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**PLAZA WIRES LIMITED**  
**CORPORATE IDENTITY NUMBER: U31300DL2006PLC152344**

REGISTERED OFFICE		CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE	
A-74 Okhla Industrial Area, Phase-2 New Delhi South Delhi DL 110020, India		Bhavika Kapil, Company Secretary and Compliance Officer	<b>E-mail:</b> compliance@plazawires.in <b>Tel:</b> 011-66369696	www.plazawires.in	
<b>OUR PROMOTERS: SANJAY GUPTA AND SONIA GUPTA</b>					
<b>DETAILS OF THE PUBLIC ISSUE</b>					
TYPE	FRESH ISSUE SIZE	TOTAL ISSUE SIZE	ELIGIBILITY		
Fresh Issue	Fresh Issue of up to Equity Shares aggregating up to ₹ [●] million	Up to ₹ [●] million	This Issue is being made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations. For details, see “Issue Procedure” on page 310.		
<b>RISKS IN RELATION TO THE FIRST ISSUE</b>					
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 each. The Issue Price, Floor Price and Price Band (as 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 by way of the Book Building Process, as stated in ‘Basis for Issue Price’ on page 95 should not be considered to be indication of the market price of the Equity Shares after the Equity Shares listed should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.					
<b>GENERAL RISKS</b>					
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 26.					
<b>ISSUER’S ABSOLUTE RESPONSIBILITY</b>					
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.					
<b>LISTING</b>					
The Equity Shares once offered through the Red Herring Prospectus are proposed to be listed on BSE Ltd. (“BSE”) and the National Stock Exchange of India Limited (“NSE”, and together with BSE, the “Stock Exchanges”). For the purposes of the Issue, [●] shall be the Designated Stock Exchange.					
<b>BOOK RUNNING LEAD MANAGER</b>					
Name of Book Running Lead Manager and logo	Contact person	Email and Telephone			
 Pantomath Capital Advisors Private Limited	Punam Thadeshwar	<b>Email:</b> ipo@pantomathgroup.com <b>Tel:</b> +91 22 6194 6700			
<b>REGISTRAR TO THE ISSUE</b>					
Name of Registrar	Contact Person	Email and Telephone			
KFin Technologies Limited	M Murali Krishna	<b>Email:</b> plazawires.ipo@kfintech.com <b>Tel:</b> 40 6716 2222			
<b>BID/ ISSUE PERIOD</b>					
ANCHOR INVESTOR BID/ ISSUE PERIOD	[●]*	BID/ ISSUE OPENS ON	[●]**	BID/ ISSUE CLOSES ON	[●]**

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

\*\*Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs 1 (one) Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.



## PLAZA WIRES LIMITED

Our Company was originally incorporated as 'Navratna Wires Private Limited' as a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated August 23, 2006 issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Pursuant to a special resolution passed by the shareholders of our Company at the extra-ordinary general meeting held on October 10, 2007, the name of our Company was changed to Plaza General Cable Wire Private Limited and a fresh certificate of incorporation dated October 26, 2007 was issued to our Company by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Pursuant to a special resolution passed by the shareholders of our Company on December 26, 2008, the name of our Company was changed to 'Plaza Wires Private Limited', and a fresh Certificate of Incorporation reflecting the new name was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana on February 06, 2009. Thereafter, our Company was converted to a public limited company, pursuant to a special resolution passed by our shareholders on December 29, 2021 and the name of our Company was changed to 'Plaza Wires Limited' and a fresh certificate of incorporation dated March 10, 2022 was issued to our Company by the Registrar of Companies, Delhi. For details in relation to change in the address of the registered office of our Company, see "History and Certain Corporate Matters" on page 150

**Registered Office:** A-74 Okhla Industrial Area, Phase-2 New Delhi, South Delhi, 110020, India; **Tel:** 011-66369696

**Contact Person:** Bhavika Kapil, Company Secretary and Compliance Officer; **E-mail:** compliance@plazawires.in

**Website:** www.plazawires.in **Corporate Identity Number:** U31300DL2006PLC152344

### OUR PROMOTERS: SANJAY GUPTA AND SONIA GUPTA

**INITIAL PUBLIC OFFERING OF UP TO 1,64,52,000\* EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF PLAZA WIRES LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹ [●] MILLION ("THE ISSUE"). THE ISSUE WILL CONSTITUTE [●] % OF OUR POST-ISSUE PAID-UP EQUITY SHARE CAPITAL.**

**OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER, MAY CONSIDER A PRE-IPO PLACEMENT OF ITS EQUITY SHARES, FOR CASH CONSIDERATION ("PRE-IPO PLACEMENT") PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE RoC SUBJECT TO RECEIPT OF REQUISITE APPROVALS. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER. IF THE PRE-IPO PLACEMENT IS UNDERTAKEN, THE NUMBER OF EQUITY SHARES ISSUED PURSUANT TO THE PRE-IPO PLACEMENT SHALL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED ("SCRR").**

**THE FACE VALUE OF THE EQUITY SHARES IS ₹10 EACH AND THE ISSUE PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, HINDI BEING THE REGIONAL LANGUAGE OF DELHI WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST 2 (TWO) WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE, AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").**

In case of any revision in the Price Band, the Bid/ Issue Period will be extended by at least 3 (three) additional Working Days after such revision in the Price Band, subject to the Bid/ Issue Period not exceeding 10 (ten) 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 3 (three) Working Days, subject to the Bid/ Issue Period not exceeding 10 (ten) 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 public notice, 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 in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"). This Issue is being made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Issue shall be allotted on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company may in consultation with the BRLM allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (the "Net QIB Portion"). Further, 5% of the QIB Portion (excluding Anchor Investor Portion) (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 (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not more than 15% of the Issue shall be available for allocation to Non-Institutional Bidders, out of which a) one third of such portion shall be reserved for applicants with application size of more than ₹ 0.2 million and up to ₹ 1.0 million and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹ 1.0 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not more than 10% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. If at least 75% of the Issue cannot be Allotted to QIBs, then the entire application money shall be refunded forthwith. All Bidders, other than Anchor Investors, are required to participate in the Issue by mandatorily utilising the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) and UPI ID in case of RIBs using the UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or by the Sponsor Banks under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For further details, see "Issue Procedure" on page 310

### RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of the 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 each. The Issue Price, Floor Price and Price Band (as 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 by way of the Book Building Process, as stated in 'Basis for Issue Price' on page 95 should not be considered to be indication of the market price of the Equity Shares after the Equity Shares listed should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in 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 Issuer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 26.

### ISSUER'S ABSOLUTE RESPONSIBILITY

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

### LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Issue, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/ Issue Closing Date, see "Material Contracts and Documents for Inspection" on page 340.

### BOOK RUNNING LEAD MANAGER

### REGISTRAR TO THE ISSUE



#### Pantomath Capital Advisors Private Limited

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Bandra Kurla Complex, Bandra (East), Mumbai 400 051

Tel: +91 22 61946724

Email: ipo@pantomathgroup.com

Investor Grievance Email: ipo@pantomathgroup.com

Website: www.pantomathgroup.com

Contact Person: Punam Thadeshwar

SEBI Registration No: INM000012110

#### Kfin Technologies Limited

Selenium Tower-B, Plot No.31 & 32, Gachibowli,

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Tel: 40 6716 2222

Email: plazawires.ipo@kfintech.com

Investor Grievance Email: einward.ris@kfintech.com

Website: www.kfintech.com

Contact Person: M Murali Krishna

SEBI Registration Number: INR000000221

### BID / ISSUE PROGRAMME

**BID / ISSUE OPENS ON**

[●]\*

**BID / ISSUE CLOSES ON**

[●]\*\*

\*Subject to finalization of the Basis of Allotment

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

\*\*Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs 1(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**

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, Act, regulation, rules, guidelines or our Articles of Association, Memorandum of Association, policies shall be to such legislation, Act or regulation, as amended from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

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

Notwithstanding the foregoing, terms used in “Statement of Special Tax Benefits”, “Restated Financial Statements”, “Main Provisions of Articles of Association”, “Outstanding Litigations and Material Developments” and “Key Regulations and Policies in India, “Industry Overview”, “Basis for Issue Price” and “Our Business” beginning on pages 98, 178, 331, 257, 142, 100, 95, 123, respectively, shall have the meaning ascribed to such terms in these respective sections.

**General Terms**

Term	Description
“Plaza Wires Limited” or “PWL” or “our Company” or “the Company” or “the Issuer”	Plaza Wires Limited incorporated under the Companies Act, 1956
“we” or “us” or “our”	Unless the context otherwise indicates or implies, refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Issue.

**Company Related Terms**

Term	Description
“Articles of Association” or “AoA”	Articles of association of our Company, as amended.
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.
“Auditors” or “Statutory Auditors”	Statutory auditors of our Company, namely, M/s. Shailendra Goel & Associates.
Board/Board of Directors/ our Board	The Board of Directors of our Company unless otherwise specified or any committee constituted thereof.
CFO	Chief Financial Officer of our Company being Mr. Ajay Batla.
Chairman	The Chairman of Board of Directors, being Mr. Sanjay Gupta.
Company Secretary and Compliance Officer	Company Secretary and Compliance Officer of our Company being Ms. Bhavika Kapil.
Corporate Social Responsibility Committee” or “CSR Committee”	Corporate social responsibility committee of our Board, as described in “Our Management – Committees of the Board” beginning on page 155.
Director(s)	Director(s) on the Board.
Equity Shares	Equity shares of our Company of face value of ₹ 10/- each unless otherwise specified in the context thereof.
“Executive Director” or “Whole-time Director”	A whole-time director / executive director of our Company. For further details, see “Our Management” beginning on page 155
Existing Manufacturing Unit	Existing manufacturing unit located at Khasra No. 923/56, 923/58, 874/49/1

	Katha Baddi, District -Solan, Himachal Pradesh-173205, India
Group Company(ies)	Group company(ies) of our Company, identified in terms of SEBI ICDR Regulations. For details of our Group Companies, see “ <i>Our Group Companies</i> ” beginning on 174.
Independent Directors	Independent Directors on our Board, who are eligible to be appointed as independent directors under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. For details of the Independent Directors, see “ <i>Our Management</i> ” beginning on page 155.
IPO Committee	The IPO committee constituted by our Board on March 19, 2022.
ISIN	International Securities Identification Number. In this case being: INE0INJ01017.
Key Managerial Personnel (KMP)	Key managerial personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI ICDR Regulations as disclosed in “ <i>Our Management</i> ” beginning on page 155.
MD or Managing Director	The managing director of our Company, Mr. Sanjay Gupta.
Materiality Policy	The policy adopted by our Board pursuant to its resolution dated March 19, 2022 for identification of: (a) material outstanding litigations; (b) Group Company (ies); and (c) material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations and for the purpose of disclosure in the Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus.
MOA/ Memorandum/ “Memorandum of Association” or “MoA”	The Memorandum of Association of our Company, as amended.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in “ <i>Our Management</i> ” beginning on page 155.
Non-Executive Director	A Director not being an Executive Director.
Promoter(s)	Unless the context otherwise requires, refers to Mr. Sanjay Gupta and Mrs. Sonia Gupta.
Promoter Group	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in “ <i>Our Promoters and Promoter Group</i> ” beginning on page 170.
Proposed Manufacturing Unit	Proposed manufacturing unit located at Khewat/ Khatuni no.99/102, and Khasra no.78/2, Kitat-(1), (Hadbast no.-197), Revenue Village, Damowala, Tehsil-Baddi, District-Solan, Himachal Pradesh, India.
Registered Office	The registered office of our Company situated at A-74, Okhla Industrial Area Phase-II, New Delhi-110020, (India).
Registrar of Companies or RoC	Registrar of Companies, Delhi.
Restated Financial Statements	Our Restated summary statements of assets and liabilities as at December 31, 2021, March 31, 2021, March 31, 2020 and March 31, 2019, and the restated summary statements of profit and loss (including other comprehensive income), cash flows and changes in equity for the nine month period ended December 31, 2021, and for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 , together with the summary statement of significant accounting policies, and other explanatory information prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, SEBI ICDR Regulations and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by ICAI, as amended from time to time.
Resurgent India Research Report	Research report titled “Cables and Wires Industry” dated March 2022 prepared by Resurgent India Limited, which is exclusively prepared for the purpose of the Issue, and is commissioned and paid for, by our Company. The said report is available on the website of the Company at <a href="http://www.plazawires.in">www.plazawires.in</a> .
Shareholders	The equity shareholders of our Company whose names are entered into (i)

	the register of members of our Company; or (ii) the records of a depository as a beneficial owner of Equity Shares.
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board, as described in "Our Management" beginning on page 155.
TEV Report	The report entitled "Techno Economic Viability Report" dated April 15, 2022, prepared by Dun and Bradstreet.

### Issue Related Terms

Term	Description
Abridged Prospectus	Abridged Prospectus means a memorandum containing salient features of a prospectus as may be specified by the SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
Allot / Allotment /Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares 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	A successful Bidder to whom the Equity Shares are Allotted.
Anchor Investor	A QIB, who applied under the Anchor Investor Portion with a minimum Bid of Rs 100 million in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus.
Anchor Escrow Account / Escrow Account(s)	Account opened with Anchor Escrow Bank for the Issue and in whose favour the Anchor Investors will transfer money through direct credit or NEFT or RTGS in respect of the Bid Amount when submitting a Bid.
Anchor Investor Allocation Price	The price at which the Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and Prospectus, which will be decided by our Company, in consultation with the BRLM, during the Anchor Investor Bidding Date.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus.
Anchor Investor Bid/Issue Period	[●] being 1 (one) Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors were submitted, and allocation to Anchor Investors was completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the BRLM.
Anchor Investor Pay-in Date	With respect to the Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, a date not later than 2 (two) Working Days after the Bid/ Issue Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the BRLM, to the Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
"Application Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders to make a Bid by authorizing an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using UPI, where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism.

ASBA Account	A bank account maintained with an SCSB and specified in the Bid cum Application Form which will be blocked by such SCSB to the extent of the appropriate Bid Amount in relation to a Bid by a Bidder (other than a Bid by an Anchor Investor) and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked upon acceptance of a UPI Mandate Request made by UPI Bidders using the UPI Mechanism.
ASBA Bidders	All Bidders except Anchor Investors.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus.
Banker(s) to the Issue	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Public Issue Account Bank(s) and Sponsor Bank.
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Issue, as described in “ <i>Issue Procedure</i> ” beginning on page 310
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 Bid/Issue Period by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations. The term “Bidding” shall be construed accordingly.
Bid Amount	The highest value of the optional Bids as indicated in the Bid cum Application Form and payable by the Bidder or as blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid in the Issue.
Bid cum Application Form	The form in terms of which the Bidder shall make a Bid and which shall be considered as the application for the Allotment pursuant to the terms of the Red Herring Prospectus, including ASBA Form
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 [●], which shall be notified in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] and New Delhi editions of the Hindi daily newspaper [●] (Hindi being the regional language of Delhi, where our Registered Office is located).  In case of any revisions, the extended Bid/ Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank
Bid/Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●]
Bid/Issue Period	Except in relation to the 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.
Bidder / Investor	Any prospective investor who made a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, and includes an Anchor Investor.
Bidding Centers	Centers at which the Designated Intermediaries accepted the Bid cum Application Forms, being the Designated SCSB Branch for SCSBs, Specified Locations for the Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for CRTAs and Designated CDP Locations for CDPs.
Book Building Process	The book building process as described 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, Pantomath Capital Advisors Private Limited, SEBI registered Category – I Merchant Banker.
Broker Centers	Broker centers of the Registered Brokers, where Bidders (other than Anchor Investors) submitted the ASBA Forms. The details of such Broker centers, along with the names and contact details of the Registered Brokers are available on the website of the Stock Exchanges at <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> .
“CAN” or “Confirmation of Allocation Note”	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Issue Period.
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price will not be finalized and above which no Bids will be accepted, including any revisions thereof provided that the Cap Price shall be at least 105% of the Floor Price.
Cash Escrow and Sponsor Bank Agreement	Agreement dated [●] entered into by our Company, the Registrar to the Issue, the BRLM, the Syndicate Member, and the Bankers to the Issue for collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account and where applicable, refund of the amounts collected from Bidders, on the terms and conditions thereof.
Client ID	Client identification number maintained with one of the Depositories in relation to demat account.
“Collecting Depository Participant” or “CDP”	A depository participant, as defined under the Depositories Act, 1996 and registered under Section 12 (1A) of the SEBI Act and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR /CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Compliance Officer	The Company Secretary of our Company, Ms. Bhavika Kapil.
Cut-off Price	Issue Price, authorize by our Company, in consultation with the BRLM which shall be any price within the Price Band. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	Details of the Bidders including the Bidder’s address, name of the Bidder’s father/husband, investor status, occupation and bank account details and UPI ID, wherever applicable.
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996.
Depository Participant / DP	A depository participant as defined under the Depositories Act
Designated CDP Locations	Such locations of the CDPs where Bidders submitted the ASBA Forms and in case of RIIs only ASBA Forms with UPI. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> ).
Designated Date	The date on which the Escrow Collection Banks transfer funds from the Escrow Accounts to the Public Issue Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, where made available, instruction issued through the Sponsor Banks) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Issue.
Designated Intermediary(ies)	In relation to ASBA Forms submitted by RIIs and NIIs with an application size of upto ₹ 500,000 (not using the UPI Mechanism) authorizing an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.

	<p>In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate, Registered Brokers, CDPs and RTAs.</p> <p>In relation to ASBA Forms submitted by QIBs NIIs (not using the UPI Mechanism), Designated Intermediaries shall mean SCSBs, Syndicate, sub-syndicate, Registered Brokers, CDPs and RTAs.</p>
Designated RTA Locations	Such locations of the CRTAs/RTAs where Bidders can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	[●]
DP ID	DP ID Depository Participant's identity number.
"Draft Red Herring Prospectus" or "DRHP"	The draft red herring prospectus dated April 30, 2022, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue, including any addenda or corrigenda thereto.
Eligible FPIs	FPIs that are eligible to participate in this Issue in terms of applicable laws, other than individuals, corporate bodies and family offices.
Eligible NRI(s)	A non-resident Indian, under Schedule 3 and Schedule 4 of the FEMA Non-Debt Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares.
Escrow Account(s)	Account opened with the Escrow Collection Bank and in whose favor the Anchor Investors transferred money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank(s) / Anchor Escrow Bank	Banks which are clearing members and registered with SEBI as bankers to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and with whom the Escrow Accounts will be opened, in this case being [●].
First/ Sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLM.

Issue	<p>The initial public Issue of up to 16,452,000 Equity Shares of face value of ₹10 each for cash at a price of [●] each, aggregating up to [●] million.</p> <p>Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is undertaken, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to a minimum of at least 25% of the post-Issue paid-up Equity Share capital of our Company being offered to the public.</p>
Issue Agreement	Agreement dated April 30, 2022 amongst our Company and the BRLM, pursuant to which certain arrangements have been agreed to in relation to the Issue.
Issue Price	The final price at which Equity Shares will be Allotted to successful Bidders, other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price in terms of the Red Herring Prospectus. The Issue Price will be decided by our Company, in consultation with the BRLM on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus.
Issue Proceeds	The proceeds of the Issue, which shall be available to our Company. For further information about use of the Issue Proceeds, see “Objects of the Issue” beginning on page 78 .
Mobile Applications	The mobile applications listed on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intml d=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intml d=43</a> or such other website as may be updated from time to time, which may be used by RIIs to submit Bids using the UPI Mechanism.
Mutual Fund Portion	5% of the Net QIB Portion (excluding the Anchor Investor Portion), or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Net Proceeds	Proceeds of the Issue less the Issue related expenses. For further information about use of the Issuer Proceeds and the Issue related expenses, see “Objects of the Issue” beginning on page 78.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
Non-Institutional Portion	<p>The portion of the Issue being not more than 15% of the Net Issue consisting of [●]* Equity Shares, available for allocation to Non-Institutional Bidders, on a proportionate basis. The allocation to each Non-Institutional Investor shall not be less than ₹ 200,000, subject to availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis, subject to valid Bids being received at or above the Issue Price, in accordance with the SEBI ICDR Regulations. Further, (a) one third of the portion available to Non-Institutional Investors shall be reserved for applicants with application size of more than ₹ 200,000 and up to ₹ 1,000,000; and (b) two third of the portion available to Non-Institutional Investors shall be reserved for applicants with application size of more than ₹ 1,000,000 , provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of Non-Institutional Investors.</p> <p>*Subject to finalization of Basis of Allotment</p>
Non-Institutional Investors/Non-Institutional Bidders/NIIs	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with the SEBI that are not QIBs (including Anchor Investors) or Retail Individual Investors, who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other

	than Eligible NRIs).
“Non-Resident Indians” or “NRI(s)”	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs.
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 trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership firm, limited liability partnership firm, 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
Pre-IPO Placement	Our Company, in consultation with the BRLM, may consider a Pre-IPO placement of its Equity Shares prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is undertaken, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. Details of Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof.  The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLM, and will be advertised, at least 2 (two) Working Days prior to the Bid/Issue Opening Date, in [●] editions of [●], an English national daily newspaper and [●] editions of [●], a Hindi national daily newspaper, (Hindi also being the regional language of Delhi, where our Registered Office is located), each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the Issue Price.
Prospectus	Prospectus dated [●] to be filed with the RoC for this Issue on or after the Pricing Date in accordance with Sections 26 and 32 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account	Bank account opened with the Public Issue Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and ASBA Accounts on the Designated Date.
Public Issue Account Bank	The bank with which the Public Issue Account is opened for collection of Bid Amounts from Escrow Account and ASBA Account on the Designated Date, in this case being [●].
“QIB Category” or “QIB Portion”	The portion of the Issue (including the Anchor Investor Portion) being not less than 75% of the Issue consisting of [●]* Equity Shares which shall be available for allocation to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors).  *Subject to finalization of Basis of Allotment
“Qualified Institutional Buyers” or “QIBs” or “QIB Bidders”	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
“Red Herring Prospectus” or	The Red Herring Prospectus dated [●] issued in accordance with Section 32

“RHP”	of the Companies Act 2013 and the SEBI ICDR Regulations, which did not have complete particulars of the price at which the Equity Shares shall be Allotted and which was filed with the RoC at least three Working Days before the Bid /Issue Opening Date and became the Prospectus after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto.
Refund Account	The account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made
Refund Bank	The Banker to the Issue with whom the Refund Account has been opened, in this case being [●].
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the BRLM and the Syndicate Members and eligible to procure Bids in terms of circular number CIR / CFD / 14 / 2012 dated October 14, 2012, issued by SEBI.
Registrar Agreement	The agreement dated March 28, 2022 among our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no.CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and the UPI circular, as per the lists available on the websites of BSE and NSE
“Registrar to the Issue” or “Registrar”	Kfin Technologies Limited
Retail Portion	The portion of the Issue being not more than 10% of the Issue comprising of [●]* Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. *Subject to finalization of Basis of Allotment
Retail Individual Investors / RIIs/Retail Individual Bidders/RIBs	Bidders (including HUFs and Eligible NRIs) whose Bid Amount for Equity Shares in the Issue was not more than Rs 200,000/- in any of the bidding options in the Issue (including HUFs applying through their karta and Eligible NRIs and did not include NRIs other than Eligible NRIs).
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIBs bidding in the QIB Category and Non-Institutional Investors bidding in the Non-Institutional Portion are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIIs can revise their Bids during Bid / Issue period and withdraw their Bids until Bid / Issue Closing Date.
“Self Certified Syndicate Bank(s)” or “SCSB(s)”	(i) The banks registered with the SEBI which offer the facility of ASBA and the list of which is available on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> ) and updated from time to time and at such other websites as may be prescribed by SEBI from time to time. (ii) The banks registered with SEBI, enabled for UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a>  Applications through UPI in the Issue can be made only through the SCSBs mobile applications whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is provided as Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list shall be updated on SEBI website.
Specified Locations	Bidding centers where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form.

Sponsor Bank	A Banker to the Issue which is registered with SEBI and is eligible to act as a Sponsor Bank in a public issue in terms of applicable SEBI requirements and has been appointed by the Company, in consultation with the BRLM to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of UPI Bidders as per the UPI Mechanism and carry out other responsibilities in terms of the UPI Circulars, in this case being [●].
Stock Exchanges	BSE and NSE.
Syndicate Agreement	Agreement to be entered into among our Company, the Registrar to the Issue, the BRLM and the Syndicate Members in relation to collection of Bid cum Application Forms by Syndicate.
Syndicate Members	Intermediaries registered with the SEBI and permitted to carry out activities as an underwriter, in this case [●]
Syndicate or members of the Syndicate	Together, the BRLM and the Syndicate Members.
“Systemically Important Non-Banking Financial Company”	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Underwriters	The BRLM and the Syndicate Members
Underwriting Agreement	The agreement dated [●] among the Underwriters and our Company to be entered into on or after the Pricing Date but prior to filing of Prospectus.
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI.
UPI Bidders	<p>Collectively, individual investors applying as (i) Retail Individual Investors in the Retail Portion and (ii) Non-Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agent.</p> <p>Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)</p>
UPI Circulars	Circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI, as amended by its Circular number SEBI/HO/CED/DIL/CIR/2016/26 dated January 21, 2016 and Circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 issued by SEBI as amended or modified by SEBI from time to time, including Circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and any other circulars issued by SEBI or any other governmental authority in relation thereto from time to time.

UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the UPI Bidders, by way of a notification on the UPI application and by way of a SMS directing the UPI Bidders to such UPI application) to the UPI Bidders initiated by the Sponsor Bank to 11 authorise blocking of funds equivalent to the Bid Amount in the relevant ASBA Account through the UPI, and the subsequent debit of funds in case of Allotment.
UPI Mechanism	The Bidding mechanism that is used by Retail Individual Investors to make Bids in the Issue in accordance with the UPI Circulars to make as ABA bid in the Issue.
Wilful Defaulter	A wilful defaulter as defined in Regulation 2(1)(III) of the SEBI ICDR Regulations.
UPI PIN	Password to authenticate UPI transaction.
Working Day	All days on which commercial banks in Mumbai, India are open for business, provided however, for the purpose of announcement of the Price Band and the Bid/Issue Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Mumbai, India are open for business and the time period between the Bid/Issue Closing Date and listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges excluding Sundays and bank holidays in India in accordance with circulars issued by SEBI, including UPI Circulars

#### Technical / Industry related terms

Term	Description
AMRUT	Atal Mission For Rejuvenation and Urban Transformation
ASEAN	Indonesia, Malaysia, Philippines, Thailand and Vietnam
Bn	Billion
BPS	Basis Points
C&W	Cable And Wire Industry
CAGR	Compound Annual Growth Rate
CFL	Compact Fluorescent Lamps
CLSS	Credit Linked Subsidy Scheme
COVID-19	Coronavirus Disease
CSO	Central Statistics Office
CY	Calendar Year
DB	Distribution Board
E	Estimates
EHV	Extra High Voltage
EPC	Engineering, Procurement and Construction
EWS	Economically Weaker Section
FMEG	Fast moving electrical goods
FDI	Foreign Direct Investment
FY	Financial Year
GDP	Gross Domestic Product
GST	Goods And Services Tax
GW	Gigawatts
HT	High Tension Cables
ICI	The Index of Eight Core Industries
IIP	Index Of Industrial Production
IMF	International Monetary Fund
KV	Kilovolt
LT	Low Tension Cables

LV	Low Voltage
MCB	Miniature Circuit Breaker(s)
MOSPI	Ministry of Statistics and Programme Implementation
MSME's	Micro, Small and Medium Enterprises
NHB	National Housing Bank
OFC	Optical Fibre Cables
PMAY	Pradhan Mantri Awas Yojana
PPP	Purchasing Power Parity
PVC	Poly Vinyl Chloride
RERA	Real Estate Regulatory Authority
REACH	Registration Evaluation Authorization of Chemical Substances
RoHS	Restriction of Hazardous Substances
T&D	Transmission And Distribution
TWh	Terawatt hour
WIP	Work In Process
5G	Fifth-Generation Wireless
6G	Sixth-Generation Wireless

#### Conventional and General Terms / Abbreviations

Term	Description
“₹” or “Rs.” Or “Rupees” or “INR”	Indian Rupees
A.Y./AY	Assessment Year
A/C	Account
AGM	Annual general meeting
AIF(s)	Alternative Investment Funds
Air Act	Air (Prevention and Control of Pollution) Act, 1981.
AS/Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
Associate	A person who is an associate of the issuer and as defined under the Companies Act, 2013
Authorized Dealers	Authorized Dealers registered with RBI under the Foreign Exchange Management (Foreign Currency Accounts) Regulations, 2000
Bn/bn	Billion.
BSE	BSE Limited.
CAGR	Compound Annual Growth Rate, which is computed by dividing the value of an investment at the year-end by its value at the beginning of that period, raise the result to the power of one divided by the period length, and subtract one from the subsequent result: $((\text{End Value}/\text{Start Value})^{(1/\text{Periods})} - 1)$ .
CDSL	Central Depository Services (India) Limited.
CIN	Corporate Identity Number.
Companies Act, 2013/ Companies Act	Companies Act 2013, as amended read with rules, regulations, clarifications and modifications thereunder
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020.
Consolidated FDI Policy	The extant consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time.
Copyright Act	Copyright Act, 1957.
CY	Calendar year.
Depositories Act	The Depositories Act, 1996.



Depository	A depository registered with the SEM under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.
DIN	Director Identification Number.
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry ( <i>formerly Department of Industrial Policy and Promotion</i> ), GoI.
DP ID	Depository Participant's identity number.
EBITDA	Earnings before interest, taxes, depreciation and amortisation excluding other income.
EGM	Extra-ordinary general meeting.
Electricity Act	Electricity Act, 2003.
EPS	Earnings per share.
Euro/EUR	Euro, the official single currency of the participating member states of the European Economic and Monetary Union of the Treaty establishing the European Community.
Factories Act	The Factories Act, 1948.
FDI	Foreign direct investment.
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder.
FEMA Non-Debt Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019.
Financial Year/Fiscal/fiscal year	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.
FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations.
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI.
GDP	Gross Domestic Product
“GoI” or “Government”	Government of India
GST	Goods and services tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	Institute of Chartered Accountants of India, New Delhi
IFRS	International Financial Reporting Standards
IMF	International Monetary Fund
Ind AS	The Indian Accounting Standards referred to in the Companies Act 2013 and Companies (Indian Accounting Standard) Rules, 2015, as amended
Indian GAAP	Generally Accepted Accounting Principles in India
INR or Rupee or ₹ or Rs.	In Rupee, the official currency of the Republic of India
Ind AS 24	Indian Accounting Standard 24 issued by the ICAI
IRDAI	Insurance Regulatory and Development Authority of India
KVA	Kilovolt Ampere
Legal Metrology Act	Legal Metrology Act, 2009
MCA	The Ministry of Corporate Affairs, Government of India
Mn	Million
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
“N.A.” or “NA”	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NPCI	National Payments Corporation of India
NRI/Non-resident Indian	A person resident outside India, who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or an

	“Overseas Citizen of India” cardholder within the meaning of Section 7(A) of the Citizenship Act, 1955
NRE accounts	NRI Non-Resident External account
NRI	Non-Resident Indian
NRO accounts	Non-Resident Ordinary accounts
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
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 trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
P/E Ratio/ PIE	Price/Earnings Ratio
p.a.	Per annum
PAN	Permanent account number
PAT	Profit after tax
PCB(s)	Pollution Control Board(s)
Provident Fund	Provident fund for employees managed by the Employee’s Provident Fund Organisation in India.
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoC or Registrar of Companies	The Registrar of Companies, Delhi
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SCSB	Self-Certified Syndicate Bank
SEBI	Securities and Exchange Board of India established under Section 3 of the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SCORES	Securities and Exchange Board of India Complaints Redress System
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
Trademarks Act	The Trademarks Act, 1999
U.S Securities Act	United States Securities Act of 1933, as amended
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be.
Water Act	Water (Prevention and Control of Pollution) Act, 1974

## CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

### Certain Conventions

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

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

### Financial Data

Unless the context requires otherwise, the financial information in this Draft Red Herring Prospectus is derived from our restated summary statements of assets and liabilities as at December 31, 2021, March 31, 2021, March 31, 2020 and March 31, 2019 and the restated statements of profit and loss (including other comprehensive income), cash flow statement and changes in equity for the years ended December 31, 2021, March 31, 2021, March 31, 2020 and March 3, 2019 of the Company together with the summary statement of significant accounting policies, and other explanatory information thereon, derived from audited financial statements as at and for the year ended December 31, 2021, March 31, 2021, March 31, 2020 and March 31, 2019 prepared in accordance with the recognition and measurement principles of Ind AS 34 and audited financial statements as at and for the years ended December 31, 2021, March 31, 2021, March 31, 2020 and March 31, 2019 prepared in accordance with Indian GAAP and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note. For further information, see “*Restated Financial Statements*” beginning on page 178.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references in this Draft Red Herring Prospectus to the terms Fiscal or Fiscal Year or Financial Year are to the 12 months ended March 31 of such year. Unless stated otherwise, or the context requires otherwise, all references to a “year” in this Draft Red Herring Prospectus are to a calendar year.

There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company’s financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS see “*Risk Factor – Significant differences exist between Indian GAAP and IND AS, on one hand, and other accounting principles, such as U.S. GAAP and IFRS, on the other hand, which may be material to investors’ assessments of our financial condition*” beginning on page 26. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Unless the context otherwise indicates, any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 26, 123 and 243, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of amounts derived from our Restated Financial Statements.

Certain Non-GAAP Measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA Margin, Direct Costs, PAT Margin, CAGR and others, have been included in this Draft Red Herring Prospectus. We compute and disclose such Non-GAAP Measures and such other

statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These Non-GAAP Measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies

### Currency and Units of Presentation

All references to:

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

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in “million” units. One million represents 1,000,000 and one billion represents 1,000,000,000.

Figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

### Exchange Rates

This Draft Red Herring Prospectus may contain conversion of certain other currency amounts into Indian Rupees. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between Rupee and US\$.

<i>(in ₹ per US\$)</i>				
Currency	As on December 31, 2021	As on March 31, 2021	As on March 31, 2020	As on March 29, 2019*
1 US\$	74.30	73.50	75.38	69.17

*(Source: RBI/ FBIL Reference Rate)*

*\*Exchange rate as on March 29, 2019, as FBIL Reference Rate is not available for March 30, 2019 being Saturday and March 31, 2019 being a Sunday.*

### Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from a report titled “**Research Report on Wire and Cable Industry – March 2022**” dated March 25, 2022 prepared by Resurgent India Limited, and exclusively commissioned and paid by our Company only for the purposes of the Issue. We commissioned and paid for the Resurgent India Research Report for an agreed fee for the purposes of confirming our understanding of the industry exclusively in connection with the Issue. The data included in the DRHP includes excerpts from the Resurgent India Research Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the Issue), that have been left out or changed in any manner. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Resurgent India Research Report and included herein with respect to any particular year, refers to such information for the relevant year. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements. In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in the prospectus and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. For risks in relation to commissioned reports, please see the section entitled “*Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the Resurgent India Research Report which has been commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks*” beginning on page 26.

## FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “propose”, “project”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, *inter alia*, 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, regulations and taxes and changes in competition in the industries in which we operate.

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

1. *The COVID-19 pandemic and measures intended to prevent its spread;*
2. *Significant increases or fluctuations in prices of, or shortages of, or delay or disruption in supply of primary raw materials could affect our estimated costs, expenditures and timelines which may have a material adverse effect on our business, financial condition, results of operations and cash flows;*
3. *Our continued operations at our manufacturing facilities are critical to our business and any disruption, breakdown or shutdown of our manufacturing facilities may have a material adverse effect on our business, financial condition, results of operations and cash flows;*
4. *We are heavily dependent on the performance of the wires and cables market. Any adverse changes in the conditions affecting the wires and cables market can adversely impact our business, financial condition, results of operations, cash flows and prospects;*
5. *Our inability to maintain the stability of our distribution network and attract additional distributors and dealers may have a material adverse effect on our results of operations and financial condition;*
6. *If we are unable to maintain and enhance our brand, the sales of our products will suffer, which would have a material adverse effect on our results of operations;*
7. *Failure to obtain, maintain or renew statutory and regulatory licenses, permits and approvals required to operate our business in India;*
8. *Increased product liabilities due to failure to meet various quality standards and good manufacturing practices;*
9. *Outstanding legal proceedings involving our Company, our Group Company, certain of our Promoters and our Directors;*

For further discussion of factors that could cause the actual results to differ from the expectations, see “Risk Factors”, “Our Business” “Industry Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 26, 123, 100,243 respectively. 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 gains or losses could materially differ from those that have been estimated.

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

Forward-looking statements reflect current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs and

assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the BRLM, the Syndicate nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company and the BRLM will ensure that the investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges.

## SUMMARY OF THE OFFER DOCUMENT

*This section is a general summary of the terms of the issue and of certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft 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 Draft Red Herring Prospectus, including the sections titled “Risk Factors”, “Our Business”, “Industry Overview”, “Capital Structure”, “The Issue”, “Objects of the Issue”, “Our Promoters and Promoter Group”, “Financial Information”, “Outstanding Litigation and Other Material Developments”, “Issue Structure” and “Issue Procedure” beginning on pages 26,123, 100, 68, 54, 78, 170,178 , 257, 306 and 310 respectively of this Draft Red Herring Prospectus.*

### **Primary business of our Company**

We are an ISO 9001:2015 and 14001:2015 certified company engaged in the business of manufacturing and selling of wires, and selling and marketing of LT aluminium cables and FMEG under our flagship brand “PLAZA CABLES” and home brands such as “Action Wires” and “PCG”. In 2021, we launched a line of house wire under the brand “Action Wires” for product at economical price range. Our product mix comprises different type of wires and cables, and FMEG such as electric fans, water heaters, switches and switchgears, PVC insulated electrical tape and PVC conduit pipe & accessories. *For further details, see “Our Business” beginning on page 123*

### **Industry in which our Company operates**

#### **Global Economy**

The world economy contracted by -3.1% in CY2020 owing to the global outbreak of Covid-19. However, it is expected to grow by 5.9% in CY2021 and moderate to a growth rate of 4.9% in CY2022 on the back of vaccination inoculation drive and resumption of economic activities as pandemic induced restrictions are eased across the globe. Advanced economies are projected to grow by 5.2% in CY2021 after a negative growth of 4.5% in CY2020. It is expected to moderate to a growth of 4.5% in CY2022. Amongst the advanced economies, United States is projected to grow by 6% in CY21 and moderate to a growth of 5.2% in CY2022. Meanwhile, the projections for Japan has been downgraded due to strict restrictions in first half of CY2021 and is expected to see stronger recovery in the CY2022.

Emerging market and developing economies are estimated to grow by 6.4% in CY2021 after contracting by -2.1% in CY2020. It is projected growth to moderate at 5.1% in CY2022. Outside of China and India, emerging and developing Asia is downgraded slightly as the pandemic has picked up. Growth forecasts in other regions have been revised up slightly for 2021. The revisions in part reflect improved assessments for some commodity exporters outweighing drags from pandemic developments (Latin America and the Caribbean, Middle East and Central Asia, sub-Saharan Africa). Elsewhere, stronger-than-anticipated domestic demand in key regional economies further lifts the 2021 forecast (emerging and developing Europe).

IMF highlighted in its report that the economic recovery is highly dependent on vaccine access across regions, hence economies will witness diverging recovery rates which may not remain steady as long as people are exposed to the virus and its emerging variants. Close to 58% of the population is vaccinated in the advanced economies while around 36% of the population is vaccinated in the emerging market and developing economies and only a tiny proportion of population is vaccinated in low-income group. Hence, the economic growth projections are dependent on several factors such as access to vaccine, pace of its rollout, its ability to fight emerging variants of the virus and the fiscal and monetary support provided by the governments.

#### **Indian Economy**

In line with CARE Ratings estimate (of 9.1%), the CSO expects India’s GDP to grow by 9.2% in FY22 as indicated in their first advance estimate for the year. This high reading of growth can primarily be credited to the low base (of -7.3%) in FY21. The domestic economy in the current fiscal year is set to emerge from the devastations bought forth by the pandemic with economic output expected to surpass the pre-pandemic levels. The improvement however would be marginal with aggregate economic output in FY22 expected to expand by only 1.3% over FY20.

The CSO’s GDP growth estimate is lower than the RBI estimate of 9.5%.

Over half (54%) of the projected output is estimated to materialise in the second half of FY22 and the year-on-year growth in H2 FY22 would work out be 5.6% (given the 13.7% growth in H1 aided by the low base). Given the economic uncertainty associated with the recent surge in the pandemic there is a downside risk to this estimate.

The nominal GDP is estimated to grow by 17.6% over the (-)3% growth of year ago. The high growth here is reflective of the price pressures across the various goods and services in the economy this year.

All the main sectors and their sub-sectors are estimated to see notable improvements from a year ago with most (barring segments of the service sector) surpassing pre-pandemic levels. Investments too are seeing a pickup. Consumption viz. private consumption on the other hand is projected to be subdued. *For further details, see "Industry Overview" beginning on page 100*

### Name of our Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters are Mr. Sanjay Gupta and Mrs. Sonia Gupta. For further details, see "Our Promoters and Promoter Group" beginning on page 170.

### Objects of the Issue

The Net Proceeds are proposed to be used in the manner set out in in the following table:

(₹ in million)		
Sr. No.	Particulars	Estimated amount
1.	Funding the capital expenditure towards setting up of new manufacturing unit for house wires, fire-resistant wires & cables, aluminum cables and solar cables to expand our product portfolio <sup>(1) (2)</sup>	216.16
2.	Funding the working capital requirements of our Company	210.00
3.	General corporate purposes <sup>(2)</sup>	[●]

<sup>(1)</sup>Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards one or more of the Objects prior to completion of the Issue. To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC.

<sup>(2)</sup>The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue. For further details, see "Objects of the Issue" beginning on page 78

### The Issue size

The following table summarizes the details of the Issue size. For further details, see "The Issue" and "Issue Structure" on beginning pages 54 and 306, respectively.

<b>Issue size<sup>(1)(2)</sup></b>	Up to 16,452,000 Equity Shares for cash at price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share), aggregating up to ₹ [●] lakhs
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<sup>(1)</sup> The Issue has been authorized by a resolution of our Board dated March 10, 2022 and by a special resolution of our Shareholders, dated March 11, 2022.

<sup>(2)</sup> Our Company, in consultation with the BRLM, may consider a Pre-IPO placement of Equity Shares prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is undertaken, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. Details of Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.

For further details, see "The Issue" beginning on page 54

### Aggregate pre-Issue Shareholding of our Promoters and Promoter Group (other than our Promoters)

As on the date of this Draft Red Herring Prospectus, the aggregate pre-Issue shareholding of our Promoters and Promoter Group as a percentage of the pre-Issue paid-up Equity Share capital of the Company is set out below:



S. No.	Name of shareholders	No. of Equity Shares held	% of Pre-Issue Equity Shares Capital	% of Post- Issue Equity Shares
<b>Promoters</b>				
1.	Sanjay Gupta	15,874,480	51.95%	[●]
2.	Sonia Gupta	12,749,120	41.72%	[●]
<b>Promoter Group</b>				
3.	Abhishek Gupta	720,000	2.35%	[●]
4.	Aditya Gupta	8,000	0.0026%	[●]
5.	Plaza Power Solutions Private Limited	800	0.00026%	[●]
6.	Plaza Cable Electric Private Limited	15,840	0.051%	[●]
7.	Plaza Wires and Electricals Private Limited	1,183,680	3.87%	[●]
	<b>Total</b>	<b>30,551,920</b>	<b>100%</b>	

For further details, see “Capital Structure” beginning on page 68.

### Summary of Restated Financial Statements

The following details are derived from the Restated Financial Statements:

The details of our Equity Share capital, Net Worth, Net Asset Value per Equity Share and total borrowings as at and for nine months ended December 31, 2021, and for the years ended March 31, 2021, March 31, 2020, and March 31, 2019, derived from the Restated Financial Statements are as follows:

(₹ in million except per share data or unless otherwise stated)

Particulars	For the Period ended Dec 31, 2021*	For year ended March 31,		
		2021	2020	2019
Equity Share capital	38.19	38.19	38.19	38.18
Net worth (1)	453.65	396.08	352.10	312.09
Revenue from Operation	1,266.93	1,453.78	1,591.42	1,577.40
Total income	1,267.83	1,455.95	1,593.40	1,582.08
Restated Profit for the year attributable to equity shareholders	57.44	43.72	40.04	70.22
Basic earnings per share (Face Value of ₹ 10/- each) (in ₹.) (2)	1.88	1.43	1.31	2.30
Diluted earnings per share (Face Value of ₹10/- each) (in ₹.) (3)	1.88	1.43	1.31	2.30
Return on Net Worth for equity shareholders (%)	12.66%	11.04%	11.37%	22.50%
Net Asset Value per Equity Share (in ₹.) (4)	118.79	103.71	92.21	81.74
Total borrowings (5)	406.56	433.03	361.57	321.88

\*Not Annualised

- 1) Net Worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as attributable to the owners of the holding company as on March 31, 2019, 2020 and 2021. Net worth represents equity attributable to owners of the holding company and does not include amounts attributable to non-controlling interests.
- 2) Basic earnings per share (₹) = Profit/(loss) for the year/period divided by total weighted average number of equity shares outstanding during the year/period.
- 3) Diluted earnings per share (₹) = Profit/(loss) for the year/period divided by total weighted average number of diluted equity shares outstanding during the year/period.

- 4) *Net Asset Value per Share = Restated Equity attributable to equity holders as at year/period end divided by total number of Equity Shares outstanding at the end of the year/period.*
- 5) *Total Borrowings = Non current borrowings + current borrowings.*
- 6) *The number of shares used in calculating the ratios are considered after adjusting for change in capital due to sub-division of shares in the financial year 2019-20. For further details please refer chapter titled “Capital Structure” beginning on page 68 of this Draft Red Herring Prospectus.*
- 7) *The Company has declared bonus of 7:1 in its General meeting on March 11, 2022 and allotted bonus to the shareholders in its board meeting on March 19, 2022. EPS has been calculated by considering the bonus shares impact.*

For further details, see “Restated Financial Statements” beginning on page 178.

### **Auditor Qualifications or Adverse Remarks**

There are no auditor qualifications which have not been given effect to in the Restated Financial Statements except which are non-quantifiable. However, our statutory auditor has included an emphasis of matter in the auditor’s report on our restated financial statements for the nine months period ended on December 31, 2021 and for Financial Years 2021, 2020 and 2019. For details, see “Risk Factors” beginning on page 26.

### **Summary of outstanding litigation**

A summary of outstanding litigation proceedings involving our Company, our Promoters, Directors, and Group Companies as on the date of this Draft Red Herring Prospectus as disclosed in the section titled “Outstanding Litigations and Material Developments” beginning on page 257, in terms of the SEBI ICDR Regulations and the materiality policy is provided below:

<b>Sr. No.</b>	<b>Nature of Case</b>	<b>No. of Outstanding cases</b>	<b>Amount in dispute/demanded to the extent quantifiable (₹ in million)</b>
<b>I.</b>	<b>Litigations filed by our Company</b>		
(a)	Litigation involving Criminal Matters	27	12.18
<b>II.</b>	<b>Litigations filed against our Promoters/Directors</b>		
(a)	Litigation involving actions by statutory/regulatory authorities	1	NIL
<b>III.</b>	<b>Litigations filed against our Company</b>		
(a)	Litigation involving Criminal Matters	1	NIL
<b>IV.</b>	<b>Litigations filed by our Group Companies</b>		
(a)	Litigation Involving Criminal Matters	7	0.76

### **Risk Factors**

Investors should see “Risk Factors” beginning on page 26 to have an informed view before making an investment decision.

### **Summary of Contingent Liabilities**

As on December 31, 2021, the Company does not have any contingent liabilities except as disclosed below:

<i>(₹ in million)</i>		
<b>Sr. No.</b>	<b>Particulars</b>	<b>As at December 31, 2021</b>
i.	Other Money for which Company is contingently liable *	22.77

*\*The Company’s customers have availed channel financing facility from Adani capital (lender) against which the Company has provided guarantee.*

For further details, see “Restated Financial Statements” beginning on page 178.

### **Related Party Transactions**

We have entered into related party transactions with related parties. A summary of the related party transactions entered into by us for nine months period ended December 31, 2021 and for Financial Years 2021, 2020 and 2019 is detailed below:

**(i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures**

Name of Related Party	Nature of Relationship	Country of Incorporation
Sanjay Gupta	Director	India
Sonia Gupta	Director	India
Abhishek Gupta	Director	India
Aditya Gupta	Director	India
Murti Devi	Director's Mother	India
Plaza Cable Electric Pvt Ltd	Associate Company	India
Plaza Power & Infrastructure Co.	Proprietorship Concern of Director	India
Plaza Electrical Industries	Associate Company by Common directorship	India
Plaza Lamps and Tubes Ltd	Associate Company by Common directorship	India
Plaza Power Solution Private Limited	Associate Company by Common directorship	India
Plaza Netcom Private Limited	Associate Company by Common directorship	India
Plaza Projects Limited	Associate Company by Common directorship	India
Plaza Wires and Electricals Private Limited	Associate Company by Common directorship	India
Bhavika Kapil	Company Secretary (w.e.f. 06.12.2021)	India
Ajay Batla	CFO	India

**(ii) Transactions with related parties**

The following transactions occurred with related parties

(Amount in ₹ million)

Name	Nature of Relationship	Nature of Transaction	December 31, 2021*	March 31, 2021	March 31, 2020	March 31, 2019
Plaza Cable Electric Pvt Ltd	Common Director	Purchase	28.58	38.50	26.15	24.91
Plaza Power & Infrastructure Co.	Director is Prop.	Purchase	44.87	52.24	47.90	27.15
Plaza Cable Electric Pvt Ltd	Common Director	Sale	18.16	35.21	37.51	51.20
Plaza Power & Infrastructure Co.	Director is Prop.	Sale	1.55	61.64	44.41	9.49
Plaza Projects Limited	Common Director	Advance given	0.91	0.07	-	-
Plaza Lamps and Tubes Ltd	Common Director	Advance given	-	0.02	-	-
Plaza Netcom Private Limited	Common Director	Advance given	-	0.02	-	-
Plaza Wires and Electricals Private Limited	Common Director	Advance given	-	0.08	-	-
Sanjay Gupta	Director	Rent	2.25	0.75	-	-
Sanjay Gupta	Director	Remuneration	4.05	4.20	4.20	4.20
Sonia Gupta	Director	Remuneration	4.05	4.20	4.20	4.20
Abhishek Gupta	Director	Remuneration	3.15	1.20	1.20	1.20
Aditya Gupta	Director	Remuneration	3.15	1.20	1.20	1.20

Name	Nature of Relationship	Nature of Transaction	December 31,2021*	March 31, 2021	March 31, 2020	March 31, 2019
Maruti Devi	Director's Mother	Salary	0.45	0.90	0.90	0.90
Bhavika Kapil	Company Secretary	Remuneration	0.03	-	-	-
Ajay Batla	Chief Financial Officer	Remuneration	2.45	2.54	3.41	3.06

\*Not annualised

For further details, see “Annexure VI- Note 33 Related Party Transaction” on page 224, under the chapter titled “Restated Financial Statements” beginning on page 178 of this DRHP.

### 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 months immediately preceding the date of this Draft Red Herring Prospectus.

### Weighted average price

The weighted average price at which the Equity Shares of our Company were acquired by our Promoters, in the 1 (one) year preceding the date of this Draft Red Herring Prospectus, are set forth below:

Name of Promoter	Number of Equity Shares acquired*	Date of Allotment	Weighted average price per Equity Share (in ₹)#
Sanjay Gupta	138,90,170	March 19, 2022	NIL
Sonia Gupta	111,55,480	March 19, 2022	NIL

\*These Equity Shares were acquired by way of bonus allotment

# As certified by Bask & Associates, Chartered Accountants, by way of their certificate dated April 29, 2022

### Average cost of acquisition of Equity Shares

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

Name of Promoter	Number of Equity Shares acquired	Average cost of acquisition per Equity Share (in ₹)#
Sanjay Gupta	158,74,480	8.40
Sonia Gupta	127,49,120	38.32

#As certified by Bask & Associates, Chartered Accountants, by way of their certificate dated April 29, 2022.

### Details of Pre-IPO placement

Our Company, in consultation with the BRLM, may consider a Pre-IPO placement of Equity Shares prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is undertaken, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2) (b) of the SCRR. Details of Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.

### Equity Shares issued for consideration other than cash in last one year

Except as stated below, our Company has not issued any Equity Shares for consideration other than cash during last 1 (one) year from the date of this Draft Red Herring Prospectus:

Date of the allotment	No. of Equity Shares	Issue Price (in ₹)	Reasons for allotment	Benefits accruing to the Company	Person to whom the allotment was made
March 19, 2022	26,732,930	10	Bonus Allotment	Nil	Sanjay Gupta, Sonia Gupta, Abhishek Gupta, Aditya Gupta,

<b>Date of the allotment</b>	<b>No. of Equity Shares</b>	<b>Issue Price (in ₹)</b>	<b>Reasons for allotment</b>	<b>Benefits accruing to the Company</b>	<b>Person to whom the allotment was made</b>
					Plaza Power Solutions Private Limited, Plaza Cable Electric Private Limited, Plaza Wires and Electricals Private Limited

For further details, see “The Capital Structure” beginning on page 68.

***Split/ Consolidation of Equity Shares in the last 1 (one) year***

Our Company has not undertaken any split or consolidation of Equity Shares during the last 1 (one) year from the date of this Draft Red Herring Prospectus.

***Exemption from complying with any provisions of securities laws, if any, granted by SEBI***

SEBI has not granted any exemption for complying with the provisions of securities laws. However, we have made an exemption application with SEBI dated April 30, 2022 under Regulation 300(1)(c) of the SEBI ICDR Regulations for seeking an exemption from identifying and disclosing names of certain immediate relatives of our Promoters and entities in which certain immediate relatives of our Promoters have interests in the DRHP. For further details, see chapter titled “Our Promoter and Promoter Group” on page 170.

## SECTION II: RISK FACTORS

*An investment in our Equity Shares involves a certain degree of risk. You should carefully consider all the information in the Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares or the industry in which we operate. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our businesses, results of operations, financial condition and cash flows. If any of the following risks or other risks that are not currently known or are currently deemed immaterial actually occur, our businesses, results of operations, financial condition and cash flows could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. Prospective investors should read this section in conjunction with “Our Business”, “Our Industry” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 123, 100, 243, respectively, as well as the financial and other information contained in, the Draft Red Herring Prospectus.*

*Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries. The 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 the considerations described below and elsewhere in the Draft Red Herring Prospectus. For further details, see “Forward-Looking Statements” beginning on page 17.*

*Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.*

*Unless otherwise indicated or context requires otherwise, the financial information included herein is derived from our Restated Financial Statement for Fiscals 2019 ,2020 and 2021 and the nine months period ended December 31, 2021 included in the Red Herring Prospectus.*

*Unless stated otherwise, industry and market data in this section has been obtained or derived from the Resurgent India Research Report which was exclusively commissioned and paid for by our Company only for the purposes of the Issue. The data included herein includes excerpts from the Resurgent India Research Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the Issue), that have been left out or changed in any manner. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Resurgent India Research Report and included herein with respect to any particular year, refers to such information for the relevant year.*

### INTERNAL RISK FACTORS

#### *Risks Relating to our Business*

- 1. Inadequate or interrupted supply and price fluctuation of our raw materials and packaging materials could adversely affect our business, results of operations, cash flows, profitability and financial condition.***

Manufacturing quantity and cost of our products are dependent on our ability to source raw materials and packaging materials at acceptable prices and maintain a stable and sufficient supply of our major raw materials. The principal raw materials used in our manufacturing process are copper and insulation materials such as PVC compounds. The costs of raw materials consumed for the nine months period ended December 31, 2021, Fiscals 2021, 2020 and 2019 was ₹ 1,008.69 million, ₹ 1,130.66 million, ₹ 1,255.69 million and ₹ 1,232.51 million respectively, representing 79.62%, 77.77%, 78.90% and 78.14% respectively of our revenue from operations. The raw materials we use are subject to price volatility and unavailability caused by external conditions, such as commodity price fluctuations within India and globally, weather conditions, supply and demand dynamics, logistics and processing costs, our bargaining power with the suppliers, inflation and governmental regulations and policies. We generally pass on the cost escalations to our customers. However, we may not be able to pass on every instance of escalation in input costs and may have to pursue internal cost control measures or may have absorb in some instances. If we are not able to effectively pass on our escalated costs to customers, such price escalations could have a material adverse impact on our result of operations, financial condition and cash flows.

We fulfill our raw materials requirement locally. We have not entered into any long-term agreements with any of our raw material or inputs suppliers and we purchase such raw materials and inputs on spot order basis. Purchases made from our top 10 suppliers were ₹ 722.96 million, ₹ 801.69 million, ₹ 886.69 million and ₹ 1,017.35 million representing 70.98%, 71.62%, 68.64% and 83.15% of our raw material purchases for the nine months period ended December 31, 2021 and Fiscals 2021, 2020 and 2019, respectively. While we may find additional suppliers to supply these raw materials, any failure of our suppliers to deliver these raw materials in the necessary quantities or to adhere to delivery schedules, credit terms or specified quality standards and technical specifications may adversely affect our production processes and our ability to deliver orders on time and at the desired level of quality. As a result, we may lose customers which could have a material adverse effect on our business, financial condition and results of operations. Further our raw material supply and pricing may become volatile due to a number of factors beyond our control, including global demand and supply, general economic and political conditions, transportation and labour costs, labour unrest, natural disasters, competition, import duties, tariffs and currency exchange rates, and there are inherent uncertainties in estimating such variables, regardless of the methodologies and assumptions that we may use. Therefore, we cannot assure that we will be able to procure adequate supplies of raw materials in the future, as and when we need them on commercially acceptable terms. Further, there can be no assurance that we will be able to effectively manage relationships with our existing or new suppliers or that we will be able to enter into arrangements with new suppliers at attractive terms or at all. If we fail to successfully leverage our existing and new relationships with suppliers, our business and financial performance could be adversely affected.

While we strive to maintain adequate inventory for all our primary raw materials, we have historically experienced instances of raw material shortages in a limited manner. In case such instances of raw material shortages occur again in the future, we may not be able to manufacture our products according to our pre-determined time frames, at our previously estimated product costs, or at all, which may adversely affect our business, results of operations, cash flows and reputation.

2. *Our Company requires significant amounts of working capital and significant portion of our working capital is consumed in trade receivables and inventories. Our inability to meet our working capital requirements including failure to realise receivables and inventories may have an adverse effect on our results of operations and overall business.*

Our business requires significant working capital, such as to finance the purchase of raw materials, consumables, stores & spares and payments for operating expenses before we receive payment from our customers. In addition, the actual amount of our future capital requirements may differ from estimates as a result of, among other factors, cost overruns, unanticipated expenses, regulatory changes, economic conditions, additional market developments and new opportunities in the wires industry. A significant portion of our working capital is consumed in trade receivables and inventories. Summary of our working capital position is given below:

(₹ in million)

Particulars	As at December 31, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
<b>Current Assets</b>				
Inventories	336.01	286.07	291.75	210.86
Trade Receivables	433.82	465.96	299.64	424.67
Cash and bank balances	0.05	0.09	0.09	0.06
Bank Balances Other than above	11.04	10.25	10.60	6.87
Other Financial Assets	0.25	0.14	0.31	0.20
Other Current Assets	73.17	27.61	71.39	37.97
<b>Total Current Assets (A)</b>	<b>854.34</b>	<b>790.13</b>	<b>673.77</b>	<b>680.63</b>
<b>Current Liabilities</b>				
Lease Liabilities	1.82	0.98	1.27	2.35
Trade Payables	144.49	102.94	93.30	185.36
Other Current Liabilities	34.02	34.60	51.15	38.98
Provisions	0.63	1.06	1.50	1.20
Current Tax Liabilities (Net)	20.34	9.89	9.04	14.94
<b>Total Current Liabilities (B)</b>	<b>201.29</b>	<b>149.46</b>	<b>156.27</b>	<b>242.82</b>

<b>Working Capital Requirement (A-B)</b>	<b>653.05</b>	<b>640.67</b>	<b>517.56</b>	<b>437.81</b>
<b>Working Capital Requirement as a % of Total Assets</b>	<b>60.35%</b>	<b>64.53%</b>	<b>58.47%</b>	<b>48.98%</b>
<b>Inventories as a % of Total Current Assets</b>	<b>39.33%</b>	<b>36.21%</b>	<b>43.30%</b>	<b>30.98%</b>
<b>Trade Receivables as a % of Total Current Assets</b>	<b>50.78%</b>	<b>58.97%</b>	<b>44.47%</b>	<b>62.39%</b>

Our inventories as a % of total current assets as on December 31, 2021, March 31, 2021, 2020 and 2019 were 39.33%, 36.21%, 43.30% and 30.98% respectively. We have to maintain adequate inventories of raw materials, stores, spares & consumables, work-in-progress and finished goods to meet our day-to-day requirements and avoid situations like stock-outs. The result of our operations depends upon our ability to manage our inventories. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and manufacture and trade inventory accordingly. If our management misjudges expected customer demand, it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory. Further, if we fail to sell the inventory, we may be required to write-down our inventory or pay our suppliers without new purchases, or create additional vendor financing, which could have an adverse impact on our income and cash flows, liquidity and overall business.

Our trade receivables were ₹ 433.82 million, ₹ 465.96 million, ₹ 299.64 million and ₹ 424.67 million as on December 31, 2021, March 31, 2021, 2020 and 2019 respectively. Our trade receivables turnover days were 117 days, 69 days and 98 days for the Fiscals 2021, 2020 and 2019 respectively. Our trade receivables are generally non-interest bearing in nature. Our working capital requirements may increase if the payment terms in purchase orders received include reduced or zero advance payments or longer payment schedules, or if there is delayed realisation from our customers. These factors may result, and have in the past resulted, in increases in the amount of our receivables and short-term borrowings. Continued increase in our working capital requirements may have a material adverse effect on our financial condition, results of operations and cash flows.

We intend to continue grow our business operations by launching new variety of product lines and expanding capacities of our existing products. The Objects of the Issue includes, amongst others, funding the capital expenditure for setting up of the Proposed Manufacturing Unit and funding the working capital requirement of our business. In order to sell new products manufactured, we might have to maintain higher level of inventories and may also have to offer liberal credit terms to our network channels to establish the demand and market for the newer / wider range of products under our own brand. This may result in further increase in the quantum of working capital particularly trade receivables and inventories. Our inability to maintain sufficient cash flow, realize existing inventories & trade receivables, maintain credit facility and other sources of fund, in a timely manner, or at all, to meet the increasing requirement of working capital may have significant adverse effect on our financial condition and result of our operations. For further details, please refer to the chapter titled "Objects of the Issue" beginning on page 78 of this Draft Red Herring Prospectus.

3. ***Our success depends on our ability to build the Proposed Manufacturing Unit and expand our product portfolio, both of which are subject to risks and uncertainties. Delay in schedule of implementation may subject our Company to risks related to time and cost overrun which may have a material adverse effect on our business, results of operations and financial condition.***

We intend to use part of our Net Proceeds to establish the Proposed Manufacturing Unit to manufacture both our existing products (through a new line at the proposed new facility with an installed capacity of 8,37,000 coils per annum) and manufacture new line of products with an installed capacity of 8,700 kilometres of cables per annum at Tehsil-Baddi, District-Solan, Himachal Pradesh, India on a land area admeasuring to 7,902.30 sq. mtrs. We propose to manufacture fire proof / survival wires, LT aluminium cables and solar cables in addition to our existing products using the capacities mentioned above. Our Company has already purchased land and building for the Proposed Manufacturing Unit by and under a sale deed dated September 15, 2021 for aggregate consideration of ₹ 29.16 million. In addition to the said consideration in respect of the said land and building, we have also incurred certain additional costs of ₹ 1.16 million in relation to the stamp duty payment, registration charges, survey fees and other miscellaneous fees and charges. We are currently in possession of the said land & building which were acquired out of our internal accruals. As per the sale deed above, one of the



conditions laid down by the Director of Industries, Himachal Pradesh, the land and building purchased need to be utilised for the purpose for which it has been allowed/purchased, within a period of 2 years from the date of registration of the sale deed which is September 16, 2021 and which period may be extended by one year, if required. In case our Company fails to do so, the land will vest in the State Government along with structure, if any, free from all encumbrances. Further, the government or any authority, as per rules, shall not allow any extension beyond 3 (three) years. Our inability to build the Proposed Manufacturing Unit or commence the commercial operations as per the conditions laid down by the authorities, for any reason whatsoever, within the timeframe mentioned as above, may result in vesting of the acquired land & building in the State Government without any consideration receivable, which may adversely affect our financial condition, prospects and business reputation. For further details, please refer the chapter titled our "*Objects of the Issue*" beginning on page 78 of this Draft Red Herring Prospectus.

Our future growth depends on our ability to significantly increase both our manufacturing capacity and production throughput in a cost-effective and efficient manner. Our ability to expand production capacity is subject to significant risks and uncertainties, including the following:

- the need to raise significant additional funds to build additional manufacturing facility, which we may be unable to obtain on reasonable terms or at all;
- delays and cost overruns as a result of a number of factors, many of which may be beyond our control, such as our inability to secure successful contracts with equipment vendors or the unavailability of timely supplies of equipment and technologies;
- delays or denial of required approvals by relevant government authorities;
- diversion of significant management attention and other resources;
- failure to execute our expansion plans effectively;
- unavailability of timely supplies of equipment and technologies; and
- failure to identify the right vendors who will supply quality products at correct prices.
- failure to complete the projects within our estimated budget, failure of our contractors and suppliers to adhere to our specifications and timelines

If we are unable to build Proposed Manufacturing Unit and expand our product within our estimated time frame, we may be unable to expand our business, realise economies of scales by decreasing our costs, maintain our competitive position, or sustain profitability. There can be no assurance that we will complete any proposed expansion in a timely manner or whether it will result in increased production capacity as has been contemplated by our management. Further as and when we commission our Proposed Manufacturing Unit, our raw material requirements and costs as well as our staffing requirements and employee expenses may increase and we may face other challenges in extending our financial and other controls to our new unit as well as in realigning our management and other resources and managing our consequent growth. In the event that the risks and uncertainties discussed above or any other unanticipated risks, uncertainties, contingencies or other events or circumstances limit or delay our efforts to use the Net Proceeds to achieve the planned growth in our business, the use of the Net Proceeds for purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of your investment in our Equity Shares.

The setting up of a Proposed Manufacturing Unit will require us to obtain various approvals and stipulated conditions, which are routine in nature. We have filed applications for seeking permission for development of land/construction of building, consent to establish under the Air (Prevention & Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974 and permission of the Directorate of Industries, Government of Himachal Pradesh for setting up a manufacturing enterprise. For further details, please see chapter titled 'Government and Other Approvals' beginning on page 271. In addition to such pending approvals, we will also need to apply for certain additional approvals for the Proposed Manufacturing Unit, as required in due course. Further, as per the registered sale deed dated September 15, 2021 one of the conditions laid down by Director of Industries, Himachal Pradesh is that the land and building purchased should be utilised for the purpose for which it is allowed/purchased within a period of 2 years from date of registration with an extension of one year. In case the Company fails to do so, the land will vest in the State Government along with structure, if any, free from all encumbrance. Further, the government or any authority, as per rules, may not give any extension beyond 3 (three) years.

There can be no assurance that we will be able to utilise the land and building for the purpose for which it is allowed/purchased within the stipulated time and conditions laid out in the registration deed or obtain the required registrations/permissions or approvals in a timely manner or at all. Further, in the event of any unanticipated delay in utilisation or receipt of such approvals, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly.

4. ***We have not yet placed orders in relation to the capital expenditure to be incurred for the Proposed Manufacturing Unit. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the plant and machineries or complete the civil and related works etc. in a timely manner, or at all, the same may result in time and cost over-runs.***

We intend to utilize portions of the Net Proceeds for funding capital expenditure requirements to set up the Proposed Manufacturing Unit. While we have procured quotations from various vendors in relation to the capital expenditure to be incurred for the Proposed Manufacturing Unit, we have not placed any firm orders for any of them. For details in respect of the foregoing, see “*Objects of the Issue*” beginning on page 78. Such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. We cannot assure that we will be able to undertake such capital expenditure at the costs indicated by such quotations or that there will not be cost escalations over and above the contingencies proposed to be funded out of the Net Proceeds. Further, the actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes and technological changes.

In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the equipment or completion of the civil and related works, or in the event the vendors are not able to provide the equipment and services in a timely manner, or at all, we may encounter time and cost overruns for the Proposed Manufacturing Unit. Further, if we are unable to procure the requisite plant and machinery, equipment and ancillary items or avail services from the vendors from whom we have procured quotations, we cannot assure you that we may be able to identify alternative vendors to provide us with the similar kind of plant and machinery, equipment and ancillary items and services, which satisfy our requirements at acceptable prices. Our inability to procure the machinery and equipment and services at acceptable prices or in a timely manner, may result in an increase in capital expenditure, extension or variation in the proposed schedule of implementation and deployment of the Net Proceeds, thereby resulting in an adverse effect on our business, prospects and results of operations.

We intend to use substantial part of the Net Proceeds for the Proposed Manufacturing Unit to expand capacities in our product segments and launch new products. The Proposed object of the Issue is intended to be funded from a combination of internal accruals and net proceeds.

The total estimated cost for the Proposed Manufacturing Unit is ₹ 243.89 million. We propose to fund the cost of the Proposed Manufacturing Unit as follows:

<b>Source of funds for total estimated cost</b>	<b>(₹ in millions)</b>
Net Proceeds	216.16
Internal Accruals	27.73

Our Proposed Manufacturing Unit (proposed object of the Issue) remain subject to the potential problems and uncertainties that construction project face including cost overruns or delays. Problems that could adversely affect our expansion plan include labour shortages, increased costs of equipment or manpower, inadequate performance of the equipment and machinery installed in our manufacturing facilities, delays in completion, defects in design or construction, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory and other regulatory approvals, incremental pre-operating expenses, taxes and duties, interest and finance charges, working capital margin, environment and ecology costs and other external factors which may not be within the control of our management. Further, there can be no assurance that our budgeted costs may be sufficient to meet our proposed capital expenditure requirements. If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to achieve the intended economic benefits of these projects, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. There can be no assurance that we will be able to complete the aforementioned expansion and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition. The Proposed Manufacturing Unit will require us to obtain various approvals, which are routine in nature. For further details, see “*Objects of the Issue*” beginning on page 78. In addition to such pending approvals, we will also need to apply for certain additional approvals required for the Proposed Manufacturing Unit. There can be no assurance that we will be able to obtain these registrations and approvals including approvals in relations to power and water procurement in a timely manner or at all. Further,

in the event of any unanticipated delay in receipt of such approvals, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly.

5. ***We may not be able to derive the desired benefits from our product development efforts. Commercialization and market development of new products and existing product particularly our FMEG products may take longer time than expected and / or may involve unforeseen business risks.***

While our existing sales and distribution network and existing customer base shall act as our captive demand pool for the new products, commercialization and market development for such new products may take longer time than expected and / or may involve unforeseen business risks which could have an adverse impact on our business and results of operations. There can be no assurance that we will be able to successfully develop new products or that such new products will receive market acceptance or adapt our manufacturing processes to incorporate new technologies or address changing consumer trends or emerging industry standards. Any rapid change in the expectations of our dealers and end customers in our business on account of changes in technology or introduction of new alternate products could adversely affect our business, results of operations and financial condition. Further, there can be no assurance that our newly developed products will achieve commercial success. Even if such products can be successfully commercialised, there is no guarantee that they will be accepted widely by the market. In addition, we cannot assure you that our existing or potential competitors will not develop products which are similar or superior to our products. It is often difficult to project the time frame for developing new products and the duration of market demand for these products, there is a substantial risk that we may have to abandon a potential product that is no longer commercially viable, even after we have invested significant resources in the research and development of such product.

While we have successfully executed our business strategies for our wires and cables product segment there is no assurance that our business strategies to commercialise and develop brand visibility for our FMEG products will succeed or will receive market acceptance. The success of these products depends on the effectiveness of the product design, quality of the raw materials and quality control systems, which in turn, depend on skills and experience of the third-party manufacturers and our ability to ensure that they adhere to our standards and policies and guidelines. Any adverse change in the quality of products marketed and sold by us including due to reasons beyond our control, or allegations of defects, even when false, at any of our manufacturing facilities could tarnish the image of our brands, result in negative reviews and feedback from our customers. We plan to enhance and develop and strengthen relationships with existing dealers and customers for our FMEG products who may drive high volume orders on an ongoing basis, however there can be no assurance that we will be able to execute these strategies on time and within our estimated budget, or that our development plans for the particular will increase our profitability. Any of these factors could adversely impact our results of operations for our FMEG products.

6. ***If we are unable to continue to implement our brand building and marketing initiatives, for each of our brands, our business and prospects may be adversely affected. Moreover, any deterioration in the reputation and market perception of our brand may have an adverse effect on our sales, profitability and the implementation of our growth strategy.***

The wire and cables industry in India is very fragmented industry, with larger players having their own niche high end markets, and the low-end (in quality terms) market, which is highly price sensitive in nature, is ruled by unorganized SME/ MSME sector. (*Source: Excerpt on Economic Growth Outlook from Techno Economic Viability Report by Dun and Bradstreet*). Due to the fragmented nature of the wire and cables industry, enhancing the brand visibility of flagship brand “Plaza cables” and our home brands such as “Action Wires” and PCG” may require us to make a substantial investment, including expansion of our distribution network and market penetration, and increase our marketing, advertising and business promotion expenses to give us an edge over the large industry players. According to the Resurgent India Research Report, organized players have increased their advertisement and promotional spends over the years. This has helped them garner higher market share and margins over the last two-three years. While we have been developing and promoting our brand since inception and will continue to invest in building and maintaining our brand’s value in the future to compete effectively, we may not be able to do so successfully or in a cost-effective manner as compared to the organised players who might have leverage.

As our business plans to expand into new markets and regions maintaining and enhancing our brand may become difficult and expensive. Our future success and competitiveness may be influenced by the performance of our brand, as well as our ability to communicate effectively about our products with our target customers through consistent and focused marketing messages. Further, our brand building would also depend on the effectiveness of sales and promotional activities and choice of channel partners. Any damage to our brand name, if not immediately and sufficiently remedied, could have an adverse effect on our reputation, competitive position in India, business, financial condition, results of operations and cash flows. If our initiatives are not

effectively implemented or our products fail to find acceptance with our existing and potential customers resulting in loss of customer confidence in our brand for any reason, our ability to attract and retain customers could be adversely affected. Maintaining and enhancing our brand image may also require us to undertake significant expenditures and make investments in areas such as developing new range of products, advertising and marketing, through media and other channels of publicity, and towards employee development and training. An inability to enhance the visibility of our brand may adversely impact consumer goodwill and brand recall, and consequently our business prospects and financial performance. There can be no assurance that our efforts in these areas would always be effective. Any adverse development or decline in our brand value and reputation may adversely affect our business, results of operations and financial condition.

**7. *The industry segments in which we operate being fragmented, we face competition from large players, which may affect our business operations and financial conditions.***

We compete in wires & cables industry on the basis of the range of our products, quality of our products, price, and dealers & distribution network. The industry in which we operate is highly competitive. According to the Resurgent India Research Report, the Indian cables and wires industry has been gradually moving from a largely unorganized sector comprising smaller regional players towards an organized sector comprising pan-India branded market players across all categories. Furthermore, an increase in technological and product complexities, growing marketing and branding activities by leading cable manufacturers, and the entry of newer players have all led to an increase in the proportion of the industry's revenue generated by the organized sector. Industry expects the share of organized players to grow to 74% by FY23E on account of GST rollout, improved efficiency and cost structure (reducing the price gap between the organized and unorganized sectors) and the economies of the pan-India distribution network.

The industry and markets for our products are characterized by factors such as technological change, the development of new products, evolving industry standards. We primarily compete based on the following:

- product functionality, quality and reliability;
- design, technical, research and production capabilities;
- ability to meet customers order requirements and delivery schedules;
- distributor, dealer and customer relationships and services; and
- product price.

Our competitors vary in size, and may have greater financial, production, marketing, personnel and other resources than us and certain of our competitors have a longer history of established businesses and reputations in the Indian wires & cables industry as compared with us. These conditions may continue indefinitely. Changes in the identity, ownership structure, and strategic goals of our competitors and the emergence of new competitors in our target markets may impact our financial performance. New competitors may include foreign-based companies and domestic producers who could enter our markets. Our failure to compete effectively, including any delay in responding to changes in the industry and market, together with increased spending on advertising, may affect the competitiveness of our products, which may result in a decline in our revenues and profitability. Also, see "***Our Business - Competition***" beginning on page 122 of this Draft Red Herring Prospectus

**8. *Our inability to maintain the stability of our distribution network and attract additional distributors and dealers may have a material adverse effect on our results of operations and financial condition.***

We primarily sell our products to retail customers through our wide-spread distribution network of dealers and distributors in India. As on the date of DRHP, we have 1108 registered dealers and distributors. The competition for dealers and distributors is intense in our industry and many of our competitors including the large players continue to expand their distribution networks. In addition, we have no control over our competitors who may offer greater incentives to our distributors and dealers. As such, there can be no assurance that our current distributors and dealers will continue to do business with us, or that we can continue to attract additional distributors and dealers to our network. There can be no assurance that we will be able to successfully expand, maintain or manage our large distribution network and strengthen our relationship with our significant dealers in the future. If we lose any of our dealers to competitors, we may lose some or all favourable arrangements with such dealer, which could result in weakening or termination of our relationships with other dealers. We may also not be able to effectively manage our dealers, and the cost of any consolidation or further expansion of our distribution network may exceed the additional revenue generated from such efforts.

Furthermore, the performance of our dealers and distributors and their ability to sell our products, strengthen our brand and expand their businesses and their sales network are crucial for the future growth of our business and would directly affect our sales volume and profitability. Our business is dependent on maintaining a continuing

relationship with our most significant dealers as a significant portion of our revenues in our business is generated by a limited number of dealers. An inability to develop and maintain our relationship with dealers by providing new and quality products, effective branding and marketing for such products, attractive commercial arrangements, or effective training and network support for dealers, as compared to other large players in the industry it may result in the loss of our dealers. There can be no assurance that we will be able to maintain or increase the historic levels of business from our dealers, or that we will be able to immediately and successfully replace these dealers at terms acceptable to us, should we lose any or all of them. Any loss of such dealers may adversely affect our business, results of operations and financial condition.

9. *We generate our major portion of sales from our operations in certain geographical regions. Any adverse developments affecting our operations in these regions could have an adverse impact on our revenue and results of operations.*

For the nine months period ended December 31, 2021 and for the financial years ended March 31, 2021, March 31, 2020, and March 31, 2019, our revenue from our certain geographical regions customers as per our Restated Financial Statements are as follows:

S No.	Geographic Region	Fiscal 2019		Fiscal 2020		Fiscal 2021		For the period nine months ended December 31, 2021*	
		Sales	% to total revenue	Sales	% to total revenue	Sales	% to total revenue	Sales	% to total revenue
1	DELHI	544.59	33.46%	544.31	32.79%	463.70	30.90%	398.49	30.94%
2	UTTAR PRADESH	443.05	27.23%	424.07	25.55%	458.33	30.55%	362.04	28.11%
3	HARYANA	134.67	8.28%	122.30	7.37%	102.21	6.81%	89.77	6.97%
4	KERALA	110.02	6.76%	110.95	6.68%	122.16	8.14%	85.55	6.64%
5	RAJASTHAN	65.99	4.06%	166.68	10.04%	35.05	2.34%	59.08	4.59%
	<b>Total</b>	<b>1298.3</b>	<b>79.78%</b>	<b>1368.3</b>	<b>82.44%</b>	<b>1181.4</b>	<b>78.74%</b>	<b>994.94</b>	<b>77.25%</b>
		<b>1</b>		<b>0</b>		<b>6</b>			

\*Not annualized

Such geographical concentration of our business in these regions heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions which may adversely affect our business prospects, financial conditions and results of operations. We may not be able to leverage our experience in such regions to expand our operations in other parts of India, due to actors such as competition, culture, regulatory regimes, business practices and customs, industry needs, transportation, in other markets where we may expand our operations may differ from those in such regions, and our experience in these regions may not be applicable to other markets. In addition, as we enter new markets and geographical areas, we are likely to compete not only with national players, but also local players who might have an established local presence, are more familiar with local regulations, business practices and industry needs, have stronger relationships with local dealers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into areas outside such markets may adversely affect our business prospects, financial conditions and results of operations. While our management has faith that the Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we may face and should not rely on our results of operations for any prior periods as an indication of our future performance.

*Management Perception: As on the date of the Draft Red Herring Prospectus, the Company has already made a presence in 30 states and union territories through its dealers and distributors net and aims to strengthen its presence and expand operations in such region.*

10. *The current and continuing impact of the COVID-19 pandemic on our business and operations, including its impact on the ability or desire of customers to purchase our products, may have an adverse effect on our business prospects and future financial performance.*

The outbreak of the COVID-19 pandemic and its continuing impact, as well as government measures to reduce the spread of the COVID-19 pandemic, have had a substantial impact on our operations since the last week of March 2020. The impact of the pandemic on our business, operations and financial performance have included and may continue to include the following:

- Temporary shutdown of our Existing Manufacturing Facility for a few weeks in March and April 2020. Regulatory restrictions relating to the pandemic interrupting our operations may also affect our ability to effectively manage our product inventory.
- Temporary closure of our offices and decline in the availability of workforce due to employees contracting the virus, rationalization of the workforce, and restrictions on travel and movement due to lockdowns imposed by various state governments, affecting commute of employees to their places of work. As a result, our revenue from operations declined by 8.65% from ₹ 1,591.42 million in Fiscal 2020 to ₹1,453.78 million in Fiscal 2021, due to decline in market movement on account of COVID-19, among other reasons and consequently expect an adverse impact on our sales and profitability. Any further decline, particularly as a result of prolonged restrictions due to the Omicron variant, any new variant or any subsequent waves in India, may also affect our ability to effectively manage our inventory of products. Further, stores located in containment zones, as demarcated by the regional authorities from time to time, may have further restrictions imposed on their operations.
- Disruptions to flow of material such as our ability to procure raw materials and finished products from third part manufacturers, reducing our ability to fulfil orders in a timely manner, disrupting the operation of our production facility and third-party manufacturing operations, affecting the ability of our delivery partners to make deliveries due to various restrictive measures imposed by governmental authorities.
- Compliance with evolving government regulations, including with respect to social distancing measures and sanitization practices. Although we are currently in compliance with such guidelines, any failure in the future to fully comply or adhere to the measures and guidelines or any other similar regulations could lead to the imposition of penalties, fines or other sanctions, which could have an adverse impact on our business.

Additionally, there can be no assurance that we will be able to successfully achieve our expansion strategies in the event of subsequent waves of the pandemic in India that leads to additional restrictive measures or hamper overall economic recovery. For instance, the second wave of the COVID-19 pandemic in India in April and May 2021 led to additional restrictive measures such as lockdowns and curfews in certain parts of India, restricting operations at our Existing Manufacturing Facility and exposing our manufacturing personnel to the increased risk of contagion. Further, while a majority of the eligible population under India's vaccine scheme is now fully vaccinated, the likelihood of subsequent waves of the COVID-19 pandemic in India remains high especially against any new variants of COVID-19, for example, B.1.1.529 (Omicron) variant and we may be subject to further lockdowns or other restrictions in future. In the event subsequent waves worsen or are not controlled in a timely manner, we may not be able to (i) manage our operations at their full capacity; and (ii) successfully implement our growth strategy. Even though we have taken various initiatives to raise awareness for COVID as well as implemented social distancing and hygiene measures in our Existing Manufacturing Facility and offices, we cannot assure you that in the event of another COVID-19 wave additional restrictions will be put back in place or if another lockdown would be re-imposed to control the spread of COVID-19. The impact of the ongoing pandemic cannot be ascertained at this time, and while we cannot currently estimate the duration or future impact of the COVID-19 pandemic on our business or on the Indian or global economy, there is a likelihood that the effects could continue into Fiscal 2022 and beyond.

In addition, if our Key Managerial Personnel or a significant percentage of our workforce is unable to work due to COVID-19 illness, quarantine, limitations on travel or other government restrictions in connection with the COVID-19 pandemic, our operations may be negatively impacted. An outbreak of the COVID-19 pandemic connected to one or more of our manufacturing facilities could also cause negative publicity directed at any of our distributors and cause customers to avoid our products, which could have a material adverse effect on our business, results of operations, financial condition, cash flows, reputation and prospects. Also, see "Restated Financial Statements" on page 178 of this DRHP.

**11. *We are predominantly dependent on the sale of our Wires and Cables products. An inability to anticipate and adapt to evolving customer preferences and demand for particular product, or ensure product quality or reduction in the demand of our wire and cables products may adversely impact demand for our products, brand loyalty and consequently our business prospects and financial performance.***

Our business prospects are dependent on the demand for our products amongst our existing customers and new customers. In addition, our financial performance is dependent on our wires and cables products, which was ₹ 1,511.13 million, ₹ 1,483.04 million, ₹ 1,312.84 million and ₹ 1,187.26 million, respectively which represented

92.86%, %, 89.35%, %, 87.50%, % and 92.19%, of our total Revenue from operation in, respectively. A portion of our revenues is also derived from LT cables, FMEG Products, PVC Pipe, Tape and other products. In Fiscal 2019, 2020, 2021 and in nine months ended December 30, 2021, sales of FMEG Products was ₹ 33.73 million, ₹ 76.34 million, ₹ 55.98 million and ₹ 24.05 million respectively, which represented 2.07%, 4.60%, 3.73% and 1.87% of our total Revenue from operation respectively. Sales of PVC Pipe, Tape and other products in Fiscal 2019, 2020, 2021 and in nine months ended December 31, 2021, was ₹ 82.48 million, ₹ 100.36 million, ₹ 131.61 million and ₹ 76.56 million, respectively, which represented 5.07%, %, 6.05%, %, 8.77%, % and 5.95%, of our total Revenue from operation respectively in such periods.

As a result, our business and financial condition dependent on the performance of the wires and cables market in India and we are exposed to fluctuations in the performance of these markets. In the event of a decrease in demand for wires and cables in India, we will experience pronounced effects on our business, results of operations, financial condition, cash flows and prospects. The wires and cables market may be affected by, among others, changes in government policies, government initiatives, economic conditions, income levels and interest rates, which may negatively affect the demand for and the valuation of our products. These and other factors may negatively contribute to changes in the prices of and demand for our wires and cables and may materially adversely affect our business, financial condition, results of operations and cash flows.

**12. *Our Existing Manufacturing Unit is critical to our business operations and any shutdown of our Existing Manufacturing Unit may have an adverse effect on our business, results of operations and financial condition.***

Our Existing Manufacturing Unit at Baddi, Himachal Pradesh, is subject to operating risks, such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of efficiency, obsolescence, labour, disputes, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities.

In addition, our Existing Manufacturing Unit and operations require constant power supply. For the nine months periods ended December 31, 2021 Fiscals 2021, 2020 and 2019 for our electricity and water expenses were ₹ 7.65 million, ₹ 10.46 million, ₹ 13.59 million and ₹ 15.37 million constituting 0.60%, 0.72%, 0.85% and 0.97% respectively of our revenue from operations. To battle electricity failures, we also have DG set of 250 KVA to meet exigencies at our main facility, however, we cannot assure you that our facilities will be operational during power failures. Any disruption in the supply of electricity may disrupt our operations, which may interfere with manufacturing process, requiring us to either stop our operations or repeat activities which may involve additional time and increase our costs. If energy costs were to rise, or if electricity supplies or supply arrangements were disrupted, our profitability could decline. Any disruption in the supply of power may disrupt our operations, which may interfere with manufacturing process, requiring us to either stop our operations or repeat activities which may involve additional time and increase our costs. If energy costs were to rise, or if electricity supplies or supply arrangements were disrupted, our profitability could decline. We source most of our electricity requirements for our manufacturing facilities from state electricity board. While we believe we have adequate stand-by power supply, this may not be adequate if the disruption in the supply of the power is for a longer period. Additionally, such standby power supply may not be sufficient to enable us to operate our facility at full capacity and any such disruption in the primary power supply available at our production facilities could materially and adversely affect our business, financial condition, results of operations and cash flows.

Our success depends on our ability to successfully manufacture and deliver our products to meet our customer demand. Our manufacturing facilities are also susceptible to damage or interruption or operating risks, such as human error, power loss, breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, loss of services of our external contractors, terrorist attacks, acts of war, break-ins, earthquakes, other natural disasters and industrial accidents and similar events. It is also subject to operating risk arising from compliance with the directives of relevant government authorities. Operating risks may result in personal injury and property damage and in the imposition of civil and criminal penalties.

If our Company experiences delays in production or shutdowns at our facility due to any reason, including disruptions caused by disputes with its workforce or any external factors, our Company's operations will be significantly affected, which in turn would have a material adverse effect on its business, financial condition and results of operations. Further, continuous addition of industries in and around our manufacturing facilities without commensurate growth of its infrastructural facilities may put pressure on the existing infrastructure therein, which may adversely affect our business.

**13. *We have not entered into any long term or definitive agreements with our dealers or customers. If our dealers or customers choose not to source their requirements from us, our business, financial condition and results of operations may be adversely affected.***

We have not entered into any long term or definitive agreements with our dealers and distributors and instead rely on purchase orders to govern the volume, pricing and other terms of sales of our products. However, such orders may be amended or cancelled prior to finalization, and should such an amend mentor cancellation take place, we may be unable to seek compensation for any surplus unpurchased products that we manufacture. Consequently, there is no commitment on the part of the customer to continue to source their requirements from us, and as a result, our sales from period to period may fluctuate significantly as a result of changes in our customers' vendor preferences.

Additionally, our customers have high and exacting standards for product quantity and quality as well as delivery schedules. Any failure to meet our customers' expectations could result in cancellation of orders. There are also a number of factors other than our performance that are beyond our control and that could cause the loss of a customer. Customers may demand price reductions, set-off any payment obligations, require indemnification for themselves or their affiliates, change their outsourcing strategy by moving more work in-house, or replace their existing products with alternative products, any of which may have an adverse effect on our business, results of operations and financial condition.

**14. *One of the natures of our business model from government companies /tenders exposes us to liability claims and contract disputes and our indemnities may not adequately protect us. Any liability in excess of our reserves or indemnities could result in additional costs, which would reduce our profits.***

Time is often of the essence in our projects. We typically enter into contracts with government companies, which provide for liquidated damages for time overruns. In the event there are delays in our current or future orders and we are unable to receive extensions from our customers, we may be exposed to late delivery charges, liquidated damages and termination apart from entailing significant cost and time overruns. We are generally required to furnish performance guarantees in the form of bank guarantees. In the event we fail to perform under the terms of a contract, a bank guarantee may be called upon by our customer, which could adversely affect our financial condition and results of operations. Failure to effectively cover ourselves against any of these reasons could expose us to substantial costs and potentially lead to material losses. Faults in technical specifications might also lead to order rejection or modification, which may not be foreseen. In addition, if there is a customer dispute regarding our product or deliveries, the customer may delay or withhold payment to us.

**15. *We are subject to strict quality requirements and any product defect issues or failure by us or our raw material suppliers to comply with quality standards may lead to the cancellation of existing and future orders, recalls and exposure to potential product liability claims.***

We face an inherent business risk of exposure to product defects and subsequent liability claims if the use of any of our products results in personal injury or property damage. The products manufactured by us need to comply with certain standards as prescribed by the Bureau of Indian Standards (BIS). We may not be able to meet regulatory relevant quality standards in India, or the quality standards imposed by our customers and applicable to our manufacturing processes, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

If any of our products do not meet regulatory standards or are defective, we may be, inter alia, (i) responsible for damages relating to any defective products, (ii) required to replace, recall or redesign such products or (iii) incur significant costs to defend any such claims.

The failure by us or any of our suppliers to achieve or maintain compliance with regulatory requirements or quality standards may disrupt our ability to supply products sufficient to meet demand until compliance is achieved or, until a new supplier has been identified and evaluated. The quality of raw materials will have an impact on the quality of the finished products and in turn affect our brand image, business and revenue. There is no assurance that our products will always meet the satisfaction of our customers' quality standards. Our failure to comply with applicable regulations could cause adverse consequences to be imposed on us, including fines, injunctions, civil penalties, the refusal of regulatory authorities to grant approvals or renewal, delays, suspensions or withdrawal of approvals, license revocation, seizures or recalls of products, operating restrictions and criminal prosecutions, all of which could harm our business. There can be no assurance that if we need to engage new suppliers to satisfy our business requirement, we will be able locate new suppliers in compliance with regulatory requirements in a timely manner, or at all. Failure to do so could lead to the cancellation of existing and future orders and have a material adverse effect on our business and revenue.



**16. *The industry in which we operate is labour intensive and our manufacturing operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or those of our suppliers.***

Wires & cables industry being labour intensive is dependent on labour force for carrying out its manufacturing operations. We have also employed contract labour at our Existing Manufacturing Unit. Shortage of skilled/unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. Though we have not experienced any major disruptions in our business operations due to disputes or other problems with our work force in the past; however there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition.

**17. *We rely on certain third-party manufacturers for manufacturing some of our products***

We enter into arrangements with third-party manufacturers who manufacture wires and cable products such as LT power control cable, TV dish antenna co-axial cables, telephone & switch board industrial cable, computer & LAN networking cable, close circuit television cables and solar cables, PVC insulated tape and PVC conduit pipe & accessories and FMEG products such as electric fans, water heaters and switch and switchgears based on our requirements. However, we do not enter into any formal agreements with such third-party manufacturers. We select and evaluate these third-party manufacturers based on certain criteria including the quality of products produced, reputation and delivery standards. If there are any delays or disruptions in the manufacturing facility of third-party manufacturers, our ability to deliver certain products may be affected. Any of our third-party manufacturers' failure to adhere to agreed timelines, technical specifications, quality, whether due to their inability to comply with, or obtain, regulatory approvals, or otherwise, may result in delays and disruptions to our supplies, increased costs, delayed payments for our products and damage to our reputation leading to an adverse effect on our results of operations. We are exposed to the risk of these third party manufacturers failing to adhere to the standards set for them by us and statutory and/ or regulatory bodies in respect of factors such as quality, quantum of production, weights and measures and safety standards and non-compliance of relevant rules and regulations, and any consequent action by such statutory and/ or regulatory bodies or otherwise, could adversely affect our business operations, results of operations, cash flows and financial condition, due to reasons such as shortage of supply, product liability claims and product recalls. This may also result in lost confidence on the part of our customers and adversely affect our reputation. Further, any delay or failure on the part of the third-party manufacturers to deliver the products in a timely manner or to meet our quality standards by such third-party manufacturers, would result in adverse effect on our business operations, results of operation, cash flows and financial condition. Any litigation involving such third parties may cause a material adverse effect on our reputation.

Additionally, the use of third-party manufacturers is subject to certain risks, such as our inability to continuously monitor the quality, safety and manufacturing processes at such third-party manufacturing facility. While we have stipulated quality assurance and quality control standards for our third-party manufacturers, we cannot assure you that we will be able to maintain high quality standards in respect of the products that such third-party.

**18. *Information relating to the installed manufacturing capacity of our Existing Manufacturing Unit included in this Draft Red herring Prospectus is based on various assumptions and estimates and future production and capacity may vary.***

Information relating to the installed manufacturing capacity of Existing Manufacturing Unit included in this DRHP are based on various assumptions and estimates of our management that have been taken into account by a Chartered Engineer in the calculation of the installed manufacturing capacity of Existing Manufacturing Unit. These assumptions and estimates include the standard capacity calculation practice of wires & cables industry after examining the equipment installed at the facilities, the period during which the Existing Manufacturing Unit operated in a year/ period, expected operations, availability of raw materials, expected utilization levels, downtime resulting from scheduled maintenance activities, unscheduled breakdowns, as well as expected

operational efficiencies. For further information, see “*Our Business - Capacity and Capacity Utilization*” beginning on page 123. Further, the requirements of our customers are not restricted to one type of product and therefore variations in demand for certain types of products also requires us to make certain changes in our manufacturing processes thereby affecting our production schedules. We often increase capacity to meet the anticipated demand of our customers or significantly reduce production of certain products depending on potential orders. Certain products require lesser process time whereas certain products require more process time in the same manufacturing set-out that we have installed. Accordingly, actual production levels and rates may differ significantly from the installed capacity information of our facilities or historical installed capacity information of our facilities depending on the product type. Further, the installed capacity, capacity utilisation and other related information may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to capacity information that may be computed and presented by other wires & cables companies. Undue reliance should therefore not be placed on our historical installed capacity information for our existing facilities included in this DRHP.

**19. *Further, our existing and proposed manufacturing facilities are concentrated in a single region i.e., Himachal Pradesh and the inability to operate and grow our business in this particular region may have an adverse effect on our business, financial condition, results of operations, cash flows and future business prospects.***

Our Existing Manufacturing Unit is located at Solan, Baddi, Himachal Pradesh. Further our Proposed Manufacturing Unit is also proposed to be set-up at Himachal Pradesh. Though we are located at the plain landscapes of Himachal Pradesh, the state is known for its climate sensitive nature with instances of many floods in the past and more recently glacier outbreak in other regions of the state. Our success depends on our ability to successfully manufacture and deliver our products to meet our customer demand. Our manufacturing facilities are susceptible to damage or interruption or operating risks, such as human error, power loss, breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, loss of services of our external contractors, terrorist attacks, acts of war, break-ins, earthquakes, other natural disasters and industrial accidents and similar events. Recently, on account of the government-imposed lockdown in India due to COVID-19 pandemic, operations at all of our manufacturing facilities were temporarily shut down and we were required to follow protocols as suggested by regulatory authorities which impacted our ability to operate our manufacturing facilities at optimum utilizations.

It is also subject to operating risk arising from compliance with the directives of relevant government authorities. Operating risks may result in personal injury and property damage and in the imposition of civil and criminal penalties. If our Company experiences delays in production or shutdowns at our facility due to any reason, including disruptions caused by disputes with its workforce or any external factors, our Company’s operations will be significantly affected, which in turn would have a material adverse effect on its business, financial condition and results of operations.

Further, any materially adverse social, political or economic development, civil disruptions, or changes in the policies of the state government or state or local governments in this region could adversely affect our manufacturing operations, and require a modification of our business strategy, or require us to incur significant capital expenditure or suspend our operations. Any such adverse development affecting continuing operations at our manufacturing facilities could result in significant loss due to an inability to meet customer contracts and production schedules, which could materially affect our business reputation within the industry. The occurrence of or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects. Further, continuous addition of industries in and around our manufacturing facilities without commensurate growth of its infrastructural facilities may put pressure on the existing infrastructure therein, which may adversely affect our business.

**20. *We have substantial capital expenditure requirements and may require additional financing to meet those requirements, which could have a material adverse effect on our results of operations, cash flows and financial condition.***

For the nine months period ended December 31, 2021 and for the fiscals 2021, 2020 and 2019 our capital expenditures (net of disposals), reflected in our Restated Financial Statements as additions/adjustments to property, plant and equipment were, ₹ 30.66 million, ₹ 7.80 million, ₹ 14.07 million and ₹ 18.64 million respectively. The actual amount and timing of our future capital requirements may differ from estimates due to, among other factors, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, economic conditions, weather related delays, technological changes, additional market developments and new opportunities in the cables and wires industry. Our sources of additional financing, where required to meet our capital expenditure plans, may include the incurrence of debt, the issue of equity or debt securities or a

combination of both. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows. Any issuance of equity to raise additional funds, on the other hand, would result in a dilution of the shareholding of existing shareholders.

**21. *Our lenders have charge over our movable and immovable properties in respect of finance availed by us. Our inability to meet our obligations under our debt financing arrangements could adversely affect our business, results of operations and cash flows.***

We have provided security in respect of loans / facilities availed by us from banks and financial institutions by creating a charge over our movable and immovable properties. The total amounts outstanding and payable by us as secured loans were ₹ 404.09 million, ₹ 429.83 million, ₹ 352.82 million and ₹ 309.49 million, as on December 31, 2021, March 31, 2021, 2020 and 2019. For further details, please refer to **Note 16 – Borrowings – Non- Current** and **Note 16 – Borrowings – Current** beginning on Page 239 under the chapter titled “*Restated Financial Statements*” beginning on page 178 of this Draft Red Herring Prospectus.

In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be subject to Invocation/forfeiture by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. Any failure on our part to comply with the terms in our loan agreements would generally result in events of default under these loan agreements. In such a case, the lenders under each of these respective loan agreements may, at their discretion, accelerate payment and declare the entire outstanding amounts under these loans due and payable, and in certain instances, enforce their security which has been constituted over our various assets and take possession of those assets, which could adversely affect our liquidity and materially and adversely affect our business and operations.

**22. *Our loan agreements with various lenders have several restrictive covenants and certain unconditional rights in favour of the lenders, which could influence our ability to expand, in turn affecting our business and results of operations.***

We have entered into agreements for short term and long-term borrowings with certain lenders. As on December 31, 2021 an aggregate of ₹ 309.36 million as short-term loans and ₹ 97.20 million as long-term loans was outstanding towards loans availed from banks and financial institutions. The credit facilities availed by our Company are secured by way of mortgage of fixed assets, hypothecation of current assets (both present and future), and personal guarantees given by our Promoters and Whole-time Directors. In case we are not able to pay our dues in time, the same may amount to a default under the loan documentation and all the penal and termination provisions therein would get triggered and the loans granted to the Company may be recalled with penal interest. This could severely affect our operations and financial condition. In addition to the above, our loan documentation includes certain conditions and covenants that require us to obtain consents from the aforesaid banks prior to carrying out certain activities like entering into any amalgamation, demerger, merger and corporate reconstruction, changing our management and operating structure, making any fresh borrowings or creating fresh charges on assets, etc. Any failure to comply with any condition or covenant under our financing agreements that is not waived by the lending banks or is not otherwise cured by us, may lead to a termination of our credit facilities, acceleration of all amounts due under the said credit facility, which may adversely affect our ability to conduct our business and operations or implement our business plans. Further, the said credit facilities can be renewed/enhanced/cancelled/suspended/reduced and the terms and conditions of the same can be altered by the lending banks, at their discretion. In the event, the lending banks refuse to renew / enhance the credit facilities and/or cancels / suspends / reduces the said credit facilities and/or alters the terms and conditions to the derogation of our Company, our existing operations as well as our future business prospects and financial condition may be severely affected.

**23. *Our Company has availed unsecured loans from banks, directors, their relatives and corporates, which may be recalled on demand.***

For the nine months ended December 31, 2021 and for the financial year ending March 31, 2021, March 31, 2020 and March 31, 2019, our Company has outstanding unsecured loans amounting to and Rs. 2.46 million, Rs 3.21 million, Rs. 8.74 million and Rs.12.39 million, respectively as unsecured loans from banks, directors, their relatives and corporates which is repayable on demand to the relevant lenders. These loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. In such cases, our Company may be required to repay the entirety of the unsecured loans together with accrued interest. Our Company may not be able to generate sufficient funds at short notice to be able to repay such loans and may resort to refinancing such loans at a higher rate of interest and on terms not favorable to it. Failure to repay unsecured loans in a timely manner may have a material adverse effect on our business, cash flows and financial condition. For further details of unsecured loans of our Company, please refer the chapter titled “*Restated Financial Statements*” beginning on page 178 of this Draft Red Herring Prospectus.

- 24. *We appoint contract labour for carrying out certain of our operations and we may be held responsible for paying the wages of such workers, if the independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations, cash flows and financial condition.***

We engage independent contractors through whom we engage contract labourers for performance of certain functions at our Existing Manufacturing Unit for the performance of non-core tasks. Although we do not engage these labourers directly, we are responsible for any wage and statutory payments to be made to such labourers in the event of default by such independent contractors. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and our financial conditions. In addition, we may be liable for or exposed to litigations, sanctions, penalties or losses arising from accidents or damages caused by our workers or contractors.

- 25. *Failure to manage our inventory could have an adverse effect on our net sales, profitability, cash flow and liquidity.***

The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and manufacture and trade inventory accordingly. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory. Further, if we fail to sell the inventory we manufacture, we may be required to write-down our inventory or pay our suppliers without new purchases, or create additional vendor financing, which could have an adverse impact on our income and cash flows. We estimate our sales based on the forecast, demand and requirements and also on the customer specifications. Natural disasters such as earthquakes, extreme climatic or weather conditions such as floods or droughts may adversely impact the supply of raw material and local transportation. Should our supply of raw materials be disrupted, we may not be able to procure an alternate source of supply in time to meet the demands of our customers. Such disruption to supply would materially and adversely affect our business, profitability and reputation. In addition, disruptions to the delivery of product to our customer may occur for reasons such as poor handling, transportation bottlenecks, or labour strikes, which could lead to delayed or lost deliveries or damaged products and disrupt supply of these products. To improve our line capability, we try to stock our inventory at our Existing Manufacturing Unit. An optimal level of inventory is important to our business as it allows us to respond to customer demand effectively. If we over-stock inventory, our capital requirements will increase and we will incur additional financing costs. If we under-stock inventory, our ability to meet customer demand and our operating results may be adversely affected. Any mismatch between our planning and actual consumer consumption could lead to potential excess inventory or out-of-stock situations, either of which could have an adverse effect on our business, financial condition and results of operation.

- 26. *We depend on third parties for our suppliers, logistics and transportation needs. Any disruptions in the same may adversely affect our operations, business, cash flows and financial condition.***

We do not have an in-house transportation facility and we rely on third party transportation and other logistic facilities at every stage of our business activity including for procurement of products from our suppliers and for transportation from our distribution centres to various stores. However, we do not enter into any formal agreements with the third parties for our logistics and transportation needs. Since the cost of our goods carried by third party transporters is typically much higher than the consideration paid for transportation, it may be difficult for us to recover damages for damaged, delayed or lost goods. Our operations and profitability are dependent upon the availability of transportation and other logistic facilities in a time and cost-efficient manner. Accordingly, our business is vulnerable to increased transportation costs, transportation strikes and lock-outs, shortage of labour, delays and disruption of transportation services for events such as weather-related problems and accidents. Further, movement of goods encounters additional risks such as accidents, pilferage, spoilage, shrinkage and our inability to claim insurance may adversely affect our operations, results of operations and financial condition. Although we have not experienced any material logistics and transport related disruptions in the past, any prolonged disruption or unavailability of such facilities in a timely manner could result in delays or non-supply or may require us to look for alternative sources which may not be cost-effective, thereby adversely affecting our operations, results of operations, cash flows and financial condition.

We rely on third party raw material suppliers for our business. We are exposed to the risk of these suppliers, third party manufacturers and service providers failing to adhere to the standards set for them by us and statutory and/ or regulatory bodies in respect of factors such as quality, quantum of production, weights and measures and safety standards and non-compliance of relevant rules and regulations, and any consequent action by such statutory and/ or regulatory bodies or otherwise, could adversely affect our business operations, results of operations, cash flows and financial condition, due to reasons such as shortage of supply, product liability

claims and product recalls. This may also result in loss of confidence on the part of our customers and adversely affect our reputation. Further, any delay or failure to deliver the products in a timely manner, would result in adverse effect on our business operations, results of operation, cash flows and financial condition. Any litigation involving such third parties may cause a material adverse effect on our reputation.

**27. *There may have been certain instances of non-compliances and alleged non-compliances with respect to certain regulatory filings for corporate actions taken by our Company in the past. Consequently, we may be subject to regulatory actions and penalties for any such past or future non-compliance and our business, financial condition and reputation may be adversely affected.***

There may have been certain procedural instance of lapses such as delays in filings/ non-filing of forms, noncompliance with procedural requirements for allotment of non-voting shares and variation of rights of such shares, and factual errors in our corporate records, in relation to certain corporate actions taken by our Company in the past. For instance, our Company inadvertently did not file Form CHG1 for few vehicle loans availed from banks and charge modifications forms for certain secured borrowings with the respective ROC, however we are in process of filing condonation of delay and file modification of charges form and take all necessary steps to rectify the lapse on our part. This may subject us to regulatory actions and/or penalties which may adversely affect our business, financial condition and reputation. While we have not been subject to any penalties in respect of certain previous violations, there can be no assurance that we would not be subject to such penalties or fines in the future. Further, there can be no assurance that there will be no delays or non-compliances with the filing of certain documents in the future.

**28. *Our inability to protect or use intellectual property rights may adversely affect our business.***

As on the date of this Draft Red Herring Prospectus, we do not own any of the trademarks that are being used by the Company. The proprietors of these trademarks are our Promoter and Promoter Group entities. We have obtained rights to use these trademarks under various assignment, license and registered user agreements. We may not be able to prevent infringement of such trademarks. Further, our efforts to protect these intellectual properties may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. The application of laws governing intellectual property rights in India is uncertain, evolving and could involve substantial risks to us. 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 brand offerings. We may also be susceptible to claims from third parties asserting infringement and other related claims. If similar claims are raised in the future, these claims 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 certain brand offerings. Any of the foregoing could have an adverse effect on our business, results of operations, cash flows and financial condition. For further details pertaining to our intellectual property, please refer to the chapter titled “Our Business” beginning on page 123 of this Draft Red Herring Prospectus.

**29. *Our Company, its Promoters, its Directors, and one of our Group Companies are parties to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.***

Our Company, its Promoters, its Directors, and one of our Group Companies are parties to certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts, tribunals and forums. Mentioned below are the details of the proceedings involving our Promoters/Directors, and one of our Group Companies as on the date of this Draft Red Herring Prospectus along with the amount involved, to the extent quantifiable, based on the materiality policy for litigations, as approved by the Company in its Board meeting held on March 19, 2022.

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable (₹ in million)
<b>I.</b>	<b>Litigations filed by our Company</b>		
(a)	Litigation involving Criminal Matters	27	12.18
<b>II.</b>	<b>Litigations filed against our Promoters/Directors</b>	1	NIL
(a)	Litigation involving actions by statutory/regulatory authorities	1	NIL

<b>III.</b>	<b>Litigations filed against our Company</b>		
(a)	Litigation involving Criminal Matters	1	NIL
<b>IV.</b>	<b>Litigations filed by our Group Companies</b>		
(a)	Litigation Involving Criminal Matters	7	0.76

There can be no assurance that these litigations will be decided in favour of our Promoters/Directors, and our Group Company, respectively, and consequently it may divert the attention of our management and Promoter and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares. For the details of the cases please refer the chapter titled “*Outstanding Litigations and Material Developments*” beginning on page no. 257 of this Draft Red Herring Prospectus.

**30. *We may be unable to comply with changes in environmental, health and safety, labour laws and other applicable regulations.***

We are subject to various laws and regulations in relation to environmental protection, such as the Water Act, Air Act, as well as environmental laws and regulations, health and safety laws, and labour laws. These laws and regulations impose controls on air and water discharge, noise levels, storage handling, employee exposure to hazardous substances and other aspects of our manufacturing operations. We are also subject to the laws and regulations governing employees, including in relation to minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits. For details on such regulations and policies applicable to our business, see “*Key Regulations and Policies in India*” beginning on page 142 of this DRHP.

Laws and regulations may limit the amount of hazardous and pollutant discharge that our manufacturing facilities may release into the air, soil and water. The discharge of materials that are chemical in nature or of other hazardous substances into the air, soil or water beyond these limits may cause us to be liable to regulatory bodies or third parties. Any of the foregoing could subject us to litigation, which could increase contingent costs, require considerable attention from the management, and adversely affect our reputation in the event we were found liable. Additionally, the government or the relevant regulatory bodies may require us to shut down our manufacturing facilities, which in turn could lead to product shortages that delay or prevent us from fulfilling our obligations to customers. Furthermore, in the event our manufacturing activities are shut down or suspended, we may continue to incur costs including those incurred to comply with regulations, appeal regulatory decisions, and compensate our workforce.

**31. *If we are not able to obtain, renew or maintain our statutory and regulatory licenses, registrations and approvals required to operate our business, it may have a material adverse effect on our business, results of operations and financial condition.***

We require certain statutory and regulatory licenses, registrations and approvals to operate our business, some of which our Company has either received, applied for or is in the process of application. Further, in the future, we may also be required to obtain new licenses, registrations and approvals for any proposed or upcoming projects, including any expansion of existing projects. There can be no assurance that the relevant authorities will renew such licenses, registrations and approvals in a timely manner or at all. Further, these licenses, registrations and approvals are subject to several conditions, and we cannot assure that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant licenses, approvals and registrations. Failure by us to renew, maintain or obtain the required licenses or approvals, or cancellation, suspension, or revocation of any of the licenses, approvals and registrations may result in the interruption of our operations and may have a material adverse effect on our business. Our Company has applied for approvals and the receipt of the same are pending as on date of this Draft Red Herring Prospectus such as factory license for our Existing Manufacturing Unit.

For further details on the licenses obtained by us and licenses for which renewal and other applications have been made, please see the chapter titled “*Government and Other Statutory Approvals*” beginning on page 271.

**32. *Pricing pressure from dealers and distributors may affect our gross margins and ability to increase our prices, which in turn may adversely affect our revenue from operations, profits and cash flows.***

Consumer demand for our products depends in part on the pricing of our products. We differentiate certain of our products based on their economical pricing coupled with their quality. Our pricing depends on various factors, including the sales and promotional discounts we offer for our products from time to time. We cannot assure you that we will be able to maintain our margins while offering discounts, or that our discounts will continue to attract consumer demand for our products. The pricing of our products is agreed between us and distributors, and changes to such prices require mutual agreement. The pricing is determined by our cost of products and other costs and other factors. Our cost of products may increase in the future due to various factors, including factors beyond our control such as inflation. We cannot assure that, in the future, we would be able to pass increased costs on to our customers. Any inability to do so may adversely affect our business and results of operations.

**33. We have had experienced negative cash flows from operations in the recent past, and we may have negative cash flows in the future.**

We experienced the cash flows, both positive and negative, set forth in the table below for the specified periods: experienced negative cash flows from operations in the recent past.

Particulars	(₹ in millions)			
	Nine month period ended December 31, 2021	Fiscal 2021	Fiscal 2020	Fiscal 2019
Net cash flow from operating activities	85.04	(24.37)	16.51	78.08
Net cash flow from/(outflow) investing activities	(29.99)	(7.88)	(12.60)	(17.57)
Net cash flow from/(outflow) financing activities	(55.10)	32.26	(3.89)	(60.49)
Net increase/(decrease) in cash and cash Equivalents	(0.05)	0.01	0.02	0.03

Note:

Our cash flow for any interim period within a fiscal year, such as for the nine months period ended December 31, 2021, is not necessarily indicative of or comparable with our cash flow for any full fiscal year.

There can be no assurance that our net cash flows will be positive in the future. Any negative cash flows in the future could adversely affect our results of operations and financial condition, and we cannot assure you that our net cash flows will be positive in the future. For further details, see “Summary Financial Information” and “Management’s Discussion and Analysis of Results of Operations and Financial Condition – Cash Flows” beginning on pages 243.

**34. We have certain contingent liabilities that have not been provided for in our Company’s financials which if materialised, could adversely affect our financial condition.**

Our contingent liabilities as on December 31, 2021 are as under:

Sr. No.	Particulars	(₹ in million)
		As at December 31, 2021
1.	Other Money for which Company is contingently liable *	22.77

\*The Company’s customers have availed channel financing facility from Adani capital (lender) against which the Company has provided guarantee

In the event any such contingencies mentioned above were to materialize or if our contingent liabilities were to increase in the future, our financial condition could be adversely affected. For further details, see the section entitled “Restated Financial Statements” beginning on page 178 of this Draft Red Herring Prospectus.

**35. We are highly dependent on our key management team as well as our mid-to-senior personnel and our success depends in large part upon our Promoters. The loss of or our inability to attract or retain such persons could materially adversely affect our business performance.**

Our business and the implementation of our strategy is dependent upon our key management team, who oversee our day-to-day operations, strategy and growth of our business. There can be no assurance that we will be able to retain these personnel or find adequate replacements in a timely manner, or at all. We may not be able to hire

and train replacement personnel immediately when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. Further, our competitors may offer compensation and remuneration packages beyond what we are offering to our key management team. If one or more members of our key management team are unable or unwilling to continue in their present positions, such persons would be difficult to replace in a timely and cost-effective manner, and our business, prospects, results of operations and cash flows could be materially adversely affected.

The loss of key personnel or our inability to replace key personnel may restrict our ability to grow, to execute our strategy, to raise the profile of our brand, to raise funding, to make strategic decisions and to manage the overall running of our operations, which would have a material adverse impact on our business, results of operations, financial position and cash flows.

**36. *Any increase in interest rates would have an adverse effect on our results of operations and will expose our Company to interest rate risks.***

We are dependent upon the availability of equity, cash balances and debt financing to fund our operations and growth. Our secured debt has been availed at floating rates of interest. Any fluctuations in interest rates may directly impact the interest costs of such loans and, in particular, any increase in interest rates could adversely affect our results of operations. Furthermore, our indebtedness means that a material portion of our expected cash flow may be required to be dedicated to the payment of interest on our indebtedness, thereby reducing the funds available to us for use in our general business operations. If interest rates increase, our interest payments will increase and our ability to obtain additional debt and non-fund-based facility could be adversely affected with a concurrent adverse effect on our business, financial condition and results of operations. For further details, please refer chapter titled “*Financial Indebtedness*” beginning on page 240 of this DRHP.

**37. *We do not own the land on which our branch offices and warehouses are located.***

We have 4 branch offices in Uttarakhand, Rajasthan, Kerala and Uttar Pradesh, and 3 warehouses in Uttar Pradesh, Assam and Delhi. which are operated either leased or on rental basis. We generally enter into lease or rent agreements with initial terms of one to four years. Most of our rent agreements contain an early termination clause that permits us to terminate the rent agreement early for the reasons specified therein. While we have renewal options for certain of our rental or leased properties, we typically need to renegotiate the terms of renewal with the lessor, who may insist on a significant modification to the terms and conditions of the rent agreement. All our leased or rental properties have a fixed rent for a specific period, subject to applicable escalations. If we do not comply with certain conditions of the lease, the lessor may terminate the lease, which could have an adverse effect on our operations and there can be no assurance that renewal of lease agreement with the owner will be entered into. In the event of non-renewal of lease, we may be required to shift our existing facilities, branch office or sales depots to a new location and there can be no assurance that the arrangement we enter into in respect of new premises would be on such terms and conditions as the present one.

We may be delayed or be unable to enter a definitive lease or rent agreement with respect to a properties for various reasons, some of which are beyond our control. Further, in the event of termination, we may have to identify alternate locations for which we expend significant time and resources. If alternative premises are not available at the same or similar costs, sizes or locations in a timely manner, our business, financial condition, cash flows and results of operations may be adversely affected. Further, any regulatory non-compliance by the landlords or adverse development relating to the landlords’ title or ownership rights to such properties, including as a result of any non-compliance by the landlords, may entail disruptions to our operations, especially if we are forced to vacate leased space following any such developments. Additionally, lease or rent agreements are required to be duly registered and adequately stamped under the Indian law in order for them to be enforceable or admissible as evidence in a court of law.

**38. *Failure to procure and/ or maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability***

Our Company has obtained insurance coverage in respect of certain risks. At present, our insurance policies include, coverage of factory for fire, burglary and housebreaking, import, export, domestic sales fire, damage to buildings, plant and machinery, furniture, stocks (raw and finished); insurance coverage towards marine cargo sales turnover; insurance policy covering its Registered Office, branches and warehouses for terrorism, earthquake, fire, stock and cash insurance. However, the Company has not obtained insurance coverage for all its premises. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed.



If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected. Further, there is no assurance that the insurance premium payable by us will be commercially viable or justifiable

**39. *Plaza Cable Electric Private Limited. our Group Company is engaged in activities which is similar to our business. This may be a potential source of conflict of interest for us and which may have an adverse effect on our business, financial condition and results of operations.***

Our Group Company, Plaza Cable Electric Private Limited has some of the objects similar to that of our Company's business and could offer products that are related to the business of our Company. As on the date of the DRHP, the said Group Company is majorly engaged in activities of sales of wires & cables. However, our Company and Plaza Cables Electric Private Limited have entered into a Non-Compete Agreement dated March 2, 2022 agreeing that it will not carry on such business in any other State in India except the State of West Bengal. There can be no assurance that our Promoters or our Group Companies or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition.

Thus, in future conflicts of interests may arise in allocating business opportunities amongst our Company and our Group Company and member of promoter group in circumstances where our respective interests diverge. In cases of conflict, our Promoter may favour other companies or ventures in which our Promoter has interest.

**40. *Orders placed by customers may be delayed, modified or cancelled, which may have an adverse effect on our business, financial condition and results of operations. Further any defaults or delays in payment by a significant portion of our customers, may have an adverse effect on cash flows, results of operations and financial condition.***

We may encounter problems in executing the orders in relation to our products, or executing it on a timely basis. Moreover, factors beyond our control or the control of our customers may postpone the delivery of such products or cause its cancellation. Due to the possibility of cancellations or changes in scope and schedule of delivery of such products, resulting from our customers discretion or problems we encounter in the delivery of such products or reasons outside our control or the control of our customers, we cannot predict with certainty when, if or to what extent we may be able to deliver the orders placed. Additionally, delays in the delivery of such products can lead to customers delaying or refusing to pay the amount, in part or full, that we expect to be paid in respect of such products. In addition, even where a delivery proceeds as scheduled, it is possible that the customers may default or otherwise fail to pay amounts owed.

In the ordinary course of business, we extend credit to our customers. Consequently, we are exposed to the risk of the uncertainty regarding the receipt of the outstanding amounts. For the period ending on fiscal year 2019,2020, 2021- and nine-months ending December 31, 2021 our trade receivables was ₹ 424.67 million, ₹ 299.64 million, ₹ 465.96 million and ₹ 433.82 million respectively. Out of the above trade receivables for the period ending on December 31, 2021, ₹ 18.68 million is due for a period of more than 6 months and upto 1 year and ₹ 20.98 million is due for more than year. Our results of operations and profitability depend on the credit worthiness of our customers. Certain of these customers may have weak credit histories and we cannot assure that these counterparties will always be able to pay us in a timely fashion, or at all. Any adverse change in the financial condition of our customers may adversely affect their ability to make payments to us.

Default or delays in payments by a significant portion of our customers may have an adverse effect on cash flows, results of operations and financial condition. As at December 31, 2021, and for march 31,2021, 2020 and 2019 our Company has made a provision for doubtful debts in respect of the above cases for ₹ 0.96 million and ₹ 4.13 million, ₹ 1.71 million and ₹ 2.45 million, respectively against our outstanding dues. Default or delays in payments by a significant portion of our customers may have an adverse effect on cash flows, results of operations and financial condition.

**41. *Certain of our Directors hold Equity Shares in our Company and are therefore interested in our Company's performance in addition to their remuneration and reimbursement of expenses.***

Few of our Directors (including our Promoters) are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding or the shareholding of their relatives in our Company. There can be no assurance that our directors will exercise their rights as Shareholders to the benefit and best interest of our Company. For further details, see "*Related Party Transactions*" under section titled "Annexure VI- Note 33 Related Party Transaction" on page 224, under the chapter titled "Restated Financial Statements" and "*Our Management*" on pages 178 and 155, respectively.

**42. *Our Promoters and Whole-time Directors have provided personal guarantees to certain loan facilities availed by us, which if revoked may require alternative arrangements guarantees, repayments of amounts due or termination of the facilities.***

Our Promoters and Whole-time Directors have provided personal guarantees in relation to certain loan facilities availed by us. In the event that any of these guarantees are revoked, the lenders for such facilities may require alternative guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. We may not be successful in procuring alternative guarantees satisfactory to the lenders and as result may need to repay outstanding under such facilities or seek additional source of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial conditions.

**43. *Our business is dependent on the performance of the real estate, infrastructure and other related industries where our products are utilized. Uncertainty regarding the real estate market, infrastructure sector, economic conditions and other factors beyond our control could adversely affect demand for our products, our costs of doing business and our financial performance.***

Our products are primarily used in the real estate, infrastructure and related sectors. Adverse conditions in or uncertainty about these markets, or the economy could adversely impact our end-customers' confidence or financial condition, causing the reduction of demand for our products or delay purchasing or payment for those products. The performance of these sectors, and consequently the demand for our products in these sectors, are dependent on economic and other factors such as government policies, regulations and budgetary allocations as well as investments made in these industries and sectors. The financial performance of the end users of our products and any adverse developments that affect the tile industry and the real estate, infrastructure and related sectors where our products are used may adversely affect our business, results of operations and financial condition.

**44. *Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by a public financial institution or a scheduled commercial bank and our management will have broad discretion over utilization of the Net Proceeds.***

Our Company proposes to utilize the Net Proceeds for funding the capital expenditure for setting up of the Proposed Manufacturing Unit to manufacture new line of products in addition to existing products, funding the working capital requirements of our Company and for general corporate purposes. Our proposed deployment of Net Proceeds has not been appraised by a public financial institution or a scheduled commercial bank and is based on management estimates. Further the deployment of the Net Proceeds will be at the discretion of our Board and the management of our Company will have significant flexibility in applying the proceeds received by our Company from the Issue. However, Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue. Further in accordance with Section 27 of the Companies Act, 2013, a company shall not vary the objects of the Issue without our Company being authorised to do so by our shareholders by way of special resolution and other compliances in this regard. Our Promoters shall provide 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.

Various risks and uncertainties, including those set forth in this section including inability to obtain necessary approvals for undertaking proposed activities, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. We cannot assure you that use of the Net Proceeds to meet our future capital requirements, fund our growth and for other purposes identified by our management would result in actual growth of our business, increased profitability or an increase in the value of our business and your investment.

**45. *We are heavily dependent on machinery for our operations and any disruption to the same may cause interruption in business.***

Our Existing Manufacturing Unit is dependent on plant and machinery. They require periodic maintenance checks and technical support in an event of technical breakdown or malfunctioning. Any significant malfunction or breakdown of our machineries may entail significant repair and maintenance costs and cause delays in our operations. While our Company has not entered into any technical support service agreements for our machineries which are repaired, our Company has its own in-house maintenance team to service/ repair the machinery. Any failure to quickly redress any technical issue may increase our downtime which may affect our business, results of operations and financial condition. Further, while we maintain necessary supplies of spare parts and maintenance related equipment, if we are unable to procure the necessary spare parts in a timely

manner, or if we are unable to repair the malfunctioning machinery promptly, our manufacturing operations may be hampered, which could have an adverse impact on our business, results of operations and financial condition.

**46. *There may be changes in the estimated project cost.***

Currently, we have not placed any orders for the plant and machinery and miscellaneous fixed assets required to be utilized in the Proposed Expansion and the total cost of the plant and machinery and miscellaneous fixed assets required by us is estimated to be ₹ 167.48 million. We may have to revise our expenditure and fund requirements as a result of variations in cost estimates on account of variety of factors such as changes in our financial condition, business or strategy, change in quotation for machinery, revision in purchase orders as well as external factors which may not be in our control and may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of our management.

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

We have entered into and may in the course of our business continue to enter into transactions specified under “Annexure VI- Note 33 Related Party Transaction” on page 224, under the chapter titled “Restated Financial Statements” beginning on page 178 of this DRHP. While we believe that all such transactions have been conducted on an arm’s length basis and in the ordinary course of business, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our financial condition, cash flows and results of operations.

**48. *We may be unable to enforce our rights under some of our agreements with counterparties on account of insufficient stamping and non-registration or other reasons.***

We enter into agreements with third parties. Some of the agreements executed by us may be inadequately stamped or not registered or may not otherwise be enforceable. Inadequately stamped documents may be impounded by the appropriate authority. Such inadequately stamped or not registered documents may not be admissible in evidence in a court of law until the applicable stamp duty, with penalty, has been paid and registered, which could, therefore, impact our ability to enforce our rights under the agreements in a timely manner or at all. We cannot assure you that we would be able to enforce our rights under such agreements. This could impair our business operations and adversely affect our cash flows, results of operation and financial condition.

**49. *An inability to address changing industry standards and consumer trends may adversely affect our business, results of operations and financial condition.***

The future success of our business will depend in part on our ability to respond to technological advances, consumer preferences and emerging industry standards and practices in a cost effective and timely manner. The development and implementation of such new technology entails technical and business risks. We may have to incur substantial capital investment to upgrade our equipment and manufacturing facilities. While we continue to invest in various product development initiatives, introduction of new technologies and processes for the development of new products, we are subject to general risks associated with introduction and implementation of new products including the lack of market acceptance and delays in product development. There can be no assurance that we will be able to successfully develop new products or that such new products will receive market acceptance or adapt our manufacturing processes to incorporate new technologies or address changing consumer trends or emerging industry standards. Any rapid change in the expectations of our dealers and end customers in our business on account of changes in technology or introduction of new alternate products could adversely affect our business, results of operations and financial condition.

**50. *Failure or disruption of our IT and/or business resource planning systems may adversely affect our business, financial condition, results of operations, cash flows and prospects.***

We have implemented various information technology (“IT”) and/or business resource planning systems to cover key areas of our operations. We are dependent on technology in relation to customer order management and dispatches and financial accounting. We rely on our IT infrastructure to provide us with connectivity and data backup across our locations and functions. While the business resource planning systems that we have implemented have enabled us to improve our working capital cycles, despite an increase in our sales over the period, we can provide no assurance that we will be able to do so in the future. We believe that we have deployed adequate IT disaster management systems including data backup and retrieval mechanisms, at our Existing Manufacturing Unit. However, any failure or disruption in the operation of these systems or the loss of data due to such failure or disruption (including due to human error or sabotage) may affect our ability to plan,

track, record and analyse work in progress and sales, process financial information, manage our creditors, debtors and hedging positions, or otherwise conduct our normal business operations, which may increase our costs and otherwise adversely affect our business, financial condition, results of operations and cash flows.

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

The success of our business will depend greatly on our ability to effectively implement our business and growth strategies. Our growth strategies require us to develop and strengthen relationships with existing dealers and customers for our business of vitrified tiles who may drive high volume orders on an ongoing basis. To remain competitive, we seek to increase our business from existing customers and by adding new customers, as well as expanding into new geographical markets.

Our success in implementing our growth strategies may be affected by:

- our ability to expand our dealers' network;
- our ability to maintain the quality of our products;
- our ability to increase our manufacturing capacities as well as procure goods on outsourcing basis;
- the general condition of the global economy (particularly of India and the other markets that we currently or may operate in);
- our ability to compete effectively with existing and future competitors,
- changes in the Indian or international regulatory environment applicable to us.

Many of these factors are beyond our control and there is no assurance that we will succeed in implementing our strategy. We also plan to enhance and develop our existing brand in India. By focusing further resources, including management time and effort, distribution and sales network and brand management on developing our brand, we will be diverting our resources from our established business of manufacturing. We may not be successful in developing our brand image as we intend to.

While we have successfully executed our business strategies in the past, there can be no assurance that we will be able to execute our strategies on time and within our estimated budget, or that our expansion and development plans will increase our profitability. Any of these factors could adversely impact our results of operations. We expect our growth strategies to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and growth strategies could have a material adverse effect on our business, financial condition and profitability

**52. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our capital requirements for the objects of the Issue. We meet our capital requirements through our bank finance, unsecured loans, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue or any shortfall in the Issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled "*Objects of the Issue*" beginning on page 78 of this Draft Red Herring Prospectus.

**53. *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, under some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments

may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “*Dividend Policy*” beginning on page 177 of this Draft Red Herring Prospectus.

**54. *Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders’ approval.***

Our Company intends to use Net Proceeds raised pursuant to the Fresh Issue in the manner set out in the section titled “*Objects of the Issue*” beginning on page 78. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds as disclosed in this Draft Red Herring Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations.

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

**55. *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 and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees 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 analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

**56. *Activities involving our manufacturing process can be dangerous and can cause injury to people or property in certain circumstances. A significant disruption at any of our manufacturing facilities may adversely affect our production schedules, costs, sales and ability to meet customer demand.***

Our business operations are subject to hazards such as risk of equipment failure, work accidents, fire or explosion and require individuals to work under potentially dangerous circumstances. Although we employ safety procedures in the operation of our facilities and maintain what we believe to be adequate insurance, there is a risk that an accident or death may occur in one of our facilities. An accident may result in destruction of property or equipment, environmental damage, manufacturing or delivery delays, or may lead to suspension of our operations and/or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend litigation can be significant. 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, financial condition, results of operations, cash flows and prospects.

In particular, if operations at our Existing Manufacturing Unit were to be disrupted as a result of any significant workplace accident, equipment failure, natural disaster, power outage, fire, explosion, terrorism, adverse weather conditions, labour dispute, obsolescence or other reasons, our financial performance may be adversely affected as a result of our inability to meet customer demand or committed delivery schedules for our products.

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 profitability, business, financial condition, results of operations, cash flows and prospects.

**57. *An inability to renew quality accreditations in a timely manner or at all, or any deficiencies in the quality of our products may adversely affect our business prospects and financial performance.***

We obtain and maintain quality certifications and accreditations from independent certification entities and also comply with prescribed specifications and standards of quality approved by the Government in connection with the products we manufacture. Such specifications and standards of quality is an important factor in the success and wide acceptability of our products. If we fail to comply with applicable quality standards or if the relevant accreditation institute or agency declines to certify our products, or if we are otherwise unable to obtain such

quality accreditations in the future, in a timely manner or at all, our business prospects and financial performance will be materially and adversely affected.

**58. *The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.***

Since the Issue size is less than ₹10,000 lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

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

After completion of the Issue, our Promoters and Promoter Group will collectively own majority of the Equity Shares. As a result, our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our Promoters will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

**60. *We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.***

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and cause serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and agents may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

**61. *Certain sections of this Draft Red Herring Prospectus disclose information from the Resurgent India Research Report which has been commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.***

Certain sections of this Draft Red Herring Prospectus include information based on, or derived from the Resurgent India Research Report, which has been prepared by Resurgent India Limited. The Resurgent India Research Report has been commissioned and paid for by us for the purposes of confirming our understanding of the industry and has been prepared in connection with the Issue. Given the scope and extent of the Resurgent India Research Report, disclosures are limited to certain excerpts and the Resurgent India Research Report has not been reproduced in its entirety in this Draft Red Herring Prospectus. There are no parts, data or information (which may be relevant for the proposed Issue), that has been left out or changed in any manner. However, the Resurgent India Research Report is prepared based on information as of specific date thereof and may no longer be current or reflect current trends. Certain information in the Resurgent India Research Report is subject to limitations and is also based on estimates, projections, forecasts and assumptions. Investors should not place undue reliance on, or base their investment decision solely on this information. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the Resurgent India Research Report before making any investment decision regarding the Issue. For further details, see "Industry Overview" on page 100.

#### **EXTERNAL RISKS**

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

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located elsewhere, including India. Adverse economic

developments, such as rising fiscal or trade deficit, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

We are dependent on domestic, regional and global economic and market conditions, where some of our revenue from operations is generated. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic and regional economies. Economic growth in the countries in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates. Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

**63. *Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.***

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19 and man-made disasters, including acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India or states to who we sell our products could have a negative effect on us. Further, the ongoing Russia-Ukraine conflict may also have adverse impact on our supply chain. However, the long-term risks associated with the conflict is not clear as of the date of this Draft Red Herring Prospectus. 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. A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 virus. A worsening of the current outbreak of COVID-19 pandemic or future outbreaks of COVID-19 virus or a similar contagious disease could adversely affect the global economy and economic activity in the region. As a result, any present or future outbreak of a contagious disease could have a material adverse effect on our business and the trading price of the Equity Shares.

**64. *Changing regulations in India could lead to new compliance requirements that are uncertain.***

The regulatory environment in which we operate is evolving and is subject to change. The GoI may implement new laws or other regulations that could affect our industry, which could lead to new compliance requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Any adverse regulatory change in this regard could lead to fluctuation of prices of raw materials and thereby increase our operational cost.

Additionally, our loans are subject to specific conditions imposed by the Ministry of Commerce and Industry, GoI and the RBI. In the event of any adverse regulatory development or in the event that we are otherwise not able to secure such loans, we may not be able to benefit from such low interest rates or the ability to fix the price within the specified time frame at the same price at which we sell our products to our customers.

The Taxation Laws (Amendment) Act, 2019, also prescribes certain changes to the income tax rate applicable to companies in India. Further, as GST is implemented, there can be no assurance that we will not be required to comply with additional procedures or obtain additional approvals and licenses from the government and other regulatory bodies or that they will not impose onerous requirements and conditions on our operations. With the implementation of GST, we are obligated to pass on any benefits accruing to us as result of the transition to GST to the consumer thereby limiting our benefits. In order for us to utilise input credit under GST, the entire value chain has to be GST compliant, including us. While we are and will continue to adhere to the GST rules and

regulations, there can be no assurance that our suppliers and dealers will do so. Any such failure may result in increased cost on account of non-compliance with the GST and may adversely affect our business and results of operations.

The Government of India has announced the union budget for the Fiscal 2022, pursuant to which the Finance Bill, 2021 (“Finance Bill”) has introduced various amendments. The Finance Bill has received assent from the President of India on March 28, 2021, and has been enacted as the Finance Act, 2021 (“Finance Act, 2021”). There is no certainty on the impact that the Finance Act 2021 may have on our business and operations or on the industry in which we operate. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations, 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.

The Government of India has passed new laws relating to social security, occupational safety, industrial relations and wages namely, the Code on Social Security, 2020, the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019, respectively, which were to take effect from April 1, 2021 (collectively, the “Labour Codes”). The Government of India has deferred the effective date of the Labour Codes and they shall come into force from such date as may be notified by the Government. Further, the Code on Social Security, 2020 (“Social Security Code”) will impact overall employee expenses and, in turn, could impact the profitability of our Company. Under the Social Security Code, a new concept of deemed remuneration has been introduced, such that where an employee receives more than half (or such other percentage as may be notified by the Central Government), of their total remuneration in the form of allowances and other amounts that are not included within the definition of wages under the Social Security Code, the excess amount received shall be deemed as remuneration and accordingly be added to wages for the purposes of the Social Security Code and the compulsory contribution to be made towards the employees’ provident fund. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant 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 impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

**65. *A downgrade in ratings of India, may affect the trading price of the Equity Shares.***

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any further adverse revisions to India’s credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India’s credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. 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 the Equity Shares.

**66. *Political changes could adversely affect economic conditions in India.***

Our Company is incorporated in India and derives the majority of its revenue from operations in India and the majority of its assets are located in India. Consequently, our performance and the market price of the Equity Shares may be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

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



- epidemic, pandemic or any other public health in India or in countries in the region or globally, including in India's various neighbouring countries;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters;
- prevailing regional or global economic conditions, including in India's principal export markets;
- other significant regulatory or economic developments in or affecting India or its consumption sector;
- international business practices that may conflict with other customs or legal requirements to which we are subject, including anti-bribery and anti-corruption laws;
- protectionist and other adverse public policies, including local content requirements, import/export tariffs, increased regulations or capital investment requirements;
- logistical and communications challenges;
- difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms or on a timely basis; and
- being subject to the jurisdiction of foreign courts, including uncertainty of judicial processes and difficulty enforcing contractual agreements or judgments in foreign legal systems or incurring additional costs to do so.

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

**67. *If inflation were to rise in India, we might not be able to increase the prices of our products at a proportional rate in order to pass costs on to our customers thereby reducing our margins.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of wages, costs of rent and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase the price of our products to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, there can be no assurance that Indian inflation levels will not worsen in the future.

**68. *A third-party could be prevented from acquiring control of us post this Issue, because of anti-takeover provisions under Indian Law***

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

### SECTION III: INTRODUCTION THE ISSUE

The following table summarises the Issue details:

Particulars	Number of Equity Shares
Issue <sup>(1)(2)</sup>	Upto 16,452,000 * Equity Shares aggregating to ₹ [●]** million
<i>Of which</i>	
A) QIB Portion <sup>(3)(4)(5)</sup>	Not less than [●]* Equity Shares aggregating up to ₹[●] million
<i>Of which:</i>	
Anchor Investor Portion	Upto [●]* Equity Shares
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●]* Equity Shares
<i>Of which:</i>	
Available for allocation to Mutual Funds (5% of the QIB Portion (excluding Anchor Investor Portion))	[●]* Equity Shares
Balance for all QIBs including Mutual Funds	[●]* Equity Shares
B) Non-Institutional Portion <sup>(3)(6)</sup>	Not more than [●]* Equity Shares aggregating up to ₹[●] million
C) Retail Portion <sup>(3)(4)(5)(6)</sup>	Not more than [●]* Equity Shares aggregating up to ₹[●] million
<b>Pre and post-Issue Equity Shares</b>	
Equity Shares outstanding prior to the Issue	38,18,990 Equity Shares
Equity Shares outstanding after the Issue	[●]* Equity Shares.
<b>Use of Net Proceeds</b>	Kindly refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 78 of this Draft Red Herring Prospectus for information about the use of the Net Proceeds.

*\*Subject to finalization of the Basis of Allotment.*

(1) *The Issue has been authorised by a resolution by our Board of Directors dated March 10, 2022 and a resolution of our Shareholders dated March 11, 2022.*

(2) *Our Company, in consultation with the BRLM, may consider a Pre-IPO placement of Equity Shares prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is undertaken, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. Details of Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.*

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

(4) *Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. In the event of under-subscription in the Issue, Equity Shares shall be allocated in the manner specified in “Terms of the Issue” beginning on page 300.*

(5) *Our Company, in consultation with the BRLM, may allocate up to 60% of the QIB portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion shall be accordingly reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion is available for allocation to domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors, which is ₹ [●]. The allocation will be determined by our Company in consultation with the BRLM. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added back to the QIB portion. 5% of the QIB Portion (excluding Anchor Investor Portion) was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion*

*(excluding Anchor Investor Portion) will be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids having 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, see “Issue Procedure” beginning on page 310.*

*(6) Allocation to all categories, other than Anchor Investors, Retail Individual Investors and Non-Institutional Investors, shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The Allocation to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. For details, see “Issue Procedure” beginning on page 310.*

For details, including grounds for rejection of Bids, refer to “Issue Structure” and “Issue Procedure” beginning on page 306 and 310 respectively. For details of the terms of the Issue, see “Terms of the Issue” on page 300.

**SUMMARY OF RESTATED FINANCIAL STATEMENTS**  
*(The remainder of this page has been intentionally left blank)*

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE - I**

**RESTATED STATEMENT OF ASSETS AND LIABILITIES**

(Amount in INR Million)

Particulars	Notes	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
(a) Property, Plant and Equipment	4	218.14	195.52	196.41	192.08
(b) Right -Of- Use Assets	5	4.95	2.54	3.57	4.23
(c) Other Intangible Assets	6	1.86	1.93	2.35	2.56
(d) Financial Assets					
(i) Other Financial Assets	7	2.88	2.73	3.49	3.43
(e) Deferred Tax Asset (Net)	13	-	-	5.53	10.99
		<b>227.83</b>	<b>202.72</b>	<b>211.36</b>	<b>213.29</b>
<b>Current assets</b>					
(a) Inventories	8	336.01	286.07	291.75	210.86
(b) Financial Assets					
(i) Trade Receivables	9	433.82	465.96	299.64	424.67
(ii) Cash and bank balances	10	0.05	0.09	0.09	0.06
(iii) Bank Balances Other than (ii) above	11	11.04	10.25	10.60	6.87
(iv) Other Financial Assets	7	0.25	0.14	0.31	0.20
(c) Other Current Assets	12	73.17	27.61	71.39	37.97
		854.34	790.13	673.77	680.63
		<b>854.34</b>	<b>790.13</b>	<b>673.77</b>	<b>680.63</b>
<b>TOTAL</b>		<b>1,082.17</b>	<b>992.85</b>	<b>885.13</b>	<b>893.92</b>
<b>EQUITY AND LIABILITIES</b>					
<b>Equity</b>					
(a) Equity Share capital	14	38.19	38.19	38.19	38.18
(b) Other Equity	15	415.46	357.89	313.91	273.91
		<b>453.65</b>	<b>396.08</b>	<b>352.10</b>	<b>312.09</b>
<b>Liabilities</b>					
<b>Non Current Liabilities</b>					
(a) Financial Liabilities					
(i) Borrowings	16	60.13	87.58	49.63	63.01
(ii) Lease Liabilities	20	3.37	1.82	2.55	2.33
(iii) Other Financial Liabilities	17	6.42	6.33	7.27	10.76
(b) Provisions	21	5.97	5.14	5.38	4.05
(c) Deferred Tax liabilities (Net)	13	4.92	0.99	-	-
		<b>80.81</b>	<b>101.86</b>	<b>64.82</b>	<b>80.14</b>
<b>Current Liabilities</b>					
(a) Financial Liabilities					
(i) Borrowings	16	346.43	345.45	311.94	258.87
(ii) Lease Liabilities	20	1.82	0.98	1.27	2.35
(iii) Trade Payables	18				
(a) total outstanding dues of micro enterprises and small enterprises		-	-	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		144.49	102.94	93.30	185.36
(b) Other Current Liabilities	19	34.02	34.60	51.15	38.98
(c) Provisions	21	0.63	1.06	1.50	1.20
(d) Current Tax Liabilities (Net)	22	20.34	9.89	9.04	14.94
		<b>547.71</b>	<b>494.91</b>	<b>468.21</b>	<b>501.69</b>
<b>TOTAL</b>		<b>1,082.17</b>	<b>992.85</b>	<b>885.13</b>	<b>893.92</b>

Significant Accounting Policies and Notes forming part of the Financial Statements

1 to 47

As per our report of even date attached  
For Shailendra Goel & Associates  
Firm Registration Number: 013670N  
Chartered Accountants

Shailendra Goel  
Partner  
Membership No. 092862  
UDIN :22092862AGLW0I3015

Delhi  
Date: 23/03/2022

For and on behalf of the board

Sanjay Gupta  
Director  
(DIN: 00202273)

Aditya Gupta  
Director  
(DIN: 07625118)

Ajay Batla  
Chief Financial Officer

Bhavika Kapil  
Company Secretary

Delhi  
Date: 23/03/2022

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE - II**

**RESTATED STATEMENT OF PROFIT AND LOSS**

(Amount in INR Million)

Particulars	Notes	2021-22 Nine Month	2020-21	2019-20	2018-19
<b>INCOME</b>					
Revenue from operations (net)	23	1,266.93	1,453.78	1,591.42	1,577.40
Other income	24	0.90	2.17	1.98	4.69
<b>Total Income (I)</b>		<b>1,267.83</b>	<b>1,455.95</b>	<b>1,593.40</b>	<b>1,582.08</b>
<b>EXPENSES</b>					
Cost of materials consumed	25	1,008.69	1,130.66	1,255.69	1,232.51
Changes in inventories of finished goods, work-in-process and Stock-in-Trade	26	(40.02)	(3.90)	(45.21)	(51.68)
Employee benefits expense	27	65.45	69.06	98.06	97.53
Finance costs	28	27.09	37.42	40.67	37.90
Depreciation and amortization expense	29	9.85	12.41	13.00	14.21
Other expenses	30	115.44	149.35	176.50	167.90
<b>Total Expenses (II)</b>		<b>1,186.49</b>	<b>1,395.00</b>	<b>1,538.72</b>	<b>1,498.37</b>
<b>Profit/(loss) before exceptional items and tax (I-II)</b>		<b>81.34</b>	<b>60.95</b>	<b>54.68</b>	<b>83.71</b>
Exceptional Items		-	-	-	-
<b>Profit/(loss) before tax</b>		<b>81.34</b>	<b>60.95</b>	<b>54.68</b>	<b>83.71</b>
<b>Tax expense:</b>					
Current tax		23.18	17.31	13.71	12.65
Adjustment of tax relating to earlier periods		-	-	-	-
Deferred tax		0.72	(0.08)	0.93	0.85
<b>Profit/(loss) for the period</b>		<b>57.44</b>	<b>43.72</b>	<b>40.04</b>	<b>70.22</b>
<b>OTHER COMPREHENSIVE INCOME</b>					
<b>A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods:</b>					
Remeasurement of gains (losses) on defined benefit plans		0.18	0.36	(0.05)	(1.85)
Income tax effect		(0.05)	(0.10)	0.01	0.50
<b>Other Comprehensive income for the year, net of tax</b>		<b>0.13</b>	<b>0.26</b>	<b>(0.04)</b>	<b>(1.36)</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX</b>		<b>57.57</b>	<b>43.98</b>	<b>40.00</b>	<b>68.86</b>
<b>Earnings per share for profit attributable to equity shareholders</b>	31				
Basic EPS		1.88	1.43	1.31	2.30
Dilluted EPS		1.88	1.43	1.31	2.30

Significant Accounting Policies and Notes forming part of 1 to 47 the Financial Statements

As per our report of even date attached  
For Shailendra Goel & Associates  
Firm Registration Number: 013670N  
Chartered Accountants

For and on behalf of the board

Sanjay Gupta                      Aditya Gupta  
Director                              Director  
(DIN: 00202273)                      (DIN: 07625118)

Shailendra Goel  
Partner  
Membership No. 092862  
UDIN :22092862AGLW0I3015

Ajay Batla                              Bhavika Kapil  
Chief Financial Officer              Company Secretary

Delhi  
Date: 23/03/2022

Delhi  
Date: 23/03/2022

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE - IV**

**RESTATED STATEMENT OF CASH FLOWS**

(Amount in INR Million)

Particulars	2021-22 Nine Month	2020-21	2019-20	2018-19
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>				
Profit/(Loss) before income tax from:	81.34	60.95	54.68	83.71
<b>Adjustments for:</b>				
Depreciation and Amortisation Expense	9.85	12.41	13.00	14.21
Allowance for bad and doubtful debts	0.72	3.50	0.23	0.60
Finance Costs	27.09	37.42	40.67	37.90
Bad Debts Written Off	0.24	0.64	1.48	1.86
Loss/(profit) on sale of assets	-	0.16	0.12	-
Interest on Fixed Deposit	(0.32)	(0.62)	(0.69)	(0.22)
Interest Other	(0.55)	(0.97)	(1.25)	(0.85)
Fair value income on security deposit (lease)	(0.02)	(0.02)	(0.01)	(0.01)
Sundry balances written back	-	(0.55)	-	-
<b>Change in Operating Assets and Liabilities:</b>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
(Increase) / Decrease in Inventories	(49.94)	5.67	(80.89)	(43.38)
(Increase) / Decrease in Trade Receivables	31.18	(170.45)	123.32	(48.63)
(Increase)/Decrease in other financial assets	(0.25)	0.94	(0.15)	(0.00)
(Increase)/Decrease in other current assets	(42.39)	50.28	(28.88)	7.78
(Increase)/Decrease in other bank balances	(0.79)	0.35	(3.73)	(5.42)
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Increase/(Decrease) in Trade Payables	41.55	10.19	(92.06)	28.75
Increase/(Decrease) in Provisions	0.57	(0.33)	1.59	0.73
Increase/(Decrease) in Other Financial Liabilities	0.08	(0.93)	(3.49)	(0.84)
Increase/(Decrease) in Other Current Liabilities	(0.59)	(16.55)	12.18	6.09
<b>Cash Generated from Operations</b>	<b>97.78</b>	<b>(7.91)</b>	<b>36.11</b>	<b>82.28</b>
Less: Income taxes paid	12.74	16.46	19.60	4.19
<b>Net cash inflow from Operating Activities</b>	<b>85.04</b>	<b>(24.37)</b>	<b>16.51</b>	<b>78.08</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>				
Purchase of Property, Plant and Equipment	(30.86)	(12.57)	(14.95)	(18.68)
Proceeds from sale of Property, Plant and Equipment	-	3.10	0.41	0.04
Interest Received	0.87	1.59	1.93	1.07
<b>Net cash outflow from Investing Activities</b>	<b>(29.99)</b>	<b>(7.88)</b>	<b>(12.60)</b>	<b>(17.57)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>				
Proceeds (Repayment) from Borrowings	(26.47)	71.47	39.69	(18.60)
Interest & Finance Charges Paid	(26.95)	(37.30)	(40.52)	(37.41)
Proceeds from issues of shares	-	-	0.01	-
Payment of Lease Liability	(1.68)	(1.91)	(3.07)	(4.48)
<b>Net cash inflow (outflow) from Financing Activities</b>	<b>(55.10)</b>	<b>32.26</b>	<b>(3.89)</b>	<b>(60.49)</b>
<b>Net increase/ (decrease) in cash and bank balances</b>	<b>(0.05)</b>	<b>0.01</b>	<b>0.02</b>	<b>0.03</b>
<b>Cash and bank balances at the beginning of the financial year</b>	<b>0.09</b>	<b>0.09</b>	<b>0.06</b>	<b>0.04</b>
<b>Cash and bank balances at end of the year</b>	<b>0.05</b>	<b>0.09</b>	<b>0.09</b>	<b>0.07</b>
<b>Reconciliation of cash and cash equivalents as per the cash flow statement:</b>				
Cash and Cash Equivalents as per above comprise of the following:				
Cash and bank balances	0.05	0.09	0.09	0.06
<b>Balances per statement of Cash Flows</b>	<b>0.05</b>	<b>0.09</b>	<b>0.09</b>	<b>0.06</b>

**Notes:**

- The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on 'Statement of Cash Flows'.
- Previous years figures have been regrouped/rearranged/recast wherever necessary to conform to this year's classification.

As per our report of even date attached  
For Shaileendra Goel & Associates  
Firm Registration Number: 013670N  
Chartered Accountants

Shaileendra Goel  
Partner  
Membership No. 092862  
UDIN :22092862AGLWOI3015

Delhi  
Date: 23/03/2022

For and on behalf of the board

Sanjay Gupta                      Aditya Gupta  
Director                              Director  
(DIN: 00202273)                      (DIN: 07625118)

Ajay Batla                              Bhavika Kapil  
Chief Financial Officer              Company Secretary

Delhi  
Date: 23/03/2022

## GENERAL INFORMATION

### Registered Office

A-74 Okhla Industrial Area,  
Phase-2. New Delhi  
South Delhi  
DL-110020

**Tel No:** 011-66369696

Email: info.it@plazacables.com

**Website:** www.plazawires.in

**Registration Number:** 152344

**Corporate Identification Number: U31300DL2006PLC152344**

*For details relating to changes in our registered office, see the section titled "History and Certain Corporate Matters - Changes in Registered Office" beginning on page 150.*

### Existing Manufacturing Unit

Khasra No. 923/56, 923/58, 874/49/1,

Katha Baddi,

District -Solan

Himachal Pradesh

173205

India

**Tel No:** 01795-246265

Email: info.it@plazacables.com

## ADDRESS OF REGISTRAR OF COMPANIES

Our Company is registered with the RoC, situated at the following address:

### Office of the Registrar of Companies

Registrar of Companies,

4<sup>th</sup> Floor,

IFCI Tower,

61, Nehru Place,

New Delhi – 110019

### Board of Directors of our Company

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

Name of Director	Designation	DIN	Address
Mr. Sanjay Gupta	Chairman and Managing Director	00202273	Plaza Farm, K-736, Gadaipur Mandi Road, Mehrauli, Delhi, 110030.
Mrs. Sonia Gupta	Whole-time Director	02186662	Plaza Farm, Khasra No.- 736, Mandi Road, Near 10 Quarter, Shiv Mandir, Sultanpur, Mehrauli, South Delhi, Mehrauli, Delhi 110030
Mr. Aditya Gupta	Whole time Director	07625118	House number 736, Mandi Road, Near 10 <sup>th</sup> Quarter Shiv Mandir, Gadaipur, South Delhi, Delhi- 110030
Mr. Abhishek Gupta	Whole-time Director	06486995	Plaza Farm K-736, Gadaipur, Mandi Road, Mehrauli, Delhi- 110030..
Ms. Monam Kapoor	Independent Director	09278005	126, New Gandhi Nagar, Ghaziabad, Uttar Pradesh, 201001
Ms. Chetna	Independent Director	0008981045	H. No.138, Village Rithala, North West Delhi, Delhi-110085



Ms. Swati Jain	Independent Director	09436199	3-a 118/8, Nehru Nagar, Near Nasirpur Fhatak, Nehru Nagar, Ghaziabad, Uttar Pradesh, 201001
Mr. Ish Sadana	Independent Director	07141836	A4a Upper Third Floor, Near Shani Mandir, Ramapark, Uttam Nagar, West Delhi, Delhi 11005

For further details of our Directors please refer to the chapter titled “*Our Management*” beginning on page 155.

#### **CHIEF FINANCIAL OFFICER**

##### **Mr. Ajay Batla**

A-74 Okhla Industrial Area,  
Phase-2. New Delhi  
South Delhi  
DI -110020  
**Tel No.:** 011-66369696  
**Email:** ajay.batla@plazacables.com

#### **COMPANY SECRETARY AND COMPLIANCE OFFICER**

##### **Ms. Bhavika Kapil**

A-74 Okhla Industrial Area,  
Phase-2. New Delhi  
South Delhi  
DI -110020  
**Tel No.:** 011-66369696  
**Email:** compliance@plazawires.in

#### **Investor grievances**

**Bidders are advised to contact the 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 funds by electronic mode etc.**

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the Bidder, number of Equity Shares applied for, the Bid amount paid on submission of the Bid cum Application Form 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 if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Brokers Centres, as the case may be, quoting the full name of the sole or first Bidder, Bid cum Application Form number, address of the Bidder, Bidder’s DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid-cum-Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Bid was submitted, and the ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

All grievances relating to the UPI mechanism may be addressed to the Registrar to the Issue with a copy to the relevant Sponsor Bank or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Brokers Centers, as the case may be, quoting the full name of the sole or first Bidder, Bid cum Application Form number, address of the Bidder, Bidder’s DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid-cum-Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Bid was submitted, and the UPI ID of the UPI ID Linked Bank Account in which the amount equivalent to the Bid Amount was blocked.

All grievances relating to Bids submitted through the Registered Broker and/or a Stock Broker may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue.

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, 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.

#### **BOOK RUNNING LEAD MANAGER**

##### **Pantomath Capital Advisors Private Limited,**

406-408, Keshava Premises,

Bandra Kurla Complex,

Bandra (East),

Mumbai 400 051

**Tel:** +91 22 6194 6724

**Fax:** +91 22 2659 8690

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

**Investor Grievance Email:** [ipo@pantomathgroup.com](mailto:ipo@pantomathgroup.com)

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

**Contact Person:** Punam Thadeshwar

**SEBI Registration No:** INM000012110

##### **Legal Counsel to the Issue**

##### **Messrs. Kanga and Company**

Advocates & Solicitors,

Readymoney Mansion,

43, Veer Nariman Road,

Mumbai – 400 001.

**Tel No:** +91 22 6623 0000

**Email:** [chetan.thakkar@kangacompany.com](mailto:chetan.thakkar@kangacompany.com)

**Contact Person:** Mr. Chetan Thakkar

##### **Statutory Auditors to our Company**

##### **Shailendra Goel and Associates, Chartered Accountants**

**Address:** 40/9, Gautam Nagar, New Delhi-110049

**Tel:** +91 8826615999

**Email:** [goelsh27@gmail.com](mailto:goelsh27@gmail.com)

**Contact person:** Mr. Shailendra Goel

**Membership No.:** 092862

**Peer Review Number:** 011923

**Firm Registration Number:** 013670N

##### **Changes in Auditors during the last three years**

Except as disclosed below, there has been no change in Auditors during the last three years:

Due to casual vacancy our Company had appointed Shailendra Goel & Associates, Chartered Accountants, as Statutory Auditors of the Company in place of O. P. Jain & Associates, Chartered Accountants, vide board resolution dated February 25, 2020 and shareholders resolution passed at the annual general meeting dated December 31, 2020. Shailendra Goel & Associates, Chartered Accountants, has been peer reviewed and hold a valid peer reviewed certificate.

##### **Registrar to the Issue**

##### **KFin Technologies Limited**

Selenium Tower-B, Plot 31 & 32, Gachibowli,

Financial District, Nanakramguda, Serilingampally,

Hyderabad – 500 032,

Telangana

**Tel:** +91 40 6716 2222

**Fax:** +91 40 2343 1551

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

**Investor Grievance Email:** [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

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

**Contact Person:** M Murali Krishna

**SEBI Registration Number:** INR000000221

## **BANKERS TO OUR COMPANY**

### **Punjab National Bank**

**Address:** MCC New Delhi 1, A 9, A Block,  
Connaught Place, New Delhi

**Tel:** 01149900880

**E-mail:** clpa9@pnb.co.in

**Website:** <https://www.pnbindia.in>

**Contact Person:** Sandeep Gupta

### **Standard Chartered Bank**

**Address:** 10, Parliament Street, New Delhi-110001

**Tel:** 011-49861034

**E-mail:** Jitender.rawat@sc.com

**Website:** <https://www.sc.com/in/>

**Contact Person:** Jitender Rawat

## **SYNDICATE MEMBERS**

The Syndicate Member(s) will be appointed prior to filing to the Red Herring Prospectus with the RoC.

## **BANKERS TO THE ISSUE**

The Bankers to the Issue will be appointed prior to filing of the Red Herring Prospectus with the RoC.

## **ESCROW COLLECTION BANK, PUBLIC ISSUE ACCOUNT BANK, REFUND BANK AND SPONSOR BANK**

The Sponsor Bank/refund bank/Escrow Collection Bank, Public Issue Account Bank shall be appointed prior to filing of Red Herring Prospectus with the RoC.

The list of SCSBs notified by SEBI for the ASBA process is available at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a RIB using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>, or at such other websites as may be prescribed by SEBI from time to time.

## **SELF CERTIFIED SYNDICATE BANKS ELIGIBLE AS SPONSOR BANKS FOR UPI MECHANISM**

The list of SCSBs through which Bids can be submitted by the UPI Bidders using the UPI Mechanism, including details such as the eligible Mobile Applications and UPI handle which can be used for such Bids, is available on the website of the SEBI, and may be updated from time to time or at such other website as may be prescribed by SEBI from time to time. Applications through UPI in the Issue can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website.

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI Bidders using the UPI Mechanism may apply through the SCSBs and Mobile Applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as updated from time to time.

## **SYNDICATE SCSB BRANCHES**

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

the SEBI [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

### **REGISTERED BROKERS**

In terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012, Bidders can submit the ASBA Forms in the Issue using the stock broker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centers.

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at <http://www.bseindia.com> and <http://www.nseindia.com>, respectively.

### **RTAs**

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at <https://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?> and <https://www.nseindia.com/products/consent/equities/ipos/asba-procedures.htm>, as updated from time to time.

### **COLLECTING DEPOSITORY PARTICIPANTS**

In terms of SEBI circular no. CIR/CFD/ POLICYCELL/11/2015 dated November 10, 2015, Bidders can submit Bid cum Application Forms through CDPs who are depository participants registered with SEBI and have furnished their details to Stock Exchanges for acting in such capacity.

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at <http://www.bseindia.com> and <http://www.nseindia.com>, respectively.

### **COLLECTING RTAs**

In terms of SEBI circular no. CIR/CFD/ POLICYCELL/11/2015 dated November 10, 2015, Bidders can submit Bid cum Application Forms through Collecting RTAs who are registrars and transfer agents registered with SEBI and have furnished their details to Stock Exchanges for acting in such capacity.

The list of Collecting RTAs, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at <http://www.bseindia.com> and <http://www.nseindia.com>, respectively.

### **STATEMENT OF RESPONSIBILITIES**

Pantomath Capital Advisors Private Limited is the sole Book Running Lead Manager to the Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

### **CREDIT RATING**

This being a public Issue of Equity Shares, there is no requirement of credit rating for the Issue.

### **DEBENTURE TRUSTEE**

As this is an Issue consisting only of Equity Shares, the appointment of a debenture trustee is not required for the Issue.

### **IPO GRADING OF THE ISSUE**

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Issue.

### **EXPERTS**

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

Our Company has received written consent dated March 25, 2022 from the Auditor, Shailendra Goel & Associates, Chartered Accountants New Delhi, who holds a valid peer review certificate dated August 23, 2019, to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of (i) the examination reports on the Restated Financial Statements and their examination report dated March 23, 2022;

and (ii) the statement of special tax benefits dated March 25, 2022, included in this Draft Red Herring Prospectus and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

#### **TRUSTEES**

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

#### **MONITORING AGENCY**

The Issue size does not exceed ₹ 1000 million. Hence, our Company is not required to appoint a monitoring agency to monitor utilization of the Net Proceeds, in accordance with Regulation 41 of the SEBI ICDR Regulations, prior to the filing of the Red Herring Prospectus. For further details in relation to the proposed utilisation of the Net Proceeds, see “Objects of the Issue” beginning on page 78.

#### **APPRAISING AGENCY**

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency. Accordingly, no appraising entity has been appointed in relation to the Issue.

#### **FILING OF THE DRAFT RED HERRING PROSPECTUS**

A copy of this DRHP has been filed with the SEBI at [cfddil@sebi.gov.in](mailto:cfddil@sebi.gov.in) in accordance with SEBI circular dated March 27, 2020, in relation to “Easing of Operational Procedure –Division of Issues and Listing –CFD”; and has been filed with SEBI electronically on the platform provided by SEBI at <https://siportal.sebi.gov.in>, in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and Regulation 25(8) of the SEBI ICDR Regulations. Further, a physical copy of this Draft Red Herring Prospectus shall be filed at:

#### **Securities and Exchange Board of India**

Corporation Finance Department  
Division of Issues and Listing  
5th Floor, Bank of Baroda Building,  
16, Sansad Marg, New Delhi, Delhi 110001

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed, will be filed with the RoC in accordance with Section 32 of the Companies Act and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, will be filed with the RoC at its office.

#### **BOOK BUILDING PROCESS**

The book building, in context of the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band, which was decided by our Company in consultation with the BRLM, and advertised in English editions of [●], Hindi editions of [●] and [●] (being the regional language of Delhi, where our Registered Office is located) at least 2 (two) Working Days prior to the Bid/Issue Opening Date and was made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Issue Price shall be determined by our Company, in consultation with the BRLM, after the Bid/Issue Closing Date. The principal parties involved in the Book Building Process are:

- (1) Our Company;
- (2) the BRLM;
- (3) the Syndicate Members who are intermediaries registered with SEBI or registered as brokers with the Stock Exchanges and eligible to act as Underwriters;
- (4) the Registrar to the Issue;
- (5) the Escrow Collection Banks/ Bankers to the Issue;
- (6) the Sponsor Bank(s);
- (7) the SCSBs; and
- (8) the Registered Brokers.

All potential Bidders (excluding Anchor Investors) are mandatorily required to utilize the ASBA process to participate in the Issue by providing details of their bank account in which the corresponding Bid Amount which will be blocked by the SCSBs. UPI Bidders can also participate in the Issue through the UPI Mechanism under

the ASBA process by either (a) providing the details of their ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of 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 on or before the Bid/Issue Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Except for Allocation to RIBs and the Anchor Investors, Allocation in the Issue will be on a proportionate basis. Allocation to the Anchor Investors will be on a discretionary basis.

For further details, see the chapters titled “*The Issue*”, “*Terms of the Issue*” and “*Issue Procedure*” beginning on pages 54, 300 and 310, respectively.

Our Company will comply with the SEBI ICDR Regulations and any other ancillary directions issued by SEBI for the Issue. In this regard, our Company has appointed the BRLM to manage the Issue and procure subscriptions to the Issue.

**The Book Building Process under the SEBI ICDR Regulations is subject to change from time to time and Bidders are advised to make their own judgment about an investment through the Book Building Process prior to submitting a Bid.**

For further details on the method and procedure for Bidding, please see chapters titled “*Issue Structure*” and “*Issue Procedure*” beginning on pages 306 and 310, respectively.

Bidders should note that the Issue is also subject to obtaining (i) final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment within 6 (six) Working Days of the Bid/Issue Closing Date or such other time as prescribed under applicable law.

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

## UNDERWRITING AGREEMENT

After the determination of the Issue Price, but prior to the filing of the Prospectus with the RoC, our Company will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through this Issue. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions specified therein. The Underwriting Agreement is dated [●].

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

*(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC)*

Name, address, telephone number and e-mail address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (₹ in million)
[●]	[●]	[●]

The above mentioned is indicative underwriting and will be finalized after determination of the Issue Price and actual allocation subject to the provisions of Regulation 40(2) of the SEBI ICDR Regulations.

In the opinion of our Board (based on a certificate given by the Underwriters), the resources of the abovementioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12 (1) of the SEBI Act or registered as merchant bankers with SEBI or as brokers with the Stock Exchange(s). Our Board of Directors, at its meeting held on [●], approved the acceptance and entering into the Underwriting Agreement mentioned above on behalf of our Company.

Notwithstanding the table above, the BRLM and the Syndicate Members shall be responsible for ensuring payment with respect to the Equity Shares allocated to the Bidders procured by them. The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Issue Price and allocation of Equity Shares, but prior to filing the Prospectus with the RoC. The extent of underwriting obligations and the Bids to be underwritten in the Issue by the BRLM shall be as per the Underwriting Agreement.

The underwriting agreement shall list out the role and obligations of each Syndicate Member, and *inter alia* contain a clause stating that margin collected shall be uniform across all categories indicating the percentage to be paid as margin by the bidders at the time of Bidding. The extent of underwriting obligations and the Bids to be underwritten in the Issue shall be as per the Underwriting Agreement.

## CAPITAL STRUCTURE

Our share capital, as at the date of this Draft Red Herring Prospectus and after the proposed Issue is set forth below: -

Particulars		Aggregate Value at Face value (in ₹)	Aggregate Value at Issue Price (in ₹)
<b>A.</b>	<b>AUTHORISED SHARE CAPITAL<sup>(1)</sup></b>		
	50,000,000 Equity Shares of ₹ 10/- each	500,000,000	[●]
<b>B.</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE</b>		
	30,551,920 Equity Shares of ₹ 10/- each	305,519,200	[●]
<b>C.</b>	<b>PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS<sup>(2)(3)</sup></b>		
	Issue of up to 16,452,000 * Equity Shares	164,520,000	[●]
	<i>Of Which:</i>		
	QIB Portion of [●] Equity Shares	[●]	[●]*
	Non-Institutional Portion of not less than [●] Equity Shares	[●]	[●]*
	Retail Portion of not less than [●] Equity Shares	[●]	[●]*
<b>D.</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL AFTER THE ISSUE</b>		
	[●] Equity Shares of ₹10/- each		[●]
<b>E.</b>	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before the Issue	103,564,900	
	After the Issue		[●] <sup>#</sup>

\* Subject to finalisation of Basis of Allotment. The Issue Price is ₹ [●] per Equity Share.

# Calculated after considering the impact of issue of [●] number of Equity Shares of ₹10 each at a premium of ₹ [●] per Equity Share (without adjusting for Issue expenses)

(1) For details in relation to the changes in the authorised share capital of our Company, please refer to section titled "History and Certain Corporate Matters - Amendments to our Memorandum of Association" beginning on page 150.

(2) The Issue has been authorised by our Board pursuant to a resolution passed at its meeting held on March 10, 2022 and authorised by our Shareholders pursuant to their resolution dated March 11, 2022.

(3) Our Company, in consultation with the BRLM, may consider a Pre-IPO placement of its Equity Shares prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is undertaken, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. Details of Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.

### Notes to Capital Structure

#### 1. Share Capital history of our Company

A. The following table sets forth the history of the Equity Share Capital of our Company:

Date of allotment of Equity Shares	No. of Equity Shares Allotted	Face Value per Equity Share (in ₹)	Issue Price Per Equity Share (in ₹)	Nature of consideration	Reasons/ Nature of allotment	Cumulative no. of Equity Shares	Cumulative paid-up Equity Share Capital (in ₹)
At Incorporation	10,000	10	10	Cash	Subscription to MoA <sup>(1)</sup>	10,000	100,000



Date of allotment of Equity Shares	No. of Equity Shares Allotted	Face Value per Equity Share (in ₹)	Issue Price Per Equity Share (in ₹)	Nature of consideration	Reasons/ Nature of allotment	Cumulative no. of Equity Shares	Cumulative paid-up Equity Share Capital (in ₹)
<i>Pursuant to shareholders' resolution dated November 19, 2007, 20,000 Equity Shares of face value ₹ 10/- each were consolidated into 2000 Equity Shares of face value ₹100/- each. Accordingly, the number of issued, subscribed and paid-up equity shares of our Company were consolidated from 10,000 equity shares of ₹ 10 each into 1000 Equity Shares of ₹ 100 each.</i>							
November 19, 2007	130,262	100	600	Cash	Allotment <sup>(2)</sup>	131,262	13,126,200
November 19, 2007	33,367	100	600	Consideration other than cash	Allotment <sup>(3)</sup>	164,629	16,462,900
November 19, 2007	198	100	600	Consideration other than cash	Allotment <sup>(4)</sup>	164,827	16,482,700
January 16, 2009	32,466	100	600	Consideration other than cash	Allotment <sup>(5)</sup>	197,293	19,729,300
March 31, 2011	130,000	100	100	Cash	Allotment <sup>(6)</sup>	327,293	32,729,300
March 28, 2012	39,700	100	100	Cash	Allotment <sup>(7)</sup>	366,993	36,699,300
March 21, 2016	14,796	100	500	Rights issue	Allotment <sup>(8)</sup>	381,789	38,178,900
August 31, 2019	110	100	100	Rights issue	Allotment <sup>(9)</sup>	381,899	38,189,900
<i>Pursuant to shareholders' resolution dated January 10, 2020, 1 Equity Share of face value of ₹ 100/- each of the Company was sub-divided into 10 Equity Shares of face value of ₹ 10/- per Equity Share. Accordingly, the number of issued, subscribed and paid-up Equity Shares of our Company were sub-divided from 381, 899 equity shares of ₹ 100 each to 38,18,990 Equity Shares of ₹ 10 each.</i>							
March 19, 2022	26,732,930	10	N.A.	Consideration other than cash	Bonus Issue <sup>(10)</sup>	30,551,920	305,519,200

- Allotment to Saket Shukla (9,999 Equity shares), Atul Bhatia (1 Equity shares) pursuant to incorporation of the Company under Companies Act, 1956.*
- Allotment to GCNI BW1 (65,131 Equity Shares), GCNI BW2 (65,131 Equity Shares).*
- Allotment to Sonia Gupta (33,367 Equity Shares).*
- Allotment to Plaza Cable Electric Private Limited (198 Equity Shares).*
- Allotment to Sonia Gupta (32,466 Equity Shares).*
- Allotment to Sanjay Gupta (130,000 Equity Shares).*
- Allotment to Sanjay Gupta (3,300 Equity Shares), Abhishek Gupta (9,000 Equity Shares), Sonia Gupta (27,400 Equity Shares).*
- Allotment to Plaza Wires and Electricals Private Limited (14,796 Equity Shares) pursuant to renunciation of rights entitlement by Sanjay Gupta of 5374 Equity Shares, Sonia Gupta of 9051 Equity Shares, Abhishek Gupta of 363 Equity Shares and Plaza Cable Electric Private Limited of 8 Equity Shares.*
- Allotment to Aditya Gupta (100 Equity Shares) pursuant to renunciation of rights entitlement by Sanjay Gupta of 35 Equity Shares and Sonia Gupta of 65 Equity Shares, and allotment to Plaza Power Solutions Private Limited (10 Equity Shares) pursuant to renunciation of rights entitlement by Sanjay Gupta of 3*

Equity Shares, by Plaza Wire & Electric Private Limited of 4 Equity Shares and by Abhishek Gupta of 3 Equity Shares.

10. Bonus Issue to Sanjay Gupta in the ratio 7:1 (13,890,170 Equity Shares), Bonus Issue to Sonia Gupta in the ratio 7:1 (11,155,480 Equity Shares), Bonus Issue to Abhishek Gupta in the ratio 7:1 (630,000 Equity Shares), Bonus Issue to Aditya Gupta in the ratio 7:1 (7000 Equity Shares), Bonus Issue to Plaza Power Solutions Private Limited in the ratio 7:1 (700 Equity Shares), Bonus Issue to Plaza Cable Electric Private Limited in the ratio 7:1 (13,860 Equity Shares), Bonus Issue to Plaza Wires and Electricals Private Limited in the ratio 7:1 (1,035,720 Equity Shares).
2. Our Company does not have any preference share capital as on the date of this Draft Red Herring Prospectus.
3. Shares issued for consideration other than cash.

Date of the allotment	No. of Equity Shares	Issue Price (in ₹)	Reasons for allotment	Benefits accruing to the Company	Person to whom the allotment was made
November 19, 2007	33,367	600	Consideration other than cash	Purchase of current assets, book debts, bank fixed deposit receipts and others	Sonia Gupta
November 19, 2007	198	600	Consideration other than cash	Purchase of current assets, book debts, bank fixed deposit receipts and others	Plaza Cable Electric Private Limited
January 16, 2009	32,466	600	Consideration other than cash	Purchase of land, building, plant, machinery and other miscellaneous fixed assets by the Company from Sonia Gupta, partner of Plaza Electrical Industries.	Sonia Gupta
March 19, 2022	26,732,930	10	Bonus Allotment	Nil	Sanjay Gupta, Sonia Gupta, Abhishek Gupta, Aditya Gupta, Plaza Power Solutions Private Limited, Plaza Cable Electric Private Limited, Plaza Wires and Electricals Private Limited

4. Till date, no Equity Shares have been issued out of capitalization of its revaluation reserves or unrealised profits by our Company.
5. Till date, no Equity Shares have been allotted by our Company pursuant to any scheme approved under Sections 391-394 of the Companies Act, 1956 or Sections 230-234 of Companies Act, 2013.
6. The Company has not issued any Equity Shares under any employee stock option scheme.
7. Our Company has not issued any Equity Shares in the year preceding the date of this Draft Red Herring Prospectus, which may be at a price lower than the Issue Price.

## 8. Build-up of Promoters' shareholding in our Company:

### a) History of Equity Share capital held by the Promoters:

As on the date of this Draft Red Herring Prospectus, our Promoters hold 35,77,950 Equity Shares, constituting 93.42% of the issued, subscribed and paid-up Equity Share capital of our Company. The build-up of shareholding of Promoters are as follows:

#### Mr. Sanjay Gupta

Date of Allotment / Transfer and Date when made Fully Paid up	No. Equity Shares Allotted / Transferred	Face Value per Equity Share (in ₹)	Issue/ Acquisition/ Transfer Price per Equity Share (in ₹)	Consideration	Nature of Transaction	% of Pre-Issue Paid up Capital	% of Post-Issue Paid up Capital
March 31, 2011	130,000	100	100	Cash	Allotment	3.40%	[●]
March 28, 2012	3,300	100	100	Cash	Allotment	3.49%	[●]
<i>Pursuant to shareholders' resolution dated January 10, 2020, 1 Equity Share of face value of ₹ 100/- each were sub-divided into 10 Equity Shares of face value of ₹ 10/- per Equity Share. Accordingly, the number of issued, subscribed and paid-up Equity Shares of our Company were sub-divided from 381,899 equity shares of ₹ 100 each to 3,818,990 Equity Shares of ₹ 10 each. Consequently, 133,300 Equity Share of face value of ₹ 100/- each held by Sanjay Gupta were divided into 1,333,000 Equity Share of face value of ₹ 10/- each.</i>							
December 30, 2020	651,310	10	Nil	Gift	Transfer from Sonia Gupta	51.95%	[●]
March 19, 2022	13,890,170	10	N.A.	Consideration other than cash	Bonus Issue	51.95%	[●]
Total	15,874,480					51.95%	[●]

#### Sonia Gupta

Date of Allotment/ Transfer and Date when made Fully Paid up	No. Equity Shares Allotted/ Transferred	Face Value per Equity Share (in ₹)	Issue/ Acquisition/ Transfer Price per Equity Share (in ₹)	Consideration	Nature of Transaction	% of Pre-Issue Paid up Capital	% of Post-Issue Paid up Capital
November 19, 2007	33,367	100	600	Consideration other than Cash	Allotment	0.87%	[●]
March 18, 2008	500	100	100	Cash	Transfer from GNCI BW1	0.88%	[●]
March 18, 2008	65,131	100	100	Cash	Transfer from GNCI BW1	2.59%	[●]
March 18, 2008	500	100	100	Cash	Transfer from GNCI BW2	2.60%	[●]
March 18, 2008	65,131	100	100	Cash	Transfer from GNCI BW2	4.31%	[●]
January 16, 2009	32,466	100	600	Consideration other than Cash	Allotment	5.16%	[●]
March 28, 2012	27,400	100	100	Cash	Allotment	5.87%	[●]
<i>Pursuant to shareholders' resolution dated January 10, 2020, 1 Equity Share of face value of ₹ 100/- each were sub-divided into 10 Equity Shares of face value of ₹ 10/- per Equity Share. Accordingly, the number of issued, subscribed and paid-up Equity Shares of our Company were sub-divided from 381,899 equity shares</i>							

<i>of ₹ 100 each to 3,818,990 Equity Shares of ₹ 10 each. Consequently, 224,495 Equity Share of face value of ₹ 100/- each held by Sonia Gupta were divided into 22,44,950 Equity Share of face value of ₹ 10/- each.</i>							
December 30, 2020	(651,310)	10	Nil	N.A.	Transfer to Sanjay Gupta by way of gift	41.72%	【●】
March 19, 2022	11,155,480	10	N.A.	Consideration other than cash	Bonus Issue	41.72%	
<i>Total</i>	12,749,120					41.72%	

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment of such Equity Shares. Further, none of the Equity Shares held by our Promoters are pledged.

The following is the Equity Shareholding pattern of our Company as on the date of the Draft Red Herring Prospectus:

	Category (I)	Category of Shareholder (II)	Nos. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV + (V)+(vi))	Share holding as a % total No. of shares (calculated as per SCRR, 1957 (VII) As a % of A+B+C2)	Number of voting rights held in each class of securities (IX)			No. of shares underlying outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares (XII)		No. of shares pledged or otherwise encumbered (XIII)		No. of equity shares held in dematerialised form (XIV)	
									No. of voting Rights					Total as a % of A+B+C	No. (a)	As a % of total shares held (b)	No. (a)		As a % of total shares held (b)
									Class (Equity)	Class (Others)	Total								
(A)	Promoter & Promoter Group	7	30,551,920	30,551,920	0	0	30,551,920	100	30,551,920	0	30,551,920	100%	0	0	0	0	0	0	30,551,920
(B)	Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C)	Non-Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	7	30,551,920	0	0	0	30,551,920	100	30,551,920	0	30,551,920	100%	0	0	0	0	0	0	30,551,920

9. **Details of Shareholding of major Shareholders of our Company:**

- i. Names of Equity Shareholders of the Company holding 1% or more of the paid-up capital of the Company and the number of Equity Shares held by them as on the date of the filing of this Draft Red Herring Prospectus:

S. No.	Name of Equity Shareholders	No. of Equity Shares	% of Pre- Issue Equity Share Capital	% of Post- Issue Equity Share Capital
1.	Sanjay Gupta	15,874,480	51.95%	[●]
2.	Sonia Gupta	12,749,120	41.72%	[●]
3.	Abhishek Gupta	720,000	2.35%	[●]
4.	Plaza Wires and Electricals Private Limited	1,183,680	3.87%	[●]
	<b>Total</b>	<b>30,527,280</b>	<b>99.89%</b>	<b>[●]</b>

- ii. None of the shareholders of our Company holding 1% or more of the paid-up capital of the Company as on the date of the filing of the DRHP are entitled to any Equity Shares upon exercise of warrant, option or right to convert a debenture, loan or other instrument.

- iii. Names of Equity Shareholders of the Company holding 1% or more of the paid-up capital of the Company and the number of Equity Shares held by them 2 (two) years prior to date of filing of this Draft Red Herring Prospectus (as of April 30, 2020):

S. No.	Name of Equity Shareholders	No. of Equity Shares	% of Pre-Issue Equity Share Capital	% of Post- Issue Equity Share Capital
1.	Sanjay Gupta	1,333,000	34.93%	[●]
2.	Sonia Gupta	2,244,950	58.83%	[●]
3.	Abhishek Gupta	90,000	2.35%	[●]
4.	Plaza Wires and Electricals Private Limited	147,960	3.87%	[●]
	<b>Total</b>	<b>3,815,910</b>	<b>99.98%</b>	<b>[●]</b>

- iv. Names of Equity Shareholders of the Company holding 1% or more of the paid-up capital of the Company and the number of Equity Shares held by them 1 (one) year prior to date of filing of this Draft Red Herring Prospectus (as of April 30, 2021):

S. No.	Name of Equity Shareholders	No. of Equity Shares	% of Pre-Issue Equity Share Capital	% of Post-Issue Equity Share Capital
1.	Sanjay Gupta	1,984,310	51.95%	[●]
2.	Sonia Gupta	1,593,640	41.72%	[●]
3.	Abhishek Gupta	90,000	2.35%	[●]
4.	Plaza Wires and Electricals Private Limited	147,960	3.87%	[●]
	<b>Total</b>	<b>3,815,910</b>	<b>99.98%</b>	<b>[●]</b>

- v. Names of Equity Shareholders of the Company holding 1% or more of the paid-up capital of the Company and the number of Equity Shares held by them as on 10 (ten) days prior to the date of filing this Draft Red Herring Prospectus:

S. No.	Name of Equity Shareholders	No. of Equity Shares	% of Pre-Issue Equity Share Capital	% of Post-Issue Equity Share Capital
1.	Sanjay Gupta	15,874,480	51.95%	[●]
2.	Sonia Gupta	12,749,120	41.72%	[●]
3.	Abhishek Gupta	720,000	2.35%	[●]
4.	Plaza Wires and Electricals Private Limited	1,183,680	3.87%	[●]
	<b>Total</b>	<b>30,527,280</b>	<b>99.98%</b>	<b>[●]</b>

- vi. The Company has not made any initial public offering of specified securities in the preceding 2 (two) years.
10. Except for the allotment of Equity Shares pursuant to the Issue and the Pre-IPO Placement, if any, the Company has no proposal or intention to negotiate or consider any alteration in the capital structure of the Company by way of split or consolidation of the denomination of the shares, or to issue specified securities on a preferential basis or to issue bonus or rights or further public offer of specified securities within a period of 6 (six) months from the date of opening of the Issue. However, Our Company is in expansion phase and may need additional capital to fund existing/ and or future organic and/ or inorganic expansion. Therefore, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the Issue appropriately in due compliance with the applicable statutory provisions.
11. As on the date of the Draft Red Herring Prospectus, the Company has 7 (seven) equity shareholders.
12. **Details of Shareholding of our Promoters, members of Promoter Group in our Company**

The following is the Equity shareholding of our Promoters and Promoter Group as of the date of filing this Draft Red Herring Prospectus:

S. No.	Name of shareholders	No. of Equity Shares held	% of Pre-Issue Equity Shares Capital	% of Post- Issue Equity Shares
<b>Promoters</b>				
1.	Sanjay Gupta	15,874,480	51.95%	[●]
2.	Sonia Gupta	12,749,120	41.72%	[●]
<b>Promoter Group</b>				
3.	Abhishek Gupta	720,000	2.35%	[●]
4.	Aditya Gupta	8,000	0.0026%	[●]
5.	Plaza Power Solutions Private Limited	800	0.00026%	[●]
6.	Plaza Cable Electric Private Limited	15,840	0.051%	[●]
7.	Plaza Wires and Electricals Private Limited	1,183,680	3.87%	[●]
	<b>Total</b>	30,551,920	100%	[●]

13. No Equity Shares were purchased or sold by the promoter group of the Company and/or by the directors of the Company and their relatives in the preceding 6 (six) months from the date of this DRHP.
14. There have been no financing arrangements wherein the Promoter Group, the Directors of our Company and their relatives, have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of 6 (six) months immediately preceding the date of filing of the Draft Red Herring Prospectus.
15. **Promoters' contribution and lock-in**

***Details of Promoters' contribution locked in for 18 (eighteen) months:***

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the post-Issue Equity Share capital, of our Company as on the date of this Draft Red Herring Prospectus, shall be locked in for a period of 3 (three) years from the date of Allotment as minimum Promoter's contribution ("**Minimum Promoter's Contribution**") and the shareholding of the Promoters in excess of 20% of the fully diluted post-Issue Equity Share capital shall be locked in for a period of 1 (one) year from the date of Allotment.

*The Equity Shares which are being locked in for 3 (three) years from the date of Allotment are as follows:*

Promoters	No. of Equity Shares Locked in <sup>(1)(2)</sup>	Face Value per Equity Share (in ₹)	Issue/ Acquisition Price per Equity Share (in ₹)	Date of Allotment/ Acquisition and when made fully paid-up	Nature of Allotment/ Transfer	Consideration (Cash/other than cash)	Percentage of post-Issue paid-up capital
Sanjay Gupta	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Sonia Gupta	[●]	[●]	[●]	[●]	[●]	[●]	[●]

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

In this connection, please note that:

- (i) The Equity Shares offered for Minimum Promoter's Contribution do not include (i) Equity Shares acquired in the 3 (three) immediately preceding years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets, (ii) Equity Shares resulting from bonus issue by utilization of revaluation reserves or unrealized profits of our Company or bonus shares issued against Equity Shares, which are otherwise ineligible for computation of Minimum Promoter's Contribution
- (ii) The Minimum Promoter's Contribution does not include any Equity Shares acquired during the immediately preceding 1 (one) year at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;
- (iii) Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm; and
- (iv) The Equity Shares offered for Minimum Promoter's Contribution are not subject to any pledge in favour of any creditor.

***Details of Promoters' contribution locked in for 1 (one) year:***

Unless provided otherwise under applicable law, pursuant to the SEBI ICDR Regulations, the entire pre-Issue capital of our Company (including those Equity Shares held by our Promoters in excess of the Minimum Promoter's Contribution) shall be locked-in for a period of 1 (one) year from the date of Allotment or such other minimum lock-in period as may be prescribed under the SEBI ICDR Regulations.

***Details of Lock-in of Equity Shares held by persons other than Promoters' for 6 (six) months:***

The entire pre-issue capital held by persons other than the Promoters shall be locked-in for a period of 6 (six) months from the date of Allotment.

***Details of lock-in of Equity Shares Allotted to Anchor Investors***

50% of the Equity Shares Allotted to the Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 (thirty) days from the date of Allotment in the Issue and the balance 50% of the Equity Shares shall be locked-in for a period of 90 (ninety) days from the date of Allotment in the Issue, or such other period as may be prescribed under the SEBI ICDR Regulations.

16. This is a fresh issue of Equity Shares and accordingly, no selling shareholders are involved in this Issue.

**17. Equity Shareholding of Directors and Key Managerial Personnel in our Company:**

S. No.	Name of Equity Shareholders	No. of Equity Shares	% of Pre-Issue Equity Share Capital	% of Post-Issue Equity Share Capital
1.	Sanjay Gupta	15,874,480	51.95%	[●]
2.	Sonia Gupta	12,749,120	41.72%	[●]
3.	Abhishek Gupta	720,000	2.35%	[●]



4.	Aditya Gupta	8,000	0.026%	[●]
	<b>Total</b>	<b>29,351,600</b>	96.046%	

18. Our Company, Directors and BRLM have not entered into any buy-back or other arrangements for the purchase of the Equity Shares being offered through this Issue from any person.
19. All securities offered through this Issue shall be made fully paid up (if applicable), or may be forfeited for non-payment of calls within 12 (twelve) months from the date of allotment.
20. Neither the BRLM viz. Pantomath Capital Advisors Private Limited nor its associates (as defined under the SEBI (Merchant Bankers) Regulations, 1992) hold any Equity Shares of our Company as on the date of this Draft Red Herring Prospectus. However, the associates and affiliates of BRLM and the Syndicate Members, if any may subscribe to the Issue, either in Net QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on proportionate basis and such subscription may be on their own account or on behalf of their clients.
21. Our Company has not issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme.
22. No person connected with the Issue, including, but not limited to, our Company, the members of the Syndicate or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.
23. There will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of the Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, under-subscription, etc., as the case may be.
24. All Equity Shares of the Company held by the Promoters are in dematerialised form.

## OBJECTS OF THE ISSUE

### Requirement of Funds

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

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

1. Funding the capital expenditure towards setting up of a new manufacturing unit for house wires, fire-resistant wires & cables, aluminum cables and solar cables to expand our product portfolio;  
(hereinafter referred to as the “Project”)
2. Funding the working capital requirements of our Company, and
3. General corporate purposes.  
(collectively, referred to herein as the “Objects”)

Additionally, we believe that the listing of Equity Shares will enhance our Company’s corporate image, brand name and create a public market for our Equity Shares in India.

The main objects clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enables us 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 of Association.

### Issue Proceeds

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

(₹ in million)

Particulars	Estimated amount <sup>(1)</sup>
Gross Proceeds from the Issue <sup>(1)</sup>	[●]
(Less) Issue related expenses <sup>(1)</sup>	[●]
<b>Net Proceeds</b>	[●]

<sup>(1)</sup> To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC.

### Utilization of Net Proceeds

The Net Proceeds are proposed to be used in the manner set out in in the following table:

(₹ in million)

Sr. No.	Particulars	Estimated amount
1.	Funding the capital expenditure towards setting up of proposed manufacturing unit for house wires, fire-resistant wires & cables, aluminum cables and solar cables to expand our product portfolio <sup>(1) (2)</sup>	216.16
2.	Funding the working capital requirements of our Company	210.00
3.	General corporate purposes <sup>(2)</sup>	[●]

<sup>(1)</sup> Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards one or more of the Objects prior to completion of the Issue. To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC.

<sup>(2)</sup> The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

### Proposed schedule of implementation and deployment of Net Proceeds

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

(₹ in million)

Sr. No.	Particulars	Total Estimated Amount	Amount already deployed as on December 31, 2021	Amount to be funded from the Net Proceeds	Estimated Utilisation of Net Proceeds in Fiscal 2023	Estimated Utilisation of Net Proceeds in Fiscal 2024
1	Funding the capital expenditure towards setting up of a proposed manufacturing unit for house wires, fire-resistant wires & cables, aluminum cables and solar cables to expand our product portfolio	243.89 <sup>(1)</sup>	27.73 <sup>(2)</sup>	216.16	216.16	-
2	Funding the working capital requirements of our Company	-	-	210.00	60.0	150.00
3	General corporate purposes <sup>(3)</sup>	[●]	-	[●]	[●]	[●]
	Total	[●]	27.73	[●]	-	[●]

<sup>(1)</sup> Total estimated cost, as per the TEV Report dated April 15, 2022 issued by Dun and Bradstreet in respect of the Proposed Manufacturing Unit

<sup>(2)</sup> As on March 31, 2022, our Company has deployed ₹ 27.73 million from internal accruals towards the Object of the issue as certified by our Statutory Auditors, vide certificate dated April 29, 2022. The costs incurred by our Company for acquisition of land and building required to set up the proposed manufacturing unit forms part of the total estimated cost of the Proposed Manufacturing Unit.

<sup>(3)</sup> To be finalised upon determination of Issue Price and updated in the Prospectus prior to filing with the RoC. The amount shall not exceed 25% of the Net Proceeds.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates, current and valid quotations from suppliers and contractors, and other commercial and technical factors. However, such fund requirements and deployment of funds have not been verified by the Book Running Lead Manager or appraised by any bank or financial institution. However, our Company has obtained a Techno-Economic Viability Report dated April 15, 2022 from Dun and Bradstreet, for the Proposed Manufacturing Unit. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition, negotiation with vendors, variation in cost estimates on account of factors, including changes in design or configuration of the project, incremental pre-operative expenses and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. Our historical capital expenditure may not be reflective of our future capital expenditure plans.

In the event of the estimated utilisation of the Net Proceeds in a scheduled Fiscal being not undertaken in its entirety, the remaining Net Proceeds shall be utilised in subsequent Fiscals, as may be decided by our Company, in accordance with applicable laws. Further, if the Net Proceeds are not completely utilised for the objects during the respective periods stated above due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) timely completion of the Issue; (iv) market conditions outside the control of our Company; and (v) any other commercial considerations, the remaining Net Proceeds shall be utilised (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

## Means of finance

The fund requirement for capital expenditure of ₹ 243.89 million as above shall be met partially from Net Proceeds (upto ₹ 216.16 million) and balance requirement has been funded through our Company's internal accruals. Similarly, out of the total working capital requirements of our company for Fiscal 2023, requirement upto ₹ 60.00 million shall be met through Net Proceeds and out of the total working capital requirements of our company for Fiscal 2024, requirement upto ₹ 150.00 million shall be met through Net Proceeds. Balance working capital requirements for Fiscal 2023 and 2024 shall be met with bank financing and internal accruals and net worth. Accordingly, we are in compliance with the requirements prescribed under Paragraph 9(C)(1) of Part A of Schedule VIII and Regulation 7(1)(e) of the SEBI ICDR Regulations which require firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue and existing identifiable internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

Details of estimated means of finance for are set forth below.

Objects of the Issue	Total Estimated Amount <sup>(1)</sup>	(₹ in million)		
		Net Proceeds	Internal Accruals	Bank Financing
Funding the capital expenditure towards setting up of a proposed manufacturing unit for house wires, fire-resistant wires & cables, aluminum cables and solar cables to expand our product portfolio	243.89 <sup>(1)</sup>	216.16	27.73	-
Funding the working capital requirements of our Company	-	210.00	-	-

<sup>(1)</sup> The costs incurred by our Company for acquisition of land and building required to set up the Proposed Manufacturing Unit forms part of the total estimated cost of the Project.

## Details of the Objects

The details of the Objects of the Issue are set out below:

### 1. Funding capital expenditure for the Project

Our existing manufacturing unit is located at Village Katha (Near Baddi), Pargana, Dharampur, Tehsil Nalagarh, District Solan, Himachal Pradesh, India, admeasuring the total area of 11,513.37 sq. mt. where we manufacture diverse range of PVC insulated housing wires and cables as per ISO 694 under the brand "Plaza Cables". Our Company intends to expand its manufacturing capabilities through manufacturing existing and new products like aluminum cables and solar cables with an installed capacity of 8,700 kilometers of cables per annum.

Our Company also intends to expand its existing installed capacities by setting up a new manufacturing line of 8,37,000 coils p.a. within the proposed new plant location.

### Land

The proposed manufacturing unit for manufacturing existing and new products as mentioned above, is envisaged to be set up at Revenue Village, Damowala, Tehsil-Baddi, District-Solan, Himachal Pradesh, India. Our Company has acquired land & building admeasuring to 7,902.30 sq. mtrs. in the financial year 2020-21 from various local parties at the aforementioned location. The premises form part of an industrial zone. Our Company has paid total consideration of ₹ 20.00 million for purchasing the said land for the proposed manufacturing unit. In addition to the abovementioned consideration paid in respect of the said land & building, our Company has also incurred additional costs of ₹ 0.90 million in relation to the stamp duty payment, registration charges, survey fees and other miscellaneous fees & charges. Our Company is currently in possession of the said land & building.

As per the registered sale deed dated September 16, 2021, one of the conditions laid down by the Director of Industries, Himachal Pradesh, the land and building purchased need to be utilised for the purpose for which it has been allowed/purchased, within a period of 2 years from the date of registration with an allowable extension of one year. In case our Company fails to do so, the land will vest in the state along with structure, if any, free from all encumbrances. Further, the government or any authority, as per rules, shall not allow any extension beyond three years. The cost incurred for acquisition of such land & building forms part of the total estimated cost of the Proposed Manufacturing Unit and has been incurred out of Internal Accruals of our Company.

Summary of the land and land development costs are given below:

Source of fund	Total Estimated Cost (₹ in million)
Land cost	20.00
E-Stamp duty	0.70
E-Registration charges	0.20
<b>Total cost of land paid by our Company out of internal accruals</b>	<b>20.90</b>

Our Promoters, Directors and Key Managerial Personnel do not have any interest in this acquisition of the abovementioned land & building.

#### **Means of Finance for the Project**

The total estimated cost for the Project is ₹243.89 million. Our Company intends to fund the cost of the Project as follows:

Source of fund	Total Estimated Cost (₹ in million)
Net Proceeds	216.16
Internal Accruals	27.73
<b>Total</b>	<b>243.89<sup>(1)</sup></b>

<sup>(1)</sup>Total estimated cost as per Techno-Economic Viability Report dated April 15, 2022 issued by Dun and Bradstreet, in respect of the Proposed Manufacturing Unit.

We propose that any subsequent initial expenditure in relation to the said Project will be funded from our internal accruals until the Net Proceeds are available to our Company.

#### **Estimated Costs**

The total estimated cost of the Project is ₹ 243.89 million. The total cost of the Project has been estimated by our management in accordance with our business plan, current and valid quotations received from the suppliers and contractors, TEV Report dated April 15, 2022 issued by Dun and Bradstreet, and other commercial and technical factors approved by our Board of Directors pursuant to its meeting dated April 18, 2022. However, such total estimated cost and related fund requirements have not been appraised by any bank or financial institution. The detailed break-down of estimated cost is set forth below:

(₹ in million)				
Sr. No.	Particulars	Total Estimated Cost	Funded/ To be funded out of Internal Accruals	To be Funded out of Net Proceeds
1	Land and Land Development	20.90	20.90	-
2	Building and Civil Works	33.11	6.83	26.28
3	Plant & Machinery	126.12	-	126.12
4	Electrical Fittings	35.79	-	35.79
5	Miscellaneous Fixed Assets	5.57	-	5.57
6	Preliminary and Pre-operatives	12.37	-	12.37
7	Contingencies	10.03	-	10.03
	<b>Total Project Cost</b>	<b>243.89</b>	<b>27.73</b>	<b>216.16</b>

#### **a) Building and Civil Works**

Building and civil works for the Project mainly includes site development and construction and engineering related work including building the foundation, structure, roof, doors and windows, drainage and sewerage system, etc. The total estimated cost for civil construction (building) is ₹ 33.11 million. Our Company has received quotation dated December 04, 2021 from M/s. Trishna for the site development and civil works.

Our Company has already paid ₹ 6.83 million out of Internal Accruals towards purchase of the building and applicable stamp duty and registration charges, details of which are given below:

Source of fund	Total Estimated Cost (₹ million)
Building cost	6.50
E-Stamp duty	0.26
E-Registration charges	0.06
<b>Total cost of building paid by our Company out of internal accruals</b>	<b>6.83</b>

The detailed bifurcation of the estimated cost of civil works is as follows:

Description	Unit	Quantity	Rate	₹ million
<b>Building</b>				
Purchase of Building	Sq. M.	1,800	8,210	6.50
E-Stamp Duty	%	3%		0.26
E-Registration Charge	%	1%		0.06
<b>Total Building cost</b>				<b>6.83</b>
<b>Civil Works</b>				
<i>Main Plant Repair Work External</i>				
Microw Concrete with nito bound Chemical	Bag	35	750	0.03
Removing & laying 18 mm thick plaster with 1:4 (1-cement 4-Sand)	Sq. M.	500	415	0.21
Brick Work 230 mm thick with 1:6 (1 Cement 6 sand) to close the hole and dismantled area	Cum	1	6,540	0.01
Scaffolding for brick work and allied work	Sq. M.	1,105	150	0.17
<i>Main Plant Repair Work Internal</i>				
Microw Concrete with nito bound Chemical	Bag	35	750	0.03
Removing & laying 18 mm thick plaster with 1:4 (1-cement 4-Sand)	Sq. M.	850	385	0.33
Scaffolding for brick work and allied work	Sq. M.	950	150	0.14
2nd floor area 12 mm thick plaster with 1:4	Sq. M.	970	385	0.37
<i>Roof sheet &amp; Truss Painting work</i>				
Painting Of Old Truss & purline with 1:2 (1 Red oxide primer 2 coat enamel paint) including Rubbing of old surface	Job	1	2,25,000	0.23
Removing of Old sheet from site and place as per site in-charge	Sq. M.	6,880	6	0.04
Supply and fixing the corrugated sheet make Jindal	Sq. M.	6,880	778	5.35
Supply and fixing of 12 mm thick bobual Insulation	Sq. M.	6,880	269	1.85
Supply and fixing of turbo fan	Nos.	26	14,500	0.38
Supply and fixing of Gl sheet L section ridge	RM	150	795	0.12
<i>Old Security Office</i>				
Microw Concrete with nito bound Chemical	Bag	5	750	0.00
Removing & laying 18 mm thick plaster with 1:4 (1-cement 4-Sand)	Sq. M.	16	415	0.01
Removing & laying 12mm thick plaster with 1:4 (1-cement 4-Sand) inn side room	Sq. M.	12	385	0.00
<i>Stair case</i>				
Dismantling of old stair case	Cum	10	4,850	0.05
Excavation for Stair column + Stair	Cum	20	350	0.01
RCC 1:1.5:3 for stair case	Cum	42	7,250	0.30
Shuttering MS for stair + column	Sq. M.	350	350	0.12

<b>Description</b>	<b>Unit</b>	<b>Quantity</b>	<b>Rate</b>	<b>₹ million</b>
TMT steel	Kg	3,800	72	0.27
Plaster 12 mm thick with 114	Sq. M.	75	350	0.03
<b><i>Painting</i></b>				
Outside painting Apex with 1:2:2 (1 coat primer + 2 coat putty + 2 coat apex paint) with 5 year warranty	Sq. M.	4,270	142	0.61
In Side painting plastic emenlisan with 1:2:2 (1 coat primer + 2 coat putty + 2 coat paint)	Sq. M.	4,500	125	0.56
Boundary wall paint with 1:2:2	Sq. M.	2,800	142	0.40
12 mm thick plaster 1:6 boundary wall	Sq. M.	1,250	385	0.48
<b><i>Extension of New Area Front Side</i></b>				
Dismantling of Brick work	Cum	55	2,200	0.12
Dismantling of RCC	Cum	22	4,850	0.11
Excavation of Column	Cum	115	280	0.03
PCC for the Footing and Plinth	Cum	43	3,850	0.17
CC Column	Cum	84	7,250	0.61
RCC Beam	Cum	15	7,550	0.11
Shuttering Steel	Sq. M.	650	350	0.23
Steel TMT	Kg	9,000	65	0.59
Brick Work	Cum	60	7,200	0.43
Plaster 12 mm thick	Sq. M.	250	350	0.09
Plaster 18 mm thick	Sq. M.	250	415	0.10
Bolder Filling 150 mm thick	Cum	81	1,250	0.10
RCC Floor	Cum	72	7,250	0.52
MS work For Shed	Kg	3,000	115	0.35
Supply and fixing the corrugated sheet make Jindal	Sq. M.	540	778	0.42
Supply and fixing of 1.2 mm thick bobual insulation	Sq. M.	540	269	0.15
Supply and fixing of turbo fan	Nos.	5	14,500	0.07
<b><i>Extension of New Back Side</i></b>				
Dismantling of Brick work	Cum	15	2,200	0.03
Dismantling of RCC	Cum	12	4,850	0.06
Excavation of Column	Cum	50	280	0.01
PCC for the Footing and Plinth	Cum	35	3,850	0.13
CC Column	Cum	37	7,250	0.27
RCC Beam	Cum	5	7,550	0.04
Shuttering Steel	Sq. M.	250	350	0.09
Steel TMT	Kg	3,500	65	0.23
Brick Work	Cum	33	7,200	0.24
Plaster 12 mm thick	Sq. M.	150	350	0.05
Plaster 18 mm thick	Sq. M.	150	415	0.06
Bolder Filling 150 mm thick	Cum	25	1,250	0.03
RCC Floor	Cum	22	7,250	0.16
MS work For Shed	Kg	1,200	115	0.14
Supply and fixing the corrugated sheet make Jindal	Sq. M.	120	778	0.09
Supply and fixing of 1.2 mm thick bobual insulation	Sq. M.	120	269	0.03
Supply and fixing of turbo fan	Nos.	3	14,500	0.04
<b><i>Extension of New Security Room</i></b>				
Dismantling of Brick work	Cum	5	2,200	0.01
Dismantling of RCC	Cum	2	4,850	0.01

<b>Description</b>	<b>Unit</b>	<b>Quantity</b>	<b>Rate</b>	<b>₹ million</b>
Excavation of Column	Cum	5	280	0.00
PCC for the Footing and Plinth	Cum	6	3,850	0.02
CC Column	Cum	30	7,250	0.22
RCC Beam	Cum	4	7,550	0.03
RCC slab	Cum	5	7,250	0.03
Shuttering Steel	Sq. M.	250	350	0.09
Steel TMT	Kg	2,200	65	0.14
Brick Work	Cum	7	7,200	0.05
Plaster 12 mm thick	Sq. M.	45	350	0.02
Plaster 18 mm thick	Sq. M.	45	415	0.02
RCC Floor	Cum	3	7,250	0.02
<b><i>Extension of Road</i></b>				
Supply of JCB To clean the area	Hour	10	950	0.01
Dressing of earth for Road	Sq. M.	2,000	10	0.02
Excavation to road side curve Stone	Cum	55	350	0.02
60 to 40 mm Grit Laying if required	Cum	163	1,071	0.17
Supply of Road roller to level the loose earth on road	Days	2	5,200	0.01
RCC Road With M:25 Strength	Cum	330	6,250	2.06
Extra for VD Flooring	Sq. M.	3,551	10	0.04
Steel for Road	Kg	8,570	68	0.58
80 mm thick Paver Block	Sq. M.	3,551	715	2.54
Supply & laying of Curve Stone 300 mm wide 450 mm long and 100 mm thick	RM	600	535	0.32
<b><i>Extension of Road drain</i></b>				
Excavation of earth with back filling and removing of extra earth	Cum	125	290	0.04
PCC M;10 (1: 4: 8 cement sand Grite)	Cum	13	3,250	0.04
Brick work 230 mm thick for man hole	Cum	12	5,950	0.07
Laying of 300 mm thick PVC pipe	RM	200	1,575	0.32
Haunching of PVC Pipe	Cum	30	3,250	0.10
Plaster of Manhole	Sq. M.	50	350	0.02
RCC M:20 to fix the manhole cover	Cum	5	6,250	0.03
supply of Manhole Cover	Nos.	20	2,560	0.05
<b>Sub Total civil works</b>	<b>₹ million</b>			<b>25.08</b>
<b><i>Admin office work cost</i></b>				
4 Seating Workstation W2745 x D2745 x H1200, Having L shape top of Particle board 25mm thick, PVC edge banding,45mm thick aluminium partition having below top laminated board and above Pin up Fabrics and Marker board on Right hand side-raceway for wires and data cables below top, Mobile Pedestal W400 x D450 x H680-having 2 pencil drawer and Bottom one is Box file drawer, Key Board Tray, CPU Trolley,	Nos.	2	78,000	0.16
FRONT COVERING PARTITION W1200 X H1200 X THIK45MM	Nos.	5	65,000	0.33
END COVERING PARTITION W300 X H1200 X THIK45MM	Nos.	1	1,400	0.00
HOD Table W1500 x D750 x H750, having 25mm Thick top and Gablend, center modesty,	Nos.	3	16,700	0.05



Description	Unit	Quantity	Rate	₹ million
Mobile Pedestal stand, Side Runner W900 x D600 x H750				
MD Table W2200 x D1000 x H 750, having top, Gablend 38mm Thick. Modesty in center, Mobile Drawer std, Side RunnerW1980x D600x H 700	Nos.	1	46,000	0.05
Conference Table W3600 x D 1200 x H750,Top 25mm thick, duly finished of approved color, PVC edge banding, Center raceway for wires and cables if required	Nos.	1	56,000	0.06
Reception Table W1650 x D600 x H1200, with front Welcome Board and Mobile Pedestal stand	Nos.	1	1,80,000	0.18
Description	Unit	Quantity	Rate	₹ million
3 Seater Sofa stand	Nos.	1	21,000	0.02
Record Room Storage W900 x 0450 x H3000	Nos.	2	25,000	0.05
Chairs for Administration	Nos.	30	4,500	0.14
<b>Sub-total Admin and Office work</b>	<b>₹ million</b>			<b>1.02</b>
GST	%		18%	0.18
<b>Total Admin and Office work</b>	<b>₹ million</b>			<b>1.20</b>
<b>Total Cost of Building and Civil Works</b>	<b>₹ million</b>			<b>33.11</b>

**b) Plant & Machinery:**

Our Company proposes to acquire domestic plant and machineries at an estimated cost of ₹ 126.12 million. Our Company has identified the type of plant and machinery to be purchased for the proposed manufacturing unit and obtained quotations from various vendors but we are yet to place order for 100% of the plant and machinery. The detailed list of plant & machinery and electrical works to be acquired by our Company is provided below:

Description	Unit	Quantity	Rate per unit	₹ in million	Supplier	Date of Quotation
RBD M/c for copper	Set	1	39,74,639	3.97	Tomer Engineer Works	28.10.2021
On Line Annealer RBD	Set	1	9,50,000	0.95	Dayal & Sons Engineering Works	09.12.2021
RBD M/C for aluminium	Set	1	40,64,639	4.06	Tomer Engineer Works	28.10.2021
Copper On Line Annealer intermediate	Set	1	15,50,000	1.55	Dayal & Sons Engineering Works	08.11.2021
Copper inter mediate	Set	1	9,93,300	0.99	Tomer Engineer Works	02.12.2021
Aluminium intermediate	Set	1	9,43,300	0.94	Tomer Engineer Works	02.12.2021
Fine Wire Drawing M/C	Set	6	6,97,950	4.19	Vvision Globex	01.12.2021
Annealer M/C 48 Head	Set	2	16,56,000	3.31	Vvision Globex	01.12.2021
Buncher 800mm	Set	6	15,00,000	9.00	Udae Mechanical Works	26.07.2019
Skip M/C	Set	1	40,73,500	4.07	Kay Kay Industrial Corporation	07.12.2021
37(1+12+18) Standing M/C	Set	1	76,53,000	7.65	Kay Kay Industrial Corporation	07.12.2021
24 STANDING Cum ARMOURING M/C	Set	1	62,04,000	6.20	Kay Kay Industrial Corporation	07.12.2021

Description	Unit	Quantity	Rate per unit	₹ in million	Supplier	Date of Quotation
42 Bobbing Armouring	Set	1	62,19,000	6.22	Kay Kay Industrial Corporation	07.12.2021
3+1core Laying Bobbin Size 1320 Mm	Set	1	65,37,000	6.54	Kay Kay Industrial Corporation	07.12.2021
Taping M/C	Set	4	7,31,000	2.92	Bhb. Industries	05.11.2021
Strip Rewinding M/C	Set	2	5,85,000	1.17	Bhb. Industries	05.11.2021
80+50mm PVC Extruder Insulation	Set	1	70,00,000	7.00	Sant Engineering Industries	05.11.2021
80+50mm PVC Extruder Power Cable	Set	2	50,00,000	10.00	Sant Engineering Industries	05.11.2021
120 Mm PVC Extruder	Set	1	60,00,000	6.00	Sant Engineering Industries	05.11.2021
Drum Rewinding M/C	Set	2	12,50,000	2.50	Bhb. Industries	05.11.2021
Inject Printer( White )	Set	2	2,90,000	0.58	Lime Drop Printing Solution	07.12.2021
Inject Printer ( Black )	Set	2	2,20,000	0.44	Lime Drop Printing Solution	07.12.2021
Manual Coiler M/C	Set	2	3,50,000	0.70	Krishna Industrial Corporation	05.11.2021
Auto Coiler M/C	Set	3	12,80,000	3.84	Udae Mechanical Works	10.11.2021
Box Packing M/C	Set	1	8,56,000	0.86	Robotech India	06.12.2021
Striping M/C	Set	2	50,000	0.10	Krishna Industrial Corporation	05.11.2021
15kva Welding M/C	Set	1	50,000	0.05	Krishna Industrial Corporation	05.11.2021
5kva Welding M/C	Set	1	48,000	0.05	Kay Kay Industrial Corporation	01.11.2021
3kva Welding M/C	Set	1	35,000	0.04	Krishna Industrial Corporation	05.11.2021
1000 KVA Transformer	Set	1	14,00,000	1.40	Power Star	26.11.2021
Air Compressor 124CFM (3.51 Cum/Min)	Set	2	9,24,000	1.85	Arya Engineers & Associates	04.12.2021
Air Compressor 248CFM (7.00 Cum/Min)	Set	2	16,35,000	3.27	Arya Engineers & Associates	04.12.2021
Air Receiver Tank	Set	1	82,000	0.08	Arya International	04.12.2021
Water Pipe Line	Set	1	1,74,478	0.17	Ams International	04.12.2021
Forklift 3 Ton	Set	1	8,86,770	0.89	Kion India	04.11.2021
Forklift 5 Ton	Set	1	15,68,130	1.57	Kion India	12.11.2021
Reel For Annealer (200 MM)	Set	1000	95	0.09	Vikas Spool Pvt. Ltd.	03.01.2022
Spool For High Speed (300 MM)	Set	200	2,950	0.59	Vvision Globex	01.12.2021
Ro System	Set	1	1,90,000	0.19	Shri Krishna Nirmal Neer	11.11.2021
Etp	Set	1	2,20,000	0.22	Shri Krishna Nirmal Neer	12.11.2021

Description	Unit	Quantity	Rate per unit	₹ in million	Supplier	Date of Quotation
Stp	Set	1	6,55,000	0.66	Shri Krishna Nirmal Neer	11.11.2021
<b>Sub Total</b>	-	-	-	<b>106.88</b>	-	-
<b>GST</b>	%	<b>18%</b>		<b>19.24</b>		
<b>Total Plant and Machinery Cost</b>				<b>126.12</b>		

**c) Electricals Fittings:**

Our Company has estimated ₹ 35.79 million towards cost of Electrical Fittings and related items based on the quotation received from M/s. Comfort Engineers & Consultants dated December 15, 2021. Further details are provided below:

S. No.	Particulars	Amount (₹ in million)
1	Double Pole Structure, HT Transformer, HT Panel & Accessories	5.41
2	LT Panel Boards and Distribution Boards	6.45
3	Cables, Terminations and Trenches	8.81
4	Earthing	2.15
5	Internal Wiring, Cable Trays and Fabrications	3.44
6	Lighting Fixtures & Fans	1.34
7	DG Sets	6.20
8	Project Consultancy	2.00
	<b>Total</b>	<b>35.79</b>

**d) Miscellaneous Fixed Assets**

Miscellaneous Fixed Assets required for the Proposed Manufacturing Unit include Laboratory Equipment, CCTV Cameras, Biometric Fingerprint Attendance Systems, Computers and Software. The total estimated cost of miscellaneous fixed assets for the Proposed Project is ₹ 5.57 million, details of which are as below:

Description	Unit	Quantity	Rate	Amount (₹ in million)
Laboratory Equipment	Set	1	41,24,622	4.89
CCTV Camera	Set	5	57,270	0.29
Biometric Fingerprint Attendance System	Set	2	5,950	0.01
Computers and Software	Nos.	6	63,900	0.38
<b>Total Miscellaneous Fixed Assets</b>				<b>5.57</b>

**e) Preliminary and Pre-operative Expenditure**

Our Company has estimated Pre-operative expenditure of ₹ 12.37 million, which is approximately 3.38% of the total project cost. Detailed bifurcation of the Pre-operative expenditure is as below:

Description	Unit	Quantity	Rate	Amount (₹ in million)
Erection, Commissioning and Trail Runs	As a % of P&M and Miscellaneous Fixed Assets	NA	2%	3.35
Salaries	Months	18	2,40,000	4.32
Travelling Boarding and Lodging	Months	18	1,00,000	1.80
Communication	Months	18	50,000	0.90
Other Consultancy (legal, TEV etc.)	As a % of Hardware Cost	0.50%		1.00
Approvals and Clearances	Lump-sum			1.00
<b>Total of Preliminary and Pre-operatives</b>	<b>₹ million</b>			<b>12.37</b>

**f) Contingencies**

While our Company has received quotations for building and civil works, plant & machinery and electrical fittings, as above, however, we may have to incur additional costs or procure certain additional equipment and components that would be known only at the time of commencement of the civil works or commissioning of the plant & machineries and fittings. Therefore, our Company in consultation with Dun and Bradstreet, has considered contingencies of 5% on the total hardware costs amounting to ₹ 10.46 million to fund the possible incurrence of additional costs, as mentioned above. Also, we may be required to incur additional costs which can be determined only at the time of placing of orders or receipt of machinery. Such additional costs shall be funded from the Net Proceeds proposed or through internal accruals, if required.

**g) Infrastructure facilities and utilities**

**Power**

Our Company proposes to fulfill the power requirements for the proposed unit from the Himachal Pradesh Electricity Board. Given the proposed manufacturing unit will be located within the industrial zone, it would be convenient to obtain temporary connection for construction works and permanent connection would be obtained before commencement of commercial operations.

**Water**

The process of drawing wire from copper/ aluminium rods is not a water intensive process, albeit most of the water requirement for the Project will be primarily for the housekeeping purposes. Our Company plans to have borewell at site for procurement of water from underground.

**Manpower**

At peak capacity utilization levels of 95%, with 300 days of plant operations, the total manpower requirement would be between 235-240 skilled and unskilled personnel for the proposed new unit.

**h) Implementation Schedule**

The proposed schedule of implementation as per the TEV Report prepared by Dun and Bradstreet dated April 15, 2022, is as below:

<b>Particulars</b>	<b>Expected Period of Completion</b>
Acquisition of Land & Building	Already Acquired
Building and Civil Works	4-7 Months
Purchase and Commissioning of Plant & Machinery and Electrical Fittings	1 Month after completion of Building and Civil Works
Estimated Cushion Period	3 Months
Commencement of Commercial Production	April 2023

**i) Government and other approvals**

- i. The Company has made an application dated March 04, 2022 bearing Application no.: 4547919 to Himachal Pradesh State Pollution Control Board for obtaining consent to establish/operate/renewal the industry under Section-21 of the Air (Prevention & Control of Pollution) Act, 1981 for premise situated at Khasra No. 78/2, Damowala, Barotiwala, Tehsil: Baddi, District: Solan, State: Himachal Pradesh.
- ii. The Company has made an application dated March 04, 2022 bearing Application no.: 4547919 to Himachal Pradesh State Pollution Control Board for obtaining consent to establish or take any step to establish any Industry, operation processes or any treatment and disposal system for discharge, under Section-25 or continuation or discharge under Section -26 of the Water (Prevention and Control of Pollution) Act, 1974 for premise situated at Khasra No. 78/2, Damowala, Barotiwala, Tehsil: Baddi, District: Solan, State: Himachal Pradesh.
- iii. The Company has made an application dated March 04, 2022 bearing CAF ID 35586 to Single Window Clearance System, Directorate of Industries, Government of Himachal Pradesh for setting up a manufacturing enterprise.

- iv. The Company has made an application dated April 21, 2022 to the Joint Director of Industries, Single Window Clearance Agency to change the Company's name from "Plaza Wires Private Limited" to "Plaza Wires Limited".
- v. The Company has made an application dated December 21, 2021 to Chief Executive Officer, BBND, Baddi Solan, Himachal Pradesh to grant a No Objection Certificate for changing the name from Jass Enterprises to Plaza Wires Limited in their records.

## 2. Funding the working capital requirements of the Company

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, net worth, financing from various banks and financial institutions and unsecured loans. For further details, please refer to the chapter titled "Financial Indebtedness" beginning on page 240 of this Draft Red Herring Prospectus.

The details of Company's working capital as at December 31, 2021, March 31, 2021 and March 31, 2020 and the source of funding, on the basis of Restated Financial Statements, as signed by our Statutory Auditor, M/s. Shailendra Goel & Associates, Chartered Accountants vide their report dated March 23, 2022, are provided in the table below:

(₹ in million)

Particulars	Dec 31, 2021 (Actual)	Fiscal 2021 (Actual)	Fiscal 2020 (Actual)
<b>Current Assets</b>			
(a) Inventories	336.01	286.07	291.75
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	433.82	465.96	299.64
(iii) Cash and bank balances	0.05	0.09	0.09
(iv) Bank Balances Other than (ii) above	11.04	10.25	10.60
(v) Other Financial Assets	0.25	0.14	0.31
© Other Current Assets	73.17	27.61	71.39
<b>Total Current Assets (A)</b>	<b>854.34</b>	<b>790.13</b>	<b>673.77</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Lease Liabilities	1.82	0.98	1.27
(ii) Trade Payables	144.49	102.94	93.30
(b) Other Current Liabilities	34.02	34.60	51.15
(c) Provisions	0.63	1.06	1.50
(d) Current Tax Liabilities (Net)	20.34	9.89	9.04
<b>Total Current Liabilities (B)</b>	<b>201.29</b>	<b>149.46</b>	<b>156.27</b>
<b>Total Working capital Requirement (A-B)</b>	<b>653.05</b>	<b>640.67</b>	<b>517.49</b>
<b>Funding Pattern</b>			
Working Capital Funding from Banks	373.64	385.37	301.76
Internal Accruals	279.41	255.30	215.73

### Basis of estimation of working capital requirement

In light of the incremental business requirements, our Company requires additional working capital for funding its working capital requirements in the Fiscal 2023. On the basis of our existing working capital requirements and the projected working capital requirements, our Board pursuant to its resolution dated March 28, 2022 has approved the business plan for the Fiscal 2023 and the proposed funding of such working capital requirements as set forth below:

(₹ in million)

Particulars	Fiscal 2022 (Projected)	Fiscal 2023 (Projected)	Fiscal 2024 (Projected)
<b>Current Assets</b>			
Inventories:			
- Raw Material (including stores and consumables)	59.18	66.60	115.08
- Work in Progress	23.57	26.48	45.64
- Finished Goods (including scrap)	221.52	246.97	425.66
Trade Receivables	480.76	506.89	833.01
Cash and Bank Balances	6.35	33.47	60.30
Short term loans & advances and other current assets	31.70	31.70	31.69
<b>Total Current Assets (A)</b>	<b>823.08</b>	<b>912.11</b>	<b>1,511.39</b>
<b>Current Liabilities</b>			
Trade Payables	114.71	129.07	221.90
Expense Creditors	14.23	15.12	27.48
Other Current Liabilities and Provisions	74.30	74.30	74.30
<b>Total Current Liabilities (B)</b>	<b>203.24</b>	<b>218.49</b>	<b>323.69</b>
<b>Total Working Capital Requirement (A-B)</b>	<b>619.84</b>	<b>693.62</b>	<b>1,187.70</b>
<b>Funding Pattern</b>			
Borrowings from banks (including Guaranteed Emergency Credit Line Working Capital Loan due to COVID-19)	304.00	256.00	280.00
Internal Accruals	315.84	377.62	757.70
<b>Amount proposed to be utilised from the Net Proceeds</b>	<b>-</b>	<b>60.00</b>	<b>150.00</b>

**Assumptions for Holding Levels**

(In days)

Particulars	Holding Level for Fiscal 2020 (Actual)	Holding Level for Fiscal 2021 (Actual)	Holding Level for Fiscal 2022 (Estimated)	Holding Level for Fiscal 2023 (Projected)	Holding Level for Fiscal 2024 (Projected)
<b>Current Assets</b>					
Raw materials	15	13	15	15	15
Work-in-Progress	4	8	6	6	6
Finished Goods	56	61	50	50	50
Trade Receivables	68	98	100	95	95
<b>Current Liabilities</b>					
Trade Payables	27	33	30	30	30

**Justification for “Holding Period” levels**

The justifications for the holding levels mentioned in the table above are provided below:

Inventories	Raw Material: Our company has been holding raw material inventories for 13 to 15 days historically and hence raw material holding period of 15 days has been assumed for the Fiscal 2023 and 2024.
	Work in Progress: Our company has been holding WIP inventories for 4-8 days historically and hence WIP holding period of 6 days has been assumed for the Fiscal 2023 and 2024.
	Finished Goods: Our company has been holding finished goods inventories for 53-60 days historically and hence FG holding period of 50 days has been assumed for the Fiscal 2023.

Trade receivables	Our Company has assumed credit period of 95 days for trade receivables for the Fiscal 2023 and 2024 given the historical credit period allowed to the customers has been in the range of 70-100 days.
Trade Payables	Our Company has assumed credit period of 30 days to be obtained from the trade payables given the historical credit period availed from the suppliers has been in the range of 27-33 days.
Capacity Utilisation	Our Company has estimated capacity utilisation of 90% for existing products and 50% for all the new product lines in the Fiscal 2024 i.e. in the first year of commencement of commercial operations.

Our Company proposes to utilize ₹ 60.00 million and ₹ 150.00 million out of the Net Proceeds in the Fiscal 2023 and Fiscal 2024 respectively towards our working capital requirements. The balance portion of our working capital requirement for the Fiscal 2023 and Fiscal 2024 will be arranged from internal accruals, networth and bank loans.

### 3. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] million towards general corporate purposes, subject to such utilisation not exceeding 25% of the Gross Proceeds of the Issue, in compliance with SEBI ICDR Regulations. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- strategic initiatives
- brand building and strengthening of marketing activities; and
- ongoing general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “General Corporate Purposes” and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above.

### Issue Related Expenses

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

Expenses*	Estimated expenses#(₹ in million)	As a % of the total estimated Issue expenses <sup>(1)</sup>	As a % of the total Gross Issue Proceeds <sup>(1)</sup>
Fees payable to BRLM (including underwriting commission)	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to the Legal Advisors to the Issue	[●]	[●]	[●]
Fees to the Registrar to the Issue	[●]	[●]	[●]
Fees payable to the Regulators including stock exchanges	[●]	[●]	[●]
Printing and distribution of Issue stationary	[●]	[●]	[●]
Brokerage and selling commission payable to Syndicate <sup>2</sup>	[●]	[●]	[●]
Brokerage and selling commission payable to Registered Brokers <sup>3</sup>	[●]	[●]	[●]
Processing fees to SCSBs for ASBA Applications procured by the members of the Syndicate or Registered Brokers and submitted with the SCSBs <sup>4</sup>	[●]	[●]	[●]
Processing fees to Issuer banks for UPI Mechanism w.r.t application Forms procured	[●]	[●]	[●]

<b>Expenses*</b>	<b>Estimated expenses#(₹ in million)</b>	<b>As a % of the total estimated Issue expenses<sup>(1)</sup></b>	<b>As a % of the total Gross Issue Proceeds<sup>(1)</sup></b>
by the members of the Syndicate, Registered Brokers, RTAs or the CDPs and submitted to them <sup>5</sup>			
Others (bankers to the Issue, auditor's fees etc.)	[●]	[●]	[●]
<b>Total estimated Issue expenses</b>	[●]	[●]	[●]

# To be determined on finalization of the Issue Price and updated in the Prospectus prior to filing with the RoC.

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

Portion for Retail Individual Bidders	[●] % of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders	[●] % of the Amount Allotted* (plus applicable taxes)

^ Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE

No processing fees shall be payable by our Company to the SCSBs on the Bid cum Applications Forms directly procured by them.

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

**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), portion for Non-Institutional Bidders and Eligible Employees 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	[●] % of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders	[●] % 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 BSE or NSE.

Uploading charges/ processing charges of ₹ [●]/- 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 ₹ [●] million, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ [●] million.)

Uploading charges/processing charges of ₹ [●]/- 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; and (b) 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 ₹[●] million, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ [●] million.)

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 BSE or NSE

**For Registered Brokers:**

Selling commission payable to the registered brokers on the portion for Retail Individual Bidders 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	₹ [●] per valid application* (plus applicable taxes)
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\*Based on valid applications

**For Sponsor Bank:**

Processing fees for applications made by Retail Individual Bidders using the UPI Mechanism will be ₹ [●] per valid Bid cum Application Form\* (plus applicable taxes), subject to maximum processing fee not exceeding ₹ 1.00 million. 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

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.

The Issue expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective Designated Intermediary.

**Bridge Financing**

We have not entered into any bridge finance arrangements that will be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance setting up of a proposed manufacturing unit until the completion of the Issue. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance setting up of Proposed Manufacturing Unit will be repaid from the Net Proceeds of the Issue.

**Interim Use of Funds**

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilisation of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

**Monitoring Utilization of Funds**

There is no requirement for the appointment of a monitoring agency, as the Issue size is less than ₹ 1,000 million. Our Board will monitor the utilization of the proceeds of the Issue and will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant Fiscal subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32(5) of the Listing Regulations, our Company shall disclose to the Audit Committee the uses and applications of the Net Proceeds. Our Company shall prepare an annual statement of funds utilized for purposes other than those stated in this Draft Red Herring Prospectus, certified by the statutory auditors of our Company and place it before the Audit Committee, as required under applicable laws. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. Further, in accordance with the Regulation 32(1) of the Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilization of the proceeds of the Issue from the Objects of the Issue as stated above; and (ii) details of category wise variations in the utilization of the proceeds from the Issue from the Objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee.

#### **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 authorized 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.

#### **Appraising agency**

None of the objects of the Fresh Issue for which the Net Proceeds will be utilized have been appraised by any bank/ financial institution/any other agency.

#### **Other Confirmations**

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, Associates, Key Management Personnel or Group Companies except in the normal course of business and in compliance with the applicable law. There are no material existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered into or to be entered into by our Company with our Promoters, Promoter Group, Directors and/or Key Managerial Personnel.

## BASIS FOR ISSUE PRICE

The Price Band and the Issue Price will be determined by our Company, in consultation with the BRLM on the basis of an assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares of our Company is ₹10 each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should also refer to the chapters “Risk Factors”, “Our Business”, “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 26,123,178 and 243 respectively of this Draft Red Herring Prospectus, to have an informed view before making an investment decision.

### QUALITATIVE FACTORS

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

- Product portfolio focused on various customer segments and markets
- Our distribution network
- Our management and dedicated employee base

For further details, refer to heading “Our Strengths” under the chapter titled “Our Business” beginning on page 123 of this Draft Red Herring Prospectus.

### QUANTITATIVE FACTORS

Some of the information presented below relating to our Company is derived from the Restated Financial Statements. For details, see “Restated Financial Statements” beginning on page 178 of this DRHP.

Some of the quantitative factors, which may form the basis for computing the Issue Price, are as follows:

#### 1. Basic and Diluted Earnings per Share (EPS) at face value of ₹ 10 each:

Year ended	Basic and diluted EPS (₹)	Weight
March 31, 2021	1.43	3
March 31, 2020	1.31	2
March 31, 2019	2.30	1
<b>Weighted average</b>	1.54	
For nine months ended December 31, 2021*	1.88	

\*Not annualized

#### Note:-

1. Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard (Ind AS) 33 ‘Earnings per Share’ prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with the requirement of SEBI ICDR Regulations.

2. The ratios have been computed as below:

$$\text{Basic Earnings per share (₹.)} = \frac{\text{Restated profit after tax for the year/period}}{\text{Weighted average number of equity shares outstanding during the year/period}}$$

$$\text{Diluted Earnings per share (₹.)} = \frac{\text{Restated profit after tax for the year/period}}{\text{Weighted average number of diluted equity shares outstanding during the year}}$$

Weighted average number of Equity Shares are the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during year multiplied by the time weighing factor. The time weighing factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

3. The number of shares used in calculating the ratios are considered after adjusting for change in capital due to sub-division of shares in the financial year 2019-20. For further details please refer chapter titled “Capital Structure” beginning on page 68 of this Draft Red Herring Prospectus.

4. The Company has declared bonus of 7:1 in its General meeting on March 11, 2022 and allotted bonus to the shareholders in its board meeting on March 19, 2022. EPS has been calculated by considering the bonus shares impact.

2. Price to Earnings (P/E) ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity:

Particulars	P/E Ratio at the lower end of Price Band (no. of times)	PE Ratio at the higher end of Price Band (no. of times)
Based on basic EPS for Fiscal 2021	[●]	[●]
Based on diluted EPS for Fiscal 2020	[●]	[●]

Industry Peer Group P/E ratio

Particulars	Industry P/E
Highest	73.00
Lowest	11.42
Average	29.79

Note: The industry high and low has been considered from the industry peer set provided later in this chapter. The industry composite has been calculated as the arithmetic average of P/E for industry peer set disclosed in this chapter. For further details, see “– Comparison of Accounting Ratios with listed industry peers” hereunder.

3. Return on Net worth (RoNW)

Year ended	RoNW (%)	Weight
March 31, 2021	11.04	3
March 31, 2020	11.37	2
March 31, 2019	22.50	1
<b>Weighted average</b>	13.06	
For nine months ended December 31, 2021*	12.66	

\*Not annualized

Note:

1.  $RoNW(\%) = \frac{\text{Restated profit after tax for the year/period}}{\text{Restated Networth as at the end of the year/period}}$
2. Networth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account. It may be noted that equity component of financial instruments is excluded while calculating Networth of the Company.

4. Net Asset Value (NAV) per Equity Share (Face value of ₹ 10 each)

Particulars	NAV per share (₹)
As on March 31, 2021	12.96
As on December 31, 2021*	14.85
Net Asset Value per Equity Share after the Issue at Floor Price	[●]
Net Asset Value per Equity Share after the Issue at Cap Price	[●]
Issue Price per equity share	[●]

\*Not annualized

Note:

1.  $NAV\ per\ share = \frac{\text{Restated Networth at the end of the year/period}}{\text{Total number of equity shares outstanding}}$
2. At the end of the year/period Networth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account. It may be noted that equity component of financial instruments is excluded while calculating Networth of the Company.

3. Issue Price per Equity Share will be determined on conclusion of the Book Building process.

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

The following peer group has been determined on the basis of companies listed on Indian stock exchanges, whose business profile is comparable to our businesses:

Name of the Company	CMP*	EPS (Basic)	EPS (Diluted)	PAT Margin %	RONW (%)	P/E Ratio	NAV (per share)	Face Value (per share)	Total Income (In million)
Plaza Wires Limited	[●]	1.43	1.43	3.0%	11.0%	[●]	12.96	10	1,455.95
<b>Peer-Group</b>									
Cords Cable Industries Ltd-	61.70	3.42	3.42	1.34%	2.99%	18.04	112.72	10.00	3,247.46
Ultracab (India) Ltd	27.50	1.60	1.60	2.87%	8.88%	17.19	18.11	10.00	713.11
V-Marc India Limited	39.40	3.45	3.45	3.30%	13.81%	11.42	24.98	10.00	1,754.99
Dynamic Cables Limited	130.90	4.47	4.47	2.81%	8.40%	29.28	53.23	10.00	3,506.77
Paramount Communications Limited	12.41	0.17	0.17	0.59%	1.61%	73.00	9.94	2.00	5,217.68

\*Source: All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the filings made with stock exchanges, available on [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) for the Financial Year ending March 31, 2021.

Source for Plaza Wires Limited: Based on the Restated Financial Statements for the year ended March 31, 2021. P/E Ratio shall be computed at the Issue Price.

\*\* PE Ratio is taken from Stock Exchange on the PE TTM (Trailing twelve month) basis.

Notes:

1. Considering the nature and size of business of the Company, the peers are not strictly comparable. However, above Companies have been included for broad comparison.
2. Current Market Price (CMP) is the closing prices of respective scrips as on April 28, 2022.
3. P/E Ratio has been computed based on the closing market price of equity shares on April 28, 2022, divided by the Basic EPS.
4. RoNW is computed as net profit after tax attributable to equity shareholders divided by Net Worth as at March 31, 2021.
5. NAV is computed as the closing Net Worth divided by the closing outstanding number of equity shares.
6. The Issue Price will be [●] times of the face value of the Equity Shares.
7. The Issue Price of ₹ [●] will be determined by our Company, in consultation with the BRLM, on the basis of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Bidders should read the above-mentioned information along with “Risk Factors”, “Our Business”, “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 26, 123, 178 and 243 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” beginning on page 26 and you may lose all or part of your investment.

## STATEMENT OF SPECIAL TAX BENEFITS

**The Board of Directors,  
Plaza Wires Limited,  
A-74 Okhla Industrial Area,  
Phase-2  
New Delhi -110020,**

Sir/Madam:

**Sub.: Statement of Possible Tax Benefits available to the Company and its shareholders under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended ('ICDR Regulations')**

We hereby report that the enclosed statement is in connection with the possible special tax benefits available to the Company under the Income-tax Act, 1961, (and indirect tax laws), presently in force in India.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Company to derive the special tax benefits is dependent upon fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed statement are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer. We do not express any opinion or provide any assurance as to whether:

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

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

This certificate is for information and for inclusion in the draft red herring prospectus, the red herring prospectus, the prospectus, the preliminary international wrap/offering memorandum, the abridged prospectus and any addendum or any offering documents thereto ("Offer Documents") to be issued by the Company in relation to the Offer and may be relied upon by the legal counsel and the book running lead manager. We hereby consent to the aforementioned details being included in the Offer Documents and submission of this certificate as may be necessary, to any regulatory authority and/or for the records to be maintained by the book running lead manager in connection with the Offer and in accordance with applicable law.

Sincerely,

**For Shailendra Goel & Associates  
Chartered Accountants**

Partner  
(Membership No.092862)  
UDIN:- 22092862AFSAPV3316  
Place: Delhi  
Date: 25/03/2022

## **STATEMENT OF POSSIBLE TAX BENEFITS TO THE COMPANY AND ITS SHAREHOLDERS**

Outlined below are the special tax benefits available to the Company and its shareholders under the Income-tax, 1961 (“the Act”) as amended by the Finance Act 2021, i.e. applicable for the Financial Year 2021-2022 relevant to the assessment year 2022-23 presently in force in India.

### **1. SPECIAL INCOME TAX BENEFITS AVAILABLE TO THE COMPANY**

There are no special income tax benefits available to the Company

### **2. SPECIAL INCOME TAX BENEFIT AVAILABLE TO SHAREHOLDER**

There are no special tax benefits available to shareholders for investing in the shares of the company.

### **3. SPECIAL INDIRECT TAX BENEFIT AVAILABLE TO THE COMPANY**

There are no special indirect tax benefits available to the company

#### **NOTE:**

1. The above statement of the tax benefits sets out of the special tax benefits if any available specifically to the company and its shareholders under the current tax laws presently in force in INDIA.
2. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice in view of the individual nature of the tax consequences of the changing tax laws each investor is an advisor to consult his or her or its own tax consultant with respect to the specific tax implication arising out of their participation in the issue.
3. This statement does not discuss any tax consequences in the country outside India of an investment in the shares. The subscribers of the shares in a country other than India are urged to consult their own professional advisor regarding possible income tax consequences that apply to them.
4. In respect of non-residents, the tax rate and the consequences of taxation shall be further subject to any benefits available under the application Double Taxation Avoidance Agreement if any between India and the country in which the non-resident has fiscal domicile.
5. Our views expressed in the statement are based on the facts and assumptions as indicated in the statement. No assurance is given that the revenue authorities/court will concur with the views expressed herein. Our views are based on the existing provision of the law 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.

## SECTION IV: ABOUT OUR COMPANY

### INDUSTRY OVERVIEW

The information contained in this section is derived from a report titled “*Research Report on Wire and Cable Industry – March 2022*” dated March 25, 2022 prepared by Resurgent India, and exclusively commissioned and paid by our Company only for the purposes of the Issue. We commissioned and paid for the Resurgent India Research Report for an agreed fee for the purposes of confirming our understanding of the industry exclusively in connection with the Issue. The data included in this section includes excerpts from the Resurgent India Research Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the Issue), that have been left out or changed in any manner. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Resurgent India Research Report and included herein with respect to any particular year, refers to such information for the relevant year. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Accordingly, investment decisions should not be based on such information. Forecasts, estimates, predictions, and other forward-looking statements contained in the Resurgent India Research Report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements. In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in the prospectus and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. See “Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data” beginning on page 15.

- **ECONOMIC OUTLOOK**

#### 1.1 Global Economy

The world economy contracted by -3.1% in CY2020 owing to the global outbreak of Covid-19. However, it is expected to grow by 5.9% in CY2021 and moderate to a growth rate of 4.9% in CY2022 on the back of vaccination inoculation drive and resumption of economic activities as pandemic induced restrictions are eased across the globe.

**Table 1: Global Growth Outlook Projections (in %)**

Country/Group	2020	2021E	2022E
<b>World Output</b>	<b>-3.1</b>	<b>5.9</b>	<b>4.9</b>
<b>Advanced Economies</b>	<b>-4.5</b>	<b>5.2</b>	<b>4.5</b>
<b>United States</b>	<b>-3.4</b>	<b>6.0</b>	<b>5.2</b>
<b>Euro Area</b>	<b>-6.3</b>	<b>5.0</b>	<b>4.3</b>
<b>Japan</b>	<b>-4.6</b>	<b>2.4</b>	<b>3.2</b>
<b>United Kingdom</b>	<b>-9.8</b>	<b>6.8</b>	<b>5.0</b>
<b>Canada</b>	<b>-5.3</b>	<b>5.7</b>	<b>4.9</b>
<b>Remaining Advanced Economies</b>	<b>-1.9</b>	<b>4.6</b>	<b>3.7</b>
<b>Developing Economies</b>	<b>-2.1</b>	<b>6.4</b>	<b>5.1</b>
<b>Emerging and Developing Asia</b>	<b>-0.8</b>	<b>7.2</b>	<b>6.3</b>
<b>China</b>	<b>2.3</b>	<b>8.0</b>	<b>5.6</b>
<b>India*</b>	<b>-7.3</b>	<b>9.5</b>	<b>8.5</b>
<b>ASEAN**</b>	<b>-3.4</b>	<b>2.9</b>	<b>5.8</b>
<b>Emerging and Developing Europe</b>	<b>-2.0</b>	<b>6.0</b>	<b>3.6</b>
<b>Latin America and the Caribbean</b>	<b>-7.0</b>	<b>6.3</b>	<b>3.0</b>
<b>Middle East and Central Asia</b>	<b>-2.8</b>	<b>4.1</b>	<b>4.1</b>
<b>Sub-Saharan Africa</b>	<b>-1.7</b>	<b>3.7</b>	<b>3.8</b>



Notes:

*E-Estimates*

*\*For India, data and forecasts are presented on a fiscal year basis and GDP from 2011 onward is based on GDP at market prices with fiscal year 2011/12 as a base year.*

*\*\*Includes Indonesia, Malaysia, Philippines, Thailand and Vietnam*

*Source: IMF – World Economic Outlook, October 2021*

Advanced economies are projected to grow by 5.2% in CY2021 after a negative growth of 4.5% in CY2020. It is expected to moderate to a growth of 4.5% in CY2022. Amongst the advanced economies, United States is projected to grow by 6% in CY21 and moderate to a growth of 5.2% in CY2022. Meanwhile, the projections for Japan has been downgraded due to strict restrictions in first half of CY2021 and is expected to see stronger recovery in the CY2022.

1. Emerging market and developing economies are estimated to grow by 6.4% in CY2021 after contracting by -2.1% in CY2020. It is projected growth to moderate at 5.1% in CY2022. Outside of China and India, emerging and developing Asia is downgraded slightly as the pandemic has picked up. Growth forecasts in other regions have been revised up slightly for 2021. The revisions in part reflect improved assessments for some commodity exporters outweighing drags from pandemic developments (Latin America and the Caribbean, Middle East and Central Asia, sub-Saharan Africa). Elsewhere, stronger-than-anticipated domestic demand in key regional economies further lifts the 2021 forecast (emerging and developing Europe).

2. IMF highlighted in its report that the economic recovery is highly dependent on vaccine access across regions, hence economies will witness diverging recovery rates which may not remain steady as long as people are exposed to the virus and its emerging variants. Close to 58% of the population is vaccinated in the advanced economies while around 36% of the population is vaccinated in the emerging market and developing economies and only a tiny proportion of population is vaccinated in low-income group. Hence, the economic growth projections are dependent on several factors such as access to vaccine, pace of its rollout, its ability to fight emerging variants of the virus and the fiscal and monetary support provided by the governments.

## **1.2 Indian Economy**

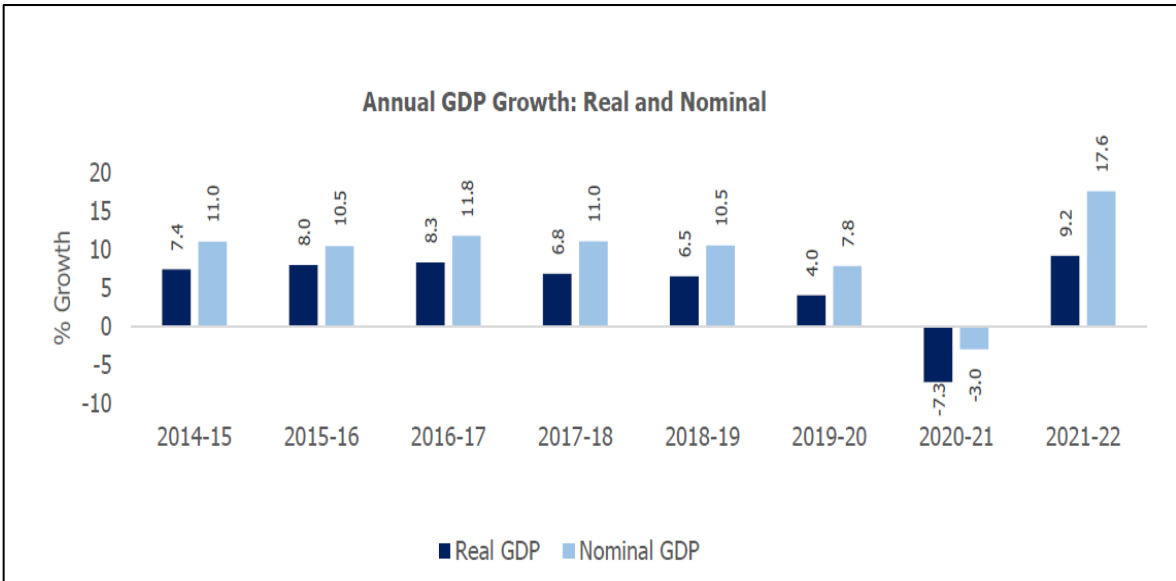
3. In line with CARE Ratings estimate (of 9.1%), the CSO expects India's GDP to grow by 9.2% in FY22 as indicated in their first advance estimate for the year. This high reading of growth can primarily be credited to the low base (of -7.3%) in FY21. The domestic economy in the current fiscal year is set to emerge from the devastations bought forth by the pandemic with economic output expected to surpass the pre-pandemic levels. The improvement however would be marginal with aggregate economic output in FY22 expected to expand by only 1.3% over FY20.

4. The CSO's GDP growth estimate is lower than the RBI estimate of 9.5%.

5. Over half (54%) of the projected output is estimated to materialise in the second half of FY22 and the year-on-year growth in H2 FY22 would work out be 5.6% (given the 13.7% growth in H1 aided by the low base). Given the economic uncertainty associated with the recent surge in the pandemic there is a downside risk to this estimate.

6. The nominal GDP is estimated to grow by 17.6% over the (-)3% growth of year ago. The high growth here is reflective of the price pressures across the various goods and services in the economy this year.

7. All the main sectors and their sub-sectors are estimated to see notable improvements from a year ago with most (barring segments of the service sector) surpassing pre-pandemic levels. Investments too are seeing a pickup. Consumption viz. private consumption on the other hand is projected to be subdued.

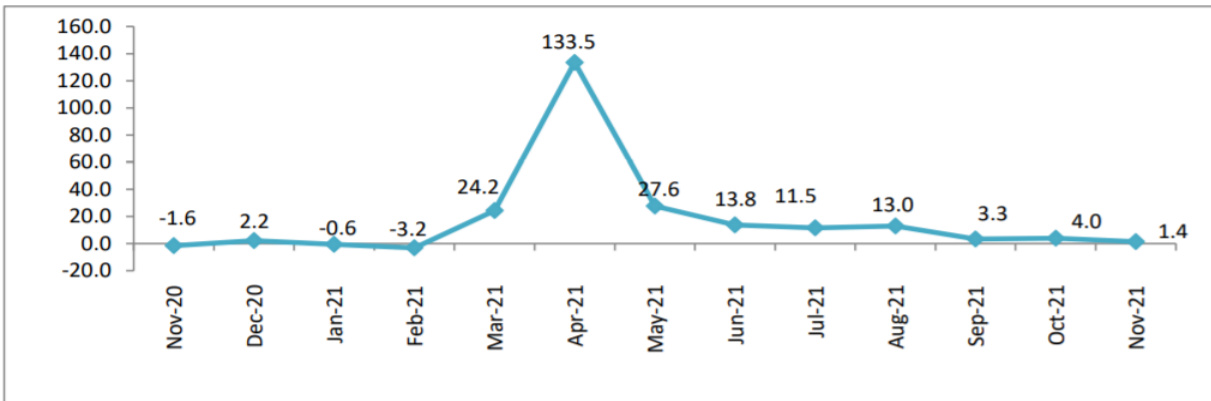


Source: MOSPI, CARE Ratings Economics Research report

### 1.2.1 Index of Industrial Production

8. Industrial output growth eased to a nine-month low of 1.4% in November'21 compared with 4% growth in the previous month. The disappointing growth print is despite some support from a negative base of last year in the same month. Negative growth in the capital and consumer goods segment, which is representative of revival in demand, has restricted the overall growth in industrial output. There has been a broad-based slowdown in growth momentum across sectors. Also, the nine-month low core sector output growth of 3.1% YoY in November 2021 indicates towards the poor show of major sectors during the month. Sequential momentum in industrial activity contracted by 4.7% during the month. All sectors except mining and consumer non-durables, performed poorly compared with the previous month.

**Exhibit 1: Index of Industrial Production (YoY%)**



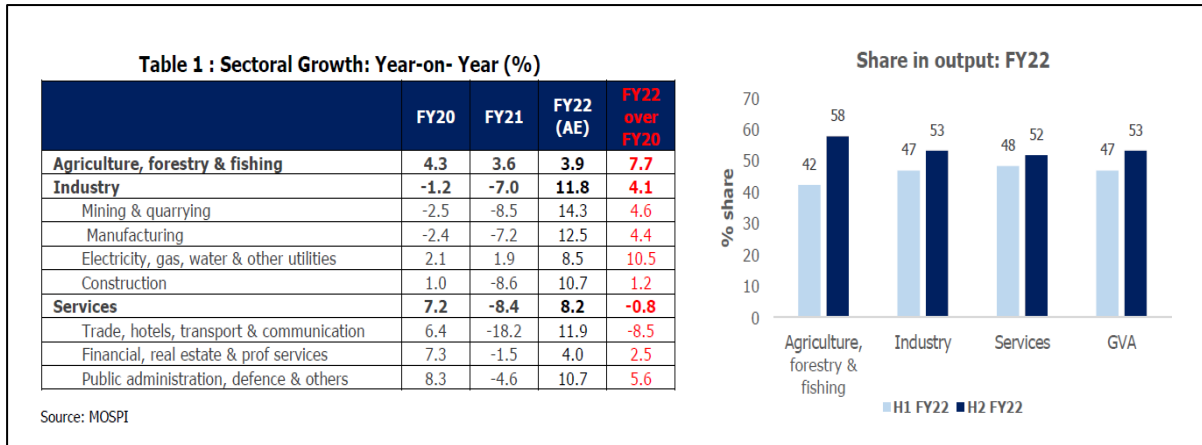
Source: MOSPI

	% Growth	Weight	Nov-20	Oct-21	Nov-21	FY22 (Apr-Nov)
<b>Index of Industrial Production (IIP)</b>		100.0	-1.6	4.0	1.4	17.5
<b>Sectoral</b>	Mining & quarrying	14.4	-5.4	11.5	5.0	18.2
	Manufacturing	77.6	-1.6	3.1	0.9	18.5
	Electricity	7.99	3.5	3.1	2.1	10.3
<b>Use based</b>	Primary goods	34.1	-1.9	9.0	3.5	13.2
	Capital goods	8.2	-7.5	-1.5	-3.7	29.0
	Intermediate goods	17.2	-1.8	3.8	2.5	23.7
	Infrastructure/construction goods	12.3	2.1	6.6	3.8	27.5
	Consumer durables	12.8	-3.2	-3.6	-5.6	23.9
	Consumer non- durables	15.3	-0.7	0.9	0.8	6.4

Source: MOSPI

### 1.2.2 Sectoral Performance

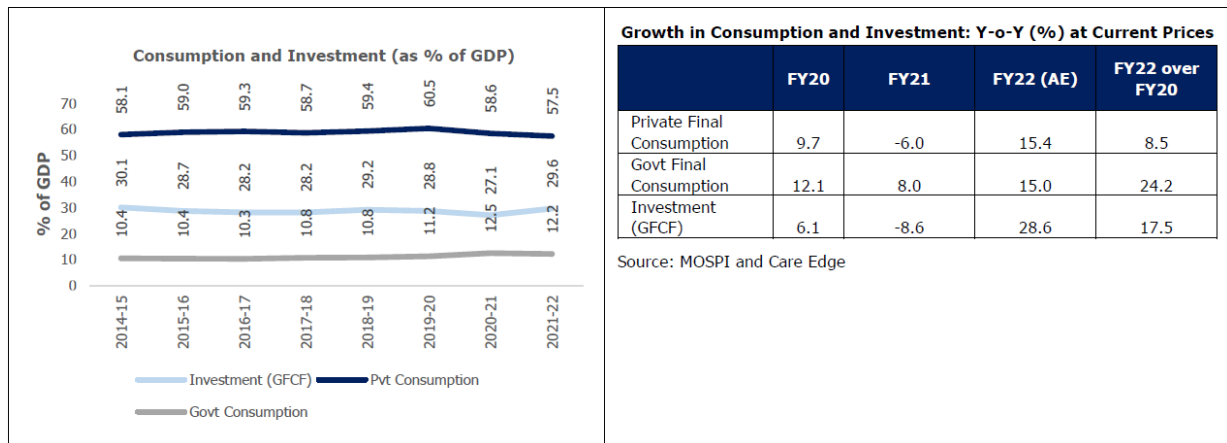
- **Broad based high annual growth is estimated across all the sectors in FY22.**
  - The high growth in the industrial and service sector is driven by the low base of a year ago (as highlighted in Table 1).
  - Industrial sector is expected to see the highest annual growth of 12% with manufacturing growth likely to be 12.5%. The sector would account for 30% of the aggregate economic output.
  - Service sector is forecast to grow by 8.2% (y-o-y) with the hospitality segment projected to grow by 12% over the (-)18% growth of FY21. 54% of the overall domestic economic output in FY22 is estimated to come from the service sector.
  - Agriculture would continue to be robust with a growth of 3.9% over the 3.6% growth in FY21.
- **Output of the agriculture and industrial sector is expected to be higher than the pre-pandemic period i.e., FY20.**
  - Agriculture and allied sector's output in FY22 is estimated to be 7.7% higher than in FY20.
  - Industrial sector output is projected to increase by 4.1% over FY20 levels. Herein, the manufacturing sector output is likely to be higher by 4.4%, and that of the construction sector is likely to be 1.2% higher.
  - Service sector output continues to be stressed with output to be nearly 1% lower than the pre-pandemic levels. Herein, the hospitality sector growth is estimated to be nearly 9% lower than in FY20.
- **For all the sectors, over half of the projected output for FY22 is to materialise in the second half of the fiscal.**
  - In case of industry, 53% of the estimated output for FY22 is to be made up for in the second half. Similarly for services, 52% of the output is to materialise in H2. Within services, nearly 60% of the annual output for the hospitality sector is projected to come in the second half. The hospitality sector would be the most impacted by the imposition of fresh pandemic restriction across states at the start of the last quarter of fiscal. This would further imperil their recovery.



Source: MOSPI

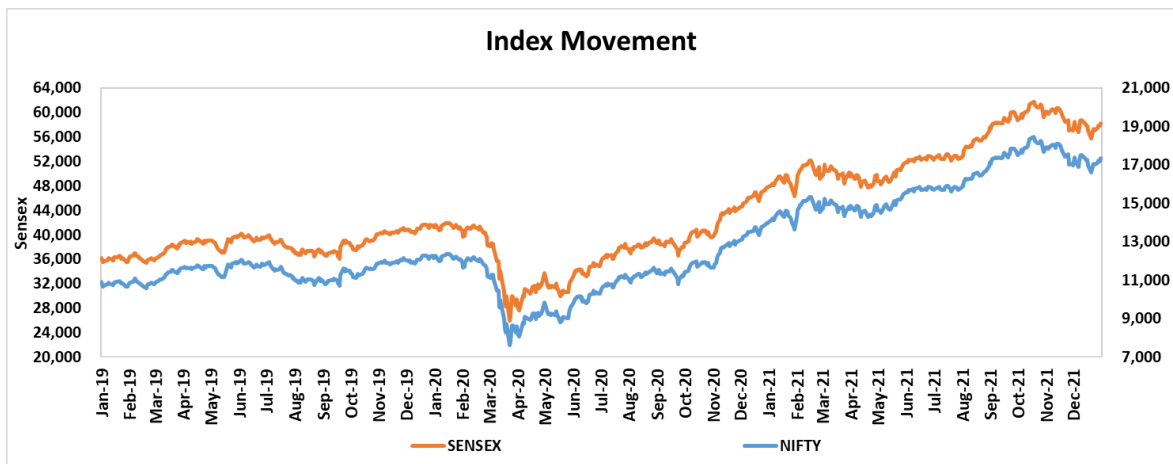
### 1.2.3 Consumption and investment

- Overall consumption (private and government) as a proportion of GDP in FY22 is projected to be lower than the preceding years. Private consumption is notably lower at 57.5% of GDP, the lowest in 8 years.
- On an annual basis in FY22, private consumption and government consumption is to grow by 15.4% (v/s -6% in FY21) and 15% (v/s -3.8%) respectively.
- Overall consumption in FY22 is likely to be around 11% higher than FY20 levels.
- Investments are projected to see an improvement in FY22. As a proportion of GDP it is to be 29.6%, which is the highest level in 7 years (since FY15). The annual growth in the same is healthy at 29%. It is also expected to be 18% more than in FY20.



### 1.2.4 Capital Market Performance

#### ▪ Index Movement

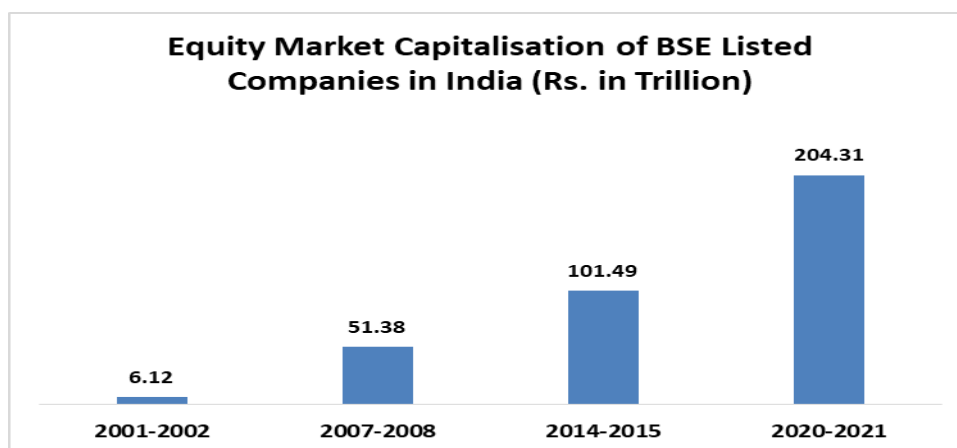


(Source-NSE,BSE )

Date	Nifty Closing	Change (Y-o-Y)
March 31, 2019	11,623.90	
March 31, 2020	8,597.75	-26.32%
March 31, 2021	14,690.70	70.87%
December 31, 2021	17,354.05	18.12%*

\* March 2021 to December 2021

▪ **Market Capitalisation of India and Its Historic Trend**



Source: BSE

**1.2.5 Impact of the Russia invasion on Economy**

9. The geopolitical crisis between Russia and Ukraine will hurt Asian economies, but the impact will be polarised across the region. The negative impact on Asia, is predominantly because most economies are net oil importers, and food and energy accounts for nearly half the consumption expenditure.

Although the impact will be felt through multiple channels such as tighter global financial conditions, elevated uncertainty and the risk of weaker global demand higher commodity prices, especially oil, are the most important transmission channels. A sustained rise in oil and food prices would have unfavorable impacts on India, manifested through higher inflation, weaker current account and fiscal balances, and a squeeze on economic growth.

**1.2.6 Outlook**

10. The domestic economy has been strengthening and has emerged from the record decline of FY21. The recovery however is fragile with output yet to surpass pre-pandemic levels in a meaningful manner across various segments.

11. There is growing concerns that the recent surge in Covid-19 infections and the associated restrictions would imperil economic recovery. At the same time, amid emerging evidence of lower severity of the current variant of the virus, CARE Ratings expect the impact of disruptions to be modest compared to the prior waves.

12. Even as CARE Ratings retain GDP growth forecast for the current financial year at 9.1%, in the likelihood of a sharp surge in infections and associated restriction, there could be downward revision in outlook by around 10 bps.

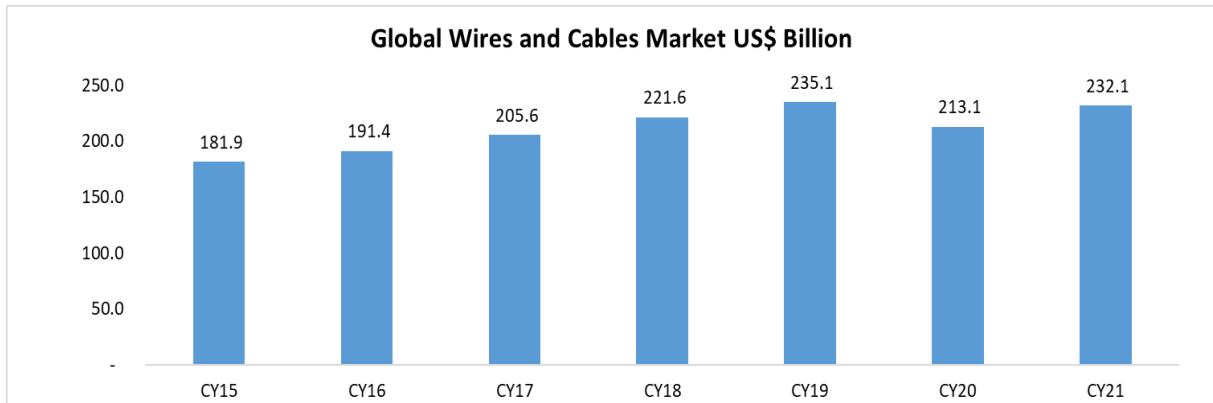
13. Given the economic uncertainties, CARE Ratings expect the RBI to maintain its growth focus and continue with the accommodative monetary policy stance. CARE Ratings do not foresee any rate action at its next policy meet. It would continue to use liquidity management for normalization of policy support.

**14. OVERVIEW OF WIRE AND CABLE INDUSTRY**

**2.1 Global Wire and Cable Market historic trends**

Global wires and Cables market was worth \$236.1 billion in 2019, it was third largest segment within the electrical equipment market accounting for 18.2%.

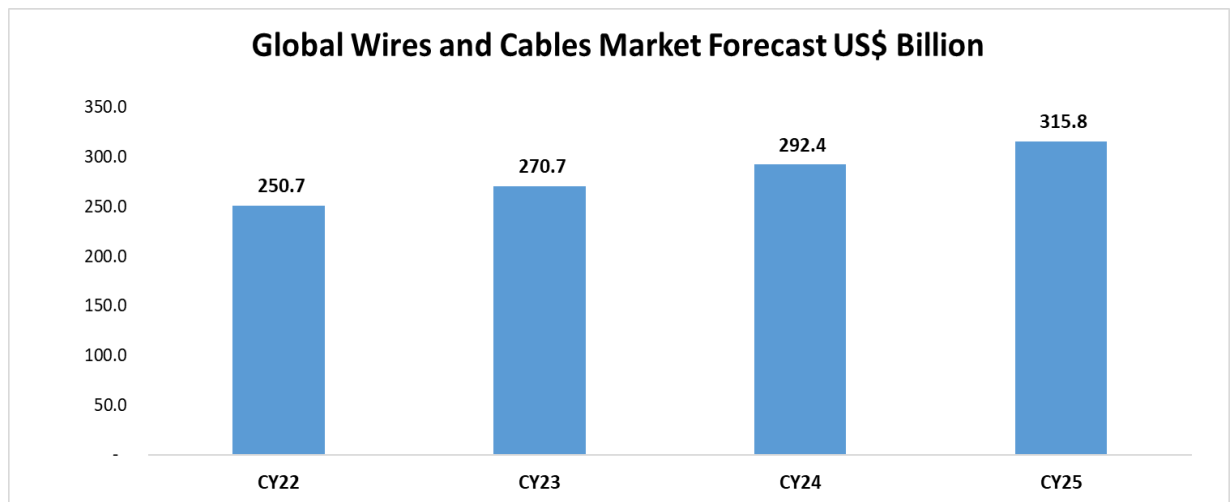
The chart and table below shows the year-on-year growth of the polarized global wire and cables market from 2015 – 2021.



Source- TBRC Estimate, TBRC Estimates

## 2.2 Global Wire and Cable Market Forecast Growth

Global wires and Cables market is expected to reach worth \$236.1 billion in 2024 growing at CAGR of 8.00%. The chart and table below shows the year-on-year growth of the polarized global wire and cables market from 2022 – 2025.

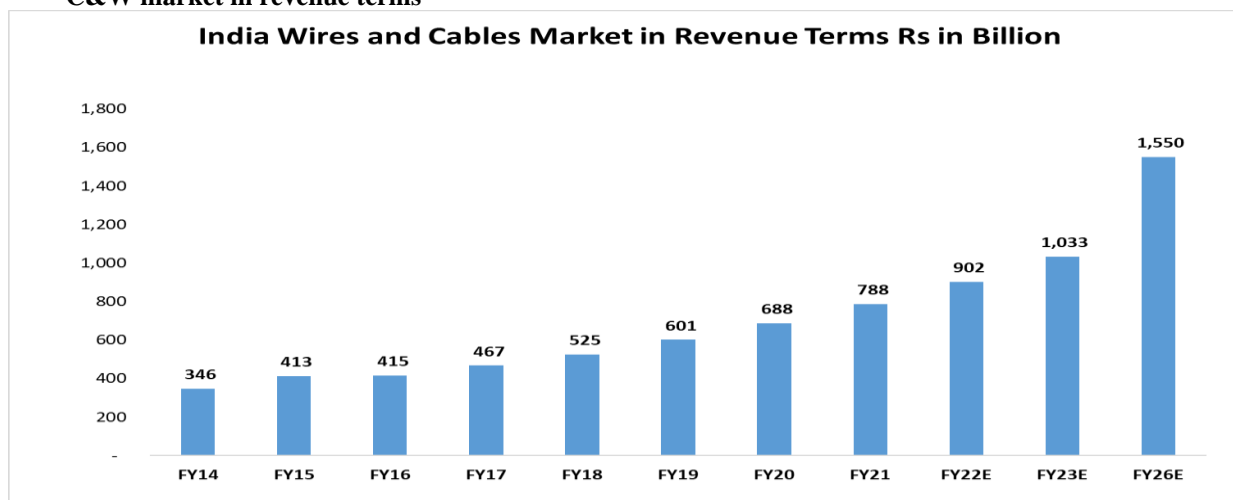


Source- TBRC Estimate, TBRC Estimates, Industry sources

## 2.3 Indian wire and Cable Industry market

The C&W industry is expected to grow to ₹1,033bn in FY23, boosted by increased infra spends by the government. Demand for building wires and power cables would be spurred by government schemes such as Pradhan Mantri Sahaj Bijli Har Ghar Yojana (Saubhagya scheme) and Power for All, focusing on electrification of rural households and T&D efficiencies, as well as an increase in cabling demand from commercial establishments and public utilities. Growth in Renewable energy capacities will drive demand for solar cables and elastomeric cables used in windmill applications. In Tier I cities, increase in demand and the lack of open spaces to setup towers, coupled with rising demand from infra projects like metro has swelled the demand for Extra High Voltage (EHV) underground cables.

- **C&W market in revenue terms**



Source- TBRC Estimate, TBRC Estimates, Industry sources

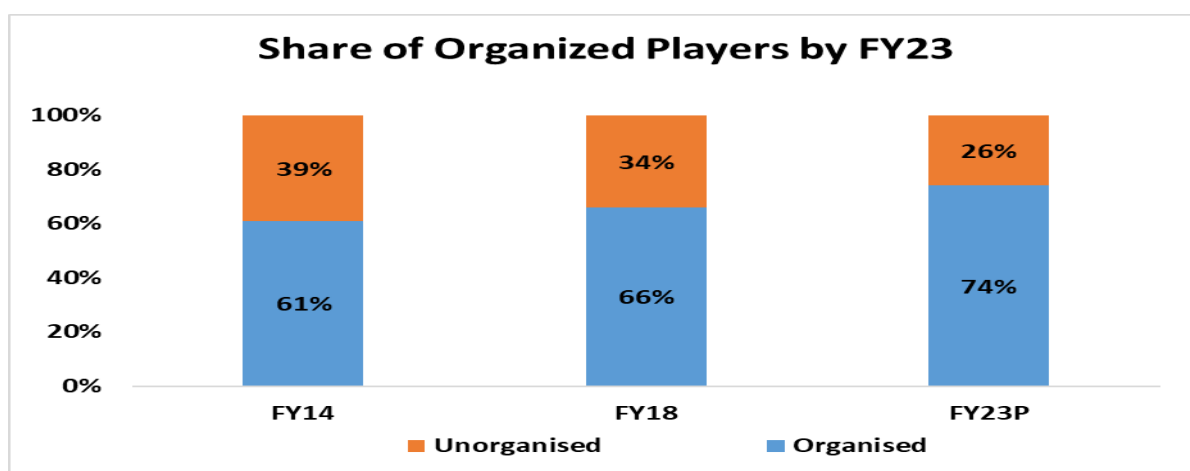
The wires and cables industry in India, in value terms, has grown at a compound annual growth rate (“CAGR”) of approximately 13.68% in the last five years to reach ₹788 billion in Fiscal 2021.

The wires and cables industry in India to expand at a CAGR of approximately 14.50% in value terms to reach approximately ₹1,550 billion by Fiscal 2026.

- **Growing share of organized players**

The Indian cables and wires industry has been gradually moving from a largely unorganized sector comprising smaller regional players towards an organized sector comprising pan-India branded market players across all categories. Furthermore, an increase in technological and product complexities, growing marketing and branding activities by leading cable manufacturers, and the entry of newer players have all led to an increase in the proportion of the industry’s revenue generated by the organized sector. The shift from unorganized to organized is more significant in specific categories such as LV power cables and building wires.

At an overall level, the organized players accounted for an ~66% share of the cables and wires industry’s production in FY18. Industry expects the share of organized players to grow to ~74% by FY23E on account of GST rollout, improved efficiency and cost structure (reducing the price gap between the organized and unorganized sectors) and the economies of the pan-India distribution network.



Source: Industry

## 2.4 Covid Impact on Wire and Cable Industry

Just like every other business, wire and cable Industry also encountered challenges due to the Covid-19 pandemic. The topline of the industry took a hit during the as there was no business in April 20.

“For manufacturers, it was a significant impact since this period is generally a prime sales period, particularly for the wires and cables segments. As soon as the pandemic hit, industry activated a business continuity plan that placed employee safety and well-being as prime consideration. The dealers in metros faced greater challenges due to continued restriction in physical movement.

To ramp up the demand post the lockdown, industry grew its market reach in Tier-II and Tier-III cities, and continued with their branding initiatives during the year to improve brand connect.

Covid-19 halted the growth for the industry; however, revival is expected to be faster the coronavirus pandemic and the consequent lockdowns by the central and the state governments halted the growth for the wire and cable industry. The wire and cable industry were struggling domestically over the past 2-3 years on account of issues like real estate sector slowdown. The pandemic and the lockdowns accelerated the pace of decline.

• **GROWTH & DEMAND DRIVERS OF WIRE AND CABLE INDUSTRY**

Not only in India but across the globe Industrial and domestic users are the mainstay of the cable and wire market. The industrial users mainly comprise of power, telecommunication, cement, steel, railways and Housing sectors. Most of their demand is addressed by the organized sector. However, if we talk about the household demand then it is still being met largely by un-organized sector. Though there has been a shift in the preferences and the domestic consumers too are becoming quality conscious and there is a steady shift towards high end cables thereby benefiting the organized sector.

The cable industry can be broadly segmented into extra high voltage power cables greater than 66KV, medium voltage power cables up to 33KV and Low voltage power cables up to 1 KV, instrumentation and control cables, light duty cables, fibre optic cables, copper telephone cables, elastomer rubber cables and specialty cables, each of these is an industry itself.

▪ **Cables and wires demand drivers**

Particulars	Demand Drivers
<b>Power Cables</b>	<ul style="list-style-type: none"> <li>• Investments in power transmission and distribution (~42% growth in FY19-FY23)</li> <li>• Capacity addition in solar and wind energy</li> <li>• Smart Cities Mission</li> </ul>
<b>Building Wires</b>	<ul style="list-style-type: none"> <li>• Affordable housing scheme</li> <li>• Growing nuclearisation of families</li> <li>• Investments in commercial and residential infrastructure (~35% growth in FY19-FY23)</li> </ul>
<b>Elastomeric and Flexible Cables / Wires</b>	<ul style="list-style-type: none"> <li>• Automobile industry growth and increasing investments in railways for electrification</li> <li>• Growing demand for household appliances and automobiles due to revival in per capita income</li> <li>• Increased construction activity supported by growing infrastructure projects</li> </ul>
<b>Control and Instrumentation Cables</b>	<ul style="list-style-type: none"> <li>• Industrial capex rising across industries such as auto, steel, oil and gas, and power.</li> <li>• Investment expenditure by Indian Railways and in other mass transit systems</li> <li>• Increased focus on automation in manufacturing and processing to monitor and control quality</li> </ul>
<b>Switchboard and telecom Cables</b>	<ul style="list-style-type: none"> <li>• Service and industrial sector growth increasing the need for data cables</li> <li>• Intercom and Security system penetration in residential buildings</li> <li>• Smart cities project</li> <li>• Surge in internet users, with internet penetration as a percentage of total households reaching 60% by fiscal 2023</li> </ul>

▪ **Superior Quality product in housing wires led to higher margins for organized players**

The electrical wires segment (largely housing) has witnessed a sharp transformation over the last Several years. Involvement of customer in purchases of electricals has risen sharply. Electrical fault is one of the major causes



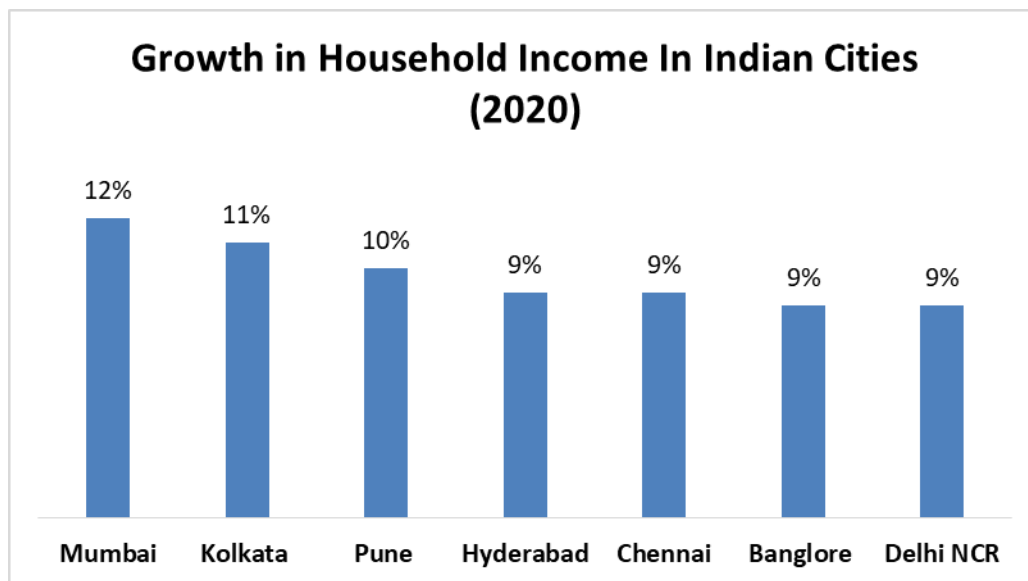
of residential fires and its potential hazard is increasing as more electrical appliances are found in each household unit nowadays. With an increase in fire accidents caused by electrical faults, consumer preference towards branded manufacturers has been on the rise. Further, organized players have also increased their advertisement and promotional spends over the years. This has helped organized players garner higher market share and margins over the last two-three years.

### 1. Housing sector:

- **Tier II and III cities to drive Housing construction growth**

The three segments to drive growth in building construction are affordable housing (Pradhan Mantri Awas Yojana), healthcare and education. Increase building construction activity will lead to a rise in demand for cables and wires, especially in the house wires segment.

The real estate industry is in focus since the past two years, with key developments such as demonetisation, enactment of the Real Estate (Regulation and Development) Act (RERA) and the GST impacting the sector deeply.



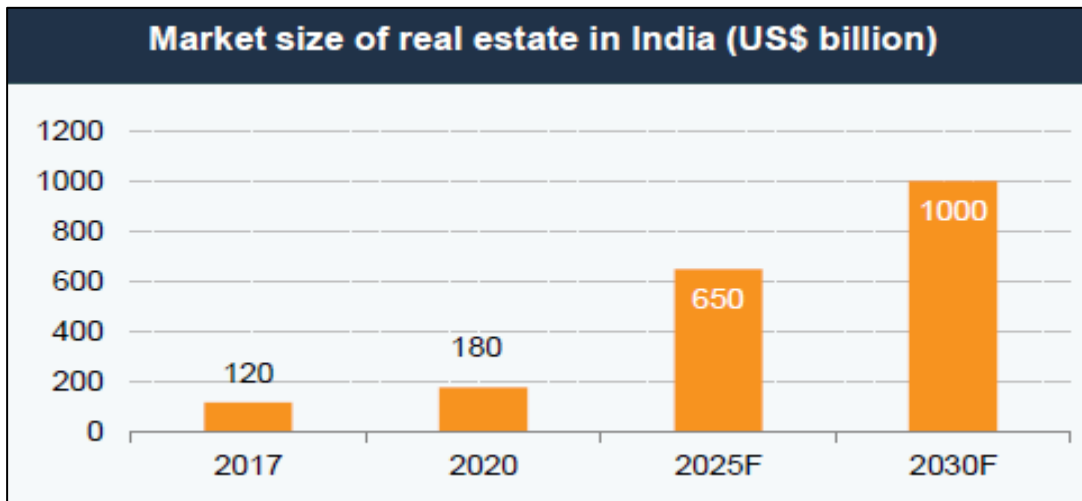
(Sources: RBI, NHB,)

- Real estate sector in India is expected to reach US\$ 1 trillion in market size by 2030, up from US\$ 120 billion in 2017. India's real estate market is estimated to grow at a CAGR of 19.5% during 2017-2028. The market is forecast to reach US\$650 billion, representing 13% of India's GDP by 2025.
- Atal Mission for Rejuvenation and Urban Transformation (AMRUT) and Smart Cities Mission: In Union Budget 2021, the government announced ₹ 13,750 crore (US\$ 1.89 billion) to AMRUT and Smart Cities Mission.
- Ministry of Housing and Urban Affairs: In Union Budget 2021, the government announced ₹ 54,581 crore (US\$ 7.64 billion) to the Ministry of Housing and Urban Affairs.
- Tax benefit The Union Budget 2021 provided policy impetus to achieve the 'Housing for All by 2022' vision through various measures such as extension of tax relief for the affordable housing segment. As per Union Budget 2021, the government announced a tax proposal for an additional deduction of ₹ 1.5 lakh (US\$ 2.06 thousand) shall be available for loans taken up until March 31, 2022 for purchase of affordable house.
- Increasing share of real estate in the GDP would be supported by increasing industrial activity, improving income level and urbanisation.
- The Government launched 10 key policies for the real estate sector:
  - ✓ Real Estate Regulatory Act
  - ✓ Benami Transactions Act
  - ✓ Boost to affordable housing construction

- ✓ Interest subsidy to home buyers
- ✓ Change in arbitration norms
- ✓ Service tax exemption
- ✓ Dividend Distribution Tax exemption
- ✓ Goods and Services Tax
- ✓ Demonetisation
- ✓ PR for foreign investors

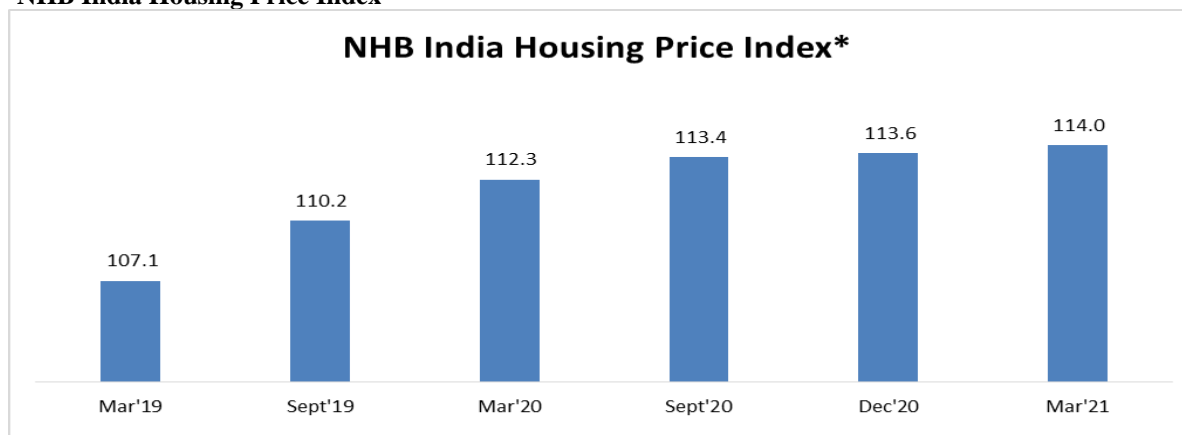
Share of the top listed developers in the Indian residential market is expected to increase to 29% in FY24, from 25% in FY21, driven by a strong pipeline for residential project launch.

- In 2021, working remotely is being adopted at a fast pace and demand for affordable houses with ticket size below ₹ 40-50 lakh is expected to rise in Tier 2 and 3 cities, leading to an increase in prices in those geographies. Developers are now focusing on affordable and mid-range categories to meet the huge demand.
- In the third quarter of 2021, housing sales stood at ~62,800 units, increased by 113% YoY across the top seven cities, as compared with ~29,520 units in the third quarter of 2020.
- Mumbai metropolitan region accounted for 33% of the total sales, followed by NCR at 16% share.
- The performance of micro-markets in the Delhi-NCR region, including Noida and Gurgaon, posted a double-digit expansion in property appreciation prices with 11% and 13%, respectively, growth.



(Source: Corporate Catalyst India Pvt Ltd, CBRE, National Housing Bank)

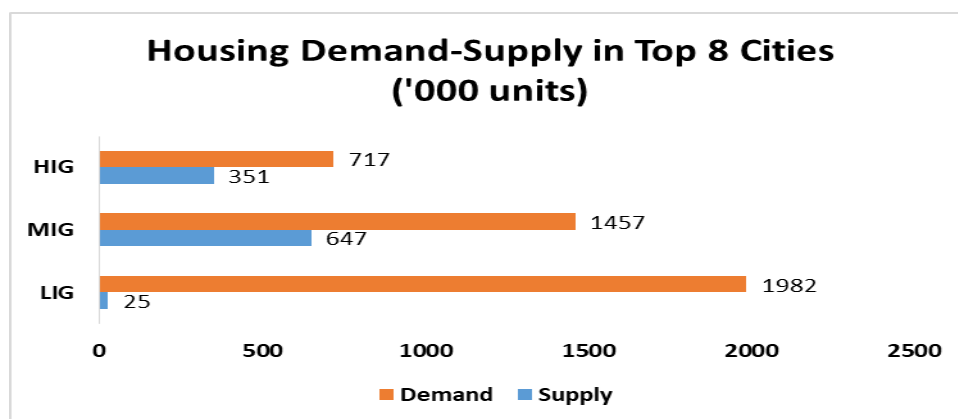
▪ **NHB India Housing Price Index\***



Sources: NHB reports

\*average of indices of all cities

- **Housing Demand-Supply Units in top 8 Cities 2016-2020**



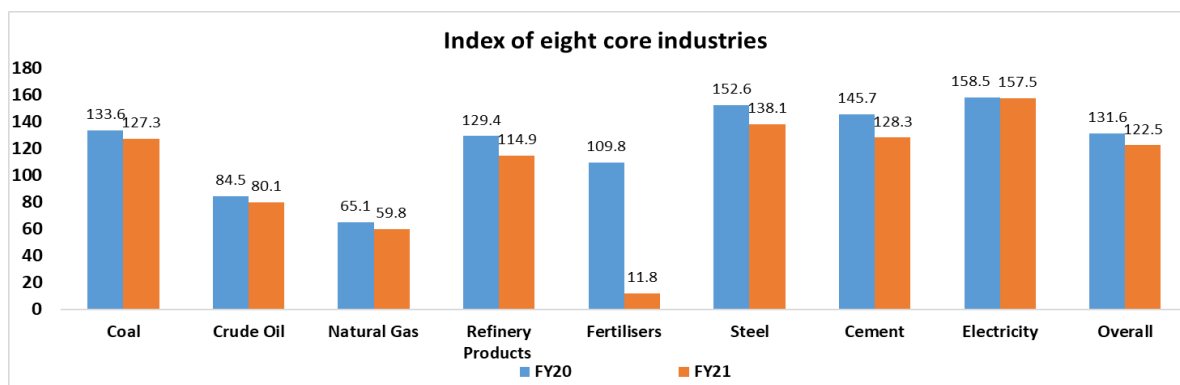
Sources: NHB reports

## 2. Infrastructure:

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads, and urban infrastructure development.

- **Performance of eight core infrastructure industries**

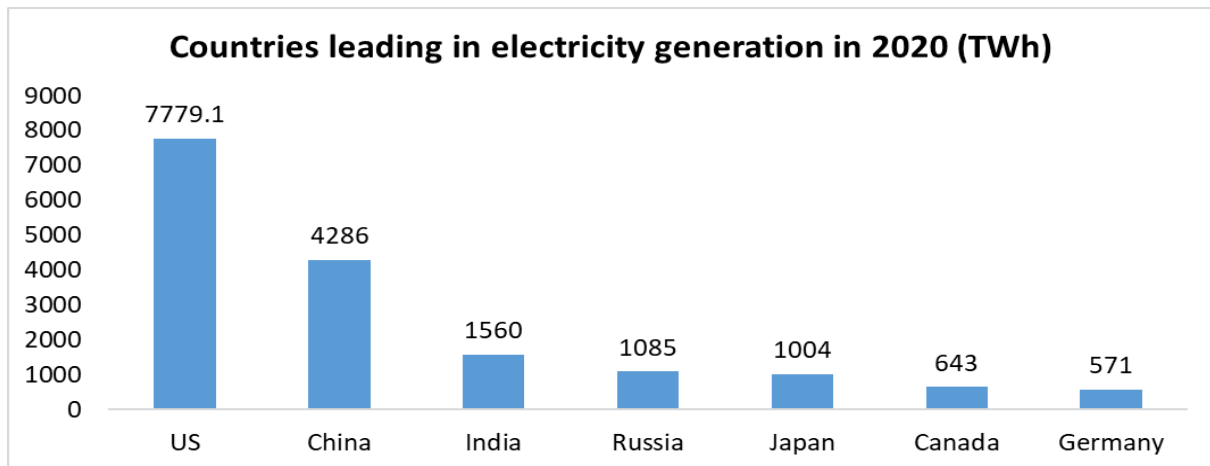
In March 2021, the combined index of eight core industries stood at 122.5.



Source: Ministry of Commerce and Industry

## 3. Power

India among top four power generating nations – With a generation of 1,560.9 TWh, India is the third-largest producer and the third-largest consumer s of electricity in the world.



*Source: BP Statistical Review World Energy 2021*

▪ **Industrial expansion and strong GDP growth driving power demand**

Multiple drivers (industrial expansion, growing per-capita incomes) are leading to growth in power demand. This is set to continue in the coming years.

- India is set to become a global manufacturing hub with investment across the value chain.
- India's power demand is expected to rise to 1,905 TWh by FY22 .
- The industrial sector accounted for 42% of the total electricity consumption in FY19.
- Future investment will benefit from strong demand fundamentals, policy support and increasing Government focus on infrastructure.
- Per capita electricity consumption in the country grew at a CAGR of 2.96 % from FY 16 to FY 20, reaching 1,208 KWh in FY 20 .
- This growth was mainly attributed to electrification of villages and households across the country.
- India aims to reduce emissions intensity of its gross domestic product ( by 33 % to 35 % by 2030 from 2005 levels and increase share of non -fossil fuels to 40 % of the total electricity generation capacity.

**4. Railways:**

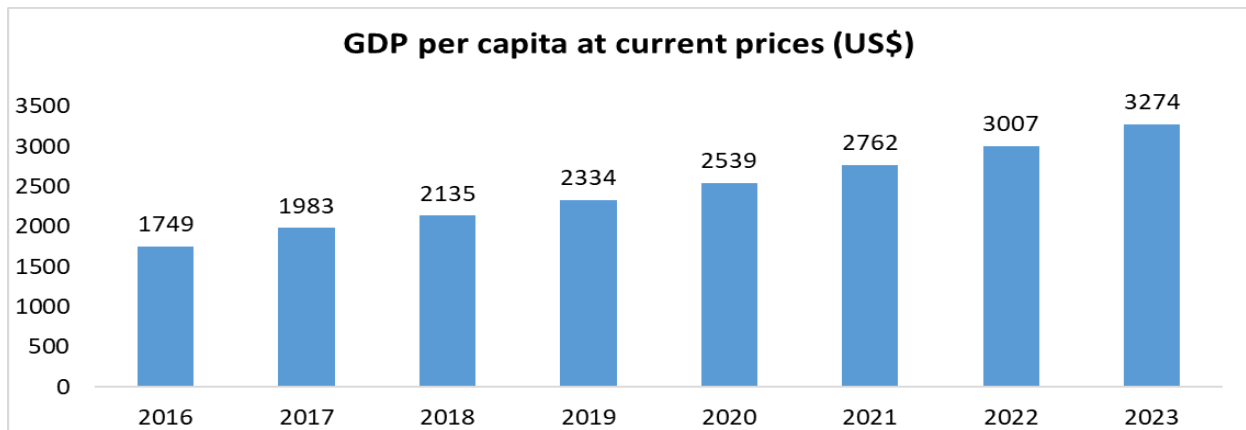
**1. Growing demand**

- Increasing urbanisation and rising income (both urban and rural) are driving growth in the passenger segment.
- Growing industrialisation across the country has increased freight traffic in the last decade.
- India is projected to account for 40% of the total global share of rail activity by 2050.

**2. Policy support**

- The Government has increased the scope of PPP beyond providing maintenance and other such supporting roles. PPP is being utilised in areas such as redevelopment of stations, building private freight terminals and private container train operations.
- Government has allowed 100 % FDI in the railway sector.

▪ **Rising income and urbanisation driving passenger traffic growth**



*Source: Ministry of Railways, IMF World Economic Outlook April 2018, United Nations World Urbanisation Prospects 2018*

▪ **Infrastructure development**

- It is estimated that India will require US\$ 4.5 trillion of infrastructure investment by 2040 to enhance economic growth and community well-being. Under the Union Budget 2021-22, the government allocated ₹ 110,054.64 crore (US\$ 15.19 billion) to the Ministry of Railways.
- Indian Railways is planning annual capital expenditure of ₹ 2 lakh crore (US\$ 27.18 billion) until FY24 in line with the robust infrastructure upgrade envisaged for the railway network.
- Rail Land Development Authority (is working on long-term planned projects worth ₹50,000 crore (US\$ 6.74 billion) for redeveloping 123 railway stations, across the country, on a self-sustainable model, which is in line with the smart city projects.

**5. Telecommunication**

▪ **Second-Largest Subscriber Base**

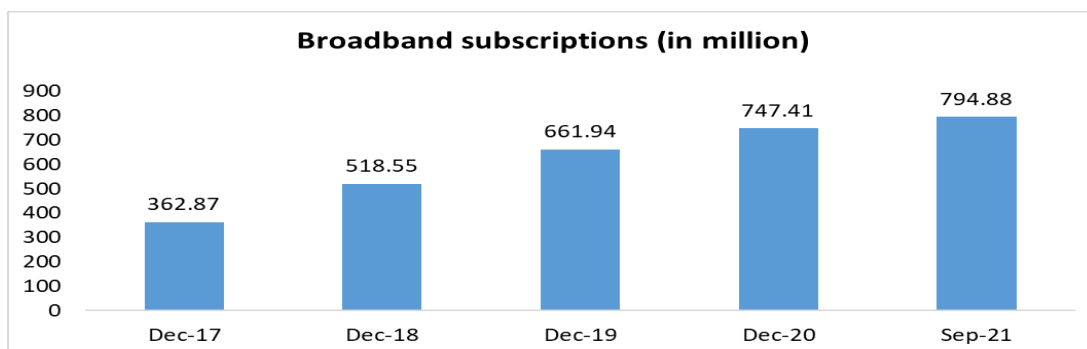
India has the second-largest telecom network in the world. In India, the total subscriber base stood at 1189.15 million in September 2021. India has the second-highest number of internet subscribers globally. The total number of internet subscribers reached 794.88 million in September 2021.

India's 5G subscriptions to have 350 million by 2026, accounting for 27% of all mobile subscriptions.

The Union Cabinet approved ₹ 12,195 crore (US\$ 1.65 billion) production-linked incentive (scheme for telecom & networking products under the Department of Telecom. On October 14, 2021, 31 companies comprising 16 MSMEs and 15 Non-MSMEs (eight domestic and seven global companies) have been approved under the Production-linked Incentive Scheme.






- In October 2021, the government notified 100% foreign direct investment (via the automatic route from previous 49% in the telecommunications sector.
- To drive the development of 6G technology, the Department of Telecommunications (has developed a sixth generation (6G) innovation group.

## Strong growth in broadband drives internet access revenues



Source: Telecom Regulatory Authority of India;

### Key companies in the market

Company	Ownership	Presence
 Mahanagar Telephone Nigam Ltd (MTNL)	Government (56.3%), Life Insurance Corporation (18.8%)	Fixed-line and mobile telephony (in Delhi and Mumbai), data and Internet
 Bharat Sanchar Nigam Ltd (BSNL)	Government (100%)	Fixed-line and mobile telephony (GSM - outside Delhi and Mumbai), data and Internet in 22 circles
 Bharti Airtel	Bharti Group (45.48%), Pastel Ltd (14.79%), Indian Continent Investment (6.65%),	Broadband and mobile (GSM) in 22 circles
 Vodafone Idea Limited	Aditya Birla Group and Vodafone Group partnership	Broadband and mobile (GSM) in 22 circles
 Reliance Jio Infocomm	Reliance Industries Limited.	Broadband and mobile

### CHALLENGES FACED BY THE INDUSTRY

#### Cyclical Market

After facing a major decline in the demand for cables around the turn of the century, the industry has begun to see resurgence in demand in the recent years driven by growth in the telecoms and energy industries especially in emerging economies. This underlines the cyclical nature of the industry. As a result, cable manufacturers need to be agile enough to respond quickly to changing levels of demand.

#### Power shifts in the supply chain

Cable manufacturing companies often find themselves dealing with large suppliers of raw materials on one side and large consolidated customers (e. g. wholesalers, telecom and energy operators) on the other side. Further, few cable manufactures have direct interaction with end customers, giving them relatively little power in the supply chain.

Therefore, cable manufacturers need to be intelligent and creative in the ways they capture value in this arena.

#### Conversion industry and working capital

The cable industry can be considered a conversion industry. This means that material costs determine a large part of the costs of the end product, typically over 60%. As a result, cable manufacturers need to strive for

perfection in the transformation processes in the company. That's where the profits are made.

Also, a close eye needs to be kept on the working capital. The expensive raw materials and work-in-progress (WIP) can consume excessive amounts of the financial resources of a company. Finally, the large inventories of non-ferrous metals (Cu, Al) can pose a significant price variation risk on the company. This requires cable manufacturers to carefully manage the risk of volatile prices of these raw materials.

### **De-regulation lowers barriers of entry**

Until recently, the electricity and telecom markets were marked by monopoly suppliers purchasing largely from domestic cable suppliers. However, deregulation has increased customers incentives to bargain more aggressively with cable manufacturers. In addition, transportation costs are estimated at less than 5% of production costs.

The deregulation of markets, the absence of entry barriers and low transport costs have put cable manufacturers in a competitive global arena.

- **GOVERNMENT INITIATIVES UNDERTAKEN FOR INDUSTRY**

Wires and cables sector is a direct beneficiary of development of housing, Infrastructure, power and distribution, smart cities mission etc.

#### **1. Housing for All**

In 2015, the Indian government introduced the Pradhan Mantri Awas Yojana (PMAY) to provide affordable housing to all citizens by 2022. Through this credit linked subsidy scheme (CLSS), the government aimed to provide its beneficiaries an interest subsidy to avail loans to purchase or build a house. The scheme was launched to aid the middle-income community, economically weaker sections (EWS) and low-income groups (LIG). Depending on the areas it serves, the scheme is divided into two sections, Pradhan Mantri Awas Yojana-Urban (PMAY-U) and Pradhan Mantri Awas Yojana Gramin (Pradhan Mantri Awas Yojana Rural).

Introduced in 2016, PMAY-U aimed to provide 'Housing for All by 2022' by establishing 1.12 crore houses for urban poor across the country over the next seven years (between 2015 and 2022).

Launched in November 2016, PMAY-G was designed to support 'Housing for All by 2022 by building 2.95 crore houses for rural poor across the country by 2022.

#### **Progress of PMAY:**

Pradhan Mantri Awas Yojana-Urban (PMAY-U)

<b>Construction of Houses</b>	<b>As of March, 2021</b>
<b>Demand</b>	112.24 lakh
<b>Sanctioned</b>	112.52 lakh
<b>Grounded</b>	80.20 lakh
<b>Completed</b>	48.02 lakh
<b>Investment Approved</b>	₹ 7.35 lakh crore (US\$ 98.28 billion)

Pradhan Mantri Awas Yojana Gramin (Pradhan Mantri Awas Yojana Rural)

<b>Construction of Houses</b>	<b>As of April, 2021</b>
<b>MoRD Target</b>	20,224,136
<b>Registered</b>	20,126,884
<b>Sanctioned</b>	19,286,512
<b>Completed</b>	13,839,068
<b>Fund transferred</b>	₹ 196,702.88 crore (US\$ 26.30 billion)

## 2. Government's Focus on improving electrification

- Power is among the most critical component of infrastructure, crucial for the economic growth and welfare of nations. The existence and development of adequate infrastructure is essential for sustained growth of the Indian economy.
- India's power sector is one of the most diversified in the world. Sources of power generation range from conventional sources such as coal, lignite, natural gas, oil, hydro and nuclear power to viable non-conventional sources such as wind, solar, and agricultural and domestic waste. Electricity demand in the country has increased rapidly and is expected to rise further in the years to come. In order to meet the increasing demand for electricity in the country, massive addition to the installed generating capacity is required.
- The Government of India has released its roadmap to achieve 227 GW capacity in renewable energy (including 114 GW of solar power and 67 GW of wind power) by 2022. The Union Government of India is preparing a 'rent a roof' policy for supporting its target of generating 40 gigawatts (GW) of power through solar rooftop projects by 2022.

## 3. Make in India

- Manufacturing has emerged as one of the high growth sectors in India. Prime Minister of India, Mr Narendra Modi, launched the 'Make in India' program to place India on the world map as a manufacturing hub and give global recognition to the Indian economy. Government aims to create 100 million new jobs in the sector by 2022.
- The Index of Eight Core Industries (ICI) is an index reflecting the production performance of eight core industries - coal production, crude oil production, natural gas production, petroleum refinery processing, steel production, cement production and electricity generation.
- India has potential to become a global manufacturing hub and by 2030, it can add more than US\$ 500 billion annually to the global economy.

## 4. Smart Cities Mission

- **Introduction:** The 100 Smart Cities Mission in India was launched by Prime Minister Narendra Modi on June 25, 2015. Smart Cities Mission is an urban renewal and retrofitting programme launched by the Government of India to develop smart cities and make them citizen friendly and sustainable. The Union Ministry of Urban Development is responsible for implementing the mission in collaboration with state governments; this is expected to complete between 2019 and 2023.
- **Need for the Mission:** Cities accommodate ~31% of India's current population and contribute 63% to the GDP (Census 2011). By 2030, urban areas are expected to accommodate 40% of India's population and contribute 75% to the GDP. Population growth in cities leads to infrastructure management and service delivery challenges. The Smart Cities Mission in India is an initiative that aims to efficiently and effectively tackle these challenges.
- **Budget Allocation:** Under Union Budget 2021-22, the Smart Cities Mission in India has been allocated ₹ 6,450 crore (US\$ 868 million) as compared to ₹ 3,400 crore (US\$ 457 million) in FY21 (revised estimates).
- **Status Update:** The total allocated investments for the Smart City Mission stood at ~₹ 205,018 crore (US\$ 27.60 billion) as of March 2021. Of the total investments, 5,614 projects worth ~₹ 173,018 crore (US\$ 23.29 billion) have been tendered, work orders have been issued for 4,912 projects worth ~₹ 139,851 crore (US\$ 18.83 billion) and 2,420 projects worth ~₹ 40,152 crore (US\$ 5.40 billion) have been completed as of March 2021.

## • SWOT ANALYSIS

### 1. Strength

Cables are the backbone of the communication, Power and Real estate Sector. Favorable demographics and increased discretionary spending drive the growth of this sector. India is the fastest growing telecom market in the world adding huge subscribers' base every month. In addition, the telecom companies are aggressively making inroads into rural markets. In addition, with the government initiatives is likely to keep the demand for telecom infrastructure, including cables to remain strong. The Indian cable industry is having strong clearly there is great potential for further expansion in India. The residential sector is expected to grow significantly, with the central government aiming to build 20 million affordable houses in



urban areas across the country by 2022, under the ambitious Pradhan Mantri Awas Yojana (PMAY) scheme of the Union Ministry of Housing and Urban Affairs. Expected growth in the number of housing units in urban areas will increase the demand for commercial and retail office space.

## 2. Weakness

The raw material prices viz; the copper and Aluminium remains volatile and the industry is fully dependent on them. The Russia-Ukraine crisis is expected to affect the copper supply side more than the demand side. Aluminium prices have remained at elevated levels in recent weeks on supply concerns after European primary aluminum smelters were forced to cut their output due to energy crisis. All this will have impact on the margins of the manufacturer.

## 3. Opportunity

The Indian government initiative of launching projects such as 100 smart cities and ‘Housing for All by 2022’ are also expected to immensely drive the residential construction market in the country and major focus on infrastructural sector will lead to huge opportunity for the cable and wire market growth.

## 4. Threats

Prices of many key raw materials used in cable-making rose sharply, becoming much more volatile, with substantial fluctuations in market prices on a short timescale. Since then, the volatility has continued and prices have now risen again. The price of copper in particular is now a major talking point in the cable industry.

- **COMPETITIVE ANALYSIS & KEY INDUSTRY PLAYERS**

### 1. Porter Five Forces Analysis

Michael Porter observed five forces that have significant impact on a firm's profitability in its industry.

Porter Five Forces is a holistic strategy framework that took strategic decision away from just analyzing the present competition. Porter Five Forces focuses on - how Wire & Cable Company can build a sustainable competitive advantage in Industrial Equipment industry.



- **Threats of New Entrants**

New entrants in Industrial Equipment Wholesale brings innovation, new ways of doing things and put pressure on other Wire & Cable Company through lower pricing strategy, reducing costs, and providing new value propositions to the customers. Wire & Cable Company has to manage all these challenges and build effective barriers to safeguard its competitive edge.

- **Bargaining Power of Suppliers**

Almost all the companies in the Industrial Equipment Wholesale industry buy their raw material from numerous suppliers. Raw material suppliers who are in dominant position has higher bargaining power which can lead to decrease in the margins of Wire & Cable Company. Powerful suppliers in this sector use their negotiating power to extract higher prices from the firms in Industrial equipment wholesale field.

- **Bargaining Power of Buyers**

They want to buy the best offerings available by paying the minimum price as possible. This put pressure on Wire & Cable Company profitability in the long run. The higher the concentrated customer base of Wire & Cable Company the higher the bargaining power of the customers and higher their ability to seek increasing discounts and offers.

- **Threats of Substitute Products or Services**

When a new product or service meets a similar customer need in different ways, industry profitability suffers. The threat of a substitute product or service is high if it offers a value proposition that is uniquely different from present offerings of the industry.

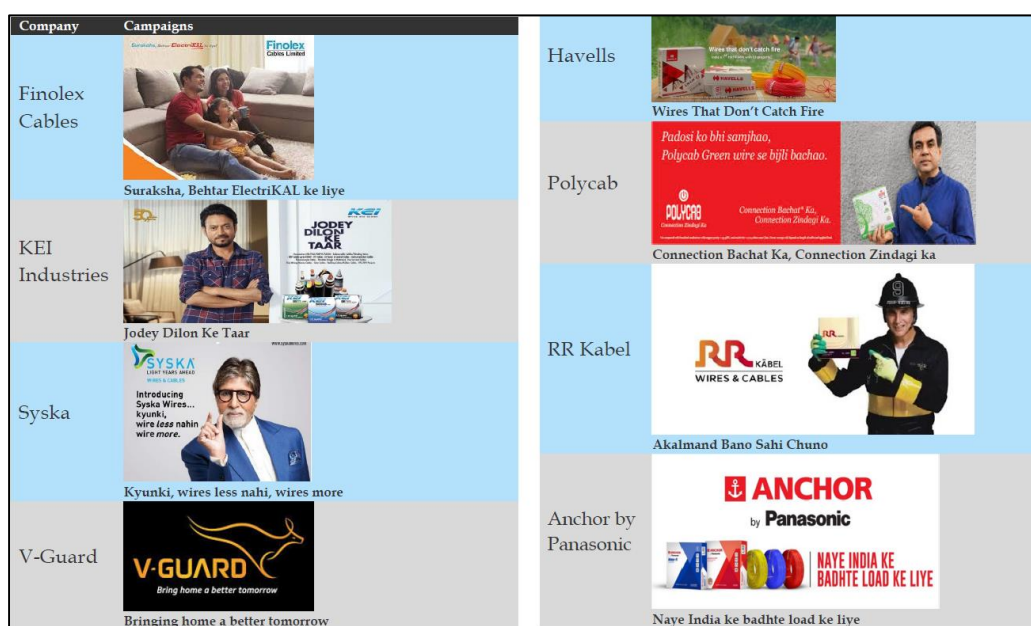
- **Rivalry among the Existing Competitors**

If the rivalry among the existing players in an industry is intense then it will drive down prices and decrease the overall profitability of the industry. Wire & Cable Company operates in a very competitive Industrial Equipment Wholesale industry. This competition does take toll on the overall long-term profitability of the organization.

### **Implications of Porter Five Forces on Wire & Cable Company**

By analyzing all the five competitive forces Wire & Cable Company strategists can gain a complete picture of what impacts the profitability of the organization in Industrial Equipment Wholesale industry. They can identify game changing trends early on and can swiftly respond to exploit the emerging opportunity. By understanding the Porter Five Forces in great detail Wire & Cable Company 's managers can shape those forces in their favor.

## 2. Cables & Wires Players In The Industry



Players such as Finolex, KEI Industries Ltd, Polycab Limited, Havells India Limited, RR Kabel Limited and V-Guard Limited have created sizeable businesses leveraging as their focus segments and maintained double digit growth for Fiscal 2021

(₹ In crore)

Particulars	Plaza Wires Limited	Finolex Cables Limited	KEI Industries Limited	Polycab India Limited	Havells India Limited	RR Kabel Limited	V-Guard Industries Limited
Revenue From Operations [Net]	145.38	2722.15	4124.58	8689.2	10447.4	1514.80	2698.69
Total Revenue	145.59	2845.1	4201.6	9054.7	10644.7	1529.67	2741.97
Profit/Loss for the Period	4.69	238.04	273.31	886.14	1044.31	15.41	201.89
EPS (Basic)	1.43	11.89	30.47	59.20	16.68	6.77	4.68
EPS (Diluted)	1.43	11.89	30.18	58.96	16.68	6.77	4.65

(Source: Company Website, Investor Presentation, Moneycontrol.com)

### 1. Finolex Cables Limited

In July 1945, two brothers P.P. Chhabria and K.P. Chhabria came to Pune from Karachi and within six months, they set up a retail business selling electrical cables which became quite successful. A sizeable order in the mid 1950's from the Defence Department for wire harnesses for trucks and tanks bolstered their confidence, and hence they ventured into cable manufacture. Today, Finolex Cables is a leading manufacturer of electrical and telecommunication cables. The company started its operation with the manufacture of PVC insulated electrical cables for the automobile industry. Since then, the Company has constantly endeavoured to augment its product range to include different category of cables and wires. In 2006, it entered the electrical space by launching switches and CFL. Post 2013, it started entering other categories such as LED lighting, Fans, switchgears and Water heater. The company has manufacturing facilities at Pimpri and Urse in Pune as well as at Goa & Uttarakhand. These plants produce Electrical & Telecommunication cables, LT & HT Power & Control Cables, Electrical Switches, Compact Fluorescent Lamps (CFL's), PVC Sheets & Copper Rods. Rest of the products are outsourced.

## 2. **KEI Industries Limited**

KEI Industries Limited (KEI) was established in 1968 as a partnership firm under the name Krishna Electrical Industries, with prime business activity of manufacturing switch board cables for DOT. The firm was converted into public limited with the corporate name KEI industries Limited in December 1992. KEI entered into a technological tie-up with BRUGG KABEL A.G., Switzerland for manufacturing EHV cables ranging from 66kV to 220kV and in 2017 the company added a new line to manufacture EHV up to 400kV. Over the years, KEI has added new products to its portfolio and has transformed into one of the leading cables and wires manufacturer in India.

The company operates through cables, stainless steel wire, and turnkey projects segments. Cables segment comprises extra high voltage (EHV), high tension (HT) and low tension (LT) power cables, control and instrumentation cables, winding wires, and flexible and house wires. Stainless steel wire segment includes stainless steel wire. Its product portfolio includes EHV, MV and LV power cables, control and instrumentation cables, specialty cables, elastomeric cables, rubber cables, submersible cables, flexible and house wires, winding wires and stainless-steel wires. Its cable products are used in oil refineries, railways, automobiles, cement, steel, fertilizers, textile and real estate sectors. It is also engaged in Engineering, Procurement and Construction (EPC) business. Its manufacturing plants are located at Bhiwadi, Chopanki, Silvassa and Pathreri.

## 3. **Polycab India Limited**

In 1964, Late Thakurdas Jaisinghani had established 'Sind Electric Stores', which dealt in various electrical products including fans, lighting, switches, and wires. Subsequently, the family business was managed from 1968 by Girdhari T. Jaisinghani, Inder T. Jaisinghani, Ajay T. Jaisinghani and Ramesh T. Jaisinghani being sons of Late Thakurdas Jaisinghani. The family founded a partnership firm in the name of 'Thakur Industries' under the Indian Partnership Act, 1932.

Subsequently, the partners of 'Thakur Industries' entered into a lease agreement with MIDC in 1975 in respect of a parcel of land at Andheri, Mumbai for the purposes of setting up a factory for manufacturing cables and wires which was in operation until 1984.

In 1983, 'Polycab Industries', a partnership firm founded by Girdhari T. Jaisinghani, Inder T. Jaisinghani, Ajay T. Jaisinghani and Ramesh T. Jaisinghani, was registered as a small-scale industrial unit by the Directorate of Industries, Government of Gujarat in respect of a factory located at Halol for manufacturing/processing activity of 'PVC insulated wires and cables, copper and aluminium and bare copper wire.

In 1996, the Company was incorporated as 'Polycab Wires Private Limited' at Mumbai as a private limited company under the Companies Act, 1956.

In 1998, 'Polycab Industries' was subsequently converted into a private limited company as 'Polycab Industries Private Limited' under the Companies Act, 1956. Polycab Industries Private Limited was subsequently amalgamated with the Company in 2011.

Later, the Company was converted into a public limited company to "Polycab India Limited (Formerly Known as Polycab Wires Limited)". Polycab India Ltd is engaged in the business of manufacturing and selling wires and cables and fast-moving electrical goods under the POLYCAB brand. The business activities are carried out through Wires and cables, Fast moving electrical goods (FMEG), Copper, and others segments. It generates maximum revenue from the Wires and cables segment. Geographically, it derives a majority of revenue from India. Some of its products include Power cables, Control Cables, Instrumentation Cables, Optical Fibre Cables (OFC), Solar Cables, Building Cables, Flexible Wires, and others.

## 4. **Havells India Limited**

Havells India was incorporated in 1983 and is one of the largest & India's fastest growing electrical and power distribution equipment manufacturers with products ranging from Industrial & Domestic Circuit Protection Switchgear, Cables & Wires, Motors, Water Heaters, Fans, Power Capacitors, CFL Lamps, Luminaires for Domestic, Commercial & Industrial applications and Modular Switches covering the entire range of household, commercial and industrial electrical needs.

Havells owns some of the prestigious global brands like Crabtree, Sylvania, Concord, Lumiance & Linolite. It has manufacturing units in India located at Haridwar, Baddi, Noida, Faridabad, Alwar, Neemrana, and plants located across Europe, Latin America & Africa. Its cables division contribute approx. 30% of the FY21 total operating revenue.

## **5. RR Kabel Limited**

RR Kabel is part of RR Global, a conglomerate in the electrical sector with a presence in over 85 countries globally. Spread across multiple business verticals including Wires & Cables, to create best quality products using the latest advances in wire design and engineering. Company offers the widest range of premium wires and cables for various residential, commercial, industrial and infrastructure purposes.

RR Kabel is ISO 9001, ISO 14001 and OHSAS 18001 certified company. RR Kabels products are also compliant to REACH (Registration Evaluation Authorization of Chemical Substances) and RoHS (Restriction of Hazardous Substances) directives with extensive research and development by skilled professionals to make sure their products adhere to global guidelines and standards.

## **6. V-Guard Industries Limited**

The origin dates back to 1977, when Mr. Kochoseph Chittilappilly with a passion to make a difference set out to build a robust brand in the Indian electric and electronic goods panorama. With a small manufacturing unit for voltage stabilizers, a vision and a strong make-do belief, apart from a capital of ₹ 100,000 borrowed from his father and two workers to assist him. V-Guard grew rapidly to become a name synonymous with voltage stabilizers across South India. The company soon extended their range of products to Voltage Stabilizer, Digital UPS, Inverter and Inverter Batteries, Electric Water Heaters, Solar Water Heaters, Domestic Pumps, Agricultural Pumps, Industrial Motors, Domestic Switch Gears, Distribution Boards, Wiring Cables, Industrial Cables, Induction Cooktops, Mixer Grinders, Fans, Rice Cooker, Gas Stoves & Solar Power Systems.

With stringent quality control measures, reliable products, talented people and a responsible approach to business, V-Guard continues to steadily capture market across the country. V-Guard is armed with vast network of distributors, direct dealers, retailers and service centres in its endeavour to reach every corner of the country.

## **7. Plaza Wires Limited**

Plaza Wires Limited is a flagship Company of Plaza Cables Group headquartered in Okhla, New Delhi, India, is a growing player in the development, design, manufacturing, marketing, and distribution of copper, aluminium wire, and cable products for the energy, industrial, specialty and house projects markets. The Brand of the Company i.e. PLAZA CABLES is recognized in the Indian wire and cable industry since last four decades.

Plaza wires limited is one of the growing manufacturers in the wires and cable industry in the northern region and provides extensive range of wire and cables in India.

It is an established manufacturer of wires and cables in India and it is taking steps to strengthen its brand in both wires and cables business and FMEG business.

It has an extensive portfolio of wires and cables to cater to the needs of institutional and retail customers in different industries.

The manufacturing facility is based at "Unit-II", Khasra No.923/56,924/58,874/49/1, Village Katha, Tehsil Baddi, District Solan, Himachal Pradesh-173205 where it is manufacturing flexible multi-strand copper PVC insulated housing wire (building wire) as per IS 694. The plant has an installed capacity of 12,00,000 coils of standard size Per Annum.

## **• OUTLOOK/CONCLUSION**

Cables play a small but significant part in infrastructure activities. On the retail side, demand for house wires continued to be firm. With strong investments proposed across sectors such as power, realty, industrial and telecom, the cable industry in India is slated for a strong growth going forward.

The domestic cable and wire industry is highly matured though it is characterized by the few players in the organized sector and has become a price sensitive industry that has in turn impacted the quality standards. Also, with the raw material price volatility and high fund requirement for day-to-day operations most of the players might get impacted adversely due to margin pressure. However, the industry has started showing good growth in cable export business and that may help to some extent in mitigating the margin pressure.

Recent Invasion of Russia will play an important role going forward in the supply side inflation which can hamper growth of the industry.

However, irrespective of the stage of the project, based on the sheer strength of order backlog in the infrastructure and power sector space, given an overall improvement in the funding scenario and with the overall economic scenario gaining accelerated momentum, robust growth over the next few years for the cable industry in India is expected.

## OUR BUSINESS

*Some of the information in the following discussion, including information with respect to our plans and strategies, contains forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” beginning on page 17 for a discussion of the risks and uncertainties related to those statements and also “Risk Factors” beginning on page 26 and “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page 243. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year.*

*Unless otherwise indicated or context requires otherwise, the financial information included herein is derived from our Restated Financial Statements for Fiscals, 2019, 2020 and 2021 and the nine months ended December 31, 2021 included in this Draft Red Herring Prospectus. For further information, see “Restated Financial Statements” beginning on page 178.*

*In this section, unless otherwise stated, references to “Company” or to “we”, “us” and “our” refers to Plaza Wires Limited.*

*Industry and market data used in this section have been extracted from the Resurgent India Research Report prepared by Resurgent India Limited, which was commissioned by us. For further details and risks in relation to Resurgent India Research Report, see “Risk Factors –Certain sections of this Draft Red Herring Prospectus disclose information from the Resurgent India Research Report which has been commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks” beginning on page 26 and “Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation” beginning on pages 15.*

### Overview

We are an ISO 9001:2015 and 14001:2015 certified company engaged in the business of manufacturing and selling of wires, and selling and marketing of LT aluminium cables and fastmoving electrical goods (“FMEG”) under our flagship brand “PLAZA CABLES” and home brands such as “Action Wires” and “PCG”. Our business was started with a vision to create a niche in the domestic wire and cable industry with an approach to provide quantitative and qualitative products at competitive prices to customer for various backgrounds. In 2021, we launched a line of house wire under the brand “Action Wires” for product at economical price range. According to the Resurgent India Research Report, we are one of the growing manufacturers in the wires and cables industry in northern region in India, and provide extensive range of wires and cables. Our product mix comprises different type of wires and cables, and FMEG such as electric fans, water heaters, switches and switchgears, PVC insulated electrical tape and PVC conduit pipe & accessories. According to Resurgent India Limited, the wires and cables industry in India, in value terms, has grown at a compound annual growth rate (“CAGR”) of approximately 13.68% in the last five years to reach ₹788.00 billion in Fiscal 2021. Resurgent India Limited expects the wires and cables industry in India to expand at a CAGR of approximately 14.50% in value terms to reach approximately ₹1550.00 billion by Fiscal 2026.

Our key products in the wires and cables segment are building wires also known as house wires, single & multicore round flexible industrial cables and industrial cables for submersible pumps & motors up to 1.1kv grade. For other wires and cable products such as LT power control cable, TV dish antenna co-axial cables, telephone & switch board industrial cable, computer & LAN networking cable, close circuit television cables and solar cables, PVC insulated tape and PVC conduit pipe & accessories, we enter into informal arrangements with third-party manufacturers who manufacture our products based on our requirements. We select and evaluate these third-party manufacturers based on certain criteria including the quality of products produced, reputation and delivery standards. Our products are compliant with various quality standards including Bureau of Indian Standards (“BIS”) and QCL Certification. In 2016 and onwards, we entered into arrangements with third-party manufacturers and launched FMEG products such as electric fans, and water heaters. As part of after sales service for electric fans, we have tie ups with 20+ service centres in Uttar Pradesh, Uttarakhand, Jammu and Kashmir, Punjab, Haryana And Tamil Nadu. In 2021, we expanded our product portfolio by launching miniature circuit breakers and distribution board (DB) in the north and south India region.

We sell our products through a variety of distribution channels depending on the geography and industry norms and trends. Our Business model includes 1) Our dealer & distribution network to sell and promote our products, including sales through C&F agents. We select our dealers & distributors based on their sales network, market

reputation and financial strength including sales and 2) Securing government tenders for supply to government projects and 3) Direct sales to infrastructure projects

Over our operating history of more than a decade, our supply chain model predominantly comprises of our network of authorized dealers, distributors, retailers and C&F agents who in turn supply our products to retail outlets in India. We have over 1108 authorized dealers and distributors pan India and C & F agents in 3 states, viz. Punjab, Maharashtra and Kerala for the nine months period ended December 31, 2021. We supply our products across various states, mainly in states of Delhi, Uttar Pradesh, Haryana, Kerala, Rajasthan, Uttarakhand, Himachal Pradesh and Punjab. For the period nine months ended December 31, 2021 and for Fiscal 2021, 2020 and 2019, the aggregate revenue from operations (including trade discounts to dealers and distributors) from these states were ₹ 1133.36 million, ₹ 1340.81 million, ₹ 1499.50 million and ₹ 1438.99 million, respectively. The percentage of the aggregate value to our revenue from operations for the nine months ended December 31, 2021 and for Fiscal 2021, 2020, and 2019 were 88.00%, 89.36%, 90.35%, and 88.43%, respectively. We manage our sales and marketing activities through our registered office in Delhi, and branch offices and C&F agents at various locations. We had customers situated in around 27 states/union territories based on Fiscal 2021 which we expanded to 30 states and union territories as on December 31, 2021.

The following table sets forth the number of customers for whom we have manufactured products for during the periods indicated.

(₹ in million)

Particulars	As of and for the nine months ended December 31, 2021*	March 31, 2021	March 31, 2020	March 31, 2019
Dealers & distributors and direct sales	122.96	143.40	158.03	167.55
Government	37.40	22.10	15.20	0.03
<b>Total Sales</b>	<b>1266.93</b>	<b>1453.78</b>	<b>1591.42</b>	<b>1577.40</b>

\* *Not annualised*

Our Existing Manufacturing Unit is located at Baddi, Himachal Pradesh. As on date of the DRHP, we have installed production capacity of 12,00,000 coils per annum. Over the years, we have made investments, from time to time, in our manufacturing infrastructure to support our product portfolio requirements and reach. We propose to set-up the Proposed Manufacturing Unit with an additional installed capacity of 8,37,000 coils per annum and 8700 km per annum. With our Proposed Manufacturing Unit, we aim to expand our manufacturing capabilities and increase our installed capacities to manufacture new products such as fire proof/ survival wires, LT aluminium cable and solar cable in addition to our existing products such as PVC insulated housing wires and cables. Our current unit and our registered office is accredited with ISO 9001:2015 (Quality Management System) and ISO 14001:2015 (*Environment Management System*) certifications. For details of our Proposed Manufacturing Unit, please refer chapter titled “*Objects of the Issue*” beginning on page 78 of the DRHP.

We are a growing manufacturer of wires and cables and we will continue to broad-base our brand in our wires and cables business and FMEG business. We have been recognized as amongst the “10 Most Promising Electrical Cable Manufacturers” by the Industrial Outlook Magazine. We were awarded the Time2Leap award in the product category of “Quality Products - Electrical Cables” by Summentor Pro.

Our Company is led by our Promoters comprising our Managing Director, Mr. Sanjay Gupta, and our Whole-time Director, Mrs. Sonia Gupta, who have a combined average experience of approximately about 30 years in the wires and cable industry. Each of our Promoters and along with our Whole Time Director, Mr. Aditya Gupta are involved in the critical aspects of our business, including expansion, process and plant, finance, sales and marketing. Our senior management team is also experienced in the wire and cables industry. Our senior management team has spent more than 5 years each with our Company. Our success is the result of sustained efforts over the years in key aspects of our business, such as product portfolio, process improvements, relationship with our dealers and distributors, ability to secure government tenders and our scale of operations.

The following table sets forth a breakdown of our revenue from operations, as well as other key performance indicators, for the periods indicated:



(₹ in million, except percentages)

Key Performance Indicators	March 31, 2019	March 31, 2020	March 31, 2021	As of and for the nine months ended December 31, 2021*
Revenue from Operations	1,577.40	1,591.42	1,453.78	1,266.93
Gross Profit <sup>(1)</sup>	396.57	380.94	327.03	298.27
Gross Margin <sup>(2)</sup>	25.14%	23.94%	22.49%	23.54%
EBITDA <sup>(3)</sup>	135.83	108.35	110.78	118.28
EBITDA Margin <sup>(4)</sup>	8.61%	6.81%	7.62%	9.34%
Profit After Tax for the Year / Period	70.22	40.04	43.72	57.44
PAT Margin <sup>(5)</sup>	4.45%	2.52%	3.01%	4.53%
ROE <sup>(6)</sup>	22.50%	11.37%	11.04%	71.08%
ROCE <sup>(7)</sup>	30.89%	23.15%	19.23%	19.68%
Debt / Equity <sup>(8)</sup>	0.22	0.15	0.28	0.21

\*Not annualised

**Notes:**

(1) Gross Profit is calculated as revenues from operations less cost of goods sold.

(2) Gross margin is calculated as revenue from operations less cost of goods sold divided by revenues from operations

(3) EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back finance costs, total tax expense, depreciation, and amortisation and impairment expense and reducing other income.

(4) EBITDA Margin is calculated as EBITDA as a percentage of revenue from operations.

(5) PAT Margin is calculated as restated profit after tax for the year / period as a percentage of revenue from operations.

(6) ROE is calculated as Net profit after tax, as restated, attributable to the owners of the Company for the year/ period divided by total equity (total equity excludes non-controlling interest). The ROE is not annualised for the nine months ended December 31, 2021.

(7) ROCE is calculated as EBIT divided by capital employed (capital employed calculated as total assets minus current liabilities, cash and cash equivalents, bank balances other than cash and cash equivalents, and bank deposits). The ROCE is not annualised for six months ended December 31, 2021.

(8) Debt consists of total borrowings including short term and long-term borrowings and equity excludes non-controlling interest.

**Our Strengths**

We consider our business strengths to be the following:

**Product portfolio focused on various customer segments and markets**

Our understanding of the domestic wire and cable industry complements our product development which has allowed us to develop a portfolio of a variety of products. Our product portfolio consists of various types of wires & cables, and of late, we diversify and evolve in FMEG products. We engage in continuous marketing and selling of new varieties based on the orders of our customers to meet our customer requirements. We also propose to set up a new facility to manufacture fire proof / survival wires, LT aluminium cables and solar cables in addition to our existing products. Wider range of products in our business provides us with an opportunity to cater to diverse needs of different customer segment.

Currently, we have product mix comprising (i) Wires and Cables, (ii) FMEG products such as electric fans, water heaters, Switch and switch gears, PVC insulated tape and PVC conduit pipe & accessories. Key wires and cables products include building wires also known as house wires, flexible cables and flexible/single multi core cables and submersible cables, flexible & control cables, LT power control cable, TV dish antenna coaxial cables, telephone & switch board industrial cable, computer & LAN networking cable, close circuit television cables and

solar cables. Revenue from operations of various product segments is shown elsewhere in this Chapter. Further, please refer to e “Our Business – Our Products” beginning on page 123 for details on the products we sell and, as the case may be, manufacture.

***Our distribution network***

One of our key strengths to enhance our customer reach and increase our retail presence is our dealer and distribution network. Our distribution network in India comprised over 1108 authorized dealers and distributors, 4 branch offices in Uttarakhand, Rajasthan, Kerala and Uttar Pradesh, 3 warehouses in Uttar Pradesh, Assam and Delhi and C&F agents in Punjab, Kerala and Maharashtra for the nine months period ended December 31, 2021.

We have repeat relationships with most of our key distributors & dealers. The market knowledge, financial resources and time required to develop such distribution network may present entry barrier for competition.

We have billed 1108 dealers and distributors as of the nine months ended December 31, 2021

The table below describes the state-wise geographical distribution of our dealers’ network as on December 31, 2021 (based on the number of dealers and distributors we have billed):

<b>State Name</b>	<b>Number of Distributors &amp; Dealers</b>
Uttar Pradesh	243
Haryana	95
Delhi	90
Kerala	87
Uttarakhand	81
Punjab	74
Assam	59
Rajasthan	55
Himachal Pradesh	53
Tamil Nadu	41
Jammu & Kashmir	37
Bihar	36
Maharashtra	30
Gujarat	19
West Bengal	17
Chandigarh	16
Madhya Pradesh	14
Karnataka	13
Orissa	12
Telangana	12
Jharkhand	5
Andhra Pradesh	4
Chhattisgarh	4
Tripura	4
Meghalaya	2
Andaman and Nicobar	1
Daman and Diu	1
Goa	1
Leh and Ladakh	1
Manipur	1
<b>Grand Total</b>	<b>1,108</b>

Our dealers & distributors network is aided by our in-house sales and marketing team which liaise with the market participants on a regular basis for customer inputs, market demands as well as positioning of our products vis-à-vis products of our competitors. Our sales and marketing team has 75 dedicated employees and is responsible for increasing pan-India reach of our products. In addition, we conduct dealer and retailer meets on regular basis where we showcase our product range and give demonstrations of our products.

### ***Our management and dedicated employee base***

Mr. Sanjay Gupta, our Chairman & Managing Director and Promoter, has been instrumental in managing our expanding operations, implementing strategic marketing and business initiatives, and focusing on financial performance. Our Board of Directors also includes individuals who carry industry experience with business exposure in customer, sales and marketing and finance matters. Our management team has experience in key areas such as production, sales and marketing, and finance. In particular, they have led the process through which we have created value through operational growth, building brand recognition and loyalty and identified new business opportunities by launching new products and diversifying the customer base.

As of December 31, 2021, we are supported by 186 committed staff on our payroll out of which 119 are employees (excluding skilled and unskilled labours) and 40 are skilled and 27 unskilled labours, excluding contract labour.

### **Our Strategies**

Our business strategies include the following:

#### ***Setting up the Proposed Manufacturing Unit to widen our product portfolio and increase our capacity***

To cater to the growing demand from our existing customers and to meet requirements of new customers, we intend to, and are in the process of, expanding our manufacturing capacities for existing products and also intend to add manufacturing capacities for new product line such as fire proof / survival wires, LT aluminium cables and solar cables that we are in the process of developing and commercializing.

To achieve these expanded capacities, we purchased, on September 15, 2021, land and building at Revenue Village, Damowala, Tehsil-Baddi, District-Solan, Himachal Pradesh, India, admeasuring to 7902.30 sq.mt. from various parties. This new facility is proposed to have additional installed capacity of 8,37,000 coils per annum and 8700 km per annum. For details of our Proposed Manufacturing Unit, please refer chapter titled “*Objects of the Issue*” beginning on page 78 of the DRHP.

#### ***Enhance our position in Wires and Cables Industry***

In value terms, Resurgent India Limited expects the Indian wires and cables market to grow at a CAGR of approximately 15% to reach an estimated ₹1,033 billion by Fiscal 2023, due largely to government initiatives in power and infrastructure such as increased infrastructure expenditure by the Government which will boost demand for wires and cables, growth in fire survival cables supported by metro, airport and commercial real estate projects and Smart Cities Missions investment in underground cables, an increase in industrial investment, a rise in consumer spending and an increase in exports of wires and cables from India. We intend to enhance, maintain and strengthen our brand position in the wires and cables market by growing our share of business with existing customers, adding new customer, geographical expansion and manufacturing new and customized products.

We intend to expand our market share by targeting key growth sectors such as mining, oil and gas, shipping, power, infrastructure, construction, automotive, telecommunication and agriculture. We seek to expand our customer base and utilize our new proposed additional capacity to develop new products for these sectors. Affordable housing scheme, growing nuclearization of families and investments in commercial and residential infrastructure are driving factors for a growing demand for building wires. We will continue our efforts to increase revenue from our existing customers and new customers by expanding our range of products and developing new products aligned with their needs.

#### ***Expand our dealer network in existing markets and enter new geographical markets***

We aim to focus on deepen our penetration in our existing markets and thereby increase our domestic presence by expanding our distributors and dealers network. As a business strategy, we intend to expand our dealers network in Tier-2 cities and Tier-3 cities as there are untapped opportunities in these cities for us to capitalise to grow our business operations. Further we are yet to fully penetrate domestic markets in the southern India such as Karnataka, Telangana, Puducherry and other states in Central and Eastern India including states of Odissa, Jharkhand, Arunachal Pradesh, Mizoram, Sikkim and Nagaland. In the states and union territories, where we have a dealer network and presence like in Delhi, Uttar Pradesh, Haryana, Kerala, Rajasthan, Uttarakhand, Himachal Pradesh and Punjab, Rajasthan, Assam and Jammu & Kashmir, we aim to deepen our penetration by

engaging more dealers and distributor partners. We will therefore continue to grow our dealers and distributors network in line with the growth of our business operations.

***Strengthen our brand value***

We intend to make consistent efforts to popularise our brands “Plaza Cables”, “Action Wires” and “PCG” and enhance our brand visibility by undertaking various marketing initiatives and gradually increasing our advertising and publicity expenses in line with the growth in our business operations. We have made restricted spends in the past on advertisement activities and focused on generating revenue through our channel partners. However, going forward, we plan to make a broader effort by partaking in ‘Below the line’ and ‘Above the Line’ activities such as conducting electrician meets more frequently, putting up hoardings in strategic locations, displaying our product in exhibitions and in-shop branding at high visibility locations of our channel partners. Going forward we also plan more frequent one-to-one interactions with our authorized distributors, authorized dealers and end-customers by holding dealer-distributor meets at regular intervals.

For further details, please refer to “Risk Factors – Internal Risk Factors – *Our inability to protect or use intellectual property rights may adversely affect our business.*” on page 26.

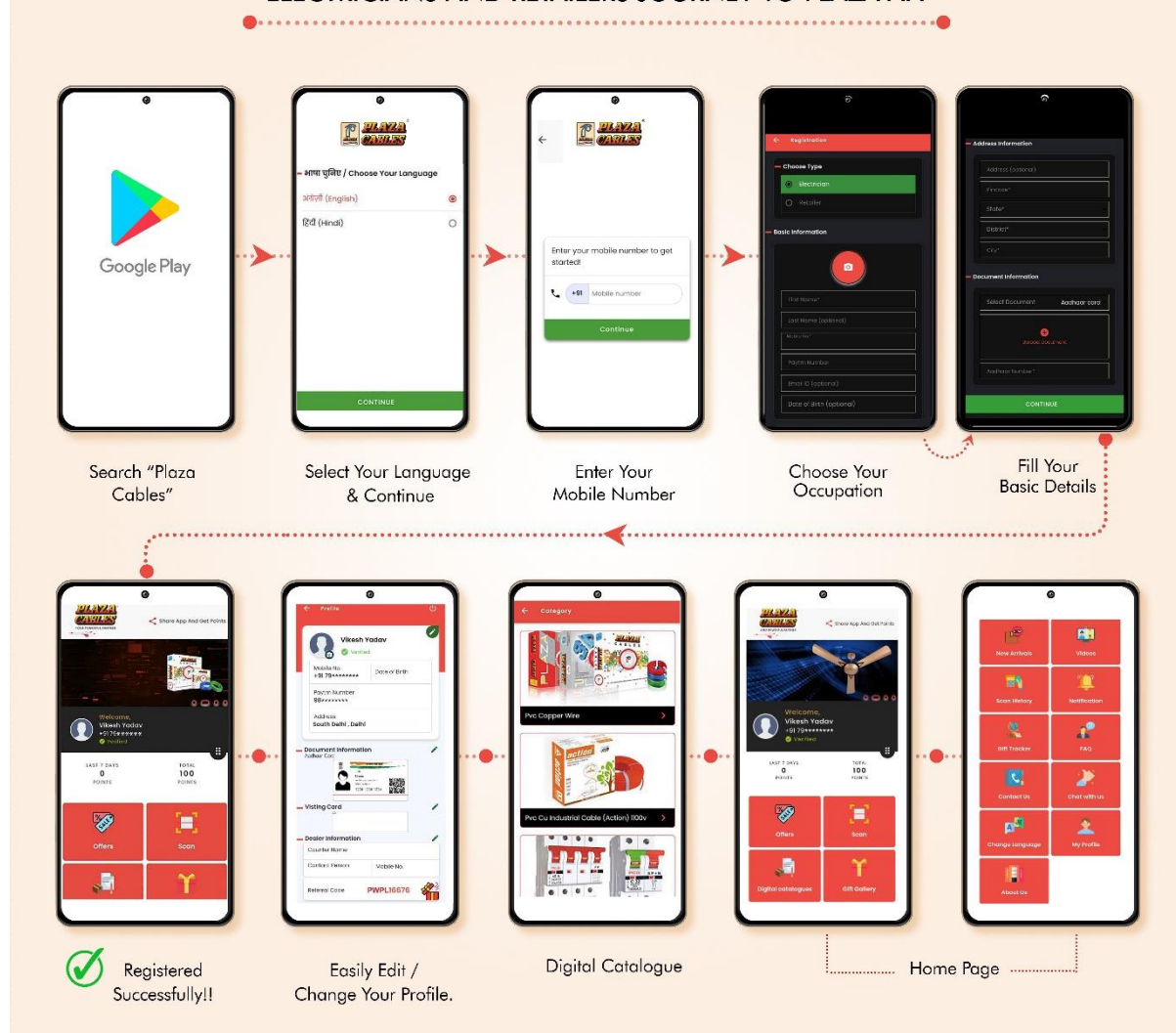
***Maintain and expand valued relationships with our dealers and distributors***

Over the period, our Company has built relationships with dealers and distributor across the segments through offering products matching to their requirements and specifications. This is the result of our continued efforts that we have been able to supply our products to the various industries such as telecom, IT, power, residential project, real estate, governments. We wish to further develop new relationships to expand our product offerings which would help us in improving our working capital management from existing levels and enhance our margins.

***To use technology to further optimise our sales & marketing operations***

The wire and cable industry is rapidly evolving, and we have mobile application technology driven loyalty program for our “Electricians & Retailers”. This mobile application for the electrician and retailers would enable the registered electrician and retailers to stay updated with all the products of our brand, with our digital catalogue. Through the application, the registered user will be updated of launch of new products, reward history, incentive/gift status etc. This application provides rewards and offers to the registered electricians & retailers among other benefits. These technological initiatives implemented by us will continue to assist in increasing efficiency and productivity. We assess that this will allow us to further increase our sales fill rate, reduce sales loss and thereby improving customer satisfaction and grow sales.

## ELECTRICIANS AND RETAILERS JOURNEY TO PLAZA APP



## Our Product Portfolio

Currently, we have product mix comprising, (i) Wires and Cables, (ii) FMEG products. The table below sets forth a breakdown of our total income for our various products for periods ended 31 March 2019, 31 March 2020, 31 March 2021 and for the nine-month period ended December 31, 2021.

(₹ in million)

Products	31-Mar-19		31-Mar-20		31-Mar-21		31 December, 2021*	
	Sales	% of Total Revenue from operations #	Sales	% of Total Revenue from operations #	Sales	% of Total Revenue from operations #	Sales	% of Total Revenue from operations #
<b>Wires and cables</b>								
Aluminium cable	103.36	6.35%	99.81	6.01%	89.57	5.97%	78.57	6.10%
Copper wire & cable	1407.77	86.51%	1383.22	83.34%	1223.27	81.53%	1108.69	86.09%
<b>Total</b>	<b>1511.13</b>	<b>92.86%</b>	<b>1483.04</b>	<b>89.35%</b>	<b>1312.84</b>	<b>87.50%</b>	<b>1187.26</b>	<b>92.19%</b>

Products	31-Mar-19		31-Mar-20		31-Mar-21		31 December, 2021*	
	Sales	% of Total Revenue from operations #	Sales	% of Total Revenue from operations #	Sales	% of Total Revenue from operations#	Sales	% of Total Revenue from operations#
								%
<b>FMEG Products</b>								
Fans and Appliances	33.18	2.04%	76.34	4.60%	55.70	3.71%	18.67	1.45%
MCBs and isolators	0.55	0.03%	-	0.00%	0.28	0.02%	5.38	0.42%
<b>Total</b>	<b>33.73</b>	<b>2.07%</b>	<b>76.34</b>	<b>4.60%</b>	<b>55.98</b>	<b>3.73%</b>	<b>24.05</b>	<b>1.87%</b>
PVC pipe	55.95	3.44%	38.07	2.29%	48.85	3.26%	31.65	2.46%
Tape	18.43	1.13%	15.40	0.93%	9.00	0.60%	8.03	0.62%
Others	8.09	0.50%	46.90	2.83%	73.76	4.92%	36.89	2.86%
<b>Total</b>	<b>82.48</b>	<b>5.07%</b>	<b>100.36</b>	<b>6.05%</b>	<b>131.61</b>	<b>8.77%</b>	<b>76.56</b>	<b>5.95%</b>

\*Not Annualised

#includes trade discounts offered to distributors and dealers as an incentive to achieve the desired target.

#### A. Wire & Cables

Our portfolio of wires and cables, varieties and applications are set out in the below table for reference:

Type of the Product	Description	Our Major Varieties	Application
Building cables	Our building wires are suitable to use where high flexibility is of prime importance. Our wires possess safety and fire performance standards which meets the stringent Product quality Regulations and are therefore sustainable	<ul style="list-style-type: none"> <li>Home Shield – Flexible Round Multistrand Single Core Unsheathed Flexible Industrial Cables.</li> <li>Extra Shield - Flexible Round -LSH Multistrand Single Core Unsheathed Flexible Industrial Cables.</li> <li>Ultra Shield - ZHFR (Zero Halogen Flame Retardant) Multistrand Single Core Unsheathed Flexible Industrial.</li> <li>Single &amp; Multicore round Flexible Industrial Cables.</li> </ul>	These wires can be used by control panel / switch board manufacturers, municipal bodies, electrical contractors, in hotels, schools, banks, hospitals, factories, commercial complexes, theatres. Ships, Aircrafts, Hi-tech offices, Chemicals and pharmaceuticals plants.
Power Cables	Power cables are used for power transmission and distribution systems (overhead, underground and submarine) in the power and other industries. The main structural components of power cables include conductor, insulation and sheath.	<ul style="list-style-type: none"> <li>LT XLPE/ PVC control Cables</li> <li>LT Power Cables upto 1.1kv grade</li> </ul>	Low voltage power cables are suitable for use on AC single phase per three phases (earthed or unearthed) systems for rated voltage up to 1.1 KV.
Communication	Communication Cables are	<ul style="list-style-type: none"> <li>CCTV Cables</li> </ul>	These cables can be

Cables	used to transmit data from one point to various network receivers also these cables are screened special cables used for noise free communication.	<ul style="list-style-type: none"> <li>• TV Dish Antenna and Co-Axial Cable</li> <li>• Telephone &amp; Switch Board Cable</li> <li>• Computer &amp; LAN Networking Cable</li> </ul>	used for CCTV Cameras, office network, dish TV, telephone, wiring for AC, Geyser.
Flexible single/Multi core cables	Flexible Round Industrial cables are made of bright annealed bare copper of highly Electrolytic Grade, with more than 100% conductivity conforming to ISI standard. These cables having properties of Flame retardant low smoke which protect the cables from fire.	<ul style="list-style-type: none"> <li>• Ultra-Flexible Flame Retardant Cables Up to 1100 V</li> <li>• Flame Retardant Cables upto 1100 V</li> <li>• Flame Retardant Low Smoke Cables Upto 1100 V</li> </ul>	These cables can be used for house wiring and industrial wiring such as for wiring in machines, power supplies, appliances, control panels.
Other cables	3 Core Flat PVC Submersible cables are made of Electrolytic Grade, bright annealed bare copper. Solar cables are used for connecting photovoltaic power supply systems	<ul style="list-style-type: none"> <li>• 3 Core Flat PVC Industrial cables for submersible Pumps &amp; Motors</li> <li>• Solar Cables</li> </ul>	Submersible pumps are used in deep wells. Solar cables can be used indoor and outdoor for flexible and fixed installation with high mechanical strength in extreme systems weather condition.

## B. FMEG

We market and sell, FMEG products comprising electric fans, water heaters, switches and switchgears, PVC insulated electrical tapes, PVC conduits pipe and accessories. We enter into arrangements with third-party manufacturers who manufacture our products based on our requirements. We select and evaluate these third-party manufacturers based on certain criteria including the quality of products produced, reputation and delivery standards.

### 1. Electric Fans

The following table sets forth certain electric fans that we sell:

Principal Products	Applications
Ceiling Fans	Homes, offices and restaurants
TPW	Offices, factories and bungalows
Exhaust fans	Kitchens, bathrooms and factories

### 2. Water Heaters

We offer heaters that are available in different models with capacities ranging up to 50 litre in different shapes and sizes, with application in residential and hotels / restaurants segments.

### 3. Switches and Switchgears

The following table sets forth details of certain switches and switchgears that we sell:

Principal Products	Applications
Miniature Circuit Breakers	Circuit breakers are used for voltage surge protection and safety purposes across both domestic and commercial applications. In the event of overload or a short-circuit, MCBs disconnects the load circuit.
Distribution Board	Distribution boards and a range of sockets and modular switches that are

	<p>available for varied range of wattages, voltages and amperage and with different breaking capacities.</p> <p>A DB is used to distribute electrical supply within the building. The main supply cable comes into the board and is then power distributed to the breakers and then to all the circuits. It usually houses all the circuit breakers and earth leakage breakers.</p>
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**4. PVC Insulated Electrical Tapes**

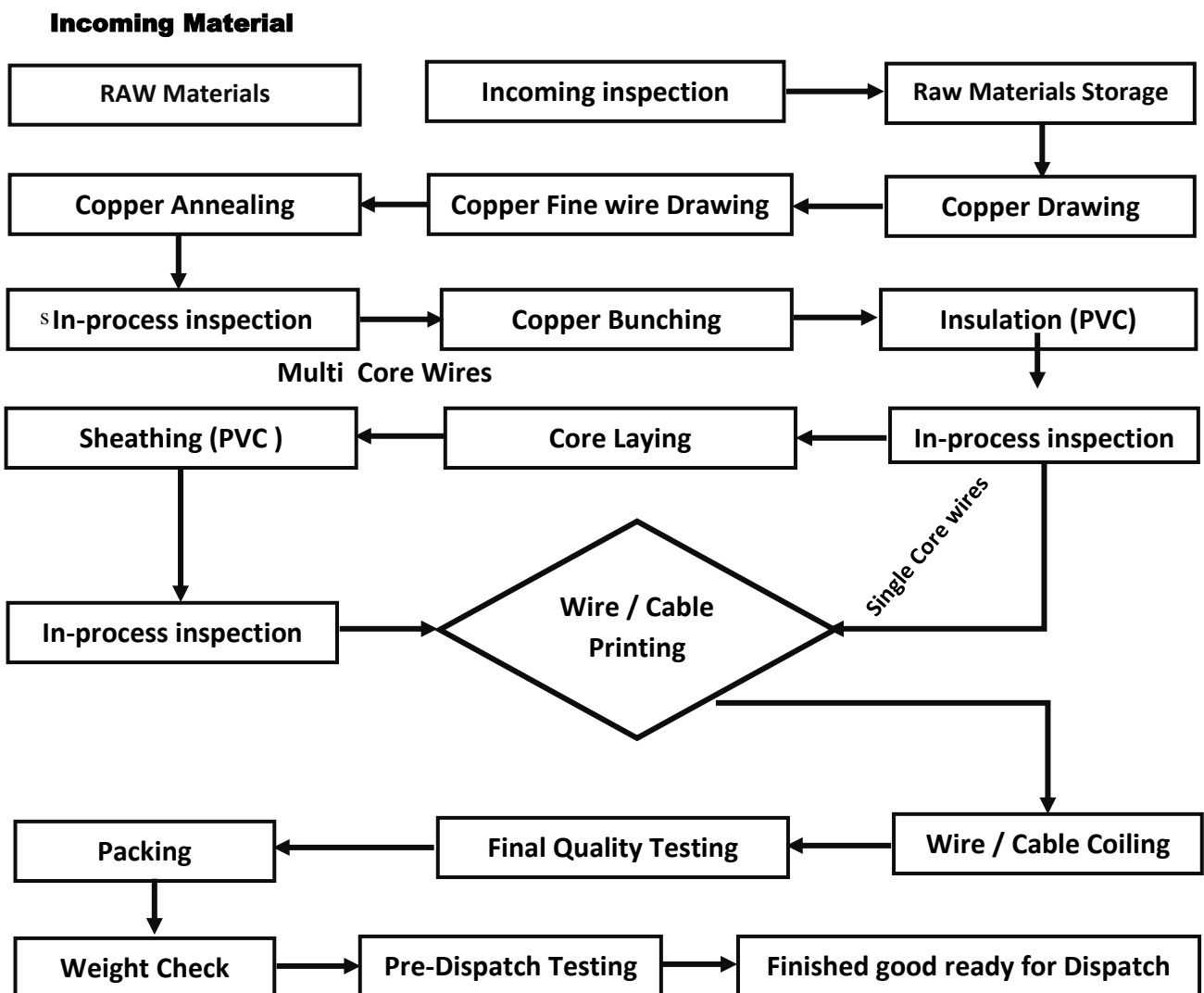
PVC insulated electrical tape is a safety tape for wires, used to cover and insulate a range of cables, wires and other materials that conduct electricity. Such tape is often referred to as insulating (or thermal insulation) tape, and its uses in workplace and home settings are widespread.

**5. PVC Conduit Pipe & Accessories**

We sell and market PVC conduit pipe & accessories which carry wires inside the wall and under the slab at the time of construction. They are typically used for concealed wiring, underground wiring and surface wiring. PVC accessories that we sell include bending springs, circular boxes, circular lids, couplers, deep circular boxes, fan boxes, inspection bends, inspection elbows, inspection tees, junction boxes, round tees, and space bar saddles.

*Our Manufacturing Process*

The diagram below sets forth manufacturing process of wires and cables up to 1.1 KV Grade:





#### **A. Wire Drawing**

The first step consists of reducing the diameter of the copper wire gradually to its final diameter. The copper arrives in large coils which are first pulled through drawing machines and stretched into wires during the drawing process. When the rods are forced through a die, the metal cross-section is also compressed in order to meet size and shape requirements set forth by our customers and as per BIS (Bureau of Indian Standards).

#### **B. Annealing**

During the process of drawing, wires become hard due to continuous heating and cooling effect. To achieve the flexibility of conductor, annealing process makes the wires soft by heating and natural cooling.

#### **C. Stranding/bunching**

Copper wires are stranded together to form the conductor in different shapes (circular compacted or sector shaped) as per BIS (Bureau of Indian Standards). By using compacting dies / shaping rollers, the air gaps between the wires reduces which improves the electrical conductivity and shape of the conductor after stranding process. The stranding and bunching process is done to add flexibility to the cable, which makes installation easier.

#### **D. Insulation**

It involves the placement of an insulating cover over the conductor to prevent current leakages. The insulating material such as PVC is coated with materials, to provide insulation. The material's insulation capacity and its thickness determine the cable's maximum service voltage.

#### **E. Online Spark Testing**

The insulated core is passed through an applied voltage & earth to check the defect in insulation during extrusion process.

#### **F. Laying Up**

The grouping of all different cores together to form cable in circular shape is known as laying up process

#### **G. Outer Sheathing**

A tough layer of PVC, with all required characteristics of fire retardant, fire retardant low smoke and other additive, is added during this final process of sheathing to protect finished cable from chemical, fire and anti- termite. All the details as per BIS and customer requirements printed or embossed over this final sheath.

#### **H. Cable Rewinding /Coiling**

All finished outer sheathed cable are placed to final cable rewinding as well as checking for the quality of product in to their standard drum length packing.

#### **I. Routine/ Acceptance Test and Type Test**

In-house routine tests are performed to check the integrity of finished cables as per customer/BIS requirement. Third party acceptance tests are performed by the customer representative before products are dispatched. Routine testing is carried out, where specified voltage is applied on the cable to ensure the voltage carrying capability of that cable.

#### **Our Existing Manufacturing Unit**

Our Existing Manufacturing Unit is situated at Khasra No. 923/56, 923/58, 874/49/1 Katha Baddi, District - Solan, Himachal Pradesh-173205, India located over 11513.37 square meters of land and one registered office in New Delhi. Our Existing Manufacturing Unit and registered office are accredited with ISO 9001:2015 (*Quality Management System*) and ISO 14001:2015 (*Environment Management System*) certifications. The location details of our Existing Manufacturing Unit and registered office are as under:

Address	Area (Sq. Mtr)	Leasehold/ Owned	Purpose
Khasra No. 923/56, 923/58, 874/49/1 Katha Baddi, District -Solan, Himachal Pradesh-173205	11513.37	Owned	Manufacturing unit
A-74 Okhla Industrial Area, Phase-2. New Delhi South Delhi-110001 India	5360.62	Owned	Registered office

#### Other properties:

In addition to our Existing Manufacturing Unit and registered office, we have 4 branch offices in Uttarakhand, Kerala, Rajasthan and Uttar Pradesh, 3 warehouses in Uttar Pradesh, Assam and Delhi and C&F agents in 3 states, viz. Punjab, Kerala and Maharashtra.

We further propose to set up the Proposed Manufacturing Unit at Khewat/ Khatuni no.99/102, and Khasra no.78/2, Kitat-(1), (Hadbast no.-197), Revenue Village, Damowala, Tehsil-Baddi, District-Solan, Himachal Pradesh, India. The Company has acquired land & building admeasuring to 7902.30 sq.mt. For further details, please refer to the chapter titled “*Objects of the Issue*”, beginning on page 78 of the Draft Red Herring Prospectus.

#### Procurement of Raw Materials

Our primary raw materials are copper rods and insulation materials such as PVC. When selecting suppliers, we take into consideration their reputation, product quality, price, reliability, delivery time and credit terms. This is done by the purchase department at the registered office. The raw material procured is tested at the factory before being taken into production and the accepted raw material is safely kept in the store at the Existing Manufacturing Unit.

Order taken from the dealers and distributors is approved by our purchase department and material is dispatched to the channel partner or retailers from our warehouse(s). In order to ensure, material is in stock, indent is placed by sales team at the start of the month and verified by the purchase department. Once the indent is verified, it is forwarded to the factory which then dispatches this material to the warehouses after production. In our C&F agent model, the sales team of our Company forwards the order to the C&F agent, and material is dispatched to the channel partner or retailers from our warehouse(s).

Our relationship with our customers and repeat business from them has also allowed us to develop relationship with various raw materials suppliers. The purchase price of our raw materials generally follows market prices. We usually do not enter into long-term supply contracts with any of our raw material suppliers.

#### Production Capacity and Capacity Utilization

Information relating to our production capacities and the historical capacity utilization of our Existing Manufacturing Unit included in this Draft Red Herring Prospectus is based on various assumptions and estimates of our management that have been taken into account by the Chartered Engineer, Parashar & Co dated March 29, 2022 in the calculation of our capacity. These assumptions and estimates include certain standard capacity calculation assumptions and estimates used in the wires and cable industry, including those relating to the period during which the Existing Manufacturing Unit operates in a year, availability of raw material, expected utilization levels, downtime resulting from scheduled maintenance activities, unscheduled breakdowns, as well as expected operational efficiencies. These assumptions and estimates may vary significantly from the assumptions or estimates taken into account by other wire and cables manufacturing companies in calculating the estimated annual installed capacities of their manufacturing facility. As such, undue reliance should not be placed on the estimated annual installed capacity information of our facility. Actual production levels and utilization rates may differ significantly from the estimated annual installed capacities or the historical capacity utilization information of our Existing Manufacturing Unit.

The following table sets forth the average estimated annual available capacity for our product categories in the relevant periods:

Description	Unit	March 31, 2019	March 31, 2020	March 31, 2021	December 31, 2021*
<b>Existing Unit</b>					
Days in Year	Days	365	365	365	365
Operating Days	Days	300	275	250	163
<b>Wire Unit</b>					
Installed Capacity	Coil PD	4000	4000	4000	4000
Annual Capacity	Coil PA	1200000	1100000	1000000	652000
Utilisation Level	%	99.53%	88.21%	95.95%	83.82%
Production	Coils	1194353	970339	959503	546486

**\*Not Annualised**

^ Capacity utilization has been calculated on the basis of actual production during the relevant fiscal year/ period divided by the aggregate installed capacity of the Existing Manufacturing Unit as at the end of the relevant fiscal year/ period. In the case of capacity utilization for the nine months ended December 31, 2021, the capacity utilization has been calculated by dividing the actual production for the period by 75% of the annualized installed capacity

The above information has been certified by Chartered Engineer, Parashar & Co. pursuant to certificate dated March 29, 2022.

### Quality Control

From start to end of the manufacturing process, measures are put in place to emphasise on quality and product safety. We have implemented internal procedures to ensure quality control at various stages of production, from procurement of raw material, production to inventory storage, to the packaging and shipping of products, our quality engineers are dedicated to ensure that each manufactured product adheres to our internal and external quality control standards and regulations. For our arrangement with third party manufactures, our engineers visit the facility and inspect the raw material and after the product is manufactured it is despatched to our Existing Manufacturing Unit for testing and quality check. Our Existing Manufacturing Unit and registered office are accredited with the following certifications:

- Certificate of Registration issued by AQC Middle East LLC for being in compliance with ISO 9001:2015 (Quality Management System) and ISO 14001:2015 (Environment Management System) for manufacturing and trading of PVC wires and cables, electric fans, water heaters and appliances. This certificate is valid till October 06, 2024.
- Certificate of Registration issued by Bureau of Indian Standards for being in compliance with IS 694:2010 for Quality Management Systems and product certification.
- Certificate of Compliance issued by UK Certification and Inspection Limited for being in compliance with RoHS Directive (2011/65/EU) of the European Parliament and Commission Decision.
- Certificate issued by QCL Certification Private Limited

For further details on quality certificates accreditations, please refer to chapter “Government and Other Statutory Approvals” beginning on page 271 of this DRHP.

### UTILITIES

#### Energy and water

Our manufacturing process requires uninterrupted supply of power and fuel for our Existing Manufacturing Unit. For Fiscals 2019, 2020 and 2021 and for the nine months period ended December 31, 2021 our electricity and water expenses were ₹15.37 million., ₹13.59 million, ₹10.46 million, and ₹7.65 million, constituting 0.97%, 0.85%, 0.72% and 0.60%, respectively, of our revenue from operations. We source most of our electricity requirements for our Existing Manufacturing Unit from state electricity board. To meet exigencies in case of power failure, we have also installed one D.G. set of 250 KVA at our Existing Manufacturing Unit. To meet drinking and sanitary water requirements at our Existing Manufacturing Unit, we utilise bore well and ground water supply. We utilise water supply from local authorities to meet water requirements for our registered office.

## Pricing

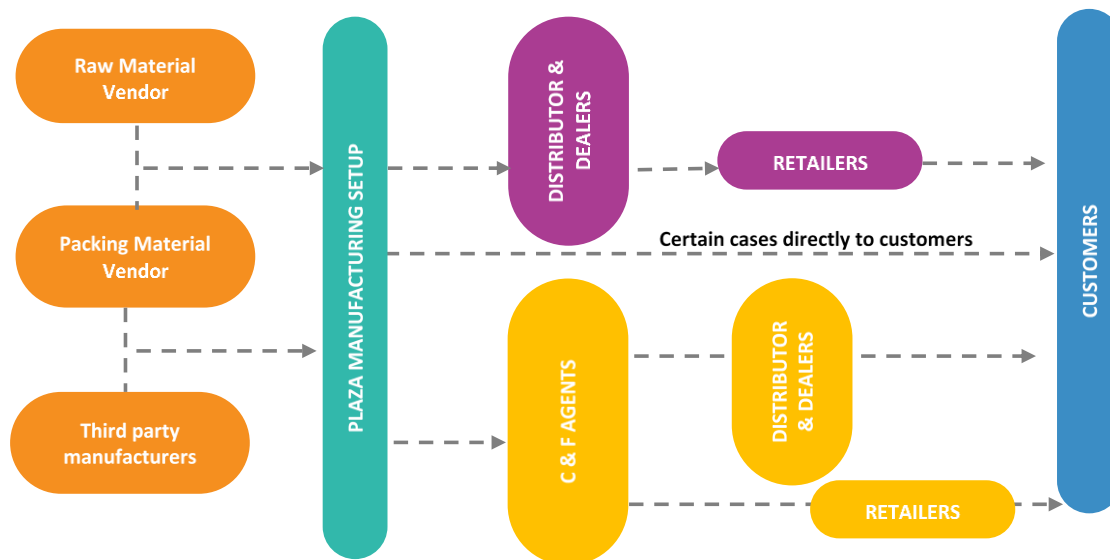
We determine the prices for our products based on various parameters, including market demand, transportation costs, raw materials costs, inventory levels, credit terms and sometimes it is fixed for particular customer/ dealers to maintain the relationship. Our sales and marketing team takes into consideration the margins of intermediaries at different stages, in accordance with market practice, and applicable taxes to arrive at the list price of our offerings.

## Logistics

Our suppliers directly deliver raw materials to our Existing Manufacturing Unit on freight on board (FOB) basis. We outsource the delivery of our products to either third-party logistics companies or as mutually decided with the dealer. Typically, our products are shipped to our branch offices, warehouses and C&F agents (for stock transfers), project sites or directly to our customers. In certain cases, our customers may directly pick up the goods at our own facilities. The nature of shipment depends upon the terms associated with the customer order. The mode of transportation for a particular shipment includes rail and road to deliver our products to our customers based on mutually agreed terms and conditions and on the urgency, size and value of the order.

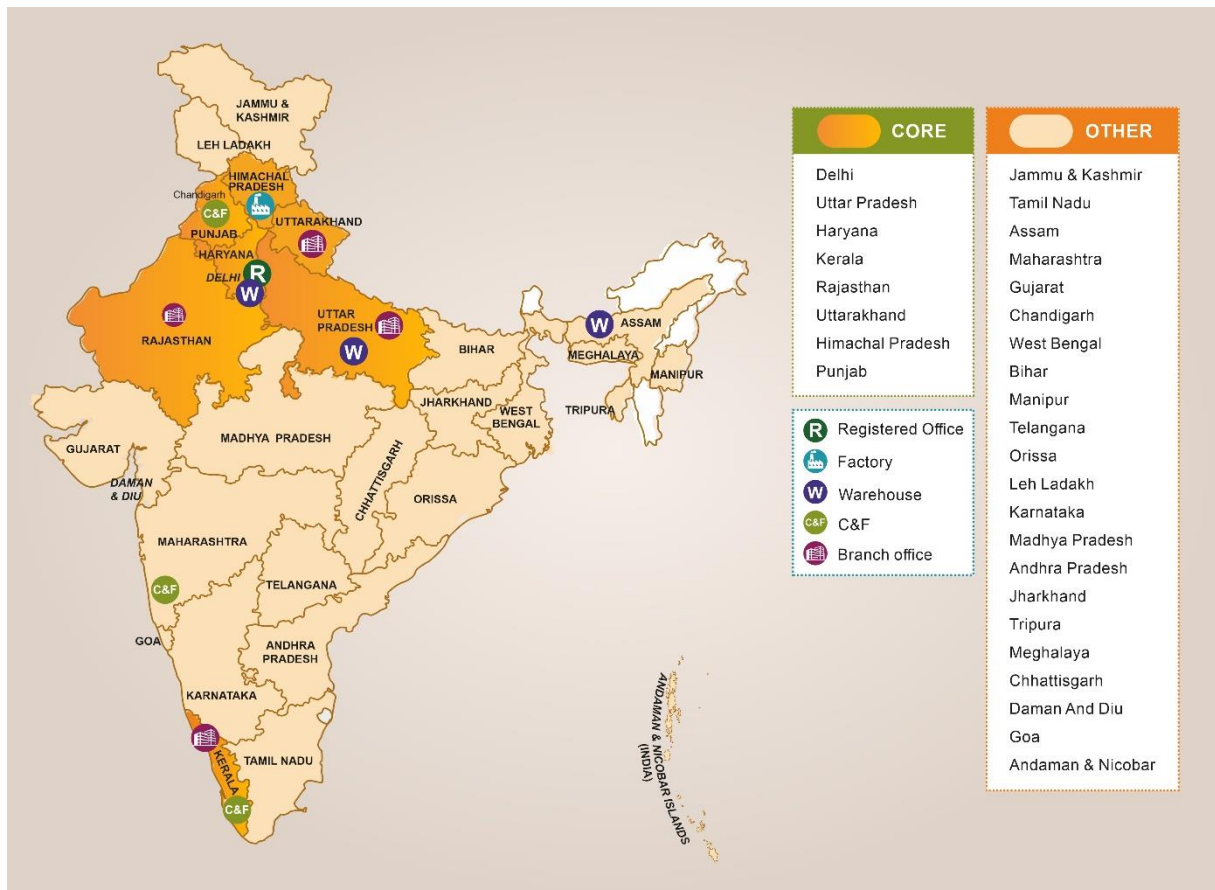
## Our Distribution Network

We ride on our distribution network for the distribution and sale of our products. As on the date of this DRHP, we have a total of 1108 authorised distributors and dealers. Primarily, we supply our products directly to the authorized dealers and distributors who in turn sell our products to retail outlets in India. We stock our products with C&F agents appointed for specific region who in turn despatch our products to distributors and dealers and retail outlets in and around that region. Further, we supply our products to our direct customers and government sector through direct sales. We do not enter into formal agreements with our dealers and supply our products to them based on purchase orders issued. However, we have maintained continuing relationships with most of our key dealers. As of December 31, 2021, our sales and marketing team includes 75 employees. The following chart describes our distribution network:



## Our Geographical Presence

The map below represents state-wise and union territories presence of our properties, dealers and distributors network and C&F agent network as on December 31, 2021 (based on the number of dealers and distributors we have billed):



The table below describes the geographical distribution-Zone wise of our dealers' network as on December 31, 2021 (based on the number of dealers and distributors we have billed):

East	136
West	106
North	447
Central	261
South	158
<b>Total</b>	<b>1108</b>

Our growing product portfolio, distribution network and varied branding initiatives enable us to further strengthen our relationship with our distributors and dealers. We consistently engage with our distributors as well as ultimate retailers to collect product feedback and insights on market trends to drive our product development initiatives.

### Marketing and Brand Building

The strategic planning of our marketing and brand building activities are important to drive our product growth. The importance of brand recognition may become greater as our competitors offer products similar to ours and as our competitors are large players of the industry. Creating and maintaining brand visibility and awareness is important to our business and accordingly we have invested in various marketing and advertising campaigns in the past and we plan to continue to do the same.

As part of our marketing strategy, we conduct Electrician Meets on a regular basis where electricians are assembled and benefits and features of our products are described. Through these meets we encourage them to use our products.

We regularly conduct distributors & dealers and retailer meets where we showcase our product range and give demonstrations of our products. We occasionally take our distributors & dealers for factory visits to give them confidence in our products and to enhance our brand value.

We routinely reach the end customer by advertising our products on TV Channels such as ABP News, Zee News, NDTV among others.

We spend resources on auto and bus branding in various districts to boost the popularity of our brand. For example, we designed the hood for a vast number of autos in Uttar Pradesh and decorated buses en route from various districts in Haryana.

We strategically invest in hoardings in order to increase customer awareness. For instance, we had put up hoardings on the Delhi-Chandigarh border recently.

We had launched a campaign whereby we install boards in Police Chowkis and giving out Police Barricades decorated with our branding. We also distribute writing pads, pens, t-shirts, calendars and diaries with our branding to architects, retailers, departmental officers and channel partners to promote the brand image and inspire loyalty in our customers.

We conduct various marketing activities such as Nukkad meets, architect visits, auto branding and hoardings etc. in order to touch the key players that influence the decision-making process of which product to buy. This is constantly worked upon by our in-house marketing team. Customer feedback is taken by our sales team and factory team in order to improve product quality and optimise costing while ensuring desired services are given to channel partners.

### **Inventory Management**

Our finished products and raw materials are mainly stored on-site at our Existing Manufacturing Unit. Further we stock finished goods at our branch offices and warehouse for regional inventory management. We produce finished products based on a combination of confirmed and expected orders.

### **Repair and maintenance**

We conduct regular repair and maintenance programs for our Existing Manufacturing Unit. Our machinery and electrical repair teams carry out, periodically, maintenance and repair of the plants and machinery on an as-needed basis.

### **Information technology**

We have developed a customised ERP based software named “FCA integral” which also provides mobile app support for inherent data conversion with simple user-interface. We trust that an appropriate information technology infrastructure is important in order to support the growth of our business. Our Existing Manufacturing Unit, registered office and branch offices are connected to our central IT network that facilitates monitoring of our operations and management of supply chain. Our IT infrastructure enables us to track procurement of raw materials, sale of finished goods, payments to vendors and receivables from customers.

## **COMPETITION**

The Indian wires & cables Industry is fragmented in nature. At the same time, the organised industry is led by large giants. The Indian wires & cables industry has been gradually moving from a largely unorganised sector comprising smaller regional players towards an organised sector owing to increasing technological and product complexities, growing marketing and branding activities by organised players. We compete with large organised companies as well as smaller regionally based competitors. Some of our competitors may have greater resources than those available to us. While product quality, brand value, distribution network, etc are key factors in customer decisions among competitors, however, price and quality are the deciding factor in most cases.

According to the Resurgent India Research Report, some of our competitors include Finolex Cables Ltd, KEI Industries Ltd, Havells India Ltd, KEC International Ltd, R R Kabel Ltd and V-Guard Industries Ltd and Polycab India Limited.

For details, see “Industry Overview” beginning on page 100.

## Human Resources

Our employees are critical in assisting us in maintaining our competitive position in the market. Our human resource policies focus on training and retaining our employees. The following table sets forth information on the number of our staff in various departments of our business as of December 31, 2021.

Functions	As on December 31, 2021
Sales & Marketing	75
Purchase & production	51
Stores & Dispatch	23
Finance & Accounts	14
HR & Admin	9
Service & Maintenance	5
Advertising Team	2
Quality & RD	4
Others (IT and Legal)	3
Total	186

In addition, we contract with third-party manpower for contract labour for certain jobs at our Existing Manufacturing Unit. The number of contract labourers varies from time to time based on the nature and extent of work.

## Health, Safety and Certifications

As a manufacturing company, our activities are subject to various legislation and regulations which govern, among others, air emissions, wastewater discharges, the handling, storage and disposal of hazardous substances and wastes, the remediation of contaminated sites, natural resource damages, and employee health and safety. For further details, refer to “Key Regulations and Policies in India” beginning on page 142. We continue to ensure compliance with applicable health and safety regulations and other requirements in our operations.

We consistently and continue to ensure compliance with applicable regulations and other requirements in our operations. In light of our quality standards, we have managed to obtain Certificate of Registration issued by AQC Middle East LLC for being in compliance with ISO 9001:2015(Quality Management System) and ISO 14001:2015 (Environment Management System) for manufacturing and trading of PVC wires and cables, electric fans, water heaters and appliances. Certificate of Registration issued by Bureau of Indian Standards for being in compliance with IS 694:2010 for Quality Management Systems. For further information, see “*Government and Other Statutory Approvals*” beginning on page 271.

## Insurance

Our operations are subject to various risks inherent in the wire and cable manufacturing industry. Consistent with customary industry practice, we have obtained insurance in order to manage the risk of losses from potentially harmful events, where the type of covers are including: (i)Marine Cargo Sales Turnover Policy (ii)Standard Fire and Special Perils Policy (iii)Burglary Floater and (iv)Employees’ State Insurance policy. These insurance policies are renewed periodically to ensure that the coverage is adequate.






Our policies are subject to standard limitations. Therefore, insurance might not necessarily cover all losses incurred by us and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of, our insurance policies. See “*Risk Factors – Our insurance policies do not cover all risks, specifically risks like product defect/liability risk, loss of profits and terrorism. In the event of the occurrence of such events, our insurance coverage may not adequately protect us against possible risk of loss.*” beginning on page 26 of this DRHP.

## Collaboration

As on date of this Draft Red herring Prospectus, our Company has not entered into any technical or financial collaboration agreements.

## Intellectual Property

As of the date of this Draft Red Herring Prospectus, our Company does not own any registered trademarks or copyrights. Further, we are using certain trademarks pursuant to certain assignment deeds, registered user agreements and a license agreement entered into with the Promoter, Chairman and Managing Director, Sanjay Gupta and some members of the Promoter Group. The details of trademarks are as given below:

Sr. Nos.	Trademark	Class	Description of Goods	Status before the Trade Mark Registry
A.	<b>Trademarks obtained on assignment basis</b>			
1.		9	PVC Insulated Wires and Cables.	Registered
2.	<b>PLAZA</b>	9	Insulated Electric Wires and Insulated Electric Cables.	Registered
B.	<b>Trademarks obtained on registered user basis</b>			
1.	<b>ACTION</b>	9	Electric Insulated Wires and Cables.	Registered
2.	<b>ACTION</b>	9	Wires and Cables.	Registered
3.		11	Installations for heating, steam generating, cooking, drying, ventilating.	Registered
4.		11	Installations for heating, steam generating, cooking, drying, ventilating.	Registered
C.	<b>Trademarks obtained on license basis</b>			
1.		9	PVC electric wires & cables, PVC conduit pipes, switches, sockets, chokes, electric flat iron main switches, change over switches, ceiling rose, D.P switch, extension cord, electric junction box and bend, miniature circuit breakers, L.C.B., E.L.C.B., distribution board, M.C.B boxes.	Unregistered
2.		17	PVC pipes, adhesive tapes and insulating tapes.	Unregistered

For further details, see “Government and Other Statutory Approvals” on page 271.



## **Corporate Social Responsibility**

Our Company has a corporate and social responsibility (“CSR”) committee consisting of our Board of Directors (the “CSR Committee”) comprising Mr. Sanjay Gupta, who is the Chairperson and Managing Director, Mr. Aditya Gupta, Whole Time Director and Mr. Abhishek Gupta, Whole-time Director, and which was reconstituted during a Board meeting on March 19,2022. Further, we also have a CSR policy which was approved by our Board on March 19,2022. The main objective of which is to lay down guidelines for our Company’s corporate social responsibility and make it a key business process for sustainable development. We intend to use our business to make a positive impact on society and enhance our image as a credible and reliable business partner. These CSR activities may include, amongst others, efforts to eradicate hunger, healthcare, poverty, promoting education, environment sustainability, and rural development, protection and development of arts, culture, human rights, and animal and social welfare.

The CSR Committee is responsible for (a) formulating and recommending the CSR Policy and expenditure to be incurred on the CSR projects for the Board’s approval, and (b) monitoring the various CSR projects and activities to ensure that they are undertaken in accordance with the CSR Policy. The CSR Policy provides that our Board shall endeavour that we spend at least 2% of the average net profits made during the immediately three preceding financial years on CSR activities.

For the nine months periods ended December 31, 2021, our CSR expenditure was million, ₹2.05 million.

## KEY REGULATIONS AND POLICIES IN INDIA

*In carrying on our business as described in the section titled “Our Business” beginning on page 123 of this Draft Red Herring Prospectus, our Company is regulated by the following legislations in India. The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. For details of Government Approvals obtained by the Company in compliance with these regulations, kindly refer to the chapter titled “Government and Other Statutory Approvals” beginning on page 271 of this Draft Red Herring Prospectus.*

Our Company is engaged in the business of manufacturing, marketing, and distribution of wires, and cable products under the brand “Plaza Cables” and FMEG products under the home brands “Action Wires” and “PCG”. Our business is governed by various central and state legislations that regulate the substantive and procedural aspects of our business. We are required to obtain and regularly renew certain licenses/ registrations and / or permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye-laws, acts and policies.

Given below is a brief description of the certain relevant legislations that are currently applicable to the business carried on by us:

### **A. INDUSTRYRELATED LEGISLATION**

#### **1. The Factories Act, 1948**

The Factories Act, 1948 (“Factories Act”) seeks to regulate labour employed in factories and makes provisions for the safety, health and welfare of the workers. An occupier of a factory under the Factories Act, means the person who has ultimate control over the affairs of the factory. The occupier or manager of the factory is required to obtain a registration for the factory. The Factories Act also requires inter alia the maintenance of various registers dealing with safety, labour standards, holidays and extent of child labour including their conditions. Further, notice of accident or dangerous occurrence in the factory is to be provided to the inspector by the manager of the factory.

#### **2. The Electrical Wires, Cables, Appliances and Protection Devices and Accessories (Quality Control) Order, 2003**

The Electrical Wires, Cables, Appliances and Protection Devices and Accessories (Quality Control) Order, 2003 (“Order”) prohibits the manufacture, storage for sale, sale and distribution of electrical wires, cables, appliances, protection devices (including low voltage switchgear and fuses) that do not conform to the standards specified in such order and that do not bear the standard mark issued by the Bureau of Indian Standards. The Order imposes a mandatory requirement on manufacturers to obtain a license for the use of the standard mark. The Central Government appoints an officer who is empowered to inspect any books, documents, search any premises, of any person or company engaged in manufacturing, storage, distribution and sale of electrical equipment, he can require such persons to furnish information and samples as the case may be and seize electrical equipment in contravention of the Order.

#### **3. Electricity Act, 2003**

The Electricity Act, 2003 (“Electricity Act”) was enacted to regulate the generation, transmission, distribution, trading and use of electricity by authorising a person to carry on the above acts either by availing a license or by seeking an exemption under the Electricity Act. Additionally, the Electricity Act states no person other than Central Transmission Utility or State Transmission Utility, or a licensee shall transmit or use electricity at a rate exceeding 250 watts and 100 volts in any street or place which is a factory within the meaning of the Factories Act, 1948 or a mine within the meaning of the Mines Act, 1952 or any place in which 100 or more persons are ordinarily likely to be assembled. An exception to the said rule is given by stating that the applicant shall apply by giving not less than 7 days’ notice in writing of his intention to the Electrical Inspector and to the District Magistrate or the Commissioner of Police as the

case may be, containing the particulars of electrical installation and plant, if any, the nature and purpose of supply of such electricity. The Electricity Act also lays down the requirement of mandatory use of meters to regulate the use of electricity and authorises the Commission so formed under the Electricity Act, to determine the tariff for such usage. The Electricity Act also authorises the State Government to grant subsidy to the consumers or class of consumers it deems fit from paying the standard tariff required to be paid.

## **B. EMPLOYEE AND LABOUR RELATED LEGISLATIONS:**

Our Company is governed by various legislations for the safety and protection of the labour and employees either working for or engaged by the Company. Our Company is required to ensure compliance of various labour and employment laws to conduct its business and projects. These include, but are not limited to the following:

- The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- The Employees' State Insurance Act, 1948;
- The Contract Labour (Regulation and Abolition) Act, 1970;
- The Public Liability Insurance Act, 1991;
- The Maternity Benefit Act, 1961;
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- The Equal Remuneration Act, 1976
- The Employee's Compensation Act, 1923;
- The Minimum Wages Act, 1948;
- The Payment of Wages Act, 1936;
- The Payment of Gratuity Act, 1972; and
- The Payment of Bonus Act, 1965.

The Code on Wages, 2019 (enacted by the parliament of India and assented to by the President of India on August 8, 2019) will come into force on such date as may be notified in the official gazette by the Central Government and different date may be appointed for different provisions of the Code on Wages, 2019. Once effective, it will subsume the Equal Remuneration Act, 1976, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Payment of Wages Act, 1936.

The Code on Social Security, 2020 (enacted by the Parliament of India and assented to by the President of India on September 28, 2020) will come into force on such date as may be notified in the official gazette by the Central Government and different date may be appointed for different provisions of the Code on Social Security, 2020. Once effective, it will subsume, inter alia, the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972.

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government.

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act") provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other

unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to ₹50,000/-

### **C. SHOPS AND COMMERCIAL ESTABLISHMENTS LEGISLATION:**

The Company is governed by various shops and establishments legislations, as applicable in the States where its branch offices are located. The Company has its registered office at Delhi and branch offices/warehouses at various locations in Delhi, Himachal Pradesh, Punjab, Uttarakhand, Rajasthan, Kerala, Uttar Pradesh, Assam and Maharashtra. These regulations regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health, and safety measures, and wages for overtime work. These establishments of the company will be governed by the acts, rules, and regulations of the respective states.

### **D. TAX RELATED LAWS:**

#### **1. Income-tax Act, 1961**

Income-tax Act, 1961 ("**Income-tax Act**") is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its 'Residential Status' and 'Type of Income' involved. Every assessee, under the Income-tax Act, which includes a company, is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax and like.

#### **2. Central Goods and Services Tax Act, 2017**

The Central Goods and Services Tax Act, 2017 ("**CGST Act**") regulates the levy and collection of tax on the intra- State supply of goods and services by the Central Government or State Governments. The CGST Act amalgamates a large number of Central and State taxes into a single tax. The CGST Act mandates every supplier providing the goods or services to be registered within the State or Union Territory it falls under, within 30 days from the day on which he becomes liable for such registration. Such registrations can be amended, as well as cancelled by the proper office on receipt of application by the registered person or his legal heirs. There would be four tax rates namely 5%, 12%, 18% and 28%. The rates of GST applied are subject to variations based on the goods or services.

#### **3. Integrated Goods and Services Tax Act, 2017**

Integrated Goods and Services Tax Act, 2017 ("**IGST Act**") is a Central Act enacted to levy tax on the supply of any goods and/ or services in the course of inter-State trade or commerce. IGST is levied and collected by Centre on interstate supplies. The IGST Act sets out the rules for determination of the place of supply of goods. Where the supply involves movement of goods, the place of supply shall be the location of goods at the time at which the movement of goods terminates for delivery to the recipient. The IGST Act also provides for determination of place of supply of service where both supplier and recipient are located in India or where supplier or recipient is located outside India. The provisions relating to assessment, audit, valuation, time of supply, invoice, accounts, records, adjudication, appeal etc. given under the CGST Act are applicable to IGST Act.

Further, the Company is also governed by various State Goods and Service Tax statutes for levy and collection of tax on intra-State supply of goods and services or both which are as follows:

- i. Assam Goods and Services Act, 2017;
- ii. Delhi Goods and Services Act, 2017;
- iii. Himachal Pradesh Goods and Services Act, 2017;
- iv. Kerala Goods and Services Act, 2017;
- v. Maharashtra Goods and Services Act, 2017;

- vi. Rajasthan Goods and Services Act, 2017;
- vii. Uttarakhand Goods and Services Act, 2017;
- viii. Uttar Pradesh Goods and Services Act, 2017.

#### **4. The Customs Act, 1962 and the Customs Tariff Act, 1975**

The provisions of the Customs Act, 1962 and Rules made there under are applicable at the time of import of goods into India from a place outside India or at the time of export of goods out of India to a place outside India. Any company requiring to import or export any goods is required to get itself registered under this Act and obtain an Importer Exporter Code number. The Customs Tariff Act, 1975 provides the rates at which duties of customs will be levied under the Customs Act, 1962.

#### **5. Professional Tax**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

### **E. INTELLECTUAL PROPERTY LAWS**

#### **1. The Trademarks Act, 1999**

Under the Trademarks Act, 1999 ("**Trademarks Act**"), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A 'mark' may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The trademark, once applied for and which is accepted by the Registrar of Trademarks ("**the Registrar**"), is to be advertised in the trademarks journal by the Registrar. Oppositions, if any, are invited and, after satisfactory adjudications of the same, a certificate of registration is issued by the Registrar. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

#### **2. The Copyright Act, 1957**

The Copyright Act, 1957 ("**Copyright Act**") grants protection to the authors of literary, artistic, dramatic, musical, photographic, cinematographic or sound recording works from unauthorized uses. Various rights including ownership and economic rights are conferred on the author. These include the right to reproduce the work in any form, issue copies to the public, perform it, and offer for sale and hire. The penalty for general infringement of copyright is imprisonment of maximum 3 (three) years and a fine of up to ₹0.2 million.

**F. OTHER APPLICABLE LAWS:**

**The Companies Act, 2013**

The Companies Act, 2013 (“**Companies Act**”) deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning, and winding up of companies. The Companies Act prescribes regulatory mechanism regarding all relevant aspects, including organizational, financial, and managerial aspects of companies. It deals with issue, allotment and transfer of securities and various aspects relating to company management. It provides for standard of disclosure in public issues of capital, particularly in the fields of company management and projects, information about other listed companies under the same management, and management perception of risk factors.

**1. The Consumer Protection Act, 1986**

The Consumer Protection Act, 1986 (“**Consumer Protection Act**”) was enacted to provide speedy and simple redressal to consumer disputes through quasi-judicial machinery set up at district, state and national level. The provisions of the Consumer Protection Act cover products as well as services.

**2. The Transfer of Property Act, 1882**

The Transfer of Property, 1882 (“**T.P. Act**”) including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the T.P. Act. The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter.

The T.P. Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

- Sale: The transfer of ownership in property for a price, paid or promised to be paid.
- Mortgage: The transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The T.P. Act recognises several forms of mortgages over a property.
- Charges: Transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e. g. decree of the court attaching to specified immovable property, or by an act of the parties.
- Leases: The transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.
- Leave and License: The transfer of a right to do something upon immovable property without creating interest in the property.

Further, it may be noted that with regards to the transfer of any interest in a property, the transferor transfers such interest, including any incidents, in the property which he is capable of passing and under the law, he cannot transfer a better title than he himself possesses.

**3. The Sale of Goods Act, 1930**

The Indian Sale of Goods Act, 1930 provides for the setting up of contracts where the seller transfers or agrees to transfer the title (ownership) in the goods to the buyer for consideration. It is applicable all over India. Under the act, goods sold from owner to buyer must be sold for a certain price and at a given period of time.

#### **4. The Registration Act, 1908**

The Registration Act, 1908 (“**Registration Act**”) was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

#### **5. The Indian Contract Act, 1872**

The Indian Contract Act, 1872 (“**Contract Act**”) lays down the essentials of a valid contract, it provides a framework of rules and regulations that govern the validity, execution and performance of a contract and codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

#### **6. The Specific Relief Act, 1963**

The Specific Relief Act, 1963 (“**Specific Relief Act**”) is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Specific Relief Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance’ means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

#### **7. Competition Act, 2002**

The Competition Act, 2002 (“**Competition Act**”) aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India (“**Competition Commission**”) which became operational from May 20, 2009, has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising, or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

#### **8. Legislations pertaining to Stamp Duty**

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 (“**Stamp Act**”) which is enacted by the Central Government. All others instruments are required to be stamped, as per the rates prescribed by the respective State Governments in the respective schedules of the respective legislations pertaining to stamp duty as applicable in the State. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one State to another. Certain State in India have enacted their own legislation in relation to stamp duty while the other State have adopted and amended the Stamp Act, as per the rates applicable in the State. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act. Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from State to State.

## **9. Legal Metrology Act, 2009**

The Legal Metrology Act replaces the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The Legal Metrology Act inter-alia requires any person who manufactures, repairs or sells, or offers, exposes or possesses for repair or sale, any weight or measure, to obtain a license issued by the Controller of Legal Metrology. It has been clarified that no license to repair is required by a manufacturer for repair of his own weight or measure in a State other than the State of manufacture of the same. The Legal Metrology Act inter-alia provides that any person who is required to obtain a license under the Legal Metrology Act or the rules made thereunder, repairs or sells, or offers, exposes or possesses for repair or sale, any weight or measure, without being in possession of a valid license, will be punished in the first instance with fine and for a subsequent offence, with imprisonment and/or fine.

## **G. ENVIRONMENTAL LAWS**

### **1. The Environment Protection Act, 1986 and Environment (Protection) Rules, 1986**

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for co-ordination of the activities of various Central and State authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exists among water, air and land, and human beings and other living creatures such as plants, micro-organisms and property. Further, the Ministry of Environment and Forests looks into Environment Impact Assessment. The Ministry receives proposals for expansion, modernization and setting up of projects and the impact which such projects would have on the environment which is assessed by the Ministry in detail before granting clearances for such proposed projects.

### **2. The Water (Prevention and Control of Pollution) Act, 1974 ("the Water Act")**

The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State Pollution Control Board ("State PCB"). The Water Act also provides that the consent of the State PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage or effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

### **3. The Air (Prevention and Control of Pollution) Act, 1981 ("the Air Act")**

The Air Act requires that any individual, industry or institution responsible for emitting smoke or gases by way of use of fuel or chemical reactions must apply in a prescribed form and obtain consent from the State PCB prior to commencing any activity. The consent may contain conditions relating to specifications of pollution control equipment to be installed. Within a period of four months after the receipt of the application for consent the State PCB shall, by order in writing and for reasons to be recorded in the order, grant the consent applied for subject to such conditions and for such period as may be specified in the order, or refuse consent. The Air Act prescribes penalties for contravention in terms of fine, imprisonment or both.

## **H. REGULATIONS REGARDING FOREIGN INVESTMENT**

### **Foreign Exchange Management Act, 1999**

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999 ("FEMA"), as amended, along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, The Department for Promotion of Industry and Internal Trade ("DPIIT"), Ministry of Commerce and Industry has issued the Consolidated FDI Policy which consolidates the policy framework on Foreign Direct Investment ("FDI Policy"), with effect from October 15, 2020. The FDI Policy consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till October 15, 2020.

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



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 Regulations has now been entrusted to the concerned Administrative Ministries/Departments. FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where FDI is allowed on an automatic basis without the approval of the Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where Government approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company.

The Company is engaged in the activity of manufacturing, marketing, and distribution of cables. The FDI Policy issued by the DIPP permits foreign investment upto 100% in the manufacturing sector under the automatic route. No approvals of the Administrative Ministries/Departments or the RBI are required for such allotment of equity Shares under this Issue. The Company will be required to make certain filings with the RBI after the completion of the Issue.

## HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated as ‘Navratna Wires Private Limited’ as a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated August 23, 2006 issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Pursuant to a special resolution passed by the shareholders of our Company at the extra-ordinary general meeting held on October 10, 2007, the name of our Company was changed to Plaza General Cable Wire Private Limited and a fresh certificate of incorporation dated October 26, 2007 was issued to our Company by the Registrar of Companies, Delhi. Subsequently, the name of our Company was changed to ‘Plaza Wires Private Limited’, and a fresh Certificate of Incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana on February 06, 2009. Thereafter, our Company was converted to a public limited company, pursuant to a special resolution passed by our shareholders in the extra-ordinary general meeting held on December 29, 2021 and the name of our Company was changed to ‘Plaza Wires Limited’ and a fresh certificate of incorporation dated March 10, 2022 was issued to our Company by the Registrar of Companies, Delhi. The CIN of our Company is U31300DL2006PLC152344

### Corporate Profile of our Company

For information on our Company’s business profile, activities, services, managerial competence, and customers, please refer to chapters titled “*Our Management*”, “*Our Business*” and “*Industry Overview*” beginning on pages 123 and 100, respectively of this DRHP.

### Changes in Registered Office

The registered office of our Company is situated at A-74 Okhla Industrial Area, Phase-2 New Delhi South Delhi DL 110020.

Except as disclosed below, there has been no change in the registered office of our Company since the date of our incorporation:

Date of Resolution	Details of Registered Office	Reason for change
At incorporation	E-514 Greater Kailash II, New Delhi 110048	-
Board Resolution dated April 9, 2007	Change in address from E-514 Greater Kailash II, New Delhi 110048 to Plot No. F-2, Block B-1, II Floor, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi – 110044 with effect from April 9, 2007.	Operational Convenience
Board Resolution dated September 1, 2009	Change in address from Plot No. F-2, Block B-1, 2 <sup>nd</sup> Floor, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044 to 1553, 1st Floor, Bhagirath Place, Chandni Chowk, New Delhi:110052 with effect from September 1, 2009.	Operational Convenience
Board Resolution dated March 1, 2014	Change in address from 1553, 1st floor, Bhagirath place, Chandni Chowk, New Delhi: 110052 to K-444, Burari, Delhi 110084 with effect from March 1, 2014.	Office premises were sold
Board Resolution dated December 16, 2019	Change in address from K-444, Burari- North Delhi- Delhi-110084 To A-74, Okhla Industrial Area Phase-2, New Delhi, South Delhi DL 110020.	Operational Convenience

### Major events and milestones in the History of our Company

Year	Milestone
2006	Incorporation of our Company with the name “Navratna Wires Private Limited”
2009	Ventured into the marketing and sales of Aluminium Cables through third-party manufacturers under our home brand ‘Plaza Cables’.  Purchase of land, building, plant & machinery and other misc. fixed assets from Sonia Gupta, then partner of Plaza Electrical Industries for consideration other than cash.

Year	Milestone
2011	Ventured into the marketing and sales of PVC Conduit Pipes and Accessories through third-party manufacturers under our home brand 'PCG'.
2010	Ventured into the marketing and sales of PVC Insulated Tapes for the retail market through third-party manufacturers under our home brand 'PCG'.
2016	Our Company expanded its operations by entering the market in southern India having started with Kerala expanding to Tamil Nadu and Karnataka.
2017	Launch of the 3D Wires which have triple layer bunching and triple coating of PVC.
2018	Ventured into the marketing and sales of ceiling fans, ventilation fans, TPW fans, exhaust fans and farrata fans through third-party manufacturers under our home brand 'Plaza Cables'.
2021	Our Company launched miniature circuit breakers and distribution boards. It also a new type of economical wire under the brand viz. "Action Wires" to fill the gap for a quality product at an economical price.

#### Awards, Achievement, Recognition and Certification

Year	Milestone
2020	Recognized as amongst the "10 Most Promising Electrical Cable Manufacturers" by the Industrial Outlook Magazine.
2021	Awarded the Time2Leap award in the product category of "Quality Products - Electrical Cables" by Summentor Pro.

#### Main Objects of our Company

The main objects as contained in the Memorandum of Association are as follows:

- To carry on the business or profession of manufacturing, marketing, distribution and sales of low voltage, single core, copper, PVC insulated building wire and any other wire product, for domestic usage or otherwise.*
- To do the business of cable and wire drawers, and manufacturers of wires of all ferrous and non-ferrous metals and their compounds, including PVC compounds and plastic materials made from any matter or substance and to cover these wires wherever necessary with rubber, plastic or any other non-conducting material, and to deal in all types of machinery, plant, tools jigs and fixtures or apparatus and things required for or capable of being used in connection with the manufactures of the above or related businesses. Also, to represent work and act as consultants, advisers, engineers, foundry men or work on commission basis for the above or related businesses.*

#### Amendments to our Memorandum of Association

The following changes have been incorporated in the Memorandum of Association of our Company, after approval of our shareholders, in the last ten years preceding the date of this Draft Red Herring Prospectus:

Sr. No.	Date of Shareholder's Approval	AGM/ EGM	Particulars of change/amendment
1.	November 19, 2007	EGM	Clause V of the Memorandum of Association of our Company was amended to reflect the consolidation of the share capital of 20,000 equity shares of ₹ 10 each of the Company, into 2,000 equity shares of ₹ 100/- each.
2.	March 16, 2009	EGM	Clause V of the Memorandum of Association of our Company was amended to reflect increase in the authorized share capital of our Company from Rs 1,99,00,000 divided into 1,99,000 shares of face value of ₹ 100/- each to Rs 4,50,00,000 divided into 4,50,000 Shares of face value of ₹ 100/- each, ranking pari passu with the equity shares.
3.	January 10, 2020	EGM	Clause V of the Memorandum of Association of our Company was amended to reflect the sub-division of the share capital of our Company from 4,50,000 equity shares of face value of ₹100/- each

Sr. No.	Date of Shareholder's Approval	AGM/ EGM	Particulars of change/amendment
			into 45,00,000 equity shares of face value of ₹10/- each.
4.	December 29, 2021	EGM	<p>Clause I of the Memorandum of Association of our Company was amended to reflect the change in name of our Company from "Plaza Wires Private Limited" to "Plaza Wires Limited".</p> <p>Adoption of a new set of Memorandum of Association in line with the applicable provisions of Companies Act, 2013, and the rules.</p> <p>The existing heading of Clause 3 (B) "The Objects Incidental Or Ancillary To The Attainment Of The Main Objects" was substituted with "Matters Which Are Necessary For Furtherance Of The Objects Specified In Clause 3(A) Are:"</p> <p>Clause 3 (B) being the objects incidental or ancillary to the attainment of the main objects of the Memorandum of Association was amended by substituting the existing Sub-clause 20 with the following clause:</p> <p>"20. Subject to the provisions of Sections 179, 73 and 76 of the Companies Act, 2013 and the Regulations made thereunder and as per directives of the Reserve Bank of India, to borrow or raise or secure the payments of money or to receive money, other than public deposits, on deposit at interest for any of the purposes of the Company and at such time or times and in such manner as may be thought fit in particular by the issue of debentures or debenture-stock, perpetual or otherwise including debentures or debenture stock convertible into shares of this or another company or perpetual annuities and as security for any such money so borrowed, raised or received or of any such debentures or debenture-stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company present or future including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase redeem or pay off any securities. PROVIDED that, the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949."</p> <p>Clause 3 (B) being the objects incidental or ancillary to the attainment of the main objects of the Memorandum of Association was amended by substituting the existing Sub-clause 26 with the following clause:</p> <p>"26. Subject to the provisions of the Companies Act, 2013, to sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company"</p> <p>Clause 3 (B) being the objects incidental or ancillary to the attainment of the main objects of the Memorandum of Association was amended by substituting the existing Sub-clause 27 with the following clause:</p> <p>"To distribute any of the property of the Company or any proceeds of sale or disposal of any property in specie or kind among the members, subject to the provisions of the Companies Act, 2013, in the event of winding up of the Company".</p> <p>Clause 3 (B) being the objects incidental or ancillary to the attainment of the main objects of the Memorandum of Association was amended by substituting the existing Sub-clause 31 with the</p>

Sr. No.	Date of Shareholder's Approval	AGM/ EGM	Particulars of change/amendment
			<p>following clause:</p> <p>“31. Subject to the provisions of section 182 of the Act, to subscribe, contribute, gift or donate any moneys, rights or assets for any national, educational, religious, charitable, scientific, public, general or useful object or to make gifts or donations of moneys or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associates, funds, university colleges or any individual, body of individuals, or bodies corporate.”</p> <p>The existing Sub Clauses 34 to 48 of Clause 3 (C) of the Memorandum of Association were merged into Clause 3 (B) of the Memorandum of Association and the said Clause 3 (B) being the objects incidental or ancillary to the attainment of the main objects of the Memorandum of Association was altered by inserting the Sub Clauses 34 to 48 of Clause 3 (C) of the Memorandum of Association.</p> <p>Heading of Clause 3 (C) being the other objects not included in (A) and (B) of the Memorandum of Association was deleted.</p>
5.	December 29, 2021		Clause V of the Memorandum of Association of our Company was amended to reflect the increase in the Authorized Share Capital of the Company from Rs 4,50,00,000/- divided into 45,00,000 equity shares of face value of ₹10/- each to ₹ 20,00,00,000/- divided into 2,00,00,000 equity shares of ₹ 10/- each.
6.	March 11, 2022		Clause V of the Memorandum of Association of our Company was amended to reflect the increase in the Authorized Share Capital of the Company from ₹ 20,00,00,000/- divided into 2,00,00,000 equity shares of face value of ₹10/- each to ₹ 50,00,00,000/- divided into 5,00,00,000 equity shares of ₹ 10/- each

#### **Time and cost over-runs in setting up projects and certain other adverse remarks**

As on the date of this DRHP, there have been no time and cost overruns in any of the projects or business operations undertaken by our Company.

#### **Material Acquisition or disinvestments of Businesses / Undertakings**

Our Company has not made any material acquisition or disinvestments of businesses / undertakings in the last 10 (ten) years.

#### **Details of Merger/Amalgamation**

There has been no merger/amalgamation pertaining to our Company in the last 10 (ten) years.

#### **Revaluation of assets**

Our Company has not revalued its assets in the last 10 (ten) years.

#### **Defaults or Rescheduling of Borrowings with Financial Institutions/Banks**

There have been no defaults that have been called or rescheduling/restructuring of borrowings by any financial institution or bank in relation to borrowings availed by our Company.

#### **Launch of key products or services, entry into new geographies or exit from existing markets**

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, see “*Our Business*” and “*Major events and milestones in the History of our Company*” beginning on pages 123 and 150.

**Our Holding Company**

We do not have any holding company as on the date of the DRHP.

**Our Subsidiary**

We do not have any subsidiary as on the date of the DRHP.

**Joint Ventures of our Company**

We have not entered in any joint ventures. as on the date of the DRHP.

**Significant financial or strategic partnerships**

Our Company does not have any significant financial or strategic partners as on the date of the DRHP.

**Capacity/facility creation, location of plants**

For details pertaining to capacity/ facility creation, location of plants, please see the chapter titled “*Our Business*” beginning on page 123 of this DRHP.

**Shareholders Agreement and Other Agreements**

As on the date of this DRHP, our Company has not entered into any Shareholders Agreements.

**Agreements with Key Managerial Personnel or a Director or Promoters or any other employee of the Company**

There are no agreements entered into by key managerial personnel or a Director or Promoters or any other employee of the Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

**Key terms of other subsisting material agreements**

Our Company has not entered into any other subsisting material agreements including with strategic partners, joint venture partners, and/or financial partners other than in the ordinary course of business of our Company.

## OUR MANAGEMENT

The Articles of Association require our Board to have at least 3 (three) Directors and not more than 15 (fifteen) Directors. As on the date of this DRHP, our Board comprises of eight Directors, including four Independent Directors. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act 2013 and the SEBI Listing Regulations.

The following table sets forth details regarding our Board of Directors as on the date of filing of this DRHP with SEBI:

### Board of Directors

Sr. No.	Name, DIN, Designation, Period of Directorship, Term, Date of Birth, Age, Nationality, Address, Occupation	Other Directorships
1.	<p><b>Mr. Sanjay Gupta</b>  <b>DIN:</b> 00202273  <b>Designation:</b> Chairman and Managing Director  <b>Term:</b> For a period of 5 years from March 10, 2022 to March 9, 2027  <b>Period of Directorship:</b> Since March 12, 2008  <b>Address:</b> Plaza Farm, K-736, Gadaipur Mandi Road, Mehrauli, Delhi, 110030.  <b>Occupation:</b> Business  <b>Date of Birth:</b> July 03, 1967  <b>Nationality:</b> Indian  <b>Age:</b> 54 years</p>	<p>1. Plaza Cable Electric Private Limited.  2. Plaza Wires and Electricals Private Limited.  3. Plaza Power Solutions Private Limited.  4. Plaza Projects Limited.  5. Plaza Lamp and Tubes Limited.  6. PHD Chamber of Commerce and Industry.</p>
2.	<p><b>Mrs. Sonia Gupta</b>  <b>DIN:</b> 02186662  <b>Designation:</b> Whole-time Director  <b>Term:</b> For a period of 5 years from March 10, 2022 to March 9, 2027  <b>Period of Directorship:</b> Since March 12, 2008  <b>Address:</b> Plaza Farm, K-736, Gadaipur Mandi Road, Mehrauli, Delhi, 110030.  <b>Occupation:</b> Business  <b>Date of Birth:</b> March 1, 1969  <b>Nationality:</b> Indian  <b>Age:</b> 53Years</p>	<p>1. Plaza Cable Electric Private Limited.  2. Plaza Wires and Electricals Private Limited.  3. Plaza Projects Limited.  4. Plaza Lamp and Tubes Limited.  5. Plaza Netcom Private Limited.  6. Action Cables India Private Limited.</p>
3.	<p><b>Mr. Aditya Gupta</b>  <b>DIN:</b> 07625118  <b>Designation:</b> Whole-time Director  <b>Term:</b> For a period of 5 years from March 10, 2022 to March 9, 2027  <b>Period of Directorship:</b> Since March 10, 2022</p>	<p>1. Plaza Cable Electric Private Limited.  2. Plaza Projects Limited.  3. Plaza Lamp and Tubes Limited.  4. Plaza Netcom Private</p>

Sr. No.	Name, DIN, Designation, Period of Directorship, Term, Date of Birth, Age, Nationality, Address, Occupation	Other Directorships
	<p><b>Address:</b> House number -736, Mandi Road, Near 10<sup>th</sup> Quarter Shiv Mandir, Gadaipur, South Delhi, Delhi- 110030.</p> <p><b>Occupation:</b> Business</p> <p><b>Date of Birth:</b> March 16,1994</p> <p><b>Nationality:</b> Indian</p> <p><b>Age:</b> 28 years</p>	<p>Limited.</p> <p>5. Action Cables India Private Limited</p>
4.	<p><b>Mr. Abhishek Gupta</b></p> <p><b>DIN:</b> 06486995</p> <p><b>Designation:</b> Whole-time Director</p> <p><b>Term:</b> For a period of 5 years from March 10, 2022 to March 9, 2027</p> <p><b>Period of Directorship:</b> Since June 03, 2013</p> <p><b>Address:</b> Plaza Farm K-736, Gadaipur, Mandi Road, Mehrauli, Delhi-110030.</p> <p><b>Occupation:</b> Business</p> <p><b>Date of Birth:</b> March 31, 1991</p> <p><b>Nationality:</b> Indian</p> <p><b>Age:</b> 31 years</p>	<p>1. Plaza Projects Limited.</p> <p>2. Plaza Power Solutions Private Limited.</p>
5.	<p><b>Ms. Monam Kapoor</b></p> <p><b>DIN:</b> 09278005</p> <p><b>Designation:</b> Independent Director</p> <p><b>Term:</b> 5 (five) years from March 11, 2022 to March 10, 2027</p> <p><b>Period of Directorship:</b> Since March 11, 2022</p> <p><b>Address:</b> 126, New Gandhi Nagar, Ghaziabad, Uttar Pradesh, 201001</p> <p><b>Occupation:</b> Consultant</p> <p><b>Date of Birth:</b> September 16, 1988</p> <p><b>Nationality:</b> Indian</p> <p><b>Age:</b> 33 years</p>	<p>1. Oscar Global Limited.</p> <p>2. Rita Finance and Leasing Limited.</p> <p>3. Ravi Iron Limited.</p> <p>4. Ispatika International Limited.</p> <p>5. Sri Varsha Food Products India Limited.</p> <p>6. Rajnish Wellness Limited.</p> <p>7. Elitecon International Limited.</p> <p>8. Krishna Ventures Limited</p>
6.	<p><b>Ms. Chetna</b></p> <p><b>DIN:</b> 08981045</p> <p><b>Designation:</b> Independent Director</p> <p><b>Term:</b> 5 (five) years from March 11, 2022 to March 10, 2027</p> <p><b>Period of Directorship:</b> Since March 11,2022</p> <p><b>Address:</b> H.No.138, Village Rithala, North West Delhi, Delhi-110085</p> <p><b>Occupation:</b> Professional</p> <p><b>Date of Birth:</b> April 28,1990</p> <p><b>Nationality:</b> Indian</p>	<p>1. Lottee Engineering and Construction India Private Limited.</p> <p>2. Esquire Money Guarantees Limited.</p> <p>3. Prosper Housing Finance Limited.</p> <p>4. Best Agrolife Limited.</p> <p>5. Sah Polymers Limited.</p> <p>6. Ang Lifesciences India Limited.</p>



<b>Sr. No.</b>	<b>Name, DIN, Designation, Period of Directorship, Term, Date of Birth, Age, Nationality, Address, Occupation</b>	<b>Other Directorships</b>
	<b>Age:</b> 32 years	7. Valecha Engineering Limited. 8. AKG Exim Limited. 9. 31 Dynamics Research Private Limited.
7.	<b>Ms. Swati Jain</b> <b>DIN:</b> 09436199 <b>Designation:</b> Independent Director <b>Term:</b> 5 (five) years from March 11, 2022 to March 10, 2027 <b>Period of Directorship:</b> Since March 11, 2022 <b>Address:</b> 3-a 118/8, Nehru Nagar, near Nasirpur Fhatak, Nehru Nagar, Ghaziabad, Uttar Pradesh, 201001 <b>Occupation:</b> Service <b>Date of Birth:</b> February 24, 1992 <b>Nationality:</b> Indian <b>Age:</b> 30 years	1. Adishakti Loha And Ispat Limited. 2. Ispatika International Limited.
8.	<b>Mr. Ish Sadana</b> <b>DIN:</b> 07141836 <b>Designation:</b> Independent Director <b>Term:</b> 5 (five) years from March 11, 2022 to March 10, 2027 <b>Period of Directorship:</b> Since March 11, 2022 <b>Address:</b> A4a Upper Third Floor, Near Shani Mandir, Ramapark, Uttam Nagar, West Delhi, Delhi 110059 <b>Occupation:</b> Company Secretary <b>Date of Birth:</b> February 26, 1985 <b>Nationality:</b> Indian <b>Age:</b> 37 years	1. Ulkavahini Investments Limited. 2. Delta Industrial Resources Limited. 3. Patback Business Limited. 4. Quasar India Limited. 5. Akna Medical Private Limited. 6. Vardhman Health Specialities Private Limited. 7. Minda Finance Limited. 8. Goalpost Industries Limited. 9. Ravi Iron Limited.

#### **Brief Profile of the Directors**

**Mr. Sanjay Gupta**, is the Managing Director and one of the Promoters of our Company. He has been on the Board of Directors of our Company since March 12, 2008 and was appointed as the Managing Director and Chairman of our Company since March 10, 2022. He holds a Bachelor of Commerce from the University of Delhi. He possesses approximately 25 years of experience in electrical industry. He has been instrumental in planning and formulating the overall business and commercial strategy and developing business relations of our Company. He oversees the entire planning of the manufacturing, sales and finance departments of our Company.

**Mrs. Sonia Gupta**, is a Whole-time Director one of the Promoters of our Company. She has been on the Board of Director of our Company since March 21, 2008. She holds a degree in Bachelor of Arts (Honours) from University of Delhi. She has approximately 25 years of work experience in the electrical industry. She has been instrumental in planning and formulating the overall business and commercial strategy and managing the financial planning of the Company.

**Mr. Aditya Gupta**, is a Whole-time Director of our Company. He has been associated with our Company since March 31, 2019. He holds a degree in Bachelor of Arts from Wesleyan University. He has approximately 6 (six) years of work experience in the electrical and solar industry. He manages the sales planning of the Company along with planning and implementing the business strategies.

**Mr. Abhishek Gupta**, is a Whole-time Director of our Company. He has been associated with our Company since June 03, 2013. He holds a degree in Bachelor of Arts from Lafayette College, Commonwealth of Pennsylvania. He has approximately 8 years of work experience in the electrical and solar industry. He manages the business strategy and sales planning of the Company and also co-ordination of various business activities of the Company.

**Ms. Monam Kapoor** is an Independent Director of our Company. She holds a degree in Bachelor of Computer Application from Sharda Group of Institutions. She holds a Post Graduate Diploma in Business Management in Operations Management from Symbiosis Centre for Distance Learning. She has approximately 8 months of work experience.

**Ms. Chetna** is an Independent Director of our Company. She holds a degree in Bachelor of Commerce from Delhi University. She has completed a Master's in Business Administration (Financial Management) from Indira Gandhi National Open University. She also holds a Bachelor's of Law from Maharaj Vinayak Global University in the year 2018. She holds a Bachelor's degree in Computer Application from Punjab Technical University. She is a member of the Institute of Company Secretaries of India since May 17, 2018. She is currently employed as a Company Secretary of World Sport Group (India) Private Limited. She has approximately 3.5 years of work experience.

**Ms. Swati Jain** is an Independent Director of our Company. She holds a Master's degree in Commerce from CCS University. She is a member of the Institute of Company Secretaries of India since November 7, 2016. She is currently working in Verifone India Private Limited. She has approximately 2.10 years of work experience.

**Mr. Ish Sadana** is an Independent Director of our Company. He holds a degree in Bachelor of Commerce from Delhi University. He is a member of the Institute of Company Secretaries of India since April 22, 2019. He also holds a Bachelor's degree in law from Meerut University. He has approximately 10 years of work experience.

### **Confirmations**

- i. None of the Directors of our Company are Wilful Defaulters or Fraudulent Borrowers as on the date of this DRHP. None of the Directors of our Company are declared Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018. Further, our Directors are not debarred from accessing the capital markets by SEBI.
- ii. None of our Directors are or have been directors in any of the listed companies which have been/ were delisted from the stock exchange(s). None of our directors are or have been directors in any of the listed companies whose shares have been/were suspended from being traded on the BSE and NSE
- iii. None of our Directors are or have been directors in any of the listed companies in the 5 (five) years preceding the date of the DRHP whose shares have been/were suspended from being traded on any of the stock exchange(s) during his / her tenure in those companies.
- iv. There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the abovementioned Directors was selected as director or member of senior management.
- v. The Company has not entered into any service contracts with its Directors providing for benefits upon termination of their employment.

### **Relationship between our Directors and any of our Directors and our Key Managerial Personnel**

Except as mentioned below, none of our Directors are related to any of the other directors KMPs as per the definition "Relative" under the Section 2(77) of Companies Act, 2013:

- (i). Sanjay Gupta is the husband of Sonia Gupta.
- (ii). Sonia Gupta is the wife of Sanjay Gupta.
- (iii). Abhishek Gupta is the son of Sanjay Gupta and Sonia Gupta.

(iv). Aditya Gupta is the son of Sanjay Gupta and Sonia Gupta.

### **Borrowing Powers**

In terms of the Article of Association of our Company, the Board of Directors of our Company is authorized subject to the provisions of the Articles of Association, and Sections 73 to 76, 179, 180 of the Companies Act, 2013, from time to time at its discretion, by a resolution passed at a meeting of the Board, to accept deposits from members either in advance of calls or otherwise, and generally accept deposits, raise loans or borrow or secure the payment of any sum of moneys to be borrowed together with the moneys already borrowed including acceptance of deposits apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, exceeding the aggregate of the paid-up capital of the Company, its free reserves and securities premium (not being reserves set apart for any specific purpose) or up to such amount as may be approved by the shareholders from time to time the Board of Directors shall not borrow such moneys without the sanction of the Company in General Meeting. No debt incurred by the Company in excess of the limit imposed by this Article shall be paid or effectual unless the tender or proves that he advanced the loan in good faith and without knowledge that the limit imposed by the Article had been exceeded.

In the Extra-ordinary General Meeting held on March 11, 2022, the shareholders of our Company have authorized the Board of Directors of the Company to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time (apart from temporary loans obtained or to be obtained from the Company's banker in the ordinary course of business) shall not exceed the sum of ₹ 3000 million.

### **Remuneration/Compensation/ Commission paid to Directors**

We have not entered into any service agreement with any of our Directors, providing for the benefits upon termination of their employment. Except statutory benefits upon retirement, our Directors are not entitled to any benefit upon termination of employment or retirement. However, the terms and conditions, relating to remuneration and appointment of Mr. Sanjay Gupta is set out in the Board resolution dated March 10, 2022. The terms and conditions, relating to remuneration and appointment of Mrs. Sonia Gupta is set out in the Board resolution dated March 10, 2022. The terms and conditions, relating to remuneration and appointment of Mr. Abhishek Gupta is set out in the board resolution March 10, 2022. The terms and conditions, relating to remuneration and appointment of Mr. Aditya Gupta is set out in the board resolution March 10, 2022.

#### ***The details of remuneration of the Managing Director:***

##### ***Mr. Sanjay Gupta, Managing Director***

<b>Particulars</b>	<b>Remuneration</b>
Basic Salary	₹ 5,400,000/- per annum
Perquisites	(i) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and (ii) Leave and encashment of unavailed leave as per the rules of the Company.

In Fiscal 2021, he received an aggregate compensation of ₹ 4.20 million.

#### ***The details of remuneration of the Directors:***

##### ***Mrs. Sonia Gupta, Whole-time Director***

<b>Particulars</b>	<b>Remuneration</b>
Basic Salary	₹ 5,400,000/- per annum

In Fiscal 2021, she received an aggregate compensation of ₹ 4.20 million.

##### ***Mr. Aditya Gupta, Whole Time Director***

<b>Particulars</b>	<b>Remuneration</b>
Basic Salary	₹ 4,200,000 /-per annum
Perquisites	(i) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and (ii) Leave and encashment of unavailed leave as per the rules of the Company.

In Fiscal 2021, he received an aggregate compensation of ₹1.20 million.

**Mr. Abhishek Gupta, Whole-time Director**

Particulars	Remuneration
Basic Salary	₹ 4,200,000/- per annum
Perquisites	No perquisites

In Fiscal 2021, he received an aggregate compensation of ₹ 1.20 million.

**Payment of sitting fees to Non-executive Independent Directors of our Company**

Pursuant to the resolution dated March 19, 2022 passed by the Board of Directors of our Company, each Non-executive Independent Director of our Company is entitled to receive sitting of ₹ 0.0124 million on a quarterly basis.

None of our Non-executive Independent Directors were paid any sitting fees or compensation in Fiscal 2021, since they were appointed in Fiscal 2022.

Except as stated in this DRHP, no amount or benefit has been paid by our Company within the 2 (two) preceding years or is intended to be paid or given by our Company to any of our Company's officers including our Directors and key managerial personnel.

Our Company does not have any bonus or profit-sharing plan for its Directors.

There is no contingent or deferred compensation payable to our Directors.

**Shareholding of the Directors in our Company**

Our Articles of Association do not require our Directors to hold any qualification shares. Except as disclosed below, none of our Directors hold any Equity Shares in our Company:

S. No.	Name of Director	No. of Equity Shares held	% of Pre-Issue Equity Shares Capital	% of Post-Issue Equity Shares
1.	Mr. Sanjay Gupta	15,874,480	51.95%	[●]
2.	Mrs. Sonia Gupta	12,749,120	41.72%	[●]
3.	Mr. Abhishek Gupta	720,000	2.35%	[●]
4.	Mr. Aditya Gupta	8,000	0.0026%	[●]

**Interest of Directors**

Our Directors are interested in our Company in the following manner:

- (a) All the Directors may be deemed to be interested to the extent of fees/remuneration, if any, payable to them for attending meetings of the Board or a Committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under the Articles of Association; For further details of interest of our Directors in our Company, see "Our Management - Remuneration/Compensation/Commission paid to Directors" beginning on page 155 of this DRHP.
- (b) All the Directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them and to the extent of any dividends payable to them and other distributions in respect of the said Equity Shares;
- (c) Mr. Sanjay Gupta, the Promoter, Chairman and Managing Director, is interested to the extent of lease rent amounting to ₹ 0.25 million paid by our Company to him. For further details of interest of our Directors in our Company, see *Annexure VI- Note 33 Related Party Transaction* on page 224, under the chapter titled "Restated Financial Statements" beginning on page of this DRHP 178.
- (d) Mr. Sanjay Gupta, Promoter, Chairman and Managing Director is the sole proprietor of the proprietary concern, Plaza Power & Infrastructure Co., and is interested to the extent of purchases amounting to ₹ 44.87 million made by the Company from the said proprietary concern and sales amounting to ₹ 1.55 million made to the said proprietary concern by the Company, in respect of raw materials and FMEG products. Further, Mr. Sanjay Gupta, Promoter, Chairman and Managing Director is also a Director of Plaza Cable Electric Private Limited, is deemed to be interested to the extent of purchases amounting to ₹ 28.58 million

made by the Company from Plaza Cable Electric Private Limited from and sales amounting to ₹ 18.16 million made to Plaza Cable Electric Private Limited by the Company, in respect of wires and FMEG products. For further details of interest of our Directors in our Company, see “Annexure VI-Note 33 Related Party Transaction” on page 224, under the chapter titled “Restated Financial Statements” beginning on page 178 of this DRHP

- (e) Mr. Sanjay Gupta Promoter and Chairman and Managing Director, Promoter and Aditya Gupta, Whole-time Director, have extended unsecured loans to our Company as on March 31, 2021, amounting to ₹ 1.5 million and ₹ 0.23 million, respectively, and may be deemed to be interested to that extent. For details, please see the chapter titled “Financial Indebtedness” beginning on page 240 of this DRHP.
- (f) Mr. Sanjay Gupta, Promoter, Chairman and Managing Director is interested to the extent of the salary received by his mother, Murti Devi from the Company.
- (g) Mrs. Sonia Gupta, Promoter and Whole-time Director is interested to the extent of the salary received by her mother-in-law, Murti Devi from the Company.

Except Mr. Sanjay Gupta and Mrs. Sonia Gupta, who are our Promoters, none of our Directors have any interest in the promotion of our Company, as on the date of this Draft Red Herring Prospectus.

Except as disclosed in this DRHP, none of our directors have an interest in any property acquired by our Company or proposed to be acquired by our Company as of date of this DRHP.

No sum has been paid or agreed to be paid to our Directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/her to become, or qualify him/her as, a Director, or otherwise for services rendered by him/ her or by such firm or company, in connection with the promotion or formation of our Company.

Except as disclosed in this DRHP, no amount or benefit has been paid or given within the 2 (two) preceding years or is intended to be paid or given to any of our Directors either to induce them to become or to qualify them as Directors except the normal remuneration for services rendered by them as Directors.

Except as disclosed in this DRHP, no loans have been availed by our Directors from our Company and none of our Directors is related to the beneficiaries of loans, advances and sundry debtors of our Company as on date of this filing of this Draft Red Herring Prospectus.

### Changes in our Board of Directors during the last 3 (three) years

The following changes have taken place in the Board of Directors of our Company during the last 3 (three) years:

Sr. No	Name	Date of Appointment/ change	Reason
1.	Mr. Sanjay Gupta	March 10, 2022	Appointed as Managing Director and Chairman
2.	Mrs. Sonia Gupta	March 10, 2022	Change in designation to Whole-time Director
3.	Mr. Abhishek Gupta	March 10, 2022	Change in designation to Whole-time Director
4.	Mr. Aditya Gupta	March 10, 2022	Appointed as Whole Time Director
5.	Ms. Monam Kapoor	March 11, 2022	Appointed as Independent Director
6.	Ms. Chetna	March 11, 2022	Appointed as Independent Director
7.	Ms. Swati Jain	March 11, 2022	Appointed as Independent Director
8.	Mr. Ish Sadana	March 11, 2022	Appointed as Independent Director

### Corporate Governance

The provisions of the Listing Agreement to be entered into with the Stock Exchanges and the applicable regulations of SEBI Listing Regulations with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchanges. We believe we are in compliance with the requirements of the applicable regulations, including the Listing Agreement with the Stock Exchanges, the SEBI Listing Regulations and the SEBI ICDR Regulations, in respect of corporate governance including constitution of the Board and committees thereof. The corporate governance framework is based on an effective independent board, separation of the Board’s supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board of Directors is constituted in compliance with the Companies Act, Listing Agreement to be executed

with Stock Exchanges, the SEBI Listing Regulations and in accordance with best practices in corporate governance, our Board of Directors functions either as a full board, or through committees or through management which provides our Board of Directors detailed reports on its performance periodically.

Currently our Board of Directors has 8 (eight) Directors of which 4 (four) are Executive Directors, 4 (four) are Independent Directors and with one woman Director on our Board. The Chairman and Managing Director of our Company is an Executive Director.

### **Committee of the Board in accordance with the SEBI Listing Regulations**

#### **I. Audit Committee**

Audit Committee was constituted vide Board Resolution dated March 19, 2022. The existing Audit Committee of our Company comprises of the following: -

- (i) Ms. Monam Kapoor- Chairman;
- (ii) Ms. Chetna – Member;
- (iii) Mr. Sanjay Gupta– Member;

The Audit Committee shall meet at least four times a year with maximum interval of 120 days between two meetings of the Audit Committee.

The role of the Audit Committee shall be in accordance with section 177 of the Companies Act, 2013 and as per Regulation 18 and Part C of Schedule II of SEBI Listing Regulations. The role of the Audit Committee shall include the following:

- (1). oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2). recommendation for appointment, remuneration and terms of appointment of auditors of the Company ;
- (3). approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4). reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b. changes, if any, in accounting policies and practices and reasons for the same;
  - c. major accounting entries involving estimates based on the exercise of judgment by management;
  - d. significant adjustments made in the financial statements arising out of audit findings;
  - e. compliance with listing and other legal requirements relating to financial statements;
  - f. disclosure of any related party transactions (the term "related party transaction" shall have the same meaning as assigned to it under the SEBI Listing Regulations, and any amendment made to it);
  - g. modified opinion(s) in the draft audit report;
- (5). reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6). reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / DRHP / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7). reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8). approval or any subsequent modification of transactions of the Company with related parties;
- (9). scrutiny of inter-corporate loans and investments;
- (10). valuation of undertakings or assets of the Company, wherever it is necessary;
- (11). evaluation of internal financial controls and risk management systems;

- (12). reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13). reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14). discussion with internal auditors of any significant findings and follow up there on;
- (15). reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16). discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17). to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18). to review the functioning of the whistle blower mechanism;
- (19). approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20). carrying out any other function as is mentioned in the terms of reference of the audit committee;
- (21). reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances /investments, if applicable.

The audit committee shall mandatorily review the following information:

- (1). management discussion and analysis of financial condition and results of operations;
- (2). statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3). management letters / letters of internal control weaknesses issued by the statutory auditors;
- (4). internal audit reports relating to internal control weaknesses; and
- (5). the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (6). statement of deviations: (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations. (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

## **II. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee was constituted vide Board Resolution dated March 19, 2022. The members of the Nomination and Remuneration Committee are:

- (i) Ms. Monam Kapoor– Chairman;
- (ii) Ms. Chetna – Member;
- (iii) Ms. Swati Jain– Member;

The Nomination and Remuneration Committee shall meet at once a year.

The role of the Nomination and Remuneration Committee shall be in accordance with Section 178 of the Companies Act 2013 and as per Regulation 19 and Part D of Schedule II of SEBI Listing Regulations as follows:

- (1). formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2). formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3). devising a policy on diversity of board of directors;

- (4). identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- (5). whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent director.

### **III. Stakeholders Relationship Committee**

Stakeholders Relationship Committee was constituted vide the Board meeting held on March 19, 2022. The members of the Stakeholders Relationship Committee are:

- (i) Ms. Monam Kapoor – Chairman;
- (ii) Ms. Chetna – Member;
- (iii) Mr. Sanjay Gupta– Member.

The frequency of meetings of Stakeholders Relationship Committee is at least once in a year.

The role of the Stakeholders Relationship Committee shall be in accordance with Section 178 of the Companies Act, 2013 and as per Regulation 20 and Part D of Schedule II of the SEBI Listing Regulations and is as follows:

- (1). Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2). Review of measures taken for effective exercise of voting rights by shareholders.
- (3). Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4). Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

### **IV. Corporate Social Responsibility Committee**

The Corporate Social Responsibility Committee of our Board was constituted by a resolution of our Board at their meeting held on March 19, 2022.

The constitution of the Corporate Social Responsibility Committee is as follows:

1. Mr. Sanjay Gupta- Chairman
2. Mr. Abhishek Gupta-Member
3. Mr. Aditya Gupta- Member
4. Ms. Bhavika Kapil- Secretary

The scope and functions of the Corporate Social Responsibility Committee are in accordance with Section 135 of the Companies Act.

- (1) To formulate and recommend to the Board, a corporate social responsibility policy stipulating, amongst others, the guiding principles for selection, implementation and monitoring the activities as well as formulation of the annual action plan.
- (2) The annual action plan shall include the following:-
  - a. the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act
  - b. the manner of execution of such projects or programs as specified in the rules notified under the Companies Act;
  - c. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
  - d. . Monitoring and reporting mechanism for the projects or programmes.
  - e. Details of need and impact assessment, if required, for the projects undertaken by the company.



- (3) Recommending the amount of expenditure to be incurred, amount to be atleast 2% of the average net profit of the company in the three immediately preceding financial years.
- (4) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes
- (5) To monitor the corporate social responsibility policy from time to time;
- (6) To review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company.
- (7) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities.
- (8) To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
- (9) To perform such other duties and function as the Board may require the CSR committee to undertake to promote the corporate social responsibility activities of the company and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Act.
- (10) To take note of the compliance made by implementing agency (if any) appointed for the corporate social responsibility of the Company;
- (11) Any such terms of reference as may be prescribed under the Companies Act.

#### **V. IPO Committee**

The IPO Committee of our Board was constituted by a resolution of our Board at their meeting held on March 19, 2022.

The constitution of the Corporate Social Responsibility Committee is as follows:

1. Mr. Sanjay Gupta - Chairman
2. Mr. Aditya Gupta - Member
3. Mr. Ish Sadana - Member

The scope and functions of the IPO Committee are.

- (1) to decide, negotiate and finalise the pricing, the terms of the issue of the Equity Shares and all other related matters regarding the Pre-IPO Placement, if any, including the execution of the relevant documents with the investors, in consultation with the book running lead manager appointed in relation to the Issue;
- (2) to decide in consultation with the BRLM the actual size of the Issue and taking on record the number of equity shares, having face value of ₹ 10/- per equity share, and/or reservation on a competitive basis, and/or any rounding off in the event of any oversubscription and/or any discount to be offered to retail individual bidders participating in the Issue and all the terms and conditions of the Issue, including without limitation timing, opening and closing dates of the Issue, price band, allocation/allotment to eligible persons pursuant to the Issue, including any anchor investors, and to accept any amendments, modifications, variations or alterations thereto;
- (3) to appoint, instruct and enter into agreements with the BRLM , and in consultation with BRLM appoint and enter into agreements with intermediaries, co-managers, underwriters, syndicate members, brokers, escrow collection bankers, auditors, independent chartered accountants, refund bankers, registrar, grading agency, monitoring agency, industry expert, legal counsels, depositories, custodians, credit rating agencies, printers, advertising agency(ies), and any other agencies or persons (including any successors or replacements thereof) whose appointment is required in relation to the Issue and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters and issue agreement with the BRLM, and the underwriting agreement with the underwriters, and to terminate agreements or arrangements with such intermediaries;
- (4) to make any alteration, addition or variation in relation to the Issue, in consultation with the BRLM or SEBI or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Issue structure and the exact component of issue of Equity Shares;

- (5) to finalise, settle, approve, adopt and arrange for submission of the draft red herring prospectus, the red herring prospectus, the Prospectus, the preliminary and final international wrap and any amendments, supplements, notices, clarifications, reply to observations, addenda or corrigenda thereto, to appropriate government and regulatory authorities, respective stock exchanges where the Equity Shares are proposed to be listed (“Stock Exchanges”), the RoC, institutions or bodies, as may be applicable;
- (6) to invite the existing shareholders of the Company to participate in the Issue, if required.
- (7) to issue advertisements in such newspapers and other media as it may deem fit and proper, in consultation with the relevant intermediaries appointed for the Issue in accordance with the SEBI ICDR Regulations, Companies Act, 2013, as amended and other applicable laws;
- (8) to decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, and on permitting existing shareholders to sell any Equity Shares held by them, if required;
- (9) to open separate escrow accounts as the escrow account to receive application monies from anchor investors/underwriters in respect of the bid amounts and a bank account as the refund account for handling refunds in relation to the Issue and in respect of which a refund, if any will be made;
- (10) to open account with the bankers to the Issue to receive application monies in relation to the Issue in terms of Section 40(3) of the Companies Act, 2013, as amended;
- (11) to do all such deeds and acts as may be required to dematerialise the Equity Shares and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with the Central Depository Services (India) Limited/National Securities Depository Limited, registrar and transfer agents and such other agencies, as may be required in this connection, with power to authorise one or more officers of the Company to execute all or any such documents;
- (12) to negotiate, finalise, sign, execute and deliver or arrange the delivery of the issue agreement, syndicate agreement, cash escrow and sponsor bank agreement, underwriting agreement, agreements with the registrar to the Issue, monitoring agency and the advertising agency(ies) and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever with the registrar to the Issue, monitoring agency, legal counsel, auditors, Stock Exchanges, BRLM and other agencies/intermediaries in connection with Issue with the power to authorize one or more officers of the Company to execute all or any of the aforesaid documents;
- (13) to make any applications, seek clarifications, obtain approvals and seek exemptions, if necessary, from the Stock Exchange, the SEBI, the RBI, RoC and such other statutory and governmental authorities in connection with the Issue, as required by applicable law, and to accept, on behalf of the Board, such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, exemptions, permissions and sanctions as may be required, and wherever necessary, incorporate such modifications / amendments as may be required in the DRHP, RHP and the Prospectus;
- (14) to make in-principle and final applications for listing and trading of the Equity Shares on one or more Stock Exchanges, to execute and to deliver or arrange the delivery of the equity listing agreement(s) or equivalent documentation to the Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;
- (15) to determine and finalize, in consultation with the BRLM , the price band for the Issue and minimum bid lot for the purpose of bidding, any revision to the price band and the final Issue price after bid closure, and to finalize the basis of allocation/allotment and to allot the Equity Shares to the successful allottees and credit Equity Shares to the demat accounts of the successful allottees in accordance with applicable laws and undertake other matters in connection with or incidental to the Issue, including determining the anchor investor portion, in accordance with the SEBI ICDR Regulations;
- (16) to issue receipts/allotment advice/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforementioned documents;
- (17) to approve the code of conduct, suitable insider trading policy, whistle blower/vigil mechanism policy, risk management policy and other corporate governance requirements considered necessary by the Board or the IPO Committee or as required under applicable law;

- (18) to seek, if required, the consent and waivers of the parties with whom the Company has entered into various commercial and other agreements such as Company's lenders, joint venture partners, all concerned governmental and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Issue in accordance with the applicable laws;
- (19) to determine the price at which the Equity Shares are offered, issued, allocated, transferred and/or allotted to investors in the Issue in accordance with applicable regulations in consultation with the BRLM and/or any other advisors, and determine the discount, if any, proposed to be offered to eligible categories of investors;
- (20) to settle all questions, difficulties or doubts that may arise in relation to the Issue, as it may in its absolute discretion deem fit;
- (21) to do all acts and deeds, and execute all documents, agreements, forms, certificates, undertakings, letters and instruments and make applications, as may be necessary for the purpose of or in connection with the Issue;
- (22) to authorize and approve the incurring of expenditure and payment of fees, commissions, brokerage and remuneration in connection with the Issue;
- (23) to withdraw the DRHP or RHP or to decide not to proceed with the Issue at any stage, in consultation with the BRLM and in accordance with the SEBI ICDR Regulations and applicable laws;
- (24) to determine the utilization of proceeds of the Fresh Issue, if applicable and accept and appropriate proceeds of such Fresh Issue in accordance with the Applicable Laws;
- (25) to authorise any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Issue or provide clarifications to the SEBI, Registrar of Companies and the relevant Stock Exchange(s) where the Equity Shares are to be listed;
- (26) to authorise and empower officers of the Company (each, an "Authorized Officer(s)"), for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer(s) consider necessary, appropriate or advisable, in connection with the Issue, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreement(s) with the Stock Exchange(s), the registrar's agreement and memorandum of understanding, the depositories' agreements, the issue agreement with the BRLM (and other entities as appropriate), the underwriting agreement, the syndicate agreement with the BRLM and syndicate members, the cash escrow and sponsor bank agreement, confirmation of allocation notes, allotment advice, placement agents, registrar to the Issue, bankers to the Company, managers, underwriters, escrow agents, accountants, auditors, legal counsel, depositories, advertising agency(ies), syndicate members, brokers, escrow collection bankers, auditors, grading agency, monitoring agency and all such persons or agencies as may be involved in or concerned with the Issue, if any, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Issue by the BRLM and to do or cause to be done any and all such acts or things that the Authorized Officer(s) may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Issue; and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer(s) shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing.
- (27) to do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalize the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, share certificates in accordance with the relevant rules, in consultation with the BRLM;
- (28) to approve the list of 'group companies' of the Company, identified pursuant to the materiality policy adopted by the Board, for the purpose of disclosure in the DRHP, RHP and the Prospectus;
- (29) to delegate any of its powers set out hereinabove, as may be deemed necessary and permissible under applicable laws to the officials of the Company.

### **Key Managerial Personnel**

For details of the biographies of our Managing Director and Whole-time Directors, see- Brief Profile of Directors contained in the chapter titled 'Our Management' beginning on page 155 of this DRHP.

Given below are the details of our Key Managerial Personnel, other than the Company's Managing Director and Whole-Time Directors, as on the date of this DRHP in terms of the SEBI ICDR Regulations and Companies Act, 2013:

- (1). **Mr. Ajay Kumar Batla**, is the Chief Financial Officer of our Company. He joined our Company on April 1, 2009. He has been appointed as CFO of the Company with effect from March 10, 2022. He participates in the key decisions of the Company and inter-alia develops financial and tax strategies and monitors budgeting of our Company. He received a total remuneration of ₹2.54 million from our Company in Fiscal 2021
- (2). **Ms. Bhavika Kapil**, is the Company Secretary and Compliance Officer of the Company. She was appointed as the Company Secretary and Compliance Officer of our Company with effect from March 10, 2022. She holds a Bachelor's degree in Commerce and is a qualified Company Secretary. She is responsible for handling secretarial compliances in the Company. She has a work experience of approximately 2.5 years as she was appointed in Fiscal 2022, no remuneration was paid or payable to her in Fiscal 2021.

Further, our Company has not entered into any service contracts, pursuant to which its KMPs are entitled to benefits upon termination of their employment. Except statutory benefits upon termination of their employment in our Company or superannuation, no KMPs are entitled to any benefit upon termination of employment or superannuation.

None of our Directors are related to any of the other directors KMPs as per the definition "Relative" under the Section 2(77) of Companies Act, 2013.

- i. There is no arrangement or understanding with major shareholders, customers, suppliers or any others pursuant to which any of the abovementioned KMPs have been recruited as KMPs.
- ii. All the key managerial personnel mentioned above are permanent employees of our Company and none of them are related to each other or to any Director of our Company.
- iii. As on the date of filing of this DRHP, our Company does not have a performance linked bonus or a profit-sharing plan with the KMPs.
- iv. There is no contingent or deferred compensation payable to our KMPs, which does not form part of their remuneration.
- v. No non-salary-related payments or benefits have been made to our KMPs based on targets achieved and general performance.
- vi. The attrition of KMPs in the Company is high as compared to the industry.

#### **Shareholding of Key Management Personnel**

Our Articles of Association do not require our KMPs to hold any qualification shares. Except as disclosed below, none of our KMPs hold any Equity Shares in our Company.

#### ***Employees***

As of December 31, 2021 we had 186 employees. Further, we appoint contract labour from time to time depending upon the requirement of our Company.

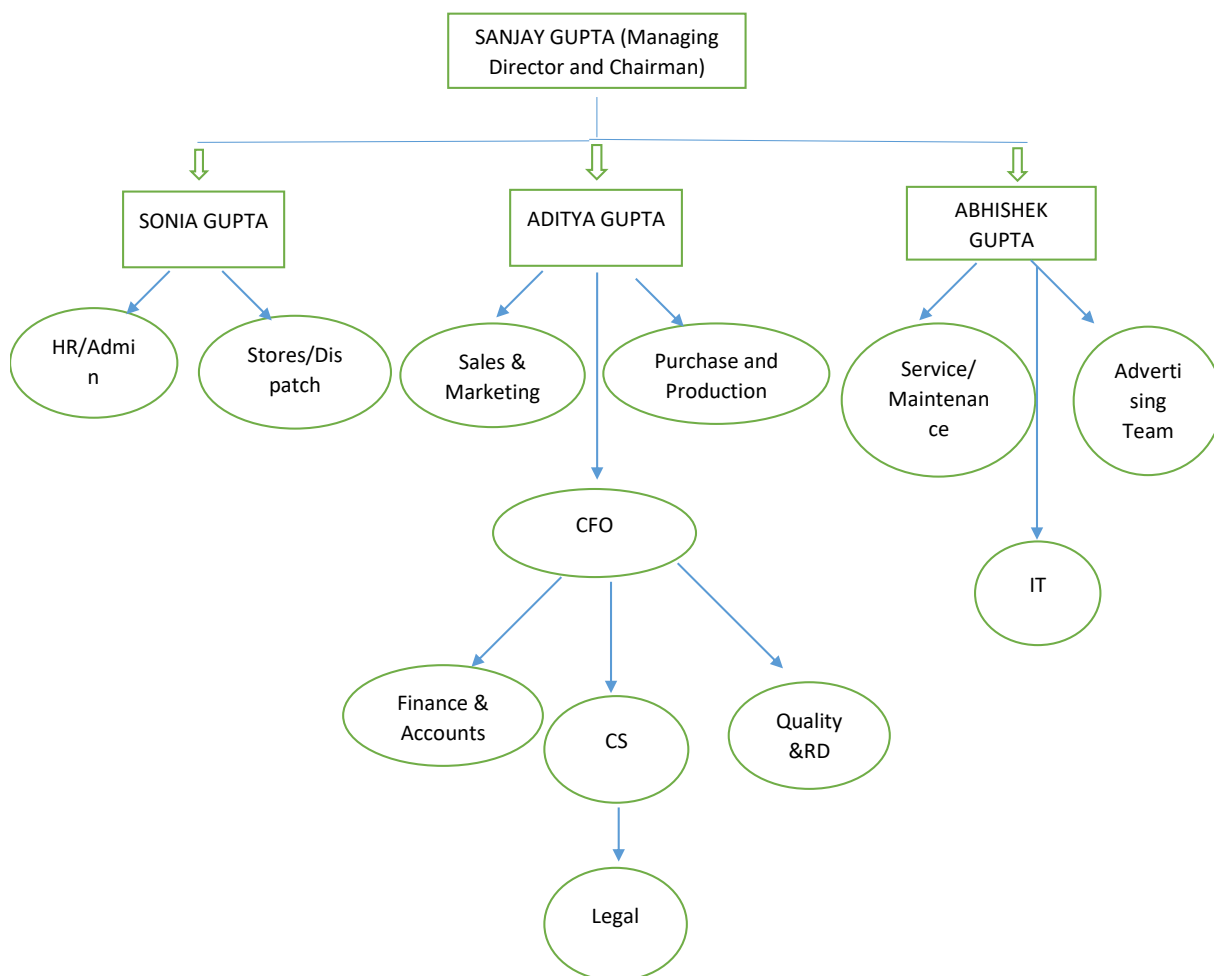
#### **Employee stock option and stock purchase schemes**

As on date of this DRHP, our Company does not have any employee stock option and stock purchase schemes.

#### **Payment or Benefit to Key Managerial Personnel of our Company**

No amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of this DRHP or is intended to be paid or given, other than in the ordinary course of their employment.

## Management Organizational Structure



### Changes in the Key Managerial Personnel of our Company in the last 3 (three) years preceding the date of this DRHP

The changes in our key managerial personnel during the 3 (three) years immediately preceding the date of this DRHP are set forth below.



Name	Designation	Reason	Date of Appointment / Change in designation
Bhavika Kapil	Company Secretary	Appointment	March 10, 2022
Bhavika Kapil	Appointed as Compliance Officer	Appointment	March 10, 2022
Ajay Batla	Chief Financial Officer	Appointment	March 10,2022

## OUR PROMOTERS AND PROMOTER GROUP

As on date of this Draft Red Herring Prospectus, our Promoters in aggregate, hold 2,86,23,600 Equity Shares in our Company, representing 93.68% of the issued, subscribed and paid-up Equity Share capital of our Company.

For details of the build-up of the Promoters' shareholding in our Company, see *Capital Structure – History of the Equity Share capital held by our Promoters*", beginning on page 68.

The following are the details of the Promoters of our Company:

Name	Details
	<p>Mr. Sanjay Gupta, aged 54 years, is the Promoter, Chairman and Managing Director of our Company. For his complete profile along with the details of his date of birth, address, educational qualification, experience in the business, positions/posts held in past, directorships held, other ventures, special achievements, his business and financial activities, please refer to the chapter titled "<i>Our Management</i>" beginning on page 155.</p> <p>PAN No.: AEUPG5792H  Aadhar Card No.: 6926 8537 6966  Driving License: DL-0319920578383</p>
	<p>Mrs. Sonia Gupta, aged 52 years, is the Promoter and Whole-time Director of our Company. For her complete profile along with the details of her date of birth, address, educational qualification, experience in the business, positions/posts held in past, directorships held, other ventures, special achievements, her business and financial activities, please refer to the chapter titled "<i>Our Management</i>" beginning on page 155.</p> <p>PAN No.: ADJPG0759L  Aadhar Card No.: 8042 6734 8291  Driving License: Driving license not renewed.</p>

*Our Company confirms that the details of the PAN, Bank Account Number(s), Passport Number, Aadhar Card Number and driving license number of our Promoters shall be submitted to the Stock Exchange(s) at the time of filing this Draft Red Herring Prospectus.*

### Other ventures of our Promoters

Except as set out in this chapter under heading "Promoter Group" and the chapter titled 'Our Management', our Promoters are not involved with any other venture, as a shareholder/stakeholder, proprietor, partner, promoter or director.

### Change of control of our Company

Our Promoters are not original promoters of our Company. However, there has not been any change in the management or control of our Company during the last 5 (five) years preceding the date of this Draft Red Herring Prospectus.

### Experience in the proposed line of business

For details of the experience of our Promoters in relation to the business of our Company, please refer to the chapter titled "Our Management" beginning on page 155.

## Interest of Promoters

1. Our Promoters are interested in our Company to the extent that they have promoted our Company.
2. Our Promoters who are also the Directors of our Company may be deemed to be interested to the extent of remuneration, commission and reimbursement of expenses payable to them as per the terms of their appointments, the Articles of Association of our Company and relevant provisions of Companies Act. For further information on our Promoters' compensation and other details please refer to the chapter titled "Our Management" beginning on page 155.
3. Our Promoters may also be deemed to be interested to the extent of Equity Shares held by them and their immediate relatives in our Company and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares in our Company. For details regarding the shareholding of our Promoters in our Company, see the chapter titled 'Capital Structure' beginning on page 68 of this DRHP.
4. Mr. Sanjay Gupta Promoter and Chairman and Managing Director, is interested to the extent of lease rent paid by our Company to him. For further details of interest of our Directors in our Company, see "*Annexure VI- Note 33 Related Party Transaction*" on page 224, under the chapter titled "*Restated Financial Statements*" beginning on page 178 of this DRHP.
5. Mr. Sanjay Gupta, Promoter, Chairman and Managing Director is the sole proprietor of the proprietary concern, Plaza Power & Infrastructure Co., and is interested to the extent of purchases amounting to ₹ 44.87 million made by the Company from the said proprietary concern and sales amounting to ₹ 1.55 million made to the said proprietary concern by the Company, in respect of raw materials and FMEG products as of December 31, 2021. Further, Mr. Sanjay Gupta, Promoter, Chairman and Managing Director is also a Director of Plaza Cable Electric Private Limited, is deemed to be interested to the extent of purchases amounting to ₹ 28.58 million made by the Company from Plaza Cable Electric Private Limited from and sales amounting to ₹ 18.16 million made to Plaza Cable Electric Private Limited by the Company, in respect of wires and FMEG products as of December 31, 2021. For further details of interest of our Promoters in our Company, see "*Annexure VI- Note 33 Related Party Transaction*" on page 224, under the chapter titled "*Restated Financial Statements*" beginning on page 178 of this DRHP.
6. Mr. Sanjay Gupta Promoter and Chairman and Managing Director has extended unsecured loans to our Company as on March 31, 2021, amounting to ₹1.5 million and may be deemed to be interested to that extent. For details, please see the chapter titled "Financial Indebtedness" beginning on page 240 of this DRHP.
7. Mr. Sanjay Gupta Promoter and Chairman & Managing Director is interested to the extent of the salary received by his mother, Mrs. Murti Devi from the Company.
8. Mrs. Sonia Gupta, Promoter and Whole-time Director is interested to the extent of the salary received by her mother-in-law, Mrs. Murti Devi from the Company.
9. For further details of interest of our Promoters in our Company, see "*Annexure VI- Note 33 Related Party Transaction*" on page 224, under the chapter titled "*Restated Financial Statements*" beginning on page 178 of this DRHP.
10. No sum has been paid or agreed to be paid to our Promoters or to a firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a Director or Promoter, or otherwise for services rendered by them or by such firm or company in connection with the promotion or formation of our Company, in respect of a firm or a company in which our Promoters are interested as a member.

## Interest in acquisition of, land, construction of building, supply of machinery

Our Promoters do not have any interest in any land or property acquired by our Company in the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

### **Payment or benefits to our Promoters in the last two years**

Except as stated otherwise in the chapter titled “Our Management” beginning on page 155, no benefit or amount has been given or paid to our Promoters or members of our Promoter Group within the two years immediately preceding the date of filing this Draft Red Herring Prospectus or is intended to be paid or given to our Promoter or members of our Promoter Group.

### **Material Guarantees**

Our Promoters have not given any material guarantees to third parties with respect to the Equity Shares of the Company.

### **Companies or firms with which our Promoters have disassociated in the last 3(three) years**

None of our Promoters have disassociated themselves from any companies, firms or other entities during the last three years preceding the date of the Draft Red Herring Prospectus.

### **Compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:**

1. None of our Promoters, members of our Promoter Group are debarred from accessing the capital markets by SEBI.
2. None of the Promoters of our Company is a Promoter of any other company which is debarred from accessing the capital market by SEBI.
3. None of our Promoters have been categorized as a Willful Defaulter or a Fraudulent Borrower (as defined in the SEBI ICDR Regulations).
4. None of our Promoters have been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

### **Compliance with the Companies (Significant Beneficial Owners) Rules, 2018 and amendments thereof**

Our Promoters, members of Promoter Group confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to them, as on the date of this Draft Red Herring Prospectus.

### **Promoter Group**

Our Promoter Group as defined under Regulations 2(1)(pp) of the SEBI ICDR Regulations includes the following individuals and body corporates:

#### **(i) Individuals forming part of the Promoter Group**

The following natural persons form part of the Promoter Group as relatives of Sanjay Gupta:

<b>Sl. Nos.</b>	<b>Relationship</b>	<b>Name</b>
1.	Wife	Mrs. Sonia Gupta
2.	Son	Mr. Abhishek Gupta
3.	Son	Mr. Aditya Gupta
4.	Mother	Mrs. Murti Devi Gupta

Pursuant to letters dated (i) January 25, 2022 received from Vikas Bansal, (ii) January 27, 2022 received from Sunil Gupta (iii) January 24, 2022 received from Sunanda Aggarwal (iv) January 24, 2022 received from Shyam Sundar Bansal (v) January 27, 2022 received from Sangeeta Bansal (vi) January 27, 2022 received from Deepak Gupta (vii) January 25, 2022 received from Bhim Sain Gupta who are certain immediate relatives of Sanjay Gupta (“**Relevant Persons**”), such persons have disassociated themselves and entities in which Relevant Persons have an interest, from our Promoters. Accordingly, our Company has also filed an exemption application with SEBI under Regulation 300(1)(c) of the SEBI ICDR Regulations for seeking an exemption from identifying and disclosing names of Relevant Persons and entities in which Relevant Persons have an interest.

The following natural persons form part of the Promoter Group as relatives of Mrs. Sonia Gupta:



Sl. Nos.	Relationship	Name
1.	Husband	Mr. Sanjay Gupta
2.	Son	Mr. Abhishek Gupta
3.	Son	Mr. Aditya Gupta
4.	Mother-in-law	Mrs. Murti Devi Gupta

Pursuant to letters dated (i) January 25, 2022 received from Vikas Bansal, (ii) January 27, 2022 received from Sunil Gupta (iii) January 24, 2022 received from Sunanda Aggarwal (iv) January 24, 2022 received from Shyam Sundar Bansal (v) January 27, 2022 received from Sangeeta Bansal (vi) January 27, 2022 received from Deepak Gupta (vii) January 25, 2022 received from Bhim Sain Gupta who are certain immediate relatives of Sonia Gupta (“**Relevant Persons**”) have disassociated themselves and entities in which Relevant Persons have an interest, from our Promoters. Accordingly, our Company has also filed an exemption application with SEBI under Regulation 300(1)(c) of the SEBI ICDR Regulations for seeking an exemption from identifying and disclosing names of Relevant Persons and entities in which Relevant Persons have an interest.

**(ii) Body Corporate:**

Following are the Promoter Group entities:

Sl. No.	Name of Entities
1.	Plaza Wires and Electricals Private Limited
2.	Plaza Cable Electric Private Limited
3.	Plaza Power Solutions Private Limited
4.	Plaza Projects Limited
5.	Action Cable India Private Limited
6.	Plaza Netcom Private Limited

**(iii) Other entities forming a part of the Promoter Group**

1. Plaza Power & Infrastructure Co.
2. Manish Contractor
3. R.K. Cable House

## OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term “group companies”, includes (i) such companies (other than promoter(s) and subsidiary(ies)) with which there were related party transactions during the period for which financial information is disclosed, in accordance with Ind AS 24, as disclosed in the Restated Financial Statements (“**Relevant Period**”), including any additions or deletions in such companies, after the Relevant Period and until the date of the respective Offer Documents; and (ii) any other companies considered material by the board of directors.

Accordingly, all such companies with which the Company had related party transactions, in accordance with Ind AS 24, during the period for which the Restated Financial Statements are disclosed in the DRHP (“Relevant Period”) and as disclosed in the Restated Financial Statements, which is contained in DRHP, shall be considered as group companies of the Company for the purpose of disclosure in the Offer Documents to be filed in relation to the Company’s proposed initial public offering.

Pursuant to a resolution of our Board dated March 19, 2022, our Board has considered that such companies which are a part of the Promoter Group (as defined in the SEBI ICDR Regulations) with whom our Company has entered into one or more transactions during Fiscal 2021 and the nine months period ended December 31, 2021, if any, the monetary value of which individually or cumulatively exceeds 10% of the total revenue of our Company for the relevant period as per the Restated Financial Statements shall also be considered as group companies of the Company.

Based on the parameters outlined above, our Board has identified the Plaza Cables Electrical Private Limited and Plaza Projects Limited as the Group Companies of our Company

### **A. Details of our Group Companies**

#### **Plaza Cable Electric Private Limited (“PCEPL”)**

##### *Corporate Information*

PCEPL was originally incorporated as Plaza Fan and Electricals Private Limited on April 10, 1989 under the Companies Act, 1956 with Company no. 55- 35823. Its name was changed to Plaza Cables Electric Private Limited and fresh certificate of incorporation on consequent on change of name was issued on September 21, 1990 by Registrar of Companies, Delhi and Haryana.

##### *Financial Information*

In accordance with SEBI ICDR Regulations, certain financial information pertaining to (i) the details of reserves (excluding revalidation reserves), (ii) sales; (iii) profit/loss after tax; (iv) earnings per share; (v) diluted earnings per shares; and (vi) net asset value in relation to PCEPL for the last three financial years, extracted from its audited financial statements (as applicable) is available at the website of our Company at [www.plazawires.in](http://www.plazawires.in). This information is referred to as the “Group Company Financial Information”.

It is clarified that such details available in relation to PCEPL on its website do not form a part of this DRHP. Anyone placing reliance on any other source of information, would be doing so at their own risk. The link above has been provided solely to comply with the requirements of the SEBI ICDR Regulations. None of our Company, the BRLM or any of their respective directors, employees, affiliates, associates, advisors, agents or representatives have verified the information available on the link provided above.

#### **Plaza Projects Limited (“PPL”)**

##### *Corporate Information*

PPL was originally incorporated as Plaza Infotech Limited on September 19, 2000 under the Companies Act, 1956 with CIN U74899DL2000PLC107780. Its name was changed to Plaza Projects Limited and fresh certificate of incorporation on consequent on change of name was issued on December 4, 2007 by Registrar of Companies, National Capital Territory of Delhi and Haryana.

## *Financial Information*

In accordance with SEBI ICDR Regulations, certain financial information pertaining to (i) the details of reserves (excluding revalidation reserves), (ii) sales; (iii) profit/loss after tax; (iv) earnings per share; (v) diluted earnings per shares; and (vi) net asset value in relation to PPL for the last three financial years, extracted from its audited financial statements (as applicable) is available at the website of our Company at [www.plazawires.in](http://www.plazawires.in). This information is referred to as the “Group Company Financial Information”.

It is clarified that such details available in relation to PPL on its website do not form a part of this DRHP. Anyone placing reliance on any other source of information, would be doing so at their own risk. The link above has been provided solely to comply with the requirements of the SEBI ICDR Regulations. None of our Company, the BRLM or any of their respective directors, employees, affiliates, associates, advisors, agents or representatives have verified the information available on the link provided above.

### **B. Nature and Extent of Interest of our Group Companies**

#### **a) *In the promotion of our Company***

Our Group Companies do not have any interest in the promotion of our Company. Presently, PCEPL holds 15,840 Equity Shares of our Company.

#### **b) *In the properties acquired by our Company in the past three years before filing the Draft Red Herring Prospectus with SEBI or proposed to be acquired***

Our Group Companies are not interested in the properties acquired by our Company in the 3 (three) years preceding the filing of the Draft Red Herring Prospectus or proposed to be acquired by our Company.

#### **c) *In transactions for acquisition of land, construction of building and supply of machinery***

Our Group Companies are not interested in any transactions for the acquisition of land, construction of building or supply of machinery.

### **C. *Related Business Transactions within our Group Company and significance on the financial performance of our Company***

Other than the arrangements/ transactions disclosed in the sections “*Our Business*” beginning on pages 123 and “*Annexure VI- Note 33 Related Party Transaction*” on page 224 under the chapter titled “*Restated Financial Statements*” beginning on page 178, our Group Companies do not have any business interest in our Company.

### **D. *Common Pursuits amongst the Group Companies and our Company***

Our Group Company, Plaza Cables Electric Private Limited and our Company are engaged in the same business of wires and cables. As a result, there may be conflict of interests in allocating business opportunities between us and our Group Company. However, our Company and Plaza Cables Electric Private Limited have entered into a Non-Compete Agreement dated March 2, 2022 agreeing that it will not carry on such business in any other State in India except the State of West Bengal.

Except as stated above, there are no common pursuits amongst our Group Companies and our Company.

### **E. *Business Interest of our Group Companies***

Except in the ordinary course of business and other than the business arrangements/ transactions disclosed in “*Annexure VI- Note 33 Related Party Transaction*” on page 224, under the chapter titled “*Restated Financial Statements*” beginning on page 178 of this DRHP, there are no other business arrangements/ transactions between our Company and Group Companies.

### **F. *Litigation***

Except as disclosed in the section entitled “*Outstanding Litigation and Other Material Developments*” beginning on page 257, our Group Companies are not party to any pending litigation which has a material impact on our Company.

**G. *Confirmations***

Our Group Companies do not have any securities listed on a stock exchange. Further, they have not made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Red Herring Prospectus.

## **DIVIDEND POLICY**

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board of Directors and approved by our shareholders in the Annual General Meeting, at their discretion, subject to the provisions of the Articles of Association, the Companies Act and SEBI Listing Regulations, including the rules made thereunder and other relevant regulations, if any, each as amended. Further the Board shall also have the absolute power to declare interim dividend in compliance with the Act including the Rules made thereunder and other relevant regulations, if any. Our Company has no formal dividend policy as on the date of this Draft Red Herring Prospectus.

Declaration of dividend, if any, will depend on a number of internal and external factors, including but not limited to annual operating plans, capital budgets, quarterly and annual results, investments including mergers and acquisitions, legislations impacting business, competition, strategic updates, financial decisions, funding arrangements, macro-economic environment, changes in accounting policies and applicable accounting standards, client related risks, statutory restriction, capital markets, inflation rate, tax implications, considering dividend pay-out ratios of Companies in the same industry and other factors considered by our Board of Directors. Our Company may not distribute dividend or may distribute a reduced quantum of dividend when there is absence or inadequacy of profits.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. For details in relation to risks involved in this regard, see “Risk Factors - Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements” beginning on page 26.

Our Company has not declared and paid any dividends on the Equity Shares in the three Fiscals preceding the date of this Draft Red Herring Prospectus and the period from April 1, 2021 until the date of this Draft Red Herring Prospectus.

**SECTION V: FINANCIAL INFORMATION**

**RESTATED FINANCIAL STATEMENTS**

*(The remainder of this page has intentionally been left blank)*

## **INDEPENDENT AUDITORS' EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION**

### **The Board of Directors, Plaza Wires Limited.**

(Formerly known as "Plaza Wires Private Limited),  
A-74, Okhla Industrial Area,  
Phase-2, Delhi – 110 020

Dear Sirs,

1. We have examined the attached Restated Financial Information of **Plaza Wires Limited** (the "Company" or the "Issuer"), which comprise of Restated statement of Assets and Liabilities as at 31st December, 2021, 31st March 2021, 31st March 2020, and 31st March, 2019, the Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Statement of Changes in Equity, Restated Statement of Cash Flows for the nine months period ended 31st December, 2021, the year ended 31st March 2021, 31st March 2020 and 31st March, 2019, and the Summary of Significant Accounting Policies and other explanatory information (collectively, the 'Restated Financial Information') as approved by the Board of Directors of the Company at their meeting held on March 23, 2022 for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP")/Red Herring Prospectus ("RHP")/Prospectus to be 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 ("ICDR Regulations"); and
  - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the DRHP/RHP/Prospectus to be filed with Securities and Exchange Board of India ("SEBI"), the stock exchanges where the equity shares of the Company are proposed to be listed ("Stock Exchanges") and the Registrar of Companies, situated at Delhi ("ROC"), in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 2(A) to the Restated Financial Information.

The Board of Directors of the company responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Act/Rules, the ICDR Regulations and the Guidance Note.

3. We have examined such Restated Financial Information taking into consideration:
- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated March 8, 2022 in connection with the proposed IPO of equity shares of the Company;
  - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
  - d) The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the proposed IPO of equity shares.

4. These Restated Financial Information have been compiled by the management from Audited financial statements of company as at and for the nine months period ended December 31, 2021 and for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India which have been approved by the Board of Directors at their Board meetings held on January 31, 2022, November 8, 2021, December 16, 2020 and September 2, 2019, respectively.

5. For the purpose of our examination, we have relied on:

- a) Auditors' reports issued by us dated January 31, 2022, November 8, 2021 and December 16, 2020, on the financial statements of the Company as at and for the period ended at 31st December, 2021, 31st March, 2021 and 31st March, 2020 respectively as referred in paragraph 4 above.
- b) Auditors' Report issued by the Previous Auditor dated September 2, 2019 on the financial statements of the company as at and for the year ended March 31, 2019 as referred in Paragraph 4 above. These financial statements have been audited by previous auditor, O.P. Jain Associates, whose report have been furnished to us by the Company's management, and our opinions for the relevant year on the financial statements, in so far as they relate to the amounts and disclosures included in respect of the company for the relevant year, are based solely on the report of such previous auditor. Our respective opinion on the financial statements is not modified in respect of the above matter.



6. Based on our examination and according to the information and explanations given to us and also as per reliance placed on the report of the previous auditor for the respective year as mentioned in paragraph 5 above, we report that the Restated Financial Information:
  - a) has been prepared after incorporating Ind AS adjustments to the audited Indian GAAP financial statements for the nine months period ended 31st December, 2021 and financial years ended 31st March, 2021, 31 March 2020 and 31 March 2019.
  - b) does not contain any qualifications requiring adjustments; and
  - c) has been prepared in accordance with the Act, SEBI ICDR Regulations and the Guidance Note.
7. The Restated Financial Information 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 5 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 or the previous auditor, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
10. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP/RHP/Prospectus to be filed with SEBI, Stock exchanges and ROC, Delhi in connection with the proposed IPO. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For Shailendra Goel & Associates,**  
Chartered Accountants  
Firm's Registration No.013670N

**Shailendra Goel**  
Partner  
Membership No.:092862  
ICAI UDIN:22092862AGLWOI3015

Place: Delhi  
Date: March 23, 2022

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE - I**

**RESTATED STATEMENT OF ASSETS AND LIABILITIES**

(Amount in INR Million)

Particulars	Notes	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
(a) Property, Plant and Equipment	4	218.14	195.52	196.41	192.08
(b) Right -Of- Use Assets	5	4.95	2.54	3.57	4.23
(c) Other Intangible Assets	6	1.86	1.93	2.35	2.56
(d) Financial Assets					
(i) Other Financial Assets	7	2.88	2.73	3.49	3.43
(e) Deferred Tax Asset (Net)	13	-	-	5.53	10.99
		<b>227.83</b>	<b>202.72</b>	<b>211.36</b>	<b>213.29</b>
<b>Current assets</b>					
(a) Inventories	8	336.01	286.07	291.75	210.86
(b) Financial Assets					
(i) Trade Receivables	9	433.82	465.96	299.64	424.67
(ii) Cash and bank balances	10	0.05	0.09	0.09	0.06
(iii) Bank Balances Other than (ii) above	11	11.04	10.25	10.60	6.87
(iv) Other Financial Assets	7	0.25	0.14	0.31	0.20
(c) Other Current Assets	12	73.17	27.61	71.39	37.97
		854.34	790.13	673.77	680.63
		<b>854.34</b>	<b>790.13</b>	<b>673.77</b>	<b>680.63</b>
<b>TOTAL</b>		<b>1,082.17</b>	<b>992.85</b>	<b>885.13</b>	<b>893.92</b>
<b>EQUITY AND LIABILITIES</b>					
<b>Equity</b>					
(a) Equity Share capital	14	38.19	38.19	38.19	38.18
(b) Other Equity	15	415.46	357.89	313.91	273.91
		<b>453.65</b>	<b>396.08</b>	<b>352.10</b>	<b>312.09</b>
<b>Liabilities</b>					
<b>Non Current Liabilities</b>					
(a) Financial Liabilities					
(i) Borrowings	16	60.13	87.58	49.63	63.01
(ii) Lease Liabilities	20	3.37	1.82	2.55	2.33
(iii) Other Financial Liabilities	17	6.42	6.33	7.27	10.76
(b) Provisions	21	5.97	5.14	5.38	4.05
(c) Deferred Tax liabilities (Net)	13	4.92	0.99	-	-
		<b>80.81</b>	<b>101.86</b>	<b>64.82</b>	<b>80.14</b>
<b>Current Liabilities</b>					
(a) Financial Liabilities					
(i) Borrowings	16	346.43	345.45	311.94	258.87
(ii) Lease Liabilities	20	1.82	0.98	1.27	2.35
(iii) Trade Payables	18				
(a) total outstanding dues of micro enterprises and small enterprises		-	-	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		144.49	102.94	93.30	185.36
(b) Other Current Liabilities	19	34.02	34.60	51.15	38.98
(c) Provisions	21	0.63	1.06	1.50	1.20
(d) Current Tax Liabilities (Net)	22	20.34	9.89	9.04	14.94
		<b>547.71</b>	<b>494.91</b>	<b>468.21</b>	<b>501.69</b>
<b>TOTAL</b>		<b>1,082.17</b>	<b>992.85</b>	<b>885.13</b>	<b>893.92</b>

Significant Accounting Policies and Notes forming part of the Financial Statements

1 to 47

As per our report of even date attached  
For Shailendra Goel & Associates  
Firm Registration Number: 013670N  
Chartered Accountants

Shailendra Goel  
Partner  
Membership No. 092862  
UDIN :22092862AGLW0I3015

Delhi  
Date: 23/03/2022

For and on behalf of the board

Sanjay Gupta  
Director  
(DIN: 00202273)

Aditya Gupta  
Director  
(DIN: 07625118)

Ajay Batla  
Chief Financial Officer

Bhavika Kapil  
Company Secretary

Delhi  
Date: 23/03/2022

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE - II**

**RESTATED STATEMENT OF PROFIT AND LOSS**

(Amount in INR Million)

Particulars	Notes	2021-22 Nine Month	2020-21	2019-20	2018-19
<b>INCOME</b>					
Revenue from operations (net)	23	1,266.93	1,453.78	1,591.42	1,577.40
Other income	24	0.90	2.17	1.98	4.69
<b>Total Income (I)</b>		<b>1,267.83</b>	<b>1,455.95</b>	<b>1,593.40</b>	<b>1,582.08</b>
<b>EXPENSES</b>					
Cost of materials consumed	25	1,008.69	1,130.66	1,255.69	1,232.51
Changes in inventories of finished goods, work-in-process and Stock-in-Trade	26	(40.02)	(3.90)	(45.21)	(51.68)
Employee benefits expense	27	65.45	69.06	98.06	97.53
Finance costs	28	27.09	37.42	40.67	37.90
Depreciation and amortization expense	29	9.85	12.41	13.00	14.21
Other expenses	30	115.44	149.35	176.50	167.90
<b>Total Expenses (II)</b>		<b>1,186.49</b>	<b>1,395.00</b>	<b>1,538.72</b>	<b>1,498.37</b>
<b>Profit/(loss) before exceptional items and tax (I-II)</b>		<b>81.34</b>	<b>60.95</b>	<b>54.68</b>	<b>83.71</b>
Exceptional Items		-	-	-	-
<b>Profit/(loss) before tax</b>		<b>81.34</b>	<b>60.95</b>	<b>54.68</b>	<b>83.71</b>
<b>Tax expense:</b>					
Current tax		23.18	17.31	13.71	12.65
Adjustment of tax relating to earlier periods		-	-	-	-
Deferred tax		0.72	(0.08)	0.93	0.85
<b>Profit/(loss) for the period</b>		<b>57.44</b>	<b>43.72</b>	<b>40.04</b>	<b>70.22</b>
<b>OTHER COMPREHENSIVE INCOME</b>					
<b>A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods:</b>					
Remeasurement of gains (losses) on defined benefit plans		0.18	0.36	(0.05)	(1.85)
Income tax effect		(0.05)	(0.10)	0.01	0.50
<b>Other Comprehensive income for the year, net of tax</b>		<b>0.13</b>	<b>0.26</b>	<b>(0.04)</b>	<b>(1.36)</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX</b>		<b>57.57</b>	<b>43.98</b>	<b>40.00</b>	<b>68.86</b>
<b>Earnings per share for profit attributable to equity shareholders</b>	31				
Basic EPS		1.88	1.43	1.31	2.30
Dilluted EPS		1.88	1.43	1.31	2.30

Significant Accounting Policies and Notes forming part of 1 to 47 the Financial Statements

As per our report of even date attached  
For Shailendra Goel & Associates  
Firm Registration Number: 013670N  
Chartered Accountants

For and on behalf of the board

Sanjay Gupta                      Aditya Gupta  
Director                              Director  
(DIN: 00202273)                      (DIN: 07625118)

Shailendra Goel  
Partner  
Membership No. 092862  
UDIN :22092862AGLW0I3015

Ajay Batla                              Bhavika Kapil  
Chief Financial Officer              Company Secretary

Delhi  
Date: 23/03/2022

Delhi  
Date: 23/03/2022

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE - III**

**RESTATED STATEMENT OF CHANGES IN EQUITY**

**A Equity Share Capital**

Particulars	Balance at the Beginning of the period	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity share capital during the year	Balance at the end of the period
<b>December 31, 2021</b>					
Numbers	38,18,990	-	38,18,990	-	38,18,990
Amount ( In Millions)	38.19	-	38.19	-	38.19
<b>March 31, 2021</b>					
Numbers	38,18,990	-	38,18,990	-	38,18,990
Amount ( In Millions)	38.19	-	38.19	-	38.19
<b>March 31, 2020*</b>					
Numbers	3,81,789	-	3,81,789	34,37,201	38,18,990
Amount ( In Millions)	38.18	-	38.18	0.01	38.19
<b>March 31, 2019</b>					
Numbers	3,81,789	-	3,81,789	-	3,81,789
Amount ( In Millions)	38.18	-	38.18	-	38.18

\*During the financial year 2019-20 the company has sub divided its existing equity shares from every one equity share of face value of Rs.100/-(One Hundred only) each fully paid up into 10 (Ten) equity shares of face value of Rs. 10 (Ten only) each fully paid up w.e.f 16th December 2019.

**B. Other Equity**

(Amount in INR Millions)

Particulars	Reserves and Surplus			Total
	Securities Premium	Retained Earnings	Other components of Other Comprehensive Income	
<b>As at April 1, 2018</b>	<b>103.56</b>	<b>101.49</b>	-	<b>205.05</b>
Changes in accounting policy or prior period errors	-	-	-	-
<b>Restated balances as at April 1, 2018</b>	<b>103.56</b>	<b>101.49</b>	-	<b>205.05</b>
Profit for the period	-	70.22	-	<b>70.22</b>
Other comprehensive income	-	(1.36)	-	<b>(1.36)</b>
<b>Total comprehensive income for the year</b>	<b>103.56</b>	<b>170.34</b>	-	<b>273.91</b>
<b>As at March 31, 2019</b>	<b>103.56</b>	<b>170.34</b>	-	<b>273.91</b>
Changes in accounting policy or prior period errors	-	-	-	-
<b>Restated balances as at March 31, 2019</b>	<b>103.56</b>	<b>170.34</b>	-	<b>273.91</b>
Profit for the period	-	40.04	-	<b>40.04</b>
Other comprehensive income	-	(0.04)	-	<b>(0.04)</b>
<b>Total comprehensive income for the year</b>	<b>103.56</b>	<b>210.34</b>	-	<b>313.91</b>
<b>As at March 31, 2020</b>	<b>103.56</b>	<b>210.34</b>	-	<b>313.91</b>
Changes in accounting policy or prior period errors	-	-	-	-
<b>Restated balances as at March 31, 2020</b>	<b>103.56</b>	<b>210.34</b>	-	<b>313.91</b>
Profit for the period	-	43.72	-	<b>43.72</b>
Other comprehensive income	-	0.26	-	<b>0.26</b>
<b>Total comprehensive income for the year</b>	<b>103.56</b>	<b>254.32</b>	-	<b>357.89</b>
<b>As at March 31, 2021</b>	<b>103.56</b>	<b>254.32</b>	-	<b>357.89</b>
Changes in accounting policy or prior period errors	-	-	-	-
<b>Restated balances as at March 31, 2021</b>	<b>103.56</b>	<b>254.32</b>	-	<b>357.89</b>
Profit for the period	-	57.44	-	<b>57.44</b>
Other comprehensive income	-	0.13	-	<b>0.13</b>
<b>Total comprehensive income for the year</b>	<b>103.56</b>	<b>311.89</b>	-	<b>415.46</b>
<b>As at December 31, 2021</b>	<b>103.56</b>	<b>311.89</b>	-	<b>415.46</b>

As per our report of even date attached  
For Shailendra Goel & Associates  
Firm Registration Number: 013670N  
Chartered Accountants

Shailendra Goel  
Partner  
Membership No. 092862  
UDIN :22092862AGLWOI3015

Delhi  
Date: 23/03/2022

For and on behalf of the board

Sanjay Gupta                      Aditya Gupta  
Director                              Director  
(DIN: 00202273)                  (DIN: 07625118)

Ajay Batla                              Bhavika Kapil  
Chief Financial Officer              Company Secretary

Delhi  
Date: 23/03/2022

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE - IV**

**RESTATED STATEMENT OF CASH FLOWS**

(Amount in INR Million)

Particulars	2021-22 Nine Month	2020-21	2019-20	2018-19
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>				
Profit/(Loss) before income tax from:	<b>81.34</b>	<b>60.95</b>	<b>54.68</b>	<b>83.71</b>
<b>Adjustments for:</b>				
Depreciation and Amortisation Expense	9.85	12.41	13.00	14.21
Allowance for bad and doubtful debts	0.72	3.50	0.23	0.60
Finance Costs	27.09	37.42	40.67	37.90
Bad Debts Written Off	0.24	0.64	1.48	1.86
Loss/(profit) on sale of assets	-	0.16	0.12	-
Interest on Fixed Deposit	(0.32)	(0.62)	(0.69)	(0.22)
Interest Other	(0.55)	(0.97)	(1.25)	(0.85)
Fair value income on security deposit (lease)	(0.02)	(0.02)	(0.01)	(0.01)
Sundry balances written back	-	(0.55)	-	-
<b>Change in Operating Assets and Liabilities:</b>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
(Increase) / Decrease in Inventories	(49.94)	5.67	(80.89)	(43.38)
(Increase) / Decrease in Trade Receivables	31.18	(170.45)	123.32	(48.63)
(Increase)/Decrease in other financial assets	(0.25)	0.94	(0.15)	(0.00)
(Increase)/Decrease in other current assets	(42.39)	50.28	(28.88)	7.78
(Increase)/Decrease in other bank balances	(0.79)	0.35	(3.73)	(5.42)
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Increase/(Decrease) in Trade Payables	41.55	10.19	(92.06)	28.75
Increase/(Decrease) in Provisions	0.57	(0.33)	1.59	0.73
Increase/(Decrease) in Other Financial Liabilities	0.08	(0.93)	(3.49)	(0.84)
Increase/(Decrease) in Other Current Liabilities	(0.59)	(16.55)	12.18	6.09
<b>Cash Generated from Operations</b>	<b>97.78</b>	<b>(7.91)</b>	<b>36.11</b>	<b>82.28</b>
Less: Income taxes paid	12.74	16.46	19.60	4.19
<b>Net cash inflow from Operating Activities</b>	<b>85.04</b>	<b>(24.37)</b>	<b>16.51</b>	<b>78.08</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>				
Purchase of Property, Plant and Equipment	(30.86)	(12.57)	(14.95)	(18.68)
Proceeds from sale of Property, Plant and Equipment	-	3.10	0.41	0.04
Interest Received	0.87	1.59	1.93	1.07
<b>Net cash outflow from Investing Activities</b>	<b>(29.99)</b>	<b>(7.88)</b>	<b>(12.60)</b>	<b>(17.57)</b>

<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>				
Proceeds (Repayment) from Borrowings	(26.47)	71.47	39.69	(18.60)
Interest & Finance Charges Paid	(26.95)	(37.30)	(40.52)	(37.41)
Proceeds from issues of shares	-	-	0.01	-
Payment of Lease Liability	(1.68)	(1.91)	(3.07)	(4.48)
<b>Net cash inflow (outflow) from Financing Activities</b>	<b>(55.10)</b>	<b>32.26</b>	<b>(3.89)</b>	<b>(60.49)</b>
<b>Net increase/ (decrease) in cash and bank balances</b>	<b>(0.05)</b>	<b>0.01</b>	<b>0.02</b>	<b>0.03</b>
<b>Cash and bank balances at the beginning of the financial year</b>	<b>0.09</b>	<b>0.09</b>	<b>0.06</b>	<b>0.04</b>
<b>Cash and bank balances at end of the year</b>	<b>0.05</b>	<b>0.09</b>	<b>0.09</b>	<b>0.07</b>
<b>Reconciliation of cash and cash equivalents as per the cash flow statement:</b>				
Cash and Cash Equivalents as per above comprise of the following:				
Cash and bank balances	0.05	0.09	0.09	0.06
<b>Balances per statement of Cash Flows</b>	<b>0.05</b>	<b>0.09</b>	<b>0.09</b>	<b>0.06</b>

**Notes:**

- The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on 'Statement of Cash Flows'.
- Previous years figures have been regrouped/rearranged/recast wherever necessary to conform to this year's classification.

As per our report of even date attached  
For Shailendra Goel & Associates  
Firm Registration Number: 013670N  
Chartered Accountants

Shailendra Goel  
Partner  
Membership No. 092862  
UDIN :22092862AGLWOI3015

Delhi  
Date: 23/03/2022

For and on behalf of the board

Sanjay Gupta                      Aditya Gupta  
Director                              Director  
(DIN: 00202273)                      (DIN: 07625118)

Ajay Batla                              Bhavika Kapil  
Chief Financial Officer                      Company Secretary

Delhi  
Date: 23/03/2022

# PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)

## ANNEXURE - V

### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

#### 1 CORPORATE INFORMATION

Plaza Wires Private Limited was incorporated on 23rd August, 2006 under the Companies Act, 1956 having its registered office at A-74, Okhla Industrial Area Phase-2, Delhi-110020. The Company is engaged in manufacturing and trading of electrical wire and allied products. Company has been converted into a Public Company on 10/03/2022.

The Company's Restated Financial Information for the period ended December 31, 2021, March 31, 2021, March 31, 2020 and March 31, 2019 were approved for issue in accordance with a resolution of the 23/03/2022

#### 2 BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

##### A BASIS OF PREPARATION AND COMPLIANCE

- 2.1** The Restated Standalone Financial Information of the Company comprises of the Restated Standalone Statements of Assets and Liabilities as at December 31, 2021, March 31, 2021, March 31, 2020 and March 31, 2019 and the Restated Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Restated Standalone Statement of Changes in Equity and the Restated Standalone Statement of Cash flows for the nine month ended December 31, 2021, the year ended March 31, 2021, March 31, 2020 and March 31, 2019, the Basis for Preparation and Significant Accounting Policies and the Statement of Notes to the Restated Standalone Financial Information (hereinafter collectively referred to as 'Restated Standalone Financial Information').

The Restated Standalone Financial Information has been prepared by the Management of the Company for inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India ('SEBI') in connection with proposed Initial Public Offering of its equity shares, in accordance with the requirements of:

- Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act").
- Relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, issued by the Securities and Exchange Board of India ('SEBI') as amended in pursuance of the Securities and Exchange Board of India Act, 1992; and
- The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

##### **The Restated Standalone Financial Information have been compiled from:**

I. Annual Audited Financial Statements for the nine months period ended December 31, 2021, years ended March 31, 2021, March 31, 2020 and March 31, 2019 prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP) (hereinafter collectively referred to as "Audited Financial Statements")

The Restated Standalone Financial Information has been compiled by the Management from the Audited Standalone Financial Statements for respective years and:

- there were no changes in accounting policies during the respective years of these financial statements except for the new and amended Ind AS-116- 'Leases' adopted from April 01, 2019; Further, on April 01, 2018 the Company adopted Ind AS 115 "Revenue from Contracts with Customers". Refer note 2 (B) k for the accounting policies followed pursuant to adoption of Ind AS 115. The adoption of Ind AS 115 did not have any material impact.
- there were no material adjustments for previous years in arriving at loss/profit of the respective years;
- appropriate regroupings have been made in the Restated Standalone Financial Information of assets and liabilities, statement of profit and loss and statement of cash flow, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the Schedule III of Companies Act, 2013, requirements of Ind AS 1 and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

##### **2.2 Basis of measurement**

The Restated Financial Information of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) on a Historical Cost Convention on accrual basis, except for the following material items:

- Certain financial assets and liabilities that are measured at fair value.
- Net defined benefit plans- Plan assets measured at fair value less present value of defined benefit obligation.

##### **Determining the Fair Value**

While measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

**Level 1:** Quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2:** inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

**Level 3:** inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

##### **2.3 Current and Non-Current Classification**

# PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)

## ANNEXURE - V

### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

The Company presents assets and liabilities in statement of financial position based on current/non-current classification. The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA.

**An asset is classified as current when it is:**

- 'Expected to be realised or intended to be sold or consumed in normal operating cycle,
- 'Held primarily for the purpose of trading,
- 'Expected to be realised within twelve months after the reporting year, or
- 'Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting year.

All other assets are classified as non-current.

**A liability is classified as current when it is:**

- 'Expected to be settled in normal operating cycle,
- 'Held primarily for the purpose of trading,
- 'Due to be settled within twelve months after the reporting year, or
- 'There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting year.

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The Company has identified twelve months as its normal operating cycle.

#### 2.4 Functional and Presentation Currency

Items included in the Restated Financial Information of the Company are measured using the currency of the primary economic environment in which it operates i.e. the "functional currency". The Company's restated financial information are presented in INR, which the Company's functional currency. All amounts have been rounded to the nearest Millions, unless otherwise indicated.

#### 2.5 The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented.

These judgments and estimates are based on management's best knowledge of the relevant facts and circumstances, having regard to previous experience, but actual results may differ materially from the amounts included in the financial statements.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

The information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements. Refer Note 3 for detailed discussion on estimates and judgements.

## (B) SIGNIFICANT ACCOUNTING POLICIES

### 1 Property, Plant And Equipment:

#### (i) Recognition and measurement

Property, Plant and equipment are measured at cost (which includes capitalised borrowing costs) less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises:

- a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management.
- c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment and depreciated accordingly.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the restated standalone statement of profit and loss on the date of disposal or retirement

On transition to Ind AS as on April 1, 2020 the Company has elected to measure certain items of Property, Plant and Equipment at cost as per Ind AS. The same are considered as deemed cost on the date of transition to Ind AS.

#### (ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

#### (iii) Depreciation, Estimated useful life and Estimated residual value

Depreciation is calculated using the Straight Line Method, pro rata to the period of use, taking into account useful lives and residual value of the assets. The useful life of assets & the estimated residual value taken from those prescribed under Part C of Schedule II to the Companies Act, 2013.

Depreciation is computed with reference to cost. Depreciation on additions during the year is provided on pro rata basis with reference to month of addition/installation. Depreciation on assets disposed/discarded is charged up to the date of sale excluding the month in which such assets is sold.

The assets residual value and useful life are reviewed and adjusted, if appropriate, at the end of each reporting year. Gains and losses on disposal are determined by comparing proceeds with carrying amounts. These are included in the statement of Profit and Loss.

Property, plant and equipment	Useful life as per company
Building	30/60 Years

# PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)

## ANNEXURE - V

### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

Office Equipments	5/8/10 Years
Computer	3 Years
Furniture and Fixtures	10 Years
Vehicles	8/10 Years
Plant and Machinery	15 Years
Solar Plant	25 Years

#### 2 INTANGIBLE ASSETS

Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

##### (i) Recognition and measurement

Computer software's have finite useful lives and are measured at cost less accumulated amortisation and any accumulated impairment losses.

##### (ii) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, when incurred is recognised in statement of profit or loss.

##### (iii) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognised in statement of profit or loss. Computer software are amortised over their estimated useful life or 5 years, whichever is lower.

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted, if required.

Intangible Asset	Useful life as per company
Computer Software	10 Years

#### 3 Impairment of non financial assets

An asset is considered as impaired when at the date of Balance Sheet, there are indications of impairment and the carrying amount of the asset, or where applicable, the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the net asset selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the statement of profit and loss. The impairment loss recognized in the prior accounting period is reversed if there has been a change in the estimate of recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the impaired asset over its remaining useful life.

Impairment losses are recognised in the restated statement of profit and loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the restated summary statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

#### 4 Financial assets

##### Initial recognition and measurement

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

##### Subsequent Measurement

###### Financial Assets measured at Amortised Cost (AC)

A Financial Asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represent solely payments of principal and interest on the principal amount outstanding.

###### Financial Assets measured at Fair Value Through Other Comprehensive Income (FVTOCI)

A Financial Asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represents solely payments of principal and interest on the principal amount outstanding.

###### Financial Assets measured at Fair Value Through Profit or Loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL. Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

#### Derecognition of financial assets



# PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)

## ANNEXURE - V

### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

The Company derecognises a financial asset when the contractual rights to cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

#### **Impairment of financial assets**

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure:

- a) Financial assets that are debt instruments and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.
- b) Trade receivables

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables which do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

- For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. Expected Credit Loss Model is used to provide for impairment loss.

## **5 Financial liabilities**

#### **Classification**

The Company classifies its financial liabilities in the following measurement categories:

- those to be measured subsequently at fair value through profit and loss-[FVTPL]; and
- those measured at amortised cost. [AC]

#### **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or at amortised cost.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, lease liabilities, loans and borrowings including bank overdrafts

#### **Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

#### **Financial liabilities at fair value through profit or loss [FVTPL]**

Financial liabilities at fair value through profit or loss [FVTPL] include financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to statement of profit or loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

#### **Financial liabilities at amortised cost (Loans and borrowings)**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

#### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

## **6 CASH AND CASH EQUIVALENT**

Cash and cash equivalent including other bank balances in the restated summary statement of assets and liabilities comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the restated summary statement of cash flows, cash and cash equivalents including other bank balances consist of cash and short-term deposits, as defined above as they are considered an integral part of the Company's cash management.

## **7 INVENTORIES**

**Raw Materials** are valued at cost.

**Stores and Spares** are valued at cost.

**Work-in-Progress** are valued at cost

**Finished stocks** are valued at cost or net realisable value whichever is lower.

The valuation of inventories includes taxes, duties of non refundable nature and direct expenses and other direct cost attributable to the cost of inventory, net of excise duty/Goods and Service Tax/ countervailing duty / education cess and Value added tax.

# PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)

## ANNEXURE - V

### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

#### 8 EARNINGS PER SHARE

##### (i) Basic earnings per share

Basic earnings per shares is calculated by dividing Profit/(Loss) attributable to equity holders (adjusted for amounts directly charged to Reserves) before/after Exceptional Items (net of tax) by Weighted average number of Equity shares, (excluding treasury shares).

##### (ii) Diluted earnings per share

Diluted earnings per shares is calculated by dividing Profit/(Loss) attributable to equity holders (adjusted for amounts directly charged to Reserves) before/after Exceptional Items (net of tax) by Weighted average number of Equity shares (excluding treasury shares) considered for basic earning per shares adjusted for the effects of dilutive potential Equity shares.

#### 9 FOREIGN CURRENCY

##### Foreign currency transactions

Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rate prevailing at the date of the transactions. Monetary assets (other than investments in companies registered outside India) and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date.

Difference on account of changes in foreign currency are generally charged to the statement of profit & loss

#### 10 Revenue recognition

##### (i) Sale of goods

Revenue from sale of goods is recognised when control or substantial risks and rewards of ownership are transferred to the buyer under the terms of the contract

Revenue is measured at the amount of consideration which the Company expects to be entitled to in exchange for transferring distinct services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and receivable is recognized when it becomes unconditional.

The Company does not have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts and claims, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

##### (ii) Contract Balances

###### Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional.

###### Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs under the contract.

##### (iii) Other Income

Other income is comprised primarily of interest income. Interest income is recognized using the effective interest method and where no significant uncertainty as to measure or collectability exists.

#### 11 EMPLOYEE BENEFITS

##### (i) During Employment benefits

###### (a) Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

##### (ii) Post Employment benefits

###### (a) Defined contribution plans

A defined contribution plan is a post employment benefit plan under which a Company pays fixed contribution into a separate entity and will have no legal or constructive obligation to pay further amounts.

###### (b) Defined benefit plans

The Company pays gratuity to the employees who have completed five years of service with the company at the time when employee leaves the Company.

The gratuity liability amount is unfunded and formed exclusively for gratuity payment to the employees.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the periods during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post employment are charged to Other Comprehensive Income.

# PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)

## ANNEXURE - V

### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

Compensated Absences : Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

#### (c) Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date or when an employee accepts voluntary redundancy in exchange for these benefits. In case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer.

## 12 INCOME TAXES

Income tax expense comprises current and deferred tax. Tax is recognised in statement of profit and loss, except to the extent that it relates to items recognised in the other comprehensive income or in equity. In which case, the tax is also recognised in the other comprehensive income or in equity.

#### (i) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or subsequently enacted at the Balance sheet date.

Current tax assets and liabilities are offset only if, the Company:

- a) has a legally enforceable right to set off the recognised amounts; and
- b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current tax provision is computed for income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

#### (ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the year in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have enacted or substantively enacted by the end of the reporting year. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting year. Deferred tax is recognised to the extent that it is probable that future taxable profit will be available against which they can be used.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

- a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) The Deferred Tax Assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable Company.

Minimum alternate tax (MAT) paid in a 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 year in which the company recognizes MAT credit as an asset in accordance with the GN on accounting for Credit Available in respect of Minimum Alternate 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.

## 13 BORROWING COSTS

General and specific Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset till the date it is ready for its intended use or sale. Other borrowing costs are recognised as an expense in the year in which they are incurred.

## 14 LEASES

The company has applied Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17.

#### (i) As a lessee

The company recognises a Right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The Right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. Right of- use assets are depreciated on a straight-line basis over the shorter of the lease term. In addition, the Right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

# PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)

## ANNEXURE - V

### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate. Generally, the company uses its incremental borrowing rate as the discount rate.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

#### Short-term leases and leases of low-value assets

The company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

#### (ii) As a lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

### 15 PROVISIONS AND CONTINGENT LIABILITIES & ASSETS

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognised in the statement of profit and loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements.

Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

### 16 SEGMENT REPORTING

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

### 17 FAIR VALUE MEASUREMENT

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy.

#### Determining the Fair Value

While measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

**Level 1:** Quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2:** inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

**Level 3:** inputs for the asset or liability that are not based on observable market data (unobservable inputs).

# PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)

## ANNEXURE - V

### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

#### 18 ROUNDING OFF OF AMOUNTS

All amounts disclosed in financial statements and notes have been rounded off to the nearest Millions as per requirement of Schedule III of the Act, unless otherwise stated

### 3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

#### (a) Impairment test of Non Financial Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent to those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing impairment, management estimates the recoverable amount of each asset or CGU based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

#### (b) Recognition and measurement of Provisions and Contingencies

Provisions and liabilities are recognized in the year when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

##### Contingencies

In the normal course of business, contingent liabilities may arise from litigation, taxation and other claims against the Company. Where it is management's assessment that the outcome cannot be reliably quantified or is uncertain, the claims are disclosed as contingent liabilities unless the likelihood of an adverse outcome is remote. Such liabilities are disclosed in the notes but are not provided for in the financial statements. When considering the classification of legal or tax cases as probable, possible or remote, there is judgement involved. Although there can be no assurance regarding the final outcome of the legal proceedings, the Company does not expect them to have a materially adverse impact on the Company's financial position.

#### (c) Measurements of Defined benefit obligations plan

The Cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

#### (d) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting year.

#### (e) Income Taxes

There are transactions and calculations for which the ultimate tax determination is uncertain and would get finalized on completion of assessment by tax authorities. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax in the year in which such determination is made.

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that the taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized based upon the likely timing and the level of future taxable profits together with future planning strategies.

#### (f) Depreciation / Amortisation and useful lives of Property Plant and Equipment (PPE) / Intangible Assets: -

PPE / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation /amortisation for future periods are revised if there are significant changes from previous estimates.

#### (g) Exceptional items

## **PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

### **ANNEXURE - V**

#### **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION**

Exceptional items are those items that management considers, by virtue of their size or incidence, should be disclosed separately to ensure that the financial information allows an understanding of the underlying performance of the business in the year, so as to facilitate comparison with prior periods. Such items are material by nature or amount to the year's result and / or require separate disclosure in accordance with Ind AS. The determination as to which items should be disclosed separately requires a degree of judgement.

**(h) Global health pandemic on Covid-19**

The outbreak of corona virus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. In assessing the recoverability of Company's assets such as financial asset and non-financial assets, the Company has considered internal and external information. The Company has evaluated impact of this pandemic on its business operations and based on its review and current indicators of future economic conditions, there is no significant impact on its financial statements and the Company expects to recover the carrying amount of all the assets.

#### **4 STANDARDS (INCLUDING AMENDMENTS) ISSUED BUT NOT YET EFFECTIVE**

Ministry of Corporate Affairs (MCA) notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable.

# **PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

## **ANNEXURE - VI**

### **STATEMENT OF RESTATEMENT ADJUSTMENTS**

#### **STATEMENT OF RESTATEMENT ADJUSTMENTS**

These are the company's first financial statements prepared in accordance with Ind AS. The accounting policies set out in Annexure V - Note 1, 2 and 3 have been applied in preparing the Ind AS financial statements for nine month ended December 31, 2021, for the year ended March 31, 2021, March 31, 2020 and March 31, 2019.

In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the company's financial position, financial performance and cash flows is set out in the following tables and notes.

The financial statement for the period ended December 31, 2021 is the first set of financial statements prepared in accordance with Ind AS. Accordingly, the transition date to Ind AS is April 1, 2020. The financial statements for the period ended December 31, 2021 and March 31, 2021 are prepared in accordance with Ind AS 101 - First time adoption of Indian Accounting Standards. The restated financial information for the year ended March 31, 2020 and March 31, 2019 are prepared by the management of the company in accordance with Accounting Standards prescribed under section 133 of the Companies Act, 2013 (Previous GAAP or Indian GAAP) after giving effect to the accounting policy as initially adopted on transition date i.e. April 1, 2020.

#### **A. Exemptions and exceptions availed on first time adoption of Ind AS**

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

##### **1. Ind AS optional exemptions**

###### **i. Deemed cost**

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment and intangible assets covered by Ind AS 38 - Intangible Assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Accordingly, the company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

##### **2. Ind AS mandatory exceptions**

###### **i. Estimates**

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at April 1, 2018 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Impairment of financial assets based on expected credit loss model.
- Effective interest rate used in calculation for discounting of leases and ROU

###### **ii. Classification and measurement of financial assets:**

The Company has classified the financial assets in accordance with IndAS 109 on the basis of facts and circumstances that exist at the date of transition to Ind AS.

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**B. Reconciliations between previous GAAP and Ind AS**

Ind AS 101 requires an entity to reconcile equity and total comprehensive income for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

**i. Reconciliation of equity as at March 2019**

(Amount in INR Million)

Particulars	Notes	IGAAP	Ind-AS Adjustments / Restatement	Ind-AS
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
(a) Property, Plant and Equipment	8	192.08	-	192.08
(b) Right -Of- Use Assets	1,4	-	4.23	4.23
(c) Other Intangible Assets	8	2.56	-	2.56
(d) Financial Assets				
(i) Other Financial Assets	4	3.51	(0.07)	3.43
(e) Deferred Tax Asset (Net)	2	7.10	3.88	10.99
(f) Other Non-Current Assets		-	-	-
		<b>205.24</b>	<b>8.04</b>	<b>213.29</b>
<b>Current assets</b>				
(a) Inventories		210.86	-	210.86
(b) Financial Assets				
(i) Trade Receivables	5	432.21	(7.54)	424.67
(ii) Cash and Cash Equivalents		0.07	(0.00)	0.06
(iii) Bank Balances Other than (iii) above		6.87	-	6.87
(iv) Other Financial Assets		0.20	-	0.20
(c) Other Current Assets		37.86	0.11	37.97
		<b>688.06</b>	<b>(7.43)</b>	<b>680.63</b>
		<b>893.30</b>	<b>0.61</b>	<b>893.92</b>
<b>TOTAL</b>				
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share capital		38.18	-	38.18
(b) Other Equity	6	277.97	(4.06)	273.91
		<b>316.15</b>	<b>(4.06)</b>	<b>312.09</b>
<b>Liabilities</b>				
<b>Non Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings		63.01	-	63.01
(ii) Lease Liabilities	1	-	2.33	2.33
(iii) Other Financial Liabilities		10.76	-	10.76
(b) Provisions		4.45	(0.40)	4.05
(c) Deferred Tax liabilities (Net)	2	-	-	-
		<b>78.22</b>	<b>1.93</b>	<b>80.14</b>
<b>Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings		258.87	-	258.87
(ii) Lease Liabilities	1	-	2.35	2.35
(iii) Trade Payables		-	-	-
(a) total outstanding dues of micro enterprises and small enterprises		-	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		185.36	-	185.36
(iv) Other Financial Liabilities		-	-	-
(b) Other Current Liabilities		38.98	-	38.98
(c) Provisions		0.79	0.40	1.20
(d) Current Tax Liabilities (Net)		14.94	-	14.94
		<b>498.94</b>	<b>2.75</b>	<b>501.69</b>
		<b>893.30</b>	<b>0.61</b>	<b>893.92</b>
<b>TOTAL</b>				



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ii. Reconciliation of equity as at March 31, 2020

(Amount in INR Million)

Particulars	Notes	IGAAP	Ind-AS Adjustments / Restatement	Ind-AS
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
(a) Property, Plant and Equipment	8	196.41	-	196.41
(b) Right -Of- Use Assets	1,4	-	3.57	3.57
(c) Other Intangible Assets	8	2.35	-	2.35
(d) Financial Assets				
(i) Other Financial Assets	4	3.55	(0.06)	3.49
(e) Deferred Tax Asset (Net)	2	1.84	3.69	5.53
(f) Other Non-Current Assets		-	-	-
		<b>204.15</b>	<b>7.21</b>	<b>211.36</b>
<b>Current assets</b>				
(a) Inventories		291.75	-	291.75
(b) Financial Assets				
(i) Trade Receivables	5	307.41	(7.77)	299.64
(ii) Cash and Cash Equivalents		0.09	-	0.09
(iii) Bank Balances Other than (iii) above		10.60	-	10.60
(iv) Other Financial Assets		0.31	-	0.31
(b) Current Tax Assets (Net)		-	-	-
(c) Other Current Assets		71.32	0.07	71.39
		<b>681.47</b>	<b>(7.70)</b>	<b>673.77</b>
		<b>885.62</b>	<b>(0.49)</b>	<b>885.13</b>
<b>TOTAL</b>				
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share capital		38.19	-	38.19
(b) Other Equity	6	318.22	(4.31)	313.91
		<b>356.41</b>	<b>(4.31)</b>	<b>352.10</b>
<b>Liabilities</b>				
<b>Non Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings		49.63	-	49.63
(ii) Lease Liabilities	1	-	2.55	2.55
(iii) Other Financial Liabilities		7.27	-	7.27
(b) Provisions		5.57	(0.19)	5.38
(c) Deferred Tax liabilities (Net)	2	-	-	-
		<b>62.47</b>	<b>2.36</b>	<b>64.82</b>
<b>Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings		311.94	-	311.94
(ii) Lease Liabilities	1	-	1.27	1.27
(iii) Trade Payables		-	-	-
(a) total outstanding dues of micro enterprises and small enterprises		-	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		93.30	-	93.30
(iv) Other Financial Liabilities		-	-	-
(b) Other Current Liabilities		51.16	(0.00)	51.15
(c) Provisions		1.31	0.19	1.50
(d) Current Tax Liabilities (Net)		9.04	-	9.04
		<b>466.74</b>	<b>1.47</b>	<b>468.21</b>
		<b>885.62</b>	<b>(0.49)</b>	<b>885.13</b>
<b>TOTAL</b>				

iii. Reconciliation of equity as at March 31, 2021

0.00

(Amount in INR Million)

Particulars	Notes	IGAAP	Ind-AS Adjustments / Restatement	Ind-AS
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
(a) Property, Plant and Equipment	8	195.52	-	195.52
(b) Right -Of- Use Assets	1,4	-	2.54	2.54
(c) Other Intangible Assets	8	1.93	-	1.93
(d) Financial Assets				
(i) Other Financial Assets	4	2.77	(0.04)	2.73
		<b>200.22</b>	<b>2.50</b>	<b>202.72</b>
<b>Current assets</b>				
(a) Inventories		286.07	-	286.07
(b) Financial Assets				
(i) Trade Receivables	197 5	477.23	(11.27)	465.96
(ii) Cash and Cash Equivalents		0.09	-	0.09

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(iv) Bank Balances Other than (iii) above		10.25	-	10.25
(vi) Other Financial Assets		0.14	-	0.14
(c) Other Current Assets		27.47	0.14	27.61
		801.26	(11.13)	790.13
	<b>TOTAL</b>	<b>1,001.48</b>	<b>(8.63)</b>	<b>992.85</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share capital		38.19	-	38.19
(b) Other Equity	6	365.12	(7.23)	357.89
		<b>403.31</b>	<b>(7.23)</b>	<b>396.08</b>
<b>Liabilities</b>				
<b>Non Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings		87.58	-	87.58
(ii) Lease Liabilities	1	-	1.82	1.82
(iii) Trade Payables		-	-	-
Micro, Small and Medium Enterprises		-	-	-
Others		-	-	-
(iii) Other Financial Liabilities		6.33	-	6.33
(b) Provisions		5.14	-	5.14
(c) Deferred Tax liabilities (Net)	2	5.18	(4.20)	0.99
(d) Other Non-Current Liabilities		-	-	-
		<b>104.24</b>	<b>(2.38)</b>	<b>101.86</b>
<b>Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings		345.45	-	345.45
(ii) Lease Liabilities	1	-	0.98	0.98
(iii) Trade Payables		-	-	-
(a) total outstanding dues of micro enterprises and small enterprises		-	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		102.94	-	102.94
(iv) Other Financial Liabilities		-	-	-
(b) Other Current Liabilities		34.60	-	34.60
(c) Provisions		1.06	-	1.06
(d) Current Tax Liabilities (Net)		9.89	-	9.89
		<b>493.94</b>	<b>0.98</b>	<b>494.91</b>
			-	
	<b>TOTAL</b>	<b>1,001.48</b>	<b>(8.63)</b>	<b>992.85</b>

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**STATEMENT OF RESTATEMENT ADJUSTMENTS**

iv. Reconciliation of total comprehensive income for the year ended March 31, 2019

(Amount in INR Million)

Particulars	Notes	IGAAP	Ind-AS Adjustments /	IND AS Balance
			Restatement	
<b>REVENUE</b>				
Revenue from operations (net)		1,577.40	-	1,577.40
Other income		4.67	0.01	4.69
<b>Total Revenue (I)</b>		<b>1,582.07</b>	<b>0.01</b>	<b>1,582.08</b>
<b>EXPENSES</b>				
Cost of materials consumed		1,232.51	-	1,232.51
Changes in inventories of finished goods, work-in-process and Stock-in-Trade		(51.68)	-	(51.68)
Employee benefits expense		99.38	(1.85)	97.53
Finance costs		37.52	0.38	37.90
Depreciation and amortization expense	1 & 9	10.09	4.13	14.21
Other expenses		171.79	(3.89)	167.90
<b>Total Expenses (II)</b>		<b>1,499.59</b>	<b>(1.23)</b>	<b>1,498.37</b>
<b>Profit/(loss) before tax</b>		<b>82.47</b>	<b>1.24</b>	<b>83.71</b>
<b>Tax expense:</b>				
Current tax	12.65		-	12.65
Deferred tax	2	0.27	0.58	0.85
<b>Profit/(loss) for the period</b>		<b>69.56</b>	<b>0.66</b>	<b>70.22</b>
<b>OTHER COMPREHENSIVE INCOME</b>				
<b>A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods:</b>				
Remeasurement of gains (losses) on defined benefit plans	3 & 7	-	(1.85)	(1.85)
Income Tax Effect		-	0.50	0.50
<b>Other Comprehensive income for the year, net of tax</b>		<b>-</b>	<b>(1.36)</b>	<b>(1.36)</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX</b>		<b>69.56</b>	<b>(0.70)</b>	<b>68.86</b>

\* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note

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v. Reconciliation of total comprehensive income for the year ended March 31, 2020

(Amount in INR Million)

Particulars	Notes	IGAAP	Ind-AS Adjustments /	IND AS Balance
			Restatement	
<b>REVENUE</b>				
Revenue from operations (net)		1,591.42	-	1,591.42
Other income		1.96	0.01	1.98
<b>Total Revenue (I)</b>		<b>1,593.39</b>	<b>0.01</b>	<b>1,593.40</b>
<b>EXPENSES</b>				
Cost of materials consumed		1,255.69	-	1,255.69
Purchases of stock-in-trade		-	-	-
Changes in inventories of finished goods, work-in-process and Stock-in-Trade		(45.21)	-	(45.21)
Excise duty on sale of goods		-	-	-
Employee benefits expense		98.12	(0.05)	98.06
Finance costs		40.48	0.19	40.67
Depreciation and amortization expense	1 & 9	10.29	2.72	13.00
Impairment of non-current assets		-	-	-
Other expenses		179.34	(2.84)	176.50
<b>Total Expenses (II)</b>		<b>1,538.70</b>	<b>0.02</b>	<b>1,538.72</b>
<b>Profit/(loss) before tax</b>		<b>54.68</b>	<b>(0.01)</b>	<b>54.68</b>
<b>Tax expense:</b>				
Current tax	13.71	-	-	13.71
Adjustment of tax relating to earlier periods		-	-	-
Deferred tax	2	0.72	0.21	0.93
<b>Profit/(loss) for the period</b>		<b>40.25</b>	<b>(0.22)</b>	<b>40.04</b>
<b>OTHER COMPREHENSIVE INCOME</b>				
<b>A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods:</b>				
Remeasurement of gains (losses) on defined benefit plans	3 &	-	(0.05)	(0.05)
Income Tax Effect		-	0.01	0.01
<b>Other Comprehensive income for the year, net of tax</b>		<b>-</b>	<b>(0.04)</b>	<b>(0.04)</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX</b>		<b>40.25</b>	<b>(0.26)</b>	<b>40.00</b>

\* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note

vi. Reconciliation of total comprehensive income for the year ended March 31, 2021

(Amount in INR Million)

Particulars	Notes	IGAAP	Ind-AS Adjustments /	IND AS Balance
			Restatement	
<b>REVENUE</b>				
Revenue from operations (net)		1,453.78	-	1,453.78
Other income		2.15	0.02	2.17
<b>Total Revenue (I)</b>		<b>1,455.94</b>	<b>0.02</b>	<b>1,455.95</b>
<b>EXPENSES</b>				
Cost of materials consumed		1,130.66	-	1,130.66
Changes in inventories of finished goods, work-in-process and Stock-in-Trade		(3.90)	-	(3.90)
Employee benefits expense		68.70	0.36	69.06
Finance costs		37.37	0.05	37.42
Depreciation and amortization expense	1 & 9	10.62	1.79	12.41
Other expenses		147.76	1.59	149.35
<b>Total Expenses (II)</b>		<b>1,391.21</b>	<b>3.79</b>	<b>1,395.00</b>
<b>Profit/(loss) before exceptional items and tax (I-II)</b>		<b>64.73</b>	<b>(3.78)</b>	<b>60.95</b>
Exceptional Items		-	-	-
<b>Profit/(loss) before tax</b>		<b>64.73</b>	<b>(3.78)</b>	<b>60.95</b>
<b>Tax expense:</b>				
Current tax	17.31	-	-	17.31
Adjustment of tax relating to earlier periods		-	-	-
Deferred tax	2	0.52	(0.60)	(0.08)
<b>Profit/(loss) for the period</b>		<b>46.90</b>	<b>(3.18)</b>	<b>43.72</b>
<b>OTHER COMPREHENSIVE INCOME</b>				
<b>A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods:</b>				

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Remeasurement of gains (losses) on defined benefit plans	3 &	-	(0.36)	0.36
Income Tax Effect		-	0.10	(0.10)
<b>Other Comprehensive income for the year, net of tax</b>		-	(0.26)	0.26
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX</b>		<b>46.90</b>	<b>(3.44)</b>	<b>43.98</b>

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**STATEMENT OF RESTATEMENT ADJUSTMENTS**

\* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note

**(vii) Reconciliation of total equity as at March 31, 2021, March 31, 2020, March 31, 2019 and April 1, 2018**

(Amount in INR Million)

Particulars	Note	March 31, 2021	March 31, 2020	March 31, 2019	April 1, 2018
<b>Total equity (shareholder's funds) as per previous IGAAP</b>		261.55	214.66	174.40	104.85
<b>Adjustments:</b>					
Provision for expected credit losses on trade receivables	5	(11.27)	(7.77)	(7.54)	(6.95)
Prepaid Processing Fees		0.14	0.07	0.11	-
Ind AS 116 transition impact	1	(0.39)	(0.39)	(0.39)	(0.39)
Interest on lease liabilities	1	(0.77)	(0.65)	(0.49)	-
Depreciation on ROU	1	(8.64)	(6.84)	(4.13)	-
Reversal of lease expenses	1	9.45	7.55	4.48	-
Fair value income on security deposit	4	0.04	0.03	0.01	-
Gratuity expense	3	1.55	1.91	1.85	-
Remeasurement of Defined Benefit Plan	3,8	(1.55)	(1.91)	(1.85)	-
Tax effects of adjustments	2	4.19	3.69	3.88	3.97
<b>Total Adjustments</b>		<b>(7.23)</b>	<b>(4.31)</b>	<b>(4.06)</b>	<b>(3.36)</b>
<b>Total Equity as per Ind AS</b>		<b>254.32</b>	<b>210.34</b>	<b>170.34</b>	<b>101.49</b>

**(ii). Reconciliation of total comprehensive income for the year ended March 31, 2021, March 31, 2020 and March 31, 2019**

(Amount in INR Million)

Particulars	Note	March 31, 2021	March 31, 2020	March 31, 2019
<b>Profit after tax as per previous IGAAP</b>		46.90	40.25	69.56
<b>Adjustments:</b>				
Processing Fees		0.07	(0.04)	0.11
Remeasurement of gains (losses) on defined benefit plans	3	(0.36)	0.05	1.85
Depreciation On Right On Use	1	(1.79)	(2.72)	(4.13)
Reversal of rental expenses for which right of use assets have been recognised	1	1.91	3.07	4.48
Interest On Lease Liability	1	(0.12)	(0.15)	(0.49)
Fair value income on security deposit	4	0.02	0.01	0.01
Provision for expected credit losses on trade receivables	5	(3.50)	(0.23)	(0.60)
Income tax effect	2	0.60	(0.21)	(0.58)
<b>Total adjustments</b>		<b>(3.18)</b>	<b>(0.22)</b>	<b>0.66</b>
<b>Profit after tax as per Ind AS</b>		<b>43.72</b>	<b>40.04</b>	<b>70.22</b>
<b>Other comprehensive income</b>				
Remeasurement of gains (losses) on defined benefit plans	3,8	0.36	(0.05)	(1.85)
Income tax effect		(0.10)	0.01	0.50
<b>Total comprehensive income as per Ind AS</b>		<b>43.98</b>	<b>40.00</b>	<b>68.86</b>

**vi. Impact of Ind AS adoption on the statements of cash flows for the year ended March 31, 2019**

(Amount in INR Million)

Particulars	Balance as Per Indian GAAP	Adjustments	IND AS Balance
Net cash flow from Operating Activities	42.95	(35.14)	78.08
Net cash flow from Investing Activities	(18.64)	(1.07)	(17.57)
Net cash flow from Financing Activities	(18.86)	41.62	(60.49)
<b>Net Increase/(Decrease) in cash and cash equivalents</b>	<b>5.45</b>	<b>5.42</b>	<b>0.03</b>
Cash and cash equivalents as at April 1, 2018	0.04	(0.01)	0.04
<b>Cash and cash equivalents as at March 31, 2019</b>	<b>5.48</b>	<b>5.41</b>	<b>0.07</b>

**Impact of Ind AS adoption on the statements of cash flows for the year ended March 31, 2020**

(Amount in )

Particulars	Balance as Per Indian GAAP	Adjustments	IND AS Balance
Net cash flow from Operating Activities	29.84	13.33	16.51
Net cash flow from Investing Activities	(13.85)	(1.25)	(12.60)
Net cash flow from Financing Activities	(12.25)	(8.36)	(3.89)
<b>Net Increase/(Decrease) in cash and cash equivalents</b>	<b>3.75</b>	<b>3.73</b>	<b>0.02</b>
Cash and cash equivalents as at March 31, 2019	0.07	0.00	0.06
<b>Cash and cash equivalents as at March 31, 2020</b>	<b>3.81</b>	<b>3.73</b>	<b>0.09</b>

**Impact of Ind AS adoption on the statements of cash flows for the year ended March 31, 2021**

(Amount in )

Particulars	Balance as Per Indian GAAP	Adjustments	IND AS Balance
Net cash flow from Operating Activities	7.18	31.55	(24.37)
Net cash flow from Investing Activities	(7.87)	0.01	(7.88)
Net cash flow from Financing Activities	0.34	(31.92)	32.26
<b>Net Increase/(Decrease) in cash and cash equivalents</b>	<b>(0.34)</b>	<b>(0.35)</b>	<b>0.01</b>
Cash and cash equivalents as at March 31, 2020	0.09	0.00	0.09
<b>Cash and cash equivalents as at March 31, 2021</b>	<b>(0.25)</b>	<b>(0.35)</b>	<b>0.09</b>

**C. Notes to first-time adoption and Ind AS Adjustment/Restatement :**

Note 1: Leases

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Ind AS 116 standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance sheet. The Company adopted Ind AS 116 using the modified retrospective method of adoption with the date of initial application of 1 April 2020 being the date of transition and rolled back the impacts on the leases more than 1 year, if any, as on April 1, 2018 which resulted in to recognition of right-of-use assets, lease liabilities and consequent changes in the statement of profit and loss and cashflows. Also, interest free lease security deposits were recorded at their transaction value under the Indian GAAP. However, under IndAS, all material financial assets are required to be recognised at fair value. Accordingly, the company has fair valued material security deposits, if any by discounting them over the lease period under IndAS. Difference between the fairvalue and transaction value of the security deposit has been recognised as prepaid rent which has been adjusted in the value of ROU asset.

#### **Note 2: Deferred tax**

Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP.

In addition, the various transitional adjustments lead to temporary differences. According to the accounting policies, the company has to account for such differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or a separate component of equity. As on April 1, 2018 the net impact on deferred tax liabilities is of INR 5.569 millions.

#### **Note 3: Remeasurements of post-employment benefit obligations**

Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these remeasurements were forming part of the profit or loss for the year. As a result of this change, the profit for the year ended March 31, 2019 increased by INR 1.85 millions. There is no impact on the total equity as at March 31, 2019.

#### **Note 4: Security deposits**

Under the previous GAAP, interest free lease security deposits (that are refundable in cash on completion of the lease term) are recorded at their transaction value. Under Ind AS, all material financial assets are required to be recognised at fair value. Accordingly, the company has fair valued these security deposits, if any, under Ind AS. Difference between the fair value and transaction value of the security deposit has been adjusted in the value of ROU Assets.

Consequent to this change, the amount of security deposits decreased by INR 0.08 millions as at April 1, 2018 and the ROU asset is increased by INR 0.08 millions as at April 1, 2018.

#### **Note 5: Trade and Other Receivables**

Under Indian GAAP, the company has created no provision for impairment of receivables consists only in respect of specific amount for incurred losses. Under Ind AS, impairment allowance has been determined based on Expected Loss model (ECL). The company impaired its trade receivable by INR 6.95 millions on April 1, 2018 which has been eliminated against retained earnings. The impact of INR 0.60 million, 0.23 millions and 3.50 millions for year ended on March 31, 2019, March 31, 2020 and March 31, 2021 respectively has been recognized in the statement of profit and loss.

#### **Note 6: Retained earnings**

Retained earnings as at April 1, 2018 has been adjusted consequent to the above Ind AS transition adjustments.

#### **Note 7: Other comprehensive income**

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit plans, foreign exchange differences arising on translation of foreign operations, effective portion of gains and losses on cash flow hedging instruments and fair value gains or (losses) on FVOCI equity instruments. The concept of other comprehensive income did not exist under previous GAAP.

#### **Note 8: Property, Plant and Equipment and Intangible assets**

The company on transition to Ind AS as on April 1, 2020 the Company has elected to measure its items of Property, Plant and Equipment and Intangible assets at cost as per Ind AS. The same are considered as deemed cost on the date of transition to Ind AS. Similar restatement has been considered and rolled back to comparative period as well.

#### **Note 9: Depreciation of property, plant and equipment**

Ind AS 16 requires significant component parts of an item of property, plant and equipment to be depreciated separately. The cost of major inspections is capitalised and depreciated separately over the period to the next major inspection. At the date of transition to Ind AS, an increase of INR Nil was recognised in property, plant and equipment net of accumulated depreciation due to separate depreciation of significant components of property, plant and equipment. This amount has been recognised against retained earnings.

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE -VII**

**NOTES TO RESTATED FINANCIAL INFORMATION**

**4. PROPERTY, PLANT AND EQUIPMENT**

(Amount in INR Million)

Particulars	Land	Building	Office Equipments	Computer	Furniture and Fixtures	Vehicles	Plant and Machinery	Solar Plant	Total
<b>GROSS CARRYING VALUE</b>									
As at April 1, 2018	76.76	45.93	2.02	0.58	6.13	23.01	28.75	-	183.19
Additions	-	3.07	0.85	0.14	1.16	0.83	3.64	8.98	18.68
Disposals	-	-	-	(0.00)	-	-	(0.04)	-	(0.04)
<b>As at March 31, 2019</b>	<b>76.76</b>	<b>49.00</b>	<b>2.88</b>	<b>0.72</b>	<b>7.29</b>	<b>23.84</b>	<b>32.35</b>	<b>8.98</b>	<b>201.82</b>
Additions	-	6.45	2.46	0.54	2.67	1.17	1.51	-	14.80
Disposals	-	-	(0.00)	-	-	(0.72)	-	-	(0.73)
<b>As at March 31, 2020</b>	<b>76.76</b>	<b>55.45</b>	<b>5.34</b>	<b>1.26</b>	<b>9.96</b>	<b>24.28</b>	<b>33.86</b>	<b>8.98</b>	<b>215.90</b>
Additions	-	1.83	0.93	0.20	0.10	6.52	3.00	-	12.57
Disposals	-	-	-	-	-	(4.77)	-	-	(4.77)
<b>As at March 31, 2021</b>	<b>76.76</b>	<b>57.28</b>	<b>6.26</b>	<b>1.46</b>	<b>10.07</b>	<b>26.03</b>	<b>36.85</b>	<b>8.98</b>	<b>223.70</b>
Additions	21.17	7.45	0.33	0.26	0.05	0.66	0.75	-	30.66
Disposals	-	-	-	-	-	-	-	-	-
<b>As at December 31, 2021</b>	<b>97.93</b>	<b>64.73</b>	<b>6.60</b>	<b>1.72</b>	<b>10.11</b>	<b>26.69</b>	<b>37.60</b>	<b>8.98</b>	<b>254.35</b>
<b>ACCUMULATED DEPRECIATION/IMPAIRMENT</b>									
As at April 1, 2018	-	-	-	-	-	-	-	-	-
Depreciation for the year	-	0.89	0.93	0.51	1.00	3.56	2.51	0.34	9.75
Deductions/Adjustments during the period	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2019</b>	<b>-</b>	<b>0.89</b>	<b>0.93</b>	<b>0.51</b>	<b>1.00</b>	<b>3.56</b>	<b>2.51</b>	<b>0.34</b>	<b>9.75</b>
Depreciation for the year	-	0.94	1.10	0.36	1.18	3.43	2.59	0.33	9.93
Deductions/Adjustments during the period	-	-	(0.00)	-	-	(0.19)	-	-	(0.19)
<b>As at March 31, 2020</b>	<b>-</b>	<b>1.83</b>	<b>2.04</b>	<b>0.88</b>	<b>2.18</b>	<b>6.80</b>	<b>5.09</b>	<b>0.67</b>	<b>19.49</b>
Depreciation for the year	-	1.56	0.95	0.23	1.22	3.29	2.60	0.34	10.20
Deductions/Adjustments during the period	-	-	-	-	-	(1.51)	-	-	(1.51)
<b>As at March 31, 2021</b>	<b>-</b>	<b>3.40</b>	<b>2.99</b>	<b>1.10</b>	<b>3.40</b>	<b>8.58</b>	<b>7.69</b>	<b>1.01</b>	<b>28.18</b>
Depreciation for the year	-	1.28	0.73	0.19	0.89	2.61	2.08	0.26	8.04
Deductions/Adjustments during the period	-	-	-	-	-	-	-	-	-
<b>As at December 31, 2021</b>	<b>-</b>	<b>4.68</b>	<b>3.72</b>	<b>1.29</b>	<b>4.29</b>	<b>11.19</b>	<b>9.78</b>	<b>1.27</b>	<b>36.22</b>
<b>Net Carrying value as at December 31, 2021</b>	<b>97.93</b>	<b>60.05</b>	<b>2.88</b>	<b>0.43</b>	<b>5.83</b>	<b>15.49</b>	<b>27.82</b>	<b>7.71</b>	<b>218.14</b>
<b>Net Carrying value as at March 31, 2021</b>	<b>76.76</b>	<b>53.88</b>	<b>3.27</b>	<b>0.36</b>	<b>6.67</b>	<b>17.44</b>	<b>29.16</b>	<b>7.97</b>	<b>195.52</b>
<b>Net Carrying value as at March 31, 2020</b>	<b>76.76</b>	<b>53.62</b>	<b>3.30</b>	<b>0.39</b>	<b>7.78</b>	<b>17.48</b>	<b>28.76</b>	<b>8.31</b>	<b>196.41</b>
<b>Net Carrying value as at March 31, 2019</b>	<b>76.76</b>	<b>48.11</b>	<b>1.94</b>	<b>0.21</b>	<b>6.29</b>	<b>20.28</b>	<b>29.84</b>	<b>8.64</b>	<b>192.08</b>

**Notes:**

**i. Property, Plant and Equipment pledged as security against borrowings by the company**

Refer to Note 41 for information on property, plant and equipment pledge as security by the company

**ii. Contractual Obligations**

Refer to Note 39 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

**iii. Title deeds not held in the name of the company**

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter*/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company**
			Nil			

The company has not revalued Property plant and equipment.

**5. RIGHT-OF-USE ASSETS**

(Amount in INR Million)

Particulars	Right-Of-Use Assets
<b>GROSS CARRYING VALUE</b>	
As at April 1, 2018	7.55
Additions	0.81
Deletions	-
<b>As at March 31, 2019</b>	<b>8.36</b>
Additions	2.06
Deletions	-
<b>As at March 31, 2020</b>	<b>10.42</b>
Additions	0.75
Deletions	-
<b>As at March 31, 2021</b>	<b>11.17</b>
Additions	3.96
Deletions	-
<b>As at December 31, 2021</b>	<b>15.13</b>
<b>ACCUMULATED DEPRECIATION/IMPAIRMENT</b>	
As at April 1, 2018	-
Depreciation for the year	4.13
<b>As at March 31, 2019</b>	<b>4.13</b>
Depreciation for the year	2.72
<b>As at March 31, 2020</b>	<b>6.84</b>
Depreciation for the year	1.79
<b>As at March 31, 2021</b>	<b>8.64</b>
Depreciation for the year	1.55
<b>As at December 31, 2021</b>	<b>10.18</b>
<b>Net Carrying value as at December 31, 2021</b>	<b>4.95</b>
<b>Net Carrying value as at March 31, 2021</b>	<b>2.54</b>
<b>Net Carrying value as at March 31, 2020</b>	<b>3.57</b>
<b>Net Carrying value as at March 31, 2019</b>	<b>4.23</b>

**Notes :**

**Company has not revalued Rights to use assets.**

The Company has entered into lease arrangements for its office and godown purpose. These leasing arrangements are of 3 years on an average and are usually renewable by mutual consent on mutually agreeable terms.

Effective April 1, 2018, the Company adopted Ind AS 116, Leases and applied the standard to all lease contracts using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the ROU asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application.

The weighted average incremental borrowing rate applied to lease liabilities is 8%

The aggregate depreciation expense on ROU assets is included under depreciation and amortization in statement of Profit & Loss.



**ANNEXURE -VI**

**NOTES TO RESTATED FINANCIAL INFORMATION**

**6. INTANGIBLE ASSETS**

(Amount in INR Million)

Particulars	Computer Software	Total
<b>GROSS CARRYING VALUE</b>		
<b>As at April 1, 2018</b>	2.90	<b>2.90</b>
Additions	-	-
Deletions	-	-
Acquisition through business combinations	-	-
Other Adjustments	-	-
<b>As at March 31, 2019</b>	<b>2.90</b>	<b>2.90</b>
Additions	0.15	0.15
Deletions	-	-
Acquisition through business combinations	-	-
Other Adjustments	-	-
<b>As at March 31, 2020</b>	<b>3.05</b>	<b>3.05</b>
Additions	-	-
Deletions	-	-
Acquisition through business combinations	-	-
Other Adjustments	-	-
<b>As at March 31, 2021</b>	<b>3.05</b>	<b>3.05</b>
Additions	0.20	0.20
Deletions	-	-
<b>As at December 31, 2021</b>	<b>3.25</b>	<b>3.25</b>
<b>ACCUMULATED AMORTISATION AND IMPAIRMENT</b>		
<b>As at April 1, 2018</b>	-	-
Amortisation for the year	0.34	0.34
<b>As at March 31, 2019</b>	<b>0.34</b>	<b>0.34</b>
Amortisation for the year	0.35	0.35
Impairment	-	-
Acquisition through business combinations	-	-
Deductions\Adjustments during the period	-	-
<b>As at March 31, 2020</b>	<b>0.69</b>	<b>0.69</b>
Amortisation for the year	0.42	0.42
Impairment	-	-
Acquisition through business combinations	-	-
Deductions\Adjustments during the period	-	-
<b>As at March 31, 2021</b>	<b>1.12</b>	<b>1.12</b>
Amortisation for the year	0.26	0.26
<b>As at December 31, 2021</b>	<b>1.38</b>	<b>1.38</b>
<b>Net Carrying value as at December 31, 2021</b>	<b>1.86</b>	<b>1.86</b>
<b>Net Carrying value as at March 31, 2021</b>	<b>1.93</b>	<b>1.93</b>
<b>Net Carrying value as at March 31, 2020</b>	<b>2.35</b>	<b>2.35</b>
<b>Net Carrying value as at March 31, 2019</b>	<b>2.56</b>	<b>2.56</b>

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)****ANNEXURE -VI****NOTES TO RESTATED FINANCIAL INFORMATION****7. FINANCIAL ASSETS****(Amount in INR Million)**

<b>(C) OTHER FINANCIAL ASSETS</b>	<b>December 31, 2021</b>	<b>March 31, 2021</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>
<b>Non Current</b>				
<b>(i) Financial assets carried at amortised cost</b>				
Security Deposits	2.47	2.36	2.38	2.39
Lease Deposits	0.41	0.38	1.11	1.04
<b>Total</b>	<b>2.88</b>	<b>2.73</b>	<b>3.49</b>	<b>3.43</b>
<b>Current</b>				
<b>(i) Financial assets carried at amortised cost</b>				
Interest accrued on FD with banks	0.25	0.14	0.31	0.20
<b>Total</b>	<b>0.25</b>	<b>0.14</b>	<b>0.31</b>	<b>0.20</b>

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)****ANNEXURE -VI****NOTES TO RESTATED FINANCIAL INFORMATION****8. INVENTORIES**

(Amount in INR Million)

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Raw materials (Valued at cost)	51.37	41.58	52.83	16.81
Work-in-process (Valued at cost)	38.29	26.52	15.15	15.02
Finished goods (Valued at cost or net realisable value, whichever is lower)	237.67	209.41	216.89	171.80
Stores, consumables and packing material (Valued at cost)	8.68	8.56	6.88	7.22
<b>Total</b>	<b>336.01</b>	<b>286.07</b>	<b>291.75</b>	<b>210.86</b>

During the year ended December 31, 2021 : INR Nil (March 31, 2021 : INR Nil , March 31, 2020: INR Nil and March 31, 2019: INR Nil ) was recognised as an expense for inventories carried at net realisable value.

**9. TRADE RECEIVABLES**

(Amount in INR Million)

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>Current</b>				
Trade Receivables from customers	414.52	405.98	277.19	396.19
Receivables from other related parties (Refer Note 33)	19.30	59.98	22.44	28.48
	<b>433.82</b>	<b>465.96</b>	<b>299.64</b>	<b>424.67</b>
<b>Breakup of Security details</b>				
Secured, considered good	-	-	-	-
Unsecured, considered good	445.81	477.23	307.41	432.21
Trade receivable which have significant increase in credit risk	-	-	-	-
Trade receivable Credit Impaired	-	-	-	-
	<b>445.81</b>	<b>477.23</b>	<b>307.41</b>	<b>432.21</b>
<b>Impairment Allowance (allowance for bad and doubtful debts)</b>				
Less: Loss allowance	11.99	11.27	7.77	7.54
	<b>11.99</b>	<b>11.27</b>	<b>7.77</b>	<b>7.54</b>
	<b>433.82</b>	<b>465.96</b>	<b>299.64</b>	<b>424.67</b>

Trade or Other Receivable due from directors or other officers of the company either severally or jointly with any other person amounted to INR Nil as on December 31, 2021 (March 31, 2021, March 31, 2020 & March 31, 2019 : INR Nil)

Trade or Other Receivable due from firms or private companies respectively in which any director is a partner, a director or a member amounted to INR 19.30 millions as on December 31, 2021 (March 31, 2021, March 31, 2020 & March 31, 2019 : INR 59.98 millions, INR 22.44 millions & 28.48 millions respectively)

**PLAZA WIRES LIMITED (FORMERLY  
KNOWN AS PLAZA WIRES PRIVATE  
LIMITED)**

**ANNEXURE -VI**

**NOTES TO RESTATED FINANCIAL INFORMATION**

(Amount in INR Million)

**Trade Receivables Ageing Schedule :**

Particulars	Outstanding for following periods from due date of payment					Total
	December 31, 2021	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	
(i)(a) Undisputed Trade receivables – considered good (Others)	388.93	16.21	4.58	4.35	11.05	425.12
(i)(b) Undisputed Trade receivables – considered good (Related Party)	17.21	1.10	-	-	1.00	19.31
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	1.38	-	-	-	1.38
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
<b>Sub Total</b>	<b>406.13</b>	<b>18.68</b>	<b>4.58</b>	<b>4.35</b>	<b>12.05</b>	<b>445.81</b>
Less: Allowance for credit impaired/Expected credit loss						11.99
<b>Total</b>						<b>433.82</b>

Particulars	Outstanding for following periods from due date of payment					Total
	March 31, 2021	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	
(i)(a) Undisputed Trade receivables – considered good (Others)	389.28	5.97	8.02	2.67	9.23	415.16
(i)(b) Undisputed Trade receivables – considered good (Related Party)	42.40	16.58	-	-	1.00	59.99
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	0.62	1.46	-	-	2.08
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
<b>Sub Total</b>	<b>431.68</b>	<b>23.18</b>	<b>9.48</b>	<b>2.67</b>	<b>10.23</b>	<b>477.23</b>
Less: Allowance for credit impaired/Expected credit loss						11.27
<b>Total</b>						<b>465.96</b>

Particulars	Outstanding for following periods from due date of payment					Total
	March 31, 2020	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	
(i)(a) Undisputed Trade receivables – considered good (Others)	244.50	15.46	12.54	6.10	3.57	282.16
(i)(b) Undisputed Trade receivables – considered good (Related Party)	19.92	1.52	-	-	1.00	22.44
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	2.80	-	-	-	2.80
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
<b>Sub Total</b>	<b>264.42</b>	<b>19.78</b>	<b>12.54</b>	<b>6.10</b>	<b>4.57</b>	<b>307.41</b>
Less: Allowance for credit impaired/Expected credit loss						7.77
<b>Total</b>						<b>299.64</b>

Particulars	Outstanding for following periods from due date of payment					Total
	March 31, 2019	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	
(i)(a) Undisputed Trade receivables – considered good (Others)	378.36	9.00	5.16	4.43	-	396.95
(i)(b) Undisputed Trade receivables – considered good (Related Party)	26.93	1.54	-	-	-	28.48
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	0.50	2.57	3.71	-	-	6.78
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
<b>Sub Total</b>	<b>405.79</b>	<b>13.12</b>	<b>8.87</b>	<b>4.43</b>	<b>-</b>	<b>432.21</b>
Less: Allowance for credit impaired/Expected credit loss						7.54
<b>Total</b>						<b>424.67</b>

Note :The company has filed court cases under negotiable instruments act to recover Rs. 1.38 Millions (Previous Year March 31, 2021 : Rs. 2.08 Millions , March 31, 2020 : 2.80 millions, March 31, 2019 : 6.78 Millions ) during the financial year and they are considered good and recoverable.

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE -VI**

**NOTES TO RESTATED FINANCIAL INFORMATION**

**10. CASH AND CASH EQUIVALENTS**

(Amount in INR Million)

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Balances with banks:				
- On current accounts	0.03	0.02	0.02	0.02
Cash on hand	0.02	0.08	0.07	0.05
	<b>0.05</b>	<b>0.09</b>	<b>0.09</b>	<b>0.06</b>

**11. OTHER BANK BALANCES**

(Amount in INR Million)

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Balances with banks and others as security against borrowings	11.04	10.25	10.60	6.87
	<b>11.04</b>	<b>10.25</b>	<b>10.60</b>	<b>6.87</b>

**12. OTHER ASSETS**

(Amount in INR Million)

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>Current</b>				
<b>Advances to suppliers for capital goods</b>	1.05	2.18	2.23	2.18
<b>Advances other than Capital advances</b>				
- Advances to Suppliers for goods and expenses	31.00	13.59	17.10	13.14
- Other advances	27.35	4.91	-	2.57
<b>Others</b>				
- Prepaid expenses	1.60	1.26	1.37	1.81
- Balances with Statutory, Government Authorities *	9.08	4.24	47.22	16.19
- Imprest with Branches and others	3.10	1.43	3.46	2.08
<b>Total</b>	<b>73.17</b>	<b>27.61</b>	<b>71.39</b>	<b>37.97</b>

\* Includes payment of Rs. 0.5 Millions made in December 2021 by the company under protest with GST Department. However no demand has been raised in this regards by the GST Departments. The management is confident that this amount will be refunded/adjusted against future dues/demand in due course.

Note : Advances due from firms or private companies respectively in which any director is a partner, a director or a member amounted to INR 22.20 Millions as on December 31, 2021 (March 31, 2021, March 31, 2020 & March 31, 2019 : INR Nil, INR Nil and INR 1.00 Millions respectively)

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE -VI**

**NOTES TO RESTATED FINANCIAL INFORMATION**

**13. INCOME TAX**

**Deferred Tax (Amount in INR Million)**

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>Deferred Tax relates to the following:</b>				
Temporary difference in the carrying amount of property, plant and equipment	9.96	8.90	8.13	6.76
Provision for employee benefits - Gratuity	(1.73)	(1.61)	(1.49)	(1.19)
Provision for employee benefits - Leave encashment	(0.03)	(0.05)	(0.35)	(0.21)
Expected credit loss on trade receivables	(3.21)	(3.01)	(2.08)	(2.02)
Leases - ROU and lease liability	(0.07)	(0.07)	(0.07)	(0.12)
<b>Total Deferred Tax (Assets) / Liabilities</b>	<b>4.92</b>	<b>4.16</b>	<b>4.14</b>	<b>3.22</b>
Less :MAT Credit Receivable	-	(3.17)	(9.68)	(14.21)
<b>Net Deferred Tax (Assets) / Liabilities</b>	<b>4.92</b>	<b>0.99</b>	<b>(5.53)</b>	<b>(10.99)</b>

**Movement in deferred tax liabilities/assets**

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>Opening balance as of April 1</b>	<b>4.16</b>	<b>4.14</b>	<b>3.22</b>	<b>2.87</b>
Tax income/(expense) during the period recognised in profit or loss	0.72	(0.08)	0.93	0.85
Tax income/(expense) during the period recognised in OCI	0.05	0.10	(0.01)	(0.50)
<b>Closing balance as at March 31</b>	<b>4.92</b>	<b>4.16</b>	<b>4.14</b>	<b>3.22</b>

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority

Considering the probability of availability of future taxable profits in the period in which tax losses expire, deferred tax assets have not been recognised in respect of tax losses carried forward by the Company

Major Components of income tax expense for the nine month ended December 31, 2021, years ended March 31, 2021, March 31, 2020 and March 31, 2019 are as follows:

**i. Income tax recognised in profit or loss**

(Amount in INR Million)

Particulars	2021-22 (Nine month)	2020-21	2019-20	2018-19
Current income tax charge	23.18	17.31	13.71	12.65
Adjustment in respect of current income tax of previous year	-	-	-	-
<b>Deferred Tax</b>				
Relating to origination and reversal of temporary differences	(0.05)	(0.10)	0.01	0.50
<b>Income tax expense recognised in profit or loss</b>	<b>23.13</b>	<b>17.22</b>	<b>13.72</b>	<b>13.14</b>

**ii. Income Tax recognised in OCI**

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Net loss/(gain) on remeasurements of defined benefit plans	(0.05)	(0.10)	0.01	0.50
<b>Income tax expense recognised in OCI</b>	<b>(0.05)</b>	<b>(0.10)</b>	<b>0.01</b>	<b>0.50</b>

**Reconciliation of tax expense and accounting profit multiplied by income tax rate for December 31, 2021, March 31, 2021, March 31, 2020 and March 31, 2019**

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Profit before tax from continuing operations	81.34	60.95	54.68	83.71
Profit before tax from discontinuing operations	-	-	-	-
<b>Accounting profit before income tax</b>	<b>81.34</b>	<b>60.95</b>	<b>54.68</b>	<b>83.71</b>
Enacted tax rate in India	27.82%	27.82%	27.82%	27.82%
<b>Income Tax on Accounting Profits</b>	<b>22.63</b>	<b>16.96</b>	<b>15.21</b>	<b>23.29</b>
<b>Effect of</b>				
Depreciation	(0.45)	(0.84)	(1.46)	(0.83)
Expenses allowable under Income Tax	(0.20)	(0.18)	-	0.37
Expenses not allowable under Income Tax	0.94	0.33	0.03	-
Deductions under Income tax	-	-	-	(9.58)
Ind AS Adjustments	0.26	1.05	(0.08)	(0.60)
<b>Tax at effective Income Tax Rate</b>	<b>23.18</b>	<b>17.31</b>	<b>13.71</b>	<b>12.65</b>

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE -VI**

**NOTES TO RESTATED FINANCIAL INFORMATION**

**14. SHARE CAPITAL**

**i. Authorised Share Capital**

(Amount in INR Million)

Particulars	Equity Share	
	Number	Amount
<b>Equity shares of Rs.100 each with voting rights</b>		
<b>At April 1, 2018</b>	4,50,000	45.00
Increase/(decrease) during the year	-	-
<b>At March 31, 2019</b>	4,50,000	45.00
Increase/(decrease) during the year	-	-
<b>Equity shares of Rs.10 each with voting rights</b>		
<b>At March 31, 2020</b>	45,00,000	45.00
Increase/(decrease) during the year	-	-
<b>At March 31, 2021</b>	45,00,000	45.00
Increase/(decrease) during the year	-	-
<b>At December 31, 2021</b>	<b>45,00,000</b>	<b>45.00</b>

**Terms/rights attached to equity shares**

The company has only one class of equity shares having par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

During the financial year 2019-20 the company has sub divided its existing equity shares from every one equity share of face value of Rs.100/-(One Hundred only) each fully paid up into 10 (Ten) equity shares of face value of Rs. 10 (Ten only) each fully paid up w.e.f 16th December 2019.

**ii. Issued Capital**

(Amount in INR Millions)

Particulars	Number	Amount
<b>Equity shares of INR 100 each issued, subscribed and fully paid</b>		
<b>At April 1, 2018</b>	3,81,789	38.18
Issued during the period	-	-
<b>At March 31, 2019</b>	3,81,789	38.18
Issued during the period for Rs. 100 each	110	0.01
<b>Equity shares of INR 10 each issued, subscribed and fully paid</b>		
<b>At March 31, 2020</b>	38,18,990	38.19
Issued during the period	-	-
<b>At March 31, 2021</b>	38,18,990	38.19
Issued during the period	-	-
<b>At December 30, 2021</b>	<b>38,18,990</b>	<b>38.19</b>

**iii. Details of Promoters and shareholders holding more than 5% shares in the Company**

Promoter's name	As at December 31, 2021			As at March 31, 2021			As at March 31, 2020			As at March 31, 2019		
	No of Shares	% Holding	% Change during the year	No of Shares	% Holding	% Change during the year	No of Shares	% Holding	% Change during the year*	No of Shares	% Holding	% Change during the year
Equity Shares with Voting Rights												
Sonia Gupta	15,93,640	41.73%	0%	15,93,640	41.73%	-29%	22,44,950	58.78%	0%	2,24,495	58.80%	0%
Sanjay Gupta	19,84,310	51.96%	0%	19,84,310	51.96%	49%	13,33,000	34.90%	0%	1,33,300	34.91%	0%
	<b>35,77,950</b>	<b>93.69%</b>	-	<b>35,77,950</b>	<b>93.69%</b>	-	<b>35,77,950</b>	<b>93.69%</b>	-	<b>3,57,795</b>	<b>93.72%</b>	-

\*During the financial year 2019-20 the company has sub divided its existing equity shares from every one equity share of face value of Rs.100/-(One Hundred only) each fully paid up into 10 (Ten) equity shares of face value of Rs. 10 (Ten only) each fully paid up w.e.f 16th December 2019.

**iv. Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date : NIL**

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE -VI**

**NOTES TO RESTATED FINANCIAL INFORMATION**

**15. OTHER EQUITY**

**i. Reserves and Surplus**

(Amount in INR Million)

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019	April 1, 2018
Securities Premium Reserve	103.56	103.56	103.56	103.56	103.56
Retained Earnings	311.89	254.32	210.34	170.34	101.49
	415.46	357.89	313.91	273.91	205.05

**(b) Securities Premium Reserve**

(Amount in INR Million)

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019	April 1, 2018
Opening balance	103.56	103.56	103.56	103.56	103.56
Add/(Less):	-	-	-	-	-
<b>Closing Balance</b>	<b>103.56</b>	<b>103.56</b>	<b>103.56</b>	<b>103.56</b>	<b>103.56</b>

**(e) Retained Earnings**

(Amount in INR Million)

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019	April 1, 2018
Opening balance	254.32	210.34	170.34	101.49	77.98
Net Profit/(Loss) for the period	57.44	43.72	40.04	70.22	26.87
<b>Add/Less :</b>					
Ind AS 116 - Leases	-	-	-	-	(0.39)
Remeasurement of defined benefit obligation	0.18	0.36	(0.05)	(1.85)	-
Income tax effect	(0.05)	(0.10)	0.01	0.50	3.97
<b>Closing balance</b>	<b>311.89</b>	<b>254.32</b>	<b>210.34</b>	<b>170.34</b>	<b>101.49</b>



**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)****ANNEXURE -VI****NOTES TO RESTATED FINANCIAL INFORMATION****16. BORROWINGS**

(Amount in INR Million)

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>Non Current Borrowings</b>				
<b>Secured</b>				
Term loan from banks	94.73	112.22	51.06	69.19
<b>Unsecured</b>				
Loans from banks and other FI	0.67	1.91	7.45	7.51
Loans from Director's, their Relatives and Corporate	1.80	1.30	1.30	4.89
<b>(A)</b>	<b>97.20</b>	<b>115.42</b>	<b>59.80</b>	<b>81.58</b>
<b>Less : Current Maturity of Non Current Borrowings</b>				
Term loan from banks	37.06	27.84	10.17	18.57
<b>(B)</b>	<b>37.06</b>	<b>27.84</b>	<b>10.17</b>	<b>18.57</b>
<b>Total (A)-(B)</b>	<b>60.13</b>	<b>87.58</b>	<b>49.63</b>	<b>63.01</b>
<b>Current Borrowings</b>				
<b>Secured</b>				
(a) Loans repayable on demand				
From Banks	309.36	317.61	301.76	240.30
From Banks	-	-	-	-
(d) Deposits	-	-	-	-
(b) Current maturities of Long term borrowings	37.06	27.84	10.17	18.57
<b>Total</b>	<b>346.43</b>	<b>345.45</b>	<b>311.94</b>	<b>258.87</b>

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)****ANNEXURE -VI****NOTES TO RESTATED FINANCIAL INFORMATION****16, BORROWINGS****A 'NON CURRENT BORROWING**

*Secured by way of Hypothication of Respective Assets*

**1.List of Secured Term Loan -Vehicle**

- Outstanding amount of INR 0.88 Millions from bank repayable in 10 monthly EMI of INR 0.09 Millions each
- Outstanding amount of INR 0.47 Millions from bank repayable in 15 monthly EMI of INR 0.03 Millions each
- Outstanding amount of INR 0.28 Millions from bank repayable in 22 monthly EMI of INR 0.01 Millions each
- Outstanding amount of INR 0.21 Millions from bank repayable in 11 monthly EMI of INR 0.02 Millions each
- Outstanding amount of INR 0.75 Millions from bank repayable in 19 monthly EMI of INR 0.04 Millions each
- Outstanding amount of INR 2.72 Millions from bank repayable in 27 monthly EMI of INR 0.11 Millions each

**2.List of Secured Term Loan against Property Situated at A-74 Okhla Indl Area Phase-2 Delhi**

- Outstanding amount of INR 21.67 Millions from bank repayable in 31 monthly EMI of INR 0.65 Millions each
- Outstanding amount of INR 2.53 Millions from bank repayable in 7 monthly EMI of INR 0.36 Millions each

**3.Secured Term Loan against Machinery at 923/56 Village Katha , Baddi, Distt Solan, HP**

Outstanding amount of INR 0.93 Millions from bank repayable in 5 monthly EMI of INR 0.2 Millions each

**4.Term Loan availed under Guaranteed Emergency Credit Line(GECL)**

- Outstanding amount of INR 45.15 Millions from bank repayable in 34 monthly EMI of INR 1.32 Millions each
- Outstanding amount of INR 19.14 Millions from bank repayable in 34 monthly EMI of INR 0.56 Millions each

**B. CURRENTBORROWING**

- Pari-passu charge over entire current assets both present and future (Including entire stocks available at various Godowns, Goods in Transit & book debts) and all movable fixed assets both present and future of the company.

- Land and Building of factory measuring 15 bigha 6 Biswas situated at village katha ,Baddi ,Distt-Solan,HP and Land in the name of director Sh.Sanjay Gupta measuring 1.3875 acres situated at Mauza - Sulatnpur, Tehsil and District Sonapat along with Personal Guarantee of directors .

**C. Company has borrowings from banks or financial institutions on the basis of security of current assets. (Amount in INR Millions)**

Particulars	As at December 31, 2021		As at March 31, 2021	
	Inventories	Trade Receivables	Inventories	Trade Receivables
As per books of accounts (December/ March 31)	336.01	433.82	286.07	465.96
As per books of accounts (December 30 & March 30)	334.80	406.66	284.95	347.87
As per statement of current assets (December 30 & March 30)	334.31	403.54	284.50	344.29
Excess/Shortages	0.49	3.12	0.45	3.58

(Amount in INR Millions)

Particulars	As at March 31, 2020		As at March 31, 2019	
	Inventories	Trade Receivables	Inventories	Trade Receivables
As per books of accounts (March 31)	291.75	299.64	210.86	424.67
As per books of accounts (March 30)	279.17	302.08	197.47	365.46
As per statement of current assets (March 30)	277.96	301.37	196.94	368.45
Excess/Shortages	(1.21)	(0.71)	(0.53)	2.99

Note : The company had submitted the quarterly statements as on March 30/December 30 to the bank and hence the same has been disclosed here with.

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE -VI**

**NOTES TO RESTATED FINANCIAL INFORMATION**

**17. OTHER FINANCIAL LIABILITIES**

(Amount in INR Million)

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>Non Current</b>				
(i) Financial Liabilities at amortised cost				
Security deposits payable	6.42	6.33	7.27	10.76
<b>Total</b>	<b>6.42</b>	<b>6.33</b>	<b>7.27</b>	<b>10.76</b>

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE -VI**

**NOTES TO RESTATED FINANCIAL INFORMATION**

**18. TRADE PAYABLES**

(Amount in INR Million)

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>Current</b>				
Trade Payables to Micro, Small and Medium Enterprises	-	-	-	-
Trade Payables to Others	144.49	102.94	93.30	185.36
<b>Total</b>	<b>144.49</b>	<b>102.94</b>	<b>93.30</b>	<b>185.36</b>

**19. OTHER LIABILITIES**

(Amount in INR Million)

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>Current</b>				
Advance received from Customers and staff	4.40	3.85	6.41	3.52
Statutory Liabilities	1.77	1.19	2.36	7.33
Creditor for capital expenditure	0.28	0.34	0.23	0.47
Other payables	27.56	29.22	42.16	27.67
<b>Total</b>	<b>34.02</b>	<b>34.60</b>	<b>51.15</b>	<b>38.98</b>

**20. LEASE LIABILITIES**

(Amount in INR Million)

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>Non Current</b>				
Lease Liabilities	3.37	1.82	2.55	2.33
<b>Total</b>	<b>3.37</b>	<b>1.82</b>	<b>2.55</b>	<b>2.33</b>
<b>Current</b>				
Lease Liabilities	1.82	0.98	1.27	2.35
<b>Total</b>	<b>1.82</b>	<b>0.98</b>	<b>1.27</b>	<b>2.35</b>

**i. Movement in lease liabilities**

Reconciliation of Fair Value: (Amount in INR Million)

Particulars	Amount
<b>At April 1, 2018</b>	<b>7.85</b>
Additions	0.81
Finance cost accrued during the period	0.49
Payment of lease liabilities	(4.48)
<b>At March 31, 2019</b>	<b>4.67</b>
Additions	2.06
Finance cost accrued during the period	0.15
Payment of lease liabilities	(3.07)
<b>At March 31, 2020</b>	<b>3.82</b>
Additions	0.75
Finance cost accrued during the period	0.12
Payment of lease liabilities	(1.91)
<b>At March 31, 2021</b>	<b>2.79</b>
Additions	3.94
Finance cost accrued during the period	0.14
Payment of lease liabilities	(1.68)
<b>At December 31, 2021</b>	<b>5.19</b>

The Company does not face a significant liquidity risk with regards to its lease Liabilities as the current assets are sufficient to meet obligations to lease liabilities as and when they fall due.

**ii. The details of the contractual maturities of lease liabilities on an undiscounted basis are as follows:**

(Amount in INR Million)

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Within one year	1.82	0.98	1.27	2.35
One to five years	3.37	1.82	2.55	2.33
More than five years	-	-	-	-
<b>Total</b>	<b>5.19</b>	<b>2.79</b>	<b>3.82</b>	<b>4.67</b>

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE -VI**

**NOTES TO RESTATED FINANCIAL INFORMATION**

Trade Payables due for payments :

(Amount in INR Million)

**Trade Payables Ageing Schedule : December 2021**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	144.45	0.03	0.00	0.01	<b>144.49</b>
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

**Trade Payables Ageing Schedule : 2020-21**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	102.93	0.00	0.01	-	<b>102.94</b>
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

**Trade Payables Ageing Schedule : 2019-20**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	93.29	0.01	0.00	-	<b>93.30</b>
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

**Trade Payables Ageing Schedule : 2018-19**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	120.56	64.80	-	-	<b>185.36</b>
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)****ANNEXURE -VI****NOTES TO RESTATED FINANCIAL INFORMATION****21. PROVISIONS****(Amount in INR Million)**

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>Non Current</b>				
Provision for employee benefits				
Gratuity ( <i>Refer Note 30</i> )	5.97	5.14	5.38	4.05
Leave encashment	-	-	-	-
<b>Total</b>	<b>5.97</b>	<b>5.14</b>	<b>5.38</b>	<b>4.05</b>
<b>Current</b>				
Provision for employee benefits				
Gratuity ( <i>Refer Note 30</i> )	0.50	0.87	0.19	0.40
Leave encashment	0.13	0.18	1.31	0.79
<b>Total</b>	<b>0.63</b>	<b>1.06</b>	<b>1.50</b>	<b>1.20</b>

**22. CURRENT TAX LIABILITY(NET)****(Amount in INR Million)**

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Current tax payable for the year (net)	20.34	9.89	9.04	14.94
<b>Closing Balance</b>	<b>20.34</b>	<b>9.89</b>	<b>9.04</b>	<b>14.94</b>

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE -VI**

**NOTES TO RESTATED FINANCIAL INFORMATION**

**23. REVENUE FROM OPERATIONS**

(Amount in INR Million)

Particulars	2021-22	2020-21	2019-20	2018-19
Sale of Products	1,266.93	1,453.78	1,591.42	1,577.40
	<b>1,266.93</b>	<b>1,453.78</b>	<b>1,591.42</b>	<b>1,577.40</b>

**24. OTHER INCOME**

(Amount in INR Million)

Particulars	2021-22	2020-21	2019-20	2018-19
Interest income on				
Bank fixed deposits	0.32	0.62	0.69	0.22
Others	0.55	0.97	1.25	0.85
Fair value income on security deposit (lease)	0.02	0.02	0.01	0.01
<b>Other Non Operating Income</b>				
Net gain on disposal of property, plant and equipment	-	-	0.00	-
Miscellaneous Income	0.01	0.01	0.03	3.61
Credit Balance Written Back	-	0.55	-	-
	<b>0.90</b>	<b>2.17</b>	<b>1.98</b>	<b>4.69</b>

**25. COST OF MATERIALS CONSUMED**

(Amount in INR Million)

Particulars	2021-22	2020-21	2019-20	2018-19
As at beginning of the year	41.58	52.83	16.81	25.84
Add : Purchases for the year	1,018.48	1,119.41	1,291.71	1,223.48
Less : As at end of the year	(51.37)	(41.58)	(52.83)	(16.81)
	<b>1,008.69</b>	<b>1,130.66</b>	<b>1,255.69</b>	<b>1,232.51</b>

**26. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE**

(Amount in INR Million)

Particulars	2021-22	2020-21	2019-20	2018-19
<b>Inventories as at the beginning of the year</b>				
Work - in - process	26.52	15.15	15.02	12.53
Finished goods	209.41	216.89	171.80	122.61
<b>Total</b>	<b>235.93</b>	<b>232.03</b>	<b>186.82</b>	<b>135.14</b>
<b>Less : Inventories as at the end of the year</b>				
Work - in - process	38.29	26.52	15.15	15.02
Finished goods	237.67	209.41	216.89	171.80
<b>Total</b>	<b>275.96</b>	<b>235.93</b>	<b>232.03</b>	<b>186.82</b>
<b>Net decrease / (increase) in inventories</b>	<b>(40.02)</b>	<b>(3.90)</b>	<b>(45.21)</b>	<b>(51.68)</b>

**27. EMPLOYEE BENEFITS EXPENSE**

(Amount in INR Million)

Particulars	2021-22	2020-21	2019-20	2018-19
Salaries, wages and bonus	58.83	62.33	88.33	78.43
Contribution to provident and other funds	2.58	2.82	3.67	3.83
Staff welfare expenses	2.68	2.46	4.91	14.53
Gratuity Expense	1.36	1.45	1.16	0.75
	<b>65.45</b>	<b>69.06</b>	<b>98.06</b>	<b>97.53</b>

**28. FINANCE COST**

(Amount in INR Million)

Particulars	2021-22	2020-21	2019-20	2018-19
Interest expense on borrowings	26.21	36.14	38.93	34.78
Interest on Lease liability	0.14	0.12	0.15	0.49
Other borrowing costs	0.74	1.16	1.59	2.63

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE -VI**

**NOTES TO RESTATED FINANCIAL INFORMATION**

	27.09	37.42	40.67	37.90
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**29. DEPRECIATION AND AMORTISATION EXPENSE**

(Amount in INR Million)

Particulars	2021-22	2020-21	2019-20	2018-19
Depreciation on tangible assets	8.04	10.20	9.93	9.75
Amortisation on intangible assets	0.26	0.42	0.35	0.34
Depreciation on right -of- use assets	1.55	1.79	2.72	4.13
	<b>9.85</b>	<b>12.41</b>	<b>13.00</b>	<b>14.21</b>

**30. OTHER EXPENSES**

(Amount in INR Million)

Particulars	2021-22	2020-21	2019-20	2018-19
Commission expense	5.86	9.74	8.71	10.10
Job Work expense	0.47	2.50	4.23	1.56
Man Power expense	13.07	17.75	18.83	12.75
Machinery Repair & Maintanace expense	1.39	1.99	2.26	1.98
Audit Fees expense	0.50	0.45	0.45	0.35
Printing and Stationery expense	0.35	0.64	0.59	0.52
Advertisement Expenses expense	5.65	3.48	13.52	13.67
Bad Debts expense	0.24	0.64	1.48	1.86
Freight and Loading & Unloading expense	18.78	29.21	34.26	31.65
Telephone expense	0.55	0.72	1.42	1.62
Travelling & Conveyance expense	7.67	14.31	16.64	26.24
Office Expenses expense	1.73	2.05	1.80	1.49
Postage Stamp & Courier expense	0.38	0.43	0.64	0.47
Computer expense	1.08	1.26	1.03	0.96
Director Remuneration expense	14.40	10.80	10.80	10.80
Packing Material expense	1.42	0.87	2.06	2.39
Vehicle Running & Maintainanace expense	1.82	1.78	1.80	1.87
Electricity & water expense	7.65	10.46	13.59	15.37
Fees & Tax expense	0.31	0.91	0.90	0.72
Loss on sale of fixed assets expense	-	0.16	0.12	-
Insurance expense	1.61	1.37	1.67	2.01
Loss on theft of Stock	-	-	-	0.28
Legal and Professional expense	3.91	2.47	6.89	5.26
Lease Rent expense	2.41	0.89	0.84	0.72
Repair & maintenance expense - Building	0.22	0.81	2.30	3.42
Sales & Business Promotion	15.53	25.98	25.35	16.36
Repair & maintenance expense - Others	2.53	2.06	1.91	-
Others Misc. expense	3.17	2.11	2.19	2.89
Allowance for bad and doubtful debts	0.72	3.50	0.23	0.60
CSR Expenditre	2.05	-	-	-
<b>Total</b>	<b>115.44</b>	<b>149.35</b>	<b>176.50</b>	<b>167.90</b>

**(a) Details of Payments to auditors**

(Amount in INR Million)

Particulars	2021-22	2020-21	2019-20	2018-19
<b>As auditor</b>				
Audit Fee	0.50	0.40	0.40	0.35
Tax audit fee	-	0.05	0.05	-
	<b>0.50</b>	<b>0.45</b>	<b>0.45</b>	<b>0.35</b>



**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE -VI**

**NOTES TO RESTATED FINANCIAL INFORMATION**

**31. EARNINGS PER SHARE**

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>(a) Basic earnings per share</b>				
Basic earnings per share attributable to the equity holders of the company	1.88	1.43	1.31	2.30
<b>Total basic earnings per share attributable to the equity holders of the company</b>	<b>1.88</b>	<b>1.43</b>	<b>1.31</b>	<b>2.30</b>
<b>(b) Dilluted earnings per share</b>				
Dilluted earnings per share attributable to the equity holders of the company	1.88	1.43	1.31	2.30
<b>Total dilluted earnings per share attributable to the equity holders of the company</b>	<b>1.88</b>	<b>1.43</b>	<b>1.31</b>	<b>2.30</b>
<b>(c) Par value per share</b>	10.00	10.00	10.00	100.00
<b>(d) Reconciliations of earnings used in calculating earnings per share</b>				
<i>Basic earnings per share</i>				
Profit attributable to the equity holders of the company used in calculating basic earnings per share	1.88	1.43	1.31	2.30
	<b>1.88</b>	<b>1.43</b>	<b>1.31</b>	<b>2.30</b>
<i>Dilluted earnings per share</i>				
Profit attributable to the equity holders of the company Used in calculating basic earnings per share	1.88	1.43	1.31	2.30
<b>Profit attributable to the equity holders of the company used in calculating dilluted earnings per share</b>	<b>1.88</b>	<b>1.43</b>	<b>1.31</b>	<b>2.30</b>
<b>(d) Weighted average number of shares used as the denominator</b>				
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	30551920	30551920	30551463	30550820
Adjustments for calculation of dilluted earnings per share:	-	-	-	-
<b>Weighted average number of equity shares used as the denominator in calculating dilluted earnings per share</b>	<b>30551920</b>	<b>30551920</b>	<b>30551463</b>	<b>30550820</b>

The weighted average number of shares takes into account the weighted average effect of changes in treasury share transactions during the year. There have been no other transactions involving Equity shares or potential Equity shares between the reporting date and the date of authorisation of these financial statements.

\*As per the AS-20 issued by the ICAI, in case of a bonus issue or a share split, equity shares are issued to existing shareholders for no additional consideration. Therefore, the number of equity shares outstanding is increased without an increase in resources. The number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

The weighted average number of equity shares for calculation of EPS above are after giving effect to the Bonus issue carried out on March 19th March, 2022 and sub-division of shares in the financial year 2019-20.

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

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**NOTES TO RESTATED FINANCIAL INFORMATION**

**32. EMPLOYEE BENEFIT OBLIGATIONS**

(Amount in INR Million)

Particulars	December 31, 2021			March 31, 2021			March 31, 2020		
	Current	Non Current	Total	Current	Non Current	Total	Current	Non Current	Total
Leave obligations	0.13	-	0.13	0.18	-	0.18	1.31	-	1.31
Gratuity	0.50	5.97	6.46	0.87	5.14	6.01	0.19	5.38	5.57
<b>Total Employee Benefit Obligation</b>	<b>0.63</b>	<b>5.97</b>	<b>6.59</b>	<b>1.06</b>	<b>5.14</b>	<b>6.20</b>	<b>1.50</b>	<b>5.38</b>	<b>6.88</b>

Particulars	March 31, 2019		
	Current	Non Current	Total
Leave obligations	0.79	-	0.79
Gratuity	0.40	4.05	4.45
<b>Total Employee Benefit Obligation</b>	<b>1.20</b>	<b>4.05</b>	<b>5.24</b>

**(i) Leave Obligations**

The leave obligations cover the company's liability for sick and earned leave.

**(ii) Post Employment obligations**

**a) Gratuity**

The company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by number of years of service.

The gratuity plan is a **funded plan** and the company makes contributions to recognised funds in India. The company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

**The amount recognised in the balance sheet and the movement in the net defined benefit obligation over the period are as follows**

(Amount in INR Millions)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
<b>As at April 1, 2018</b>	<b>5.98</b>	<b>-3.87</b>	<b>2.11</b>
Current service cost	0.61	-	0.61
Interest expense/(income)	0.14	-	0.14
<b>Total amount recognised in profit or loss</b>	<b>6.73</b>	<b>-3.87</b>	<b>2.86</b>
Remeasurements			
(Gain)/Loss from change in financial assumptions	0.36	-	0.36
Experience (gains)/losses	1.49	-	1.49
<b>Total amount recognised in other comprehensive income</b>	<b>1.85</b>	<b>-</b>	<b>1.85</b>
Contributions by Employer	-	0.26	0.26
Benefits Paid	-	-0.26	-0.26
<b>As at March 31, 2019</b>	<b>8.58</b>	<b>-4.13</b>	<b>4.45</b>
Current service cost	0.84	-	0.84
Interest expense/(income)	0.32	-	0.32
<b>Total amount recognised in profit or loss</b>	<b>9.74</b>	<b>-4.13</b>	<b>5.61</b>
Remeasurements			
(Gain)/Loss from change in financial assumptions	0.33	-	0.33
Experience (gains)/losses	-0.27	-	-0.27
<b>Total amount recognised in other comprehensive income</b>	<b>0.05</b>	<b>-</b>	<b>0.05</b>
Contributions by Employer	-	0.09	0.09
Benefits Paid	-	-0.09	-0.09
<b>As at March 31, 2020</b>	<b>9.79</b>	<b>-4.22</b>	<b>5.57</b>
Current service cost	1.07	-	1.07
Interest expense/(income)	0.37	-	0.37
<b>Total amount recognised in profit or loss</b>	<b>11.23</b>	<b>-4.22</b>	<b>7.02</b>
Remeasurements			
Retrun of plan assets, excluding amount included in interest (income)	-	-	-
(Gain)/Loss from change in demographic assumptions	-0.35	-	-0.35
(Gain)/Loss from change in financial assumptions	-1.25	-	-1.25
Experience (gains)/losses	1.24	-	1.24
<b>Total amount recognised in other comprehensive income</b>	<b>-0.36</b>	<b>-</b>	<b>-0.36</b>
Contributions by Employer	-	0.64	0.64
Benefits Paid	-	-0.64	-0.64
<b>As at March 31, 2021</b>	<b>10.88</b>	<b>-4.86</b>	<b>6.02</b>
Current service cost	1.07	-	1.07
Interest expense/(income)	0.29	-	0.29
<b>Total amount recognised in profit or loss</b>	<b>12.24</b>	<b>-</b>	<b>7.37</b>
Remeasurements			
Retrun of plan assets, excluding amount included in interest (income)	-	-	-
(Gain)/Loss from change in demographic assumptions	-	-	-
(Gain)/Loss from change in financial assumptions	-0.07	-	-0.07
Experience (gains)/losses	-0.10	-	-0.10
<b>Total amount recognised in other comprehensive income</b>	<b>-0.18</b>	<b>-</b>	<b>-0.18</b>
Contributions by Employer	-	0.73	0.73
Benefits Paid	-	-0.73	-0.73

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**ANNEXURE -VI**

**NOTES TO RESTATED FINANCIAL INFORMATION**

As at December 31, 2021

12.06	-0.73	6.46
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The net liability disclosed above relates to funded and unfunded plans are as follows:

(Amount in INR Millions)

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Present value of funded obligations	6.46	6.01	5.57	4.45
Fair value of plan assets	-	-	-	-
<b>Deficit of funded plan</b>	<b>6.46</b>	<b>6.01</b>	<b>5.57</b>	<b>4.45</b>
Unfunded Plans	(6.46)	(6.01)	(5.57)	(4.45)
<b>Deficit of Gratuity Plan</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

The significant actuarial assumptions were as follows:

	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Mortality	IALM (2012-14) Ult	IALM (2012-14) Ult	IALM (2012-14) Ult	IALM (2006-08) Ult
Discount rate	6.94%	6.94%	6.81%	7.50%
Expected return on plan assets	N.A.	N.A.	N.A.	N.A.
Salary growth rate	2%	2%	2%	2%
Expected Average remaining service	12.02	14.23	10.56	9.67
Retirement Age	62 Years	62 Years	60 Years	60 Years
Employee Attrition Rate	PS: 0 to 5 : 30% PS: 5 to 47 : 0%	PS: 0 to 5 : 30% PS: 5 to 47 : 0%	PS: 0 to 5 : 30% PS: 5 to 47 : 0%	PS: 0 to 5 : 30% PS: 5 to 47 : 0%

Sensitivity Analysis

(Amount in INR Millions)

Particulars	DR: Discount Rate		ER: Salary Escalation Rate	
	PVO DR +1%	PVO DR -1%	PVO ER +1%	PVO ER -1%
<b>PVOC</b>				
March 31, 2019	4.10	4.86	4.87	4.08
March 31, 2020	5.11	6.11	6.13	5.09
March 31, 2021	5.55	6.56	6.58	(5.53)
December 31, 2021	5.91	7.12	7.14	5.88

Effected Payout

(Amount in INR Millions)

Particulars	Expected Payout First	Expected Payout Second	Expected Payout Third	Expected payout Fourth	Expected payout Fifth	Expected payout Six to Ten years
March 31, 2019	0.40	0.13	0.33	1.15	0.24	1.11
March 31, 2020	0.19	0.43	1.31	0.32	0.47	16.06
March 31, 2021	8.75	2.90	4.12	1.24	0.30	1.51
December 31, 2021	0.50	0.41	1.41	0.07	0.22	1.82

Asset Liability Comparisons

(Amount in INR Millions)

Year	31-03-2019	31-03-2020	31-03-2021	31-12-2021
<b>PVO at end of period</b>	4.45	5.57	6.01	6.46
<b>Plan Assets</b>	-	-	-	-
<b>Surplus/(Deficit)</b>	(4.45)	(5.57)	(6.01)	(6.46)
<b>Experience adjustments on plan assets</b>	-	-	-	-

The average duration of the defined benefit plan obligation at the end of the reporting period is 9.65 years (March 31, 2019)

The average duration of the defined benefit plan obligation at the end of the reporting period is 9.57 years (March 31, 2020)

The average duration of the defined benefit plan obligation at the end of the reporting period is 12.14 years (March 31, 2021)

The average duration of the defined benefit plan obligation at the end of the reporting period is 10.52 years (December 31, 2021)

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE -VI**

**NOTES TO RESTATED FINANCIAL INFORMATION**

(Amount in INR Million)

**33. RELATED PARTY TRANSACTIONS**

(i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

Name of Related Party	Nature of Relationship	Country of Incorporation
Sanjay Gupta	Director	India
Sonia Gupta	Director	India
Abhishek Gupta	Director	India
Aditya Gupta	Director	India
Murti Devi	Director's Mother	India
Plaza Cable Electric Pvt Ltd	Associate Company	India
Plaza Power & Infrastructure Co.	Proprietorship Concern of Director	India
Plaza Electrical Industries	Associate Company by common directorship	India
Plaza Lamps And Tubes Ltd	Associate Company by common directorship	India
Plaza Power Solution Private Limited	Associate Company by common directorship	India
Plaza Netcom Private Limited	Associate Company by common directorship	India
Plaza Projects Limited	Associate Company by common directorship	India
Plaza Wires & Electricals Pvt Ltd.	Associate Company by common directorship	India
Bhavika Kapil	Company Secretary (w.e.f. 06.12.2021)	India
Ajay Batla	CFO	India

(ii) Transactions with related parties

The following transactions occurred with related parties

(Amount in INR Million)

Name	Nature of Relationship	Nature of Transaction	December 31,2021	March 31, 2021	March 31, 2020	March 31, 2019
Plaza Cable Electric Pvt Ltd	Common Director	Purchase	28.58	38.50	26.15	24.91
Plaza Power & Infrastructure Co.	Director is Prop.	Purchase	44.87	52.24	47.90	27.15
Plaza Cable Electric Pvt Ltd	Common Director	Sale	18.16	35.21	37.51	51.20
Plaza Power & Infrastructure Co.	Director is Prop.	Sale	1.55	61.64	44.41	9.49
Plaza Projects Limited	Common Director	Advance given	0.91	0.07	-	-
Plaza Lamps And Tubes Ltd	Common Director	Advance given	-	0.02	-	-
Plaza Netcom Private Limited	Common Director	Advance given	-	0.02	-	-
Plaza Wires & Electricals Pvt Ltd.	Common Director	Advance given	-	0.08	-	-
Sanjay Gupta	Director	Rent	2.25	0.75	-	-
Sanjay Gupta	Director	Remuneration	4.05	4.20	4.20	4.20
Sonia Gupta	Director	Remuneration	4.05	4.20	4.20	4.20
Abhishek Gupta	Director	Remuneration	3.15	1.20	1.20	1.20
Aditya Gupta	Director	Remuneration	3.15	1.20	1.20	1.20
Maruti Devi	Director's Mother	Salary	0.45	0.90	0.90	0.90
Bhavika Kapil	Company Secretray	Remuneration	0.03	-	-	-
Ajay Batla	Chief Financial Officer	Remuneration	2.45	2.54	3.41	3.06

(iii) Outstanding balances payable to :

(Amount in INR Million)

Name	Nature of Transaction	December 31,2021	March 31, 2021	March 31, 2020	March 31, 2019
Sanjay Gupta	Remuneration Payable	2.18	-	-	0.20
Abhishek Gupta	Remuneration Payable	0.79	1.38	1.30	1.99
Sonia Gupta	Remuneration Payable	0.71	0.03	-	-
Aditya Gupta	Remuneration Payable	1.06	0.00	-	-
Bhavika Kapil	Remuneration Payable	0.03	-	-	-
Ajay Batla	Remuneration Payable	0.26	0.19	0.16	0.29

(iv) Outstanding balances arising from advance sales/purchases of goods and services and advances

(Amount in INR Million)

Name	Nature of Relationship	December 31,2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>Receivables :</b>					
Plaza Cable Electric Pvt Ltd	Associate Company	26.88	38.86	21.44	28.48
Plaza Power & Infrastructure co.	Proprietorship Concern of Director	12.52	19.93	-	-
Plaza Electrical Industries	Associate Company by common directorship	1.00	1.00	1.00	1.00
Plaza Lamps And Tubes Ltd	Associate Company by common directorship	0.02	0.02	-	-
Plaza Netcom Private Limited	Associate Company by common directorship	0.02	0.02	-	-
Plaza Projects Limited	Associate Company by common directorship	0.98	0.07	-	-
Plaza Wires & Electricals Pvt Ltd.	Associate Company by common directorship	0.08	0.08	-	-

(v) Key management personnel compensation

(Amount in INR Million)

Particulars	December 31,2021	March 31, 2021	March 31, 2020	March 31, 2019
Short term employee benefits	0.02	0.01	0.01	0.01
Post-employment benefits	-	-	-	-
Long term employee benefits	1.58	1.36	1.38	1.16
Termination benefits	-	-	-	-
Employee share based payment	-	-	-	-
	<b>1.59</b>	<b>1.38</b>	<b>1.39</b>	<b>1.17</b>

(vi) Terms and conditions of transactions with related parties

The sales to related parties are made on terms equivalent to those that prevail in arm's length transactions. There have been no guarantees provided or received for any related party receivables and payables. For the nine month ended December 31, 2021, year ended March 31,2021, March 31, 2020 and March 31, 2019 the company has not recorded any impairment of receivables relating to amounts owned by related parties. This assessment is undertaken each financial year through examining the financial position of the related parties and market in which the related party operates.

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)****ANNEXURE - VI****NOTES TO RESTATED FINANCIAL INFORMATION****(Amount in INR Million)****34. SEGMENT REPORTING**

The Company is exclusively engaged in the business of in manufacturing and trading of electrical wire and allied products. As per Ind AS 108 "Operating Segments" there are no reportable operating segment applicable to the company.

**Information about Geographical Areas :****Revenue from External Customers**

The company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below:

Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
India	1,287.87	1,500.43	1,659.73	1,627.34
Outside India	-	-	-	-
	<b>1,287.87</b>	<b>1,500.43</b>	<b>1,659.73</b>	<b>1,627.34</b>

**Revenue from Major Customers**

Revenue from customers exceeding 10% of total revenue for the period ended December 31, 2021, March 31, 2021, March 31, 2020 and March 31, 2019 is : Nil

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)****ANNEXURE - VI****NOTES TO RESTATED FINANCIAL INFORMATION****(Amount in INR Million)****35. CAPITAL MANAGEMENT**

For the purpose of the company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The company includes within debt, interest bearing loans and borrowings, less cash and cash equivalent.

<b>Particulars</b>	<b>December 31, 2021</b>	<b>March 31, 2021</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>
Borrowings other than convertible preference shares	406.56	433.03	361.57	321.88
Less: Cash and Cash Equivalents	(0.05)	(0.09)	(0.09)	(0.06)
<b>Net Debt</b>	<b>406.51</b>	<b>432.94</b>	<b>361.48</b>	<b>321.81</b>
Equity	38.19	38.19	38.19	38.18
Other Equity	415.46	357.89	313.91	273.91
<b>Total Capital</b>	<b>453.65</b>	<b>396.08</b>	<b>352.10</b>	<b>312.09</b>
<b>Capital and net debt</b>	<b>860.16</b>	<b>829.02</b>	<b>713.58</b>	<b>633.90</b>
<b>Gearing ratio</b>	<b>0.47</b>	<b>0.52</b>	<b>0.51</b>	<b>0.51</b>

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE - VI**

**NOTES TO RESTATED FINANCIAL INFORMATION**

**36. FAIR VALUE MEASUREMENTS**

**i. Financial Instruments by Category**

(Amount in INR Million)

Particulars	Carrying Amount				Fair Value			
	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>FINANCIAL ASSETS</b>								
<b>Amortised cost</b>								
Trade Receivables	433.82	465.96	299.64	424.67	433.82	465.96	299.64	424.67
Cash and Cash Equivalents	0.05	0.09	0.09	0.06	0.05	0.09	0.09	0.06
Security Deposits	2.47	2.36	2.38	2.39	2.47	2.36	2.38	2.39
Other Bank Balances	11.04	10.25	10.60	6.87	11.04	10.25	10.60	6.87
Other Financial Assets	0.66	0.52	1.42	1.24	0.66	0.52	1.42	1.24
<b>Total</b>	<b>448.03</b>	<b>479.18</b>	<b>314.12</b>	<b>435.24</b>	<b>448.03</b>	<b>479.18</b>	<b>314.12</b>	<b>435.24</b>
<b>FINANCIAL LIABILITIES</b>								
<b>Amortised cost</b>								
Borrowings	406.56	433.03	361.57	321.88	406.56	433.03	361.57	321.88
Trade Payables	144.49	102.94	93.30	185.36	144.49	102.94	93.30	185.36
Lease Liabilities	5.19	2.79	3.82	4.67	5.19	2.79	3.82	4.67
Other Financial Liabilities	6.42	6.33	7.27	10.76	6.42	6.33	7.27	10.76
<b>Total</b>	<b>562.66</b>	<b>545.09</b>	<b>465.95</b>	<b>522.67</b>	<b>562.66</b>	<b>545.09</b>	<b>465.95</b>	<b>522.67</b>

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair values for security deposits and other financial assets were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the Fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

The fair values of non current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

**ii. Fair Value Hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measure at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows below:

**Level 1** - Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

**Level 2** - The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3** - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity shares, contingent consideration and indemnification assets included in level 3.

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)****ANNEXURE - VI****NOTES TO RESTATED FINANCIAL INFORMATION****(Amount in INR Million)****37. FINANCIAL RISK MANAGEMENT**

The company's activity expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements.

**(A) Credit risk**

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.

**i. Credit risk management**

The company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed on a group basis for each class of financial instruments with different characteristics. The company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets:

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

**ii. Expected credit loss for trade receivables under simplified approach****(Amount in INR Million)**

Particulars	31-Dec-21	31-Mar-21	31-Mar-20	31-Mar-19
Gross receivables	445.81	477.23	307.41	432.21
Less: Loss allowance based on expected credit loss model	11.99	11.27	7.77	7.54
<b>Net receivables</b>	<b>433.82</b>	<b>465.96</b>	<b>299.64</b>	<b>424.67</b>

**iii. Reconciliation of loss allowance provision - Trade receivables**

Particulars	(Amount in INR Million)
Loss allowance on April 1, 2018	69.46
Changes in loss allowance	(61.92)
<b>Loss allowance on March 31, 2019</b>	<b>7.54</b>
Changes in loss allowance	0.23
<b>Loss allowance on March 31, 2020</b>	<b>7.77</b>
Changes in loss allowance	3.50
<b>Loss allowance on March 31, 2021</b>	<b>11.27</b>
Changes in loss allowance	0.72
<b>Loss allowance on December 31, 2021</b>	<b>11.99</b>

**Significant estimates and judgements****Impairment of financial assets**

The impairment provisions for financial assets disclosed above are based on assumptions by management about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.



**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)****ANNEXURE - VI****NOTES TO RESTATED FINANCIAL INFORMATION****(Amount in INR Million)****37. FINANCIAL RISK MANAGEMENT****(B) Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the dynamic nature of the underlying businesses, company maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows.

**(i) Maturities of financial liabilities**

The tables below analyse the company's financial liabilities into relevant maturity groupings based on their contractual maturities :

**Contractual maturities of financial liabilities****(Amount in INR Million)**

Particulars	Carrying Value	Less than 1 year	Between 1 and 5 years	More than 5 years	Total
<b>December 31, 2021</b>					
<b>Non-derivatives</b>					
Borrowings	406.56	346.43	60.13	-	406.56
Lease Liabilities	5.19	1.82	3.37	-	5.19
Trade payables	144.49	144.49	-	-	144.49
Other financial liabilities	6.42	-	6.42	-	6.42
					-
<b>Total non derivative liabilities</b>	<b>562.66</b>	<b>492.74</b>	<b>69.92</b>		<b>562.66</b>
<b>March 31, 2021</b>					
<b>Non-derivatives</b>					
Borrowings	433.03	345.45	87.58	-	433.03
Lease Liabilities	2.79	0.98	1.82	-	2.79
Trade payables	102.94	102.94	-	-	102.94
Other financial liabilities	6.33	-	6.33	-	6.33
<b>Total non derivative liabilities</b>	<b>545.09</b>	<b>449.36</b>	<b>95.73</b>		<b>545.09</b>
<b>March 31, 2020</b>					
<b>Non-derivatives</b>					
Borrowings	361.57	311.94	49.63	-	361.57
Lease Liabilities	3.82	1.27	2.55	-	3.82
Trade payables	93.30	93.30	-	-	93.30
Other financial liabilities	7.27	-	7.27	-	7.27
<b>Total non derivative liabilities</b>	<b>465.95</b>	<b>406.51</b>	<b>59.44</b>		<b>465.95</b>
<b>March 31, 2019</b>					
<b>Non-derivatives</b>					
Borrowings	321.88	258.87	63.01	-	321.88
Lease Liabilities	4.67	2.35	2.33	-	4.67
Trade payables	185.36	185.36	-	-	185.36
Other financial liabilities	10.76	-	10.76	-	10.76
<b>Total non derivative liabilities</b>	<b>522.67</b>	<b>446.58</b>	<b>76.09</b>		<b>522.67</b>

**(C) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk such as equity price risk and commodity risk.

**(i) Foreign currency risk**

The company does not operate internationally and is not exposed to foreign exchange risk arising from foreign currency transactions.

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the company is to minimise the volatility of the INR cash flows of highly probable forecast transactions.

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)****ANNEXURE - VI****NOTES TO RESTATED FINANCIAL INFORMATION****(ii) Interest rate risk**

The company's main interest rate risk arises from long-term borrowings with variable rates, which expose the company to cash flow interest rate risk. During December 31, 2021, March 31, 2021, March 31, 2020, March 31, 2019 and April 1, 2018, the company's borrowings at variable rate were denominated in INR.

**(a) Interest rate risk exposure**

The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	(Amount in INR Million)			
	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Variable rate borrowings	309.36	317.61	301.76	240.30
Fixed rate borrowings	95.40	114.13	58.51	76.69
<b>Total borrowings</b>	<b>404.76</b>	<b>431.74</b>	<b>360.27</b>	<b>316.99</b>
<b>% of borrowings at variable rate</b>	<b>76%</b>	<b>74%</b>	<b>84%</b>	<b>76%</b>

**(b) Sensitivity**

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates. Other components of equity change as a result of an increase/decrease in the fair value of the cash flow hedges related to borrowings.

Particulars	Impact on profit before tax			
	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>Total Interest expense on borrowing (in Millions)</b>	<b>26.21</b>	<b>36.14</b>	<b>38.93</b>	<b>34.78</b>
Interest rates - increase by 100 basis points (100 bps)*	0.26	0.36	0.39	0.35
Interest rates - decrease by 100 basis points (100 bps)*	(0.26)	(0.36)	(0.39)	(0.35)

\* holding all other variables constant

**(iii) Price risk****(a) Exposure**

**Commodity price risk** - The company is in the business of manufacturing cables and wires and will be affected by the price volatility of mainly copper (metal) commodity. Its operating activities require the ongoing purchase and manufacture of finished goods - Cable and wires and therefore require a continuous supply of raw material - Copper. Due to the significantly increased volatility of the price of the copper, the company also entered into various daily purchase contracts in an active market.

The sensitivity analysis of the change in copper price on the inventory as at year end, other factors remaining constant is given in table below:

**(b) Sensitivity****Commodity price sensitivity**

Particulars	(Amount in INR Million)			
	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>Copper- Raw Material</b>				
Copper- Raw Material - Increase in sale price by 100 basis points	0.46	0.26	0.37	0.12
Copper- Raw Material - Decrease in sale price by 100 basis point	(0.46)	(0.26)	(0.37)	(0.12)

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)****ANNEXURE - VI****NOTES TO RESTATED FINANCIAL INFORMATION****38. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)**

Particulars	(Amount in INR Million)			
	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Principal amount due to suppliers under MSMED Act, 2006	-	-	-	-
Interest accrued and due to suppliers under MSMED Act, on the above amount	-	-	-	-
Payment made to suppliers ( other than interest ) beyond the appointed day, during the year	-	-	-	-
Interest paid to suppliers under MSMED Act, ( other than Section 16 )	-	-	-	-
Interest paid to suppliers under MSMED Act, ( Section 16 )	-	-	-	-
Interest due and payable to suppliers under MSMED Act, for payment already made	-	-	-	-
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act, 2006	-	-	-	-

*The information has been given in respect of such vendors to the extent they could be identified as "Mico and Small" enterprises on the basis of information available with the Company.*

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)****ANNEXURE - VI****NOTES TO RESTATED FINANCIAL INFORMATION****39. COMMITMENTS AND CONTINGENCIES****(Amount in INR Million)****A. Commitments****i. Capital Commitments**

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Property, plant and equipment	0.09	24.50	24.50	24.50
Intangible assets	-	-	-	-

**(Amount in INR Million)**

<b>B. Contingent Liabilities</b>	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>i. Claim against the company not acknowledged as debt</b>	-	-	-	-
<b>ii. Guarantees excluding financial guarantees</b>	-	-	-	-
<b>iii. Other money for which the company is contingently liable</b>	<b>22.77</b>	<b>42.45</b>	<b>55.92</b>	<b>76.92</b>

**Brief description of the nature of each contingent liability**

The company's customers have availed channel financing facility from Adani Capital (lender) against which the company has provided guarantee.

**(Amount in INR Million)**

<b>C. Financial Guarantees</b>
Nil

**40. TRANSITION TO IND AS 116**

The Company's lease asset primarily consist of leases buildings for office and godowns having the lease terms on an average of 3 years. Effective 1st April, 2018, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on 1st April, 2018 using the modified retrospective method and has taken the adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application.

On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of 7.46 Millions, and a lease liability of 7.85 Millions. The cumulative effect of applying the standard, amounting to 0.39 Millions was debited to retained earnings.

**The following is the summary of practical expedients elected on initial application:**

- (a) Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date
- (b) Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
- (c) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application
- (d) Applied the practical expedient by not reassessing whether a contract is, or contains, a lease at the date of initial application. Instead applied the standards only to contracts that were previously identified as leases under Ind AS 17.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period: **(Amount in INR Millions)**

Particulars	Amount in Millions	Total
<b>Balance as at April 1, 2018</b>	-	-
Transition impact on account of adoption of Ind AS 116 "Leases"	7.55	7.55
Additions during the year	0.81	0.81
Depreciation of Right of use assets	4.13	4.13
<b>Balance as at March 31, 2019</b>	<b>4.23</b>	<b>4.23</b>
Additions during the year	2.06	2.06
Depreciation of Right of use assets	2.72	2.72
<b>Balance as at March 31, 2020</b>	<b>3.57</b>	<b>3.57</b>
Additions during the year	0.75	0.75
Depreciation of Right of use assets	1.79	1.79
<b>Balance as at March 31, 2021</b>	<b>2.54</b>	<b>2.54</b>
Additions during the year	3.96	3.96
Depreciation of Right of use assets	1.55	1.55
<b>Balance as at December 31, 2021</b>	<b>4.95</b>	<b>4.95</b>

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)****ANNEXURE - VI****NOTES TO RESTATED FINANCIAL INFORMATION**

Set out below are the carrying amounts of lease liabilities and the movements during the period:

Particulars	Amount in Millions	Total
<b>Balance as at April 1, 2018</b>	-	-
Transition impact on account of adoption of Ind AS 116 "Leases"	7.85	7.85
Additions during the year	0.81	0.81
Finance cost accrued during the year	0.49	0.49
Payment of lease liabilities	(4.48)	(4.48)
<b>Balance as at March 31, 2019</b>	<b>4.67</b>	<b>4.67</b>
<b>Current Lease Liabilities</b>	<b>2.35</b>	<b>2.35</b>
<b>Non-current Lease Liabilities</b>	<b>2.33</b>	<b>2.33</b>
<b>Balance as at March 31, 2019</b>	<b>4.67</b>	<b>4.67</b>
Additions during the year	2.06	2.06
Finance cost accrued during the year	0.15	0.15
Payment of lease liabilities	(3.07)	(3.07)
<b>Balance as at March 31, 2020</b>	<b>3.82</b>	<b>3.82</b>
<b>Current Lease Liabilities</b>	<b>1.27</b>	<b>1.27</b>
<b>Non-current Lease Liabilities</b>	<b>2.55</b>	<b>2.55</b>
<b>Balance as at March 31, 2020</b>	<b>3.82</b>	<b>3.82</b>
Additions during the year	0.75	0.75
Finance cost accrued during the year	0.12	0.12
Payment of lease liabilities	(1.91)	(1.91)
<b>Balance as at March 31, 2021</b>	<b>2.79</b>	<b>2.79</b>
<b>Current Lease Liabilities</b>	<b>0.98</b>	<b>0.98</b>
<b>Non-current Lease Liabilities</b>	<b>1.82</b>	<b>1.82</b>
<b>Balance as at March 31, 2021</b>	<b>2.79</b>	<b>2.79</b>
Additions during the year	3.94	3.94
Finance cost accrued during the year	0.14	0.14
Payment of lease liabilities	(1.68)	(1.68)
<b>Balance as at March 31, 2021</b>	<b>5.19</b>	<b>5.19</b>
<b>Current Lease Liabilities</b>	<b>1.82</b>	<b>1.82</b>
<b>Non-current Lease Liabilities</b>	<b>3.37</b>	<b>3.37</b>

The maturity analysis of lease liabilities are disclosed in Note 36

The effective interest rate for lease liabilities is 8%

Rental expense recorded for short-term leases was 2.41 Millions for December 31, 2021, 0.89 Millions for the year ended March 31, 2021, INR 0.84 Millions for March 31, 2020 and INR 0.72 Millions for March 31, 2019

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)****ANNEXURE - VI****NOTES TO RESTATED FINANCIAL INFORMATION**

(Amount in INR Million)

**41. ASSETS PLEDGED AS SECURITY**

The carrying amount of assets pledged as security for current and non current borrowings are:

	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
<b>NON CURRENT ASSETS</b>				
Freehold land	97.93	76.76	76.76	76.76
Freehold building	60.05	53.88	53.62	48.11
Plants and machinery	27.82	29.16	28.76	29.84
Furniture, fittings and equipment	8.70	9.94	11.08	8.23
Vehicles	15.49	17.44	17.48	20.28
Computer	0.43	0.36	0.39	0.21
Solar Plant	7.71	7.97	8.31	8.64
	<b>218.14</b>	<b>195.52</b>	<b>196.41</b>	<b>192.08</b>
<b>CURRENT ASSETS</b>				
Trade receivables (Book debts)	433.82	465.96	299.64	424.67
Inventory (Stock)	336.01	286.07	291.75	210.86
	<b>769.83</b>	<b>752.03</b>	<b>591.38</b>	<b>635.52</b>
<b>Total assets pledge as security</b>	<b>987.96</b>	<b>947.55</b>	<b>787.79</b>	<b>827.60</b>

**42. EVENTS AFTER THE REPORTING PERIOD**

(a) The Company has been converted from Private limited company to Public limited company as on 10/03/2022

(b) The company has increased its Authorized Share Capital amount from INR 45.00 Millions to 500.00 Millions and number of shares from 4.5 Millions to 50.00 Millions of INR 10 each as on March 17, 2022.

(c) The Company has issued bonus of 2,67,32,930( Two Crore Sixty Seven lacs thirty Two Thousand Nine Hundered Thirty Only) equity shares having face value of Rs.10/-each in the ratio of 7:1 {in the propotion of 7 (seven) equity shares for every 1(one) existing equity share} vide board resolution dated 19.03.2022 to all the existing shareholders fully paid up of the company whose names appear in the register of members of the company on March 2,2022 i.e the record date.

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)**

**ANNEXURE - VI**

**NOTES TO RESTATED FINANCIAL INFORMATION**

**43. RATIO AND ITS COMPONENTS**

**Ratio**

Sr No.	Particulars	December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
1	Current ratio	1.56	1.60	1.44	1.36
2	Debt- Equity Ratio	0.90	1.09	1.03	1.03
3	Debt Service Coverage Ratio	1.43	1.41	1.80	2.08
4	Return on Equity Ratio	14%	12%	12%	25%
5	Inventory Turnover Ratio	3.11	3.90	4.82	6.24
6	Trade Receivable Turnover Ratio	2.82	3.80	4.39	3.93
7	Trade Payable Turnover Ratio	8.23	11.41	9.27	7.16
8	Net Capital Turnover Ratio	4.13	4.92	7.74	8.82
9	Net Profit Ratio	5%	3%	3%	4%
10	Return on Capital Employed	13%	12%	13%	19%

% change from March 31, 2021 to December 31, 2021	% change from March 31, 2020 to March 31, 2021	% change from March 31, 2019 to March 31, 2020
*	11%	6%
*	6%	0%
*	-21%	-14%
*	-3%	-52%
*	-19%	-23%
*	-14%	12%
*	23%	30%
*	-36%	-12%
*	20%	-43%
*	-11%	-30%

\* Considered not relevant since the constituting amounts for the period ended December 31, 2021 are for nine months period and are not annualised. Hence explanation for change in ratios as compare to preceeding year are not given.

**Components of Ratio (Amount INR in Millions)**

Sr No.	Ratios	Numerator	Denominator	December 31, 2021		March-21		March-20		March-19	
				Numerator	Denominator	Numerator	Denominator	Numerator	Denominator	Numerator	Denominator
1	Current ratio	Current Assets	Current Liabilities	854.34	547.71	790.13	494.91	673.77	468.21	680.63	501.69
2	Debt- Equity Ratio	Total Debts (Including Government Grants)	Total Equity (Equity Share capital + Other equity-Revaluation Reserve-Capital Redeption Reserve)	406.56	453.65	433.03	396.08	361.57	352.10	321.88	312.09
3	Debt Service Coverage Ratio	Net Profit after taxes + Non-cash operating expenses (i.e. depreciation and other amortizations + Interest )	Finance Cost+ Lease Repayment +Principle Repayment of Long term Borrowings during the Period /Years	94.37	65.98	93.56	66.24	93.71	52.12	122.33	58.81
4	Return on Equity Ratio	Net profit after tax - Exceptional items	Average Total Equity (Opening( Equity Share capital + Other equity-Revaluation Reserve-Capital Redeption Reserve)+Closing (Equity Share Capital+Other Equity-Revaluation Reserve-Capital Redeption Reserve))/2]	57.44	424.86	43.72	374.09	40.04	332.09	70.22	277.66
5	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory (opening balance+ closing balance/2)	968.66	311.04	1126.76	288.91	1210.48	251.30	1180.82	189.16
6	Trade Receivable Turnover Ratio	Revenue from operations	Average trade receivable (Opening balance + closing balance /2)	1,266.93	449.89	1,453.78	382.80	1,591.42	362.15	1,577.40	401.58
7	Trade Payable Turnover Ratio	Purchase of stock in trade and material consumed	Average trade payable (Opening balance + closing balance /2)	1,018.48	123.71	1,119.41	98.12	1,291.71	139.33	1,223.48	170.99
8	Net Capital Turnover Ratio	Revenue from operations	Working capital (Current asset - current liabilities)	1,266.93	306.62	1,453.78	295.22	1,591.42	205.56	1,577.40	178.94
9	Net Profit Ratio	Net profit after tax - Exceptional items	Revenue from operations	57.44	1,266.93	43.72	1453.78	40.04	1591.42	70.22	1577.40
10	Return on Capital Employed	Profit Before interest, Tax & Exceptional item	Equity Share capital + Other equity-Revaluation Reserve-Capital Redeption Reserve + Total Debts (Including Government Grants)	108.43	860.20	98.37	829.11	95.35	713.66	121.61	633.97
11	Return on Investment	Interest Income on fixed deposits	Non current Investments + Fixed deposits with bank	0.32	11.04	0.62	10.25	0.69	10.60	0.22	6.87

**Reasons for variance of more than 25% in above ratios**

Sr No.	Particulars	March 31, 2021	March 31, 2020
1	Current ratio		
2	Debt- Equity Ratio		
3	Debt Service Coverage Ratio		
4	Return on Equity Ratio		Down because of lockdown in Mar 20 we incurred all expense with negligible revenue in this month
5	Inventory Turnover Ratio		
6	Trade Receivable Turnover Ratio		
7	Trade Payable Turnover Ratio		Due to lock down in FY 2019-20
8	Net Capital Turnover Ratio	Due to lock down in FY 2019-20	Due to lock down in FY 2019-20
9	Net Profit Ratio		Due to lock down in FY 2019-20
10	Return on Capital Employed		Due to lock down in FY 2019-20

**PLAZA WIRES LIMITED (FORMERLY KNOWN AS PLAZA WIRES PRIVATE LIMITED)****ANNEXURE - VI****NOTES TO RESTATED FINANCIAL INFORMATION****44. OTHER STATUTORY DISCLOSURES**

- (i).The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii).The Company have not traded or invested in Crypto currency or Virtual Currency during reporting periods.
- (iii).The Company have 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
- (iv).The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a)directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b)provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (v).The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- (vi).The Company does not have any borrowings from banks and financial institutions that are used for any other purpose other than the specific purpose for which it was taken at the reporting balance sheet date.
- (vii).The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- (viii). The Company is not declared as a wilful defaulter by any bank or financial institution or other lender during the any reporting period.
- (ix).The Company shall disclose as to whether the fair value of investment property (as measured for disclosure purposes in the financial statements) is based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. Since, the Company does not have any investment property during any reporting period, the said disclosure is not applicable.
- (x).Section 8 of the Companies Act, 2013 companies are required to disclose grants or donations received during the year. Since, the Company is not covered under Section 8 of the Companies Act, 2013, the said disclosure is not applicable.
- (xi). There are no scheme of arrangements which have been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the reporting periods.
- (xii).During the reporting periods, the Company does not have any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment granted to promoters, directors, KMPs and related parties as per the definition of Companies Act, 2013.
- (xiii). The Company has not identified any transactions or balances in any reporting periods with companies whose name is struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- (ix) The company has no unrecorded transactions in 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)
- (x) There are no charge or satisfaction yet to be registered with ROC beyond the statutory period by the company.

**45. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Following year wise amount was utilized as financial contribution towards CSR Activities:

(Amount in INR Millions)

Financial Year	Amount required to be spent by the company during the year,	Amount of expenditure incurred	Remarks
2019-20	0.90	0.90	Amount spent from April 2021 to December 2021
2020-21	1.12	1.12	Amount spent from April 2021 to December 2021
2021-Dec 2021	1.34	-	Amount not yet spent

46. The company has filed court cases under negotiable instruments act to recover Rs. 1.38 Millions (Previous Year March 31, 2021 : Rs. 2.08 Millions, March 31, 2020 : 2.8 Millions, March 31, 2019 : 6.78 Millions ) during the financial year and they are considered good and recoverable.

47. Previous Year Figures have been regrouped / rearranged ,wherever considered necessary to conform to current years classification.

Significant Accounting Policies and Notes on Accounts form an integral part of the Restated Financial Information.

As per our report of even date attached  
For Shailendra Goel & Associates  
Firm Registration Number: 013670N  
Chartered Accountants

Shailendra Goel  
Partner  
Membership No. 092862  
UDIN :22092862AGLWOI3015

Delhi  
Date: 23/03/2022

For and on behalf of the board

Sanjay Gupta      Aditya Gupta  
Director            Director  
(DIN: 00202273)    (DIN: 07625118)

Ajay Batla            Bhavika Kapil  
Chief Financial      Company Secretary  
Officer

Delhi  
Date:                    23-03-2022



## OTHER FINANCIAL INFORMATION

The audited financial statements of our Company as at and for the years ended March 31, 2019, 2020, March 31, 2021, and Nine month ended on December 31, 2021, together with all the annexures, schedules and notes thereto (“**Financial Statements**”) are available at <https://www.plazawires.in>. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations.

The Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) red herring prospectus (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence (collectively, the “**Group**”) and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor BRLM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Financial Statements, or the opinions expressed therein.

The details of accounting ratios derived from Restated Financial Statements required to be disclosed under the SEBI ICDR Regulations are set forth below:

*(₹ in million except per share data or unless otherwise stated)*

Particulars	For the Year/Period ended			
	As on/For the Nine Months ended December 31, 2021	As on/For the Year ended March 31, 2021	As on/For the Year ended March 31, 2020	As on/For the Year ended March 31, 2019
Revenue from operations	1,266.93	1,453.78	1,591.42	1,577.40
Total income	1,267.83	1,455.95	1,593.40	1,582.08
Total Equity (A)	453.65	396.08	352.10	312.09
Restated Profit for the year attributable to equity shareholders (B)	57.44	43.72	40.04	70.22
<b>Return on Net worth (C) = (B / A) (%)</b>	<b>12.66%*</b>	<b>11.04%</b>	<b>11.37%</b>	<b>22.50%</b>
Restated Profit for the year attributable to equity shareholders (D)	57.44	43.72	40.04	70.22
Weighted average no. of equity shares for Basic EPS (E)	30.55	30.55	30.55	30.55
Weighted average no. of diluted equity shares for Diluted EPS (F)	30.55	30.55	30.55	30.55
<b>Basic Earnings Per Share (EPS) (G)= (D / E)</b>	<b>1.88</b>	<b>1.43</b>	<b>1.31</b>	<b>2.30</b>
<b>Diluted Earnings Per Share (EPS) (H)= (D / F)</b>	<b>1.88</b>	<b>1.43</b>	<b>1.31</b>	<b>2.30</b>
Total Equity (I)	453.65	396.08	352.10	312.09
Number of equity shares outstanding at the end of the period / year, after adjustment of bonus issue and sub division (J)	30.55	30.55	30.55	30.55

Particulars	For the Year/Period ended			
	As on/For the Nine Months ended December 31, 2021	As on/For the Year ended March 31, 2021	As on/For the Year ended March 31, 2020	As on/For the Year ended March 31, 2019
Net Assets Value (NAV) per Share (I / J)	14.85	12.96	11.52	10.22
<b>EBITDA</b>	<b>118.28</b>	<b>110.78</b>	<b>108.35</b>	<b>135.82</b>
<b>EBITDA Margins (%)</b>	<b>9.33%</b>	<b>7.61%</b>	<b>6.80%</b>	<b>8.59%</b>

\*Not Annualised

The ratios have been computed as under:

1. *Basic EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of equity shares outstanding during the year/ period (as adjusted for change in capital due to issue of bonus shares);*
2. *Diluted EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of diluted equity shares outstanding during the year/ period (as adjusted for change in capital due to issue of bonus shares);*
3. *Return on Net Worth (%) = Net Profit after tax, as restated for the end of the year/ period divided by Net worth as at the end of the year/period;*
4. *Net Asset Value per share = Net Worth at the end of the year/period divided by total number of equity shares outstanding at the end of year/ period (as adjusted for change in capital due to issue of bonus shares and subdivision);*
5. *EBITDA: Aggregate of restated profit/(loss) before tax, interest cost, depreciation and amortization;*
6. *EBITDA Margin= EBITDA divided by total income;*
7. *Weighted average number of shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of shares issued during the period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period;*
8. *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, writeback of depreciation and amalgamation;*
9. *Note: The number of shares used in calculating the ratios are considered after adjusting for change in capital due to sub-division of shares in the financial year 2019-20. For further details please refer chapter titled "Capital Structure" beginning on page 68 of this Draft Red Herring Prospectus;*
10. *Company has declared bonus of 7:1 in its General meeting on March 11, 2022 and allotted bonus to the shareholders in its board meeting on March 19, 2022. EPS has been calculated by considering the bonus shares impact.*

## RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards, i.e., Ind AS 24 - Related Party Disclosures read with the SEBI ICDR Regulations, for period ending and for Fiscal 2019-, 2020-, 2021- and nine-months ending December 31, 2021, see "Annexure VI- Note 33 Related Party Transaction" on page 224, under the chapter titled "Restated Financial Statements" beginning on page 178 of this DRHP.

## CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at December 31, 2021, derived from our Restated Financial Statements, and as adjusted for the Issue. This table should be read in conjunction with "Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations", beginning on pages 178, 243 of this Draft Red Herring Prospectus.

(₹ in million)

Particulars	Pre-Issue as at December 31, 2021	Post Issue
<b>Total Borrowings</b>		
Current Borrowings (A)	309.36	[●]
Non-current Borrowings (including current maturities of non-current borrowings) (B)	97.20	[●]
<b>Total Borrowings (C) = (A)+(B)</b>	<b>406.56</b>	<b>[●]</b>
<b>Total Equity</b>		
Equity Share Capital (D)	38.19	[●]
Reserve and Surplus (E)	415.46	[●]
<b>Total Equity (F)= (D)+(E)</b>	<b>453.65</b>	<b>[●]</b>
<b>Total Borrowings/ Total Equity (C)/(F)</b>	<b>0.90</b>	<b>[●]</b>
<b>Non-Current Borrowing/Total Equity (B)/(F)</b>	<b>0.21</b>	<b>[●]</b>

Notes:

1. The amounts disclosed above are derived from Restated Financial Statements of our Company.
2. The corresponding post-Issue capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement.

Subsequent to December 31, 2021, on March 19, 2022, our Company has issued bonus equity shares in the ratio of 7:1 to the existing equity shareholders.

## FINANCIAL INDEBTEDNESS

Our Company avail loans and financing facilities in the ordinary course of our business for meeting our working capital and business requirements. For details of the borrowing powers of our Board, see “*Our Management-Borrowing Powers*” beginning on page 155 of this Draft Red Herring Prospectus. We have obtained the necessary consents required under the relevant financing documentation for undertaking activities in relation to the Issue, including effecting a change in our capital structure, change in our shareholding pattern, change in our constitutional documents and change in the composition of our Board.

The details of the indebtedness of our Company as on December 31, 2020 is provided below:

(₹ in million)

Category of borrowing	Sanctioned Amount	Outstanding Amount as on December 31, 2021 <sup>^</sup>
<b>Fund based borrowings</b>		
Term Loans	64.70	25.13
Cash Credit (CC) Limit	350.00	309.36
Working Capital Term Loan*	67.70	64.28
Vehicle loans	12.63	5.32
<b>Total fund-based borrowings (A)</b>	<b>495.03</b>	<b>404.09</b>
<b>Non-fund-based borrowings</b>		
<b>Bank guarantee (B)</b>	<b>Within CC Limit</b>	<b>0.29</b>
<b>Unsecured loans from bank and directors (C)</b>	<b>NA</b>	<b>2.46</b>
<b>Total borrowings (C=A+B)</b>	<b>495.03</b>	<b>406.84</b>

<sup>^</sup>As certified by our Statutory Auditors, M/s. Shailendra Goel & Associates, Chartered Accountants vide their certificate dated March 28, 2022.

For further details of our outstanding borrowings as on December 31, 2021 see “*Restated Financial Statements*” beginning on page 178 of this Draft Red Herring Prospectus.

### Principal terms of the borrowings availed by our company:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by our Company.

1. **Interest:** In terms of the loans availed by us, the interest rate typically ranges from 7.65% per annum to 8.25% per annum. For certain loans, the interest rate is the base rate of a specified lender plus a defined spread per annum. The spread varies among different loans for different banks.
2. **Tenor:** The tenor of the facilities availed by our Company typically ranges from one day (for OD) to over 50 months.
3. **Security:**
  - i. Pari Passu charge on entire current assets of the company (both present and future). Exclusive charge on entire fixed assets of the company (both present and future);
  - ii. Charge on ILC/FLC - DA/DP bills accompanied by RRs/MTRs of approved transport companies covering purchase of raw material/stores/spares;
  - iii. Personal Guarantees Primary Charge on the respective Vehicles for Vehicle Loans.
  - iv. This is an indicative list and there may be additional requirements for creation of security under the various borrowing arrangements entered into by us.
4. **Repayment:** The term loan facilities are typically repayable between 25 months to 50 months as per the repayment schedule agreed between our Company and the lenders, forming part of the loan documentation entered into between the lenders and us, or on demand. Working Capital Term Loan is payable within 90 days from the date of the drawdown of the tranche.

5. **Key Terms and Covenants:** *Certain borrowing arrangements entered into by us contain restrictive covenants and terms, including, inter alia:*
- i. Shall not undertake expansion/ diversification/ modernisation (except those investments accepted in CMA data) without obtaining prior permission of the bank and without proper tie-up of funds. Similarly, no investment shall be made in associate/allied/ group concerns without prior bank permission;
  - ii. Monies brought in by principal shareholders/directors will not be allowed to be withdrawn without the Bank's permission;
  - iii. During the currency of bank's credit facilities, shall not, without the prior approval of the Bank in writing:
    - a. declare dividends for any year, if the account(s) is/are running irregular or if any of the terms and conditions of the sanction remain un-complied with;
    - b. permit any transfer of the controlling interest or make any drastic change in the management set up;
    - c. divert/utilize Bank's funds to other sister/associate/group concerns or for purposes other than those for which the credit facilities have been sanctioned;
    - d. issue bonus shares and dispose of shareholding of promoters wherever specifically stipulated.
  - iv. Promoter's shares in shall not be pledged to any Bank/NBFC/institution without Bank's prior consent.
  - v. The undernoted covenants will be subject to prior notice being given by our Company and being agreed by the Bank. If the Bank turns down the request but our Company still goes ahead, the Bank shall have the right to call up the facilities sanctioned:
    - a. Formulate any scheme of amalgamation or reconstruction;
    - b. Undertake any new project, implement any scheme of expansion/diversification or capital expenditure or acquire fixed assets (except normal replacements indicated in funds flow statement submitted to and approved by the bank) if such investment results into breach of financial covenants or diversion of working capital funds to financing of long-term assets;
    - c. Invest by way of share capital in or lend or advance funds to or place deposits with any other concern (including group companies); normal trade credit or security deposits in the ordinary course of business or advances to employee can, however, be extended. Such investment should not result in breach of financial covenants relating to TOU Adj. TNW and current ratio agreed upon at the time of sanction;
    - d. Enter into borrowing arrangement either secured or unsecured with any other bank, financial institution, company or otherwise or accept deposits which increases indebtedness beyond permitted limits, stipulated if any at the time of sanction;
    - e. Undertake any guarantee or letter of comfort in the nature of guarantee on behalf of any other company (including group companies);
    - f. Declare dividends for any year except out of profits relating to that year after making all due and necessary provisions and provided further that such distribution may be permitted only if no event of default/breach in financial covenant is subsisting in any repayment obligations to the Bank;
    - g. Create any charge, lien or encumbrance over its undertaking or any part thereof in favour of nay financial institution, bank, company, firm or persons;
    - h. Sell, assign, mortgage or otherwise dispose of any of the fixed assets charged to the Bank. However, fixed assets to the extent of 5% Gross Bloc may be sold in any financial year provided such sale does not dilute FACR below minimum stipulated level; (Not applicable for unsecured loans.)
    - i. Enter into any contractual obligation of a long-term nature or which, in the reasonable assessment of the Bank, is detrimental to Bank's interest, viz. acquisitions beyond the capability of our Company as determined by the present scale of operations or tangible net worth of the Company / net means of promoters etc., leveraged buyout etc.;

- j. Change the practice with regard to remuneration of Directors by means of ordinary, remuneration or commission, scale of sitting fees etc, except where mandated by any legal or regulatory provisions;
- k. Undertake any trading activity other than sale of products arising out of its own manufacturing operations (Not applicable in case finance is for trading activity only);
- l. Permit any transfer of the controlling interest or make any drastic change in the management set-up including resignation of promoter directors;
- m. Repay monies brought in by the Promoters / Directors / Principal Shareholder and their friends and relatives by way of deposits / loans / advances. Further, the rate of interest, if any, payable on such deposits / loans / advance should be lower than the rate of interest charged by the Bank on its term loan and payment of such interest will be subject to regular repayment of instalments to term loans granted / deferred payment guarantees executed by the bank or other repayment obligations, if any, due from our Company to the Bank;
- n. Shall keep the Bank advised of any circumstance adversely affecting the financial position of subsidiaries / group companies or companies in which it has invested, including any action taken by any creditor against the said companies legally or otherwise;
- o. Shall deal with the bank / banks under consortium / multiple banking arrangement exclusively, shall not open current account/s with any other bank without our prior permission. Our Company's entire business relating to our activity including deposit, remittances, bills / cheque purchase, non-fund-based transactions including LCs and BGs, Forex transactions, merchant banking, any interest rate or currency hedging business etc. should be restricted only to the financing banks under consortium/multiple banking arrangement;
- p. No commission to be paid by our Company to the guarantors for guaranteeing the credit facilities sanctioned by the Bank to our Company;
- q. Approach capital market for mobilizing additional resources either in the form of debt or equity.

This is an indicative list and there may be additional restrictive covenants and conditions under the various borrowing arrangements entered into by us.

**6. Event of Default:** As per the terms and conditions of certain borrowings availed by our Company, the Bank shall charge penal interest under the following circumstances:

- i. default in repayment of instalments;
- ii. irregularities/ overdrawings in cash credit account(s);
- iii. non-submission/delayed submission of stock statements;
- iv. non-submission/ delayed submission of quarterly review sheet/ information;
- v. non/delayed submission of renewal proposal with audited Balance Sheet, CMA data and statement of assets and liabilities of the guarantors after 9 months from the date of sanction;
- vi. default in observance of borrowing covenants/terms and conditions of the sanction;

The details above are indicative and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by us.

## MANAGEMENT'S DISCUSSIONS AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

*You should read the following discussion of our financial position and results of operations together with our Restated Financial Statements which have been included in this Draft Red Herring Prospectus. Unless otherwise indicated, the following discussion and analysis of our financial position and results of operations is based on our Restated Financial Statements for the nine months ended December 31, 2021 and for financial years ended March 31, 2021, 2020 and 2019 including the related notes and reports, included in this Draft Red Herring Prospectus prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited financial statements for the respective period and years. Accordingly, the degree to which our Restated Financial Statements will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with IFRS, Companies Act, SEBI Regulations and other relevant accounting practices in India.*

*The audited financial statements as at and for the year ended March 31, 2021, 2020 and 2019 were prepared in accordance with Indian GAAP and the same have been converted into Ind AS by our management to align accounting policies, exemptions and disclosures as adopted by our Company for the transition to Ind AS in the context of the preparation of the December 31, 2020 Ind AS special purpose audited financial statements.*

*This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "Risk Factors" and "Forward-Looking Statements" beginning on pages 26 and 17, respectively, and elsewhere in this Draft Red Herring Prospectus.*

*Our Financial Year ends on March 31 of each year. Accordingly, all references to a particular Financial Year are to the 12 months ended March 31 of that year.*

### **BUSINESS OVERVIEW**

We are an ISO 9001:2015 and 14001:2015 certified company engaged in the business of manufacturing and selling of wires, and selling and marketing of LT aluminium cables and fast-moving electrical goods ("FMEG") under our flagship brand "PLAZA CABLES" and home brands such as "Action Wires" and "PCG". Our business was started with a vision to create a niche in the domestic wire and cable industry with an approach to provide quantitative and qualitative products at competitive prices to customer for various backgrounds. In 2021, we launched a line of house wire under the brand "Action Wires" for product at economical price range. According to "Resurgent India Research Report", we are one of the growing manufacturers in the wires and cables industry in northern region, and provide extensive range of wires and cables. Our product mix comprises different type of wires and cables, and FMEG such as electric fans, water heaters, switches and switchgears, PVC insulated electrical tape and PVC conduit pipe & accessories. According to Resurgent India Limited, the wires and cables industry in India, in value terms, has grown at a compound annual growth rate ("CAGR") of approximately 13.68% in the last five years to reach ₹788.00 billion in Fiscal 2021. Resurgent India expects the wires and cables industry in India to expand at a CAGR of approximately 14.50% in value terms to reach approximately ₹1550.00 billion by Fiscal 2026.

Our key products in the wires and cables segment are building wires also known as house wires, single & multicore round flexible industrial cables and industrial cables for submersible pumps & motors up to 1.1kv grade). For other wires and cable products such as LT power control cable, TV dish antenna co-axial cables, telephone & switch board industrial cable, computer & LAN networking cable, close circuit television cables and solar cables, PVC insulated tape and PVC conduit pipe & accessories we enter into arrangements with third-party manufacturers who manufacture our products based on our requirements. We select and evaluate these third-party manufacturers based on certain criteria including the quality of products produced, reputation and delivery standards. Our products are compliant with various quality standards including Bureau of Indian Standards ("BIS") and QCL Certification. In 2016 and onwards, we entered into arrangements with third-party manufacturers and launched FMEG products such as electric fans and water heaters. As part of after sale service for electric fans, we have tie ups with 20+ service centres in Uttar Pradesh, Uttarakhand, Jammu and Kashmir, Punjab, Haryana And Tamil Nadu. In 2021, we expanded our product portfolio by launching miniature circuit breakers (MCB) and distribution board (DB) in the north and south India region.

We sell our products through a variety of distribution channels depending on the geography and industry norms and trends. Our business model includes 1) Our dealer & distribution network to sell and promote our products,

including sales through C&F agents. We select our dealers & distributors based on their sales network, market reputation and financial strength including sales and 2) Securing government tenders for supply to government projects and 3) Direct sales to infrastructure projects. For detailed understanding please refer to the Chapter “*Our Business*” beginning on page 123 of this Draft Red Herring Prospectus.

### **SIGNIFICANT DEVELOPMENTS AFTER LAST REPORTING PERIOD**

- (A) The Company has been converted from private limited company to public limited company on March 10, 2022.
- (B) The company has increased its Authorized Share Capital amount from ₹ 45 million to ₹ 500 million and number of shares from 4.5 million to 50.0 million of ₹ 10 each on March 17, 2022.
- (C) The Company has issued 2,67,32,930 (Two Crore Sixty Seven lakh thirty two thousand, nine hundred and thirty only) Bonus equity shares having face value of ₹ 10 each in the ratio of 7:1 [in the proportion of 7 (seven) fully paid up equity shares for every fully paid up equity share held], vide resolution passed at the meeting of the board held on December 19, 2022, to all the existing shareholders of the company whose names appear in the register of members of the company as on March 19, 2022 i.e. the Record Date.

### **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 26 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Volatility in supply and pricing of raw material;
- Outbreak of Covid-19;
- Default or delay in payment from customers;
- Changes in laws, rules & regulations and legal uncertainties;
- Pricing pressures from the competitive business environment;
- Economic and Demographic condition.

### **SIGNIFICANT ACCOUNTING POLICIES**

#### **1. Basis of Preparation**

- (i) The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values, as explained in the accounting policies.
- (ii) Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and / or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 – Share-based Payment, leasing transactions that are within the scope of Ind AS 17 – Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 – Inventories or value in use in Ind AS 36 – Impairment of Assets.
- (iii) The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

#### **2. Accounting Assumptions:-**

##### **(i) Statement of Compliance**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.



**(ii) Going Concern:-**

The enterprise is normally viewed as a going concern, that is, as continuing in operation for the foreseeable future. It is assumed that the enterprise has neither the intention nor the necessity of liquidation or of curtailing materially the scale of the operations.

**(iii) Consistency:-**

It is assumed that accounting policies are consistent from one period to another.

**(iv) Accrual:-**

Revenues and costs are accrued, that is, recognized as they are earned or incurred (and not as money is received or paid) and recorded in the financial statements of the periods to which they relate. (The considerations affecting the process of matching costs with revenues under the accrual assumption are not dealt with in this Statement.)

**3. Valuation of Inventories**

Inventories are stated at lower of cost and net realisable value. The cost is calculated on weighted average method. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. Net realisable value is the estimated selling price less estimated costs for completion and sale. Obsolete, slow moving and defective inventories are identified from time to time and, where necessary, a provision is made for such inventories.

**4. Cash Flow Statements**

Cash flows are reported using the indirect method as set out in Indian Accounting Standard -7 on cash flow statement issued by the Institute of Chartered accountants of India.

**5. Depreciation and Amortization**

Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning. Items of property, plant and equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of the assets after commissioning, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a straight line basis. Land is not depreciated.

**6. Revenue Recognition**

- Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers. Revenue from the sale of goods includes duties which the Company pays as a principal but excludes amounts collected on behalf of third parties, such as goods and service tax.
- Revenue from the sale of goods is recognized when significant risks and rewards of ownership/control have been transferred to the customer, which is mainly upon delivery, the amount of revenue can be measured reliably and recovery of the consideration is probable. Revenue from services is recognized in the periods in which the services are rendered. Interest income is recognized on a time proportionate basis taking into account the amount outstanding and the rate applicable.

**7. Property, plant and equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment (if any). The cost of a property, plant and equipment comprises its purchase price and any attributable to cost of bringing the asset to its working condition for its intended use. Expenditure on addition, improvements and renewals is capitalized and expenditure for maintenance and repair is charged to Profit and Loss account.

**8. Earnings per Share**

Basic Earnings per Share is calculated by dividing the net profit after tax for the year attributable to Equity Shareholders of the Company by the weighted average number of Equity Shares outstanding at the end of the year. Diluted earnings per share is calculated by dividing net profit attributable to equity shareholders (after adjustment for diluted earnings) by average number of weighted equity share outstanding at the end of the year.

## **9. Taxes on Income**

### **Tax expenses comprise of current and deferred tax**

Current tax is measured at the amount expected to be paid on the basis of relief and deductions available in accordance with the provisions of Indian Income Tax Act, 1961 and includes Minimum Alternate Tax paid by the company on book profits in accordance with the provisions of the Income Tax Act, 1961. MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period and will be able to set off such MAT credit entitlement.

Deferred income tax reflects the impact of the current year reversible timing differences between the taxable income and accounting income for the Year and reversal of timing differences of the earlier Year. Deferred tax is measured based on the tax rates and tax laws enacted or substantively enacted as at the balance sheet date. Deferred tax assets are recognised only to the extent there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

In FY 2019-20 and onwards, in pursuant to section 115BAA of the Income Tax Act, 1961 announced by Government of India through Taxation Law (Amendment) Bill, 2019, the company has as irrevocable option of shifting to lower tax rates along with consequent reduction in certain tax incentives including lapse of accumulated MAT Credit.

## **10. Impairment of Assets:**

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life. Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortization or depreciation) had no impairment loss been recognised in previous years.

## **11. Provision of Contingent Liabilities**

In the case of litigations where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in notes to the financial statements.

## **12. Retirement benefits to employee (Gratuity)**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. Gratuity is payable to all eligible employees on death or on separation/ termination in terms of the provisions of the Payment of the Gratuity Act, 1972 or as per the Company's scheme whichever is more beneficial to the employees.

## **13. Government Grant**

Government Grants are recognized when there is a reasonable assurance that the same will be received. Revenue grants are recognized in the statement of Profit and Loss, capital grants relating to specific fixed assets are reduced from the gross value of the respective fixed assets. Other capital grants are credited to capital reserve.

## **14. Current Assets, Loans and Advances**

The balance under item of sundry debtors, loans and advances and current liabilities are subject to confirmation and reconciliation and consequential adjustments, wherever applicable. However in the opinion of the management, the realizable value of the current assets, loans and advances in the ordinary course of business will not be less than the value at which they are stated in the Balance Sheet.

## OVERVIEW OF REVENUE AND EXPENSES

### Revenue and Expenses

Our revenue and expenses are reported in the following manner:

#### *Total Revenue*

Our Total Revenue comprises of revenue from operations and other income.

*Revenue from operations:* Our revenue from operations comprises of revenue from manufacturing and selling a diverse range of wires and cables and FMEG which majorly include house wires, flexible cables, submersible cables, electric fans, water heaters and switch and switch gears. Certain of our products are also certified to be compliant with various national and international quality standards including Bureau of Indian Standards. Our other operating revenue include interest on late payment from customers.

*Other Income:* Our other income comprises of interest on fixed deposits with bank, interest on security deposits, and profit on sale of fixed assets.

#### *Expenses*

Our expenses comprise of cost of materials consumed, employee benefits expense, finance costs, depreciation & amortisation expense and other expenses.

*Cost of material consumed:* Cost of material consumed primarily consists of purchase of copper rods for producing diverse range of wires and cables as per their international quality standards.

*Changes in Inventories of Finished goods and Work in Progress:* Changes in inventories of finished goods and work in progress consist of changes in our inventory of finished goods, packing material, stores & consumables as at the beginning and end of the year.

*Employee benefit expense:* Our employee benefit expenses include salaries, wages and bonus, contribution to provident fund, ESIC and other statutory funds, Staff welfare, directors' remuneration gratuity expenses and leave encashment expenses.

*Finance costs:* Our finance costs comprise of interest expenses on cash credit facility availed by the company, interest on term loans and on vehicle loans taken by the company along with bank charges and commission.

*Depreciation & Amortisation expenses:* Depreciation & amortisation expenses comprise of depreciation on tangible fixed assets and amortisation of intangible assets.

*Other expenses:* Our other expenses consist of expenses towards commission, job work, man-power, machine repair and maintenance, audit fees, printing and stationary, advertisement, freight and loading, telephone, traveling and conveyance, office expenses, postage and stamps, computer, director remuneration, packaging material, vehicle running, electricity and water, insurance, legal and professional, lease rent, sales and business promotion, repairs and maintenance, allowance for bad debts, CSR expenditure and miscellaneous expenses, among others.

### Our Results of Operations

The following table sets forth select financial data from our restated financial statement of profit & loss for the period ended December 31, 2021 and for the financial years ended March 31, 2021, 2020 and 2019 the components of which are also expressed as a percentage of total revenue for such periods:

Particulars	For the Nine months ended December 31, 2021		For the Year ended March 31, 2021		For the Year ended March 31, 2020		For the Year ended March 31, 2019	
	₹ in million	(%)*	₹ in million	(%)*	₹ in million	(%)*	₹ in million	(%)*
<b>Income:</b>								
Revenue from operations	1,266.93	99.93	1,453.78	99.85	1,591.42	99.88	1,577.40	99.70
Other income	0.90	0.07	2.17	0.15	1.98	0.12	4.69	0.30
<b>Total Revenue</b>	<b>1,267.83</b>	<b>100.00</b>	<b>1,455.95</b>	<b>100.00</b>	<b>1,593.40</b>	<b>100.00</b>	<b>1,582.08</b>	<b>100.00</b>
<b>Expenses:</b>								

(₹ in million)

Particulars	For the Nine months ended December 31, 2021		For the Year ended March 31, 2021		For the Year ended March 31, 2020		For the Year ended March 31, 2019	
	₹ in million	(%)*	₹ in million	(%)*	₹ in million	(%)*	₹ in million	(%)*
Cost of material consumed	1,008.69	79.56	1,130.66	77.66	1,255.69	78.81	1,232.51	77.90
Changes in Inventory	(40.02)	(3.16)	(3.90)	(0.27)	(45.21)	(2.84)	(51.68)	(3.27)
Employee benefit expenses	65.45	5.16	69.06	4.74	98.06	6.15	97.53	6.16
Finance costs	27.09	2.14	37.42	2.57	40.67	2.55	37.90	2.40
Depreciation & amortization expenses	9.85	0.78	12.41	0.85	13.00	0.82	14.21	0.90
Other expenses	115.44	9.11	149.35	10.26	176.50	11.08	167.90	10.61
<b>Total Expenses</b>	<b>1,186.49</b>	<b>93.58</b>	<b>1,395.00</b>	<b>95.81</b>	<b>1,538.72</b>	<b>96.57</b>	<b>1,498.37</b>	<b>94.71</b>
<b>Profit before exceptional and taxes</b>	<b>81.34</b>	<b>6.42</b>	<b>60.95</b>	<b>4.19</b>	<b>54.68</b>	<b>3.43</b>	<b>83.71</b>	<b>5.29</b>
Exceptional Items	-		-		-		-	
<b>Profit before tax</b>	<b>81.34</b>	<b>6.42</b>	<b>60.95</b>	<b>4.19</b>	<b>54.68</b>	<b>3.43</b>	<b>83.71</b>	<b>5.29</b>
Tax expense :								
(i) Current tax	23.18	1.83	17.31	1.19	13.71	0.86	12.65	0.80
(ii) Deferred tax	0.72	0.06	-0.08	-0.01	0.93	0.06	0.85	0.05
<b>Total Tax Expense</b>	<b>23.90</b>	<b>1.89</b>	<b>17.23</b>	<b>1.18</b>	<b>14.64</b>	<b>0.92</b>	<b>13.50</b>	<b>0.85</b>
<b>Profit for the year</b>	<b>57.44</b>	<b>4.53</b>	<b>43.72</b>	<b>3.00</b>	<b>40.04</b>	<b>2.51</b>	<b>70.22</b>	<b>4.44</b>

\* (%) column represents percentage of total revenue.

### **Result of Operations for the Nine months ended December 31, 2021**

#### **Total Revenue**

Our total revenue amounted to ₹ 1,267.83 million for the nine months ended December 31, 2021 which is on account of revenue from operations and other income as described below:

#### *Revenue from operations:*

Our revenue from operations was ₹ 1,266.93 million which was 99.93% of the total revenue for the nine months ended December 31, 2021. The revenue from operations was on account of sales of wires and FMEG. Our revenue from sales of wires was ₹ 1,167.25 million which was 92.1% of total operating revenue while income from FMEG is ₹ 24.05 million accounts for 1.9% of total operating revenue, income from other products was ₹ 76.56 million which is 6.0% of our total operating revenue. We engage in continuous manufacturing of new varieties based on the orders of our customers to keep up with the trends and meet our customer requirements.

#### *Other income:*

Our other income amounted to ₹ 0.90 million which is 0.07% of our total revenue for the nine months ended December 31, 2021. Our other income comprises of interest on fixed deposits of ₹ 0.32 million and miscellaneous income of ₹ 0.58 million.

#### **Expenses**

Our total expenses, excluding tax amounted to ₹ 1,186.49 million for the nine months ended December 31, 2021 which is 93.58% of our total revenue.

#### *Cost of material consumed:*

Our cost of material consumed was ₹ 1,008.69 million which was 79.56% of the total revenue for the nine months ended December 31, 2021. Our cost of material consumed was primarily on account of purchase of Aluminium and Copper rods for the manufacturing of wires and cables.

*Changes in Inventories of Finished goods and Work in Progress:*

Our changes in inventories of finished goods and work in progress was ₹ (40.02) million which was (3.16%) of our total revenue for the nine months ended December 31, 2021. It was on account of higher level of closing stock at the end of the year.

*Employee benefits expense:*

Our employee benefits expense was ₹ 65.45 million which was 5.16% of our total revenue for the nine months ended December 31, 2021. Our employee benefit expenses primarily consist of salaries & wages of ₹ 58.83 million, contribution to provident fund of ₹ 2.58 million, gratuity expenses of ₹ 1.36 million and staff welfare expenses of ₹ 2.68 million.

*Finance Costs:*

Our finance costs were ₹ 27.09 million which was 2.14% of our total revenue for the nine months ended December 31, 2021. The finance costs were mainly on account of interest on cash credit facilities, term loans and vehicle loans availed by our Company.

*Depreciation & Amortization:*

Our depreciation & amortization expenses were ₹ 9.85 million which was 0.78% of our total revenue for the nine months ended December 31, 2021.

*Other Expenses:*

Our other expenses were ₹ 115.44 million which was 9.11% of our total revenue for the nine months ended December 31, 2021. Other expenses majorly comprised of freight, loading and unloading expenses of ₹ 18.78 million, sales and business promotion expenses of ₹ 15.53 million, directors' remuneration ₹ 14.40 million, manpower expenses of ₹ 13.07 million, travelling and conveyance expenses of ₹ 7.67 million, among others.

*Profit before tax:*

Our profit before tax was ₹ 81.34 million which was 6.42% of our total revenue for the nine months ended December 31, 2021.

*Tax expenses:*

Our tax expense for the nine months ended December 31, 2021 was ₹ 23.90 million which was 1.89% of our total revenue. It was on account of current tax expense of ₹ 23.18 million and deferred tax expense (liability) of ₹ 0.72 million.

*Profit after tax:*

Our profit after tax was ₹ 57.44 million which was 4.53% of our total revenue for the nine months ended December 31, 2021.

***Result of Operations for the Financial Year 2020-21 compared with Financial Year 2019-20***

***Total Revenue***

Our total revenue decreased by 8.63% to ₹ 1,455.95 million for the financial year 2020-21 from ₹ 1,593.34 million for the financial year 2019-20 due to the factors described below:

*Revenue from operations:* Our revenue from operations decreased by 8.65% to ₹ 1,453.78 million for the financial year 2020-21 from ₹ 1,591.42 million for the financial year 2019-20 mainly due to decrease in sales of wires and cables by ₹ 138.29 million. The decrease in sales was on account of first quarter of the financial year 2020-21 which was highly impacted by Covid-19 pandemic leading to lockdowns in the month of April 2020 and May 2020.

*Other income:* Our other income increased by 9.77% to ₹ 2.17 million for the financial year 2020-21 from ₹ 1.98 million for the financial year 2019-20 mainly on account of increase in miscellaneous income of ₹ 0.02 million.

***Total Expenses***

In line with decrease in our total revenue, total expenses also decreased by 9.34% to ₹ 1,395.00 million for the financial year 2020-21 from ₹ 1,538.72 million for the financial year 2019-20, due to the factors described below:

*Cost of material consumed:* The cost of material consumed for the financial year 2020-21 was ₹ 1,130.66 million which has decreased by 9.96% as compared to ₹ 1,255.69 million in financial year 2019-20. The decrease in cost of aluminium and copper rods consumed was on account of lower manufacturing activity conducted in the months of April and May 2020 led by Covid-19 related lockdowns.

*Changes in Inventories of Finished goods and Work in Progress:* Our changes in inventory of finished goods, work in progress and stock -in-trade changed by (91.37%) to ₹ (3.90) million in the financial year 2020-21 from ₹ 45.21) million in the financial year 2019-2020. This was primarily due to higher level of closing stock at end of financial year 2020-21 compared to financial year 2019-2020.

*Employee benefits expenses:* Our employee benefit expenses decreased by 29.57% to ₹ 69.06 million for the financial year 2020-21 from ₹ 98.06 million for the financial year 2019-20. The decrease was mainly on account of decrease in salaries & wages by ₹ 26 million due to cost rationalisation across departments in line with the changes in the market and business conditions led by Covid-19 pandemic.

*Finance costs:* Our finance costs decreased by 7.99% to ₹ 37.42 million for the financial year 2020-21 from ₹ 40.67 million for the financial year 2019-20. Decrease in our finance cost was primarily due to Decrease in interest expense on term loans and cash credit facilities availed by the company by ₹ 2.79 million. Although our total borrowings increased to ₹ 433.03 million as on March 31, 2021 from ₹ 361.57 million as on March 31, 2020, however our finance cost decreased due to availment of moratorium of loan and reduction in the interest rates of the existing loan.

*Depreciation & Amortization expense:* Our depreciation & amortization expense decreased by 4.54% to ₹ 12.41 million for the financial year 2020-21 from ₹ 13.00 million for the financial year 2019-20. Net addition to depreciable gross block was ₹ 7.80 million in the financial year 2020-21 and ₹ 14.07 million in the financial year 2019-20.. Despite of the net addition to the gross block, there was decrease in depreciation expense as majority of the new assets were added in the month of March 2021.

*Other expenses:* Our other expenses decreased by 15.38% to ₹ 149.35 million for the financial year 2020-21 from ₹ 176.50 million for the financial year 2019-20. the decrease was mainly on account of decrease in advertisement expenses by ₹ 10.04 million, freight and loading expenses by ₹ 5.05 million, legal and professional expense by ₹ 4.42 million, electricity and water expense by ₹ 3.13 million, traveling and conveyance expense by ₹ 2.33 million, among others. However, the decrease was partially offset by increase in allowance for bad and doubtful debts by ₹ 3.27 million, commission expense by ₹ 1.03 million, among others.

*Profit before tax:* Our profit before tax increased by 11.47% to ₹ 60.95 million for the financial year 2020-21 from ₹ 54.68 million for the financial year 2019-20. The increase in profits was on account of decrease in overall expenditure of the organization led by cost rationalisation measures as well as increase in overall business margins. Our profit before tax as a % of total revenue was 4.19% for the financial year 2020-21 as against 3.43% for the financial year 2019-20.

*Tax expenses:* Our tax expenses increase by 17.69% to ₹ 17.23 million for the financial year 2020-21 from ₹ 14.64 million for the financial year 2019-20 mainly due to the increase in our current tax expense by ₹ 3.60 million in the financial year 2020-21 over the financial year 2019-20.

*Profit after tax:* Led by margin improvement and cost rationalisation measures as explained above, our profit after tax increased by 9.20% to ₹ 43.72 million for the financial year 2020-21 from ₹ 40.04 million for the financial year 2019-20.

### ***Result of Operations for the Financial Year 2019-20 compared with Financial Year 2018-19***

#### ***Total Revenue***

Our total revenue increased by 0.72% to ₹ 1,593.40 million for the financial year 2019-20 from ₹ 1,582.08 million for the financial year 2018-19 due to the factors described below:

*Revenue from operations:* Our revenue from operations increased by 0.89% to ₹ 1,591.42 million for the financial year 2019-20 from ₹ 1,577.40 million for the financial year 2018-19 mainly due to increase in revenue from FMEG by ₹ 42.61 million, increase in revenue from other goods by ₹ 17.88 million which was set off by decrease in sales of wires and cables by ₹ 46.46 million.

*Other income:* Our other income decreased by 57.82% to ₹ 1.98 million for the financial year 2019-20 from ₹ 4.69 million for the financial year 2018-19 mainly because of decrease in miscellaneous income by ₹ 3.58 million as there was a onetime commission income was received by the company in the financial year 2018-19.

### **Total Expenses**

Our total expenses increased by 2.69% to ₹ 1,538.72 million for the financial year 2019-20 from ₹ 1,498.37 million for the financial year 2018-19, due to the factors described below:

*Cost of material consumed:* Our cost of material consumed increased by 1.88% to ₹ 1,255.69 million for the financial year 2019-20 from ₹ 1,232.51 million for the financial year 2018-19. The increase was in line with the increase in overall revenue of the company.

*Changes in Inventories of Finished goods and Work in Progress:* Our changes in inventory of finished goods, work in progress and stock -in-trade changed by 12.53% to ₹ 45.21 million in the financial year 2019-20 from ₹ (51.68) million in the financial year 2018-19. This was primarily due to higher level of closing stock at end of financial year 2019-20 as compared to financial year 2018-19.

*Employee benefits expenses:* Our employee benefit expenses increased by 0.55% to ₹ 98.06 million for the financial year 2019-20 from ₹ 97.53 million for the financial year 2018-19. The increase was mainly due to increase in salaries & wages by ₹ 9.90 million, which was largely offset by decrease in staff welfare expenses by ₹ 9.62 million in the financial year 2019-20 in comparison to the financial year 2018-19. Gratuity expense increased by ₹ 0.41 million in the financial year 2019-20 in comparison to the financial year 2018-19.

*Finance costs:* Our finance costs increased by 7.32% to ₹ 40.67 million for the financial year 2019-20 from ₹ 37.90 million for the financial year 2018-19. Increase in our finance costs was primarily due to increase in interest expense on term loans & cash credit facilities availed by our Company by ₹ 4.15 million which was partially offset by decrease in interest on lease liability and other borrowing costs by ₹ 1.38 million. Our total outstanding borrowings as on March 31, 2020 were ₹ 361.57 million as against ₹ 321.88 million as on March 31, 2019.

*Depreciation & amortization expense:* Our depreciation & amortization expense decreased by 8.50% to ₹ 13.00 million for the financial year 2019-20 from ₹ 14.21 million for the financial year 2018-19. Net addition to gross block was ₹ 14.07 million in the financial year 2019-20 as compared to ₹ 18.64 million in the financial year 2018-19. Despite of the net addition to the gross block, there was decrease in depreciation expense as majority of the new assets were added in the month of March 2020.

*Other expenses:* Our other expenses increased by 5.12% to ₹ 176.50 million for the financial year 2019-20 from ₹ 167.90 million for the financial year 2018-19. The increase was mainly on account of increase in sales and business promotion expenses by ₹ 8.99 million, manpower expenses by ₹ 6.08 million, job work expenses by ₹ 2.67 million, freight, loading and unloading expenses by ₹ 2.61 million, repair and maintenance expenses by ₹ 1.91 million, legal and professional expenses by ₹ 1.63 million, among others. However, the increase was partially offset by decrease in travelling expense by ₹ 9.60 million, electricity and water expense by ₹ 1.78 million, commission expense by ₹ 1.40 million, other repair and maintenance expenses by ₹ 1.13 million, among others.

*Profit before tax:* Our profit before tax decreased by 34.69% to ₹ 54.68 million for the financial year 2019-20 from ₹ 83.71 million for the financial year 2018-19. The decrease in profit was on higher cost of material consumed as compared with the previous year along with overall increase in the other expense.

*Tax expenses:* Our tax expenses increased by 8.36 % to ₹ 14.64 million for the financial year 2019-20 from ₹ 13.50 million for the financial year 2018-19 mainly due to increase in current tax expense for the financial year 2019-20 compared to financial year 2018-19.

*Profit after tax:* Due to reasons mentioned above, our profit after tax decreased by 42.98% to ₹ 40.04 million for the financial year 2019-20 from ₹ 70.22 million for the financial year 2018-19.

### **Other Key Ratios**

The table below summaries key ratios in our Restated Financial Statements for the period ended December 31, 2021 and for the financial years ended March 31, 2021, 2020 and 2019:

(₹ in million)

Particulars	For the Nine months ended December 31, 2021*	For the year ended March 31,		
		2021	2020	2019
Fixed Asset Turnover Ratio	5.81	7.44	8.10	8.21
Debt Equity Ratio	0.90	1.09	1.03	1.03

Particulars	For the Nine months ended December 31, 2021*	For the year ended March 31,		
		2021	2020	2019
Current Ratio	1.56	1.60	1.44	1.36
Inventory Turnover Ratio	3.77	5.08	5.45	7.48

\*Not Annualized

**Fixed Asset Turnover Ratio:** This is defined as revenue from operations divided by total property, plant & equipment, based on Restated Financial Statements. Figures for property, plant & equipment do not include capital work-in-progress.

**Debt Equity Ratio:** This is defined as total debt divided by total shareholder funds. Total debt is the sum of long-term borrowings, short-term borrowings & current maturity of long term debt, based on Restated Financial Statements.

**Current Ratio:** This is defined as current assets divided by current liabilities, based on Restated Financial Statements.

**Inventory Turnover Ratio:** This is defined as revenue from operations divided by closing inventories, based on Restated Financial Statements.

### Cash Flow

The table below summaries our cash flows from our Restated Financial Statements for the period ended December 31, 2021 and for the financial years 2021, 2020 and 2019:

Particulars	For the Nine months ended December 31, 2021	For year ended March 31,		
		2021	2020	2019
Net cash flow generated from/ (utilized in) operating activities (A)	85.04	(24.37)	16.51	78.08
Net cash flow utilized in investing activities (B)	(29.99)	(7.88)	(12.60)	(17.57)
Net cash flow generated from/ (utilized in) financing activities (C)	(55.10)	32.26	(3.89)	(60.49)
Net (decrease)/ increase in cash & cash equivalents (A+B+C)	(0.05)	0.01	0.02	0.03
Cash and cash equivalents at the beginning of the period/ year	0.09	0.09	0.06	0.04
Cash and cash equivalents at the end of the period/ year	0.05	0.09	0.09	0.07

### Operating Activities

For the nine months ended December 31, 2021

Our net cash generated from operating activities was ₹ 85.04 million for the nine months ended December 31, 2021. Our operating profit before working capital changes was ₹ 118.35 million for nine months ended December 31, 2021 which was primarily adjusted by payment of income tax of ₹ 12.74 million, increase in inventories by ₹ 49.94 million, decrease in trade receivables by ₹ 31.18 million, increase in other financial assets by ₹ 0.25 million, increase in other current assets by ₹ 42.39 million, increase in other bank balances by ₹ 0.79 million, increase in trade payables by ₹ 41.55 million, increase in short term provisions by ₹ 0.57 million, increase in other financial liabilities by ₹ 0.08 million and decrease in other current liabilities by ₹ 0.59 million.

Financial year 2020-21

Our net cash used in operating activities was ₹ 24.37 million for the financial year ended March 31, 2021. Our operating profit before working capital changes was ₹ 112.93 million for the period ended March 31, 2021 which was primarily adjusted by payment of income tax of ₹ 16.46 million, decrease in inventories by ₹ 5.67 million, increase in trade receivables by ₹ 170.45 million, decrease in other financial assets by ₹ 0.94 million, decrease in other current assets by ₹ 50.28 million, decrease in other bank balances by ₹ 0.35 million, increase in trade payables by ₹ 10.19 million, decrease in short term provisions by ₹ 0.33 million, decrease in other financial liabilities by ₹ 0.93 million and decrease in other current liabilities by ₹ 16.55 million.



#### *Financial year 2019-20*

Our net cash generated from operating activities was ₹ 16.51 million for period ended Mar 31, 2020. Our operating profit before working capital changes was ₹ 108.24 million for period ended Mar 31, 2020 which was primarily adjusted by payment of income tax of ₹ 19.60 million, increase in inventories by ₹ 80.89 million, decrease in trade receivables by ₹ 123.32 million, increase in other financial assets by ₹ 0.15 million, increase in other current assets by ₹ 28.88 million, increase in other bank balances by ₹ 3.73 million, decrease in trade payables by ₹ 92.06 million, increase in short term provisions by ₹ 1.59 million, decrease in other financial liabilities by ₹ 3.49 million and increase in other current liabilities by ₹ 12.18 million.

#### *Financial year 2018-19*

Our net cash generated from operating activities was ₹ 78.08 million for period ended Mar 31, 2019. Our operating profit before working capital changes was ₹ 137.20 million for period ended Mar 31, 2019 which was primarily adjusted by payment of income tax of ₹ 4.19 million, increase in inventories by ₹ 43.38 million, increase in trade receivables by ₹ 48.63 million, increase in other financial assets by ₹ 0.01 million, decrease in other current assets by ₹ 7.78 million, increase in other bank balance by ₹ 5.42 million, increase in trade payables by ₹ 28.75 million, increase in short term provisions by ₹ 0.73 million, decrease in other financial liabilities by ₹ 0.84 million and increase in other current liabilities by ₹ 6.09 million.

#### **Investing Activities**

##### *For the period ended December 31, 2021*

Net cash used in investing activities was ₹ 29.99 million for the period ended December 31, 2021. This was primarily on account of purchase of fixed assets amounting to ₹ 30.86 million and which was partially offset by interest on fixed assets of ₹ 0.87 million.

##### *Financial year 2020-21*

Net cash used in investing activities was ₹ 7.88 million for the financial year 2020-21. This was primarily on account of purchase of fixed assets amounting to ₹ 12.57 million which was partially offset by interest on fixed assets of ₹ 1.59 million and proceeds from sale of Property Plant and Equipment 3.10 million.

##### *Financial year 2019-20*

Net cash used in investing activities was ₹ 12.60 million for the financial year 2019-20. This was primarily on account of purchase of fixed assets amounting to ₹ 14.95 million which was offset by sale of property plant and equipment by ₹ 0.41 million and interest received of ₹ 1.93 million

##### *Financial year 2018-19*

Net cash used in investing activities was ₹ 17.57 million for the financial year 2018-19. This was basically on account of purchase of fixed assets amounting to ₹ 18.68 million which was partially offset by interest on received of ₹ 1.07 million and proceeds from sale of Property Plant and Equipment 0.04 million.

#### **Financing Activities**

##### *For the period ended December 31, 2021*

Net cash used in financing activities for the *period ended December 31, 2021* was ₹ 55.10 million. This was primarily on account of interest paid of ₹ 26.95 million and by repayment of borrowings by ₹ 26.47 million.

##### *Financial year 2020-21*

Net cash flow from financing activities for the financial year 2020-21 was ₹ 32.26 million. This was primarily on account of interest paid of ₹ 37.30 million which was partially offset by increase in borrowings by ₹ 71.47 million.

##### *Financial year 2019-20*

Net cash used in financing activities for the financial year 2019-20 was ₹ 3.89 million. This was primarily on account of interest paid of ₹ 40.52 million which was partially offset by increase in borrowings by ₹ 39.69 million and issue of equity capital by ₹ 0.01 million.

##### *Financial year 2018-19*

Net cash used in financing activities for the financial year 2018-19 was ₹ 60.49 million. This was primarily on account of interest paid of ₹ 37.41 million and repayment of borrowings by ₹ 18.60 million

### **Financial Indebtedness**

As on December 31, 2021 the total outstanding borrowings of our Company were ₹ 406.55 million which included long-term borrowings of ₹ 60.13 million, short term borrowings of ₹ 309.36 million and current maturities of long-term borrowings of ₹ 37.06 million. For further details, refer chapter titled “Financial Indebtedness” beginning on page 240 of this Draft Red Herring Prospectus.

(₹ in million)

<b>Particulars</b>	<b>As at December 31, 2021</b>
Long Term Borrowings (A)	
- From Banks & Financial Institution	60.13
Short Term Borrowings (B)	
- Working Capital facilities from banks	309.36
Current Maturities of Long Term Borrowings (C)	37.06
<b>Total (A)+(B)+(C)</b>	<b>406.55</b>

In the event, any of our lenders declare an event of default, such current and any future defaults could lead to acceleration of our repayment obligations, termination of one or more of our financing agreements or force us to sell our assets, any of which could adversely affect our business, results of operations and financial condition.

### **Related Party Transactions**

Related party transactions with our promoters, certain of our directors their entities and relatives primarily relates to remuneration payable, interest paid, purchase & sale of goods, loans & deposits taken & paid, advance to suppliers and Issue of Equity Shares. For further details of such related parties under Ind AS 24, refer chapter titled “Annexure VI- Note 33 Related Party Transaction” on page 224, under the chapter titled “Restated Financial Statements” beginning on page 178 of this DRHP.

### **Contingent Liabilities**

The following table sets forth our contingent liabilities as at December 31, 2021 and March 31, 2021 as per the Restated Financial Statements:

(₹ in million)

<b>Particulars</b>	<b>As at December 31, 2021</b>	<b>As at March 31, 2021</b>
Company customer availment of loan from Adani capital for which the company is contingently liable as it has given the guarantee for the same	22.77	42.45

For further details, refer chapter titled “Restated Financial Statements” beginning on page 178 of this Draft Red Herring Prospectus.

### **Off-Balance Sheet Items**

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

### **Qualitative Disclosure about Market Risk**

#### **Financial Market Risks**

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

#### **Interest Rate Risk**

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds.

**Liquidity risk**

Liquidity risk is the risk that we will encounter difficulties in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our approach to managing liquidity is to ensure, to the extent possible, that we will have sufficient liquidity to meet our liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation. We manage liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

**Effect of Inflation**

We are affected by inflation as it has an impact on the raw material cost, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

**Credit Risk**

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

**Reservations, Qualifications and Adverse Remarks**

Except as disclosed in chapter titled "*Restated Financial Statements*" beginning on page 178 of this Draft Red Herring Prospectus, there have been no reservations, qualifications and adverse remarks.

**Details of Default, if any, including therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution**

Except as disclosed in chapter titled "*Restated Financial Statements*" beginning on page 178 of this Draft Red Herring Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures & interest thereon or repayment of deposits & interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

**Material Frauds**

There are no material frauds, as reported by our Statutory Auditor, committed against our Company, in the last three Fiscals.

**Unusual or Infrequent Events or Transactions**

As on date, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

**Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations**

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company's operations or are likely to affect income from continuing operations except as described in chapter titled "*Risk Factors*" beginning on page 26 of this Draft Red Herring Prospectus.

**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 the section titled "*Risk Factors*" beginning on page 26 of this Draft Red Herring Prospectus and in this chapter, to our knowledge there are no known trends or uncertainties that are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

**Future Changes in Relationship between Costs and Revenues, in Case of Events Such as Future Increase in Labour or Material Costs or Prices that will Cause a Material Change are known**

Other than as described in chapter titled "*Risk Factors*" beginning on page 26 of this Draft Red Herring Prospectus and in this section, to our knowledge there are no known factors that might affect the future relationship between cost and revenue.

**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**

Changes in revenue in the last three financial years are as explained in the part “Financial Year 2020-21 compared with financial year 2019-20 and Financial Year 2019-20 Compared with Financial Year 2018-19” above.

**Total turnover of each major industry segment in which the issuer operates**

Our Company works under single reportable Industry segment.

**Competitive Conditions**

We have competition with Indian and international manufacturers & traders and our results of operations could be affected by competition in the Wires & Cables industry in India. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies / entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled “Risk Factors” beginning on page 26 of this Draft Red Herring Prospectus.

**Increase in income**

Increases in our income are due to the factors described above in the chapter titled “Risk Factors” beginning on page 26 of this Draft Red Herring Prospectus.

**Status of any publicly announced new products or business segments**

Except as disclosed elsewhere in the Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

**Significant Dependence on a Single or Few Customers**

Significant proportion of our revenues have historically has not been derived from a limited number of customers. The % of Contribution of our Company’s customers and suppliers *vis a vis* the revenue from operations and raw materials purchase respectively for the period ended on December 31, 2021 and for the financial year ended as on March 31, 2021 based on Restated Financial Statements are as follows:

Particulars	Suppliers		Customers	
	For the Nine months ended December 31, 2021	For the Financial Year ended March 31, 2021	For the Nine months ended December 31, 2021	For the Financial Year ended March 31, 2021
Top 5 (%)	62.39%	58.72%	17.77%	21.31%
Top 10 (%)	70.98%	71.62%	24.83%	28.98%

**Seasonality of Business**

The nature of our business is not seasonal. For further details please refer chapter titled “Risk Factors” beginning on page 26 of this Draft Red Herring Prospectus.

## SECTION VI: LEGAL AND OTHER INFORMATION OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no (i) outstanding criminal proceedings; (ii) actions taken by statutory and/or regulatory authorities; (iii) outstanding claims related to direct or indirect taxes; (iv) other pending litigation as determined to be material by our Board as per the Materiality Policy (as defined below) in each case involving our Company, Promoters or Directors (“**Relevant Parties**”); or (v) all litigations involving our Group Companies which have a material impact on the business operations, prospects or reputation of our Company. Further, except as stated in this section, there are no disciplinary actions including penalties imposed by SEBI or stock exchanges against our Company, its Promoter or its Directors in the last five financial years, including any outstanding action.*

*Our Board, in its meeting held on March 19, 2022, determined that outstanding legal proceedings involving the Relevant Parties and Group Companies will be considered as material (**‘Materiality Policy’**) if the aggregate amount involved exceeds 2.5% of the consolidated revenue from operations of our Company as per the Restated Financial Statements disclosed in the Draft Red Herring Prospectus, or outstanding litigations whose outcome could have a material impact on the business, operations, prospects or reputation of the Company. It is clarified that pre-litigation notices received by the Relevant Parties, unless otherwise decided by the Board, shall not be evaluated for materiality until such time that the Relevant Parties are impleaded as defendants in the litigation proceedings before any judicial forum.*

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of material outstanding dues to creditors by way of its resolution dated March 19, 2022. In terms of the materiality policy, creditors of our Company to whom amounts outstanding dues to any creditor of our Company exceeding 1% of the revenue of the Company as per the Restated Financial Statements of our Company disclosed in this Draft Red Herring Prospectus, would be considered as material creditors. Details of outstanding dues to micro, small and medium enterprises and other creditors separately giving details of number of cases and amount involved, shall be uploaded and disclosed on the webpage of the Company as required under the SEBI ICDR Regulations.*

*For outstanding dues to any micro, small or medium enterprise, the disclosure shall be based on information available with our Company regarding the status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006 as amended, read with the rules and notification thereunder, as amended, as has been relied upon by the Statutory Auditors. Details of outstanding dues to material creditors along with the name and amount for each material creditor shall be uploaded and disclosed on the webpage of the Company as required under the SEBI ICDR Regulations.*

*Our Company does not have any Subsidiaries and therefore, there are no outstanding litigation involving our Subsidiaries which will have a material impact on our Company.*

*Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.*

### **LITIGATIONS INVOLVING THE COMPANY**

#### **A. LITIGATION FILED AGAINST OUR COMPANY**

##### **1. Litigation Involving Criminal Matters**

##### **Criminal Complaint No. 2166/19 filed by (1) Sheela George, (2) George Iype and (3) Orient Associates (“Petitioners”) against the Company before the High Court of Delhi**

Sheela George filed a Criminal Complaint No. 2166 of 2019 before the High Court of Delhi (“**Court**”) against the Company (“**Respondent**”) under Section 438 of Code of Criminal Procedure, 1973 against the Order dated October 1, 2018 passed by the Metropolitan Magistrate of Patiala House, New Delhi. In 2017, Orient Associates was appointed as the dealer of Respondent for sale of wires. On October 24, 2017, George Iype issued a security cheque to the Respondent against the goods received which the cheque was

dishonoured on July 20, 2018. Thus, the Respondent issued a legal notice on August 13, 2018 demanding a sum of ₹ 2,087,796/- (Rupees Two Million Eighty-Seven Thousand Seven Hundred Ninety-Six only). The Petitioners set up a counter claim of ₹ 525,100/- (Rupees Five Hundred and Twenty-Five Thousand One Hundred only). As on September 27, 2018, a sum of ₹ 1,164,000/- (Rupees One Million One Hundred and Sixty-Four Thousand Only) is due according to the Petitioners. On February 4, 2019, the Petitioners received summons. The Petitioners aggrieved by the Order of summons dated October 01, 2018 in case bearing no. 3234/18 have invoked jurisdiction of the Hon'ble High Court and filed Criminal Complaint No. 2166/19 to quash Order of summons dated October 01, 2018 passed by the Civil Judge, Metropolitan Magistrate, Patiala House Courts, New Delhi. The matter is currently pending.

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation/Matters involving Tax Liabilities**

**a. Direct Tax Liabilities**

NIL

**b. Indirect Tax Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**B. LITIGATION FILED BY OUR COMPANY**

**1. Litigation Involving Criminal Matters**

**Criminal complaint bearing CC No. 9516/2019 (Case No. 5381/2019 before transfer) dated November 08, 2017 filed by the Company against Salil Sahi, proprietor and authorised signatory of M/s. L. N. Agencies before the Court of Metropolitan Magistrate, Patiala House Courts, New Delhi**

The Company has filed a criminal complaint against Salil Sahi, proprietor and authorised signatory of M/s. L. N. Agencies (“**Accused**”) before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Court**”) under Sections 138 and Section 142 of the Negotiable Instruments Act, 1881. The Company filed the present criminal complaint alleging that basis the Company’s statement of accounts for the period April 01, 2016 to November 16, 2017, amounting to ₹595,632/- (Rupees Five Hundred and Ninety-Five Thousand Six Hundred and Thirty-Two only) was due and payable by M/s. L.N. Agencies to the Company for the purchase of electrical goods/cables and wires etc. The cheque dated July 25, 2017 (“**Cheque**”) for the payment in favour of the Company was dishonoured due to insufficient funds. The Accused requested the Company to present the Cheque again in 1 (one) month for the payment, but the same was dishonoured again. The Company has therefore, filed the present criminal complaint praying for the Court to, (a) summon, try and punish the Accused for the offence under Section 138 and 142 of the Negotiable Instruments Act, 1881 and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide a hearing dated April 8, 2021 and July 22, 2021 before the Court, the Company had stated that it could not take steps due to Covid-19 and that the summons be reissued. Vide Order dated January 1, 2022 passed by the Metropolitan Magistrate, Patiala House Court, summons was issued to the Accused returnable on June 7, 2022. The matter is currently pending.

**Criminal Complaint No. 7660 of 2020 filed by the Company against Prashant Kumar Singh before the Court of Metropolitan Magistrate, Patiala House Courts, New Delhi**

The Company has filed a Criminal Complaint No. 7660 of 2020 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Court**”) against Prashant Kumar Singh, proprietor and authorized signatory of M/s. Girija Enterprises (“**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused would regularly purchase electric appliances/goods/cables/wires/panels etc. from the Company. As per the statement of accounts maintained by the Company a sum of ₹100,067/- (One Hundred Thousand and Sixty-Seven only) was due and payable by the Accused to the Company. The Accused issued a cheque dated December 16, 2019 (“**Cheque**”) in favour of the Company, but the same was dishonoured due to insufficient funds. Thus, the Company filed the present criminal complaint

pleading the Court to (a) issue summons to the Accused; (b) issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide a hearing dated February 6, 2021, a fresh summons was issued to the Accused returnable on May 15, 2021. Vide Order passed by the Metropolitan Magistrate, Patiala House Court dated January 12, 2022 the matter was put up for purpose fixed on May 21, 2022. The matter is currently pending.

**Criminal Complaint No. 8643 of 2020 filed by the Company against Kimmi Modi before the Court of Metropolitan Magistrate, Patiala House Courts, New Delhi**

The Company has filed a Criminal Complaint No. 8643 of 2020 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Court**”) against Kimmi Modi, proprietor of M/s. R.R. Power Solution (“**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric appliances/goods/cables/wires/panels etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 344,129/- (Three Hundred and Forty-Four Thousand One Hundred and Twenty-Nine only) was due and payable by the Accused to the Company. The Accused issued cheque dated August 10, 2020 (“**Cheque**”) in favour of the Company but was dishonoured due to insufficient funds. The Company has therefore, filed the Criminal Complaint No. 8643 of 2020 pleading (a) issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide hearing dated April 8, 2021 and July 22, 2021, bailable warrants were issued by the Court. However, the reports are still being awaited till January 15, 2022. Vide order passed by the Metropolitan Magistrate, Patiala House Court dated January 15, 2022, the previous order had to be complied with afresh on filing of the processing fee for May 21, 2022. The matter is currently pending.

**Criminal Complaint No. 1032 of 2020 (1033/2020) filed by the Company against Mr Yagik Sharma before the Court of Metropolitan Magistrate, Patiala House Courts, New Delhi**

The Company has filed a Criminal Complaint No. 1032 of 2020 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Court**”) against Mr Yagik Sharma, proprietor and authorized signatory of M/s Yagik Electric Company (“**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric appliances/goods/cables/wires/panels etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹542,425/- (Five Hundred and Forty-Two Thousand Four Hundred Twenty-Five only) was due and payable by the Accused to the Company. The Accused issued five cheques in favour of the Company of which two were dishonoured due to insufficient funds. The Company has therefore, filed the present criminal complaint pleading (a) issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. The Accused was not present for the hearing dated August 19 2021 and September 27, 2021 despite service of summons by the Metropolitan Magistrate, Patiala House Court. The Court was satisfied that the presence of Accused could only be secured by resorting to coercive means. Thus, the Metropolitan Magistrate, Patiala House Court issued a fresh bail warrant (without processing fee) in the sum of ₹10,000/- (Rupees Ten Thousand Only) with one surety of like amount through station house officer concerned. The matter is currently pending.

**Criminal Complaint No. 1238 of 2016 (New No. 56158/2016) filed by the Company against Sanjay Jain before the Court of Metropolitan Magistrate, Patiala House Courts, New Delhi**

The Company has filed a Criminal Complaint No. 1238 of 2020 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Court**”) against Sanjay Jain, proprietor of M/s. Poorva Associates (“**Accused**”) under Section 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric goods from the Company, and as per the statement of accounts maintained by the Company a sum of ₹ 225,273/- (Rupees Two Hundred and Twenty-Five Thousand Two Hundred and Seventy-Three only) was due and payable by the Accused to the Company. The Accused issued a cheque dated February 19, 2016 (“**Cheque**”) in favour of the Company, but the same was dishonoured due to insufficient funds. The Company has therefore, filed the present criminal complaint pleading (a) issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide hearing dated April 19, 2021, the Court decided to issue of bailable warrant against the Accused in the sum of ₹ 10,000/- (Rupees Ten Thousand only) with one surety in the like amount and notice to the surety, through station house officer concerned, on filing of processing fee, returnable on March 07, 2022. Vide Order passed by the Metropolitan Magistrate, Patiala House Court

dated October 08, 2021, a bail warrant was issued against the Accused in the sum of Rs 10,000/- (Rupees Ten Thousand only) with one surety in the like amount and notice to the surety, through station house officer concerned, on filing of processing fee. Vide order dated March 07, 2022, the Court issued a new bail warrant against the Accused as the bail warrant returned executed. The matter is currently pending.

**Criminal Complaint No. 8642 of 2020 filed by the Company against Taneja Complete Home Solutions Private Limited & Another before the Court of Metropolitan Magistrate Courts, Patiala House, New Delhi**

The Company has filed a Criminal Complaint No. 8642 of 2020 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Court**”) against Taneja Complete home solutions Private Limited & Another (“**Accused 1**”) and its director and authorized signatory, Sanjay Taneja (“**Accused 2**”) (Collectively called “**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the present criminal complaint alleging that the Accused has not made payment for certain products sold by the Company. The Accused used to purchase electric cables and wires etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 195,000/- (One Hundred and Ninety-Five Thousand Only) was due and payable by the Accused to the Company. The Accused issued a cheque dated August 10, 2020 (“**Cheque**”) in favour of the Company but the same was, however, dishonoured with the remarks “Refer to Drawer”. The Company has therefore, filed the present criminal complaint pleading (a) issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide hearing dated July 22, 2021, bail warrants were issued. Reports are awaited on January 15, 2022. Vide order passed by the Metropolitan Magistrate, Patiala House Court dated January 15, 2022 the previous order had to be complied afresh on filing of processing fee for May 21, 2022. The matter is currently pending.

**Criminal Complaint No. 9131 of 2020 filed by the Company against Yogendra Prajapati before the Court of Metropolitan Magistrate, Patiala House Courts, New Delhi**

The Company has filed a Criminal Complaint No. 9131 of 2020 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Court**”) against Yogendra Prajapati, proprietor and authorized signatory of M/s Tanya Traders (“**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric appliances/goods/cables/wires etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 105,834/- (One Hundred and Five Thousand Eight Hundred and Thirty-Four Only) was due and payable by the Accused to the Company. The Accused issued a cheque dated June 12, 2020 (“**Cheque**”) in favour of the Company, but the same was dishonoured due to insufficient funds. The Company has, therefore filed the aforesaid criminal complaint (a) pleading issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide hearing dated July 22, 2021, bail warrants were issued. Reports are awaited on January 15, 2022. Vide order passed by the Metropolitan Magistrate, Patiala House Court dated January 15, 2022 the previous order had to be complied afresh on filing of processing fee for May 21, 2022. The matter is currently pending.

**Criminal Complaint No. 8594 of 2017 filed by the Company against Mr. Santosh Kumar Mishra before the Court of Metropolitan Magistrate, Patiala House Courts, New Delhi**

The Company has filed a Criminal Complaint No. 8594 of 2017 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Court**”) against Mr. Santosh Kumar Mishra, proprietor and authorized signatory of M/s. Sambit Enterprises (“**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric goods/cables/wires etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 45,104/- (Forty-Five Thousand One Hundred Four Only) was due and payable by the Accused to the Company. The Accused issued a cheque dated May 2, 2017 (“**Cheque**”) in favour of the Company but the same was dishonoured due to the account being closed. The Company has therefore, filed the aforesaid criminal complaint (a) pleading issuance of summons to the Accused (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide Order dated December 2, 2021 the Court in interest of justice, let fresh summons be issued to the Accused through all permissible modes on filing processing fee within 20 days from today along with fresh address, if any and e-mail ID/Mobile number of the Accused on affidavit, returnable on June 04, 2022. The matter is currently pending.



**Criminal Complaint No.16353 of 2017 filed by the Company against Mr. Hari Om Yadav before the Court of Metropolitan Magistrate, Patiala House Courts, New Delhi**

The Company has filed a Criminal Complaint No. 16353 of 2017 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Court**”) against Mr. Santosh Kumar Mishra, proprietor and authorized signatory of M/s. H.P.K Marketers (“**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric goods/cables/wires etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 1,173,215/- (One Million One Hundred and Seventy-Three Thousand Two Hundred and Fifteen Only) was due and payable by the Accused to the Company. The Accused issued a cheque dated May 22, 2017 (“**Cheque**”) in favour of the Company but the same was dishonoured due to insufficient funds. The Company has therefore filed the aforesaid criminal complaint (a) pleading issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide order dated November 21, 2019 matter was put up for appearance of the Accused on March 20, 2020. Vide order passed by the Metropolitan Magistrate, Patiala House Court dated January 12, 2022 the matter was put up for purpose fixed on July 12, 2022. The matter is currently pending

**Criminal Complaint No. 8935 of 2017 filed by the Company against Mr. Yogesh Kumar Shukla before the Court of Metropolitan Magistrate, Patiala House Courts, New Delhi**

The Company has filed a Criminal Complaint No. 8935 of 2017 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Court**”) against Mr. Yogesh Kumar Shukla, proprietor and authorized signatory of M/s Hari Om Enterprises (“**Accused**”) under Section 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric goods/cables/wires etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 351,715/- (Three Hundred and Fifty-One Thousand Seven Hundred Fifteen Only) was due and payable by the Accused to the Company. The Accused issued a cheque dated May 22, 2017 (“**Cheque**”) in favour of the Company but the same was dishonoured due to insufficient funds. The Company has therefore, filed the aforesaid criminal complaint (a) pleading issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide Order dated November 21, 2019 matter was put up for appearance of the accused on March 20, 2020. Vide Order passed by the Metropolitan Magistrate, Patiala House Court dated January 12, 2022 the matter has been put up for purpose fixed on July 12, 2022. The matter is currently pending.

**Criminal Complaint No. 3234 of 2018 (CT. Cases/11667/2019) filed by the Company against M/s. Orient Associates (2) George Iype and (3) Sheela George before the Court of Metropolitan Magistrate, Patiala House Courts, New Delhi**

The Company has filed a Criminal Complaint No. 3234 of 2018 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Court**”) against M/s Orient Associates (“**Accused 1**”) and its partners and authorized signatories, Mr. George Iype (“**Accused 2**”) and Mrs. Sheela George (“**Accused 3**”) (Collectively called “**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric goods/cables/wires etc. from the Company. The Accused had issued a cheque dated July 18, 2018 (“**Cheque**”) in favour of the Company for a sum of ₹ 2,087,796.30/- (Two Million Eighty-Seven Thousand Seven Hundred Ninety-Six Point Three Only), which when presented for encashment was dishonoured as the Accused stopped the payment thereof. The Company has therefore, filed the aforesaid criminal complaint (a) pleading issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide order dated December 5, 2020 the matter was put up for purpose fixed on March 24, 2021. Accused was directed vide last order to furnish orders of continuation of stay passed by the Hon’ble High Court of Delhi, however the same was not done. Vide hearing dated January 15, 2022, the Accused submitted that the stay was continuing without furnishing any orders of the continuation of stay passed by the Hon’ble High Court of Delhi. Last Opportunity has been granted to the Counsel of the Accused to file copies of the order passed by the Hon’ble High Court. The matter has been put up for further proceedings on April 7, 2022. The matter is currently pending.

**Criminal Complaint No. 1852 of 2021 filed by the Company against Rejeesh G.K before the Court of Metropolitan Magistrate, Patiala House Courts, New Delhi**

The Company has filed a Criminal Complaint No. 1852 of 2021 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi against Rejeesh G.K. proprietor and authorized signatory of M/s Mahalekshmi Enterprises (“**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric goods/appliances/cables/wires/panels etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 758,934/- (Seven Hundred and Fifty-Eight Thousand Nine Hundred Thirty-Four Only) was due and payable by the Accused to the Company. The Accused issued a cheque dated January 20, 2021 (“**Cheque**”) in favour of the Company but the same was, dishonoured due to insufficient funds. The Company has therefore, filed the aforesaid criminal complaint (a) pleading issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide hearing dated January 17, 2022 further enquiry, inter-alia on the point of jurisdiction is required to be conducted under Section 202 Code of Criminal Procedure, 1973. The Company was directed by the Court to adduce further evidence. The matter is currently pending.

**Criminal Complaint No.12912 of 2021 filed by the Company against Mr Pawan Srivastava before the Court of Metropolitan Magistrate Patiala House Courts, New Delhi**

The Company filed a criminal complaint no 12912 before the Court of Chief Metropolitan Magistrate Patiala House, New Delhi (“**Court**”) against the Accused Mr Pawan Srivastava who is the proprietor & authorized signatory of M/S Advance Lighting (“**Accused**”), under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of the Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric appliance/cables/wires/panels etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 493,303/- (Four Hundred and Ninety-Three Thousand Three Hundred and Three Only) was due and payable by the Accused to the Company. The Accused issued a cheque dated April 12, 2019 (“**Cheque**”) in favour of the Company, but the same was dishonoured due to insufficient funds. The Company has therefore, filed the aforesaid criminal complaint (a) pleading issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide hearing dated April 8, 2021 and July 22, 2021, bail warrants were issued by the Court. However, the reports are still being awaited till January 19, 2022. Vide order passed by the Metropolitan Magistrate, Patiala House Court dated January 19, 2022, the order dated March 27, 2021 had to be complied with afresh on filing of processing fee for June 7, 2022. The matter is currently pending.

**Criminal Complaint no 7710 of 2020 filed by the Company against Pankaj Agarwal before the court of Metropolitan Magistrate Patiala House, New Delhi.**

The Company has filed a criminal complaint no 7710 of 2020 before the Court of Chief Metropolitan Magistrate Patiala House, New Delhi (“**Court**”) against the Accused Pankaj Agarwal a proprietor and authorized signatory of M/s. Agarwal Sales Corporation Limited (“**Accused**”), under Sections 138 and section 142 of the Negotiable Instruments Act, 1881 read with Section 420 of the Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused was a purchaser of electric/goods/cables/wires/panels from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 637,952 (Six Hundred and Thirty-Seven Thousand, Nine Hundred and Fifty-Two Only) was due and payable by the Accused to the Company. The Accused issued a cheque dated December 16, 2019 (“**Cheque**”) in favour of the Company, but the same was dishonoured due to insufficient funds. The Company has therefore, filed the aforesaid criminal complaint (a) pleading issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide order dated February 6, 2021 fresh summons were to be issued to the Accused on filing of processing fee/ registered cover speed post within 20 days, returnable on May 15, 2021. Vide Order passed by the Metropolitan Magistrate, Patiala House Court on January 12, 2022, the Company submitted that it filed affidavit of service along with original postal and courier receipts and summons have been served on the Accused. The matter is currently pending.

**Criminal Complaint No. 2807 of 2021 filed by the Company against Mr Radha Krishna Agarwal before the Court of Metropolitan Magistrate Patiala House Courts, New Delhi**

The Company has filed a criminal complaint no2807before the Court of Chief Metropolitan Magistrate Patiala House, New Delhi (“**Court**”) against the Accused Mr. Radha Krishna Agarwal who is the proprietor

& authorized signatory of M/S Agarwal Enterprises (“**Accused**”), under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of the Indian Penal code, 1860. The Company filed the criminal complaint alleging that the Accused who was a purchaser of the electric appliance/cables/wires/panels etc. from the Company from time to time had an outstanding amount of ₹ 336,264/- (Three Hundred and Thirty-Six Thousand and Two Hundred and Sixty-Four Only) was due and payable by the Accused to the Company. The Accused issued a cheque dated December 30, 2019 (“**Cheque**”) but the same was dishonoured due to insufficient funds. The Company has therefore, filed the aforesaid criminal complaint (a) pleading issuance of summon the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide hearing dated April 8, 2021 and July 22, 2021, bail warrants were issued by the Court. However, the reports are still being awaited till January 15, 2022. Vide order dated January 15, 2022 passed by the Metropolitan Magistrate, Patiala House Court the previous order had to be complied afresh on filing of processing fee for May 21, 2022. The matter is currently pending.

**Criminal Complaint No. 6927 of 2019 (Case No. 3365/2018 before transfer) filed by the Company against Mr. Avtar Singh before the Court of Metropolitan Magistrate Patiala House Courts, New Delhi**

The Company has filed a criminal complaint no. 6927 before the Court of Chief Metropolitan Magistrate Patiala House, New Delhi (“**Court**”) against the Accused Mr. Avtar Singh who is the proprietor & authorized signatory of M/s. Aman Engineering Company (“**Accused**”), under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of the Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused who was a purchaser of the electric appliance/cables/wires/panels etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 223,791/- (Two Hundred and Twenty-Three Thousand Seven Hundred and Ninety-One Only) was due and payable by the Accused to the Company. The Accused issued a cheque dated September 26, 2018 (“**Cheque**”) in favour of the Company, but the same was dishonoured due to ‘insufficient Funds’. The Company has therefore filed the aforesaid criminal complaint (a) pleading issuance of summon to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide hearing dated August 19, 2021, the Court issued a fresh non-bailable warrants against the accused through station house officer were to be done and returnable on January 12, 2022. Vide Order passed by the Metropolitan Magistrate, Patiala House Court dated January 12, 2022, the report of non-bailable warrant had been received back which stated that a non-bailable warrant could not be executed due to law-and-order duty. Thus, fresh non-bailable warrant were issued against the Accused through station house officer concerned on filing of processing fee, returnable on May 21, 2022. The matter is currently pending.

**Criminal Complaint No. 13199 of 2019 filed by the Company against Mr. Naresh KR. Barnwal before the Court of Metropolitan Magistrate Patiala House Courts, New Delhi**

The Company has filed a criminal complaint no 13199 before the Court of Chief Metropolitan Magistrate Patiala House, New Delhi (“**Hon’ble Court**”) against the Accused Mr. Naresh K.R. Barnwal who is the proprietor & authorized signatory of M/s. Barnwal Electricals (“**Accused**”), under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of the Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused was a purchaser of the electric appliance/cables/wires/panels etc. from the Company and as per the statement of account maintained by the Company, a sum of ₹ 361,400/- (Rupees Three Hundred and Sixty-One Thousand and Four Hundred Only) was due and payable by the Accused to the Company. The Accused issued a cheque dated July 9, 2019 (“**Cheque**”) in favour of the Company, but the same was dishonoured due to insufficient funds. The Company has therefore, filed the aforesaid criminal complaint (a) praying for issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide Orders dated September 27, 2020 and August 19, 2021 passed by the Metropolitan Magistrate, Patiala House Court, a bail warrant was issued against the Accused (without processing fee) in the sum of Rs 10,000/- with one surety of like amount through station house officer concerned, returnable on February 26, 2022 passed by the Metropolitan Magistrate, Patiala House Court. Vide Order dated February 26, 2022, the Hon’ble Court issued a bail warrant against the Accused as the Hon’ble Court was satisfied that the Accused is avoiding appearance before the Hon’ble Court. The matter is currently pending.

**Criminal Complaint No. 9660 of 2018 filed by the Company against Mr Praveen Kumar before the Court of Chief Metropolitan Magistrate Patiala House Courts, New Delhi**

The Company has filed a criminal complaint no. 9660 of 2018 before the Court of Chief Metropolitan Magistrate Patiala house courts, New Delhi (“**Hon’ble Court**”) against the accuse Mr. Praveen Kumar who is the proprietor & authorized signatory of M/s. G-Nett Technologies (“**Accused**”), under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of the Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused was a purchaser of the electric appliance/cables/wires/panels etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 1,65,223/- (Rupees One Hundred and Sixty-Five Thousand Two Hundred and Twenty-Three Only) was due and payable by the Accused to the Company. The Accused issued a cheque dated March 16, 2018 in favour of the Company, but the same was dishonoured due to insufficient funds. The Company has therefore, filed the aforesaid criminal complaint (a) pleading issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide hearing dated September 8, 2021, the Hon’ble Court issued bail warrants against the Accused in a sum of Rs 15,000/- (Rupees Fifteen Thousand) with one surety in the like amount. The matter is currently pending.

**Criminal Complaint No 3303 of 2018 filed by the Company against Mrs. Anu Rana before the Court of Chief Metropolitan Magistrate Patiala House Courts, New Delhi**

The Company has filed a criminal complaint no 3303 of 2018 before the Court of Chief Metropolitan Magistrate Patiala House, New Delhi (“**Hon’ble Court**”) against the Accused Mrs. Anu Rana who is the proprietor & authorized signatory of M/s. Kangra Electricals (“**Accused**”), under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of the Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused was a purchaser of the electric appliance/cables/wires/panels etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 363,620/- (Rupees Three Hundred and Sixty-Three Thousand Six Hundred and Twenty Only) was due and payable by the Accused to the Company. The Accused issued two cheques: - dated July 28, 2018 for the amount ₹ 163,620/- (Rupees One Hundred and Sixty-Three Thousand Six Hundred and Twenty Only) and the second cheque dated August 20, 2018 for the amount ₹ 200,000/- (Rupees Two Hundred Thousand Only) in favour of the Company, but the same were dishonoured due to insufficient funds. The Company has therefore, filed the aforesaid criminal complaint (a) praying for issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide Order dated December 4, 2021 and March 07, 2022, the Hon’ble Court issued a fresh bailable warrants in the sum of Rs 5,000/- against the Accused on filing of processing fee. The matter is currently pending.

**Criminal Complaint No 11553 of 2019 filed by the Company against Mr. Naveen Agarwal before the Court of Metropolitan Magistrate Patiala House Courts, New Delhi**

The Company has filed Criminal Complaint No. 11553 of 2019 before the Court of Chief Metropolitan Magistrate Patiala House, New Delhi (“**Hon’ble Court**”) against the Accused, Mr. Naveen Agarwal who is the proprietor & authorized signatory of M/s. Sri Tirupathi Electricals (“**Accused**”), under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of the Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused was a purchaser of the electric appliance/cables/wires/panels etc. from the Company and as per the statement of accounts maintained by the Company, a sum of ₹70,000/- (Rupees Seventy Thousand Only) was due and payable to the Company. The Accused issued cheque dated June 18, 2019 in favour of the Company, but the same was dishonoured due to “Exceeding of Arrangements”. The Company has therefore, filed the aforesaid criminal complaint (a) praying for issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Pursuant to the hearing held on December 2, 2021, the Court issued bail warrants against the Accused (without processing fee) in the sum of Rs 10,000/- with one surety of like amount through station house officer concerned to be returnable on June 4, 2022. The matter is currently pending.

**Criminal Complaint No. 1033 of 2020 filed by the Company against Mr Yagik Sharma before the Court of Metropolitan Magistrate Patiala House Courts, New Delhi**

The Company has filed Criminal Complaint no 1033 of 2020 before the Court of Chief Metropolitan Magistrate Patiala House, New Delhi (“**Hon’ble Court**”) against the Accused, Mr. Yagik Sharma who is the proprietor & authorized signatory of M/s. Yagik Electric Company (“**Accused**”), under Sections 138

and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of the Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused was a purchaser of the electric appliance/cables/wires/panels etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 542,425/- (Rupees Five Hundred and Forty-Two Thousand Four Hundred and Twenty-Five Only) was due and payable to the Company. The Accused issued five cheques in favour of the Company, but two cheques dated November 15, 2019 and November 30, 2019 were dishonoured. The Company has therefore, filed the aforesaid criminal complaint (a) praying for issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide Order dated August 19, 2021, the Hon'ble Court was satisfied that the presence of the accused could be secured only by resorting to coercive means. The Court issued fresh ail warrants against the Accused (without processing fee) in the sum of Rs 10,000/- with one surety of like amount through station house officer concerned returnable on February 26, 2022. Vide Order dated August 27, 2021, the Metropolitan Magistrate, Patiala House Court issued a fresh bail warrant against the Accused (without processing fee) in the sum of Rs 10,000/- with one surety of like amount through station house officer concerned, returnable on July 30, 2022 as the Accused was not present despite the service of summons. The matter is currently pending.

**Criminal Complaint No. 3600 of 2021 filed by the Company against Krishna KR. Sharma before the Court of Metropolitan Magistrate, Patiala House, New Delhi**

The Company has filed a Criminal Complaint No. 3600 of 2021 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Hon’ble Court**”) against Krishna KR. Sharma, proprietor and authorized signatory of M/s. Shri Krishna Sales (“**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric appliances/goods/cables/ wires from the Company and as per the statement of accounts maintained by the Company, a sum of ₹ 80,410/- (Rupees Eighty Thousand Four Hundred and Ten Only) was due and payable by the Accused to the Company. The Accused issued a cheque dated April 5, 2021 in favour of the Company, but was dishonoured due to insufficient funds. As per the instructions and assurance of the Accused of honouring the cheque after seeking a time of 2 (two) months, the cheque in question was again dishonoured. The Company has therefore filed the aforesaid criminal complaint (a) praying for issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide Order dated July 31, 2021, the Company was directed to enter appearance on the next date of hearing and any absence shall be viewed adversely by the Court. Vide Order dated December 23, 2021, the Metropolitan Magistrate, Patiala House Court issued a bailable warrant issued against the Accused in the sum of Rs 20,000/- with one surety of like amount as the Accused was not present for the hearing despite service of summons. The matter is currently pending.

**Criminal Complaint No. 3921 of 2021 filed by the Company against Rohit Kapoor before the Court of Metropolitan Magistrate, Patiala House, New Delhi**

The Company has filed a Criminal Complaint No. 3921 of 2021 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Hon’ble Court**”) against Rohit Kapoor, proprietor and authorized signatory of M/s. Sachdev Enterprises (“**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric appliances/goods including cables and wires etc. from the Company and as per the statement of accounts maintained by the Company, a sum of ₹ 581,921/- (Rupees Five Hundred and Eighty-One Thousand Nine Hundred Twenty-One Only) was due and payable by the Accused to the Company. The Accused issued a cheque dated April 5, 2021 in favour of the Company but the same was, dishonoured with the remarks, “Refer to drawer”. As per the instructions and assurance of the Accused of honouring the cheque after seeking a time of 2 (two) months, the cheque in question was again dishonoured. The Company has therefore filed the aforesaid criminal complaint (a) praying for issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide Order dated August 18, 2021, the Company was directed to file the criminal complaint and original documents to the reader-cum-ahlmad for safe custody, at least 2 (two) days before the next date of hearing. Vide Order dated February 24, 2022 the Metropolitan Magistrate, Patiala House Court issued a bailable warrant issued against the Accused in the sum of Rs 20,000/- with one surety of like amount as the Accused was not present for the hearing despite service of summons. The matter is currently pending.

**Criminal Complaint No. 3602 of 2021 filed by the Company against Vineet Malik before the Court of Metropolitan Magistrate, Patiala House, New Delhi**

The Company has filed a Criminal Complaint No.3602of 2021 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Hon’ble Court**”) against Vineet Malik, proprietor and authorized signatory of M/s. Poonam Electricals (“**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric appliances/goods/cables/wires etc. from the Company and as per the statement of accounts maintained by the Company, a sum of ₹ 67,135/- (Rupees Sixty-Seven Thousand One Hundred and Thirty-Five Only) was due and payable by the Accused to the Company. The Accused in discharge of his legally enforceable liability issued a cheque dated April 5, 2021 in favour of the Company, but the same was dishonoured due to the payment being stopped by the drawer. The Company has therefore, filed the aforesaid criminal complaint (a) praying for issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide Order dated July 31, 2021, the Company was directed by the Hon’ble Court to file the criminal complaint and original documents to the reader-cum-ahlmad for safe custody, at least 2 (two) days before the next date of hearing and any absence shall be viewed adversely by the Hon’ble Court. Vide Order dated December 12, 2021, the Metropolitan Magistrate, Patiala House Court referred the present matter to the Mediation Cell for January 12, 2022 for settlement. On joint submissions the matter was put up for January 31, 2022 with results from the mediation proceedings to be considered. The matter is currently pending.

**Criminal Complaint No. 3662 of 2021 filed by the Company against Jogendra Singh before the Court of Metropolitan Magistrate, Patiala House, New Delhi**

The Company has filed a Criminal Complaint No.3662 of 2021 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Hon’ble Court**”) against Jogendra Singh, proprietor and authorised signatory of M/s. Anand Electronics (“**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric appliances/goods/cables/ wires etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 276,791/- (Rupees Two Hundred and Seventy-Six Thousand Seven Hundred and Ninety-One Only) was due and payable by the Accused to the Company. The Accused issued a cheque dated April 5, 2021 (“**Cheque**”) in favour of the Company, but the same was dishonoured with the remarks “Exceeds Arrangement”. The Company has therefore, filed the aforesaid criminal complaint (a) praying for issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide Order dated August 4, 2021, the Company was directed by the Hon’ble Court to file the criminal complaint and original documents to reader-cum-ahlmad for safe custody, at least 2 (two) days before the next date of hearing on November 11, 2021. The matter is currently pending.

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation/Matters involving Tax Liabilities**

**a. Direct Tax Liabilities**

NIL

**b. Indirect Tax Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**LITIGATIONS INVOLVING PROMOTERS AND DIRECTORS**

**A. LITIGATION FILED AGAINST OUR PROMOTERS AND DIRECTORS**

**1. Litigation Involving Criminal Matters**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

**Special Leave Petition (Civil) Diary No(s). 19664/2018 filed by The State of Haryana & Ors. against Sanjay Gupta**

The matter is arising out of impugned final judgement and order dated October 27, 2016 in CWP No. 14392/2016 passed by the High Court of Punjab and Haryana ("**Hon'ble Court**"). Sanjay Gupta ("**Petitioner**") had acquired a land at Village Sultanpur, Tehsil and District Sonapat ("**Acquired Land**") vide Award dated May 01, 1987 which was thereafter deemed to have lapsed under Section 24(2) of the Right to Fair Compensation and Transparency in Land Acquisition Rehabilitation and Resettlement Act, 2013. Thus, the Petitioner filed CWP No. 3327 of 1987 before the Hon'ble Court to put a stay on the dispossession consequent to the Act. Subsequently, the Petitioner filed a Civil Writ Petition under Article 226/227 of the Constitution of India against the State of Haryana and Ors. before the High Court of Punjab and Haryana at Chandigarh bearing no. CWP 14392 of 2016, for issuing a writ in the nature of Certiorari quashing the impugned notification bearing no. LAC(F)-82/NTLA/3410 dated May 06, 1982 and notification no. LAC (F)-85/NTLA/1299 dated May 02, 1985. The question before the Hon'ble Court is whether the acquisition of land should be deemed to have lapsed on any ground prescribed under Section 24(2) of the Right to Fair Compensation and Transparency in Land Acquisition Rehabilitation and Resettlement Act, 2013. The Petitioner submitted that he was in possession of the Acquired Land as his dispossession was stayed by the Hon'ble Court in another matter filed by the Petitioner in CWP No. 3327 of 1987. Vide an Order dated October 27, 2016, the above petition was put up for a common order in Sunita Sharma vs. State of Haryana & Ors. (CWP No. 14867 of 2016). Vide a common Order dated October 27, 2016, the Hon'ble Court inter-alia held that the (1) acquisitions of lands of the petitioners were deemed to have lapsed under Section 24(2) of the Right to Fair Compensation and Transparency in Land Acquisition Rehabilitation and Resettlement Act, 2013; and (2) the petitioners maintain status quo in creation of third-party rights for a period of 1 (one) year. The present matter will be listed after the decision in SLP(Civil) Nos.9798-9799 of 2016, Indore Development Authority & Anr. vs. Shyam Verma & Ors. The matter is currently pending.

**3. Litigation/Matters involving Tax Liabilities**

**a. Direct Tax Liabilities**

NIL

**b. Indirect Tax Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**B. LITIGATIONS FILED BY OUR PROMOTERS AND DIRECTORS**

**1. Litigation Involving Criminal Matters**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation/Matters involving Tax Liabilities**

**a. Direct Tax Liabilities**

NIL

**b. Indirect Tax Liabilities**

NIL

**4. Other Pending Litigations**

NIL

## **LITIGATION INVOLVING OUR GROUP COMPANIES**

### **A. LITIGATION FILED AGAINST OUR GROUP COMPANIES**

#### **1. Litigation Involving Criminal Matters**

NIL

#### **2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

#### **3. Litigation/Matters involving Tax Liabilities**

NIL

##### **a. Direct Tax Liabilities**

NIL

##### **b. Indirect Tax Liabilities**

NIL

#### **4. Other Pending Litigations**

NIL

### **B. LITIGATIONS FILED BY OUR GROUP COMPANIES**

Plaza Cables Electric Private Limited

#### **1. Litigation Involving Criminal Matters**

##### **Criminal Complaint No. 6330 of 2021 filed by Plaza Cables Electric Private Limited against Atanu Saha before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi**

The Company has filed a Criminal Complaint No. 6330 of 2021 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Court**”) against Atanu Saha, proprietor and authorized signatory of Lokenath Traders. (“**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric goods/cables/wires/ etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 67,603/- (Rupees Sixty-Seven Thousand Six Hundred Three Only) was due and payable by the Accused to the Company. The Accused issued cheque dated September 13, 2021 (“**Cheque**”) in favour of the Company but was dishonoured due to insufficient funds. The Company has therefore, filed the aforesaid criminal complaint pleading (a) issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. The matter is currently pending.

##### **Criminal Complaint No. 236 of 2020 filed by Plaza Cables Electric Private Limited against Milan Halder before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi**

The Company has filed a Criminal Complaint No. 236 of 2020 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Court**”) against Milan Halder, proprietor and authorized signatory of MOU Enterprises. (“**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric goods/cables/wires/ etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 72,221/- (Rupees Seventy-Two Thousand Two Hundred Twenty-One Only) was due and payable by the Accused to the Company. The Accused issued cheque dated September 19, 2020 (“**Cheque**”) in favour of the Company but was dishonoured due to insufficient funds. The Company has therefore, filed the aforesaid criminal complaint pleading (a) issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. The matter is currently pending.

##### **Criminal Complaint No. 6212 of 2019 filed by Plaza Cables Electric Private Limited against Vivek Agarwal before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi**

The Company has filed a Criminal Complaint No. 6212 of 2019 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Court**”) against Vivek Agarwal, proprietor and authorized signatory of V.K. Trading Co. (“**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging



that the Accused used to purchase electric goods/cables/wires/ etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 244,983/- (Rupees Two Hundred and Forty-Four Thousand Nine Hundred and Eighty-Three Only) was due and payable by the Accused to the Company. The Accused issued cheque dated March 26, 2019 (“**Cheque**”) in favour of the Company but was dishonoured due to insufficient funds. The Company has therefore, filed the aforesaid criminal complaint pleading (a) issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. The matter is currently pending.

**Criminal Complaint No. 11409 of 2019 filed by Plaza Cables Electric Private Limited against K.S. Gupta before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi**

The Company has filed a Criminal Complaint No. 11409 of 2019 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Court**”) against K.S. Gupta, proprietor and authorized signatory of Gaurav Kripa Light House. (“**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric goods/cables/wires/ etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 98,706/- (Rupees Ninety-Eight Thousand Seven Hundred Six Only) was due and payable by the Accused to the Company. The Accused issued cheque dated April 23, 2018 (“**Cheque**”) in favour of the Company but was dishonoured due to the account being closed. The Company has therefore, filed the aforesaid criminal complaint pleading (a) issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. Vide Order dated February 26, 2022 the Court issued a process under Section 82 of the Code of Criminal Procedure, 1973 against the Accused. The matter is currently pending.

**Criminal Complaint No. 2882 of 2018 filed by Plaza Cables Electric Private Limited against Dinesh Kumar Jaiswal before the Senior Civil Judge cum RC, Patiala House, New Delhi**

The Company has filed a Criminal Complaint No. 2882 of 2018 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Court**”) against Dinesh Kumar Jaiswal, proprietor and authorized signatory of Sakshi Electricals, (“**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric goods/cables/wires/ etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 71,611/- (Rupees Seventy-One Thousand Six Hundred Eleven Only) was due and payable by the Accused to the Company. The Accused issued cheque dated May 17, 2018 (“**Cheque**”) in favour of the Company but was dishonoured due to insufficient funds. The Company has therefore, filed the aforesaid criminal complaint pleading (a) issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. The next date of hearing is March 7, 2022. The matter is currently pending.

**Criminal Complaint No. 1828 of 2017 filed by Plaza Cables Electric Private Limited against Chandra Shekhar before the Senior Civil Judge cum RC, Patiala House, New Delhi**

The Company has filed a Criminal Complaint No. 1828 of 2017 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Court**”) against Chandra Sekhar Saha, proprietor and authorized signatory of Bhawani Enterprise, (“**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric goods/cables/wires/ etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 96,508/- (Rupees Ninety-Six Thousand Five Hundred Eight Only) was due and payable by the Accused to the Company. The Accused issued cheque dated September 20, 2017 (“**Cheque**”) in favour of the Company but was dishonoured due to insufficient funds. The Company has therefore, filed the aforesaid criminal complaint pleading (a) issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. The matter is currently pending.

**Criminal Complaint No. 8598 of 2017 filed by Plaza Cables Electric Private Limited against Gautam Dubey before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi**

The Company has filed a Criminal Complaint No. 8598 of 2017 before the Court of Chief Metropolitan Magistrate, Patiala House, New Delhi (“**Court**”) against Gautam Dubey, proprietor and authorized signatory of M/s. R.K. Enterprises (“**Accused**”) under Sections 138 and 142 of the Negotiable Instruments Act, 1881 read with Section 420 of Indian Penal Code, 1860. The Company filed the criminal complaint alleging that the Accused used to purchase electric goods/cables/wires/ etc. from the Company and as per the statement of accounts maintained by the Company a sum of ₹ 106,474/- (Rupees One Hundred and Six Thousand Four Hundred and Seventy-Four Only) was due and payable by the Accused to the Company.

The Accused issued cheque dated April 13, 2017 (“Cheque”) in favour of the Company but was dishonoured due to insufficient funds. The Company has therefore, filed the aforesaid criminal complaint pleading (a) issuance of summons to the Accused and (b) to charge twice the amount in the dishonoured cheque and fine to compensate the Company. The matter is currently pending.

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation/Matters involving Tax Liabilities**

**a. Direct Tax Liabilities**

NIL

**b. Indirect Tax Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**Disciplinary action against our Company, and Promoters by SEBI or any stock exchange in the last five Financial Years**

As on the date of this Draft Red Herring Prospectus, no disciplinary action including penalty imposed by SEBI or stock exchanges has been initiated against our Promoters in the last 5 (five) Financial Years including any outstanding action.

**Details of dues to micro, small and medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006**

As of December 31, 2021, there were no cases of dues to micro and small and medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

**Material Creditors of the Company having amount outstanding as on December 31, 2021 exceeding 1% of the revenue of the Company as per the Restated Financial Statements of the Company.**

As of December 31, 2021, we had 51 creditors to whom a total amount amounting to ₹ 144.48 million was outstanding out of which 4 creditors were material creditors in terms of the Materiality Policy and the total amount due to such material creditors was ₹ 77.50 million.

**For further details, please see website at [www.plazawires.in](http://www.plazawires.in)**

*Information provided on the website of our Company is not a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company’s website, would be doing so at its own risk.*

**Material developments occurring after last balance sheet date**

Except as disclosed elsewhere in this Draft Red Herring Prospectus and in the chapter titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 243, there have been no material developments since the date of the last financial statements as disclosed in the Draft Red Herring Prospectus.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

*Our Company can undertake the Issue and our Company can undertake its respective current business activities, including on the basis of the list of material approvals provided below, and other than as stated below, no further material approvals from any regulatory authority are required to undertake the Issue or continue such business activities. Unless otherwise stated, these material approvals are valid as of the date of this Draft Red Herring Prospectus.*

### I. Approvals for the Issue

1. The Board of Directors have, by a resolution passed at its meeting held on March 10, 2022 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of our Company have, by a special resolution passed in the Extra-ordinary General Meeting held on March 11, 2022 authorised the Issue.
3. In-principle approval dated [●] from the BSE for listing of the Equity Shares issued by our Company pursuant to the Issue.
4. In-principle approval dated [●] from the NSE for listing of the Equity Shares issued by our Company pursuant to the Issue.
5. Our Company's International Securities Identification Number (“**ISIN**”) is INE0INJ01017.

### II. Incorporation Related Approvals

1. Certificate of Incorporation dated August 23, 2006 issued to Navratna Wires Private Limited by the Assistant Registrar of Companies, National Capital Territory of Delhi and Haryana.
2. Fresh Certificate of Incorporation pursuant to change of name dated October 26, 2007 issued to our Company by the Registrar of Companies, National Capital Territory of Delhi and Haryana consequent upon change of name from Navratna Wires Private Limited to Plaza General Cable Wire Private Limited.
3. Fresh Certificate of Incorporation Consequent upon change of name from Plaza General Cable Wire Private Limited to Plaza Wires Private Limited dated February 06, 2009 issued to our Company by the Registrar of Companies, National Capital Territory of Delhi and Haryana.
4. Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company dated March 10, 2022 issued to our Company by the Registrar of Companies, Delhi consequent upon change of name from Plaza Wires Private Limited to Plaza Wires Limited.
5. The Corporate Identity Number (CIN) of the Company is U31300DL2006PLC152344.

### III. Business Related Approvals

#### A. Approvals obtained by the Company

- i. **Approvals obtained in respect of the Company's Existing Manufacturing Unit situated at Khasra No. 923/56, 923/58, 874/49/1 Katha Baddi, District -Solan, Himachal Pradesh-173205, India**

Sr. No.	Description	Authority	Registration Number	Date of Issue	Date of Expiry
1.	Approval of plan under the Factories Act, 1948 granted to the Company for its factory at Khasara No. 923/56, 923/58, 874/49/1 Katha Baddi, Solan, Himachal Pradesh. 173205, India.	Labour Commissioner-cum-Chief Inspector of Factories, Himachal Pradesh	-	April 19, 2022	Valid until cancelled
2.	Approval granted to the Company for change in	Office of Deputy Director of	Ind/BD/SWCA/EM-II/PWPL-	July 26, 2013	Valid until cancelled

Sr. No.	Description	Authority	Registration Number	Date of Issue	Date of Expiry
	the location of unit from Plot No. 30 DIC Industrial Area, Baddi to Village Katha Baddi with effect from July 18, 2013.	Industries, Single Window Clearance Agency, Baddi	II/10-11-1513		
3.	Udyam Registration issued to the Company for the units bearing no. UP50B0034368 and HP11B0001155 for the premises situated at 923/56, Baddi, Village Katha, Distt. Solan, Himachal Pradesh, Pin: 173205.	Government of India, Ministry of Micro, Small and Medium Enterprises	UDYAM-HP-11-0002581	February 10, 2021	Valid until cancelled
4.	Fire No Objection Certificate issued to the Company for the premise situated at Unit-2, Khasara No. 923/56, 923/58, 874/49/1, Katha, Tehsil- Baddi, District- Solan, Himachal Pradesh.	Directorate of Fire Services, Himachal Pradesh, Shimla-2	-	March 04, 2022	March 03, 2024
5.	Allotment of Entrepreneur's Memorandum Part-II bearing no. 02/009/1/1/70692 to the Company's Unit-II.	Deputy Director of Industries, Single Window Clearance Agency, Baddi	IND/SWCA/BA/DDI/EM-II/PWPL-II/10-11242	April 21, 2011	Valid until cancelled

**ii. Approvals obtained in respect of the Company's premises situated at Ground Floor, K-444, Near Bhuteshwari Mandir Part-I, Burari, Delhi – 110084**

Sr. No.	Description	Authority	Registration Number	Date of Issue	Date of Expiry
<b>i. Trade License</b>					
1.	General Trade/Storage License issued under Section 417 of the Delhi Municipal Corporation Act, 1957 to the Company for the premise situated at Ground Floor, K-444, Near Bhuteshwari Mandir Part-I, Burari, Delhi – 110084.	North Delhi Municipal Corporation, Central Licensing & Enforcement Cell	NGTL0621192251	June 17, 2021	March 31, 2022

**iii. Approvals obtained in respect of the Company's premises situated at H. NO.54, Rajiv Gandhi Road, Dhopolia, Jyotikuchi, Dist. Kamrup (M) Guwahati, Assam -781034**

Sr. No.	Description	Authority	Registration Number	Date of Issue	Date of Expiry
<b>i. Trade License</b>					
1.	Trade license under Guwahati Municipal Corporation Act, 1969 issued to the Company for premises at Jyotikuchi, Dhopolia, Rajiv Gandhi Road.	Guwahati Municipal Corporation	GMC/LZ/16/GTL/20223/12170259	April 07, 2022	March 31, 2023

**B. Approvals obtained in respect of the Company's Proposed Manufacturing Unit at Khewat/ Khatuni no.99/102, and Khasra no.78/2, Kitat-(1), (Hadbast no.-197), Revenue Village, Damowala, Tehsil-Baddi, District-Solan, Himachal Pradesh, India**

Sr. No.	Description	Authority	Registration Number	Date of Issue	Date of Expiry
<b>i. Other Approvals/Registrations</b>					
1.	Change in name issued to the Company from Jass Enterprises to the Company for premises situated at Mauja Damowala, Tehsil Baddi, District Solan, Himachal Pradesh subject to obtaining change in land use and planning permission under the Himachal Pradesh Town and Country Planning Rules, 2014 and regulations of the Development Plan 2025.	Office of the Chief Executive officer, Baddi Barotiwala Nalagarh Development Authority, Solan, Himachal Pradesh	BBNDA-TCP-BADDI-Case No. 3778/BB- 310	January 18, 2022	Valid until cancelled
2.	Planning permission granted to the Company under Section 31-1(B) of the Himachal Pradesh Town and Country Planning Act, 1977 and drawings/maps are approved over land comprised in Khasra No. 78, Mauja/Village Damowala, Tehsil Baddi, District Solan, and Himachal Pradesh for construction of industrial building.	Office of the Chief Executive Office, Baddi Barotiwala Nalagarh Development Authority, Chief Executive Officer, BBNDA, Baddi, Solan, Himachal Pradesh	02202200248	March 14, 2022	Valid for 3(three) years

**i. Quality Certificates**

- a) Certificate of Registration bearing no. 21IQHY97 dated October 07, 2021 issued by AQC Middle East LLC to the Company for works premise situated at 923/56, 923/58, 874/49/1 Village Katha, Baddi, District: Solan- 173205, Himachal Pradesh, India and office premises at A- 74, Okhala Industrial Area, Phase- II, New Delhi – 110020, India for being in compliance with ISO 9001:2015 (*Quality Management System*) for manufacturing and trading of PVC wires and cables, electric fans, water heaters and appliances. This certificate is valid till October 06, 2024.
- b) Certificate of Registration bearing no. 21IEHX90 dated October 07, 2021 issued by AQC Middle East LLC to the Company for the works premise situated at 923/56, 923/58, 874/49/1 Village Katha, Baddi, District: Solan- 173205, Himachal Pradesh, India and office premises at A- 74, Okhala Industrial Area, Phase- II, New Delhi – 110020, India for being in compliance with ISO 14001:2015 (*Environment Management System*) for manufacturing and trading of PVC wires and cables, electric fans, water heaters and appliances. This certificate is valid till October 06, 2024.
- c) Certificate of Compliance bearing no. UQ-201904122370 dated April 12, 2019 issued by UK Certification and Inspection Limited to the Company for office premises at A- 74, Okhala Industrial Area, Phase- II, New Delhi – 110020, India and works premise situated at 923/56, 923/58, 874/49/1 Village Katha, Baddi, District: Solan- 173205, Himachal Pradesh, India for being in compliance with RoHS Directive )2011/65/EU) of the European Parliament and Commission Decision 2005/618/EC on the restriction of use of certain hazardous substances [lead (Pb), mercury (Hg), cadmium (Cd), hexavalent chromium (Cr6+), polybrominated biphenyls (PBBs), and polybrominated diphenyl ethers (PBDEs)] in electrical equipment. Products under this certificate are PVC wires and cables. The certificate is valid till April 11, 2022.
- d) Certificate bearing no. QACCE20081759 dated August 18, 2020 issued by QCL Certification Private Limited to the Company having its head office premises at A- 74, Okhala Industrial Area, Phase- II, New Delhi – 110020, India and work premise situated at 923/56, 923/58, 874/49/1 Village Katha, Baddi, District: Solan- 173205, Himachal Pradesh, India for being in compliance with LVD (*Low Voltage Directive*) 2014/35/EU for activity of manufacturing and trading of PVC wires and cables, electric fans, LT power and control cables, single core PVC FR/ FRLS-H/ZHFR PVC insulated (unsheathed) flexible copper conductor cables voltage grade 650/1100V; Single core PVC FR insulated (unsheathed) with solid/standard copper conductor voltage grade 650/ 1100V; Multi core round PVC insulated and PVC sheathed with flexible copper conductor submersible cables voltage grade 650/1100V; Telephone and RG cables; Single core (unsheathed), twin flat and multicore and round PVC sheathed with solid/stranded aluminum conductor voltage grade 650/ 1100V; LT power cables- aluminum conductor; LT power and control cables- copper conductor; HT power cables-aluminum conductor, ceiling fans, industrial exhaust fan, TPW (fan), ventilation fan. This certificate is valid till August 17, 2023.
- e) Certificate of registration bearing no.: 19ZIZG0352O dated May 04, 2019 issued by United Accreditation Foundation (UAF) to the Occupation Health & Safety Management System to the Company for office premises at A- 74, Okhala Industrial Area, Phase- II, New Delhi – 110020, India and work premise situated at 923/56, 923/58, 874/49/1 Village Katha, Baddi, District: Solan- 173205, Himachal Pradesh has been assessed and found to be in accordance with the requirements of the management system standard ISO 45001:2018 for the following scope: manufacturing and trading of PVC wires and cables. This certificate is valid till May 05, 2022.
- f) Certificate of registration bearing no.: 211EHX90 dated October issued by AQC Middle East LLC to the Environment Management System of the Company for office premises at A- 74, Okhala Industrial Area, Phase- II, New Delhi – 110020, India and work premise situated at 923/56, 923/58, 874/49/1 Village Katha, Baddi, District: Solan- 173205, Himachal Pradesh has been assessed and found to be in accordance with the requirements of the management system standard ISO 14001:2015 for the following scope: manufacturing and trading of PVC wires and cables, electric fans, water heaters and appliances. This certificate is valid till October 06, 2024.
- g) Certificate of registration bearing no.: 211QHY97 dated October 07, 2021 issued by AQC Middle East LLC to the Quality Management System of the Company having its head office premises at A- 74, Okhala Industrial Area, Phase- II, New Delhi – 110020, India and work premise situated at 923/56, 923/58, 874/49/1 Village Katha, Baddi, District: Solan- 173205, Himachal Pradesh has been assessed and found to be in accordance with the requirements of the management system standard ISO 9001:2015 for the following scope: manufacturing and trading of PVC wires and cables, electric fans, water heaters and appliances. This certificate is valid till October 06, 2024.

- h) Certificate of Registration bearing no. CM/L-9424479 dated April 27, 2021 issued by Bureau of Indian Standards to the Company for the works premise situated at 923/56, 924/58, 874/49/1 Village Katha, Baddi, District: Solan- 173205, Himachal Pradesh, India for being in compliance with IS 694:2010 for Quality Management Systems and product certification. The certificate is valid till April 30, 2022.

#### IV. TAX RELATED APPROVALS

##### A. Approvals obtained by the Company

- i. The Company has been allotted Tax Deduction and Collection Account Number (TAN) bearing no. DELNOSO2OF.
- ii. The Company has been allotted Permanent Account Number (PAN) bearing no. AACCN3798F on August 23, 2006.
- iii. Certificate of Importer-Exporter Code (IEC) bearing no. 0515014605 dated May 29, 2015 issued by Additional Director General of Foreign Trade, Ministry of Commerce and Industry to the Company for premises situated at K-444, Village Burari, Delhi 110084. This certificate is valid until cancelled.

Sr. No.	Description	Authority	Registration Number	Date of Issue	Date of Expiry
2.	Certificate of registration under Central Goods and Service Tax Act, 2017 for premises situated at 0. HCL Compound, Niranjapur Road, Dehradun, Dehradun, Uttarakhand, 248001.	Government of India	05AACCN3798F1ZC	July 17, 2018	Valid until cancelled
3.	Certificate of registration under Central Goods and Service Tax Act, 2017 for premises situated at K-444 Part – I, Burari, Village Burari, North Delhi, Delhi, 110084.  Additional address:  a) K - 444, Part - I, Nathupura Road, Village Burari, Delhi, North Delhi, Delhi, 110084; b) A-74, Phase-II, Okhla Industrial Area, South Delhi, Delhi, 110020; c) A-43, Ground Floor, Mohan Co-Operative Industrial Estate, Mathura Road, Badarpur, New Delhi, New Delhi, Delhi, 110044*; d) J-4, Block B 1, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi, New Delhi, Delhi, 110044*; e) Plot No-33, Block -	Government of India	07AACCN3798F2Z7	May 17, 2018	Valid until cancelled

Sr. No.	Description	Authority	Registration Number	Date of Issue	Date of Expiry
	<p>A, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi, New Delhi, Delhi, 110044*;</p> <p>f) A-28, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi, New Delhi, Delhi, 110044*;</p> <p>g) Delhivery Private Limited, A-29, Mohan Co-operative Estate, New Delhi, New Delhi, Delhi, 110044*;</p> <p>h) Delhivery Private Limited, Khasra No-26 and 27, Behind Fun and Food Village, Kapashera Extn., New Delhi, Delhi, 110037*;</p> <p>i) Holisol Logistic Private Limited, Plot No-434/2, Bhudh Bezar Road Phirni Road, Mundka, New Delhi, Delhi, 110041*;</p> <p>j) DTDC Supply Chain Solution Limited, Khasra No-27/9, Internal Road, Kapashera, New Delhi, Delhi 110037*.</p> <p><i>*Company has made an application to remove the address from the certificate as it is no longer operating or has any interest therein. For further details, please see point "VIII. Pending Approvals" below.</i></p>				
4.	Certificate of registration under Central Goods and Service Tax Act, 2017 for premises situated at III-M/R 28 A, Nehru Nagar, Near Kalka Garhi Chowk, Ghaziabad, Uttar Pradesh, 20100.	Government of India	09AACCN3798F1Z4	December 12, 2019	Valid until cancelled



Sr. No.	Description	Authority	Registration Number	Date of Issue	Date of Expiry
	<p>Total Number of Additional Places of Business(s) in the State:</p> <p>B - 16 Site - III, Industrial Area, Meerut Road, Ghaziabad, Uttar Pradesh, 201001;</p> <p>207B, 2nd Floor, Saran Chamber-2, 5 Park Road, Hazratganj Lucknow, Lucknow, Uttar Pradesh, 226001*;</p> <p>Plot No. G-40, UPSIDC Industrial Area, Chinhut, Lucknow, Lucknow, Uttar Pradesh, 227105*;</p> <p>Plot No.4, Khata No.00209, Khasra No.454, Village-Dhawa, Lucknow, Lucknow, Uttar Pradesh, 226019*.</p> <p><i>*Company has made an application to remove the address from the certificate as it is no longer operating or has any interest therein. For further details, please see point "VIII. Pending Approvals" below.</i></p>				
5.	Certificate of registration under Central Goods and Service Tax Act, 2017 for premises situated at Fourth Floor, Office No. 440, Ganpati Plaza, MI Road, Jaipur, Jaipur, Rajasthan, 302001.	Government of India	08AACCN3798F1Z6	November 28, 2020	Valid until cancelled
6.	Certificate of registration under Central Goods and Service Tax Act, 2017 for premises situated at 33/2081-AI, J.J. Building, Near DIG Lane, Ernakulam, Kerala, 682026.	Government of India	32AACCN3798F1ZF	July 17, 2018	Valid until cancelled
7.	Certificate of registration under Central Goods and Service Tax Act, 2017 for premises situated at 6, Sopariwala house, 293, Princess Street, Mumbai,	Government of India	27AACCN3798F1Z6	October 2, 2021	Valid until cancelled

Sr. No.	Description	Authority	Registration Number	Date of Issue	Date of Expiry
	Mumbai City, Maharashtra, 400002.				
8.	<p>Certificate of registration under Central Goods and Service Tax Act, 2017 for premises situated at House No. 65, Opp. Sipani Guest House, K C Road, Chatribari, Kamrup Metropolitan, Assam, 781008*.</p> <p>Additional Address: Sansai parking, Lalmati, Beltola Guwahati, Kamrup Metropolitan, Assam, 781028*.</p> <p><i>*Company has made an application to remove the address from the certificate as it is no longer operating or has any interest therein and instead add its new premises at H. No. 54, Rajiv Gandhi Road, Dhopoli, Jyotikuchi, District-Kamrup (M), Guwahati- 781034. For further details, please see point "VIII. Pending Approvals" below.</i></p>	Government of India	18AACCN3798F1Z5	July 21, 2020	Valid until cancelled
9.	Certificate of registration under Central Goods and Service Tax Act, 2017 for premises situated at Khasra No. 923/56, 924/58, 874/49/1, Industrial Area, Katha, Baddi, Solan, Himachal Pradesh, 173205.	Government of India	02AACCN3798F1ZI	July 17, 2018	Valid until cancelled
10.	Certificate of registration under Central Goods and Service Tax Act, 2017 for premises situated at 234, Behind Mayur Restaurant, Rajan Plaza, Pabaht Village, SAS Nagar, Punjab, 140603.	Government of India	03AACCN3798F1ZG	September 20, 2017	Valid until cancelled
11.	Certificate of enrolment issued under the Maharashtra State Tax on Professions, Trades, Callings and	Department of Goods and Service Tax Maharashtra	99463318526P	November 09, 2019	Valid until cancelled

Sr. No.	Description	Authority	Registration Number	Date of Issue	Date of Expiry
	Employments for premises at 289/293, Ground Floor, Sopariwala House, Princess Street, Kalbadevi, Mumbai (M. Corp), Mumbai.				
12.	The Company is subject to the Kerala Panchayat Raj Act, 1994 and the Kerala Panchayat Raj (Profession Tax) Rules, 1996 for premises at 33/2081-AI, J.J. Building, Near DIG Lane, Ernakulam, Kerala, 682026. Pursuant to this, the Company is compliant with annual payments as required thereunder.				

## V. LABOUR RELATED APPROVALS

### A. Approvals obtained by the Company

- i. Allotment of code dated February 25, 2015 with allotment code bearing no. DLCPM1107732000 under Employees' Provident Fund Act and Miscellaneous Provisions Act, 1952 issued to the Company by Employees' Provident Fund Organisation. This code is valid until cancelled.

#### 1) Registrations under Shops and Establishment

Sr. No.	Description	Authority	Registration Number/Code	Date of Certificate	Date of Expiry
1.	Registration Certificate of Shop and Commercial Establishment under the Rule 2-A (3)/Section 4-B (3) of the Uttar Pradesh Shops and Establishment Act, 1962 issued to the Company for premises situated at B-16, Site 3, Industrial Area, Meerut Road, Ghaziabad, Uttar Pradesh.	Labour Department Uttar Pradesh	UPSA09717643	April 01, 2021	March 31, 2026
2.	Registration Certificate of Shop and Commercial Establishment under the Rule 2-A (3)/Section 4-B (3) of the Uttarakhand Shops and Establishment Act, 2017 issued to the Company for premises situated at HCL Compound, Niranjanpur, Sharanpur Road, Dehradun, Uttarakhand 248001.	Labour Department, Uttarakhand	UKSADDN02814 9	December 24, 2021	Valid until cancelled
3.	Registration Certificate of Establishment issued under Delhi Shops & Establishment Act, 1954 to the Company for the premise situated at K444, Part I, Burari Village, New Delhi, 110084.	Department of Labour, Government of National Capital Territory of Delhi	2022109694	March 29, 2022	Valid until cancelled

Sr. No.	Description	Authority	Registration Number/Code	Date of Certificate	Date of Expiry
4.	Registration Certificate of Establishment issued under Delhi Shops & Establishment Act, 1954 to the Company for the premise situated at A74 Okhla Industrial Area Phase 2, New Delhi, Delhi 110020.	Department of Labour, Government of National Capital Territory of Delhi	2022109619	March 29, 2022	Valid until cancelled
5.	Registration Certificate of Establishment issued under Uttar Pradesh Shops & Commercial Establishment Act, 1962 to the Company for the premise situated at III-M / R 28 A, Nehru Nagar, Near Kalka Garhi Chowk, Ghaziabad, 201001 Ghaziabad.	Chief Inspector of Shops and Commercial Establishment, Uttar Pradesh	UPSA09724563	April 01, 2022	March 31, 2027
6.	Registration Certificate of Establishment issued under Rajasthan Shops & Commercial Establishment Act, 1958 to the Company for the premise situated at 440, 4th Floor, Ganpati Plaza, M.I. Road, Jaipur, Rajasthan.	Government of Rajasthan, Department of Labour	SCA/2022/14/133 820	April 04, 2022	Valid until cancelled
7.	Registration certificate of shops and commercial establishment under the Punjab Shops and Commercial Establishment Act, 1958 issued to the Company for the premises at 234, Behind Mayur Restaurant, Rajan Plaza, Pabaht Village, Zirakpur, Mohali, Punjab, Derabassi 140603.	Government of Punjab Department of Labour	SER01/202204/001	April 18, 2022	March 31 every 3(three) years

## 2) Registrations under Employees State Insurance Act, 1948

Sr. No.	Description	Authority	Registration Number/Code	Date of Certificate	Date of Expiry
1.	Implementation letter for the certificate of registration issued under Section 1(3)/1(5) of the Employees' State Insurance Act, 1948 to the Company for the premises situated at 923/56, Village- Katha, P.O.- Baddi – 173205, Himachal Pradesh.	Regional Office, Employees' State Insurance Corporation, Himachal Pradesh	14000430010000607	April 27, 2011	Valid until cancelled
2.	Implementation letter registered under the Employees' State Insurance Act, 1948 to the Company for the premises situated at HCL Compound, Niranjapur Saharanpur Road, Dehradun Uttarakhand, 248001, Dehradun, Uttarakhand.	Regional Office, Employees' State Insurance Corporation, Dehradun	61140430010010607	March 09, 2022	Valid until cancelled
3.	Implementation letter registered under the Employees' State	Sub-Regional Office,	67140430010010607	March 09, 2022	Valid until cancelled

Sr. No.	Description	Authority	Registration Number/Code	Date of Certificate	Date of Expiry
	Insurance Act, 1948 to the Company for the premises situated at 3 <sup>rd</sup> , M/R, 28 A, Nehru Nagar, Near Kalka Garhi Chowk, Ghaziabad, Uttar Pradesh, 201001.	Employees' State Insurance Corporation, Noida			
4.	Implementation letter registered under the Employees' State Insurance Act, 1948 to the Company for the premises situated at A74 Okhla Industrial Area Phase 2, South Delhi, Delhi 110020.	Sub-Regional Office, Employees' State Insurance Corporation, Noida	20140430010010607	April 01, 2022	Valid until cancelled
5.	Implementation letter registered under the Employees' State Insurance Act, 1948 to the Company for the premises situated at K444, Part I, Burari Village, North Delhi, Delhi, 110084.	Sub-Regional Office, Employees' State Insurance Corporation, Noida	10140430010010607	April 01, 2022	Valid until cancelled
6.	Implementation letter registered under the Employees' State Insurance Act, 1948 to the Company for the premises situated at B-16, Site-III, Industrial Area, Meerut Road situated in Ghaziabad, 2010003.	Sub-Regional Office, Employees' State Insurance Corporation, Noida	67140430010020607	April 12, 2022	Valid until cancelled

### 3) Registration under Contract Labour (Regulation and Abolition) Act, 1970

Sr. No.	Description	Authority	Registration Number/Code	Date of Certificate	Date of Expiry
	Certificate of Registration issued under Contract Labour (Regulation and Abolition) Act, 1970 to the Company for premises at 923/56 Village Baddi, district Solan, Himachal Pradesh.	Government of Himachal Pradesh, Labour Department, Office of the Registering Officer	L.O. (Baddi) CLA-P-E369	February 14, 2012	January 31, 2023

## VI. ENVIRONMENT APPROVALS

### A. Approvals obtained by the Company

- i. Approvals obtained in respect of the Company's premises situated at 923/56, 924/58,874/49/1, Village Katha Baddi, Solan Baddi- 173205.


Sr. No.	Description	Authority	Registration Number/Code	Date of Certificate/ Intimation Letter	Date of Expiry
1.	Renewal of Consent to Operate under Section 25/26 of Water (Prevention & Control of Pollution) Act, 1974 and	Himachal Pradesh State Pollution Control	CTO/BOTH/RENEW/RO/2019/1093158	October 21, 2019 Valid from: April 1,	March 31, 2029

Sr. No.	Description	Authority	Registration Number/Code	Date of Certificate/ Intimation Letter	Date of Expiry
	under Section 21 of Air (Prevention & Control of Pollution) Act, 1981 issued to the Company, 923/56 Village Katha Baddi, Solan Baddi-173205.	Board		2019	


## VII. INTELLECTUAL PROPERTY RELATED APPROVALS

### Trademarks under License Agreement

- a. By virtue of a license agreement date August 20, 2020, Sanjay Gupta has licensed the trademark bearing no. 1877264 for goods: *PVC electric wires & cables, PVC conduit pipes, switches, sockets, chokes, electric flat iron main switches, change over switches, ceiling rose, D.P switch, extension cord, electric junction box and bend, miniature circuit breakers, L.C.B., E.L.C.B., distribution board, M.C.B boxes* to the Company for a period of 15(fifteen) years from the date of the agreement. The details of the trademark are given below:

Trademark application no.	Description of goods and services	Class	Status	Trade Mark
1877264	Electric apparatus and instruments including, PVC electric wires and cables, PVC conduit pipes, switched, sockets, plugs, multi plugs, coil holders, bells, bell push, bell connectors, chokes, starters, electric flat iron, main switched, change over switched, ceiling rose, fuse kit kat, fuse units, adopters, pendant holders, angle holders, D.P. switch, extension cord, electric junction box and bend, miniature circuit breakers, L.C.B., E.L.C.B., distribution board, M.C.B boxes, capacitors, voltage stabilizers.	9	Unregistered	

- b. By virtue of a license agreement date February 04, 2010, Sanjay Gupta has licensed the trademark bearing no. 1877262 for goods: *PVC pipes, adhesive tapes and insulating tapes* to the Company for a period of 15(fifteen) years from the date of the agreement. The details of the trademark are given below:

Trademark application no.	Description of goods and services	Class	Status	Trade Mark
1877262	Rubber, gutta-percha, gum, asbestos, mica and goods made from these materials and not included in other classes; plastics in extruded from for use in manufacture; packing, stopping and insulating materials; flexible pipes, not of metal; bakelite sheets; plastics	17	Unregistered	

	sheet; PVC pipes; adhesive tapes and insulating tapes; PVC tapes; non-metallic sheet; sleeving paper; insulating varnish, insulating materials.			
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### VIII. PENDING APPROVALS

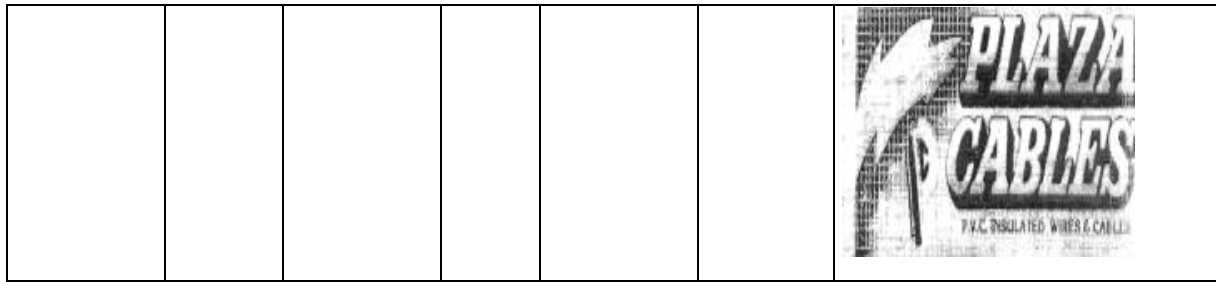
1. The Company has made an application dated February 28, 2022 to obtain factory license under the Factories Act, 1948 for the Company Existing Manufacturing Unit at 923/56, 924/58,874/49/1, Village Katha Baddi, Solan Baddi- 173205.
2. The Company has made an application dated March 30, 2022 addressed to the Senior Environmental Engineer, Himachal Pradesh State Environment Protection and Pollution Control Board to enter the complete address of its factory at 923/56, 924/58,874/49/1, Village Katha Baddi, Solan Baddi- 173205 in its consent to operate dated October 21, 2019.
3. The Company has made an application dated March 30, 2022 addressed to the Regional Provident Fund Commissioner, (Delhi, North) to change the address in the certificated dated February 25, 2015 to A74 Okhla Industrial Area Phase 2, South Delhi, Delhi 110020.
4. The Company has made an application dated April 18, 2022 to amend its additional address in Delhi in the certificate of registration bearing no. 07AACCN3798F277 under the Central Goods and Service Tax Act, 2017.
5. The Company has made an application dated March 29, 2022 to amend its additional address in Uttar Pradesh in the certificate of registration bearing no. 09AACCN3798F1Z4 under the Central Goods and Service Tax Act, 2017.
6. The Company has made an application dated April 18, 2022 to amend its additional address in Guwahati, instead add its new premises at H.No. 54, Rajiv Gandhi Road, Dhopoli, Jyotikuchi, District-Kamrup (M), Guwahati- 781034 in the certificate of registration bearing no. 18AACCN3798F1Z5 under the Central Goods and Service Tax Act, 2017.
7. Intellectual Property Rights related approvals.

#### A. Assignment Agreement

##### Trade Marks

- a. By virtue of an assignment deed dated April 02, 2022 Mr. Sanjay Gupta has assigned the trademark bearing no. 2666068 for the goods: “PVC Insulated Wires and Cables”, to the Company in perpetuity. The Company has made an application under Form TM-P dated April 04, 2022 to register the title of the Company as the subsequent proprietor by way of assignment of the trademark. The application is pending before the Registrar of Trademarks. The details of the trademark are given below:

Trademark Number/Application No./Registration Certificate Number	Description of goods and services	Issuing Authority	Class	Status	Validity	Trade Mark
2666068	PVC insulated wires and cables.	Registrar of Trademarks	9	Registered	January 03, 2030	




- b. By virtue of an assignment deed dated April 02, 2022 Mr. Sanjay Gupta has assigned the trademark bearing no. 2666069 for the goods: “*Insulated Electric Wires and Insulated Electric Cables*”, to the Company. The Company has made an application under Form TM-P dated April 04, 2022 to register the title of the Company as the subsequent proprietor by way of assignment of the trademark. The application is pending before the Registrar of Trademarks. The details of the trademark are given below:

Trademark Number/Application No./Registration Certificate Number	Description of goods and services	Issuing Authority	Class	Status	Validity	Trade Mark
2666069	Insulated electric wires and insulated electric cables	Registrar of Trademarks	9	Registered	February 14, 2025	<b>PLAZA</b>

#### Copyright

- c. By virtue of an assignment deed dated April 02, 2022 Plaza Wires and Electricals Private Limited has assigned the copyright bearing no. A-59106/2001 to the Company. The Company has made an application under Form XV of the Copyright Act, 1957 dated April 02, 2022 to change the entry in the Register of Copyrights consequent to the assignment. The application is pending before the Register of Copyrights. The registration of the copyright bearing no. A-59106/2001 is valid as under Section 22 of the Copyright Act, 1957. The details of the copyright are given below:

Registration Number	Title of work	Date of filing	Date of issue	Class and Description	Status	Author as per extract from Register of Copyrights	Copyright
A-59106/2001  Diary No. 2045/2000-CO/A	Plaza (Label)	August 31, 2000	March 08, 2001	Artistic	Registered	Sunil Gupta	



## B. Registered User Agreement

### Trade Marks

- a. By virtue of a registered user agreement dated April 02, 2022, Action Cables India Private Limited has permitted the Company to use the trademark bearing no. 3380339 for the goods: “*Electric Insulated Wires and Cables*”, for a period 5 years from the date of the registered user agreement. Plaza Wires and Electricals Private Limited and the Company have jointly made an application under Form TM-U of the Trade Marks Act, 1999 dated April 04, 2022 to register the Company as a “registered user” with the Registrar of Trademarks. The application is pending for consideration by the Registrar of Trademarks. The details of the trademark are given below:


Trademark Number/ Application No. / Registration Certificate Number	Description of goods and services	Issuing Authority	Class	Status	Validity	Trade Mark
3380339	Electric switches, sockets, plugs, multiplugs, coil holders, bells, bell push, bell connectors, chokes, starters, electric insulated wires and cables, main switches, ceiling rose, fuse kit kat, fuse units, adopters, conduit pipes, pendant holders, D.P. switch, extension cord, electric line tester, electric junction box and bend, MCB, L.C.B.; E.L.C.B, ampere and volt meters, electric meters, distribution board, M.C.B. boxes, capacitors, TV, radio, sound recording and reproducing appliances, antenna, cassette tape recorder and player, VCP, VCR, video tapes.	Registrar of Trademarks	9	Registered	October 04, 2026	<b>ACTION</b>

- b. By virtue of a registered user agreement dated April 02, 2022, Action Cables India Private Limited has permitted the Company to use the trademark bearing no. 460270 for the goods: *Wires and Cables* for a period 5 years from the date of the registered user agreement. Plaza Wires and Electricals Private


Limited and the Company have jointly made an application under Form TM-U of the Trade Marks Act, 1999 dated April 04, 2022 to register the Company as a “registered user” with the Registrar of Trademarks. The application is pending for consideration by the Registrar of Trademarks. The details of the trademark are given below:

Trademark Number/ Application No. / Registration Certificate Number	Description of goods and services	Issuing Authority	Class	Status	Validity	Trade Mark
460270	Wires, cables and switches.	Registrar of Trademarks	9	Registered	September 15, 2027	<b>ACTION</b>

- c. By virtue of a registered user agreement dated April 02, 2022, Plaza Wires and Electricals Private Limited has permitted the use of the trademark bearing no. 3791185 for the goods: “Installations for heating, steam generating, cooking, drying, ventilating”, to the Company for a period 5 years from the date of the registered user agreement. Plaza Wires and Electricals Private Limited and the Company have jointly made an application under Form TM-U of the Trade Marks Act, 1999 dated April 04, 2022 to register the Company as a “registered user” with the Registrar of Trademarks. The application is pending for consideration by the Registrar of Trademarks. The details of the trademark are given below:

Trademark Number/ Application No. / Registration Certificate Number	Description of goods and services	Issuing Authority	Class	Status	Validity	Trade Mark
3791185	Installations for lighting, heating, steam generating, cooking, refrigerating, drying, ventilating.	Registrar of Trademarks	11	Registered	March 28, 2028	

- d. By virtue of a registered user agreement dated April 02, 2022, Plaza Wires and Electricals Private Limited has permitted the use of the trademark bearing no. 865167 for the goods: “Installations for heating, steam generating, cooking, drying, ventilating”, to the Company for a period 5 years from the date of the registered user agreement. Plaza Wires and Electricals Private Limited and the Company have jointly made an application under Form TM-U of the Trade Marks Act, 1999 dated April 04, 2022 to register the Company as a “registered user” with the Registrar of Trademarks. The application is pending for consideration by the Registrar of Trademarks. The details of the trademark are given below:

Trademark Number/Application No./Registration Certificate Number	Description of goods and services	Issuing Authority	Class	Status	Validity	Trade Mark
865167	Installations for lighting, heating, steam generating, cooking, refrigerating, drying, ventilating.	Registrar of Trademarks	11	Registered	July 12, 2029	

**8. Proposed Manufacturing Unit at Khasra No. 78/2, Damowala, Tehsil-Baddi, District-Solan, Himachal Pradesh.**

- i. The Company has made an application dated March 04, 2022 bearing Application no.: 4547919 to Himachal Pradesh State Pollution Control Board for obtaining consent to establish/operate/renewal the industry under Section-21 of the Air (Prevention & Control of Pollution) Act, 1981 for premise situated at Khasra No. 78/2, Damowala, Barotiwala, Tehsil: Baddi, District: Solan, State: Himachal Pradesh.
- ii. The Company has made an application dated March 04, 2022 bearing Application no.: 4547919 to Himachal Pradesh State Pollution Control Board for obtaining consent to establish or take any step to establish any Industry, operation processes or any treatment and disposal system for discharge, under Section-25 or continuation or discharge under Section -26 of the Water (Prevention and Control of Pollution) Act, 1974 for premise situated at Khasra No. 78/2, Damowala, Barotiwala, Tehsil: Baddi, District: Solan, State: Himachal Pradesh.
- iii. The Company has made an application dated March 04, 2022 bearing CAF ID 35586 to Single Window Clearance System, Directorate of Industries, Government of Himachal Pradesh for setting up a manufacturing enterprise.
- iv. The Company has made an application dated April 21, 2022 to the Joint Director of Industries, Single Window Clearance Agency to change the Company's name from "Plaza Wires Private Limited" to "Plaza Wires Limited".
- v. The Company has made an application dated December 21, 2021 to Chief Executive Officer, BBNDA, Baddi Solan, Himachal Pradesh to grant a No Objection Certificate for changing the name from Jass Enterprises to Plaza Wires Limited in their records.

**IX. APPLICATIONS YET TO BE MADE BY THE COMPANY**

- i. The Company is in the process of making an application to add the complete address of its factory premises at 923/56, 924/58, 874/49/1 Village Katha, Baddi, District: Solan- 173205, Himachal Pradesh, India in the certificate of registration bearing no. L.O. (Baddi) CLA-P-E369 under the Contract Labour (Regulation and Abolition) Act, 1970.
- ii. The Company is in the process of making an application to add the complete address of its factory premises at 923/56, 924/58, 874/49/1 Village Katha, Baddi, District: Solan- 173205, Himachal Pradesh, India in the implementation letter for the certificate of registration issued under the Employees' State Insurance Act, 1948 bearing no. 14000430010000607.
- iii. The Company is in the process of making an application to add the complete address of its factory premises at 923/56, 924/58, 874/49/1 Village Katha, Baddi, District: Solan- 173205, Himachal Pradesh, India in the consent to operate under Water (Prevention & Control of Pollution) Act, 1974 and under Section 21 of Air (Prevention & Control of Pollution) Act, 1981 bearing no. CTO/BOTH/RENEW/RO/2019/1093158.

- iv. The Company is in the process of making an application to obtain the trade license for the following premises:
  - a. HCL Compound, Niranjapur Road, Dehradun, Dehradun, Uttarakhand, 248001;
  - b. B - 16 Site - III, Industrial Area, Meerut Road, Ghaziabad, Uttar Pradesh, 201001;
  - c. Fourth Floor, Office No. 440, Ganpati Plaza, MI Road, Jaipur, Jaipur, Rajasthan, 302001;
  - d. Khasra No. 923/56, 924/58, 874/49/1, Industrial Area, Katha, Baddi, Solan, Himachal Pradesh, 173205; and
  - e. 6, Sopariwala house, 293, Princess Street, Mumbai, Mumbai City, Maharashtra, 400002.
- v. The Company is in the process of making an application to obtain the certificate of registration issued under the Kerala Shops and Commercial Establishments Act, 1960 for the premise situated at 33/2081-AI, J.J. Building, Near DIG Lane, Ernakulam, Kerala, 682026.
- vi. The Company is in the process of making an intimation application under the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 for the premise situated at 6, Sopariwala house, 293, Princess Street, Mumbai, Mumbai City, Maharashtra, 400002.
- vii. The Company is in the process of obtaining the registration certificate under the Assam Shops and Establishments Act, 1971 for premises situated at H.No. 54, Rajiv Gandhi Road, Dhopoli, Jyotikuchi, District-Kamrup (M), Guwahati- 781034.
- viii. The Company is in the process of obtaining the registration certificate for professional tax under the Guwahati Municipal Corporation Act, 1969 for premises situated at H.No. 54, Rajiv Gandhi Road, Dhopoli, Jyotikuchi, District-Kamrup (M), Guwahati- 781034.
- ix. The Company is in the process of making an application to obtain the certificate of registration under the Central Goods and Services Tax Act, 2017 for the premise situated at 24/63, Sheeba Square University Road, South Kalamassery.
- x. The Company is in the process of obtaining the registration certificate under the Kerala Shops and Commercial Establishments Act, 1960 for premises at 24/63, Sheeba Square University Road, South Kalamassery and 33/2081-AI, J.J. Building, Near DIG Lane, Ernakulam, Kerala, 682026.
- xi. The Company is in the process of obtaining the registration certificate for professional tax under the Gauhati Municipal Corporation Act, 1969 for the premises at 24/63, Sheeba Square University Road, South Kalamassery and 33/2081-AI, J.J. Building, Near DIG Lane, Ernakulam, Kerala, 682026.
- xii. Our Company is in process of filing the applications with relevant statutory and regulatory authorities for reflecting the change of name of the Company, pursuant to its change of name from “Plaza Wires Private Limited” to “Plaza Wires Limited” and pursuant to its conversion from a private limited company to a public limited company.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

#### *Corporate Approvals*

1. Our Board has authorised the Issue by a resolution dated March 10, 2022
2. Our Shareholders have authorised the Issue, pursuant to a special resolution passed on March 11, 2022 under Section 62(1) (c) of the Companies Act 2013.
3. The Board has, on April 30, 2022 approved this Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.

#### *In-principle Listing Approvals*

Our Company has received in-principle approvals from the BSE and NSE for the listing of our Equity Shares pursuant to its letter dated [●] and [●], respectively.

### Prohibition by the SEBI, the RBI or Governmental Authorities

Our Company, our Directors, our Promoters, Promoter Group, persons in control of our Company and companies or entities with which our Company's Promoters and Directors are associated as Directors / Promoters are not prohibited/debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator in any other jurisdiction or any other authority/court. The listing of any securities of our Company has never been refused at any time by any of the Stock Exchange in India. There are no violations of securities laws committed by them in the past or are pending against them.

Neither our Promoters nor our Directors are promoters or directors of companies, which are debarred from accessing the capital markets by the SEBI.

None of our Directors are, in any manner, associated with the securities market. Further, there are no outstanding actions initiated by SEBI against any of our Directors, in the past five years.

There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

Our Promoters or Directors have not been declared as Fugitive Economic Offenders.

Neither our Company nor our Directors have been declared as a Willful Defaulter or a Fraudulent Borrower, as defined under the SEBI ICDR Regulations.

### Compliance with the Companies (Significant Beneficial Owners) Rules, 2018 and amendments thereof

Our Company, our Promoters, member of Promoter Group confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to them, as on the date of this Draft Red Herring Prospectus.

### Eligibility for the Issue

Our Company is eligible for the Issue in accordance with the eligibility criteria provided in Regulation 6(2) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

*“An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy five percent. of the net issue to qualified institutional buyers and to refund the full subscription money if it fails to do so.”*

**Our Company is not eligible for the Issue in accordance with Regulation 6(1) of the SEBI ICDR Regulations, and does not comply with the conditions specified therein in the following manner:**

- **Our Company has an average operating profit of at least ₹115.38 million, calculated on a restated basis, during the preceding three years (of 12 months each). However, our Company does not have an operating profit in each of these preceding three years.**

**Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profit and net worth derived from the Restated Financial Statements included in this Draft Red Herring Prospectus as at, and for the three immediately preceding Financial Years are disclosed below.**

Particulars	Fiscal 2021	Fiscal 2020	Fiscal 2019
	<i>(in ₹ million unless stated otherwise)</i>		
Restated Net Tangible Assets (A)(1)	195.52	196.41	192.08
Operating Profit (B)(2)	108.62	106.38	131.14
Net Worth (C)(3)	396.08	352.10	312.09
Restated Monetary Assets (D)(4)	10.49	11.00	7.14
Restated Monetary Assets as a Percentage of the Restated Net Tangible Assets (D)/(A)	5.37%	5.60%	3.72%

*(1) "Net Tangible Assets" means the sum of all net assets of the issuer, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38, issued by the Institute of Chartered Accountants of India.*

*(2) Operating profit" means the profit before finance costs, other income and tax expenses.*

*(3) "Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation*

*(4) "Monetary Assets" means cash in hand, balance with bank in current and deposit account (net of bank deposits not considered as cash and cash equivalent*

We are an unlisted company not complying with the conditions specified in Regulation 6(1) of the SEBI ICDR Regulations and are, therefore, required to meet the conditions detailed in Regulation 6(2) of the SEBI ICDR Regulations.

We undertake to comply with Regulation 6(2) of the SEBI ICDR Regulations. Accordingly, our Company is required to Allot not less than 75% of the Issue to QIBs and in the event that we fail to do so, the Bid Amounts received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and other applicable laws.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees in the Issue shall be not less than 1,000.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

1. None of our Company, our Promoters, members of our Promoter Group and our Directors are debarred from accessing the capital markets by SEBI.
2. None of the Promoters or Directors of our Company is a Promoter or a Director of any other company which is debarred from accessing the capital market by SEBI.
3. None of our Company, our Promoters or Directors have been categorized as a Willful Defaulter or a Fraudulent Borrower (as defined in the SEBI ICDR Regulations).
4. None of our Promoters or Directors has been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

5. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus; and
6. Our Company, along with the Registrar to the Issue, has entered into tripartite agreements dated February 22, 2022 and January 11, 2022 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;
7. There are no outstanding convertible securities or any other right which would entitle any person with any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.
8. Our Company shall not make an Allotment if the number or prospective allottees is less than 1,000 in accordance with Regulation 49(1) of the SEBI ICDR Regulations.

#### **Disclaimer Clauses**

##### **DISCLAIMER CLAUSE OF THE SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER 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 PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED APRIL 30, 2022 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLM, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.**

**All legal requirements pertaining to this Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Issue will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act.**

##### **Disclaimer from our Company, our Directors and the BRLM**

Our Company, our Directors, and the BRLM accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website [www.plazawires.in](http://www.plazawires.in) or any website of any affiliate of our Company, any of the Group Companies, would be doing so at his or her own risk.

The BRLM accepts no responsibility, save to the limited extent as provided in the Issue Agreement and the

Underwriting Agreement to be entered into between the Underwriters, and our Company.

All information shall be made available by our Company and the BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding centers or elsewhere.

None among our Company, any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/ hardware system or otherwise; the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

### **Caution**

Investors who Bid in the Issue are required to confirm and are deemed to have represented to our Company, Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not offer, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLM and its associates and affiliates may engage in transactions with, and perform services for, our Company, our Group Companies, and their respective affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company and its affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

### **Disclaimer in respect of Jurisdiction**

Any dispute arising out of the Issue will be subject to the jurisdiction of appropriate court(s) in New Delhi, India only.

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, Hindu Undivided Families (“HUFs”), companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), systemically important non-banking financial companies or trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other applicable trust laws, and who are authorised under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act 2013, multilateral and bilateral development financial institutions, state industrial development corporations, venture capital funds, permitted insurance companies, provident funds and pension funds with a minimum corpus of ₹250,000,000/- (Rupees Two Hundred and Fifty Million Only), National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoInd, to permitted systemically important NBFCs registered with the RBI, non-residents including Eligible NRIs, Alternative Investment Funds, Foreign Portfolio Investors registered with SEBI, venture capital fund, foreign venture capital fund and QIBs. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in New Delhi, India only.

No action has been, or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs from the date hereof or that the information contained herein is correct as of any time subsequent to



this date.

### **Eligibility and Transfer Restrictions**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**The Equity Shares have not been and will not be registered under the U.S. Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and applicable laws of the jurisdictions where such offers and sales occur.**

### **Each purchaser of the Equity Shares in the Issue in India shall be deemed to:**

- represent and warrant to our Company, the BRLM and the Syndicate Members that it was outside the United States (as defined in Regulation S) at the time the offer of the Equity Shares was made to it and it was outside the United States (as defined in Regulation S) when its buy order for the Equity Shares was originated.
- represent and warrant to our Company, the BRLM and the Syndicate Members that it did not purchase the Equity Shares as result of any “directed selling efforts” (as defined in Regulation S).
- represent and warrant to our Company, the BRLM and the Syndicate Members that it bought the Equity Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to resell or otherwise transfer any of the Equity Shares, it agrees that it will not offer, sell or otherwise transfer the Equity Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration under the U.S. Securities Act.
- represent and warrant to our Company, the BRLM and the Syndicate Members that if it acquired any of the Equity Shares as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and that it has full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account.
- represent and warrant to our Company, the BRLM and the Syndicate Members that if it acquired any of the Equity Shares for one or more managed accounts, that it was authorized in writing by each such managed account to subscribe to the Equity Shares for each managed account and to make (and it hereby makes) the representations, warranties, acknowledgements and agreements herein for and on behalf of each such account, reading the reference to “it” to include such accounts.
- agree to indemnify and hold the Company, the BRLM and the Syndicate Members harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares.
- acknowledge that our Company, the BRLM, the Syndicate Members and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

**Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.**

Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or 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.

### **Disclaimer Clause of the BSE**

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

## **Disclaimer Clause of NSE**

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

## **Listing**

Applications will be made to the Stock Exchanges for obtaining permission to list, trade and deal in and for an official quotation of the Equity Shares being issued and sold in the Issue and [●] is the Designated Stock Exchange, with which the Basis of Allotment will be finalised for the Issue. Our existing Equity Shares are not listed on any Stock Exchanges in India.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by any of the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges mentioned above are taken within 6 (six) Working Days of the Bid/Issue Closing Date or such other period as may be prescribed by the SEBI. If our Company does not allot Equity Shares pursuant to the Issue within 6 (six) Working Days from the Bid/ Issue Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period.

If our Company does not Allot the Equity Shares within 6 (six) Working Days from the Bid/Issue Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Issue Account will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period, subject to applicable law.

## **Impersonation**

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act 2013, which is reproduced below:

*“Any person who –*

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

*shall be liable for action under section 447”*

The liability prescribed under Section 447 of the Companies Act 2013 includes imprisonment for a term of not less than 6 (six) months extending up to 10 (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.

## **Consents**

Consents in writing of our Directors, the Company Secretary and Compliance Officer, Chief Financial Officer, the legal counsel, the bankers to our Company, industry sources the BRLM and Registrar to the Issue, the Syndicate Members, Bankers to the Issue/Escrow Bank, Public Issue Account Bank, Sponsor Bank and Refund Bank to act in their respective capacities as well as the consent of the Monitoring Agency have been obtained .

Our Company has received consent of our Statutory Auditors, who hold a valid peer review certificate, to include their name as required under Section 26(5) of the Companies Act 2013 in this Draft Red Herring Prospectus.

The said consents will be filed along with a copy of the Red Herring Prospectus with the Registrar of Companies, Delhi, as required under the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus, for registration with the Registrar of Companies, New Delhi.

### **Experts**

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

Our Company has received written consent from the Statutory Auditor, who holds a valid peer review certificate, to include its name as required under Section 26(5) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of the examination report dated March 23, 2022 of the Statutory Auditor on the Restated Financial Statements of our Company, as at and for Fiscals 2021, 2020 and 2019 and the 9 (nine) months period ended December 31, 2021 and the Statement of Special Tax Benefits dated March 25, 2022, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

### **Particulars regarding public or rights issues by our Company during the last 5 (five) years**

Our Company has not made any public or rights issue in the last 5 (five) years.

### **Commission or Brokerage on Previous issues in the last 5 (five) years**

Since this is the initial public issuing of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares in the 5 (five) years preceding the date of the Draft Red Herring Prospectus.

### **Capital Issues in the Preceding Three Years**

Except as disclosed in “*Capital Structure - Share capital History of our Company*” beginning on page 68, our Company has not made any capital issues during the three years immediately preceding the date of this Draft Red Herring Prospectus.

There have been no capital issues by our Group Companies during last 3 (three) years. There are no other listed companies under the same management at present or during the last three years.

### **Performance vis-à-vis Objects**

Our Company has not undertaken any public issues, including any rights issues to the public in the 5 (five) years immediately preceding the date of this Draft Red Herring Prospectus.

### **Performance vis- à-vis Objects: Last Issue of Subsidiaries/Promoters**

Our Company does not have any subsidiaries or listed promoters and none of them have made any public issues, including rights issues to the public in the 5 (five) years immediately preceding the date of this Draft Red Herring Prospectus.

The price information of past issues handled by Pantomath Capital Advisors Private Limited is as follows:

**Annexure A**

**DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED**

Sr. No	Issue Name	Issue Size (Cr)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Ritco Logistics Limited	48.18	73.00	February 07, 2019	77.40	-5.00% (-0.81%)	-3.49% (3.53%)	-8.70% (-0.73%)
2.	Artedz Fabs Limited	8.32	36.00	March 29, 2019	40.00	5.56% (1.12%)	-9.44% (1.92%)	-34.17% (-0.31%)
3.	Par Drugs and Chemicals Limited	8.53	51.00	May 16, 2019	52.90	-6.47% (5.03%)	-7.84% (-2.94%)	-11.96% (5.83%)
4.	Suich Industries Limited	30.86	75.00	June 13, 2019	68.50	-42.00% (-2.53%)	-61.93% (-6.53%)	-80.67% (1.88%)
5.	Gensol Engineering Limited	17.93	83.00	October 15, 2019	85.40	0.06% (4.18%)	0.06% (8.03%)	2.41% (-22.37%)
6.	Mangalam Global Enterprises Limited	21.57	51.00	November 27, 2019	53.00	1.96% (0.21%)	5.10% (-2.24%)	Not Available*
7.	Madhav Copper Limited (FPO)	25.50	102.00	February 06, 2020	102.00	-23.04% (-9.46)	Not Available*	Not Available*
8.	V-Marc India Limited	23.40	39.00	April 9, 2021	46.50	-15.48 % (0.08%)	-31.08 % (7.04%)	-17.74% (20.14)
9.	Exxaro Tiles Limited	160.78	120.00	August 16, 2021	126.00	23.69% (4.93%)	16.19% (9.30%)	1.07% (4.90%)
10.	A B Cotspin India Limited	10.09	35.00	January 11, 2022	38.50	41.82% (-3.28%)	12.60% (-1.50%)	Not Available

\*Since, Mangalam Global Enterprises Limited and Madhav Copper Limited are migrated from SME platform to Main board platform, historical price of such scripts are not available.

Note:

Sources: All share price data is from [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

Note:-

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index.
2. Prices on BSE/NSE are considered for all of the above calculations.
3. In case the 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> day is a holiday, closing price on BSE/NSE of the previous trading day has been considered.
4. In case 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> days, scrips are not traded then closing price on BSE/NSE of the previous trading day has been considered.

### SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPO	Total funds raised (₹ Cr)	Nos of IPOs trading at discount on 30th Calendar day from listing date			Nos of IPOs trading at premium on 30th Calendar day from listing date			Nos of IPOs trading at discount on 180th Calendar day from listing date			Nos of IPOs trading at premium on 180th Calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
19-20	*4\$	95.86	-	1	1	-	-	2	1	-	1	-	-	1
20-21	-	-	-	-	-	-	-	-	-	-	-	-	-	-
21-22	**3	194.27	-	-	1	-	1	1	-	-	1	-	-	1

\*The script of Par Drugs and Chemicals Limited, Suich Industries Limited, Gensol Engineering Limited, Mangalam Global Enterprises Limited were listed on May 16, 2019, June 13, 2019, October 15, 2019 and November 27, 2019 respectively.

\$ The share price of Mangalam Global Enterprises Limited is not available as of 180<sup>th</sup> day as the same has been migrated from sme platform to main board platform.

# As on 30<sup>th</sup> trading day the closing price of the script Ganga Forging Limited was at par with the issue price. Hence it is not considered for counting the numbers of IPOs trading at discount and premium.

\*\* The Script of V-Marc India Limited was listed on April 9, 2021 and Exxaro Tiles Limited was listed on August 16, 2021. **Note:** *Madhav Copper Limited is Further Public Offering lead managed by Pantomath Capital Advisors Private Limited in the Financial Year 2019-2020 and the same has not been included in the abovementioned Summary Statement of Disclosure as the disclosure is limited to IPOs only.*

### **Track record of past issues handled by the BRLM**

For details regarding the track record of the Managers, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the website of the BRLM, as set forth in the table below:

<b>Sr. No.</b>	<b>Name of the BRLM</b>	<b>Website</b>
1.	Pantomath Capital Advisors Private Limited	www.pantomathgroup.com

### **Stock Market Data of the Equity Shares**

This being the initial public issuing of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

### **Mechanism for Redressal of Investor Grievances**

The agreement between the Registrar to the Issue and our Company dated March 28, 2022 provides for retention of records with the Registrar to the Issue for a minimum period of 8 (eight) years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, in order to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

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

Anchor Investors are required to address all grievances in relation to the Issue to the BRLM. 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 Bidder or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the Book Running Lead Manager where the Bid cum Application Form was submitted by the Anchor Investor.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, SEBI circular 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 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. Further, the investors shall be compensated by the SCSBs in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in the events of delayed unblock for cancelled/withdrawn/deleted 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 Manager shall compensate the investors at the rate higher of ₹ 100 per day or 15% per annum of the application amount for the period of such delay, which period shall start from the day following the receipt of a complaint from the investor.

Our Company, the BRLM and the Registrar to the Issue accept no responsibility for errors, omissions,

commission or any acts of any SCSB, Registered broker, Syndicate member, RTA or CDP including any defaults in complying with its obligations under the SEBI ICDR Regulations.

#### **Disposal of Investor Grievances by our Company**

We estimate that the average time required by our Company and/or the Registrar to the Issue for the redressal of routine investor grievances shall be ten Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Bhavika Kapil, Company Secretary as the Compliance Officer and he may be contacted in case of any pre-Issue or post-Issue related problems, at the address set forth hereunder.

#### **Ms. Bhavika Kapil**

**Tel No.:** + 011-66369696

**Email:** compliance@plazawires.in

Our Company shall obtain authentication on the SCORES and comply with the SEBI circular SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 in relation to redressal of investor grievances through SCORES.

Further, our Board has constituted a *Stakeholders' Relationship Committee*, which is responsible for redressal of grievances of the security holders of our Company. For more information, see "*Our Management*" beginning on page 155. Our Company has not received any investor grievances during the three years preceding the date of this Draft Red Herring Prospectus and as on date, there are no investor complaints pending.

Our Company estimates that the average time required by our Company or the Registrar to the Issue, for the redressal of routine investor grievances shall be 10 (ten) Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

#### **Outstanding Debentures, Bonds or Redeemable Preference Shares**

Except as disclosed in the chapter titled "*Capital Structure*" beginning on page 68, our Company does not have any outstanding debentures, bonds or redeemable preference shares, as on the date of this Draft Red Herring Prospectus.

#### **Partly Paid-Up Shares**

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

#### **Fees Payable to the Syndicate**

The total fees payable to the Syndicate (including underwriting commission and selling commission and reimbursement of their out-of-pocket expense) will be as per the Syndicate Agreement. For details of the Issue expenses, please refer to the chapter titled "*Objects of the Issue*" beginning on page 78.

#### **Commission payable to SCSBs, Registered Brokers, CRTAs and CDPs**

For details of the commission payable to SCBS, Registered Brokers, CRTAs and CDPs, please refer to the chapter titled "*Objects of the Issue*" beginning on page 78.

#### **Disposal of investor grievances by listed Group Companies**

As on the date of this Draft Red Herring Prospectus, we do not have any listed Group Companies.

#### **Capitalisation of Reserves or Profits**

Our Company has not capitalized its reserves or profits at any time during the 5 (five) years immediately preceding the date of this Draft Red Herring Prospectus.

#### **Revaluation of Assets**

Our Company has not revalued its assets since its incorporation.

#### ***Exemption from complying with any provisions of securities laws, if any, granted by SEBI***

SEBI has not granted any exemption for complying with the provisions of securities laws. However, we have made an exemption application with SEBI dated April 30, 2022 under Regulation 300(1)(c) of the SEBI ICDR Regulations for seeking an exemption from identifying and disclosing names of certain immediate relatives of our Promoters and entities in which certain immediate relatives of our Promoters have interests in the DRHP. For further details, see chapter titled "*Our Promoter and Promoter Group*" on page 170.

## SECTION VII: OFFER INFORMATION

### TERMS OF THE ISSUE

The Equity Shares are being Issued, Allotted and transferred pursuant to this Issue are subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus and the Abridged Prospectus, the Bid cum Application Form, the Revision Form, CAN, the Allotment Advice 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 this Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the Issue of capital and listing and trading of securities offered from time to time by the SEBI, the Government of India, 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 Issue comprises of a Fresh Issue

The listing fees shall be borne by our Company. Other Issue-related expenses shall be borne by our Company. For details in relation to Issue expenses, see “*Objects of the Issue*” beginning on page 78.

#### Ranking of the Equity Shares

The Equity Shares being issued and allotted in the Issue shall be subject to the provisions of the Companies Act, SEBI Listing Regulations, SEBI ICDR Regulations, SCRA read with SCRR, our Memorandum of Association and our Articles of Association, and shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of dividend, if any, declared by our Company after the date of Allotment. Any dividends declared after the date of Allotment in this Issue will be received by the Allottees, for the entire year, in accordance with applicable law. For further details, see “Dividend Policy” and “Main Provisions of the Articles of Association” beginning on pages 177 and 331, respectively.

#### Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to shareholders of our Company as per the provisions of the Companies Act, 2013, our Memorandum of Association, our Articles of Association, the SEBI Listing Regulations and other applicable law. For further details in relation to dividends, see “*Dividend Policy*” and “*Main Provisions of the Articles of Association*” beginning on pages 177 and 331, respectively.

#### Face Value and Issue Price

The face value of the Equity Shares is [●]. The Floor Price of Equity Shares is [●] per Equity Share and the Cap Price is [●] per Equity Share. The Anchor Investor Issue Price is [●] per Equity Share.

The Price Band and minimum Bid Lot for the Issue will be decided by our Company, in consultation with the BRLM, and advertised in [●] editions of the English national daily newspaper [●], [●] editions of the Hindi national daily newspaper [●], (Hindi being the regional language of Delhi, where our Registered Office is located), each with wide circulation, respectively, at least two Working Days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchanges 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 at the websites of the Stock Exchanges.

At any given point of time there shall be only one denomination for the Equity Shares.



## **Compliance with disclosure and accounting norms**

Our Company shall comply with all applicable 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 provisions of our Articles of Association, the equity shareholders of our Company shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or 'e-voting', in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation subject to any statutory or preferential claims being satisfied;
- Right to freely transfer their Equity Shares, subject to any RBI rules, foreign exchange regulations and other applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under applicable law, including the Companies Act, 2013, the terms of the SEBI Listing Regulations and our the Articles of Association of the Company.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture and lien, transfer and transmission, consolidation and splitting, see "*Main Provisions of the Articles of Association*" beginning on page 331.

## **Allotment of Equity Shares in dematerialised form**

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialised form to all Bidders. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

1. Tripartite Agreement dated February 22, 2022 among NSDL, our Company and the Registrar to the Issue.
2. Tripartite Agreement dated January 11, 2022 among CDSL, our Company and Registrar to the Issue.

## **Market Lot and Trading Lot**

Since, the trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form, the tradable lot is one (1) Equity Share. Allotment of Equity Shares will be only in electronic form in multiples of one (1) Equity Share, subject to a minimum Allotment of [●] Equity Shares.

## **Joint Holders**

Subject to provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

## **Jurisdiction**

The courts of New Delhi, India will have exclusive jurisdiction in relation to this Issue.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933("Securities Act") and may not be offered or sold within the United States (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.**

## **Nomination facility to investors**

In accordance with Section 72 of the Companies Act read with Companies (Share Capital and Debentures)

Rules, 2014, as amended, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation 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 our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 as mentioned above, shall, upon the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our 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 days, our Board may thereafter withhold payment of all dividend, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment will be made only in dematerialised form, there shall be no requirement for a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders wish to change their nomination, they are requested to inform their respective Depository Participant.

#### Bid/Issue Programme

<b>BID / ISSUE OPENS ON*</b>	<b>[●]</b>
<b>BID / ISSUE CLOSES ON**</b>	<b>[●]#</b>

\* Our Company may, in consultation with the BRLM, may consider participation by Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. Anchor Investors shall Bid on the Anchor Investor Bidding Date. 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 may, in consultation with the BRLM, consider closing the Bid / Issue Period for QIBs one (1) day prior to the Bid / Issue Closing Date in accordance with the SEBI ICDR Regulations.

# UPI mandate end time and date shall be at [●] on [●].

An indicative timetable in respect of the Issue is set out below:

<b>Event</b>	<b>Indicative Date</b>
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account***	On or about [●]
Credit of the Equity Shares to depository accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

\*\*\*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 Bidder shall be compensated by the SCSB responsible for causing such delay in unblocking at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated by the SCSB responsible for causing such delay in unblocking at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated by the SCSB responsible for causing such delay in unblocking at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/partially allotted Bids, exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/ Issue

*Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable*

**The above timetable is indicative and does not constitute any obligation on our Company or the BRLM.**

**Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid / Issue Closing Date or such period as may be prescribed, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company and, in consultation with the BRLM, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.**

In terms of the UPI Circulars, in relation to the Issue, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/Issue Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

**SEBI is in the process of streamlining and reducing the post Issue timeline. Any circulars or notifications from SEBI after the date of the Draft Red Herring Prospectus may result in changes to the above mentioned timelines. Further, the issue procedure is subject to change to any revised SEBI circulars to this effect.**

**Submission of Bids (other than Bids from Anchor Investors):**

<b>Bid/ Issue Period (except the Bid/ Issue Closing Date)</b>	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))
<b>Bid/ Issue Closing Date</b>	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

**On the Bid/ Issue Closing Date, the Bids shall be uploaded until:**

- (i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On Bid/Issue Closing Date, extension of time will be granted by the Stock Exchanges only for uploading Bids received by Retail Individual Bidders, after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchanges.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

**It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.**

Due to limitation of the time available for uploading the Bids on the Bid/Issue Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date and, in any case, no later than 1.00 p.m. (IST) on the Bid/Issue Closing Date. Bidders are cautioned that, in the event a large number of Bids are received

on the Bid/Issue Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation under this Issue Bids will only be accepted on Working Days.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. Neither our Company nor any member of the Syndicate is liable for any failure in: (i) uploading or downloading the Bids due to faults in any software / hardware system or otherwise, and (ii) the blocking of the Bid Amount in the ASBA Account of Bidders on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/Issue Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, provided that, the Cap Price of the Price Band shall be at least 105% of the Floor Price. In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment. The Floor Price shall not be less than the face value of the Equity Shares.

**In case of any revision in the Price Band, the Bid/Issue Period shall be extended for at least 3 (three) additional Working Days after such revision of the Price Band, subject to the total Bid/Issue Period not exceeding 10 (ten) Working Days. Further, in cases of *force majeure*, banking strike or similar circumstances, our Company and in consultation with the BRLM, for reasons to be recorded in writing, may extend the Bid / Issue Period for a minimum of 3 (three) Working Days, subject to the Bid / Issue Period not exceeding 10 (ten) 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 websites of the BRLM and at the terminals of the members of the Syndicate and by intimation to the Designated Intermediaries and Sponsor Bank as applicable. In case of revision of the Price Band, the Bid lot shall remain the same.**

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

#### **Minimum Subscription**

In the event our Company does not receive (i) a minimum subscription of 90% of the Issue, and (ii) a subscription in the Issue equivalent to at least 25% post-Issue paid up Equity Share capital of our Company, as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within 60 days from the date of Bid/Issue Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid/Issue Closing Date, on account of withdrawal of applications or after technical rejections, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being issued under the Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond 4 (four) days, our Company to the extent applicable, shall pay interest at the rate of 15% per annum including the SEBI circular bearing no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021.

Further, the Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 49(1) of the SEBI ICDR Regulations failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders, and subscription money will be refunded, as applicable. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, the Company shall be liable to pay interest on the application money in accordance with applicable laws.

### **Arrangements for disposal of odd lots**

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

### **Restriction on transfer and transmission of shares**

Except for the lock-in of the pre-Issue Equity Share Capital of our Company, minimum Promoters' Contribution and Equity Shares allotted to Anchor Investors pursuant to the Issue, as detailed in "*Capital Structure*" beginning on page 68 and except as otherwise provided in our Articles of Association, there are no restrictions on transfers and transmission of Equity Shares or on their consolidation or splitting. See, "*Main Provisions of the Articles of Association*" beginning on page 331.

### **Option to receive Equity Shares in Dematerialized Form**

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

### **Withdrawal of the Issue**

Our Company, in consultation with the BRLM, reserve the right not to proceed with the entire or portion of the Issue for any reason at any time after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the same newspapers, in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such further time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. Further, the Stock Exchanges shall be informed promptly in this regard by our Company, and the BRLM, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Bank (in case of RIBs using the UPI mechanism), as applicable, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and inform the Bankers to the Issue to process refunds to the Anchor Investors, as the case may be. In the event of withdrawal of the Issue and subsequently, plans of a fresh Issue by our Company, a fresh draft red herring prospectus will be submitted again to SEBI and the Stock Exchanges.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within six Working Days of Bid/Issue Closing Date or such other period as may be prescribed, and the final RoC approval of the Prospectus after it is filed with the RoC.

### **New Financial Instruments**

Our Company is not issuing any new financial instruments through this Issue.

## ISSUE STRUCTURE

The initial public offer is of up to 16,452,000 Equity Shares for cash at price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million by our Company. The face value of the Equity Shares is ₹10 each. The Issue will constitute [●] % of the post-Issue paid-up Equity Share capital of our Company.

Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement of its Equity Shares to certain investors. Any Pre-IPO Placement to investors will be at a price to be decided by our Company, in consultation with the BRLM. The Pre-IPO Placement, if undertaken, will be completed prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Issue, subject to the minimum Issue size complying with Rule 19 (2) (b) of the SCRR.

The Issue is being made through the Book Building Process

Particulars	QIBs <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation* <sup>(2)</sup>	Not less than [●] Equity Shares	Not more than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Retail Individual Bidders	Not more than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Issue Size available for Allotment/ allocation	Not less than 75% of the Issue size shall be allocated to QIB Bidders. However, up to 5% of the QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund portion will be available to other QIBs.	Not more than 15% of the Issue, or the Issue less allocation to QIB Bidders and Retail Individual Bidders will be available for allocation in a proportionate basis or any other manner as introduced in accordance with applicable laws.	Not more than 10% of the Issue, or the Issue less allocation to QIB Bidders and Non-Institutional Bidders shall be available for allocation
Basis of Allotment if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) At least [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares shall be Allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above	The allocation to each Non-Institutional Investor shall not be less than the minimum application size viz. [●] Equity Shares subject to the availability of Equity Shares in Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis, subject to valid Bids being received at or above the Issue Price, in accordance with the SEBI ICDR Regulations. Further, (a) one third of the portion available to Non-Institutional	Proportionate, subject to the minimum Bid lot. The allotment to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, “Issue Procedure” on beginning page 310.

Particulars	QIBs <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders
	Not more than [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.	Investors shall be reserved for applicants with application size of more than ₹ 200,000 and up to ₹ 1,000,000; and (b) two third of the portion available to Non-Institutional Investors shall be reserved for applicants with application size of more than ₹ 1,000,000, provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of Non-Institutional Investors.	
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares, that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Mode of allotment	Compulsorily in dematerialised form		
Allotment Lot	[●] Equity Shares and in multiples of 1 Equity Share thereafter		
Trading Lot	One Equity Share		
Who can apply <sup>(3)</sup>	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, mutual funds, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹ 250 million, pension funds with minimum corpus of ₹ 250 million, National Investment Fund set up by the Government of India,	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies and family offices which are categorised as category II FPIs and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the <i>karta</i> ).

Particulars	QIBs <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders
	the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies.		
Terms of Payment	<b>In case of Anchor Investors:</b> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup> <b>In case of all other Bidders:</b> Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) by the SCSBs 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		
Mode of Bidding	ASBA only (excluding UPI Mechanism) <sup>(5)</sup>	ASBA only (including the UPI Mechanism for an application size of upto ₹ 500,000) <sup>(6)</sup>	ASBA only (including UPI Mechanism) <sup>(6)</sup>

\*Assuming full subscription in the Issue

- (1) Our Company may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million or part thereof will be permitted, subject to minimum allotment of ₹ 500 lakhs per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 1,00 million. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion.
- (2) Subject to valid Bids being received at or above the Issue Price. The Issue is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. The Issue is being made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations. Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.
- (3) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. 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. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.
- (4) Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Issue Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.
- (5) Anchor Investors are not permitted to use the ASBA process.
- (6) UPI Bidders are advised to confirm the availability of the UPI Mechanism with their respective brokers, prior to submission of Bids.

Bids by FPIs with certain structures as described under “Issue Procedure” beginning on page 310 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

**Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are**



**eligible under applicable law, rules, regulations, guidelines and approvals to acquire Equity Shares under the Issue.**

**In case of any revision in the Price Band, the Bid/ Issue Period shall be extended for at least 3 (three) additional Working Days after such revision of the Price Band, subject to the total Bid/ Issue Period not exceeding 10 (ten) 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 websites of the BRLM and at the terminals of the members of the Syndicate.**

*In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.*

## ISSUE PROCEDURE

All Bidders should read the General Information Document, for Investing in Publics 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 BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Issue; (vi) price discovery and allocation; (vii) general instructions (limited to instructions for completing the Bid cum Application Form); (viii) designated date; (ix) disposal of applications and electronic registration of bids; (x) submission of Bid cum Application Form; (xi) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xii) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“**UPI**”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“**UPI Phase I**”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the Covid-19, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by RIBs (“**UPI Phase III**”), as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended by circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 has introduced certain additional measures for streamlining the process of initial public issue and redressing investor grievances. This circular shall come into force for initial public issue opening on or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus.

The BRLM shall be the nodal entity for any issues arising out of public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and BRLM shall continue to coordinate with intermediaries involved in the said process. 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 ₹500,000 shall use the UPI Mechanism.

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.*

*Our Company and the members of the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.*

*Further, our Company and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.*

### **Book Building Procedure**

The Issue is being made in terms of Rule 19(2)(b) of the SCRR through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Issue shall be Allotted to QIBs on a proportionate basis, provided that our Company in consultation with the BRLM, may allocate up to 60% of the QIB Category 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 them at or above the price at which allocation is made to Anchor Investors. In case of under-subscription or non-allocation in the Anchor Investor Portion, the remaining Equity Shares will be added back to the QIB Category (other than Anchor Investor Portion). 5% of the QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Category 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. If at least 75% of the Issue cannot be Allotted to QIBs, the Bid Amounts received by our Company shall be refunded. Further, not more than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Further, the allocation to each Non-Institutional Investor shall not be less than ₹ 200,000, subject to availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis, subject to valid Bids being received at or above the Issue Price, in accordance with the SEBI ICDR Regulations. Further, (a) one third of the portion available to Non-Institutional Investors shall be reserved for applicants with application size of more than ₹ 200,000 and up to ₹ 1,000,000; and (b) two third of the portion available to Non-Institutional Investors shall be reserved for applicants with application size of more than ₹ 1,000,000, provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of Non-Institutional Investors.

Under-subscription, if any, in any category, except the QIB Category, would be allowed to be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, subject to applicable laws.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

**Bidders 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 and PAN and UPI ID (for UPI Bidders 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 the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable law.**

### **Phased implementation of Unified Payments Interface**

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of *inter alia*, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism 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 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 the UPI Mechanism in three phases in the following manner:

**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 till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice.

**Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Issue. 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 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.

The Issue will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Issue Opening Date. If the Issue is made under UPI Phase III of the UPI Circular, the same will be advertised in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], (Hindi being the regional language of Delhi where our Registered Office is located), each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.

All SCSBs offering the facility of making applications in public offers shall also provide the facility to make application using UPI. Our 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.

Non-Institutional Bidders Bidding with an application size of up to ₹ 500,000 in the Non-Institutional Portion may also Bid using the UPI Mechanism, where made available.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM.

### **Bid cum Application Form**

Copies of the ASBA Forms and the abridged prospectus will be available with the Designated Intermediaries at relevant Bidding Centres and at our Registered. An electronic copy of ASBA Forms will also be available for download on the websites of NSE ([www.nseindia.com](http://www.nseindia.com)) and BSE ([www.bseindia.com](http://www.bseindia.com)) at least one day prior to the Bid/Issue Opening Date. Anchor Investor Application Forms shall be available at the offices of the BRLM at the Anchor Investor Bidding Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. Anchor Investors are not permitted to participate in this Issue through the ASBA process. RIBs can

additionally Bid through the UPI Mechanism. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID (in case of UPI Bidders using the UPI Mechanism), as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected. Applications made by the RIBs using third party bank account or using third party linked bank account UPI ID are liable for rejection.

RIBs using the UPI Mechanism must provide the 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.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated Feb 13, 2020 and press release dated June 25, 2021.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or by Sponsor Bank under the UPI Mechanism, as applicable at the time of submitting the Bid. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid. In order to ensure timely information to Bidders, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Issue Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Issue Bidding process.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including FPIs and Eligible NRIs, FVCIs and registered bilateral and multilateral development financial institutions applying on a repatriation basis	[●]
Anchor Investors	[●]

\* Excluding electronic Bid cum Application Forms

Notes:

1. Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the respective websites of the Stock Exchanges ([www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)).
2. Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLM.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. For ASBA Forms (other than UPI Bidders using UPI Mechanism where made available) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

The Sponsor Bank shall initiate 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, UPI Bidders Bidding using through the UPI Mechanism 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 Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions / investor complaints to the Sponsor Bank and the issuer bank. The Sponsor Bank and the Bankers to the Issue shall provide the audit trail to the BRLM for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

#### **Electronic registration of Bids**

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Issue.
- b) On the Bid/ Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given time till 1:00 pm on the next Working Day following the Bid/ Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

#### **Participation by associates and affiliates of the BRLM and the Syndicate Members, Promoter, Promoter Group and persons related to Promoter / Promoter Group**

The BRLM and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLM and the Syndicate Members may bid for Equity Shares in the Issue, either in the Net QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, and such Bid subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLM and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLM nor any associates of the BRLM can apply in the Issue under the Anchor Investor Portion:

- (i) mutual funds sponsored by entities which are associate of the BRLM
- (ii) insurance companies promoted by entities which are associate of the BRLM

- (iii) AIFs sponsored by the entities which are associate of the BRLM; or
- (iv) FPIs (other than individuals, corporate bodies and family offices) sponsored by the entities which are associate of the BRLM.

Further, persons related to our Promoter and Promoter Group shall not apply in the Issue under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a “*person related to the Promoter or Promoter Group*”: (a) rights under a shareholders’ agreement or voting agreement entered into with the Promoter or members of the Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of a BRLM, if: (a) either of them controls , directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLM.

Promoter and the members of the Promoter Group will not participate in the Issue except to the extent of the Issued Shares.

### **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, subject to applicable law.

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 such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any company, provided that the limit of 10% shall not be applicable for investments in case of index fund or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% 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 NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Issue. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their respective SCSB or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non- Resident External (“**NRE**”) accounts (including UPI ID, if activated), or Foreign Currency Non-Resident (“**FCNR**”) Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSB to block their Non-Resident Ordinary (“**NRO**”) accounts or confirm or accept the UPI Mandate Request (in case of UPI Bidders using the UPI Mechanism) for the full Bid Amount, at the time of the submission of the Bid cum Application Form. NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] colour).

For further, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 329.

Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules.

### **Bids by HUFs**

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the *karta*. The Bidder/applicant 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/applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *karta*”. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

### **Bids by FPIs**

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI or an investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control) shall be below 10% of our post-issue Equity Share capital on a fully diluted basis. In case, the total holding of an FPI, or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

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 in consultation with the BRLM, reserve 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 ([●] colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Issue to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI 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, is permitted to issue, subscribe to or otherwise deal in offshore derivative instruments directly or indirectly, if it complies with the following conditions: (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 the ‘know your client’ norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (i) to (iv)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi investment manager structure;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;



- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager;
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.

For details of investment by FPIs in the Issue, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 329. Participation of FPIs shall be subject to the FEMA Non-debt Instruments Rules.

The FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for non-residents.

#### **Bids by SEBI registered VCFs, AIFs and FVCIs**

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended (the “SEBI AIF Regulations”) prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations prescribe the investment restrictions on FVCIs.

The category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A category III AIF cannot invest more than 10% of its investible funds in one investee company. A VCF registered as a category I AIF, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations) whose shares are proposed to be listed.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding equity shares of a company prior to an initial public offering being undertaken by such company, shall be exempt from lock-in requirements, provided that such equity shares shall be locked in for a period of at least six months period from the date of purchase by the venture capital fund or alternative investment fund or foreign venture capital investor.

**There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.**

**All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.**

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

### **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 which our Company, in consultation with the BRLM, reserve 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, 1949 (the "Banking Regulation Act"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

### **Bids by SCSBs**

SCSBs participating in the Issue are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. 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 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 and the in consultation with the BRLM reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended ("IRDAI Investment Regulations"), based on investments in the equity shares of a 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 for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

### **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) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, 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, subject to applicable law. Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

### **Bids under Power of Attorney**

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, 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 minimum corpus of ₹ 250 million and pension funds with a minimum corpus of ₹ 250 million, in each case, subject to applicable law and in accordance with their respective constitutional documents 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 as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLM, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company and the, in consultation with the BRLM, may deem fit, without assigning any reasons thereof.

### **Bids by Anchor Investors**

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

- (i) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLM.
- (ii) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. 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 ₹ 100 million.
- (iii) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- (iv) Bidding for Anchor Investors will open one Working Day before the Bid/Issue Opening Date, i.e., the Anchor Investor Bidding Date, and will be completed on the same day.
- (v) Our Company and, in consultation with the BRLM may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:
  - (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million
  - (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and
  - (c) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million, subject to minimum Allotment

of ₹ 50 million per Anchor Investor.

- (vi) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation 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.
- (vii) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- (viii) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Allocation Price shall still be the Anchor Investor Office Price.
- (ix) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.
- (x) Neither the BRLM or any associate of the BRLM ((except Mutual Funds sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associate of BRLM or AIFs sponsored by the entities which are associate of the BRLM or FPIs, other than individuals, corporate bodies or family offices sponsored by the entities which are associate of the BRLM) nor any "person related to the Promoter or Promoter Group" shall apply in the Issue under the Anchor Investor Portion. For further details, see "*Issue Procedure- Participation by associates and affiliates of the BRLM and the Syndicate Members, Promoters, Promoter Group and persons related to Promoters / Promoter Group*" on page 310.
- (xi) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, see the General Information Document

#### **Bids by provident funds/pension funds**

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2500 million, a certified copy of 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, reserve the right to reject any Bid, without assigning any reason therefor.

**The above information is given for the benefit of the Bidders. Our Company and the members of Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation or as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus.**

In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Issue.

#### **Information for Bidders**

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLM are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Draft Red Herring Prospectus or 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.

### **General Instructions**

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bid(s) during the Bid/ Issue Period and withdraw or lower the size of their Bid(s) until Bid/ Issue Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/ Issue Period.

#### ***Do's:***

1. 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 Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Ensure that you (other than Anchor Investors) have mentioned the correct ASBA Account number (for all Bidders other than Retail Individual Investors Bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. UPI Bidders using the UPI Mechanism must mention their correct UPI ID and shall use only their own bank account which is linked to such UPI ID;
4. UPI Bidders using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
5. UPI Bidders Bidding using the UPI Mechanism shall make Bids only through the SCSBs, Mobile Applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;
6. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
7. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only
8. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Retail Individual Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, sub-Syndicate Members, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;
9. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
10. In case of joint Bids, ensure that first Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Bidder is included in the Bid cum Application Form;
11. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain 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. PAN of the First Bidder is required to be specified in case of joint Bids;

12. Bidders should ensure that they receive the Acknowledgment slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;
13. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;
14. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
15. 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;
16. Ensure that the Demographic Details are updated, true and correct in all respects;
17. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
18. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents, including a copy of the power of attorney, are submitted;
20. Ensure that Bids submitted by any person resident outside India should be in compliance with applicable foreign and Indian laws;
21. UPI Bidders Bidding using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
22. Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;
23. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs
24. 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;
25. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, were 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 are liable to be rejected;
26. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLM;
27. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders 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](http://www.sebi.gov.in)) or such other websites as updated from time to time;

28. Ensure that you have correctly signed the authorization /undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank, as applicable via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
29. UPI Bidders Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, the UPI Bidder shall be deemed to have verified the attachment containing the application details of the UPI Bidder Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his/her ASBA Account;
30. UPI Bidders Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid cum Application Form
31. Bidders (other than Anchor Investors) ensure that only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism, where made available) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party
32. Retail Individual Investors Bidding using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in his/her account and subsequent debit of funds in case of allotment in a timely manner; and
33. Bids by Eligible NRIs and HUFs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Portion, and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the Issue.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

***Don'ts:***

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;
4. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
5. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only;
6. Anchor Investors should not Bid through the ASBA process;
7. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centres;
8. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms;
9. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
10. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);

11. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue/Issue size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
12. Do not submit your Bid after 3.00 pm on the Bid/Issue Closing Date;
13. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Issue Closing Date;
14. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
15. If you are a UPI Bidder using the UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID
16. Do not submit the General Index Register (GIR) number instead of the PAN;
17. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Investors)
18. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
19. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders Bidding using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;
20. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors can revise or withdraw their Bids until the Bid/Issue Closing Date;
21. 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 Bidder;
22. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;
23. 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;
24. 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);
25. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a UPI Bidder Bidding using the UPI Mechanism, do not submit Bids through an SCSB and/or Mobile Applications and/or UPI handle that is not listed on the website of SEBI;
26. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
27. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;
28. Do not submit a Bid cum Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by UPI Bidders using the UPI Mechanism);
29. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism; and
30. Do not Bid if you are an OCB.



**The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.**

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 to our Company Secretary and Compliance Officer. For further details of Company Secretary and Compliance Officer, see “*General Information*” beginning on page 60.

For helpline details of the Book Running Lead Managers pursuant to the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see “*General Information –Book Running Lead Managers*” beginning on page 60.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manners specified in the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

#### **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorised 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.

#### **Method of allotment as may be prescribed by SEBI from time to time**

Our Company will not make any Allotment in excess of the Equity Shares through the Issue Document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one per cent. of the Issue may be made for the purpose of making Allotment in minimum lots.

The Allotment of Equity Shares to applicants other than to the Retail Individual Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The Allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion, and the remaining available Equity Shares, if any, shall be Allotted on a proportionate basis. The Allotment to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

#### **Payment into Escrow Account for Anchor Investors**

Our Company in consultation with the BRLM, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Issue through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Accounts. The payment instruments for payment into the Escrow Accounts should be drawn in favour of:

- (i) In case of resident Anchor Investors: “[●]”;
- (ii) In case of non-resident Anchor Investors: “[●]”.

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Bank and the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013, our Company will, after registering this Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) (Hindi being the regional language of Delhi where our Registered Office is located). Our Company shall, in the pre-Issue advertisement state the Bid/Issue Opening Date, the Bid/Issue Closing Date and the QIB Bid/Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of under the SEBI ICDR Regulations.

### **Allotment Advertisement**

Our Company, the BRLM and the Registrar shall publish an advertisement in relation to Allotment before commencement of trading, disclosing the date of commencement of trading of the Equity Shares, in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper (Hindi being the regional language of Delhi, where our Registered Office is located), each with wide circulation.

**The above information is given for the benefit of the Bidders/applicants. Our Company and the members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.**

### **Signing of Underwriting Agreement and filing of Prospectus with the RoC**

Our Company and will enter into an Underwriting Agreement with the Underwriters on or immediately after the finalisation of the Issue Price. After signing the Underwriting Agreement, our Company will file the Prospectus with the RoC, in accordance with applicable law. The Prospectus will contain details of the Issue Price, Anchor Investor Issue Price, Issue size and underwriting arrangements and will be complete in all material respects.

### **Depository Arrangements**

The Allotment of the Equity Shares in the Issue shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated February 22, 2022 among NSDL, our Company and the Registrar to the Issue.
- Tripartite Agreement dated January 11, 2022 among CDSL, our Company and Registrar to the Issue.

### **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 ₹ 1 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months period 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 ₹ 1 million 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 ₹ 5 million or with both.

### **Undertakings by our Company**

Our Company undertakes the following:

- (i) the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- (ii) that if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- (iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within six Working Days of the Bid/Issue Closing Date or such other time as may be prescribed;
- (iv) that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- (v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant 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;
- (vi) that if our Company does not proceed with the Issue after the Bid/Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- (vii) that if our Company, in consultation with the BRLM, withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh draft Issue document with the SEBI, in the event our Company subsequently decides to proceed with the Issue thereafter;
- (viii) Promoter's contribution, if any, shall be brought in advance before the Bid / Issue Opening Date;
- (ix) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors; and
- (x) that except for the Pre-IPO Placement, no further issue of Equity Shares shall be made until the Equity Shares Issued through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.

### **Utilisation of Issue Proceeds**

Our Company, specifically confirm and declare:

- (a) that all monies received from the Issue shall be credited / transferred to separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- (b) details of all monies utilised out of the proceeds from the Issue shall be disclosed, and continue to be disclosed till all the time any part of the proceeds from the Issue remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised, or the form in which such unutilised monies have been invested; and
- (c) details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”) makes policy announcements on FDI through press notes and press releases which are notified by the RBI as amendments to the FEMA. The DIPP also issues the Consolidated Foreign Direct Investment Policy (“FDI Policy”) from time to time. The regulatory framework pertaining to foreign investment, over a period of time, thus, consists of acts, regulations, master circulars, press notes, press releases, and clarifications among other amendments.

India’s current FDI Policy issued by the DIPP with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP till October 15, 2020. All the press notes, press releases, clarifications on FDI issued by DIPP till October 15, 2020 stand rescinded as on October 15, 2020. 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 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 Regulations has now been entrusted to the concerned Administrative Ministries/Departments.

Further, the existing individual and aggregate investment limits for an FPI in our Company are not exceeding 10% of the total paid-up Equity Share capital of our Company for each FPI and the total holdings of all FPIs in the Company shall not exceed 24% of the total paid-up Equity Share capital of our Company. The RBI, in exercise of its power under the FEMA, has also notified Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. SEBI registered FPIs have been permitted to purchase shares of an Indian company through the Issue, subject to total FPI investment being within the individual FPI/sub account investment limit of less than 10% of the total paid-up equity capital on a fully diluted basis of the Company subject to the total holdings of all FPIs/sub accounts including any other direct and indirect foreign investments in the Company shall not exceed 24% of the paid-up equity capital of the Company on a fully diluted basis. The aggregate limit of 24% in case of FPIs may be increased up to the sectoral cap/statutory ceiling, as applicable, by the Company concerned by passing of resolution by the Board of the Company to that effect and by passing of a special resolution to that effect by its Shareholders. With effect from April 1, 2020, the aggregate limit of 24% has increased to the sectoral cap applicable to the Indian Company which in case of the Company is 100%. As per the Regulations, the aggregate limit as provided above was permitted to be decreased by the Company to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its Board of Directors through a resolution and also of its shareholders by means of a special resolution, before March 31, 2021. The Company has passed no such Board Resolution and hence, has not revised its sectoral caps have not been reduced in the past. Our Company falls within the applicable statutory ceiling limits which stand at 100% for the manufacturing sector under the FDI Policy. Further, eligible NRIs and OCIs investing on repatriation basis are subject to individual investment limit of 5% of the total paid-up equity capital on a fully diluted basis subject to the aggregate paid-value of the shares purchased by all NRIs and OCIs put together on repatriation basis not exceeding 10% of the total paid-up equity capital on a fully diluted basis of the Company. The aggregate limit of 10% in case of NRIs and OCIs together may be raised to 24 % if a special resolution to that effect is passed by the shareholders of the Company. The shareholders of our Company have passed the necessary resolutions approving the increase in the investments limits for FPIs, NRIs and OCIs.

The transfer of shares between an Indian resident and a Non-resident does not require prior approval of RBI, subject to fulfillment of certain conditions as specified by DIPP / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not**

**be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**The above information is given for the benefit of the Bidders. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the Bids are not in violation of laws or regulations applicable to them.**

## SECTION VIII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

### Article 6

#### Share Capital and Variation of Rights

- (a) The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in clause V of the Memorandum each with power to consolidate, increase, reduce, subdivide the capital for the time being and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, cumulative, convertible, preference, guaranteed, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, alter, modify, amalgamate or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided for by the Articles of Association of the Company or by the law in force for the time being.
- i. The Share Capital of the Company shall be of two kinds, namely: -
- Equity Share Capital with voting rights; or
  - with differential rights as dividend, voting or otherwise in accordance with the Act.
- ii. Preference share capital.
- (b) Subject to the rights of the holders of any other shares entitled by the terms of issue to preferential repayment over the equity shares in the event of winding up of the Company, the holders of the equity shares shall be entitled to be repaid the amounts of capital paid up or credited as paid up on such equity shares and all surplus assets thereafter shall belong to the holders of the equity shares in proportion to the amount paid up or credited as paid-up on such equity shares respectively at the commencement of the winding up.
- (c) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

### Article 12

#### Division, Sub-division, consolidation, Conversion and Cancellation of Shares

Subject to the provisions of Section 61 of the Act, the Company in general meeting may alter the conditions of its Memorandum as follows, that is to say, it may:

- (a) increase its authorized share capital by such amount as it think expeditiously;
- (b) consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares. Provided that no consolidation and division which results in changes in the voting percentage of shareholders shall have effect unless it is approved by the Court or Tribunal as applicable
- (c) sub-divide its shares or any of them into shares of smaller amount than originally fixed by the Memorandum subject nevertheless to the provisions of the Act in that behalf and so however that in the sub-division the proportion between the amount paid and the amount, if any unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and so that as between the holders of the shares resulting from such sub-division one or more of such shares may, subject to the provisions of the sub-division one or more of such shares may, subject to the provisions of the Act, be given any preference or advantage over the others or any other such shares;
- (d) convert, all or any of its fully paid up shares into stock, and re-convert that stock into fully paid up shares of any denomination;
- (e) cancel, shares which at the date of passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

## **Article 41**

### **Calls on Shares of the Same Class to be made on Uniform Basis**

Where any calls for further Share Capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class.

**Explanation:** For the purpose of this provision, shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.

## **Article 7 Clause (b)**

### **Further Issue of Capital**

Where at any time it is proposed to increase the subscribed capital of the Company by allotment of further shares, whether out of unissued share capital or out of the increased share capital.

- (i) such further shares shall be offered to the person who at the date of offer, are holders of the equity shares of the Company, in proportion as nearly as circumstances admit, to the capital paid up on those shares at that date.
- (ii) the offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than 15 days and not exceeding 30 days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.
- (iii) 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 favor of any other person and the notice shall contain a statement of this right.
- (iv) After the expiry of the time specified in 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 as they think most beneficial to the Company and members.
- (v) Notwithstanding anything contained in the preceding sub-clause, the Company may:
  - (a) by a special resolution offer further shares to any person or persons, and such person or persons may or may not include the person/s who at the date of the offer, are the holders of the equity shares of the Company or to employees of the Company under the Scheme of employees' stock option; or
  - (b) Notwithstanding anything contained in sub-clause (a) above, but subject, however, to section 62(3) of the Act, the Company may increase its subscribed capital on exercise of an option attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares, or to subscribe for shares in the Company.

## **FORFEITURE**

### **Article 50**

#### **If Call or Instalment Not Paid Notice must be given**

- (a) If any member or debenture holder fails to pay the whole or any part of any call or installment or any money due in respect of any share or debentures either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Directors may at any time thereafter, during such time as the call or any installment or any part thereof or other moneys remain unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such member or debenture holder or on the person (if any) entitled to the share by transmission requiring him to pay such call or installment or such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
- (b) The notice shall name a day not being less than fourteen days from the date of the services of the notice and a place or places, on and which such call, or installment or such part or other moneys as aforesaid and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment of call amount with interest at or before the time and at the place appointed, the shares or debentures in respect of which the call was made or installment or such part or other moneys is or are payable will be liable to be forfeited. If the requirements of any such notice as aforesaid are not complied



with, any share in respect of which the notice has been given may, at any time, thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

#### **Article 51**

##### **In Default of Payment Shares or Debentures to be Forfeited**

If the requirements of any such notice as aforesaid are not complied with any share/debenture in respect of which such notice has been given, may at any time thereafter before payment of all calls or installments, interest and expenses or other moneys due in respect thereof, be forfeited by a resolution of the Directors to that effect. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company. In respect of the payment of any such money, shall preclude, the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided. Such forfeiture shall include all dividends declared or interest paid or any other moneys payable in respect of the forfeited shares or debentures and not actually paid before the forfeiture.

#### **Article 52**

##### **Entry of Forfeiture in Register of Member/Debenture holders**

When any shares / debentures shall have been so forfeited, notice of the forfeiture shall be given to the member or debenture holder in whose name it stood immediately prior to the forfeiture and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of members of debenture holders but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

#### **Article 56**

##### **Effect of Forfeiture**

The forfeiture of a share or a debenture shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share or debenture and all other rights incidental to the share or debenture, except only such of these rights as by these Articles are expressly saved.

#### **DEBENTURE.**

#### **Article 61**

##### **Surrender of Shares or Debenture**

The Directors may, subject to the provisions of the Act, accept a surrender of any share or debenture from or by any member or debenture holder desirous of surrendering them on such terms as they think fit.

#### **LIEN**

#### **Article 47**

##### **Company's Lien on Shares/Debentures**

The Company shall have a first and paramount lien upon all the shares and/or debentures (other than fully paid-up shares and/or debentures) registered in the name of each Member and/or debenture holder (whether held singly or jointly with others) in respect of all moneys called or payable at a fixed time in respect of such shares whether the time for payment thereof shall have actually arrived or not and shall extend to all dividends, interest right and bonuses from time to time declared in respect of such shares and/or debentures. The registration of transfer of shares and/or debentures shall not operate as a waiver of the Company's lien, if any, on such shares and/or debentures, unless otherwise agreed by the Board. The Directors may at any time declare any share and/or debenture wholly or in part exempt from the provisions of this Article.

#### **Article 48**

##### **As to Enforcing Lien by sale**

For the purpose of enforcing such lien, the Board may sell the shares/debentures subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and/or debenture and may authorize one of their members or appoint any officer or Agent to execute a transfer thereof on behalf of and in the name of such member/debenture holder. No sale shall be made until such

period, as may be stipulated by the Board from time to time, and until notice in writing of the intention to sell shall have been served on such member and/or debenture holder or his legal representatives and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagements for fourteen days after such notice.

## **Article 66**

### **Transfer of Share**

- (a) An application of registration of the transfer of shares may be made either by the transferor or the transferee provided that where such application is made by the transferor, no registration shall in the case of partly paid shares be effected unless the Company gives notice of the application to the transferee and subject to the provisions of Clause (a) of this Article, the Company shall unless object is made by the transferee, within two weeks from the date of receipt of the notice, enter in the Register of members the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.
- (b) For the purpose of clause (a) above notice to the transferee shall be deemed to have been duly given if sent by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered to him in the ordinary course of post.
- (c) It shall not be lawful for the Company to register a transfer of any shares 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 and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the Certificate relating to the shares and if no such Certificate is in existence, along with the letter of allotment of shares. The Directors may also call for such other evidence as may reasonably be required to show the right of the transferor to make the transfer, provided that where it is proved to the satisfaction of the Directors of the Company that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Directors think fit, on an application in writing made by the transferee and bearing the stamp required by an instrument of transfer register the transfer on such terms as to indemnity as the Directors may think fit.
- (d) Nothing in clause (c) above shall prejudice any power of the Company to register as shareholder any person to whom the right to any share has been transmitted by operation of law.
- (e) Nothing in this Article shall prejudice any power of the Company to refuse to register the transfer of any share.

## **Article 73**

### **Registration of Persons Entitled to Share Otherwise than by Transfer**

- (a) Subject to the provisions of Article 79 any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these present, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such titles as the Directors shall think sufficient, either be registered himself as a member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as a member in respect of such shares. Provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be free from any liability in respect of such shares.
- (b) A transfer of the share or other interest in the Company of a deceased member thereof made by his legal representative shall although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer.

## **Article 30**

### **Issue of Certificates of Shares to be Governed by Section 46 of the Act etc.**

- (a) The issue of certificates of shares or of duplicate or renewal of certificates of shares and/or advices/certificates issued upon sub-division, split, consolidation and exchanges shall be governed by the provisions of Section 46 and other provisions of the Act, as may be applicable and by the Rules or

notifications or orders, if any, which may be prescribed or made by competent authority under the Act or Rules or the as well as the Listing Regulations, as may be applicable or any other law. The Directors may also comply with the provisions of such rules or regulations of any stock exchange where the shares of the Company may be listed from the time being.

- (b) The Certificate of title of shares shall be issued under the Seal of the Company, if any, and shall be signed by such Directors or Officers or other authorized persons as may be prescribed by Rules made under the Act from time to time and subject thereto shall be signed in such manner and by such persons as the Directors may determine from time to time.
- (c) The Company shall comply with all rules and regulations and other directions which may be made by any competent authority under Section 46 of the Act and the Listing Regulations.

## **Article 32**

### **Issue of new Certificates in Place of one defaced Lost or Destroyed**

If any certificate be worn out, defaced, mutilated or torn if there be no, further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu, thereof, and if any certificate be lost or destroyed then upon proof thereof to the satisfaction of the Company and on; execution of such indemnity as the Company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every Certificate under this Article shall be issued without payment of fees. Out of pocket expenses incurred by the Company in investing the evidence as to the loss or destruction shall be paid to the Company if demanded by the directors.

Provided that notwithstanding what is stated above the directors shall comply with such Rules or Regulation or requirements of any stock Exchange including the Listing Regulations or the Rules made under the Act or the Rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, on Rules applicable in this behalf.

The provisions of the Article under this heading shall *mutatis mutandis* apply to debentures of the Company.

## **GENERAL MEETINGS**

### **Article 92**

#### **Annual General Meeting**

Subject to the provisions contained in Section 96 and 129 of the Act, as far as applicable, the Company shall in each year hold, in addition to any other meetings, a general meeting as its annual general meeting, and shall specify, the meeting as such in the notice calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.

### **Article 96**

#### ***Calling of Extra Ordinary General Meeting on requisition***

- (a) The Board of Directors of the Company shall on the requisition of such number of members of the Company as is specified in clause (d) of this Article, forthwith proceed duly to call an Extra-ordinary general meeting of the Company.
- (b) The requisition shall set out the matters for the considerations of which the meeting is to be called, shall be signed by requisitioners, and shall be deposited at the registered office of the company.
- (c) The requisition may consist of several documents in like forms, each signed by one or more requisitioners.
- (d) The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold at the date of the deposit of the requisition not less than one tenth of such of the paid up share capital of the Company as at that date carried the right of voting in regard to that matter.
- (e) Where two or more distinct matters are specified in the requisition the provisions of clause (a) above, shall apply separately in regard to each such matter; and the requisition shall accordingly be valid only in respect of those matters in regard to which the condition specified in that clause is fulfilled.

- (f) If the Board does not, within twenty-one days from the date of deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters then on a day not later than forty five days from the date of the deposit of the requisition, the meeting may be called by the requisitionists themselves within a period of three months from the date of requisition.

Explanation: For the purpose of this clause, the Board shall in the case of a meeting at which Resolution is to be proposed as a special Resolution, be deemed not have duly convened the meeting if they do not give such notice thereof as is required by Section 114 of the Act.

- (g) A meeting, called under Clause (f) above, by the requisitionists or any of them:
- (i) shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board; but
- (ii) shall not be held after the expiration of three months from the date of the deposit of the requisition.

Explanation: Nothing in Clause (g) (ii) above, shall be deemed to prevent a meeting only commenced before the expiry of the period of three months aforesaid, from adjourning to some day after the expiry of that period.

- (h) Where two or more persons hold any shares or interest in the Company jointly, requisition, or a notice calling a meeting, signed by one or some of them shall, for the purpose of this Article, have the same force and effect as if it had been signed by all of them.
- (i) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to duly call a meeting shall be repaid to the requisitionists by the Company; and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.

#### **Article 108**

#### **VOTES OF MEMBERS**

Subject to any rights or restrictions for the time being attached to any class or classes of shares and in the manner prescribed under the Act and the rules made thereunder:

- on a show of hands, every member present in person shall have one vote; and
- on a poll, the voting rights of members shall be in proportion to the member's
- share in the paid-up equity share capital of the Company.

#### **Article 110**

#### **Restrictions on Exercise of Rights of Members who have not paid Calls etc.**

No members shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and has exercised any right of lien.

Where the shares of the Company are held in trust, the voting power in respect of such shares shall be regulated by the provisions of Section 89 of the Act.

#### **Article 117**

#### **Validity of Votes given by Proxy notwithstanding Death of Members etc.**

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of any power of attorney under which such proxy was signed or the transfer of the share in respect of which the votes is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the registered office of the Company before the meeting or adjourned meeting.

## **Article 135**

### **Board of directors**

Until otherwise determined by the Company in general meeting, the number of Directors shall not be less than 3 (three) and more than 15 (fifteen). The appointment of the Directors exceeding 15 (fifteen) will be subject to the provisions of Section 149 of the Act. The Board shall have the power of appoint the Chairman. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the Listing Regulations.

## **Article 144**

### **Appointment of Additional Director**

Subject to the provisions of Section 161 of the Act, Board of Directors shall have power at any time to appoint any person as an additional Director to the Board, but so that the total number of Directors shall not exceed the maximum number fixed by the Articles. Any Director so appointed shall hold the office only up to the next annual general meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier and shall then be eligible for reappointment.

## **Article 149**

### **Remuneration of Directors**

- (a) Subject to the provisions of Act, a Managing Director or a director who is in the whole-time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by the other.
- (b) Subject to the provisions of the Act, a Director, who is neither in the whole-time employment nor a Managing Director may be paid remuneration either:
  - (i) by way of monthly, quarterly or annual payment, or
  - (ii) by way of commission if the Company by a special resolution has authorized such payment
- (c) Every Director shall be paid such amount of remuneration by way of fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time, as may be determined by the Board for each meeting of the Board or Committee thereof attended by him.
- (d) The Board shall recommend the fees/compensation to be paid to non-executive directors including independent directors. Such fees/compensation shall also be approved by the shareholders of the Company in a general meeting. However, such approval will not be required in case of sitting fees paid to non-executive directors which are within the limits prescribed under the Act and for which no Central Government approval is required. In terms of Section 149 (9) of the Act, if the Company has no profits or its profits are inadequate, an independent director may receive remuneration, exclusive of any fees payable under sub-section (5) of section 197 of the Act, in accordance with the provisions of Schedule V of the Companies Act, 2013.

## **Article 174**

### **Meeting of Directors**

- (a) The Directors may meet together as a Board for transaction of business from time to time and shall so meet at least four times in every year in such manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board and they may adjourn and otherwise regulate their meetings and proceedings as they deem fit. The provisions of this Article shall not be deemed to be contravened merely by reason of the fact that meeting of the Board, which had been called in compliance with the terms herein mentioned, could not be held for want of quorum.
- (b) The participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognizing the participation of the directors and of recording and storing the proceedings of such meetings along with date and time:

Provided that the Central Government may, by notification, specify such matters which shall not be dealt with in a meeting through video conferencing or other audio visual means.

Provided further that where there is quorum in a meeting through physical presence of directors, any other director may participate through video conferencing or other audio visual means in such meeting on any matter specified under the aforementioned proviso.

- (c) Every director present at any meeting of the Board of Directors or a committee there of shall sign his name in a book to be kept for that purpose, to show his attendance thereat.

## **Article 192**

### **Dividends Out of Profits Only**

- (i) No Dividend shall be declared or paid by the Company for any financial year except out of the profits of the Company for that year arrived at after providing for depreciation in accordance with the provisions of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both or out of money provided by the Central Government or State Government for the payment of dividend in pursuance of a Guarantee given by the Government and except after the transfer to the reserves of the Company of such percentage out of the profits for that year not exceeding ten per cent as may be prescribed or voluntarily such higher percentage in accordance with the rules as may be made by the Central Government in that behalf. Provided that in computing profits any amount representing unrealised gains, notional gains or revaluation of assets and any change in carrying amount of an asset or of a liability on measurement of the asset or the liability at fair value shall be excluded.

PROVIDED HOWEVER whether owing to inadequacy or absence of profits in any year, the Company propose to declare out of the accumulated profits by the Company in previous years and transferred by it to the free reserve, such declaration of dividend shall not be made except in accordance with such rules as may be made by the Central Government in this behalf.

- (ii) The depreciation shall be provided to the extent specified in Schedule II to the Act.
- (iii) No dividend shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalization of the profits or reserves of the Company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any shares held by members of the Company.
- (iv) The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- (v) No dividend shall bear interest against the Company.

## **Article 193**

### **Interim Dividend**

The Board of Directors may from time to time, pay to the members such interim dividends as appears to it to be justified by the profits of the company in accordance with Section 123 of the Act.

## **Article 202**

### **Unpaid Dividend or Dividend Warrant Posted**

- (a) Where the Company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall within 7 days from the date of expiry of the said period of 30 days, open a special account in the name of the Company and transfer to the said Account, the total amount of dividend which remains unpaid or in relation to which no dividend warrant has been posted.
- (b) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund maintained by the Central Government under the Act. A claim to any money so transferred to the general revenue account may be preferred to the Central Government by the shareholder to whom the money is due.

(c) No unclaimed dividend shall be forfeited by the Board unless the claim becomes barred by law.

## **WINDING UP**

### **Article 230**

#### **Distribution of Assets**

Subject to the provisions of the Act, if the Company shall be wound up and the assets available for distribution among the members as such shall be less than sufficient to repay the whole of the paid-up capital such assets shall be distributed so that, as nearly, as may be, the losses shall be borne by the members in proportion to the Capital paid up, or which ought to have been paid up, at the commencement of winding up, on the shares held by them respectively. And if in winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the Capital paid up at the commencement of the winding up the excess shall be distributed amongst the members in proportion to the Capital at the commencement of the winding up or which ought to have been paid up on the shares held by them respectively.

But this clause will not prejudice the rights of the holders of shares issued upon special terms and conditions.

### **INDEMNITY AND RESPONSIBILITY Article 233**

#### **Directors and Others Right to Indemnity**

Every Director, Managing Director, Whole-time Director, Manager, Secretary and other Officer or employee or authorised representative of the Company shall be indemnified by the Company and for this purpose may have relevant third party insurances procured by the Company in their favour, for all costs, fees, penalty, deposit, losses and expenses (including travelling expenses) which such Director, Manager, Secretary, Officer or employee or authorized representative may suffer or is likely to suffer in any way during the course of discharge of his duties including expenses and the amount for which such indemnity is provided, shall immediately attach as a lien on the property of the Company and have priority between the members over all other claims. Provided that no Director, Managing Director, Whole-time Director, Manager, Secretary and other Officer or employee or authorized representative of the Company shall be entitled to be indemnified by the Company or have insurance procured therefor in circumstances where any amounts directly or indirectly arise out of or in connection with any fraud, gross negligence, breach of trust or material and willful default on the part of such Director, Managing Director, Whole-time Director, Manager, Secretary and other Officer or employee or authorized representative of the Company.

## SECTION IX: OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of the Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus/ Prospectus which will be delivered to the RoC for filing. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. IST and 5 p.m. IST on all Working Days from date of the Red Herring Prospectus until the Bid/Issue Closing Date.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other Applicable Law.

#### *Material Contracts to the Issue*

1. Issue Agreement dated April 30, 2022 entered into among our Company and the BRLM.
2. Registrar Agreement dated March 28, 2022 entered into among our Company and the Registrar to the Issue.
3. Cash Escrow and Sponsor Bank Agreement dated [●] entered into among our Company, the BRLM, the Syndicate Members, Banker(s) to the Issue and the Registrar to the Issue.
4. Syndicate Agreement dated [●] entered into among the BRLM, members of the Syndicate, our Company and the Registrar to the Issue.
5. Underwriting Agreement dated [●] entered into among our Company and the Underwriters.

#### *Material Documents*

1. Certified copies of our Memorandum of Association and Articles of Association, as amended until date.
2. Certificate of incorporation dated August 23, 2006.
3. Fresh certificate of incorporation dated February 06, 2009 issued consequent to change in name of the Company from “Navratna Wires Private Limited” to “Plaza General Cable Wire Private Limited”. Subsequently, the name of our Company was changed to its present name ‘Plaza Wires Private Limited’, pursuant to a fresh Certificate of Incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana on February 06, 2009.
4. Fresh certificate of incorporation dated October 26, 2007 issued consequent to change in name of the Company from “Plaza General Cable Wire Private Limited” to “Plaza Wires Private Limited”.
5. Fresh certificate of incorporation dated March 10, 2022 issued consequent to change in name of the Company from “Plaza Wires Private Limited” to “Plaza Wires Limited” and consequent to conversion into a public company.
6. Resolution of the Board of Directors of our Company, dated March 10, 2022 approving the Issuer and other related matters.
7. Resolution of our Shareholders dated March 11, 2022 approving the Issue and other related matters.
8. Resolution of the Board of Directors of our Company, dated April 30, 2022 approving the Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.
9. Shareholders’ Resolutions dated March 11, 2022 approving the terms of appointment and remuneration of Mr. Sanjay Gupta, Chairman and Managing Director and Mr. Aditya Gupta, Whole-time Director.
10. Copies of annual reports for the last three Financial Years, i.e., Financial Years 2021, 2020 and 2019.
11. Statement of special tax benefits dated March 25, 2022 from the Statutory Auditors included in this Draft



Red Herring Prospectus.

12. Consent of the Statutory Auditors dated March 25, 2022 to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations and referred to as an “expert” as defined under Section 2(38) of the Companies Act to the extent and in their capacity as the Statutory Auditor, and for inclusion of their examination report dated March 23, 2022 on examination of our Restated Financial Statements and the statement of possible special tax benefits in the form and context in which it appears in this Draft Red Herring Prospectus.
13. Consents of our Directors, Bankers to our Company, the BRLM, Registrar to the Issue, legal counsel, lenders to the Company (where such consent is required), Company Secretary and Compliance Officer of our Company, Chief Financial Officer, as referred to act, in their respective capacities.
14. Consent letter dated March 25, 2022 from Resurgent India Limited to use their report titled “Research Report on Cables and Wires Industry”.
15. Industry report entitled "Research Report on Cables and Wires Industry " dated March 25, 2022, as amended prepared by Resurgent India Limited.
16. TEV Report entitled "Techno Economic Viability Report" dated April 15, 2022, prepared by Dun and Bradstreet.
17. In-principle listing approvals dated [●] and [●] from BSE and NSE, respectively.
18. Tripartite Agreement dated February 22, 2022 among our Company, NSDL and the Registrar to the Issue.
19. Tripartite Agreement dated January 11, 2022 among our Company, CDSL and the Registrar to the Issue.
20. Due diligence certificate to SEBI from the BRLM, dated April 30, 2022.
21. SEBI final observation letter number [●] dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI Act, 1992 or the rules framed or guidelines or regulations issued thereunder, as the case may be. We further certify that all the statements in this Prospectus are true and correct.

### SIGNED BY ALL THE DIRECTORS OF OUR COMPANY

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**Mr. Sanjay Gupta**  
Chairman & Managing Director

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**Mrs. Sonia Gupta**  
Whole-time Director

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**Mr. Abhishek Gupta**  
Whole-time Director

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**Mr. Aditya Gupta**  
Whole time director

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**Ms. Swati Jain**  
Independent Director

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**Mr. Ish Sadana**  
Independent Director

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**Ms. Monam Kapoor**  
Independent Director

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**Ms. Chetna**  
Independent Director

### SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

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**Mr. Ajay Batla**  
Chief Financial Officer

**Date:** April 30, 2022  
**Place:** Delhi