitting their ASBA Forms through Designated Intermediaries (other than SCSBs) can only use UPI Mechanism with existing timeline of T+6 days until further notice pursuant to SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 ("UPI Phase II"). SEBI vide press release bearing number 12/2023 had approved the proposal for reducing the time period for listing of shares in public issue from the existing six working days to three working days. Pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders ("UPI Phase III") has been made voluntary for public issues opening on or after September 1, 2023, and mandatory for public issues opening on or after December 1, 2023. The Issue will be made under UPI Phase II, subject to the timing of the Issue and any circulars, clarification or notification issued by the SEBI from time to time, including SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. These circulars are effective for initial public offers opening on or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Red Herring Prospectus. The provisions of the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022, and the circular issued by NSE having reference no. 20220803-40 dated August 3, 2022 are also deemed to form part of this Red Herring Prospectus. Further, the processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

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 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 Red Herring Prospectus and this Prospectus.

Further, our Company, the Promoter and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Issue.

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 at a uniform rate of ₹100 per day or 15% per annum on the Bid Amount for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking, unless otherwise prescribed under applicable law. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹0.5 million shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). The Registrar and SCSBs will comply with any additional circulars or other Applicable Law, and the instructions of the BRLMs, as may be issued in connection with this circular. Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

BOOK BUILDING PROCEDURE

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.

In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price.

Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company and Selling Shareholder in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including DP ID, Client ID, the PAN and UPI ID, for RIBs Bidding in the Retail Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Red Herring Prospectus together with the Application Forms and copies of the Red Herring Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Book Running Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of NSE i.e. www.nseindia.com. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the 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 Application Form, Applicants shall only use the specified

Application Form for the purpose of making an Application in terms of this Red Herring Prospectus. The Application Form shall contain space for indicating the 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 by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI payment mechanism in three phases in the following manner:

- a. **Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, an RIB also had the option to submit the ASBA Form with any of the Designated Intermediaries and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.
- b. **Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Under this phase, submission of the physical ASBA Form by an RIB through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. Subsequently, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, individual investors Bidding up to ₹ 500,000 shall use UPI and provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, CDPs and RTAs.
- c. **Phase III:** In this phase, the time duration from public issue closure to listing would be reduced to be three Working Days. SEBI vide press release bearing number 12/2023 had approved the proposal for reducing the time period for listing of shares in public issue from existing six working days to three working days and pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the reduce time period of three working days has been made voluntary for public issues opening on or after September 1, 2023, and mandatory for public issues opening on or after December 1, 2023.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline and submit confirmation of the unblock to the BRLMs and Registrar within the prescribed timelines would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-Issue BRLM will be required to compensate the concerned investor.

All SCSBs offering the facility of making applications in public issues shall also provide the facility to make application using UPI. The Company will be required to appoint one of the SCSBs as a Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the Retail Individual Bidders using the UPI.

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 NSE(www.nseindia.com) at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM. All Bidders shall mandatorily participate in the Issue only through the ASBA process. The RIs Bidding in the Retail Portion can additionally Bid through the UPI Mechanism. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

RIBs Bidding in the Retail Portion using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

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.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
Anchor Investor**	White
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII’s, FVCIs etc. applying on a repatriation basis	Blue

* *Electronic Bid Cum Application Forms will also be available for download on the website of the NSE (www.nseindia.com).*

** *Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.*

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediaries shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account

has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the Bid Cum Application Form, the respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of the stock exchange. Stock exchange shall share application details including the UPI ID with the sponsor bank on a continuous basis, to enable the sponsor bank to initiate mandate requests on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor Investor to accept a mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re- submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidder

For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate a request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds

on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Issue Closing Date (“Cut- Off Time”). Accordingly, RIBs should accept UPI Mandate Requests for blocking off funds prior to the Cut- Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an issue. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability.

WHO CAN BID?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

1. Indian nationals’ resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
3. 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;
4. Mutual Funds registered with SEBI;
5. 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;
6. 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);
7. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-
10. Institutional Bidder ‘s category;
11. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
12. Foreign Venture Capital Investors registered with the SEBI;
13. 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;
14. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
15. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
16. Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
17. Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
18. 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;
19. Multilateral and bilateral development financial institution;
20. Eligible QFIs;
21. Insurance funds set up and managed by army, navy or air force of the Union of India;
22. Insurance funds set up and managed by the Department of Posts, India;
23. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

APPLICATIONS NOT TO BE MADE BY:

1. Minors (except through their Guardians)

2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non- resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Retail Individual Bidders

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000.

2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.

The above information is given for the benefit of the Bidder The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper, Financial Express, all editions of Hindi national newspaper, Jansatta and Marathi regional newspaper Loksatta where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

1. The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period may be extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions of the English national newspaper Financial Express, all editions of Hindi national newspaper Jansatta and Marathi regional newspaper Loksatta where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
2. Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be

considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.

3. The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph "Buildup of the Book and Revision of Bids".
4. The BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, ("TRS"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
5. Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
6. If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
7. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
8. The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

1. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band is decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
2. Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidder
3. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
4. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

Participation by Associates /Affiliates of BRLM and the Syndicate Members

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Option to Subscribe in the Issue

1. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
2. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

3. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Bidders:

- a) Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
- b) Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
- c) Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
- d) Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
- e) Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
- f) Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
- g) The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
- h) Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
- i) Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidder
- j) The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

BIDS BY ANCHOR INVESTORS:

Our Company, in consultation with the BRLM, may consider participation by Anchor Investors in the 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 under-subscription 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:

Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.

1. 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
2. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
3. Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.

4. Our Company and Selling Shareholder in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
 - a) where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investor
 - b) 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
 - c) 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.
5. 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.
6. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
7. 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.
8. 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.
9. Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.
10. The BRLM, our Promoter, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
12. Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

BIDS BY HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

BIDS BY MUTUAL FUNDS

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10.00% of any company's paid-up share capital carrying voting rights.

BIDS BY ELIGIBLE NRIS

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) 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 (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules.

In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation or non-repatriation basis, shall not exceed 5.00% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5.00% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together, on a repatriation or non-repatriation basis, shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10.00% may be raised to 24.00% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Issue, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Issue using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of investment by NRIs, see “Restrictions on Foreign Ownership of Indian Securities” beginning on page 230. Participation of eligible NRIs shall be subject to FEMA NDI Rules.

BIDS BY FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA NDI Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA NDI Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap for retail trading of food products manufactured and/ or produced in India is 100% under automatic route.

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. In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents.

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. 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 21 of the SEBI FPI Regulations, an FPI, 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 in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing off-shore derivative instruments is also required to ensure that any transfer of off-shore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

- such offshore derivative instruments are transferred to person subject to fulfilment of SEBI FPI Regulations; and
- prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilise the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations (“Operational FPI Guidelines”), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids (“MIM Bids”). It is hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilise the multi-investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as “MIM Structure”). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

BIDS BY SEBI-REGISTERED AIFS, VCFS AND FVCIS

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFS and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Issue) 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.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFS, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Issue, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

BIDS BY LIMITED LIABILITY PARTNERSHIPS

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

BIDS BY BANKING COMPANIES

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company’s investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank’s own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company’s interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment

by a banking company along with its Subsidiary, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all Subsidiary and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, see “Key Regulations and Policies” beginning on page 132.

BIDS BY SCSBS

SCSBs participating in the Issue are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered 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.

BIDS BY SYSTEMICALLY IMPORTANT NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

BIDS BY INSURANCE COMPANIES

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

- a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 25,000,000 Lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,000,000 Lakhs or more but less than ₹ 25,000,000 Lakhs.*

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹ 2,500lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 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 along with the Bid cum Application Form. Failing this, our, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company, in consultation with the BRLM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLM may deem fit.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE:

- Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
- The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of payment

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidder

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidder

Payment mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non- Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the 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 Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Payment into Escrow Account for Anchor Investors

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investor

For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- In case of resident Anchor Investors: — “TechEra Engineering (India) Limited IPO – Anchor Account- R”
 - In case of Non-Resident Anchor Investors: — “TechEra Engineering (India) Limited IPO – Anchor Account- NR”
- Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investor

Electronic Registration of Applications

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
 - a) the applications accepted by them,
 - b) the applications uploaded by them
 - c) the applications accepted but not uploaded by them or
 - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
 - The applications accepted by any Designated Intermediaries
 - The applications uploaded by any Designated Intermediaries or
 - The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date,

the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.

6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Members, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
- Name of the Bidder;
 - IPO Name;
 - Bid Cum Application Form Number;
 - Investor Category;
 - PAN (of First Bidder, if more than one Bidder);
 - DP ID of the demat account of the Bidder;
 - Client Identification Number of the demat account of the Bidder;
 - Number of Equity Shares Applied for;
 - Bank Account details;
 - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - Bank account number.
8. In case of submission of the Application by an Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Bid/ Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Build of the Book

Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.

Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Issue Period.

Withdrawal of Bids

RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Price Discovery and Allocation

1. Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Issue Price and the Anchor Investors Issue Price.
2. The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
3. Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
4. In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.
5. In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
6. Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to Compliance with SEBI Regulations.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investor Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various Investor

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%

2,500	20	7,500	250.00%
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The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

GENERAL INSTRUCTIONS

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

Do's:

- Anchor Investors should submit the Anchor Investor Application Forms to the BRLM;
- Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All should submit their Bids (other than Anchor) through the ASBA process only;
- Ensure that you have Bid within the Price Band;
- Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
- Ensure that you have mentioned the correct ASBA Account number if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
- Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except electronic Bids) within the prescribed time;
- Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
- If you are an ASBA Bidder and the first applicant is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
- Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
- Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
- Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
- RIBs bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
- Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
- Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
- Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
- Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes ("CBDT") notification dated February 13, 2020 and press release dated June 25, 2021.

- 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 resident outside India is in compliance with applicable foreign and Indian laws;
- Ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
- Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
- 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 authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
- Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date;
- 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 Bid Cum Application Form;
- Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in); and
- FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

- Do not Bid for lower than the minimum Bid size;
- Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by RIBs);
- Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
- Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
- Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
- Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
- Do not submit the Bid for an amount more than funds available in your ASBA account.
- Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
- In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
- If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
- Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
- Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the General Index Register (GIR) number instead of the PAN;
- Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

- Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
- Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
- Do not submit a Bid using UPI ID, if you are not a RIB;
- Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
- Do not Bid for Equity Shares in excess of what is specified for each category;
- Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
- Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/Issue Closing Date;
- Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
- If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
- Do not Bid if you are an OCB; and
- If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Issue Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Further, in case of any pre-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please see the section entitled “General Information” and “Our Management” beginning on pages 45 and 134 respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see the section entitled “**General Information**” beginning on page 44.

GROUNDINGS FOR TECHNICAL REJECTION

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by 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);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by RIBs with Bid Amount of a value of more than ₹ 2,00,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and
14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchange.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see “General Information” beginning on page 44.

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 at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible

for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

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 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorized employees of the Designated 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.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the ICDR.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the DRHP.

Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.

In case of under subscription in the Issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the DRHP.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors may be on proportionate basis. 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 Issue for Sale only, then minimum subscription may not be applicable.

BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to DRHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Issue for Sale only, then minimum subscription may not be applicable.

1. For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less

than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

2. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

3. For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP/ Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for 5% of the Net QIB Portion shall be determined as follows:
 - In the event that Bids by Mutual Fund exceeds 5% of the Net QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the Net QIB Portion.
 - In the event that the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
 - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- b) In the second instance Allotment to all QIBs shall be determined as follows:
 - In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
 - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidder
 - Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

4. Allotment to Anchor Investor (If Applicable)

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:
 - i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;
 - ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
 - iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:
 - maximum number of two Anchor Investors for allocation up to ₹ 2 crores; a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and

- in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

5. Basis of Allotment for QIBs and NIIs in case of Over Subscribed Issue:

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the NSE EMERGE (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - Each successful Bidder shall be allotted [●] equity shares; and
 - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this DRHP.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE- the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public 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.

Issuance of Allotment Advice

- Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.
- The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed valid, binding and irrevocable contract for the Allotment to such Bidder.
- Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date:

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public 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 Bid/ 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

Instructions for Completing the Bid Cum Application Form

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of NSE i.e. www.nseindia.com and BSE, i.e. www.bseindia.com . With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of NSE i.e. www.nseindia.com .

Bidder's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the 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'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Bid Cum Application Form

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the 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.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE EMERGE where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- a) Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
- b) Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured; and
- c) If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

BASIS OF ALLOTMENT

Allotment will be made in consultation with the NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

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).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
4. Each successful applicant shall be allotted [●] equity shares; and
5. 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.
6. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
7. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the NSE- the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non- Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

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:

1. We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Issue on December 15, 2021.
2. We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Issue on March 20, 2024.
3. The Company's Equity shares bear an ISIN No. INE0JQS01019.
 - 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 Investor

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Marathi regional newspaper Loksatta each with wide circulation.

In the Pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING

Our Company and the Underwriter intend to enter into an Underwriting Agreement on or immediately after the finalization of the Issue Price but prior to the filing of Prospectus.

After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

“Any person who:

- a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 10/- Lakhs or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such

amount (provided that where the fraud involves public interest, such term shall not be less than three years) Further, where the fraud involves an amount less than ₹ 10/- Lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 50/- Lakh or with both.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange where the Equity Shares are proposed to be listed shall be taken within six Working Days of the Bid/Issue Closing Date or such other time as may be prescribed by the SEBI or under any applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- no further issue of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under- subscription, etc.
- our Company, in consultation with the BRLM, reserves the right not to proceed with the Fresh Issue, in whole or in part thereof, to the extent of the Issued Shares, after the Bid/ 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 days of the Bid/ Issue Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and
- if our Company, in consultation with the BRLM withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Red Herring Prospectus with the SEBI.

UTILIZATION OF ISSUE PROCEEDS

Our Board certifies that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

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 Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The DIPP, has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), effective from October 15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular. The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI and Master Direction –Foreign Investment In India (updated upto March 08, 2019). In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular and Master Direction.

The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2020 has to be obtained.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP / RBI, from time to time.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company. Investment conditions/restrictions for overseas entities Under the current FDI Policy 2020 and amendments from time to time thereupon, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017 as amended from time to time. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral /statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral /statutory cap.

Investment by FPIs under Portfolio Investment Scheme (PIS)

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the

individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

Investment by NRI or OCI on repatriation basis

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognized stock exchange in India by Non- Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 as amended from time to time. The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2020, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus.

Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

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SECTION X - MAIN PROVISIONS OF OUR ARTICLE OF ASSOCIATION

SHARE CAPITAL AND VARIATION OF RIGHTS

1. The authorized Share Capital of the Company shall be as set out in Clause V of the Memorandum with the power to increase or reduce such capital from time to time in accordance with the Articles and the legislative provisions for the time being in force in this regard and with the power also to divide the Shares in the Share Capital for the time being into Equity Share Capital and Preference Share Capital, and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions, in accordance with the provisions of the Act and these Articles.
2. Subject to the provisions of the Act and these Articles, the Share Capital for the time being shall be under the control of the Board, which may issue, allot or otherwise dispose of the Shares or any of them to such persons, in such proportion, on such terms and conditions, either at a premium or at par or at a discount (subject to compliance with Sections 52 and 53 and other provisions of the Act), at such time as it may from time to time deem fit, and with the sanction of the Company in a General Meeting, to give to any person or persons the option or right to call for any Shares, either at par or premium during such time and for such consideration as the Board deems fit, and may issue and allot Shares on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business. Any Shares so allotted may be issued as fully paid-up Shares and if so issued, shall be deemed to be fully paid-up Shares. Provided that, the option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in a General Meeting. As regards all allotments, from time to time made, the Board shall duly comply with Sections 23 and 39 of the Act, as the case may be.
3. Subject to these Articles and the provisions of the Act, 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.
4. Subject to the provisions of the Act, the Company may from time to time by Ordinary Resolution, undertake any of the following:
 - (i) increase, reduce or otherwise alter its authorised share capital in such manner as it thinks expedient;
 - (ii) consolidate and divide all or any of its Share Capital into Shares of larger amount than its existing Shares;
 - (iii) convert all or any of its fully paid-up Shares into stock, and reconvert that stock into fully paid-up Shares of any denomination;
 - (iv) sub-divide its existing Shares, or any of them, into Shares of smaller amount, such that the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in case of the Share from which the reduced Share is derived; or
 - (v) cancel any Shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any Person, and diminish the amount of its Share Capital by the amount of Shares so cancelled. A cancellation of Shares pursuant to this Article shall not be deemed to be a reduction of the Share Capital within the meaning of the Act.
5. Subject to the provisions of these Articles, the Act, other applicable Law and subject to such other approvals, permissions or sanctions as may be necessary, the Company may issue any securities in any manner whatsoever as the board may determine including by way of preferential allotment or private placement subject to and in accordance with the Act with pricing method prescribed to listed entities under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, if applicable
6. Subject to the provisions of the Act, any preference Shares may be issued on the terms that they are, or at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the Shares may, by Special Resolution determine.
7. The period of redemption of such preference Shares shall not exceed the maximum period for redemption provided under the Act.

8. Subject to the provisions of these Articles, the Act, other applicable Law, where at any time, it is proposed to increase its subscribed Share Capital by the issuance/ allotment of further Shares either out of the unissued Share Capital or increased Share Capital then, such further Shares may be offered to:
- (i) Persons who, at the date of offer or such other date specified under applicable Law, are holders of equity Shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on those Shares by sending a letter of offer subject to the following conditions: (a) the offer shall be made by notice specifying the number of Shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer or such other period as may be specified under applicable Law, if not accepted, will be deemed to have been declined; (b) the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the Shares offered to him or any of them in favour of any other Person and the notice referred to in (a) shall contain a statement of this right, provided that the Board may decline, without assigning any reason therefore, to allot any Shares to any Person in whose favour any Member may renounce the Shares offered to him; and (c) after expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the Shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Members and the Company;
- Nothing in sub-Article (i)(b) above shall be deemed to extend the time within which the offer should be accepted; or to authorize any Person to exercise the right of renunciation for a second time on the ground that the Person in whose favour the renunciation was first made has declined to take the Shares comprised in the renunciation. The notice referred to in sub- Article (i)(a) above shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the offer.
- (ii) employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to such conditions as may be prescribed under the Act and other applicable Laws; or
 - (iii) any Persons, if authorized by a special resolution, whether or not those Persons include the Persons referred to in (i) or (ii) above, either for cash or for a consideration other than cash, subject to the compliance with applicable Laws.
9. Nothing in Article 10 above shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into Shares in the Company or to subscribe for Shares in the Company; provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution adopted by the Company in a General Meeting.
10. Save as otherwise provided in the Articles, the Company shall be entitled to treat the registered holder of the Shares in records of the depository as the absolute owner thereof as regards receipt of dividend or bonus or service of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction, or as by Law required, be bound to recognize any equitable or other claim to or interest in such Shares on the part of any other Person. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.
11. Any Debentures, debenture stock or other Securities may be issued at a discount, premium or otherwise, if permissible under the Act, and may be issued on the condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption, surrender, drawings, allotment of Shares, attending (but not voting) at General Meetings, appointment of Directors and otherwise. Debentures with the rights to conversion into or allotment of Shares shall not be issued except with the sanction of the Company in General Meeting by a Special Resolution and subject to the provisions of the Act.
12. The Company shall, subject to the applicable provisions of the Act, compliance with all the Laws, consent of the Board, and consent of its Shareholders' by way of Special Resolution, have the power to issue American Depository Receipts or Global Depository Receipts on such terms and in such manner as the Board deems fit including their conversion and repayment. Such terms may include at the discretion of the Board, limitations on voting by holders of American Depository Receipts or Global Depository Receipts, including without limitation, exercise of voting rights in accordance with the directions of the Board.

13. 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 the Act, and whether or not the Company is being wound up, be varied accordingly. To every such separate General Meeting of the holders of the Shares of that class, the provisions of these Articles relating to General Meetings shall mutatis mutandis apply.
14. 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.
15. Subject to the provisions of the Act, the Company may issue bonus Shares to its Members out of (i) its free reserves; (ii) the securities premium account; or (iii) the capital redemption reserve account, in any manner as the Board may deem fit.
16. Subject to the provisions of Sections 68 to 70 and other applicable provisions of the Act, the Company shall have the power to buy-back its own Shares or other Securities, as it may consider necessary.
17. Subject to the provisions of the Act, the Company shall have the power to make compromise or make arrangements with creditors and Members, consolidate, demerge, amalgamate or merge with other company or companies in accordance with the provisions of the Act and any other applicable Laws.
18. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, in accordance with the provisions of the Act and any other applicable Laws.
19. Subject to the provisions of the Act, the Company may, from time to time, by Special Resolution reduce in any manner and with, and subject to, any incident authorised and consent required under applicable Law:
 - (i) the Share Capital;
 - (ii) any capital redemption reserve account; or
 - (iii) any securities premium account.

The provisions contained in this Article shall be subject to the provisions of the Section 42 and Section 62 of the Act, the rules notified thereunder and the applicable provisions of the Act or any other applicable law for the time being force.

NOMINATION BY SECURITIES HOLDERS

20. Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.
21. Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the rights in the Securities of the Company shall vest in the event of death of all the joint holders.
22. Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the right to vest the Securities of the Company, the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014.
23. Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities of the Company in the event of his death, during the period of minority.
24. The transmission of Securities of the Company by the holders of such Securities and transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

BUY-BACK OF SHARES

25. Notwithstanding anything contained in these Articles, the Company may purchase its own shares or other securities, and the Board of Directors may, when and if thought fit, buy back such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions and subject to such approvals as required under the Act, SEBI Regulations or any other competent authority, as may be permitted by law.

CAPITALISATION OF PROFITS

26. The Company in General Meeting may, upon the recommendation of the Board, resolve –
- (i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account or otherwise available for distribution; and
 - (ii) that such sum be accordingly set free for distribution in the manner specified in Article 29 below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
27. The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provision contained in Article 30 below, either in or towards:
- (i) paying of any amounts for the time being unpaid on any Shares held by such Members respectively; or
 - (ii) paying up in full, un-issued Shares of the company to be allotted and distributed, credited as fully paid, to and amongst such Members in the proportions aforesaid; or
 - (iii) partly in the way specified in Article 29(i) and partly in that specified in Article 29(ii);
 - (iv) a securities premium account and a capital redemption reserve account may, for the purposes of this Article, only be applied in the paying up of un-issued Shares to be issued to Members of the Company as fully paid bonus Shares.
- (v) the Board shall give effect to the resolution passed by the Company in pursuance of this Article.
28. Whenever such a resolution as aforesaid shall have been passed, the Board shall:
- (i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares, if any; and
 - (ii) generally, do all acts and things required to give effect thereto.
29. The Board shall have power to:
- (i) make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of Shares or Debentures becoming distributable in fractions; and
 - (ii) 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.
30. Any agreement made under such authority shall be effective and binding on such Members.

COMMISSION AND BROKERAGE

31. The Company may exercise the powers of paying commissions conferred by Section 40(6) of the Act (as amended from time to time) or any other provision of the Act or other applicable Law, provided that the rate per cent or amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
32. The rate or amount of the commission shall not exceed the rate or amount prescribed under the applicable rules.
33. 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.
34. The Company may also, on any issue of Shares or Debentures, pay such brokerage as may be lawful.

LIEN

35. The Company shall have a first and paramount lien upon all the Shares/ Debentures (other than fully paid up Shares/ Debentures) registered in the name of each Member (whether solely or jointly with others) to the extent of monies called or payable in respect thereof, and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/ Debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect. Such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/ Debentures. Fully paid up Shares shall be free from all liens. Unless otherwise agreed, the registration of a transfer of Shares/ Debentures shall operate as a waiver of the Company's lien if any, on such Shares/ Debentures. In case of partly-paid Shares, Company's lien shall be restricted to the monies called or payable at a fixed time in respect of such Shares. Provided that the Board may at any time declare any Shares/ Debentures wholly or in part to be exempt from the provisions of this Article.
36. Subject to the provisions of the Act, 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 -
 - (i) unless a sum in respect of which the lien exists is presently payable; or
 - (ii) until the expiration of 14 (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.
37. A Member shall not exercise any voting rights in respect of the Shares in regard to which the Company has exercised the right of lien.
38.
 - (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.
39.
 - (i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
 - (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the Shares before the sale, be paid to the Person entitled to the Shares at the date of the sale.

CALLS ON SHARES

40. Subject to the provisions of the Act, the Board may, from time to time, make calls upon the Members in respect of any money 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.

41. Each Member shall, subject to receiving at least 14 (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.
42. A call may be revoked or postponed at the discretion of the Board.
43. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
44. The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.
45. 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 thereof from the day appointed for payment thereof to the time of actual payment at 10% (ten per cent) per annum or at such lower rate, if any, as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.
46. Any sum which by the terms of the issue of a Share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the Share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue, such sum becomes payable. In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
47. The Board may, if it thinks fit, subject to the provisions of the Section 50 of the Act, agree to and receive from any Member willing to advance the same, whole or any part of the moneys due upon the Shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest at twelve per cent per annum. Provided that money paid in advance of calls on any Share may carry interest but shall not confer a right to dividend or to participate in profits. The Board may at any time repay the amount so advanced.

The Member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable.

The provisions of these Articles shall mutatis mutandis apply to any calls on Debentures of the Company.

DEMATERIALIZATION OF SHARES

48. The Company shall be entitled to treat the Person whose name appears on the register of Members as the holder of any Share or whose name appears as the Beneficial Owner of Shares in the records of the Depository, as the absolute owner thereof.
Provided however that provisions of the Act or these Articles relating to distinctive numbering shall not apply to the Shares of the Company, which have been dematerialized.
49. Notwithstanding anything contained herein, but subject to the provisions of the Law, the Company shall be entitled to dematerialize its Shares, Debentures and other Securities pursuant to the Depositories Act and offer its Shares, Debentures and other Securities for subscription in a dematerialized form. The Company shall be further entitled to maintain a register of Members with the details of Members holding Shares both in material and dematerialized form in any medium as permitted by Law including any form of electronic medium. The Company or a shareholder may exercise an option to issue, deal in, hold the Securities with a Depository in electronic form and the certificates in respect thereof shall be dematerialised, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act.
50. Every Person subscribing to the Shares offered by the Company shall receive such Shares in dematerialized form. Such a Person who is the Beneficial Owner of the Shares can at any time opt-out of a Depository, if permitted by the Law, in respect of any Shares in the manner provided by the Depositories Act and the regulations made thereunder and the Company shall in the manner and within the time prescribed, issue to the Beneficial Owner the required certificate of Shares.
51. If a Person opts to hold his Shares with a depository in a dematerialised form, notwithstanding anything contrary contained in these Articles, the Company shall intimate such Depository the details of allotment of the Shares, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the Shares.

52. All Shares held by a Depository shall be dematerialized and shall be in a fungible form.
- (i) Notwithstanding anything to the contrary contained in the Act or the Articles, a depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of Shares on behalf of the Beneficial Owner.
 - (ii) Save as otherwise provided in (i) above, the depository as the registered owner of the Shares shall not have any voting rights or any other rights in respect of Shares held by it.
53. Every Person holding Shares of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be the owner of such Shares and shall also be deemed to be a Shareholder of the Company. The beneficial owner of the Shares shall be entitled to all the liabilities in respect of his Shares which are held by a Depository.
54. Notwithstanding anything in the Act or the Articles to the contrary, where Shares are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of disks, drives or any other mode as prescribed by Law from time to time.
55. In the case of transfer of Shares or other marketable Securities where the Company has not issued any certificates and where such Shares or Securities are being held in an electronic and fungible form, the provisions of the Depositories Act shall apply.

TRANSFER OF SECURITIES

56. The Securities or other interest of any Member shall be freely transferable, provided that any contract or arrangement between 2 (two) or more Persons in respect of transfer of Securities shall be enforceable as a contract. The instrument of transfer of any Share in the Company shall be duly executed by or on behalf of both the transferor and transferee. 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. A common form of transfer shall be used in case of transfer of Shares. The instrument of transfer shall be in writing and shall be executed by or on behalf of both the transferor and transferee and shall be in conformity with all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of Shares and the registration thereof.
57. Where Shares are converted into stock:
- (i) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the Shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the Shares from which the stock arose.
 - (ii) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the Shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred that privilege or advantage.
58. Save as otherwise provided in the Act or any applicable Law, no transfer of a Share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company together with the certificate or certificates of Shares, and if no such certificate is in existence, then the letter of allotment of the Shares. Application for the registration of the transfer of a Share may be made either by the transferor or by the transferee provided that where such application is made by the transferor, no registration shall, in the case of a partly paid Share be affected unless the Company gives notice of the application to the transferee in the manner prescribed under the Act, and subject to the provisions of these Articles, the Company shall, unless objection is made by the transferee, within 2 (two) weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee. On giving not less than 7 (seven) days previous notice in accordance with the Act or any other time period as may be specified by Law, 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 30 (thirty) days at any one time or for more than 45 (forty-five) days in the aggregate in any year.

59. Subject to the provisions of the Act, these Articles, the Securities (Contracts) Regulation Act, 1956, as amended, any listing agreement entered into with any recognized stock exchange and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares or other securities.
60. Only fully paid Shares or Debentures shall be transferred to a minor acting through his/ her legal or natural guardian. Under no circumstances, Shares or Debentures be transferred to any insolvent or a person of unsound mind.
61. The instrument of transfer shall after registration be retained by the Company and shall remain in their custody. All instruments of transfer which the Directors may decline to register, shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine.
62. The Board may, subject to the right of appeal conferred by Section 58 of the Act decline to register—
- (i) the transfer of a Share, not being a fully paid Share, to a person of whom they do not approve; or
 - (ii) any transfer of Shares on which the company has a lien.
63. The Board may decline to recognize any instrument of transfer unless—
- (i) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56 of the Act;
 - (ii) the instrument of transfer is accompanied by the certificate of the Shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (iii) the instrument of transfer is in respect of only one class of Shares
64. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other documents.
65. The Company may close the register of Members or the register of debenture-holders or the register of other security holders for any period or periods not exceeding in the aggregate forty-five days in each year, but not exceeding thirty days at any one time, subject to giving of previous notice of at least 7 (seven days) or such lesser period as may be specified by SEBI.

TRANSMISSION OF SHARES

66. On the death of a Member, the survivor or survivors where the Member was a joint holder of the Shares, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only Person(s) recognised by the Company as having any title to his interest in the Shares. Nothing in this Article shall release the estate of the deceased joint holder from any liability in respect of any Share which had been jointly held by him with other Persons.
67. Any Person becoming entitled to a Share in consequence of the death or insolvency of a Member may, upon such evidence being produced as the Board may from time to time require, and subject as hereinafter provided, elect, either:
- (i) to be registered as holder of the Share; or
 - (ii) to make such transfer of the Share as the deceased or insolvent Member could have made.

All the limitations, restrictions and provisions of these Articles 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.

68. 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.
69. If the Person so becoming entitled shall elect to be registered as holder of the Shares, such person shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
70. If the Person aforesaid shall elect to transfer the Share, he shall testify his election by executing an instrument of transfer in accordance with the provisions of these Articles relating to transfer of Shares.
71. All the limitations, restrictions and provisions contained in these Articles 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.
72. 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 the General 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 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Share, until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

73. 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.
74. The notice issued under Article 75 shall:
- (i) name a further day (not being earlier than the expiry of 14 (fourteen) days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - (ii) state that, in the event of non-payment on or before the day so named, the Shares in respect of which the call was made will be liable to be forfeited.
75. If the requirements of any such notice as aforesaid is not complied with, any Share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
76. A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
77. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
78. 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 the Person to the Company in respect of the Shares.
79. 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.
80. 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 Person claiming to be entitled to the Share.
81. 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 otherwise disposed of.
82. The transferee shall there upon be registered as the holder of the Share.

83. The transferee shall not be bound to ascertain or confirm the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity to invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.
84. The provision of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, become payable at a fixed time, whether on account of the nominal value of the Share or by way of premium, as the same had been payable by virtue of a call duly made and notified.

SHARES AND SHARE CERTIFICATES

85. The Company shall cause to be kept a register of Members in accordance with Section 88 of the Act. The Company shall be entitled to maintain in any country outside India a “foreign register” of Members or Debenture holders resident in that country.
86. A Person subscribing to Shares of the Company shall have the option either to receive certificates for such Shares or hold the Shares with a Depository in electronic form. Where Person opts to hold any Share with the Depository, the Company shall intimate such Depository of details of allotment of the Shares to enable the Depository to enter in its records the name of such Person as the beneficial owner of such Shares. Where a Person opts to hold any Share with the Depository, the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act.
87. Unless the Shares have been issued in dematerialized form, every Member 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 sub-division or consolidation or renewal of any of its Shares as the case may be or within a period of six months from the date of allotment in the case of any allotment of Debenture or within such other period as the conditions of issue shall be provided –
- (i) one certificate for all his Shares without payment of any charges; or
 - (ii) several certificates, each for one or more of his Shares, upon payment of twenty rupees for each certificate after the first.
88. Every certificate of Shares shall be under the Seal of the Company, if any, and shall specify the number and distinctive numbers of Shares to which it relates and amount paid-up thereon and shall be signed by two Directors or by a Director and the Company Secretary. Further, out of the two Directors there shall be at least one director other than managing or whole-time director, where the composition of the Board so permits. Provided that in respect of a Share or Shares held jointly by several Persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate for a Share to one of several joint holders shall be sufficient delivery to all such holders.
89. If any Share stands in the names of 2 (two) or more Persons, the Person first named in the Register of Members of the Company shall as regards voting at General Meetings, service of notice and all or any matters connected with the Company, except the transfer of Shares and any other matters herein otherwise provided, be deemed to be sole holder thereof but joint holders of the Shares shall be severally as well as jointly liable for the payment of all deposits, instalments and calls due in respect of such Shares and for all incidents thereof according to these Articles.
90. The Board may subject to the provisions of the Act, accept from any member on such terms and conditions as they think fit, a surrender of his Shares or stock or any part thereof.
91. If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued on payment of Rs. 20 for each certificate. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is not further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares.

Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulations and requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, as amended or any other act or rules applicable in this behalf.

The provisions of this Article shall mutatis mutandis apply to issue of certificates for any other Securities, including Debentures, of the Company.

92. Subject to the provisions of Section 89 of the Act, a Person whose name is entered in the register of Members of the Company as the holder of the Shares but who does not hold the beneficial interest in such Shares shall file with the Company, a declaration to that effect in the form prescribed under the Act and the Company shall make necessary filings with the Registrar as may be required, within a prescribed period as set out in the Act.
93. Subject to provisions of Section 90 of the Act, every individual, who acting alone or together, or through one or more persons or trust, including a trust and Persons resident outside India, holds beneficial interests, of not less than twenty-five per cent. or such other percentage as may be prescribed under the Act, in Shares of the Company or the right to exercise, or the actual exercising of significant influence or control as defined in sub-section (27) of Section 2 of the Act, over the Company shall make a declaration to the Company, specifying the nature of his interest and other particulars, in such manner and within such period of acquisition of the beneficial interest or rights and any change thereof. The Company shall maintain a register of the interest declared by such individuals and changes therein which shall include the name of individual, his date of birth, address, details of ownership in the company and such other details as may be prescribed under the Act.
94. Notwithstanding anything contained hereinabove, a Member has a right to nominate one or more persons as his/her nominee(s) to be entitled to the rights and privileges as may be permitted under the law of such member in the event of death of the said member/s subject to the provisions of the Act and other applicable Laws.

SHAREHOLDERS' MEETINGS

95. An Annual General Meeting shall be held each year within the period specified by the Law. Not more than 15 (fifteen) months shall elapse between the date of one Annual General Meeting of the Company and that of the next unless otherwise permitted by Law. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96 of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General Meeting shall be called during business hours on a day that is not a national holiday (declared as such by the Central Government) and shall be held either at the registered office or at some other place within the city in which the registered office of the Company is situated, as the Board may determine. Every Member of the Company and the Investor through its authorized representative shall be entitled to attend every General Meeting either in person or by proxy.
96. All notices of, and other communications relating to, any General Meeting shall be forwarded to the auditor of the Company, and the auditor shall, unless otherwise exempted by the Company, attend either by himself or through his authorised representative, who shall also be qualified to be an auditor, any General meeting and shall have right to be heard at such meeting on any part of the business which concerns him as the auditor.
97. All General Meetings other than the Annual General Meeting shall be called extraordinary General Meetings.
98. The business of an Annual General Meeting shall be the consideration of annual audited financial statements and the reports of the Board of Directors and auditors; the declaration of any dividend; the appointment of Directors in place of those retiring; the appointment of, and the fixing of the remuneration of, the auditors; in the case of any other meeting, all business shall be deemed to be special.
99. No business shall be discussed at any General Meeting except election of a Chairperson while the chair is vacant.
100. (i) The Board may, whenever it thinks fit, call an extraordinary General Meeting.
- (ii) The Board shall on the requisition of such number of Member or Members of the Company as is specified in Section 100 of the Act, forthwith proceed to call an extra-ordinary General Meeting of the Company and in respect

of any such requisition and of any meeting to be called pursuant thereto, all other provisions of Section 100 of the Act shall for the time being apply.

- (iii) A General Meeting of the Company may be convened by giving not less than clear 21 (twenty-one) days' notice either in writing or through electronic mode in such manner as prescribed under the Act, provided that a General Meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by majority in number of members entitled to vote and who represent not less than 95% (ninety-five percent) of such part of the paid-up Share Capital of the Company as gives a right to vote at such General Meeting.
- (iv) Notice of every General Meeting shall be given to the Members and to such other Person or Persons as required by and in accordance with Section 101 and Section 102 of the Act and it shall be served in the manner authorized by Section 20 of the Act.
- (v) A General Meeting may be called after giving shorter notice if consent, in writing or by electronic mode, is accorded thereto in accordance with the provisions of Section 101 of the Act. Provided that where any Member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those Members shall be taken into account for the purposes of this Article in respect of the former resolution or resolutions and not in respect of the latter.
- (vi) Any accidental omission to give notice to, or the non-receipt of such notice by, any Member or other Person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.
- (vii) Subject to the provisions contained under Section 115 of the Act, where, by any provision contained in the Act or in these Articles, special notice is required of any resolution, notice of the intention to move such resolution shall be given to the Company by such number of Members holding not less than one per cent of total voting power or holding Shares on which such aggregate sum not exceeding five lakh rupees, has been paid-up and the Company shall immediately after receipt of the notice, give its members notice of the resolution at least 7 (seven) days before the meeting, exclusive of the day of dispatch of notice and day of the meeting, in the same manner as it gives notice of any General Meetings.

PROCEEDINGS AT SHAREHOLDERS' MEETINGS

- 101. No business shall be transacted at any General Meeting, unless a quorum of Members is present at the time when the meeting proceeds to transact business.
- 102. Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in Section 103 of the Act.
- 103. In the event a quorum as required herein is not present within 30 (thirty) minutes of the appointed time, then subject to the provisions of Section 103 of the Act, the General Meeting shall stand adjourned to the same place and time 7 (seven) days later or to such other date and such other time and place as the Board may determine, provided that the agenda for such adjourned General Meeting shall remain the same. The said General Meeting if called by requisitionists under Section 100 of the Act shall stand cancelled.
- 104. In case of an adjourned meeting or of a change of day, time or place of meeting, the Company shall give not less than 3 (three) days' notice to the Members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the Company is situated.
- 105. The required quorum at any adjourned General Meeting shall be the same as that required at the original General Meeting.
- 106. If at the adjourned meeting also a quorum is not present within 30 (thirty) minutes from the time appointed for holding such meeting, the Members present shall be the quorum and may transact the business for which the meeting was called.
- 107. The Chairperson may, with the consent of Members at any meeting at which a quorum is present, and shall, if so directed at the meeting, adjourn the meeting, from time to time and from place to place.
- 108. No business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.

109. When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
110. 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.
111. Before or on the declaration of the results of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairperson of the meeting on his/ her own motion and shall be ordered to be taken by him/ her on a demand made in accordance with Section 109 of the Act.
112. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.
113. Notwithstanding anything contained elsewhere in these Articles, the Company:
- (i) shall, in respect of such items of business as the Central Government may, by notification, declare or which are under any other applicable Law required to be transacted only by means of postal ballot; and
 - (ii) may, in respect of any item of business, other than ordinary business and any business in respect of which Directors or auditors have a right to be heard at any meeting, transact by means of postal ballot, in such manner as may be prescribed, instead of transacting such business at a General Meeting and any resolution approved by the requisite majority of the Members by means of such postal ballot, shall be deemed to have been duly passed at a General Meeting convened in that behalf and shall have effect accordingly.
114. Directors may attend and speak at General Meetings, whether or not they are Shareholders.
115. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act and the Articles.
116. The Chairperson of the Board of Directors or in his absence the vice-Chairperson of the Board shall, preside as chairperson at every General Meeting, annual or extraordinary.
117. If there is no such Chairperson or if he is not present within 15 (fifteen minutes) after the time appointed for holding the General Meeting or is unwilling to act as the Chairperson of the General Meeting, the Directors present shall elect one of their members to be the Chairperson of the General Meeting.
118. If at any General Meeting no Director is willing to act as the Chairperson or if no Director is present within 15 (fifteen) minutes after the time appointed for holding the General Meeting, the Members present shall choose one of their Members to be the Chairperson of the General Meeting. If a poll is demanded on the election of the Chairperson, it shall be taken forthwith in accordance with the provisions of the Act and the Chairperson elected on show of hands, shall exercise all the powers of the Chairperson under the said provisions. If some other person is elected Chairperson as a result of the poll, he shall be the Chairperson for the rest of the meeting.

VOTES OF MEMBERS

119. Subject to any rights or restrictions for the time being attached to any class or classes of Shares:
- (i) on a show of hands, every Member present in Person shall have 1 (one) vote; and
 - (ii) on a poll, the voting rights of Members shall be in proportion to their Share in the paid-up Share Capital.
120. The Chairperson shall not have a second or casting vote in the event of an equality of votes at General Meetings of the Company.
121. At any General Meeting, a resolution put to vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the voting on any resolution on show of hands) demanded by any Member or Members present in Person or by proxy, and having not less than one-tenth of the total voting power or holding Shares on which an aggregate sum of not less than Rs. 5,00,000 (Rupees five lakh) or such higher amount as may be prescribed has been paid up.

122. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
123. A Member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.
124. In case of joint holders, the vote of the senior who tenders a vote, whether in Person or proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names are stated in the register of Members of the Company.
125. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction, 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.
126. No Member shall be entitled to exercise any voting rights either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any Shares registered in his/ her name on which any calls or other sums presently payable by him in respect of Shares in the Company have not been paid.
127. No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such General Meeting and whether given personally or by proxy or otherwise shall be deemed valid for all purpose. Any such objection made in due time shall be referred to the Chairperson of the General Meeting whose decision shall be final and conclusive.
128. A declaration by the Chairperson of the meeting of the passing of a resolution or otherwise by show of hands and an entry to that effect in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.
129. Any poll duly demanded on the question of adjournment shall be taken forthwith. A poll demanded on any other question (not being a question relating to the election of a Chairperson or adjournment of the meeting) shall be taken at such time not exceeding 48 hours from the time when the demand was made, as the Chairperson may direct.
130. The Chairperson of a General Meeting, may with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
131. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question of which a poll has been demanded.
132. Where a poll is to be taken, the Chairperson of the meeting shall appoint two scrutinisers to scrutinise the votes given on the poll and to report thereon to him/ her in accordance with Section 109 of the Act.
133. The Chairperson shall have power, at any time before the result of the poll is declared to remove a scrutiniser from office and to fill vacancies in the office of scrutiniser arising from such removal or from any other cause.
134. Of the two scrutinisers, one shall always be a Member (not being an officer or employee of the Company) present at the meeting, provided such a Member is available and willing to be appointed.
135. The Chairperson of the meeting shall have power to regulate the manner in which a poll shall be taken.
136. The result of the poll shall be deemed to be decision of the meeting on the resolution on which the poll was taken.
137. The Chairperson of any meeting shall be the sole judge of the validity of every vote tendered at such meeting.
138. On a poll taken at meeting of the Company, a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.
139. Where a resolution is passed at an adjourned meeting of the Company, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.
140. At every Annual General Meeting of the Company, there shall be laid on the table the Directors' report, audited statements of accounts, auditor's report (if not already, incorporated in the audited statements of accounts), the proxy register with proxies and the register of Directors' holdings.

PROXY

141. Subject to the provisions of the Act and these Articles, any Member of the Company entitled to attend and vote at a General Meeting of the Company shall be entitled to appoint a proxy to attend and vote instead of himself and the proxy so appointed shall have no right to speak at the meeting.
142. The proxy shall not be entitled to vote except on a poll.
143. 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 not less than 48 (forty eight) 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 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
144. An instrument appointing a proxy shall be in the form as prescribed under the Act and the rules framed thereunder.
145. 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 the adjourned meeting at which the proxy is used.

DIRECTORS

146. The business of the Company shall be managed by the Directors who may pay all expenses incurred in setting up and registering the Company and may exercise all such powers of the Company as are not restricted by the Act or by these Articles.
147. Subject to the provisions of the Act, the number of Directors shall not be less than 3 (three) and more than 15 (fifteen), provided that the Company may appoint more than 15 (fifteen) directors after passing a Special Resolution. At least one Director shall reside in India for a total period of not less than 182 (one hundred and eighty-two) days in each financial year.
148. The Directors need not hold any qualification Shares in the Company.
149. Subject to Applicable Law, the Board shall comprise of such number of Directors as the Investor and the Promoters may mutually agree from time to time. The Composition of the Board on and from the Transaction Date shall be as follows:
- a. the Promoters shall be entitled to nominate up to 3 (three) Directors (“Promoter Directors”); and
 - b. the Investor shall be entitled to nominate 1 (one) Director (“Investor Director”).
150. Subject to the provisions of the Act, each Director shall be paid sitting fees for each meeting of the Board or a Committee thereof attended by him, subject to the ceiling prescribed under the Act.
151. The Directors may also be paid travelling and other expenses for attending and returning from meeting of the Board of Directors (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the Company. The Directors may also be remunerated for any extra services done by them outside their ordinary duties as Directors, subject to the provisions of Section 197 of the Act.
152. Subject to the applicable provisions of the Act, if any Director, being willing shall be called upon to perform extra services for the purposes of the Company, the Company shall remunerate such Director by such fixed sum or percentage of profits or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration provided above.
153. Subject to the provisions of Section 197 and the other applicable provisions of the Act, the remuneration of Directors may be fixed at a particular sum or a percentage of the net profits or partly by one way and partly by the other.

154. In the event that a Director is absent for a continuous period of not less than 3 (three) months from India (an “Original Director”), subject to these Articles, the Board may appoint another Director (an “Alternate Director”), not being a person holding any alternate directorship for any other Director or holding directorship in the Company, for and in place of the Original Director. The Alternate Director shall be entitled to receive notice of all meetings and to attend and vote at such meetings in place of the Original Director and generally to perform all functions of the Original Director in the Original Director’s absence. No Person shall be appointed as an Alternate Director to an Independent Director unless such Person is qualified to be appointed as an Independent Director of the Company. Any Person so appointed as Alternate Director shall not hold office for a period longer than that permissible to the Original Director and shall vacate the office if and when the Original Director returns to India.
155. The office of a Director shall automatically become vacant, if he is disqualified under any of the provisions of the Act. Further, subject to the provisions of the Act, a Director may resign from his office at any time by giving a notice in writing to the Company and the Board shall on receipt of such notice take note of the same and the Company shall intimate the Registrar and also place the fact of such resignation in the report of Directors laid in the immediately following General Meeting. Such Director may also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within 30 (thirty) days of resignation. The resignation of a Director shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the Director in the notice, whichever is later.
156. Subject to Section 152 of the Act and Companies (Appointment and Qualification of Directors) Rules 2014, two-thirds of the total number of Directors of the Company shall be persons whose period of office is liable to determination by retirement of directors by rotation. Provided that Directors appointed as Independent Director(s) under these Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the “total number of Directors under this Article.
157. At the Annual General Meeting of the Company to be held in every year, one third of the Directors as are liable to retire by rotation for the time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office in the manner prescribed under the Act and the Rules, and they will be eligible for re-election.
158. At any Annual General Meeting at which a Director retires, the Company may fill up the vacancy by appointing the retiring Director who is eligible for re-election or some other Person if a notice for the said purpose has been left at the office of the Company in accordance with the provisions of the Act.
159. No Person shall be appointed as a Director unless he furnishes to the Company his Director Identification Number under Section 154 of the Act or any other number as may be prescribed under Section 153 of the Act and a declaration that he is not disqualified to become a Director under the Act.
160. No Person appointed as a Director shall act as a Director unless he gives his consent to hold the office as a Director and such consent has been filed with the Registrar within 30 (thirty) days of his appointment in the manner prescribed in the Act.
161. Subject to the provisions of the Act, the Directors shall have the power, at any time and from time to time to appoint any Persons as Additional Director in addition to the existing Directors so that the total number of Directors shall not at any time exceed the number fixed for Directors in these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, but shall be eligible for re-appointment as Director.
162. The Company, may by Ordinary Resolution, of which special notice has been given in accordance with the Section 169 of the Act, remove any Director including the managing director, if any, before the expiration of the period of his office. Notwithstanding anything contained in these Articles or in any agreement between the Company and such Director, such removal shall be without prejudice to any contract of service between him and the Company.
163. If the office of any Director appointed by the Company in General Meeting, is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled up by the Board at a meeting of the Board but any Person so appointed shall retain his office so long only as the vacating Director would have retained the same if such vacancy had not occurred.
164. In the event of the Company borrowing any money from any financial corporation or institution or government or any government body or a collaborator, bank, Person or Persons or from any other source, while any money remains due to them or any of them the lender concerned may have and may exercise the right and power to appoint, from time to time,

any Person or Persons to be a Director or Directors of the Company and the Directors so appointed, shall not be liable to retire by rotation, subject however, to the limits prescribed by the Act. Any Person so appointed may at any time be removed from the office by the appointing authority who may from the time of such removal or in case of death or resignation of Person, appoint any other or others in his place. Any such appointment or removal shall be in writing, signed by the appointee and served on the Company. Such Director need not hold any qualification Shares.

165. The Company may, subject to the provisions of the Act and the Law, take and maintain any insurance as the Board may think fit on behalf of its present and/ or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly or reasonably.

MANAGING DIRECTOR OR WHOLE TIME DIRECTOR

166. The Board may, from time to time, subject to Section 196 and other applicable provisions of the Act, appoint one or more of their body to the office of the managing director or whole time Director for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.

The Directors may elect one of themselves to the office of the Chairman of the Board and the same person may also be appointed / continue as Managing Director of the Company and in such situations, such person may be designated as the Chairman of the Company.

167. Subject to the provisions of any contract between him and the Company, the managing director/ whole- time director, shall be subject to the same provisions as to resignation and removal as the other Directors and his appointment shall automatically terminate if he ceases to be a Director.
168. Subject to the provisions of the Act and any other applicable Law, a managing director or whole time director may be paid such remuneration (whether by way of salary, commission or participation in profits or partly in one way and party in other) as the Board may determine, subject to the approval of the Shareholders.
169. The Board, subject to Section 179 and any other applicable provisions of the Act, may entrust to and confer upon a managing director or whole time director any of the powers exercisable by them upon such terms and conditions and with such transfers, as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers.

MEETINGS OF THE BOARD

170. The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit, subject to the provisions of the Act and other applicable Law.
171. A Director may, and the manager or the Secretary of the Company upon the requisition of a Director shall, at any time convene a meeting of the Board, subject to the provisions of the Act.
172. Subject to the provisions the Act, the Board shall meet at least 4 (four) times in a year in such a manner that not more than 120 (one hundred and twenty) days shall intervene between 2 (two) consecutive meetings of the Board.
173. The quorum for the meeting of the Board shall be one third of its total strength or 2 (two) Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio- visual means shall also be counted for the purpose of quorum. Provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength of the Board, the number of remaining Directors, that is to say the number of Directors who are not interested and present at the meeting being not less than 2 (two), shall be the quorum during such time.
174. 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.

175. If quorum is found to be not present within 30 (thirty) minutes from the time when the meeting should have begun or if during the meeting, valid quorum no longer exists, the meeting shall be reconvened at the same time and at the same place 7 (seven) days later. At the reconvened meeting, the Directors present and not being less than 2 (two) Persons shall constitute the quorum and may transact the business for which the meeting was called and any resolution duly passed at such meeting shall be valid and binding on the Company.
176. Subject to the provisions of the Act allowing for shorter notice periods, a meeting of the Board shall be convened by giving not less than 7 (seven) days' notice in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means.
177. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
178. The Board may elect a Chairperson for its meetings and determine the period for which he is to hold office. The Board may likewise appoint a vice-chairman of the Board of Directors to preside over the meeting at which the chairman shall not be present. If at any meeting the Chairperson is not present within 5 (five) minutes after the time appointed for holding the meeting, the Directors present may choose one of their member to be Chairperson of the meeting.
179. In case of equality of votes, the Chairperson and the vice-Chairperson of the Board shall decide unanimously at Board meetings of the Company.
180. 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.
181. 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 and applicable Laws. The quorum for any meeting of the committee shall be two members, unless otherwise required by the Act or applicable SEBI Regulations or by the Board.
182. A committee may elect a Chairperson of its meetings and may also determine the period for which he is to hold office. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 5 (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.
183. A committee may meet and adjourn as it thinks fit.
184. Questions arising at any meeting of a committee shall be determined by a majority of votes of the Directors present. The chairperson of the committee, if any, shall not have any second or casting vote.
185. Subject to these Articles and Sections 175, 179 and other applicable provisions of the Act, a circular resolution in writing, executed by or on behalf of a majority of the Directors or members of the Committee, shall constitute a valid decision of the Board or committee thereof, as the case may be, provided that a draft of such resolution together with the information required to make a fully-informed good faith decision with respect to such resolution and appropriate documents required to evidence passage of such resolution, if any, was sent to all of the Directors or members of the committee (as the case may be) at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed under the Act, and has been approved by a majority of the Directors or members who are entitled to vote on the resolution. Such circular resolution shall be placed for noting at the immediately succeeding meeting of the Board/committee, as the case may be.
186. 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 his appointment was invalid by reason of any defect for disqualification or had terminated by virtue of any provisions contained in the Act, or in these Articles, be as valid as if every such Director or such Person had been duly appointed and was qualified to be a Director.
187. Subject to the provisions of the Act, no Director shall be disqualified by his office from contracting with the Company, nor shall any such contract entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director contracting or being so interested be liable to account to the Company for any profit realized by any such contract by reason only of such Director holding that office or of the fiduciary relations thereby established; provided that every Director who is in any way whether directly or indirectly concerned or interested in a contract or arrangement, entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board and shall not participate in such meeting as required under Section 184 and

other applicable provisions of the Act, and his presence shall not count for the purposes of forming a quorum at the time of such discussion or vote.

POWERS OF THE DIRECTORS

188. The Directors shall have powers for the engagement and dismissal of managers, engineers, clerks and assistants and shall have power of general directions, management and superintendence of the business of the Company with full power or do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company and to make and sign all such contracts, and other government papers and instruments that shall be necessary, proper or expedient, for the authority and direction of the Company except only such of them as by the Act or by these Articles are expressly directed to be exercised by the Members in the General Meeting.
189. Subject to Section 179 of the Act, the Directors shall have the right to delegate any of their powers covered under Section 179(3)(d) to Section 179(3)(f) to any committee of the Board, managers, or any other principal officer of the Company as they may deem fit and may at their own discretion revoke such powers.
190. The Board of Directors shall, or shall authorize Persons in their behalf, to make necessary filings with governmental authorities in accordance with the Act and other applicable Law, as may be required from time to time.
191. Subject to the provisions of the Act and these Articles, the Board shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorized to exercise and do; provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act, or any other statute or by the Memorandum or by these Articles or otherwise, to be exercised or done by the Company in a General Meeting; provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of the Company or in these Articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in General Meeting, but no regulation made by the Company in General meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
192. Subject to the provisions of the Act and the and any other applicable Law for the time being in force, the Directors shall have the power, from time to time and at their discretion, to borrow, raise or secure the payment of any sum of money for and on behalf of the Company in such manner and upon such terms and conditions in all respects as they think fit and through the issue of Debentures or bonds of the Company or by mortgage or charge upon all or any of the properties of the Company both present and future including its uncalled capital then available.
193. The Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies and bills or may authorise any other Person or Persons to exercise such powers.
194. All acts done by any meeting of the Board or by a committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director. Provided nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.
195. Subject to the provisions of the Act, the Board may appoint KMPs, for such term, at such remuneration and upon such conditions as it may think fit; and any such KMP so appointed may be removed by means of a resolution of the Board. Any Director of the Company may be appointed as a KMP.

BORROWING POWERS

196. Subject to the provisions of the Act, the Board may from time to time, at their discretion raise or borrow or secure the payment of any sum or sums of money for and on behalf of the Company. Any such money may be raised or the payment or repayment thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable Debentures of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and Securities of the Company or by other means as the Board deems expedient.
197. The Board of Directors shall not except with the consent of the Company by way of a Special Resolution, borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up Share Capital, free reserves and securities premium of the Company.

DIVIDEND AND RESERVES

198. The Company in a General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
199. Subject to the provisions of the Act, 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.
200. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares of the Company) as the Board may, from time to time, think fit. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
201. 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.
202. No amount paid or credited as paid on a Share in advance of calls shall be treated for the purpose of these Articles as paid on the Share.
203. 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.
204. 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.
205. Any dividend, interest or other monies payable in cash in respect of Shares may be paid by electronic mode or by cheque, demand draft 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 of the Company, or to such Person and to such address as the holder or joint holders may in writing direct.
206. Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent.
207. Any one of two or more joint holders of a Share may give effectual receipts for any dividends, bonuses or other payments in respect of such Share.
208. Notice of any dividend, whether interim or otherwise, that may have been declared shall be given to the Persons entitled to Share therein in the manner mentioned in the Act.
209. No dividend shall bear interest against the Company.

210. A Shareholder can waive/ forgo the right to receive the dividend (either final and/ or interim) to which he is entitled, on some or all the equity Shares held by him in the Company. However, the Shareholder cannot waive/ forgo the right to receive the dividend (either final and/ or interim) for a part of percentage of dividend on Share(s).
211. Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration to any Shareholder entitled to the payment of the dividend, the Company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the 'Unpaid Dividend Account'.
212. Any money transferred to the 'Unpaid Dividend Account' of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company along with the interest accrued, if any, to the Fund known as Investor Education and Protection Fund established under section 125 of the Act. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.
213. All Shares in respect of which the Dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund along with a statement containing such details as may be prescribed. Provided that any claimant of Shares so transferred shall be entitled to claim the transfer of Shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be prescribed.
214. The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid or unclaimed with the Company.

INSPECTION OF ACCOUNTS

215. (i) The Board shall cause proper books of account to be maintained under Section 128 and other applicable provisions of the Act.
- (ii) The Board shall, from time to time, in accordance with the Act, determine whether and to what extent and at what times and places and under what conditions or regulations all books of the Company or any of them, shall be open to the inspection of Members not being Directors.
- (iii) No Member (not being a Director) or other Person shall have any right of inspecting any account book or document of the Company except as conferred by Law or authorised by the Board or by the Company in General Meetings.
- (iv) Each Director shall be entitled to examine the books, accounts and records of the Company, and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the Company.

SECRECY

216. Every manager, auditor, trustee, member of a Committee, officer, servant, agent, accountant or other Persons employed in the business of the Company shall, if so required by the Board, before entering upon the duties, sign a declaration pledging himself to observe strict secrecy respecting all bona fide transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by any General Meeting or by the Law of the country and except so far as may be necessary in order to comply with any of the provisions in these Articles and the provisions of the Act.

WINDING UP

217. The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016, as amended. (to the extent applicable).

THE SEAL

- (i) The Board shall provide for the safe custody of the Seal of the Company.
- (ii) The Seal shall not be affixed to any instrument except by the authority of resolution of the Board or a committee of the Board authorised by it in that behalf, and except in the presence of at least 1 (one) Director or Company Secretary or any other official of the Company as the Board may decide and that 1 (one) Director or Company Secretary or such official shall sign every instrument to which the Seal of the Company is so affixed in their presence. The Share certificates will, however, be signed and sealed in accordance with Rule 5 of the Companies (Share Capital and Debentures) Rules, 2014, as amended.

AUDIT

- 218. Subject to the provisions of the Act, the Company shall appoint an auditor at an Annual General Meeting to hold office from the conclusion of that Annual General Meeting until the conclusion of the sixth Annual General Meeting from such Annual General Meeting, and every auditor so appointed shall be informed of his appointment within 15 days.
- 219. The Directors may fill up any casual vacancy in the office of the auditors within 30 (thirty) days subject to the provisions of Section 139 and 140 of the Act and the rules framed thereunder.
- 220. The remuneration of the auditors shall be fixed by the Company in the Annual General Meeting or in such manner as the Company may in the General Meeting determine.

GENERAL AUTHORITY

- 221. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company cannot carry out any transaction unless the Company is so authorized by its Articles then in that case, these Articles hereby authorize and empower the Company to have such rights, privilege or authority and to carry out such transaction as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

INDEMNITY

- 222. 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 National Company Law Tribunal.

SECTION XI - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus to be delivered to the RoC for filing and also the documents for inspection referred to hereunder, may be inspected at the Registered office: GAT No. 565, Behind Namu Marble & Timbers At Post Velu, Tal. Bhor, Pune- 412205.

From the date of filing this Red Herring Prospectus with the Stock Exchange to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

MATERIAL CONTRACTS

1. Issue Agreement dated March 29, 2024 between our company and the Book Running Lead Manager.
2. Agreement dated March 26, 2024 between our company and the Registrar to the Issue.
3. Public Issue Agreement dated August 29, 2024 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 August 27, 2024 between our company and the Underwriters.
5. Market making Agreement dated August 27, 2024 between our company, the Book Running Lead Manager and the Market Maker.
6. Tripartite Agreement dated December 15, 2021 between NSDL, our Company and Registrar to the Issue; and
7. Tripartite Agreement dated March 20, 2024 between CDSL, our Company and Registrar to the Issue.

MATERIAL DOCUMENTS FOR THE ISSUE

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated March 23, 2024 in relation to the Issue and other related matters
3. Shareholders' resolution dated March 26, 2024 in relation to the Issue and other related matters
4. Consents of entities related to the issue to act in their respective capacities and be named in the Issue Document.
5. Peer Review Auditors Report dated September 11, 2024 on Restated Financial Statements of our Company for the period ended 31st March 2024, 31st March 2023 and 31st March 2022.
6. The Report dated September 12, 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 Prospectus.
7. The Report dated September 11, 2024 by Legal Advisor to the Company confirming status of Outstanding Litigation and Material Development.
8. The Search cum Due Diligence Report dated September 13, 2024 by Secretarial Advisor to the Company.
9. Due Diligence Certificate from Book Running Lead Manager dated September 17, 2024 addressing NSE
10. Copy of approval from NSE vide letter dated August 7, 2024 to use the name of NSE EMERGE in this offer document for listing of Equity Shares on the SME Platform of NSE.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, without reference to the shareholder's subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements made in this Red Herring Prospectus are true and correct.

Nimesh Rameshchandra Desai
Managing Director
Date: September 17, 2024
Place: Pune

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements made in this Red Herring Prospectus are true and correct.

Kalpana Nimesh Desai
Director
Date: September 17, 2024
Place: Pune

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements made in this Red Herring Prospectus are true and correct.

Manish Gupta
Independent Director
Date: September 17, 2024
Place: Pune

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements made in this Red Herring Prospectus are true and correct.

Haridas Nilkanth Bhabad
Independent Director
Date: September 17, 2024
Place: Pune

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements made in this Red Herring Prospectus are true and correct.

Sandip Dattatraya Shinde
Chief Financial Officer
Date: September 17, 2024
Place: Pune

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements made in this Red Herring Prospectus are true and correct.

Pratiksha Kumbhare
Company Secretary and Compliance Officer
Date: September 17, 2024
Place: Pune