

**DRAFT RED HERRING PROSPECTUS**

Dated September 1, 2025

(Please read Section 32 of the Companies Act, 2013)

(This Draft Red Herring Prospectus will be updated upon filing with the RoC)

100% Book Built Offer

(Please scan this QR code to view the DRHP)

UKB ELECTRONICS LIMITED**CORPORATE IDENTITY NUMBER: U32109DL2004PLC438048**

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND E-MAIL	WEBSITE
C-102, Ground Floor Anand Vihar, East Delhi 110 092 Delhi, India	C-14, Sector 67, Gautam Buddha Nagar Noida 201 301 Uttar Pradesh, India	Ranjeet Singh Company Secretary and Compliance Officer	E-mail: investor.relations@ukbindia.com Tel: +91 12 0420 8515	www.ukbelectronics.com

OUR PROMOTERS: MANOJ TAYAL, VINAY KUMAR TAYAL, MANIK TAYAL AND PRADEEP KUMAR TAYAL

DETAILS OF THE OFFER				
Type	Fresh Issue size [^]	Offer for Sale size	Total Offer size	Eligibility and reservation
Offer for Sale	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹4,000 million	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹4,000 million	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹8,000 million	The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and in compliance with Regulation 6(1) of the SEBI ICDR Regulations. For further details, see "Other Regulatory and Statutory Disclosures - Eligibility for the Offer" on page 455. For details in relation to share reservation amongst QIBs, NIIs, RIIs and Eligible Employees (defined hereinafter), see "Offer Structure" on page 475.

DETAILS OF THE OFFER FOR SALE

Name of the Promoter Selling Shareholder	Type	Number of Equity Shares offered/ Amount (in ₹ million)	Weighted average cost of acquisition per Equity Share (in ₹) ⁽¹⁾
Manoj Tayal	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹1,350 million	0.09
Vinay Kumar Tayal	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹1,350 million	0.04
Manik Tayal	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹1,300 million	Nil

⁽¹⁾ As certified by P.C. Bindal & Co., Chartered Accountants, by way of their certificate dated September 1, 2025.**RISKS IN RELATION TO THE FIRST OFFER**

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹2 each. The Floor Price, Cap Price and Offer Price, as determined by our Company, in consultation with the Book Running Lead Managers ("BRLMs"), on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for Offer Price" on page 135 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares 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" beginning on page 34.

ISSUER'S AND PROMOTER SELLING SHAREHOLDERS' 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 Offer, which is material in the context of the Offer, 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. Further, each of the Promoter Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made or confirmed by such Promoter Selling Shareholders in this Draft Red Herring Prospectus solely to the extent of information specifically pertaining to it and/or its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each of the Promoter Selling Shareholder assumes no responsibility for any other statements, disclosures and undertakings in this Draft Red Herring Prospectus, including, *inter alia*, any of the statements, disclosures and undertakings made by or relating to our Company or our Company's business or any other Promoter Selling Shareholders or persons.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the stock exchanges being BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", and together with the BSE, the "Stock Exchanges"). For the purposes of the Offer, [●] shall be the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS

	Motilal Oswal Investment Advisors Limited	Contact Person: Ronak Shah/ Sukant Goel	Tel: +91 22 7193 4380 E-mail: ukbelectronics ipo@motilaloswal.com
	IIFL Capital Services Limited (formerly known as IIFL Securities Limited)	Contact Person: Anuj Damani / Pawan Jain	Tel: +91 22 4646 4728 E-mail: ukbelectronics ipo@iiflcap.com

REGISTRAR TO THE OFFER

	KFin Technologies Limited	Contact Person: M Murali Krishna	Tel: +91 40 6716 2222 E-mail: ukbelectronics ipo@kfinotech.com

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE	[●] ⁽¹⁾	BID/ OFFER OPENS ON	[●]	BID/ OFFER CLOSES ON	[●] ⁽²⁾⁽³⁾

⁽¹⁾ Our Company, in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.⁽²⁾ Our Company in consultation with the Book Running Lead Managers, may consider closing the Bid/Offer Period for QIBs, one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.⁽³⁾ UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

[^] Our Company, in consultation with the Book Running Lead Managers, may consider an issue of specified securities, aggregating up to ₹800 million, 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 BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects prior to completion of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety).



UKB ELECTRONICS LIMITED

DRAFT RED HERRING PROSPECTUS
Dated September 1, 2025
(Please read Section 32 of the Companies Act, 2013)
(This Draft Red Herring Prospectus will
be updated upon filing with the RoC)
100% Book Built Offer

Our Company was originally incorporated as “U K B Electronics Private Limited” at New Delhi as a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated May 7, 2004 issued by the RoC. Pursuant to a board resolution dated April 22, 2024 and a special resolution passed by the shareholders dated May 10, 2024, the name of our Company was changed to “UKB Electronics Private Limited” and a fresh certificate of incorporation issued by the RoC on July 15, 2024. Thereafter, pursuant to a board resolution dated March 4, 2025 and a special resolution passed by the shareholders dated March 26, 2025, our Company was converted from a private limited company to a public limited company and the name of our Company was changed to ‘UKB Electronics Limited’ and a fresh certificate of incorporation dated April 21, 2025 was issued by the Registrar of Companies, Central Processing Centre. For further details relating to the changes in the name and registered office of our Company, see “*History and Certain Corporate Matters – Brief history of our Company*” and “*History and Certain Corporate Matters - Changes in the registered office of our Company*” on page 308.

Corporate Identity Number: U32109DL2004PLC438048

Registered Office: C-102, Ground Floor, Anand Vihar, East Delhi 110 092, Delhi, India

Corporate Office: C-14, Sector 67, Gautam Buddha Nagar, Noida 201 301, Uttar Pradesh, India

Contact Person: Ranjeet Singh, Company Secretary and Compliance Officer

Tel: +91 12 0420 8515 | **E-mail:** investor.relations@ukbindia.com | **Website:** www.ukbelectronics.com

OUR PROMOTERS: MANOJ TAYAL, VINAY KUMAR TAYAL, MANIK TAYAL AND PRADEEP KUMAR TAYAL

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH (“EQUITY SHARES”) OF UKB ELECTRONICS LIMITED (OUR “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE OF FACE VALUE OF ₹2 EACH (THE “OFFER PRICE”) AGGREGATING UP TO ₹8,000 MILLION (THE “OFFER”) COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH BY OUR COMPANY AGGREGATING UP TO ₹4,000 MILLION (THE “FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹4,000 MILLION COMPRISING UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹1,350 MILLION BY MANOJ TAYAL, UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹1,350 MILLION BY VINAY KUMAR TAYAL AND UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹1,300 MILLION BY MANIK TAYAL (THE “PROMOTER SELLING SHAREHOLDERS”) AND SUCH OFFER BY THE PROMOTER SELLING SHAREHOLDERS, THE “OFFER FOR SALE”).

OUR COMPANY, IN CONSULTATION WITH THE BRLMs, MAY CONSIDER AN ISSUE OF SPECIFIED SECURITIES, AGGREGATING UP TO ₹800 MILLION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS (“PRE-IPO PLACEMENT”). THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMs, IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SCRR. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. UPON ALLOTMENT OF EQUITY SHARES ISSUED PURSUANT TO THE PRE-IPO PLACEMENT, WE MAY UTILISE THE PROCEEDS FROM SUCH PRE-IPO PLACEMENT TOWARDS THE OBJECTS PRIOR TO COMPLETION OF THE OFFER. PRIOR TO THE COMPLETION OF THE OFFER, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER, OR THE OFFER MAY BE SUCCESSFUL, AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND PROSPECTUS. OUR COMPANY SHALL REPORT ANY PRE-IPO PLACEMENT TO THE STOCK EXCHANGES, WITHIN 24 HOURS OF SUCH PRE-IPO PLACEMENT (IN PART OR IN ENTIRETY).

THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE ₹2 EACH, AGGREGATING UP TO ₹[●] MILLION (CONSTITUTING UP TO [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (“EMPLOYEE RESERVATION PORTION”), THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE “NET OFFER”. THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●] % AND [●] %, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. OUR COMPANY MAY IN CONSULTATION WITH THE BRLMs, MAY OFFER A DISCOUNT OF ₹[●] ON THE OFFER PRICE TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION (“EMPLOYEE DISCOUNT”). THE FACE VALUE OF THE EQUITY SHARES IS ₹2 EACH AND THE OFFER 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 BRLMs, AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, HINDI ALSO BEING THE REGIONAL LANGUAGE OF NEW DELHI, WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision in the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLMs, may, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice and also by indicating the change on the websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and Sponsor Banks, as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Category”), provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis (the “Anchor Investor Portion”), of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the price at which Equity Shares are allocated to Anchor Investors. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Category (excluding the Anchor Investor Portion) (the “Net QIB Category”). Further, 5% of the Net QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Category shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors (“NIIs”) (“Non-Institutional Category”), of which one-third of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-third of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹1,000,000 and under-subscription in either of these two sub-categories of the Non-Institutional Category may be allocated to Bidders in the other sub-category of the Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Net Offer shall be available for allocation to Retail Individual Investors (“RIIs”) (“Retail Category”), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount (“ASBA”) process and shall provide details of their respective bank account (including UPI ID in case of UPI Bidders (defined hereinafter)) in which the Bid Amount will be blocked by the Self Certified Syndicate Banks (“SCSBs”) or the Sponsor Bank(s), as the case may be. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see “*Offer Procedure*” beginning on page 480.

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹2 each. The Floor Price, Cap Price and Offer Price, as determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “*Basis for Offer Price*” on page 135 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by 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*” beginning on page 34.

ISSUER'S AND PROMOTER SELLING SHAREHOLDERS' 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 Offer, which is material in the context of the Offer, 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. Further, each of the Promoter Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made or confirmed by such Promoter Selling Shareholders in this Draft Red Herring Prospectus solely to the extent of information specifically pertaining to it and/or its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each of the Promoter Selling Shareholder assumes no responsibility for any other statements, disclosures and undertakings in this Draft Red Herring Prospectus, including, *inter alia*, any of the statements, disclosures and undertakings made by or relating to our Company or our Company's business or any other Promoter Selling Shareholders or persons.

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 BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Offer, [●] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) and Section 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/ Offer Closing Date, see “*Material Contracts and Documents for Inspection*” on page 528.

BOOK RUNNING LEAD MANAGERS

REGISTRAR TO THE OFFER

Mital Oswal Investment Advisors Limited Mital Oswal Tower Rahimtullah Sayani Road Opposite Parel ST Depot Prabhadevi, Mumbai 400 025 Maharashtra, India Tel: +91 22 7193 4380 E-mail: ukbelectronics.ipo@mitalosalwal.com Investor grievance e-mail: moiaipredressal@mitalosalwal.com Contact person: Ronak Shah/ Sukant Goel Website: www.mitalosalwalgroup.com SEBI registration number: INM000011005	IIFL Capital Services Limited (formerly known as IIFL Securities Limited) 24 th Floor, One Lodha Place Senapati Bapat Marg, Lower Parel (West) Mumbai 400 013, Maharashtra, India Tel: +91 22 4646 4728 E-mail: ukbelectronics.ipo@iiflcap.com Investor grievance e-mail: ig_ib@iiflcap.com Contact person: Anuj Damani / Pawan Jain Website: www.iiflcap.com SEBI registration number: INM000010940	KFin Technologies Limited Selenium, Tower-B, Plot No. 31 and 32 Gachibowli, Financial District Nanakramguda, Serilingampally Hyderabad 500 032 Telangana, India Tel: +91 40 6716 2222 E-mail: ukbelectronics.ipo@kfintech.com Investor grievance e-mail: einward.ris@kfintech.com Contact person: M. Murali Krishna Website: www.kfintech.com SEBI registration number: INR000000221

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE [●] ⁽¹⁾	BID/ OFFER OPENS ON [●]	BID/ OFFER CLOSES ON [●] ⁽²⁾⁽³⁾

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

⁽²⁾ Our Company in consultation with the Book Running Lead Managers, may consider closing the Bid/Offer Period for QIBs, one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

⁽³⁾ UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

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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, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

*Unless the context otherwise indicates, all references to “**the Company**”, and “**our Company**”, are references to UKB Electronics Limited, a public limited company incorporated in India under the Companies Act, 1956 with its Registered Office at C-102, Ground Floor, Anand Vihar, East Delhi 110 092, Delhi, India and Corporate Office at C-14, Sector 67, Gautam Buddha Nagar, Noida 201 301, Uttar Pradesh, India. Furthermore, unless the context otherwise indicates, all references to the terms “we”, “us” and “our” are to our Company.*

*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, 2013, Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities Contracts (Regulation) Act, 1956, as amended (“**SCRA**”), the Depositories Act, 1996, as amended or the rules and regulations made thereunder.*

*Notwithstanding the foregoing, terms in “**Statement of Special Tax Benefits**”, “**Industry Overview**”, “**Key Regulations and Policies in India**”, “**Financial Information**”, “**Outstanding Litigation and Material Developments**” and “**Main Provisions of the Articles of Association**”, beginning on pages 146, 153, 299, 340, 443 and 502, respectively, will have the meaning ascribed to such terms in those respective sections.*

Company Related Terms

Term	Description
Articles or Articles of Association or AoA	The articles of association of our Company, as amended
Audit Committee	The audit committee of our Board, as described in “ Our Management - Committees of the Board – Audit Committee ” on page 320
Board or Board of Directors	The board of directors of our Company (including any duly constituted committee thereof). For details, see “ Our Management ” on page 315
Chairman and Managing Director	The chairman and managing director on our Board, namely, Manoj Tayal. For details, see “ Our Management – Brief profiles of our Directors ” on page 316
Chief Financial Officer	The chief financial officer of our Company, namely Sudhir Kumar Jain. For details, see “ Our Management - Key Managerial Personnel and Senior Management ” on page 328
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely Ranjeet Singh. For details, see “ Our Management - Key Managerial Personnel and Senior Management ” on page 328
Corporate Social Responsibility Committee or CSR Committee	The corporate social responsibility committee of our Board, as described in “ Our Management – Committees of the Board – Corporate Social Responsibility Committee ” on page 325
Corporate Office	The corporate office of our Company situated at C-14, Sector 67, Gautam Buddha Nagar, Noida 201 301, Uttar Pradesh, India
Director(s)	The director(s) on our Board, as appointed from time to time. For details, see “ Our Management ” on page 315
Dividend Policy	Dividend distribution policy approved and adopted by our Board pursuant to its resolution dated June 13, 2025
Equity Shares	The equity shares of our Company of face value of ₹2 each
ESOP Scheme	UKB Electronics Limited Employee Stock Option Plan 2025
Group Company	In terms of SEBI ICDR Regulations, the term “group companies” includes (i) companies (other than subsidiaries, if any) with which there were related party transactions as disclosed in the Restated Financial Information as covered under the applicable accounting standards, and (ii) any other companies as considered material by our Board, in accordance with the Materiality Policy, as described in “ Our Group Company ” on page 453
Independent Director(s)	The independent director(s) on our Board, as described in “ Our Management ” on page 315

Term	Description
Key Managerial Personnel	The key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and as disclosed in “ <i>Our Management – Key Managerial Personnel and Senior Management – Key Managerial Personnel</i> ” on page 328
Manufacturing Facility 1	Our manufacturing facility located in C-118 and C-119, Sector 63, Noida 201 301, Uttar Pradesh, India
Manufacturing Facility 2	Our manufacturing facility located in C-14, Sector 67, Phase 3, Noida, Gautam Budh Nagar 201 301, Uttar Pradesh, India
Manufacturing Facility 3	Our manufacturing facility located in D - 39 and D – 40, Sector 59, Noida 201 301, Uttar Pradesh, India
Manufacturing Facility 4	Our manufacturing facility located in Plot E 15/2, situated at village Ranjangaon Ganpati and Karegaon, Shirur, Pune 412 209, Maharashtra, India
Manufacturing Facility 5	Our manufacturing facility located in Plot No. E-65/3, Ranjangaon industrial area, Karegaon, Ranjangaon municipal council, Shirur 412 220, Pune, Maharashtra, India
Manufacturing Facility 6	Our manufacturing facility located in D-163-165-167, Ranjangaon industrial area, Shirur, Pune 412 220, Maharashtra, India
Manufacturing Facility 7	Our manufacturing facility located in A 1/6 and A 1/7 Supa Parner Industrial Park Ahmednagar SUPA MIDC 414 301, Maharashtra, India
Manufacturing Facility 8	Our manufacturing facility located in Plot A 152, A 153, A 154, A 155 Industrial Area Ghiloth, Kotpuli Behror 301 705, Rajasthan, India
Manufacturing Facility 9	Our manufacturing facility located in Survey No.197/1201/1202/1 (Part) of Cortalim village, 82/9 (Part) of Sancoale villlage, Murmugao, South Goa 403 726, Panaji, Goa, India
Manufacturing Facility 10	Our manufacturing facility located in Plot K 10 Sipcot Industrial Park Kanchipuram 602 105 Chennai, Tamil Nadu, India
Manufacturing Facility 11	Our manufacturing facility located in Survey No.407/1, 408, 175 South EMC, Sri City 517 646, Andhra Pradesh, India
Manufacturing Facilities	Collectively, manufacturing facilities 1 to 11
Memorandum of Association or MoA	The memorandum of association of our Company, as amended from time to time
Materiality Policy	Policy for identification of (i) companies to be disclosed as group companies; (ii) material outstanding civil litigation proceeding involving our Company, our Promoters and our Directors; and (iii) material creditors of the Company, pursuant to the disclosure requirements under SEBI ICDR Regulations, as adopted by the Board pursuant to its resolution dated September 1, 2025
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in “ <i>Our Management – Committees of the Board – Nomination and Remuneration Committee</i> ” on page 322
Promoters	The promoters of our Company, namely, Manoj Tayal, Vinay Kumar Tayal, Manik Tayal and Pradeep Kumar Tayal. For details, see “ <i>Our Promoters and Promoter Group</i> ” on page 332
Promoter Group	The individuals and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, see “ <i>Our Promoters and Promoter Group - Promoter Group</i> ” on page 335
Promoter Selling Shareholders or Selling Shareholders	Collectively, Manoj Tayal, Vinay Kumar Tayal and Manik Tayal
Registered Office	The registered office of our Company situated at C-102, Ground Floor, Anand Vihar, East Delhi 110 092, Delhi, India
Registrar of Companies or RoC	Registrar of Companies, Delhi and Haryana at New Delhi
Restated Financial Information	The restated financial information of our Company as at and for the Fiscals 2025, 2024 and 2023, comprising the restated statement of assets and liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the restated statement of profit and loss (including other comprehensive income), the restated statement of cash flows and rested statement of changes in equity for the Fiscals 2025, 2024 and 2023, along with the statement of material accounting policies, and other explanatory information prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI
Risk Management Committee	The risk management committee of our Board, as described in “ <i>Our Management – Committees of the Board – Risk Management Committee</i> ” on page 324
Scheme of Amalgamation	The scheme of amalgamation between UKB Industries Private Limited (<i>formerly known as Manglam Cold Storage Private Limited</i>) and our Company and their respective shareholders and creditors, as described under “ <i>History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years - Scheme of amalgamation of UKB Industries Private Limited into our Company</i> ” on page 311

Term	Description
Senior Management	The senior management of our Company in terms of Regulation 2(1)(bbbbb) of the SEBI ICDR Regulations and as disclosed in “ <i>Our Management – Key Managerial Personnel and Senior Management – Senior Management</i> ” on page 328
Shareholders	The shareholders of our Company from time to time
Stakeholders’ Relationship Committee	The stakeholders’ relationship committee of our Board, as described in “ <i>Our Management – Committees of the Board – Stakeholders’ Relationship Committee</i> ” on page 324
Statutory Auditors	The statutory auditors of our Company, namely, M S K A & Associates, Chartered Accountants
Warehouse I	Our warehouse located in Plot No. WP-168, GIDC Sanand 382 110, Ahmedabad, Gujarat, India
Warehouse II	Our warehouse located in Survey No. 417/1B1, A Block Sriperumbudur Taluk, Kancheepuram, 602 105, Chennai, Tamil Nadu, India
Warehouse III	Our warehouse located in GAT No 357, Post Shindewadi, Khandala, Satara 413 102, Maharashtra, India
Warehouse IV	Our warehouse located in Avenida Victor Hugo # 330 Int D, Complejo Industrial Chihuahua, CHH 31136, Mexico, CP
Warehouses	Collectively, warehouse I to IV
Whole-time Director	The whole-time directors on our Board, namely, Vinay Kumar Tayal and Manik Tayal. For details, see “ <i>Our Management</i> ” on page 315

Offer Related Terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of prospectus as may be specified by SEBI in this regard
Acknowledgment Slip	The slip or document issued by the relevant Designated Intermediary(ies) to the Bidder as proof of registration of the Bid cum Application Form
Allot or Allotment or Allotted	Unless the context otherwise requires, the allotment or transfer, as the case may be of Equity Shares offered pursuant to the Fresh Issue and transfer of the Offered Shares by the Promoter Selling Shareholders as part of the Offer for Sale to the successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to each successful Bidders who has Bid in the Offer or is to be Allotted the Equity Shares after the approval of the Basis of Allotment by the Designated Stock Exchange
Allottee	A successful Bidder to whom an Allotment is made
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus, and who has Bid for an amount of at least ₹100 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors according to the terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the BRLMs on the Anchor Investor Bidding Date
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bidding Date	The date, being one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	The price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price The Anchor Investor Offer Price will be decided by our Company in consultation with the BRLMs
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/ Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by our Company in consultation with the BRLMs, to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations out of which 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
ASBA or Application Supported by Blocked Amount	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account

Term	Description
	maintained with such SCSB and will include amounts blocked by UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidders
ASBA Bidder(s)	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Offer	Collectively, the Escrow Collection Bank, the Refund Bank, the Public Offer Account Bank and the Sponsor Bank, as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in “ Offer Procedure ” on page 480
Bid(s)	An indication by a ASBA Bidder to make an offer during the Bid/Offer Period pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of the Anchor Investor Application Form, to subscribe to or purchase Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term ‘Bidding’ shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form, and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid in the Offer, as applicable
	In the case of RIIs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIIs and mentioned in the Bid cum Application Form. Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-Off Price and the Bid Amount shall be Cap Price (net of Employee Discount if any), multiplied by the number of Equity Shares Bid by such Eligible Employee and mentioned in the Bid cum Application Form
	The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount, if any). Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any)
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares of face value of ₹2 each
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries shall not accept any Bid, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of New 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 BRLMs and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Banks. Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of New Delhi where our Registered Office is located)
Bid/ Offer Period	Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which Bidders (excluding Anchor Investors) can submit their Bids, including any revisions thereof, in

Term	Description
	accordance with the SEBI ICDR Regulations and in accordance with the terms of the Red Herring Prospectus
	Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors
	In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLMs, may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days
	Our Company, in consultation with the BRLMs, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Managers or BRLMs	The book running lead managers to the Offer, being Motilal Oswal Investment Advisors Limited, and IIFL Capital Services Limited (<i>formerly known as IIFL Securities Limited</i>)
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker, provided that UPI Bidders may only submit ASBA Forms at such broker centres if they are Bidding using the UPI Mechanism. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com , updated from time to time
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, on/after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall not be more than 120% of the Floor Price, provided that the Cap Price shall be at least 105% of the Floor Price
Cash Escrow and Sponsor Bank Agreement	The agreement to be entered into between our Company, the Promoter Selling Shareholders, the Registrar to the Offer, the BRLMs, Syndicate Member(s), the Escrow Collection Bank(s), the Public Offer Account Bank(s), the Sponsor Banks, and the Refund Bank(s) for, among other things, collection of the Bid Amounts from the Anchor Investors and where applicable, transfer of funds to the Public Offer Account(s) and where applicable remitting refunds, if any, to Bidders on the terms and conditions thereof
CDP or Collecting Depository Participant	A depository participant as defined under the Depositories Act, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the UPI Circulars, issued by SEBI as per the lists available on the websites of the Stock Exchanges, as updated from time to time
Cut-Off Price	Offer Price, which shall be any price within the Price Band, finalised by our Company, in consultation with the BRLMs Only Retail Individual Investors in the Retail Category and Eligible Employees Bidding in the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
Demographic Details	The details of the Bidders including the Bidder's address, name of the Bidder's father/ husband, investor status, occupation, bank account details and UPI ID, as applicable
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by the Bidders (excluding Anchor Investors) and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. 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 respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com , respectively), as updated from time to time

Term	Description
Designated Date	The date on which the funds from the Escrow Account are transferred to the Public Offer Account or the Refund Account, as appropriate, and the relevant amounts blocked in the ASBA Accounts are transferred to the Public Offer Account(s) and/or are unblocked, as applicable, in terms of the Red Herring Prospectus and the Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer
Designated Intermediary(ies)	SCSBs, Syndicate, Sub-Syndicate, Registered Brokers, CDPs and RTAs who are authorised to collect ASBA Forms from the ASBA Bidders, in relation to the Offer
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs 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 websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively) as updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , updated from time to time, or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus or DRHP	This draft red herring prospectus dated September 1, 2025 filed with SEBI and Stock Exchanges 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 Offer, including any addenda or corrigenda thereto
Eligible Employees	Permanent employees of our Company (excluding such employees not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines), as on the date of filing the Red Herring Prospectus with the RoC and who continue to be a permanent employee of our Company until the submission of the ASBA Form and is working and present in India or abroad as on the date of submission of the ASBA Form and does not include our Promoters or persons belonging to Promoter Group; or Director of our Company, whether whole-time or otherwise, not holding either himself/herself or through their relatives or through any body corporate, directly or indirectly, more than 10% of the outstanding Equity Shares (excluding Directors not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines) as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company until submission of the ASBA Form and is working and present in India or abroad as on the date of submission of the ASBA Form The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount, if any). Only in the event of an under-subscription in the Employee Reservation Portion post initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000 (net of Employee Discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any)
Eligible FPIs	FPIs from such jurisdictions outside India where it is not unlawful to make an offer/invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered thereby
Eligible NRIs	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid Cum Application Form constitutes an invitation to subscribe to or purchase the Equity Shares
Employee Discount	Our Company, in compliance with the SEBI ICDR Regulations, may offer a discount on the Offer Price (equivalent of ₹[●] per Equity Share) to Eligible Employees Bidding in the Employee Reservation and which shall be announced at least two Working Days prior to the Bid/Offer Opening Date
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million which shall not exceed 5% of the post Offer Equity Share capital of our Company, available for allocation to Eligible Employees, on a proportionate basis

Term	Description
Escrow Account(s)	‘No-lien’ and ‘non-interest bearing’ account(s) opened with the Escrow Collection Bank and in whose favour Anchor Investors will transfer the money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount while submitting a Bid
Escrow Collection Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue under the SEBI BTI Regulations, and with whom the Escrow Account(s) will be opened, in this case being [●]
First Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer 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
Fresh Issue	The issue of up to [●] Equity Shares at ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating up to ₹4,000 million by our Company Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹800 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects prior to completion of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety).
General Information Document	The General Information Document for investing in public offers, prepared and issued in accordance with the SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, issued by SEBI 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 BRLMs
Gross Proceeds	The gross proceeds of the Fresh Issue that will be available to our Company
IIFL	IIFL Capital Services Limited (<i>formerly known as IIFL Securities Limited</i>)
Monitoring Agency	[●]
Monitoring Agency Agreement	The agreement to be entered into between our Company and the Monitoring Agency prior to filing of the Red Herring Prospectus
Motilal Oswal	Motilal Oswal Investment Advisors Limited
Mutual Fund Portion	The portion of the Offer being 5% of the Net QIB Category consisting of [●] Equity Shares of face value of ₹2 each which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Offer	The Offer, less the Employee Reservation Portion
Net Proceeds	Gross Proceeds from the Fresh Issue less our Company’s share of the Offer related expenses. For further details regarding the use of the Net Proceeds and the Offer related expenses, see “ Objects of the Offer ” on page 121
Net QIB Category	The portion of the QIB Category less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Category	The portion of the Offer, being not less than 15% of the Net Offer or [●] Equity Shares of face value of ₹2 each, which will be made available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹1,000,000, provided that under-subscription in either of these two sub-categories of Non-Institutional Category may be allocated to Bidders in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price

Term	Description
Non-Institutional Investors or 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 or the Eligible Employees Bidding in the Employee Reservation Portion, who have Bid for Equity Shares for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Offer	Initial public offering of up to [●] Equity Shares of face value of ₹2 each for cash at a price of ₹[●] per Equity Share aggregating up to ₹8,000 million comprising the Fresh Issue and the Offer for Sale. Our Company, in consultation with the BRLMs, may consider an issue of specified securities, aggregating up to ₹800 million, 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 BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects prior to completion of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety).
Offer Agreement	The agreement dated September 1, 2025 executed between our Company, the Promoter Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	The offer for sale of up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹4,000 million by the Promoter Selling Shareholders in the Offer. For further information, see “ <i>The Offer</i> ” on page 78
Offer Price	The final price at which Equity Shares will be Allotted to successful Bidders other than Anchor Investors in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company, in consultation with the BRLMs on the Pricing Date, in accordance with the Book-Building Process and in terms of the Red Herring Prospectus. A discount of [●]% on the Offer Price (equivalent of ₹[●] per Equity Share) may be offered to Eligible Employees Bidding in the Employee Reservation Portion. This Employee Discount, if any, will be decided by our Company in consultation with the BRLMs
Offered Shares	The Equity Shares offered by the Promoter Selling Shareholders in the Offer by way of Offer for Sale. For further information, see “ <i>The Offer</i> ” on page 78
Pre- IPO Placement	Our Company, in consultation with the BRLMs, may consider consider an issue of specified securities, aggregating up to ₹800 million, 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 BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects prior to completion of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety)
Price Band	The price band ranging from a Floor Price of ₹[●] per Equity Share to a Cap Price of ₹[●] per Equity Share, including any revisions thereof. The Price Band and minimum Bid Lot, as decided by our Company, in consultation with the BRLMs will be advertised

Term	Description
	in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of New Delhi, where our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
	Provided that the Cap Price shall be at least 105% of the Floor Price and shall not be greater than 120% of the Floor Price
Pricing Date	The date on which our Company in consultation with the BRLMs, will finalise the Offer Price
Prospectus	The Prospectus to be filed with the RoC after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, <i>inter alia</i> , the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	The 'no-lien' and 'non-interest bearing' bank account to be opened with the Public Offer Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
Public Offer Account Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account(s) will be opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]
QIB Bidders	QIBs who Bid in the Offer
QIB Category	The portion of the Net Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer consisting of [●] Equity Shares of face value of ₹2 each which shall be available for allocation to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors)
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made
Refund Bank	The Banker to the Offer with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate
Registrar Agreement	The agreement dated September 1, 2025 entered into between our Company, the Promoter Selling Shareholders and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar to the Offer or Registrar	KFin Technologies Limited
Retail Category	Portion of the Offer being not less than 35% of the Net Offer consisting of [●] Equity Shares of face value of ₹2 each which shall be available for allocation to Retail Individual Investors (subject to valid Bids being received at or above the Offer Price)
Retail Individual Investors or RIIs	Individual Bidders, who have Bid for the Equity Shares for an amount which is not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRI Bidders) and does not include NRIs (other than Eligible NRIs)
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)
	QIB Bidders and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date

Term	Description
RTAs or Registrar and Share Transfer Agents	The registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of the SEBI RTA Master Circular, as per the list available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), and the UPI Circulars
Self-Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, offering services in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or such other website as updated from time to time, and (ii) The banks registered with SEBI, enabled for UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) 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 appearing in the “list of mobile applications for using UPI in Public Issues” displayed on the SEBI website at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43. The said list shall be updated on the SEBI website from time to time
Share Escrow Agent	Escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●]
Share Escrow Agreement	The agreement to be entered into between our Company, the Promoter Selling Shareholders and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Promoter Selling Shareholders and credit of such Offered Shares to the demat account of the Allottees in accordance with the Basis of Allotment
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which will be included in the Bid cum Application Form
Sponsor Bank(s)	Bank(s) registered with SEBI which will be appointed by our Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the UPI Mandate Request by the UPI Bidders and carry out other responsibilities, in terms of the UPI Circulars in this case being [●]
Sub-syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate Agreement	The agreement to be entered into between our Company, the Registrar to the Offer, the Promoter Selling Shareholders, the BRLMs and the Syndicate Members in relation to the procurement of Bid cum Application Forms by the Syndicate
Syndicate Member(s)	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations
Syndicate or Members of the Syndicate	Together, the BRLMs and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into between the Underwriters, our Company and the Promoter Selling Shareholders, on or after the Pricing Date but prior to filing of the Prospectus with the RoC
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors who applied as (i) Retail Individual Investors in the Retail Category; (ii) Eligible Employees in the Employee Reservation Portion and with an application size of up to ₹500,000 (net of Employee Discount, if any); and (iii) Non-Institutional Investors with a Bid size of up to ₹500,000 in the Non-Institutional Category bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents
	In accordance with the SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹500,000 are required to use UPI Mechanism and are required to provide their UPI ID in the Bid cum Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	Collectively, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI RTA Master Circular (to the extent that such circulars pertain to the UPI

Term	Description
	Mechanism), SEBI ICDR Master Circular, along with the circulars issued by the Stock Exchanges in this regard, including the NSE circular number 25/2022 dated August 3, 2022, and the BSE circular number 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or Stock Exchanges in this regard
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI application and by way of an SMS directing the UPI Bidder to such UPI application) to the UPI Bidder initiated by the Sponsor Bank to authorise blocking of funds equivalent to Bid Amount in the relevant ASBA Account through UPI, and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that shall be used by UPI Bidders to make a Bid in the Offer in accordance with UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Working Day	All days on which commercial banks in Mumbai, India are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid/ Offer Period, the expression "Working Day" shall mean all days on which commercial banks in Mumbai are open for business, excluding all Saturdays, Sundays or public holidays; and (c) with reference to the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression 'Working Day' shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, in terms of the circulars issued by SEBI

Conventional and general terms or abbreviations

Term	Description
AGM	Annual general meeting of shareholders under the Companies Act, 2013
AIF	An alternative investment fund as defined in and registered with SEBI under the SEBI AIF Regulations
ASM	Additional surveillance measures
Banking Regulation Act	Banking Regulation Act, 1949
BSE	BSE Limited
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
CAGR	Compounded annual growth rate
CCI	Competition Commission of India
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account
COVID-2019/ 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
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
Companies Act, 1956	The erstwhile Companies Act, 1956 along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder
Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder
Consolidated FDI Policy	The Consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time
CrPC	Code of Criminal Procedure, 1973
CSR	Corporate Social Responsibility
DDT	Dividend Distribution Tax
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996, read with regulations framed thereunder
DIN	Director Identification Number
DP ID	Depository Participant's Identity Number
DP or Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (<i>formerly Department of Industrial Policy and Promotion</i>), GoI
EBIT	Earnings before interest and tax
ECLGS	Emergency credit line guarantee scheme
EPS	Earnings per share
ESIC	Employees' State Insurance Corporation

Term	Description
FCNR Account	Foreign currency non-resident bank account established in accordance with the provisions of FEMA
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Non-Debt Instruments Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued by the Ministry of Finance, GoI
Financial Year or FY or Fiscal or Fiscal Year	Unless states otherwise, 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
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
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
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
GAAR	General anti-avoidance rules
GoI or Government or Central Government	The Government of India
GSM	Graded surveillance measures
GST	Goods and services tax
HUF	Hindu undivided family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards of the International Accounting Standards Board
Income Tax Act	The Income-tax Act, 1961, read with the rules framed thereunder
Income Tax Rules	The Income-tax Rules, 1962
Ind AS	The Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under Companies (Indian Accounting Standard) Rules, 2015
Indian GAAP	Accounting standards notified under section 133 of the Companies Act, 2013, read with Companies (Accounting Standards) Rules, 2006 and the Companies (Accounts) Rules, 2014
IPC	Indian Penal Code, 1860
IPO	Initial public offering
IST	Indian Standard Time
IT Act	Income-tax Act, 1961
MCA	The Ministry of Corporate Affairs, Government of India
MSME	Micro, small and medium enterprise
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A.	Not applicable
NBFC-SI	A systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
NEFT	National electronic fund transfer
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs
NPCI	National Payments Corporation of India
NRI	A person resident outside India, who is a citizen of India or an overseas citizen of India cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
OCB or 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 and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
P/E Ratio	Price / earnings ratio
PAN	Permanent account number
PAT	Profit after tax
PBT	Profit before tax
PBT Margin	Profit before tax margin
PLI Scheme	Production linked incentive scheme
RBI	Reserve Bank of India

Term	Description
Regulation S	Regulation S under the U.S. Securities Act
Resident Indian	A person resident in India, as defined under FEMA
RTGS	Real time gross settlement
SCORES	SEBI Complaints Redressal System
SCRA	The Securities Contracts (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Master Circular	SEBI master circular number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI RTA Master Circular	SEBI master circular number SEBI/HO/MIRSD/MIRSD/PoD/P/CIR/2025/91 dated June 23, 2025
SEBI SBEB SE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Stock Broker Regulations	Securities and Exchange Board of India (Stock Brokers) Regulations, 1992
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Erstwhile, the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996
State Government	The government of a state in India
Stock Exchanges	Together, the BSE and NSE
STT	Securities transaction tax
TAN	Tax deduction account number
TDS	Tax deducted at source
Trade Marks Act	The Trade Marks Act, 1999
U.S. GAAP	Generally accepted accounting principles in the United States of America
U.S. QIBs	“Qualified institutional buyers” as defined in Rule 144A under the U.S. Securities Act
U.S. Securities Act	The U.S. Securities Act of 1933
USD or \$	U.S. Dollar
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations and the SEBI AIF Regulations, as the case may be
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
Year/ Calendar Year	The 12-month period ending December 31

Technical/ Industry related abbreviations

Term	Description
3PL	Third-party logistics
4PL	Fourth-party logistics
AAEC	Appreciable adverse effect on competition
AERB	Atomic Energy Regulatory Board
AC	Alternating current
AOI	Automatic optical inspection
B2B2B	Business-to-business-to-business
B2B2C	Business-to-business-to-consumer
BaaS	Battery-as-a-service
BIS	Bureau of Indian Standards
BOP	Bought out parts
CARE	CARE Analytics and Advisory Private Limited (<i>formerly known as CARE Risk Solutions Private Limited</i>)

Term	Description
CARE Report	Report titled “ <i>Industry Research Report on Electronics and Electronics Manufacturing Services Industry</i> ” dated August 2025 prepared by CARE which has been exclusively commissioned and paid for by us in connection with the Offer and will be available on our Company’s website at https://ukbelectronics.com/investor-relations/ from the date of the Red Herring Prospectus until the Bid/Offer Closing Date
CE	Conformite Europeanne
CEA	Consumer electronics and appliances
CEMILAC	Centre for Military Airworthiness and Certification
COGS	Cost of goods sold
CPE	Chlorinated polyethylene
DC	Direct current
CPE	Chlorinated polyethylene
CRM	Customer relationship management
DEKRA	Deutsche Kraftfahrzeug-Überwachungs-Verein e.V
DFMA	Design failure mode analyses
DFMEA	Design failure mode and effect analysis
DGQA	Directorate General of Quality Assurance
EBXL	Electron beam cross-linked
EMS	Electronic manufacturing services
EPR	Ethylene propylene rubber
ESSCI	Electronic Sector Skills Council of India
ETFE	Ethylene tetrafluoroethylene
EV	Electric vehicles
FMEG	Fast moving electrical goods
GCC	Gulf Cooperation Council
GNDI	Gross national disposal income
GDP	Gross domestic product
GVA	Gross value added
HRMS	Human resource management system
IC	Integrated circuit
ICF	Integrated coach factory
ICT	Information and communication technology
ISO	International organization for standardization
ISRO	Indian space research organisation
IT	Information technology
kw	Kilowatt
LCSO	Laboratory for the conservation of sculptures and objects
LED	Light emitting diode
LFH	Low fire hazard
MDSL	Mazagon Dock Shipbuilders Limited
MIDC	Maharashtra Industrial Development Corporation
NSW	New South Wales Mark
OEMs	Original equipment manufacturers
PCB	Printed circuit board
PCBAs	Printed circuit board assemblies
PFMA	Profess failure mode analyses
PI-PTFE	PI- polytetrafluoroethylene
PLI	Production linked incentive
PLM	Product lifecycle management
PPP	Power purchasing parity
PSU	Public sector undertaking
PTFE	Polytetrafluoroethylene
PVC	Poly vinyl chloride
PVC RM	Polyvinyl chloride raw material
RCDs	Residual current devices
R&D	Research and development
RDSO	Research Designs and Standards Organisation
RF	Radio frequency
SAP	Systems, applications and products in data processing
SASO	Saudi standards, metrology and quality organization
SEZ	Special economic zone
SKU	Stock keeping units
SMT	Surface mounted technology

Term	Description
TUV	Technischer Überwachungsverein, Germany, certification body for systems and products
UL	Underwriters Laboratories, USA
UV	Ultraviolet radiation
VDE	Verband der Electrotechnik, Germany - Association of electrical, electronic and information technology industries
XL-ETFE	Cross-linked ethylene tetrafluoroethylene
XLPE	Cross-linked polyethylene
XL-PTFE	Cross-linked polytetrafluoroethylene

Key operating and financial information used in this Draft Red Herring Prospectus

Term	Description
Revenue from Operations	Revenue from operations includes revenue from sale of products and services and other operating revenue
EBITDA	EBITDA is calculated as profit before tax plus depreciation and amortization expense plus finance cost less other income
EBITDA Margin (%)	EBITDA margin is calculated as EBITDA divided by Revenue from Operations
PAT	PAT means profit after tax for the year
PAT Margin (%)	PAT margin is calculated as PAT divided by total income. Total income is calculated as Revenue from Operations plus other income
Return on Net Worth	Return on net worth is calculated as PAT divided by net worth. Net worth represents 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, derived from Restated Financial Information, but does not include reserves created out of revaluation of assets and amalgamation
Return on Capital Employed	Return on capital employed is calculated as EBIT divided by capital employed. EBIT is calculated as profit before tax plus finance cost less other income. Capital employed is calculated as net worth plus non-current borrowings
Net Debt to EBITDA	Net Debt to EBITDA ratio is calculated as net debt divided by EBITDA. Net debt is calculated as non-current borrowings plus current borrowing less cash and cash equivalents
Net Debt to Equity	Net debt to equity ratio is calculated as Net Debt divided by net worth. Net debt is calculated as non-current borrowings plus current borrowing less cash and cash equivalents
Net Working Capital Days	Net working capital days is calculated as inventory days plus receivable days less payable days. Inventory days is calculated as (closing inventory / COGS) * 365. Receivable days is calculated as (closing trade receivables / Revenue from Operations) * 365. Payable days is calculated as (closing trade payables / COGS) * 365. COGS is calculated as cost of materials consumed plus changes in inventories of finished goods, stock-in-trade and work-in-progress plus purchases of stock-in-trade
Gross Fixed Asset Turnover Ratio	Gross fixed asset turnover ratio is calculated as Revenue from Operations divided by closing gross block. Gross block represents the total cost of all property plant and equipment
Revenue by Sector	Revenue by sector has been computed based on data extracted from the sales register
Revenue by Geography	Revenue by geography has been computed based on data extracted from the sales register

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

Certain Conventions

All references in this Draft Red Herring Prospectus to ‘India’ are to the Republic of India and all references herein to the “US”, the “U.S.”, the “U.S.A.” or the “United States” are to the United States of America.

All references herein to the ‘Government’, ‘Indian Government’, ‘GoI’, ‘Central Government’ or the ‘State Government’ are to the Government of India, central or state, as applicable.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time and all references to page numbers in this Draft Red Herring Prospectus are to page numbers of this Draft Red Herring Prospectus.

Financial and Other Data

Unless stated or the context requires otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus are derived from our Restated Financial Information. The Restated Financial Information comprises the restated statement of assets and liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the restated statement of profit and loss (including other comprehensive income), the restated statement of cash flows and restated statement of changes in equity for the Fiscals 2025, 2024 and 2023, along with the statement of material accounting policies, and other explanatory information prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI.

For further information of our Company’s financial information, please see “**Restated Financial Information**” on page 340.

There are significant differences between Indian GAAP, Ind AS, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. 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 financial data. Accordingly, 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, Ind AS, 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. For details, see “**Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition**” on page 70.

Our Company’s Financial Year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year. Accordingly, all references to a particular Fiscal or Financial Year are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar 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.

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 place and all percentage figures have been rounded off to two decimal places. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Red Herring Prospectus as rounded-off to such number of decimal points as provided in such 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**” on pages 34, 258 and 408, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of amounts derived from the Restated Financial Information.

Non-Generally Accepted Accounting Principles Financial Measures

This Draft Red Herring Prospectus contains certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA Margin, PAT Margin, Return on Net Worth, Return on Capital Employed, Net Debt to EBITDA, Net Debt to Equity, Net Working Capital Days, Gross Fixed Asset Turnover Ratio and certain other statistical information relating to our operations and financial performance (together, “**Non-GAAP Measures**”) that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or U.S. GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP. We compute and disclose such non-Indian GAAP financial 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-Indian GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard 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. For the risks relating to our Non-GAAP Measures, see “**Risk Factors – We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operations and financial performance in this Draft Red Herring Prospectus that are subject to inherent measurement challenges. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial, or industry-related statistical information of similar nomenclature computed and presented by other companies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool for investors and there can be no assurance that there will not be any issues or such tools will be accurate going forward**” on page 68.

Industry and Market Data

Unless stated otherwise, the industry and market data used in this Draft Red Herring Prospectus has been derived from industry publications, in particular, the report titled “*Industry Research Report on Electronics and Electronics Manufacturing Services Industry*” dated August 2025 (“**CARE Report**”) prepared and issued by CARE Analytics and Advisory Private Limited (“**CARE**”), appointed by us pursuant to an engagement letter dated April 1, 2025 and exclusively commissioned and paid for by us in connection with the Offer. CARE is an independent agency which has no relationship with our Company, our Promoters (including Promoter Selling Shareholder), members of the Promoter Group, any of our Directors, our Key Managerial Personnel, our Senior Management or the BRLMs. For risks in relation to commissioned reports, see “**Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the CARE Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks**” on page 67.

CARE *vide* letter dated September 1, 2025, has accorded their no objection and consent to use the CARE Report, in full or in part, in relation to the Offer.

The CARE Report will be available on the website of our Company at <https://ukbelectronics.com/investor-relations/> from the date of the Red Herring Prospectus until the Bid/Offer Closing Date and has also been included in “**Material Contracts and Documents for Inspection – Material Documents**” on page 528.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. Accordingly, no investment decision should be made solely on the basis of such information. Further, industry sources and publications are also prepared based on information as of a specific date and may no longer be current or reflect current trends.

The extent to which industry and market data set forth in this Draft Red Herring Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions

and is subject to change based on various factors, including those disclosed in “**Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the CARE Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks**” on page 67.

In accordance with the SEBI ICDR Regulations, the section “**Basis for Offer Price**” on page 135, includes information relating to our peer company and industry averages. Such information has been derived from publicly available sources. Such industry sources and publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base this information on estimates and assumptions that may prove to be incorrect.

Currency and Units of Presentation

All references to:

- “Rupee(s)”, “Rs.” or “₹” or “INR” are to Indian Rupees, the official currency of the Republic of India;
- “U.S. Dollar(s)” or “USD” or “US Dollar” are to United States Dollars, the official currency of the United States of America;
- “€” or “EUR” are to the Euro, which is the official currency of the European Union;
- “KRW” are to the South Korean Won, the official currency of South Korea; and
- “Chinese Yuan” or “CNY” or “¥” are to the Chinese Yuan Renminbi, the official currency of the People’s Republic of China.

All the figures in this Draft Red Herring Prospectus have been presented in million or in whole numbers where the numbers have been too small to present in million unless stated otherwise. One million represents 10 lakhs or 1,000,000, one billion represents 1,000 million and one trillion represents 1,000 billion. Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to two decimal points. 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 figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third-party industry sources may be expressed in denominations other than million 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 contains conversion of certain other currency amount into Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These conversions should not be considered as a representation that these currency amounts have been, could have been or can be converted into Rupees at any particular rate, the rates stated below or at all.

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

Currency	Exchange rate as on		
	March 31, 2025	March 31, 2024	March 31, 2023
USD	85.58	83.37	82.22
EUR	92.32	90.22	89.61
KRW	0.06	0.06	0.06
CNY	11.76	11.54	11.95

Source: www.fbil.org.in and www.xe.com

Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements”. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward looking statements, which may include statements with respect to our business strategy, our revenue and profitability, our goals and other such matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. These forward-looking statements generally can be identified by words or phrases such as “*aim*”, “*anticipate*”, “*believe*”, “*goal*”, “*expect*”, “*estimate*”, “*intend*”, “*likely to*”, “*objective*”, “*plan*”, “*projected*”, “*should*”, “*will*”, “*will continue*”, “*seek to*”, “*will pursue*” or other words or phrases of similar import. Similarly, statements that describe our expected financial conditions, results of operations, strategies, objectives, prospects, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements. All forward-looking statements whether made by us or any third parties in this Draft Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and 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 the forward-looking statements due to risks or uncertainties associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company has businesses 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 and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, changes in the competitive landscape, the performance of the financial markets in India and globally, incidence of any natural calamities and/or acts of violence, changes in laws, regulations and taxes and changes in competition in our industry.

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

- Our business largely depends upon our top 10 customers which contributed to 67.08%, 72.40% and 73.65% of our Revenue from Operations in Fiscals 2025, 2024 and 2023. The loss of any of these customers could have an adverse effect on our business, financial condition, results of operations and cash flows;
- We derive a significant portion of our revenue from the sale of our product offerings in our home appliances and consumer electronics sector. Our aggregate revenue from the home appliances and consumer electronics sector accounted for 94.52%, 97.53% and 99.86% of our Revenue from Operations in Fiscals 2025, 2024 and 2023. Our inability to anticipate and adapt to evolving demand for our product offerings or ensure product quality may adversely impact demand for such product offerings and consequently our business, results of operations, financial condition and cash flows;
- A significant portion of our revenue is derived from the sale of our products namely electronic distribution systems and appliance cord assemblies. Any inability to maintain or grow the demand for these products may adversely affect our business, financial condition, results of operations;
- 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;
- We do not have long term agreements with our suppliers for our raw materials and volatility in raw material prices and shortages or disruption in their supply could adversely affect our business, results of operations, financial condition and cash flows;
- Sambhav Tayal, who has been identified as a member of the promoter group has not provided information regarding himself nor any of the entities related to him. All information in relation to Sambhav Tayal and Sambhav Kumar & Sons (HUF) disclosed in the Draft Red Herring Prospectus has been sourced from publicly available information;
- We have significant working capital requirements and if we experience insufficient cash flows or are unable to access suitable financing to meet working capital requirements, our business, financial condition and results of operations could be adversely affected;

- Our business is dependent on the performance of certain industries, particularly home appliances and consumer electronics and strategic electronics, both in the Indian and overseas markets. Any adverse changes in the conditions affecting these industries can adversely impact our business, results of operations, cash flows and financial condition;
- We intend to expand our product portfolios to include several new product lines that serve critical functions in modern appliances. Our plans to expand our product portfolio may not be successful and may expose us to additional risks and uncertainties, which could adversely affect our business, results of operations and financial condition; and
- We are subject to strict performance requirements, including, but not limited to, quality and delivery, by our customers, and any failure by us to comply with these performance requirements may lead to the cancellation of existing and future orders, recalls or warranty and liability claims.

For a further discussion on factors that could cause our actual results to differ from our expectations, see “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 34, 258 and 408, respectively.

Forward-looking statements reflect our 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 Promoters, our Directors, the Promoter Selling Shareholders, the Book Running Lead Managers, 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. There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

In accordance with regulatory requirements of SEBI and as prescribed under applicable law, our Company will ensure that investors in India are informed of material developments from the date of filing of the Red Herring Prospectus until the date of listing and trading approvals by the Stock Exchanges. In accordance with the requirements of SEBI and as prescribed under the applicable law, each of the Promoter Selling Shareholders will, severally and not jointly, ensure (through our Company and the BRLMs) that investors are informed of material developments in relation to the statements and undertakings specifically undertaken or confirmed by them in the Red Herring Prospectus until the receipt of final listing and trading approvals for the Equity Shares pursuant to the Offer. Only statements and undertakings which are specifically confirmed or undertaken by each of the Promoter Selling Shareholders to the extent of information pertaining to themselves and/or their respective portion of the Offered Shares, as the case may be, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Promoter Selling Shareholder.

SUMMARY OF THE OFFER DOCUMENT

This section is a general summary 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”, “The Offer”, “Capital Structure”, “Objects of the Offer”, “Industry Overview”, “Our Business”, “Financial Information”, “Outstanding Litigation and Material Developments”, “Offer Procedure” and “Main Provisions of the Articles of Association” beginning on pages 34, 78, 93, 121, 153, 258, 340, 443, 480 and 502, respectively, of this Draft Red Herring Prospectus.

Summary of our primary business

We are an integrated electronic manufacturing services (“EMS”) provider with end-to-end capabilities in product design, prototyping and manufacturing electronic and electrical products and solutions. Our key diversified product portfolio groups in EMS are broadly divided into two categories, (i) home appliances and consumer electronics, which includes manufacturing of products which are used in various electrical and home appliances such as appliance cord assemblies, electronic distribution systems, printed circuit board assemblies, remotes etc.; and (ii) strategic electronics, which includes manufacturing of products which are used in various strategic electronics sector such as e-mobility products, including cables, charging guns, and chargers, specialized cables, including LFH, EBXL, silicone, XLPE, degaussing, thermocouple, communication, ground communication and control, and signal cables, teflon cables, speciality cables and electronic distribution system, and cords assemblies etc.

For further information, see “**Our Business**” on page 258.

Summary of the industry in which we operate

India’s electronics market has witnessed remarkable growth between Fiscal 2020 and Fiscal 2025, with market size increasing from USD 97 billion to USD 191 billion. Looking ahead, the market is projected to reach USD 453 billion by Fiscal 2030, driven by key government programs such as the PLI scheme and “Make in India”, which aim to strengthen domestic manufacturing and reduce import dependence. (Source: CARE Report) Indian electronic market is divided into two segments Business to Business (“**B2B2B**”) and Business to Consumer (“**B2B2C**”). According to CARE Report, in Fiscal 2025, the B2B2C segment dominated with a 55% share of the Indian electronic market, driven by several factors such as an expanding middle class and growing consumer affluence. The B2B2C segment, the market grew at a CAGR of 14% between Fiscal 2020 and Fiscal 2025 and is further expected to accelerate to a CAGR of around 19% during Fiscal 2025 to Fiscal 2030. On the other hand, the B2B2B segment accounted for 45% of the market, reflecting the significant technological investments being made by Indian businesses. The B2B2B segment, the market grew at a CAGR of about 15% from Fiscal 2020 to Fiscal 2025, and is expected to rise at a higher CAGR of about 19% between Fiscal 2025 and Fiscal 2030. Key products driving B2B2B growth include wiring harnesses, connectors, relays, cable assemblies, power cords, and customized electronic components. (Source: CARE Report)

Some of the key players in the electronic manufacturing segments includes Kaynes Technologies Limited, Avalon Technologies Limited, Dixon Technologies (India) Limited, PG Electroplast limited and Amber Enterprises India Limited. For further information, see “**Industry Overview**” on page 153.

Our Promoters

The Promoters of our Company are Manoj Tayal, Vinay Kumar Tayal, Manik Tayal and Pradeep Kumar Tayal. For further details, see “**Our Promoters and Promoter Group**” on page 332.

Offer Size

The following table summarizes the details of the Offer. For further details, see “**The Offer**” and “**Offer Structure**” on pages 78 and 475, respectively.

Offer⁽¹⁾⁽²⁾	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹8,000 million
which includes	
Fresh Issue⁽¹⁾⁽³⁾	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹4,000 million

Offer for Sale ⁽²⁾	Name of the Promoter Selling Shareholder	Equity Shares offered
	Manoj Tayal	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹1,350 million
	Vinay Kumar Tayal	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹1,350 million
	Manik Tayal	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹1,300 million
The Offer consists of:		
Employee Reservation Portion⁽⁴⁾	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	
Net Offer	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	

⁽¹⁾ Our Board has authorised the Offer pursuant to its resolution dated August 11, 2025 and our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated August 12, 2025.

⁽²⁾ Our Board has taken on record the consent for the Offer for Sale by the Promoter Selling Shareholders pursuant to its resolution dated September 1, 2025. Each of the Promoter Selling Shareholders, severally and not jointly, confirm that their respective portion of the Offered Shares have been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations or are otherwise eligible for being offered for sale in the Offer in accordance with the provisions of the SEBI ICDR Regulations. Each of the Promoter Selling Shareholders have, severally and not jointly, authorized the inclusion of their respective portion of the Offered Shares in the Offer for Sale. For details of authorizations received for the Offer for Sale, see “**Other Regulatory and Statutory Disclosures - Authority for the Offer**” on page 454.

⁽³⁾ Our Company, in consultation with the Book Running Lead Managers, may consider an issue of specified securities, aggregating up to ₹800 million, 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 BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects prior to completion of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety).

⁽⁴⁾ In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of undersubscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital.

For details, see “**Other Regulatory and Statutory Disclosures**” on page 454.

The Offer and Net Offer would constitute [●]% and [●]%, respectively, of the post-Offer paid-up Equity Share capital of our Company. For further details, see “**The Offer**” and “**Offer Structure**” beginning on pages 78 and 475, respectively.

Objects of the Offer

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

Sr. No	Particulars	Estimated amount ⁽¹⁾ (in ₹ million)
1.	Pre-payment or re-payment, in full or in part, of certain outstanding borrowings availed by our Company	2,212.76
2.	Purchase of plant and machinery for our existing Manufacturing Facilities	805.79
3.	General corporate purposes ⁽²⁾	[●]
	Total⁽²⁾	[●]

⁽¹⁾ Our Company, in consultation with the Book Running Lead Managers, may consider an issue of specified securities, aggregating up to ₹800 million, 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 BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects prior to completion of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus

and Prospectus. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety).

- (2) To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Fresh Issue, in accordance with SEBI ICDR Regulations.

For further details, see “**Objects of the Offer**” on page 121.

Aggregate pre-Offer shareholding of our Promoters, members of our Promoter Group and Promoter Selling Shareholders

The aggregate pre-Offer Equity shareholding and percentage of the pre-Offer paid-up Equity Share capital, of each of our Promoters, members of our Promoter Group and Promoter Selling Shareholders as on the date of this Draft Red Herring Prospectus is set forth below:

Name	Pre-Offer		Post-Offer ⁽¹⁾	
	Number of Equity Shares of face value of ₹2 each (I)	Percentage of pre- Offer Equity Share capital (%) (II=I/C)	Number of Equity Shares of face value of ₹2 each (I)	Percentage of post- Offer Equity Share capital (%) (II=I/C)
Promoters				
Manoj Tayal ⁽²⁾	76,164,925	25.85	[●]	[●]
Vinay Kumar Tayal ⁽²⁾	76,164,925	25.85	[●]	[●]
Manik Tayal ⁽²⁾	66,292,500	22.50	[●]	[●]
Pradeep Kumar Tayal	66,298,500	22.50	[●]	[●]
Total (A)	284,920,850	96.70	[●]	[●]
Promoter Group (other than Promoters)				
Santosh Goyal	2,209,950	0.75%	[●]	[●]
Kamlesh	2,209,950	0.75%	[●]	[●]
Ruchi Garg	2,209,950	0.75%	[●]	[●]
Nikita Mittal	1,473,300	0.50%	[●]	[●]
Nitya Tayal Family Trust	1,473,300	0.50%	[●]	[●]
Manoj Tayal Family Trust	3,000	Negligible	[●]	[●]
Renu Tayal Family Trust	3,000	Negligible	[●]	[●]
Vinay Tayal Family Trust	3,000	Negligible	[●]	[●]
Juhi Tayal Family Trust	3,000	Negligible	[●]	[●]
Manik Tayal Family Trust	3,000	Negligible	[●]	[●]
Sonakshi Tayal Family Trust	3,000	Negligible	[●]	[●]
Total (B)	9,594,450	3.25	[●]	[●]
Total (C=A+B)	294,515,300	99.95	[●]	[●]

⁽¹⁾ Subject to completion of the Offer and finalization of the Allotment.

⁽²⁾ Also, the Promoter Selling Shareholder.

For further details, see “**Capital Structure**” beginning on page 93.

Shareholding of our Promoters, members of our Promoter Group and additional top 10 Shareholders of our Company

The aggregate Equity shareholding and percentage of the pre-Offer paid-up Equity Share capital and post-Offer Equity shareholding, of each of our Promoters, members of our Promoter Group and additional top 10 Shareholders of our Company is set forth below:

Name	Pre-Offer shareholding as on the date of the Price Band advertisement		Post-Offer shareholding as at Allotment ⁽¹⁾			
	Number of Equity Shares of face value of ₹2 each	Percentage of pre- Offer Equity Share capital (%)	At the lower end of the price band (₹ ●)		At the upper end of the price band (₹ ●)	
			Number of Equity Shares of face value of ₹2 each	Percentage of Equity Share capital (%)	Number of Equity Shares of face value of ₹2 each	Percentage of Equity Share capital (%)
Promoters						
Manoj Tayal ⁽²⁾		●	●	●	●	●
Vinay Kumar Tayal ⁽²⁾		●	●	●	●	●

Name	Pre-Offer shareholding as on the date of the Price Band advertisement		Post-Offer shareholding as at Allotment ⁽¹⁾			
	Number of Equity Shares of face value of ₹2 each	Percentage of Equity Share capital (%)	At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
			Number of Equity Shares of face value of ₹2 each	Percentage of Equity Share capital (%)	Number of Equity Shares of face value of ₹2 each	Percentage of Equity Share capital (%)
Manik Tayal ⁽²⁾	[●]	[●]	[●]	[●]	[●]	[●]
Pradeep Kumar Tayal	[●]	[●]	[●]	[●]	[●]	[●]
Total (A)	[●]	[●]	[●]	[●]	[●]	[●]
Promoter Group (other than Promoters)						
Santosh Goyal	[●]	[●]	[●]	[●]	[●]	[●]
Kamlesh	[●]	[●]	[●]	[●]	[●]	[●]
Ruchi Garg	[●]	[●]	[●]	[●]	[●]	[●]
Nikita Mittal	[●]	[●]	[●]	[●]	[●]	[●]
Nitya Tayal Family Trust	[●]	[●]	[●]	[●]	[●]	[●]
Manoj Tayal Family Trust	[●]	[●]	[●]	[●]	[●]	[●]
Renu Tayal Family Trust	[●]	[●]	[●]	[●]	[●]	[●]
Vinay Tayal Family Trust	[●]	[●]	[●]	[●]	[●]	[●]
Juhi Tayal Family Trust	[●]	[●]	[●]	[●]	[●]	[●]
Manik Tayal Family Trust	[●]	[●]	[●]	[●]	[●]	[●]
Sonakshi Tayal Family Trust	[●]	[●]	[●]	[●]	[●]	[●]
Total (B)	[●]	[●]	[●]	[●]	[●]	[●]
Top 10 shareholders of our Company (other than Promoters and Promoter Group)						
Kamal Bhargava	[●]	[●]	[●]	[●]	[●]	[●]
Mohd Zakir	[●]	[●]	[●]	[●]	[●]	[●]
Atul Singhal	[●]	[●]	[●]	[●]	[●]	[●]
Ajay Kumar Singhal	[●]	[●]	[●]	[●]	[●]	[●]
Ankur Goyal	[●]	[●]	[●]	[●]	[●]	[●]
Babli Devi	[●]	[●]	[●]	[●]	[●]	[●]
Mukesh Mittal	[●]	[●]	[●]	[●]	[●]	[●]
Mukul Mittal	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total (C)	[●]	[●]	[●]	[●]	[●]	[●]
Total (A+B+C)	[●]	[●]	[●]	[●]	[●]	[●]

⁽¹⁾ Subject to finalization of the Basis of Allotment.

⁽²⁾ Also, the Promoter Selling Shareholder.

Summary of Selected Financial Information derived from our Restated Financial Information

The summary of selected financial information of the Company derived from the Restated Financial Information is set forth below:

Particulars	(₹ in million, except otherwise mentioned)		
	Fiscal 2025	Fiscal 2024	Fiscal 2023
Equity Share capital	98.22	98.22	62.22
Net worth ⁽¹⁾	2,043.79	1,584.79	1,281.32
Revenue from operations	7,872.71	5,793.66	5,295.46
Profit after tax	460.18	267.48	191.77
Basic EPS (₹ per share) ⁽²⁾	1.56	0.91	1.03
Diluted EPS (₹ per share) ⁽³⁾	1.56	0.91	0.65
Net asset value per equity share (₹ per share) ⁽⁴⁾	6.94	5.38	4.35
Total borrowings ⁽⁵⁾	2,338.23	1,807.27	1,829.92

Notes:

- (1) 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, derived from the Restated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
- (2) Basic earnings per share (₹) is calculated as restated net profit after tax, for the year attributable to equity shareholders divided by weighted average number of equity shares outstanding during the year (after considering the effects of split and bonus issue of shares).
- (3) Diluted earnings per share (₹) is calculated as restated net profit after tax for the year attributable to equity shareholders divided by weighted average number of diluted equity shares attributable to equity shareholders (after considering the effects of split and bonus issue of shares).
- (4) Net asset value per equity share (₹) is net asset value per equity share has been computed as net assets (total assets minus total liabilities, excluding revaluation reserves) divided by the number of equity shares outstanding as at the year-end.
- (5) Total borrowings are aggregate of non-current borrowings, current maturities of non-current borrowings and current borrowings.

For further details, see “**Restated Financial Information**” on page 340.

Qualifications of the auditors which have not been given effect to in the Restated Financial Information

The Statutory Auditors have not made any qualifications in their examination report, which have not been given effect to in the Restated Financial Information. For details in relations to the qualifications of the Statutory Auditors, see “**Risk Factor - Our Statutory Auditors have included certain matters of emphasis and other matters in the examination report issued in connection with the Restated Financial Information**” on page 54.

Summary of outstanding litigation and material developments

A summary of outstanding litigation proceedings involving our Company, our Promoters and our Directors, as disclosed in this Draft Red Herring Prospectus as per the Materiality Policy, is provided below.

Category of individuals/entities	Criminal proceedings	Tax proceedings	Statutory or regulatory actions	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigation as per the Materiality Policy	Aggregate amount involved* (₹ in million)
Company						
By our Company	3	N.A.	N.A.	N.A.	1	72.63
Against our Company	Nil	6	2	N.A.	Nil	64.06
Directors						
By our Directors	Nil	N.A.	N.A.	N.A.	Nil	N.A.
Against our Directors	Nil	Nil	Nil	N.A.	Nil	N.A.
Promoters						
By our Promoters	Nil	N.A.	N.A.	N.A.	Nil	N.A.
Against our Promoters	Nil	Nil	Nil	Nil	Nil	N.A.

* To the extent quantifiable.

A summary of outstanding criminal proceedings and statutory or regulatory actions involving our Key Managerial Personnel and Senior Management, as disclosed in this Draft Red Herring Prospectus, is provided below:

Category of individuals	Criminal proceedings	Statutory or regulatory actions	Aggregate amount involved (₹ in million)
By our Key Managerial Personnel and Senior Management	Nil	Nil	N.A.
Against our Key Managerial Personnel and Senior Management	Nil	Nil	N.A.

As on the date of this Draft Red Herring Prospectus, our Company does not have any group company.

For further details of the outstanding litigation proceedings, see “**Outstanding Litigation and Material Developments**” beginning on page 443.

Risk Factors

Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. Details of our top 10 risk factors are set forth below:

- Our business largely depends upon our top 10 customers which contributed to 67.08%, 72.40% and 73.65% of our Revenue from Operations in Fiscals 2025, 2024 and 2023. The loss of any of these customers could have an adverse effect on our business, financial condition, results of operations and cash flows;
- We derive a significant portion of our revenue from the sale of our product offerings in our home appliances and consumer electronics sector. Our aggregate revenue from the home appliances and consumer electronics sector accounted for 94.52%, 97.53% and 99.86% of our Revenue from Operations in Fiscals 2025, 2024 and 2023. Our inability to anticipate and adapt to evolving demand for our product offerings or ensure product quality may adversely impact demand for such product offerings and consequently our business, results of operations, financial condition and cash flows;
- A significant portion of our revenue is derived from the sale of our products namely electronic distribution systems and appliance cord assemblies. Any inability to maintain or grow the demand for these products may adversely affect our business, financial condition, results of operations;
- 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;
- We do not have long term agreements with our suppliers for our raw materials and volatility in raw material prices and shortages or disruption in their supply could adversely affect our business, results of operations, financial condition and cash flows;
- Sambhav Tayal, who has been identified as a member of the promoter group has not provided information regarding himself nor any of the entities related to him. All information in relation to Sambhav Tayal and Sambhav Kumar & Sons (HUF) disclosed in the Draft Red Herring Prospectus has been sourced from publicly available information;
- We have significant working capital requirements and if we experience insufficient cash flows or are unable to access suitable financing to meet working capital requirements, our business, financial condition and results of operations could be adversely affected;
- Our business is dependent on the performance of certain industries, particularly home appliances and consumer electronics and strategic electronics, both in the Indian and overseas markets. Any adverse changes in the conditions affecting these industries can adversely impact our business, results of operations, cash flows and financial condition;
- We intend to expand our product portfolios to include several new product lines that serve critical functions in modern appliances. Our plans to expand our product portfolio may not be successful and may expose us to additional risks and uncertainties, which could adversely affect our business, results of operations and financial condition; and
- We are subject to strict performance requirements, including, but not limited to, quality and delivery, by our customers, and any failure by us to comply with these performance requirements may lead to the cancellation of existing and future orders, recalls or warranty and liability claims.

For details, see “**Risk Factors**” beginning on page 34.

Summary of contingent liabilities

The following is a summary table of our contingent liabilities as per Ind AS 37 as on March 31, 2025 as indicated in our Restated Financial Information.

		(₹ in million)
Contingent liabilities		As at March 31, 2025
(a)	Claims not acknowledged as debts	
-	Income tax	17.35
-	Provident fund ⁽²⁾	22.86

Contingent liabilities	As at March 31, 2025
(b) Letter of credit	202.83
(c) Bank guarantee issued in favour of others	15.47
Total	258.51

- (1) The various matters are subject to legal proceedings in the ordinary course of business. The legal proceeding when ultimately conclude will not, in the opinion of management, result to have a material effect on the operations or the financial position of our Company.
- (2) Our Company has received a show cause notice and inspection report dated November 7, 2019 and October 14, 2022 in two separate matters from the Provident Fund Department amounting to ₹14.66 million and ₹8.20 million respectively. Our Company has submitted its reply to the authorities, and the matter is currently pending adjudication and clarifications.
Based on management's assessment, the economic outflow in these cases is remote. Accordingly, no provision has been made in the restated financial information.
- (3) There has been a Supreme Court (SC) judgement dated February 28, 2019, relating to components of salary structure that need to be taken into account while computing the contribution to provident fund under the EPF Act. There are interpretative aspects related to the Judgement including the effective date of application. Pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, was not ascertainable and consequently no effect was given in the books of account.
- (4) The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post- employment benefits has been notified in the Official Gazette on 29th September 2020. The draft rules have been released on November 13, 2020 and suggestions have been invited from stakeholders which are under consideration by the Ministry. The impact of the change will be assessed and accounted in the period in which said rules are notified for implementation.

For further details, please see “**Restated Financial Information – Note 37 - Contingent Liabilities**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 391 and 408, respectively.

Summary of related party transactions

The following is the summary of transactions with related parties for the for the Fiscals 2025, 2024 and 2023, as per the requirements under Ind AS 24, derived from the Restated Financial Information.

(₹ in million)								
Related parties with whom transactions have taken place	Nature of relationship	Nature of transaction	Fiscal 2025	% of Revenue from Operations	Fiscal 2024	% of Revenue from Operations	Fiscal 2023	% of Revenue from Operations
BB Transport Company	Entities which management personnel have significant influence	on Services key received	4.92	0.06%	3.06	0.05%	3.27	0.06%
Arun Kumar Tayal	Relative the Directors	of Interest paid	-	-	-	-	3.10	0.06%
Pradeep Kumar Tayal	Relative the Directors	of Interest paid	-	-	0.48	0.01%	2.70	0.05%
Manoj Tayal	Relative the Directors	of Interest paid	-	-	0.42	0.01%	2.49	0.05%
Vinay Kumar Tayal	Relative the Directors	of Interest paid	-	-	0.31	0.01%	1.73	0.03%
Nutan Tayal	Relative the Directors	of Interest paid	-	-	-	-	0.74	0.01%
Meenu Tayal	Relative the Directors	of Interest paid	-	-	0.08	-	0.25	0.00%
Renu Tayal	Relative the Directors	of Interest paid	3.38	0.04%	4.15	0.07%	5.42	0.10%
Juhi Tayal	Relative the Directors	of Interest paid	-	-	0.65	0.01%	3.63	0.07%

Related parties with whom transactions have taken place	Nature of relationship	Nature of transaction	Fiscal 2025	% of Revenue from Operations	Fiscal 2024	% of Revenue from Operations	Fiscal 2023	% of Revenue from Operations
Nikita Mittal	Relative the Directors	of Interest paid	-	-	-	-	0.01	0.00%
Vinay Kumar Tayal	Relative the Directors	of Unsecured loan received	-	-	-	-	7.50	0.14%
Arun Kumar Tayal	Relative the Directors	of Unsecured loan repaid	-	-	-	-	53.77	1.02%
Pradeep Kumar Tayal	Relative the Directors	of Unsecured loan repaid	-	-	32.36	0.56%	-	-
Manoj Tayal	Relative the Directors	of Unsecured loan repaid	-	-	28.65	0.49%	1.80	0.03%
Vinay Kumar Tayal	Relative the Directors	of Unsecured loan repaid	-	-	20.95	0.36%	7.50	0.14%
Meenu Tayal	Relative the Directors	of Unsecured loan repaid	-	-	2.99	0.05%	-	-
Nutan Tayal	Relative the Directors	of Unsecured loan repaid	-	-	-	-	12.86	0.24%
Juhi Tayal	Relative the Directors	of Unsecured loan repaid	-	-	43.61	0.75%	-	-
Renu Tayal	Relative the Directors	of Unsecured loan repaid	8.73	0.11%	15.77	0.27%	5.80	0.11%
Nikita Mittal	Relative the Directors	of Unsecured loan repaid	-	-	-	-	0.09	0.00%
Sambhav Tayal	Relative the Directors	of Rent paid	12.43	0.16%	8.68	0.15%	-	-
Sambhav Tayal	Relative the Directors	of Sale of land and building	-	-	126.30	2.18%	-	-
Pradeep Kumar Tayal	Director	Remuneration	-	-	-	-	5.68	0.00%
Arun Tayal	Director	Remuneration	-	-	-	-	5.68	0.00%

For details of the related party transactions in accordance with Ind AS 24, see “**Restated Financial Information – Note 38 - Related party disclosures**” on page 392.

Financing arrangements

There have been no financing arrangements whereby our Promoters, members of our 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.

Details of price at which equity shares were acquired by our Promoters, members of the Promoter Group, Promoter Selling Shareholders and Shareholders with right to nominate directors or other rights in the last three years preceding the date of this Draft Red Herring Prospectus

There are no Shareholders with right to nominate directors or other rights in our Company. Set out below are details of the price at which equity shares were acquired by the Promoters, members of the Promoter Group, Promoter Selling Shareholders in the last three years preceding the date of this Draft Red Herring Prospectus:

Name of acquirer / shareholder	Nature of the transaction	Face value (in ₹) ⁽¹⁾	Date of acquisition	Number of equity shares acquired	Acquisition price per equity share (in ₹) ⁽²⁾
Promoters					
Manoj Tayal	140,000 equity shares were transferred by Renu Tayal by way of gift	10	October 1, 2022	140,000	Nil
Manoj Tayal	50 equity shares were transferred by Manoj Kumar and Sons (HUF) by way of gift	10	October 1, 2022	50	Nil
Manoj Tayal	254,390 equity shares were transferred by Arun Kumar Tayal by way of gift	10	January 30, 2023	254,390	Nil
Manoj Tayal	Pursuant to the Scheme of Amalgamation ⁽³⁾	10	October 16, 2023	508,060	N.A.
Manoj Tayal	Bonus issue as on record date i.e. May 7, 2025 in the ratio of five Equity Shares for every one Equity Share held	2	July 15, 2025	62,615,250	N.A.
Manoj Tayal	1,029,625 Equity shares were transferred by Vinay Kumar Tayal by way of gift	2	July 25, 2025	1,029,625	Nil
Vinay Kumar Tayal	162,730 equity shares were transferred by Manoj Tayal by way of gift	10	October 1, 2022	162,730	Nil
Vinay Kumar Tayal	50 equity shares were transferred by Vinay Kumar & Sons HUF by way of gift	10	October 1, 2022	50	Nil
Vinay Kumar Tayal	843,710 equity shares were transferred by Arun Kumar Tayal by way of gift	10	January 30, 2023	843,710	Nil
Vinay Kumar Tayal	Pursuant to Scheme of Amalgamation ⁽³⁾	10	October 16, 2023	560,500	N.A.
Vinay Kumar Tayal	Bonus issue as on record date i.e. May 7, 2025 in the ratio of five Equity Shares for every one Equity Share held	2	July 15, 2025	72,367,250	N.A.
Manik Tayal	50 equity shares were transferred by Manik Tayal & Sons HUF by way of gift	10	October 1, 2022	50	Nil
Manik Tayal	82,630 equity shares were transferred by Shakuntala Devi by way of gift	10	October 1, 2022	82,630	Nil
Manik Tayal	156,280 equity shares were transferred by Nutan Tayal by way of gift	10	January 30, 2023	156,280	Nil
Manik Tayal	50 equity shares were transferred by Sambhav Tayal by way of gift	10	January 30, 2023	50	Nil
Manik Tayal	Pursuant to the Scheme of Amalgamation ⁽³⁾	10	October 16, 2023	1,970,940	N.A.
Manik Tayal	Bonus issue as on record date i.e. May 7, 2025 in the ratio of five Equity Shares for every one Equity Share held	2	July 15, 2025	55,248,750	N.A.
Pardeep Kumar Tayal	28,660 equity shares were transferred by Manoj Tayal by way of gift	10	October 1, 2022	28,660	Nil
Pardeep Kumar Tayal	50 equity shares were transferred by Pradeep Kumar and Sons HUF by way of gift	10	October 1, 2022	50	Nil
Pradeep Kumar Tayal	156,170 equity shares were transferred by Arun Kumar Tayal by way of gift	10	January 30, 2023	156,170	Nil
Pradeep Kumar Tayal	2,209,950 equity shares were transferred by Aayush Tayal by way of gift	10	May 7, 2025	2,209,950	Nil
Pradeep Kumar Tayal	Bonus issue as on record date i.e. May 7, 2025 in the ratio of five Equity Shares for every one Equity Share held	2	July 15, 2025	55,248,750	N.A.

Name of acquirer / shareholder	Nature of the transaction	Face value (in ₹) ⁽¹⁾	Date of acquisition	Number of equity shares acquired	Acquisition price per equity share (in ₹) ⁽²⁾
Pradeep Kumar Tayal	1,473,300 Equity shares were transferred by Vinay Kumar Tayal by way of gift	2	July 28, 2025	1,437,300	Nil
Promoter Group					
Aayush Tayal	4,370 equity shares were transferred by Shakuntala Devi by way of gift	10	October 1, 2022	4,370	Nil
Aayush Tayal	14,88,910 equity shares were transferred by Pradeep Kumar Tayal by way of gift	10	October 1, 2022	14,88,910	Nil
Aayush Tayal	156,170 equity shares were transferred by Pradeep Kumar Tayal by way of gift	10	January 30, 2025	156,170	Nil
Aayush Tayal	Pursuant to Scheme of Amalgamation ⁽³⁾	10	October 16, 2023	560,500	N.A.
Arun Kumar Tayal	43,720 equity shares were transferred by Nutan Tayal by way of gift	10	January 30, 2023	43,720	Nil
Arun Kumar Tayal	50 equity shares were transferred by Arun Kumar and Sons (HUF) by way of gift	10	January 30, 2023	50	Nil
Sambhav Tayal	50 equity shares were transferred by Sambhav Tayal & Sons HUF by way of gift	10	January 30, 2023	50	Nil
Juhi Tayal	100 equity shares were transferred by Vinay Kumar Tayal by way of gift	10	March 4, 2025	100	Nil
Juhi Tayal	Bonus issue as on record date i.e. May 7, 2025 in the ratio of five Equity Shares for every one Equity Share held	2	July 15, 2025	2,500	N.A.
Renu Tayal	100 equity shares were transferred by Vinay Kumar Tayal	10	March 4, 2025	100	204.10
Renu Tayal	Bonus issue as on record date i.e. May 7, 2025 in the ratio of five Equity Shares for every one Equity Share held	2	July 15, 2025	2,500	N.A.
Kamlesh	2,209,950 Equity shares were transferred by Vinay Kumar Tayal	2	July 24, 2025	2,209,950	Nil
Ruchi Garg	2,209,950 Equity shares were transferred by Vinay Kumar Tayal	2	July 28, 2025	2,209,950	Nil
Santosh Goyal	2,209,950 Equity shares were transferred by Vinay Kumar Tayal	2	August 13, 2025	2,209,950	Nil
Sonakshi Tayal	3,000 Equity shares were transferred by Manik Tayal by way of gift	2	August 13, 2025	3,000	Nil
Nikita Mittal	1,437,300 Equity Shares were transferred by Pradeep Kumar Tayal by way of gift	2	August 13, 2025	1,437,300	Nil
Manoj Tayal Family Trust	3,000 Equity shares were transferred by Manoj Tayal in his capacity as a settlor to the trust by way of gift	2	August 14, 2025	3,000	Nil
Nitya Tayal Family Trust	1,473,300 Equity shares were transferred by Vinay Kumar Tayal in his capacity as a settlor to the trust by way of gift	2	August 21, 2025	1,473,300	Nil
Vinay Tayal Family Trust	3,000 Equity Shares were transferred by Vinay Kumar Tayal in his capacity as a settlor to the trust by way of gift	2	August 14, 2025	3,000	Nil
Manik Tayal Family Trust	3,000 Equity Shares were transferred by Manik Tayal in his capacity as a settlor to the trust by way of gift	2	August 20, 2025	3,000	Nil
Sonakshi Tayal Family Trust	3,000 Equity Shares were transferred by Sonakshi Tayal in her capacity as a settlor to the trust by way of gift	2	August 21, 2025	3,000	Nil
Juhi Tayal Family Trust	3,000 Equity Shares were transferred by Juhi Tayal in her capacity as a settlor to the trust by way of gift	2	August 14, 2025	3,000	Nil

Name of acquirer / shareholder	Nature of the transaction	Face value (in ₹) ⁽¹⁾	Date of acquisition	Number of equity shares acquired	Acquisition price per equity share (in ₹) ⁽²⁾

Renu Tayal Family Trust	3,000 Equity Shares were transferred by Renu Tayal in her capacity as a settlor to the trust by way of gift	2	August 14, 2025	3,000	Nil

⁽¹⁾ Pursuant to a resolution passed by our Board and Shareholders on May 7, 2025 and May 30, 2025, respectively, our Company sub-divided the face value of its equity shares from ₹10 each to ₹2 each. Accordingly, the issued and paid-up equity share capital of our Company was sub-divided from 9,822,000 equity shares of ₹10 each to 49,110,000 Equity Shares of ₹2 each.

⁽²⁾ As certified by P.C. Bindal & Co., Chartered Accountants by way of their certificate dated September 1, 2025.

⁽³⁾ Pursuant to an order dated September 11, 2023, the National Company of Law Tribunal, Ahmedabad Division Bench sanctioned the Scheme of Amalgamation of UKB Industries Private Limited (formerly known as Manglam Cold Storage Private Limited) (“**Transferor Company**”) with our Company and their respective shareholders and creditors. The Scheme of Amalgamation envisaged merger of the Transferor Company with our Company to simplify and streamline the shareholding structure of our Company and consolidation of the value of both the Transferor Company and our Company in a single entity with effect from April 1, 2022 (“**Merger**”). Pursuant to the Merger, 3,600,000 equity shares of face value of ₹10 of our Company held by the Transferor Company were cancelled and 3,600,000 equity shares of face value of ₹10 of our Company were issued and allotted to the shareholders of the Transferor Company in proportion of their shareholding in the Transferor Company. For further details, see “**History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years - Scheme of amalgamation of UKB Industries Private Limited into our Company**” on page 311.

Weighted average price at which the equity shares were acquired by our Promoters and the Promoter Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus

The weighted average price at which the equity shares were acquired by our Promoters and the Promoter Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus is as follows:

Name	Number of equity shares of face value of ₹2 acquired in last one year	Weighted average price of equity shares acquired in the last one year (in ₹) ⁽¹⁾
Promoters		
Manoj Tayal ⁽²⁾	63,644,875	Nil ⁽³⁾
Vinay Kumar Tayal ⁽²⁾	72,367,250	Nil ⁽³⁾
Manik Tayal ⁽²⁾	55,248,750	Nil ⁽³⁾
Pradeep Kumar Tayal	58,932,000	Nil ⁽³⁾

⁽¹⁾ As certified by P.C. Bindal & Co., Chartered Accountants by way of their certificate dated September 1, 2025.

⁽²⁾ Also, the Promoter Selling Shareholder.

⁽³⁾ No consideration has been paid as the same is acquired by way of gift or bonus shares.

Average cost of acquisition of Equity Shares by our Promoters and the Promoter Selling Shareholders

The average cost of acquisition per Equity Share by our Promoters and the Promoter Selling Shareholders as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name	Number of Equity Shares of face value of ₹2 each held	Average cost of acquisition per Equity Share (in ₹) ⁽¹⁾
Promoters			
1.	Manoj Tayal ⁽²⁾	76,164,925	0.09
2.	Vinay Kumar Tayal ⁽²⁾	76,164,925	0.04
3.	Manik Tayal ⁽²⁾	66,292,500	Nil ⁽³⁾
4.	Pradeep Kumar Tayal	66,298,500	0.10

⁽¹⁾ As certified by P.C. Bindal & Co., Chartered Accountants by way of their certificate dated September 1, 2025.

⁽²⁾ Also, the Promoter Selling Shareholder.

⁽³⁾ No consideration has been paid as the shares are acquired by way of gift, allotment pursuant to the Scheme of Amalgamation and through the bonus issue.

Weighted average cost of acquisition of all shares transacted in last one year, 18 months and three years preceding the date of this Draft Red Herring Prospectus

Period	Weighted average cost of acquisition (in ₹) ⁽¹⁾⁽²⁾	Cap Price is ‘x’ times the weighted average cost of acquisition ⁽³⁾	Range of acquisition price: lowest price – highest price (in ₹) ⁽¹⁾⁽²⁾
Last one year	0.00	[●]	Nil – 204.10
Last 18 months	0.00	[●]	Nil – 204.10
Last three years	0.00	[●]	Nil – 204.10

⁽¹⁾ As certified by P.C. Bindal & Co., Chartered Accountants by way of their certificate dated September 1, 2025.

- ⁽²⁾ Pursuant to a resolution passed by our Board and Shareholders on May 7, 2025 and May 30, 2025, respectively, our Company sub-divided the face value of its equity shares from ₹10 each to ₹2 each. Accordingly, the issued and paid-up equity share capital of our Company was sub-divided from 9,822,000 equity shares of ₹10 each to 49,110,000 Equity Shares of ₹2 each.
- ⁽³⁾ To be updated in the Prospectus, once the Price Band information is available.

Details of pre-IPO placement

Our Company, in consultation with the BRLMs, may consider an issue of specified securities, aggregating up to ₹800 million, 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 BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects prior to completion of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety).

Issue of Equity Shares for consideration other than cash or bonus issue in the last one year

Except as disclosed below and in “**Capital Structure – Equity shares issued for consideration other than cash and by way of bonus issuance**” on page 102, our Company has not issued any Equity Shares for consideration other than cash or bonus issue in the one year preceding the date of this Draft Red Herring Prospectus.

Date of allotment	Reason/Nature of allotment	Names of allottees		No. of Equity Shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)
July 15, 2025	Bonus issue as on record date i.e. May 7, 2025 in the ratio of five Equity Shares for every one Equity Share held	Name of the allottee	Number of equity shares allotted	245,550,000	2	N.A.
		Manoj Tayal	62,615,250			
		Vinay Kumar Tayal	72,367,250			
		Pradeep Kumar Tayal	55,248,750			
		Manik Tayal	55,248,750			
		Renu Tayal	2,500			
		Juhi Tayal	2,500			
		Kamal Bhargava	65,000			

Split / Consolidation of Equity Shares in the last one year

Except as disclosed below, our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus:

Pursuant to a resolution passed by our Board on May 7, 2025 and a resolution passed by the Shareholders on May 30, 2025, each equity share of face value of ₹10 each has been sub-divided into five Equity Shares of face value of ₹2 each. Accordingly, the authorised share capital of our Company was sub-divided from 75,000,000 equity shares of face value of ₹10 each to 375,000,000 Equity Shares of face value of ₹2 each. Further, issued, subscribed and paid-up capital of our Company was sub-divided from 9,822,000 equity shares of face value of ₹10 each to 49,110,000 Equity Shares of face value of ₹2 each. For details, see “**Capital Structure – Notes to the capital structure – Equity share capital history of our Company**” on page 94.

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

Our Company had filed an application dated June 23, 2025, with SEBI seeking an exemption under Regulation 300(1)(c) of the SEBI ICDR Regulations (“**Exemption Application**”), from classifying (i) Sambhav Tayal; (ii)

certain body corporates in which 20% or more of the equity share capital is held by Sambhav Tayal (individually) or HUFs or firms of which he is a member, (iii) body corporates in which the body corporates referred in (i) holds 20% or more of the equity share capital, or (iv) HUFs or firms in which the shareholding of Sambhav Tayal is equal to 20% or more (individually), which may also qualify as promoter group in terms of the SEBI ICDR Regulations, as members of our Promoter Group and including relevant disclosures, confirmations and undertakings in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, in relation to the same.

By way of a letter dated August 26, 2025 (bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2025/23038/1), SEBI has not acceded to the Exemption Application and has decided not to grant exemption from including/ disclosing Sambhav Tayal and the relevant information pertaining to Sambhav Tayal as required under the SEBI ICDR Regulations.

Our Company has included disclosures pertaining to the Sambhav Tayal, based on and limited only to the extent of information publicly available from the websites of certain government authorities and other public databases, namely, CIBIL, watchout investors, crime check and NSE and BSE websites, in the sections titled “**Capital Structure**” and “**Our Promoters and Promoter Group**” beginning on page 93 and 332, respectively, of this Draft Red Herring Prospectus, in order to comply with the requirements of the SEBI ICDR Regulations. For details, see “**Risk Factors - Sambhav Tayal, who has been identified as a member of the promoter group has not provided information regarding himself nor any of the entities related to him. All information in relation to Sambhav Tayal and Sambhav Kumar & Sons (HUF) disclosed in the Draft Red Herring Prospectus has been sourced from publicly available information**” on page 41.

SECTION II – RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described in this section are those that we consider to be the most significant to our business, results of operations, cash flows and financial condition as of the date of this Draft Red Herring Prospectus.

The risks set out in this section may not be exhaustive and additional risks and uncertainties, not currently known to us or that we currently do not deem material, may arise or may become material in the future and may also adversely affect our business, results of operations, cash flows, financial condition and/or prospects. If any or a combination of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows, and financial condition and/or prospects could be adversely affected, the trading price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with “Our Business”, “Industry Overview”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Restated Financial Information” on pages 258, 153, 408 and 340, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer including the merits and risks involved. Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. 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. In making an investment decision, prospective investors must rely on their own examinations of us and the terms of the Offer, including the merits and the risks involved.

This Draft Red Herring Prospectus also contains information relating to our strategies, future plans and forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further information, see “Forward-Looking Statements” on page 19.

Our financial year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular financial year are to the 12 months ended March 31 of that year. Unless otherwise indicated, or the context otherwise requires, the financial information included herein is based on our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see “Restated Financial Information” on page 340. Unless the context otherwise requires, in this section, references to “the Company”, “our Company” “we”, “us” or “our” refers to UKB Electronics Limited.

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled “Industry Research Report on Electronics and Electronics Manufacturing Services Industry” dated August 2025 (the “CARE Report”) prepared and issued by CARE Analytics and Advisory Private Limited (“CARE”), appointed by us pursuant to an engagement letter dated April 1, 2025 and exclusively commissioned and paid for by us to enable investors to understand the industry in which we operate in connection with the Offer. Unless otherwise indicated, financial, operational, industry and other related information derived from the CARE Report and included herein with respect to any particular calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. A copy of the CARE Report will be available on the website of our Company at <https://ukbelectronics.com/investor-relations/> from the date of the Red Herring Prospectus until the Bid/Offer Closing Date. For further information, see “- Certain sections of this Draft Red Herring Prospectus disclose information from the CARE Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.” on page 67. Also see, “Certain Conventions, Currency of Presentation, Use of Financial Information and Market Data –Industry and Market Data” on page 17.

Internal Risk Factors

- 1. Our business largely depends upon our top 10 customers which contributed to 67.08%, 72.40% and 73.65% of our Revenue from Operations in Fiscals 2025, 2024 and 2023. The loss of any of these customers could have an adverse effect on our business, financial condition, results of operations and**

cash flows.

We derive a significant portion of our revenue from our top 10 customers, of which the majority belong to the home appliances and consumer electronics industry. Since our revenue is directly proportional to the growth of the home appliances and consumer electronics industry, any loss of all or a substantial portion of sales to any of our top 10 customers, for any reason (including, due to loss of contracts or failure to negotiate acceptable terms, loss of market share of these customers in their industries, disputes with these customers, adverse change in the financial condition of these customers, decline in their sales, plant shutdowns, labour strikes or other work stoppages affecting production of these customers), could have an adverse impact on our business, results of operations, financial condition and cash flows. While there has been no loss of any of our top 10 customers in the last three Fiscals, we cannot assure you that such instances will not arise in the future. The following table sets forth our revenues from our top one, five and ten customers in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from top 1 customer (₹ in million)	1,364.39	1,102.52	1,081.02
Revenue from top 1 customer as a percentage of Revenue from Operations	17.33%	19.03%	20.41%
Revenue from top 5 customers (₹ in million)	4,362.22	3,283.36	2,963.39
Revenue from top 5 customers as a percentage of Revenue from Operations	55.41%	56.67%	55.96%
Revenue from top 10 customers (₹ in million)	5,281.93	4,194.23	3,900.43
Revenue from top 10 customers as a percentage of Revenue from Operations	67.08%	72.40%	73.65%

The tables below set forth the contribution of our top 10 customers for the Fiscals 2025, 2024 and 2023, determined based on the revenue contribution from such customers for the periods stated:

Fiscal 2025

S. No.	Name of the top 10 customer	Amount (₹ in million)	Percentage of Revenue from Operations (%)
1.	LG Electronics India Limited	1,364.39	17.33%
2.	Haier Appliances India Private Limited	1,019.09	12.94%
3.	Customer 3 ⁽¹⁾	976.64	12.41%
4.	IFB Industries Limited	554.60	7.04%
5.	Customer 5 ⁽¹⁾	447.49	5.68%
6.	Customer 6 ⁽¹⁾	276.64	3.51%
7.	Customer 7 ⁽¹⁾	249.73	3.17%
8.	Dixon Electro Manufacturing Private Limited	134.01	1.70%
9.	Customer 9 ⁽¹⁾	132.07	1.68%
10.	Customer 10 ⁽¹⁾	127.27	1.62%
	Total	5,281.93	67.08%

⁽¹⁾ The names of our top 3rd, 5th, 6th, 7th, 9th and 10th customers have not been included in this Draft Red Herring Prospectus due to non-receipt of consents from such customers to disclose their names.

Fiscal 2024

S. No.	Name of the top 10 customer	Amount (₹ in million)	Percentage of Revenue from Operations (%)
1.	LG Electronics India Private Limited	1,102.52	19.03%
2.	Customer 2 ⁽¹⁾	875.92	15.12%
3.	IFB Industries Limited	484.63	8.36%
4.	Haier Appliances India Private Limited	444.50	7.67%
5.	Customer 5 ⁽¹⁾	375.78	6.49%
6.	Customer 6 ⁽¹⁾	286.08	4.94%
7.	Customer 7 ⁽¹⁾	256.69	4.43%
8.	Customer 8 ⁽¹⁾	129.59	2.24%
9.	Customer 9 ⁽¹⁾	121.48	2.10%
10.	Customer 10 ⁽¹⁾	117.04	2.02%
	Total	4,194.23	72.40%

⁽¹⁾ The names of our top 2nd, 5th, 6th, 7th, 8th, 9th and 10th customers have not been included in this Draft Red Herring Prospectus due to non-receipt of consents from such customers to disclose their names.

Fiscal 2023

S. No.	Name of the top 10 customer	Amount (₹ in million)	Percentage of Revenue from Operations (%)
1.	LG Electronics India Private Limited	1,081.02	20.41%
2.	Customer 2 ⁽¹⁾	696.02	13.14%
3.	IFB Industries Limited	432.83	8.17%
4.	Haier Appliances India Private Limited	395.94	7.48%
5.	Customer 5 ⁽¹⁾	357.58	6.75%
6.	Customer 6 ⁽¹⁾	251.97	4.76%
7.	Customer 7 ⁽¹⁾	313.51	5.92%
8.	Customer 8 ⁽¹⁾	133.20	2.52%
9.	Customer 9 ⁽¹⁾	110.32	2.08%
10.	Customer 10 ⁽¹⁾	128.04	2.42%
Total		3,900.43	73.65%

⁽¹⁾ The names of our top 2nd, 5th, 6th, 7th, 8th, 9th and 10th customers have not been included in this Draft Red Herring Prospectus due to non-receipt of consents from such customers to disclose their names.

Further, the volume and timing of sales to our top 10 customers may vary due to variation in demand for such customers' products or on account of their manufacturing and growth strategy. The customers may change their outsourcing strategy by moving more work in-house, replace us with our competitors, or replace their existing products with alternative products which we do not supply or limitation to meet any change in quality specification, change in technology, end of product life, adverse change in the business and financial condition of such customers, including due to possible bankruptcy or liquidation or other financial hardship, merger or decline in their sales or disputes with customers. Further, these customers may demand price reductions and there is no assurance that we will be able to offset any reduction of prices to these customers with reductions in our costs or by acquiring new customers. There can be no assurance that we will not lose all or a portion of our business generated by these key customers, or that we will be able to offset any reduction of prices to these customers with reductions in our costs or by obtaining new customers. Thus, any decrease in the demand for our products from our top 10 customers, or a termination of our arrangements altogether, would adversely impact our business, results of operations, financial conditions and cash flow.

- We derive a significant portion of our revenue from the sale of our product offerings in our home appliances and consumer electronics sector. Our aggregate revenue from the home appliances and consumer electronics sector accounted for 94.52%, 97.53% and 99.86% of our Revenue from Operations in Fiscals 2025, 2024 and 2023. Our inability to anticipate and adapt to evolving demand for our product offerings or ensure product quality may adversely impact demand for such product offerings and consequently our business, results of operations, financial condition and cash flows.***

The product portfolio of our Company can be bifurcated into two sectors: (i) home appliances and consumer electronics; and (ii) strategic electronics. We derive a significant portion of our revenue from the sale of products from our home appliances and consumer electronics segment. The table below sets forth the details of revenue generated across both the sector for the periods as indicated:

Sector	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of Revenue from Operations	Amount (in ₹ million)	Percentage of Revenue from Operations	Amount (in ₹ million)	Percentage of Revenue from Operations
Home appliances and consumer electronics	7,441.49	94.52%	5,650.39	97.53%	5,288.16	99.86%
Strategic electronics	431.22	5.48%	143.27	2.47%	7.30	0.14%
Total	7,872.71	100.00%	5,793.66	100.00%	5,295.46	100.00%

For further details, see “- *Our business is dependent on the performance of certain industries, particularly home appliances and consumer electronics and strategic electronics, both in the Indian and overseas markets. Any adverse changes in the conditions affecting these industries can adversely impact our business, results of operations, cash flows and financial condition*” on page 43.

The home appliances and consumer electronics industry is characterized by advancements, changing consumer preferences, evolving design and safety standards, competition and introduction of new products. Our failure to effectively anticipate, adapt to or respond to these changes may reduce the competitiveness of our product offerings and adversely affect demand.

Further, customer expectations in this sector are closely linked to product quality, durability, functionality, design, energy efficiency and after-sales service. Any actual or perceived deficiency in the quality of our products, including defects, recalls or failure to comply with applicable safety or regulatory standards, could damage our reputation and may result in warranty claims, product recalls, product liability litigations, and regulatory penalties, and may adversely impact customer trust. This in turn may lead to loss of market share and a decline in revenue from our home appliances and consumer electronics products.

In addition, the home appliances and consumer electronics sector is exposed to broader macroeconomic factors such as discretionary consumer spending, inflation, interest rates, and supply chain disruptions, all of which may influence demand. Any adverse economic conditions or industry-specific downturns could lead to reduced consumption, including our offerings in this sector, thereby negatively impacting our sales volumes and profitability.

Although we have undertaken initiatives to diversify our product portfolio and expand into other sectors, there can be no assurance that such initiatives will succeed in reducing our reliance on the home appliances and consumer electronics sector. Any decline in demand for our products in this sector, or any inability to adapt to evolving market trends or ensure product quality, could have a material adverse effect on our business, results of operations, financial condition and cash flows.

3. *A significant portion of our revenue is derived from the sale of our products namely electronic distribution systems and appliance cord assemblies. Any inability to maintain or grow the demand for these products may adversely affect our business, financial condition, results of operations*

We manufacture a wide range of electronic and electrical products, including (i) electronic distribution systems, (ii) appliance cord assemblies, (iii) remote controls and printed circuit board assemblies (“PCBAs”), and (iv) specialty wires and cables. Out of these product offerings, appliances cord assemblies and electronics distribution systems contribute significantly to the Revenue from Operations of the Company. The table below sets forth the details of revenue generation of all the product offerings in the home appliances and consumer electronics sector, for the periods as indicated:

Products	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of Revenue from Operations	Amount (in ₹ million)	Percentage of Revenue from Operations	Amount (in ₹ million)	Percentage of Revenue from Operations
Electronic distribution systems	3,659.13	46.48%	2,796.83	48.27%	2,261.61	42.71%
Appliance cord assemblies	3,240.70	41.16%	2,414.80	41.68%	2,513.17	47.46%
Remote controls/PCBAs	268.78	3.41%	205.79	3.55%	171.45	3.24%
Specialty wires and cables	422.95	5.37%	132.21	2.28%	38.07	0.72%
Others*	281.15	3.58%	244.03	4.22%	311.16	5.87%
Revenue from Operations	7,872.71	100.00%	5,793.66	100.00%	5,295.46	100.00%

*Others include scrap and other trading sales.

The revenue from electronic distribution systems and appliance cord assemblies contributed to approximately 87.64%, 89.95% and 90.17% of our Revenue from Operations in Fiscals 2025, 2024 and 2023. Consequently, our business performance is closely linked to the continued demand, pricing, and competitiveness of these products. Any adverse development relating to these products may have a disproportionate impact on our overall revenue, profitability and cash flows.

The demand for our electronic distribution systems and appliance cord assemblies is influenced by a variety of external and internal factors, many of which are beyond our control, such as changes in consumer preferences, technological shifts that make our products obsolete or less attractive, the availability of alternative products or substitute solutions, evolving quality and safety regulations, and cyclical fluctuations in the industries in which our customers operate. Further, increased competition, both from organized domestic players and international manufacturers, may result in pricing pressures and loss of market share. If we are unable to compete effectively or sustain demand for these products, our business, financial condition, results of operations and prospects may be materially and adversely affected.

These electronic distribution systems and appliance cord assemblies find its application across both the home appliances and consumer electronics sector and the strategic electronics sector. For further details, see “***Our Business – Our Competitive Strengths - Diversified product portfolio serving varied end-user industries, resulting in a de-risked business model – Product Portfolio / Categories***” on page 266. The performance of our electronic distribution systems and appliance cord assemblies is also dependent on the health and growth of end-user industries, which are subject to their own risks including economic slowdowns, reduced capital expenditures, raw material shortages, and policy or regulatory changes. Any downturn in these industries could directly impact the demand for our products and, consequently, our Revenue from Operations, cash flows and operations.

While we have undertaken initiatives to diversify our product portfolio and expand into new business segments, such efforts are subject to risks relating to design, development, customer acceptance and competition. There can be no assurance that such diversification will be successful or that it will reduce our dependence on electronic distribution systems and appliance cord assemblies. Accordingly, any adverse development relating to these products, or our inability to successfully broaden our portfolio, may have a material adverse effect on our business, financial condition, results of operations and prospects.

4. *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.*

We operate 11 Manufacturing Facilities across the country, strategically located in proximity to our customers, enabling us to meet their needs in a time and cost-efficient manner.

While we operate our Manufacturing Facilities across different locations across the country, 3 facilities are located in Uttar Pradesh and 4 facilities are located in Maharashtra. Events across these geographical areas can impact our production and operations. Further, our Manufacturing Facilities are 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, infectious diseases, political instability and the need to comply with the directives of relevant government authorities. See “- ***Our business is manpower intensive. Our business may be adversely affected by work stoppages, increased wage demands by our employees, or an increase in minimum wages, and if we are unable to engage new employees at commercially attractive terms***” on page 57. Since we operate Manufacturing Facilities in different states, we are subject to varying regulatory frameworks, local labour laws, environmental and safety requirements, and state-level taxes or incentives. Any adverse developments, such as policy changes, delays in approvals, labour unrest, logistics disruptions or natural calamities, could lead to production disruptions or increased costs. While we have not faced any disruptions, breakdown or shutdowns effects in the last three years, there can be no assurance that such events will not occur in the future and affect our operations or financial condition.

Any stoppage in one or more of our Manufacturing Facilities may cause us to suffer significant disruptions across our business segments. In addition, we may be required to carry out planned shutdowns of our facilities for maintenance, statutory inspections or may shut down certain facilities for capacity expansion and equipment upgrades. We may not be able to replace our existing Manufacturing Facilities and equipment in a timely and cost-effective manner. Moreover, catastrophic events could also impact and destroy our inventory which is also stored in a single geographic location.

In addition, our facilities and operations require constant power supply. See “- ***We have power and fuel requirements and any disruption to power or fuel sources could increase our production costs and adversely affect our business, results of operations, financial condition and cash flows***” on page 53. 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. While we believe we have adequate alternative 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 facilities 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.

While we seek to ensure a continuous production of products, our customer relationships, business and financial results may be materially adversely affected by any disruption of operations of our manufacturing operations, including due to any of the factors mentioned above.

5. *We do not have long term agreements with our suppliers for our raw materials and volatility in raw material prices and shortages or disruption in their supply could adversely affect our business, results of operations, financial condition and cash flows.*

Our principal raw materials include copper rod, brass rod and raw materials for PVC compounding like Polyvinyl Chloride Resin, Dioctyl terephthalate, Trioctyl Trimellitate, master batch, printed circuit board, display, electronics components and bought our parts like terminal, housing, terminal position assurance. The cost of our products is dependent on our ability to source these raw materials at acceptable prices and maintain a stable and sufficient supply of our raw materials. The price and availability of raw materials are subject to volatility and unavailability caused by various external conditions, including supply and demand dynamics, logistics and processing costs, our bargaining power with suppliers, inflation, governmental regulations and policies, overall economic conditions, production levels, market demand and competition for such materials, production, duties and taxes, and trade restrictions. The table below sets forth details of cost of materials consumed by us in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Cost of raw materials consumed (₹ million)	5,411.78	3,857.30	3626.84
Revenue from operations (₹ million)	7,872.71	5,793.66	5,295.46
Cost of raw materials as a percentage of Revenue from Operations	68.74%	66.58%	68.49%

For the Fiscals 2025, 2024 and 2023, the contribution of our top 5, top 10 suppliers and our largest supplier determined on the basis of cost of raw materials and components consumed attributable to such supplier is as follows:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Purchases from top 1 supplier (₹ million)	2,430.81	1,412.37	1,281.04
Purchases from top 1 supplier as a percentage of total purchases	42.83%	38.24%	33.71%
Purchases from top 5 suppliers (₹ million)	3,374.88	2,018.50	2,105.85
Purchases from top 5 suppliers as a percentage of total purchases	59.47%	54.66%	55.41%
Purchases from top 10 suppliers (₹ million)	3,895.48	2,421.27	2,525.34
Purchases from top 10 suppliers as a percentage of total purchases	68.64%	65.56%	66.46%

The tables below sets forth the contribution of our top 10 suppliers for the Fiscal 2025, Fiscal 2024 and Fiscal 2023, determined based on the revenue contribution from such suppliers for the periods stated:

Fiscal 2025

S. No.	Name of the top 10 suppliers	Amount (₹ in million)	Percentage of total purchases(%)
1.	Hindalco Industries Limited	2,430.81	42.83%
2.	Bando Electricals Company Limited	278.69	4.91%
3.	P.F Korea Co., Ltd.	277.91	4.90%
4.	Supplier 4 ⁽¹⁾	194.40	3.43%
5.	Gyeong-Jin Electronic Company Limited	193.08	3.40%
6.	Supplier 6 ⁽¹⁾	170.50	3.00%
7.	Supplier 7 ⁽¹⁾	104.00	1.83%
8.	Supplier 8 ⁽¹⁾	92.62	1.63%
9.	Supplier 9 ⁽¹⁾	79.94	1.41%
10.	Supplier 10 ⁽¹⁾	73.53	1.30%
	Total	3,895.48	68.64%

⁽¹⁾ The names of our top 4th, 6th, 7th, 8th, 9th and 10th suppliers have not been included in this Draft Red Herring Prospectus

due to non-receipt of consents from such suppliers to disclose their names.

Fiscal 2024

S. No.	Name of the top 10 suppliers	Amount (₹ in million)	Percentage of total purchases (%)
1.	Hindalco Industries Limited	1,412.37	38.24%
2.	Gyeong-Jin Electronic Company Limited	176.19	4.77%
3.	Bando Electricals Company Limited	172.02	4.66%
4.	Supplier 4 ⁽¹⁾	143.21	3.88%
5.	Supplier 5 ⁽¹⁾	114.71	3.11%
6.	Supplier 6 ⁽¹⁾	114.56	3.10%
7.	Supplier 7 ⁽¹⁾	86.71	2.35%
8.	Supplier 8 ⁽¹⁾	82.78	2.24%
9.	Supplier 9 ⁽¹⁾	60.27	1.63%
10.	Supplier 10 ⁽¹⁾	58.46	1.58%
	Total	2,421.27	65.56%

⁽¹⁾ The names of our top 4th, 5th, 6th, 7th, 8th, 9th and 10th suppliers have not been included in this Draft Red Herring Prospectus due to non-receipt of consents from such suppliers to disclose their names.

Fiscal 2023

S. No.	Name of the top 10 suppliers	Amount (₹ in million)	Percentage of total purchases (%)
1.	Hindalco Industries Limited	1,281.04	33.71%
2.	Supplier 2 ⁽¹⁾	276.86	7.29%
3.	Supplier 3 ⁽¹⁾	190.80	5.02%
4.	Supplier 4 ⁽¹⁾	183.52	4.83%
5.	Gyeong-Jin Electronic Company Limited	173.63	4.57%
6.	Bando Electricals Company Limited	143.2	3.77%
7.	Supplier 7 ⁽¹⁾	91.32	2.40%
8.	Supplier 8 ⁽¹⁾	75.83	2.00%
9.	Supplier 9 ⁽¹⁾	57.85	1.52%
10.	Supplier 10 ⁽¹⁾	51.25	1.35%
	Total	2,525.34	66.46%

⁽¹⁾ The names of our top 2nd, 3rd, 4th, 7th, 8th, 9th and 10th suppliers have not been included in this Draft Red Herring Prospectus due to non-receipt of consents from such suppliers to disclose their names.

We typically do not enter into long term supply contracts with any of the raw material suppliers and typically place orders with them in advance of our anticipated requirements. The absence of long term contracts at fixed prices exposes us to volatility in the prices of raw materials that we require and we may be unable to pass these costs onto our consumers. We also face a risk that one or more of our existing suppliers may discontinue their supplies to us, and any inability on our part to procure raw materials from alternate suppliers in a timely fashion, or on terms acceptable us, may adversely affect our operations. Further, we do not ordinarily maintain large inventories of raw material and purchase raw material within shorter periods from raw material suppliers that meet our quality standards and volume requirements. We ordinarily hold inventories of raw material for a period of 65 days. Since we do not hold control over the schedules of our suppliers, we are exposed to the risk of delays, or discontinuation, in the supply of raw material. Any such delay or discontinuation in the receipt of raw material or any shortfall could result in delays or insufficiency in production. While we have not experienced material disruption in the supply of our raw materials in the last three Fiscals which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that such disruption will not occur in the future and if any such disruption occurs, such disruption may result in unexpected increases in prices of our raw materials and in turn, the prices of our products.

Further, we import certain of our raw materials, including copper rod, brass rod and raw materials for PVC compounding like Polyvinyl Chloride Resin, Dioctyl terephthalate, Trioctyl Trimellitate, master batch, printed circuit board, display, electronics components and bought our parts like terminal, housing, terminal position assurance from various countries such as South Korea, China, Taiwan, UK, UAE and others. The table below provides our cost of imported materials as a percentage. The table below provides our cost of imported materials as a percentage of our total purchases of raw materials in the period/ years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Cost of imported materials ⁽¹⁾	1,911.22	1,279.68	1,483.45
Total purchase of raw material	5,675.12	3,692.98	3,800.41
Cost of imported materials as a percentage of total purchases of raw materials	33.68%	34.65%	39.03%

⁽¹⁾ Including purchases from SEZs.

Our Company has advance authorisations issued by the Ministry of Commerce, Government of India for the import of certain raw Materials without any payment of import duty with an obligation to make export from imported raw materials under advance authorisation. These advance authorisations are valid for a limited period. An inability to comply with the export obligation within the stipulated period could mean that our Company has to pay the import duty on the raw materials being procured.

Any restrictions imposed by the GoI on the import of such raw materials or any embargoes on the jurisdictions where our suppliers are located, or any increases in import duties on these raw materials, may adversely affect our business, results of operations and prospects. While we have not faced any such restrictions on the import of required raw materials in the last three Fiscals which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure that these issues will not arise in the future. Further, any change in geopolitical position of our country with countries we import from could lead to an adverse effect at the prices we import the raw materials from or could disrupt the import completely. We are also subject to the risks associated with changing international trade policies, including the imposition of anti-dumping duties. Anti-dumping duties can increase the cost of imported raw materials, making our products less competitive in the market, which could have an adverse impact our business, results of operations, financial condition, and cash flows.

6. *Sambhav Tayal, who has been identified as a member of the promoter group has not provided information regarding himself nor any of the entities related to him. All information in relation to Sambhav Tayal and Sambhav Kumar & Sons (HUF) disclosed in the Draft Red Herring Prospectus has been sourced from publicly available information.*

Sambhav Tayal is the brother of Manik Tayal, one of the promoters of the Company. Pursuant to Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, Sambhav Tayal is identified as a member of the promoter group. Further, there may be (i) certain body corporates in which 20% or more of the equity share capital is held by Sambhav Tayal (individually) or HUFs or firms of which he is a member, (ii) body corporates in which the body corporates referred in (i) holds 20% or more of the equity share capital, or (iii) HUFs or firms in which the shareholding of Sambhav Tayal is equal to 20% or more (individually), which may also qualify as promoter group in terms of the SEBI ICDR Regulations (“**Sambhav Tayal Entities**”). Further, Sambhav Tayal is the karta of the Sambhav Kumar & Sons (HUF). By virtue of the Sambhav Tayal being the Karta of the Sambhav Kumar & Sons HUF, the said HUF has also been categorised an entity forming part of our Promoter Group. Sambhav Tayal has entered into a family settlement memorandum dated July 11, 2023 with Arun Kumar Tayal and Nutan Tayal, father and mother of Manik Tayal and Sambhav Tayal (“**Family Settlement Memorandum**”). Pursuant to the Family Settlement Memorandum, it was agreed between the parties that each of them will be at liberty to sell, mortgage or part with their respective possessions to anybody else without objection of the other party. Following the arrangement envisaged in the Family Settlement Memorandum, Sambhav Tayal waived all his rights, claims, entitlements, shares etc. from any and all other family assets and properties forever and shareholding of the Company, both present and future.

Our Company contacted Sambhav Tayal to obtain necessary information for disclosure in this Draft Red Herring Prospectus *vide* letters dated May 20, 2025 and May 27, 2025. Despite our Company’s attempts to contact him, no response was received in relation to Sambhav Tayal and Sambhav Tayal Entities.

Thereafter, our Company filed an exemption application dated June 23, 2025 with SEBI, requesting for relaxation of the strict enforcement of the provisions of the SEBI ICDR Regulations with respect to classifying and identifying Sambhav Tayal and Sambhav Tayal Entities as the promoter group of the Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations and thereby disclosing information and confirmations with respect to Sambhav Tayal and Sambhav Tayal Entities in this Draft Red Herring Prospectus. SEBI, *vide* letter bearing reference no SEBI/HO/CFD/RAC-DIL2/P/OW/2025/23038/1 dated August 26, 2025 did not accede to the exemption application and has decided not to grant exemption from including/ disclosing Sambhav Tayal and Sambhav Tayal Entities as a member of the Promoter Group along with the relevant information as required under the SEBI ICDR Regulations.

Given that we were unable to obtain information and confirmations required under the SEBI ICDR Regulations from Sambhav Tayal in relation to himself and entities related to him as member of the Promoter Group, our Company has included disclosures pertaining to Sambhav Tayal and Sambhav Kumar & Sons (HUF) based on and limited only to the extent of information which was publicly available from the websites of certain government authorities and other public databases, namely CIBIL, watchout investors, crime check and NSE and BSE websites, in the section titled “***Our Promoters and Promoter Group***” beginning on page 332 of this Draft Red Herring Prospectus, in order to comply with the requirements of the SEBI ICDR Regulations. To such extent, the disclosures pertaining to the Sambhav Tayal and Sambhav Kumar & Sons (HUF), as a member of the Promoter Group of our Company included in this Draft Red Herring Prospectus may be limited in the context of requirements of the SEBI ICDR Regulations. For further details, see “***Summary of the Offer Document - Exemption from complying with any provisions of securities laws, if any, granted by the SEBI***” on page 32.

7. *We have significant working capital requirements and if we experience insufficient cash flows or are unable to access suitable financing to meet working capital requirements, our business, financial condition and results of operations could be adversely affected.*

Our business requires a significant amount of working capital which is based on certain assumptions, and accordingly, any change in such assumptions will result in changes to our working capital requirements. Working capital is required for mobilization of resources, including materials for manufacturing and labour, and for other workstreams before payment is received from our customers. Our trade receivables for Fiscals 2025, 2024 and 2023 were ₹1,707.97 million, ₹1,283.85 million and ₹1,079.50 million, respectively.

We require our working capital for purchasing key raw materials. Our working capital requirements may increase in the future if we undertake larger or additional orders with a long gestation period, or if payment terms do not include advance payments or if orders have payment schedules that shift payments towards the end of delivery or otherwise increase our working capital burden. We finance our working capital requirements through a variety of sources including cash credit facilities, working capital demand loans, letters of credit, bill discounting and vendor financing.

The table below sets forth details regarding our working capital turnover ratio, trade receivable days and trade payable days for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Net working capital* (₹ million)	249.29	183.24	331.07
Working capital turnover ratio ⁽¹⁾	31.58	31.62	15.99
Trade receivables days ⁽²⁾	79	81	74
Inventory days	124	119	147
Trade payable days ⁽³⁾	112	96	89
Net Working Capital Days ⁽⁴⁾	91	104	132

⁽¹⁾ Working capital turnover ratio is calculated as net sales divided by working capital.

⁽²⁾ Trade receivables days is calculated as (closing trade receivables divided by Revenue of Operations) x 365.

⁽³⁾ Trade payable days is calculated as (closing trade payable divided by the COGS) x 365.

⁽⁴⁾ (Net Working Capital Days) is calculated as inventory days plus receivable days less payable days. Inventory days is calculated as (closing inventory / COGS) * 365. Receivable days is calculated as (closing trade receivables / Revenue from Operations) * 365. Payable days is calculated as (closing trade payables / COGS) * 365. COGS is calculated as cost of materials consumed plus changes in inventories of finished goods, stock-in-trade and work-in-progress plus purchases of stock-in-trade.

Our working capital requirements may increase if the payment terms in our arrangements with customers include reduced advance payments or longer payment schedules or increased advance payments or shorter credit period from our suppliers. These factors may result in increases in the amount of, our receivables, short-term borrowings and the cost of availing such working capital funding. Additionally, our inability to obtain adequate amount of working capital at such terms which are favourable to us and in a timely manner or at all may also have an adverse effect on our financial condition. Continued increases in our working capital requirements may have an adverse effect on our business, results of operations, financial condition and cash flows.

All of these factors may result, or have resulted, in increases in our working capital needs. It is customary to provide bank guarantees or performance bonds in favour of customers to secure orders received through tenders and bids. In addition, letters of credit are often required to satisfy payment obligations to suppliers and contractors. If we are unable to arrange sufficient bank limits to secure the letters of credit, bank guarantees or performance bonds, our ability to enter into new contracts or obtain adequate supplies could be limited. Providing security to obtain letters of credit, bank guarantees and performance bonds increases our working capital needs. As of June 30, 2025, we had provided bank guarantees amounting to ₹20.83 million, including performance guarantees amounting to ₹20.83 million towards securing our financial and performance obligations for ongoing projects.

See also “**Financial Indebtedness**” on page 440. We may not be able to continue obtaining new letters of credit, bank guarantees, and performance bonds in sufficient quantities to match our business requirements.

Further, while we have not experienced any working capital deficit in the last three years, we cannot assure you that market conditions will allow us to access working capital facilities on terms which are acceptable to us or of sufficient limits or at all. Our ability to arrange for financing and our cost of borrowing depend on a number of factors, including general economic and market conditions, credit availability from financial institutions, the amount and terms of our existing indebtedness, investor confidence, and the continued success of current projects. In addition, our ability to raise funds is limited by certain restrictions imposed under applicable laws.

8. Our business is dependent on the performance of certain industries, particularly home appliances and consumer electronics and strategic electronics, both in the Indian and overseas markets. Any adverse changes in the conditions affecting these industries can adversely impact our business, results of operations, cash flows and financial condition.

We rely significantly on the performance of industries such as home appliances and consumer electronics and strategic electronics for our business. We are exposed to fluctuations in the performance of these industries. In India, these industries may perform differently and be subject to market and regulatory developments that are dissimilar to such industries in other parts of the world. Our sales are directly dependent on the production level of these industries domestically and globally. The table below set out the revenues generated from various business sectors and as a percentage of our revenue from sale of products:

Sector	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of revenue from sales	Amount (in ₹ million)	Percentage of revenue from sales	Amount (in ₹ million)	Percentage of revenue from sales
Home appliances and consumer electronics	7,441.49	94.52%	5,650.39	97.53%	5,288.16	99.86%
Strategic electronics	431.22	5.48%	143.27	2.47%	7.30	0.14%
Revenue from sale of products	7,872.71	100.00%	5,793.66	100.00%	5,295.46	100.00%

Our business performance is closely tied to the growth, stability, and overall economic health of these industries, both in India and in international markets. Any downturn, stagnation, or adverse regulatory, geopolitical, or technological developments affecting these sectors — such as a decline in consumer demand, supply chain disruptions, trade restrictions, changes in industry standards, or reduced government or private sector spending — could materially impact our order volumes, pricing, and margins. Additionally, rapid technological changes or shifts in customer preferences within these industries may require continual investments and adaptation on our part. Any failure to respond effectively to such changes, or sustained negative trends in the industries we serve, could adversely affect our business, results of operations, cash flows and financial condition.

These industries are subject to various economic, regulatory, and technological changes that can significantly influence their growth and stability. Factors such as economic downturns, regulatory changes, technological disruptions, and shifts in consumer preferences can lead to fluctuations in demand for our products. Additionally, disruptions in global supply chains, geopolitical tensions, and changes in government policies customs, taxes or other barriers or restrictions adversely affecting the market can further impact these industries. As a result, any negative developments in these sectors can have a direct and adverse effect on our business, results of operations, cash flows and financial condition.

9. We intend to expand our product portfolios to include several new product lines that serve critical functions in modern appliances. Our plans to expand our product portfolio may not be successful and may expose us to additional risks and uncertainties, which could adversely affect our business, results of operations and financial condition.

We intend to introduce and manufacture several new product lines that serve critical functions in modern appliances which include: (i) LED TV remote controls; (ii) PCB power controllers for air conditioners,

refrigerators, washing machines, and LED televisions; (iii) residual current devices (“RCDs”) for washing machines and water geysers; and (iv) power adaptors for water purifiers. These products represent adjacent categories within our existing capabilities and will allow us to offer a more integrated product suite to our customers. For further details, please see “*Our Business – Our Strategies - Strengthen our positioning in the consumer electronics sector by introducing new products and continue to improve our product offerings*” on page 276.

However, the development and commercialisation of new products involves significant investments in terms of capital expenditure, time, personnel and management attention, and is subject to various risks and uncertainties, many of which may be beyond our control. Our ability to successfully expand our product portfolio depends on several factors, including our ability to accurately identify market trends and customer preferences, develop or acquire relevant technological capabilities, design and manufacture products in a timely and cost-effective manner, and ensure compliance with applicable quality, safety and regulatory standards. There can be no assurance that our efforts in this regard will result in the successful launch or commercial acceptance of new products. Additionally, customer acceptance of new products may be affected by factors such as performance, reliability, pricing, perceived value, and the availability of competing products in the market.

Further, the introduction of new products may subject us to unfamiliar market dynamics, increased competition, evolving regulatory regimes and potential supply chain complexities. It may also require us to enter into new vendor or customer relationships or expand our manufacturing and R&D capacities, which could entail operational and financial risks. In the event that our product expansion initiatives do not achieve the desired levels of market acceptance or profitability, or if such initiatives divert resources from our core offerings without delivering commensurate returns, our business, financial condition, cash flows and results of operations may be adversely affected.

10. We are subject to strict performance requirements, including, but not limited to, quality and delivery, by our customers, and any failure by us to comply with these performance requirements may lead to the cancellation of existing and future orders, recalls or warranty and liability claims.

Our customers operate in highly competitive and quality-sensitive environments, and accordingly impose stringent performance, quality assurance, and delivery-related requirements on us. These performance parameters include adherence to technical specifications, compliance with applicable quality standards (including industry-specific certifications), timeliness of delivery, consistency in supply volumes, and responsiveness to customer requirements. Failure by us to achieve or maintain compliance with these requirements or quality standards, whether due to raw material quality issues, process inefficiencies, technical faults, delays in procurement or production, labor disruptions, equipment breakdowns, supply chain interruptions, or other unforeseen circumstances, may disrupt our ability to supply products sufficient to meet our customers’ demands, lead to the cancellation of existing and future orders, result in us incurring costs for repairing or replacing defective products as well as conducting product recalls and paying warranty and liability claims, any of which could have a material adverse effect on our business, financial condition, results of operations and cash flows. Our agreements with customers or purchase orders issued by them, have standard liability clauses in relation to quality and delivery of our products, which ordinarily do not have any limits. Accordingly, we are required to provide warranty for such quality and delivery related obligations, which may or may not be capped in terms of time or monetary value. In addition, deficiencies in product performance or quality may result in product recalls, warranty claims, or liability claims, which could lead to reputational harm, customer attrition, or the imposition of financial liabilities. We are also subject to regular audits by our customers and subsequently also receive feedback from their respective audit team which helps us improve our products and prevent any claims for replacement or recall. While we have not had any instances of product recalls and warranty claims for the products manufactured by our Company in the last three Fiscals, there can be no assurance that there will be no product recalls and warranty claims for the products manufactured by our Company in the future.

Further, the supply of defective products may result in our customers initiating litigation against us, which could materially harm our reputation, business, financial condition, cash flows and results of operations. Furthermore, we may be subject to liability claims by third parties in the event that the use of any of our products results in personal injury or property damage, which could adversely affect our reputation and business and, to the extent not covered by insurance, our results of operations, financial condition and cash flows. Although we have obtained product liability insurance, we may not be covered for all situations that may arise with regard to any defects in our products. While there have been no instances where we were subject to any product liability claims in the last three Fiscals, we cannot guarantee that we can continue to comply with all regulatory requirements or the quality standards required by our customers and we cannot assure you that no product liability claim will arise in the future.

Our failure to consistently meet the performance expectations of our customers could impact our ability to maintain long-term business relationships and may impair our competitiveness in the market. This, in turn, could have a material adverse effect on our business, results of operations, financial condition and cash flows.

11. Our Company is involved in certain legal proceedings. Any adverse decision in such proceedings may have an adverse effect on our business, financial condition, cash flows and results of operations.

There are outstanding legal and regulatory proceedings involving our Company which are pending at different levels of adjudication before various courts, tribunals and other authorities. The amounts claimed in these proceedings have been disclosed to the extent that such amounts are ascertainable and quantifiable and include amounts claimed jointly and severally, as applicable. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, continuity of our management, business, cash flows, financial condition and results of operations. The summary of such outstanding material legal and regulatory proceedings involving our Company, as on the date of this Draft Red Herring Prospectus is set out below:

Category of individuals/entities	Criminal proceedings	Tax proceedings	Statutory or regulatory actions	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigation as per the Materiality Policy	Aggregate amount involved* (₹ in million)
Company						
By our Company	3	N.A.	N.A.	N.A.	1	72.63
Against our Company	Nil	6	2	N.A.	Nil	64.06

(1) Determined in accordance with the Materiality Policy.

(2) To the extent ascertainable and quantifiable.

Further, our Company has been issued certain traffic challans under the provisions of the Motor Vehicle Act, 1988, based on information available with our Company (including from the public domain and external sources). While no challans have been received by our Company, we are in the process of depositing the relevant fines due under the traffic challans, to the extent applicable to us.

We cannot assure you that any of these matters will be settled in favour of our Company, or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings may have an adverse effect on our business, financial position, prospects, cash flows, results of operations and our reputation. For further information, see “**Outstanding Litigation and Other Material Developments**” on page 443.

12. We have incurred indebtedness and an inability to obtain further financing or to comply with repayment and other covenants in our financing agreements could adversely affect our business, results of operations, financial condition and cash flows.

We have entered into various financing arrangements with various lenders for short-term and long terms facilities for purposes including funding our working capital requirements and purchasing capital goods. The table below sets forth certain information on our total borrowings, finance costs and interest coverage ratio, as of and for the years as indicated:

Particulars	As of/ for the year ended March 31, 2025	As of/ for the year ended March 31, 2024	As of/ for the year ended March 31, 2023
Total borrowings ⁽¹⁾ (₹ million)	2,338.23	1,807.27	1,829.92
Finance costs (₹ million)	220.19	206.82	178.88
Interest coverage ratio ⁽²⁾ (in times)	3.81	2.74	2.50

⁽¹⁾ Total borrowings comprise non-current borrowings, current maturities of non-current borrowings and current borrowings.

⁽²⁾ Interest coverage ratio is calculated as EBIT divided by interest expenses.

Further, we have also availed an unsecured loan from Renu Tayal, a member of our Promoter Group. While such arrangements have supported our funding requirements, they expose us to certain risks such as the risk of withdrawal or non-renewal of such assistance, imposition of adverse terms including higher interest or repayment demands, and potential conflicts of interest between the Company and members of the Promoter Group. In the event that we are unable to continue to access such financial assistance from the Promoter Group, or if such assistance is withdrawn, recalled or made subject to more onerous conditions, we may be required to seek

alternative financing on less favorable terms, which may increase our working capital costs and impact our business operations and financials.

Our ability to pay interest and repay the principal for our indebtedness is dependent upon our ability to generate sufficient cash flows to service such debt. Any additional indebtedness we incur may have consequences, including, requiring us to use a significant portion of our cash flow from operations and other available cash to service our indebtedness, thereby reducing the funds available for other purposes, including capital expenditure and reducing our flexibility in planning for or reacting to changes in our business, competition pressures and market conditions.

Our financing arrangements include conditions that require us to obtain respective lenders' consent prior to carrying out certain activities and entering into certain transactions including altering our capital structure, change in our shareholding pattern, changing the management including changes in the key managerial personnel of the Company, dilution of Promoters' shareholding, alteration in the constitutional documents. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. As of the date of this Draft Red Herring Prospectus, we have received all consents required from our lenders in connection with the Offer.

In terms of security, we are required to create a mortgage or charge over our current assets, movable and immovable properties. We may also be required to furnish additional security if required by our lenders. Additionally, these financing agreements also require us to maintain certain financial ratios. While there has been no breach of such covenants or delay or defaults towards our payment obligations in the last three Fiscals, we cannot assure you that we will be able to comply with these financial or other covenants at all times or that we will be able to obtain the consent necessary to take the actions that we believe are required to operate and grow our business. Further, there has been no re-scheduling/ re-structuring in relation to borrowings availed by us from any financial institutions or banks in the last three Fiscals.

Further, we are susceptible to changes in interest rates and the risks arising therefrom. Certain of our financing agreements provide for interest at variable rates with a provision for the periodic resetting of interest rates. Any upward fluctuations in benchmark interest rates may result in increased borrowing costs. Rising interest rates would lead to higher finance costs, which may adversely affect our profit margins, cash flows, and overall financial performance. In addition, increased debt servicing obligations may limit our operational flexibility and reduce the funds available for working capital, capital expenditure, and other business needs. For further information on the interest charged under our financing agreements, see "**Financial Indebtedness**" on page 440.

Volatility in interest rates may also impact our ability to forecast and manage our financial liabilities accurately. Although we seek to manage our interest rate exposure through treasury and financial planning, there can be no assurance that our strategies will be effective in mitigating the impact of adverse interest rate movements. Furthermore, any sustained increase in interest rates could affect the overall cost of capital in the economy, which may reduce capital investment and consumer spending, thereby indirectly impacting our business environment and demand for our products or services. Accordingly, any adverse movement in interest rates may materially and adversely affect our business, results of operations, financial condition, and cash flows.

13. The electronic manufacturing services industry is intensely competitive and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows.

We operate in the electronic manufacturing services (EMS) industry, which is characterised by intense competition, rapid technological advancement, evolving customer expectations, and continual pressure to reduce costs while maintaining quality and delivery standards. We face competition from a range of domestic and international EMS providers, including established multinational corporations, large contract manufacturers, and specialised niche players. Many of our competitors may have significantly greater financial resources, larger production capacities, broader global footprints, more established customer relationships, access to advanced technologies, and superior economies of scale.

Our ability to retain and grow our customer base depends on several factors, including our pricing, manufacturing quality, speed and reliability of delivery, ability to scale up quickly, design and engineering support, and responsiveness to customer needs. Any inability on our part to compete effectively on these parameters could result in loss of business opportunities, erosion of market share, or pressure on our margins. In particular, price-based competition is common in the EMS industry, and we may be required to lower our prices to retain or attract customers, which could adversely impact our profitability.

Additionally, technological innovation is critical in our industry, and our failure to keep pace with new manufacturing processes, automation technologies, and evolving industry standards may render our services less competitive. Any disruption in technology such as a shift in platform, materials, software integration requirements, or emergence of more efficient substitutes, may render certain of our products or components redundant, and we may be required to undertake costly redesign or reinvestment efforts. In some cases, we may also face challenges in acquiring or developing the technical know-how or infrastructure required to respond to such changes within the required timelines. Customers may also choose to consolidate their vendor base or shift to manufacturers with more integrated service offerings or geographic proximity to their operations. Moreover, new entrants to the EMS sector or expansions by existing players could further intensify competition.

If we are unable to respond effectively to competitive pressures, or if we fail to differentiate ourselves in terms of value-added services or customer relationships, our business, results of operations, financial condition and cash flows could be materially and adversely affected.

14. *Our strategy to deepen relationships with existing marquee Indian clients to become their global suppliers and increase wallet share exposes us to significant client concentration, operational, regulatory and geopolitical risks, and there can be no assurance that such strategy will be successful.*

We intend to leverage our existing relationships with certain of our marquee Indian clients to become their preferred suppliers for global operations and to increase our share of their overall procurement (commonly referred to as “wallet share”). For details, see “***Our Business – Our Strategies - Deepen ties with existing Indian marquee clients to become their global suppliers and increase wallet share***” on page 277. This strategy is central to our growth plans; however, its success depends on several factors, many of which are outside our control. While our Indian clients may provide significant revenue opportunities, our dependence on a few such clients may result in increased client concentration risk. For instance, any adverse developments relating to these clients, including reduction in their procurement requirements, deterioration in their financial condition, internal sourcing strategy shifts, or loss of their market share may have a material adverse effect on our business, financial condition, results of operations and cash flows.

Further, our ability to supply products and services to these clients on a global scale will require us to comply with diverse and stringent quality, technical and regulatory requirements applicable in multiple jurisdictions. We may also be required to undertake significant capital expenditure to expand our manufacturing capacities, upgrade technology, and enhance our supply chain to meet global demand. There can be no assurance that we will be able to execute these enhancements on time or within budget, or that such investments will yield expected returns.

Additionally, becoming a global supplier for these clients exposes us to geopolitical and macroeconomic risks in the countries where they operate, including trade restrictions, customs duties, sanctions, foreign exchange fluctuations and local regulatory changes. Any disruption in logistics, delays in regulatory approvals, or inability to meet jurisdiction-specific compliance requirements could adversely impact our ability to supply products and services to these clients on a global basis. For details, see “***- Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations***” on page 70.

In the event that we are unable to deepen such relationships or if these clients choose to engage alternate suppliers, reduce their global sourcing requirements, or renegotiate terms unfavorably, our anticipated growth from this strategy may not materialize, which could adversely affect our revenue, profitability and competitive position.

15. *Failure to obtain or renew approvals, licenses, registrations and permits to operate our business in a timely manner, or at all, may adversely affect our business, financial condition, results of operations and cash flows.*

We require various statutory and regulatory permits, approvals, licenses, registrations and permissions for our business and operations some of which may have expired and for which we may have either made or are in the process of making an application for obtaining the approval. For details of the key laws and regulations applicable to us, see “***Key Regulations and Policies in India***” on page 299. We may need to apply for further approvals in the future including renewal of approvals that may expire from time to time. We cannot assure you that the relevant authorities will issue such permits or approvals in the timeframe anticipated by us or at all. A majority of these approvals, including the consent to establish and operate under environmental laws, are granted for a limited duration and require renewal from time to time.

In addition, we have and may need to in the future, apply for certain additional approvals, including the renewal of approvals, which may expire from time to time. We have, *inter alia*, made applications for certain consents and

approvals which are pending as on the date of this Draft Red Herring Prospectus. For details, see “**Government and Other Approvals – Material Approvals Pending in respect of our Company**” on page 450. We cannot assure you that such approvals and licenses will be granted or renewed in a timely manner or at all by the relevant governmental or regulatory authorities. Failure to obtain or renew such approvals and licenses in a timely manner would make our operations non-compliant with applicable laws and may result in the imposition of penalties by relevant authorities and may also prevent us from carrying out our business.

Further, we cannot assure you that the approvals, licenses, registrations, and permits issued to us will not impose onerous requirements and conditions on our operations or will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Failure to renew, maintain or obtain, or any suspension or revocation of, the required permits or approvals at the requisite time may result in stringent restrictions or interruption in all or some of our operations. Any failure to renew approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of approvals, licenses, registrations and permits that have been or may be issued to us, may adversely affect our business, reputation and financial condition.

16. Our inability to effectively manage our growth or implement our growth strategies may have an adverse effect on our business, results of operations, financial condition and cash flows.

We have experienced growth in our financial performance over the past three Fiscals. The table below sets forth certain financial information for the periods/ years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Total income (₹ million)	7,904.05	5,927.39	5,333.28
Profit for the period/ year (₹ million)	460.18	267.48	191.77
PAT Margin ⁽¹⁾	5.82%	4.51%	3.60%

⁽¹⁾ PAT Margin is calculated as PAT divided by total income. Total income is calculated as Revenue from Operations plus other income.

Our growth strategies include achieving scalability in strategic electronics sector to expand in the domestic and international markets, capitalising on increasing demand from international markets to increase exports and expansion of capacities through both brownfield and greenfield manufacturing facilities. For further information, see “**Our Business – Our Strategies**” on page 275. While international expansion forms an integral part of our growth strategy, there is no assurance that this strategy will achieve its intended results. Our ability to increase exports will depend on various factors outside our control, including global economic conditions, changes in trade and tariff policies, competitive landscape in the target markets, and the purchasing preferences of customers in such geography. Entering new markets will require us to comply with stringent product standards, quality certifications, safety requirements, environmental regulations and customer audit processes prevalent in these jurisdiction and exposes us to logistical challenges, foreign exchange rate fluctuations, geopolitical tensions, and changes in bilateral or multilateral trade agreements. For example, any imposition of tariffs, anti-dumping duties or other trade barriers by North American authorities, or any changes in their import policies, could adversely impact our pricing competitiveness and margins.

Our ability to manage our future growth will depend on our ability to continue to implement and improve operational, financial and management systems on a timely basis and to expand, train, motivate and manage our personnel. We cannot assure you that our personnel, systems, procedures and controls will be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects. Our inability to manage our business and implement our growth strategy could have an adverse effect on our business, results of operations, financial condition and cash flows.

17. We have capital expenditure requirements and may require additional capital and financing in the future and our operations could be curtailed if we are unable to obtain the required additional capital and financing when needed.

Our business operations are capital-intensive, and we incur significant capital expenditure for various purposes, including the acquisition and maintenance of plant and machinery, expansion or modernization of our Manufacturing Facilities, investment in new technologies and automation, R&D initiatives, infrastructure development, and compliance with evolving regulatory and quality standards. We have incurred capital expenditure to expand and upgrade our existing Manufacturing Facilities. The following table sets forth details of our capital expenditure in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Capital expenditure* (₹ million)	855.25	525.75	474.51
Capital expenditure as a percentage of Revenue from Operations (in %)	10.86%	9.07%	8.96%

* Capital expenditure comprises expenditure on land, building, plant, machinery and other fixed assets including movement in capital work in progress.

While we have historically funded our capital expenditure and working capital requirements through a combination of internal accruals and debt, there can be no assurance that such funding sources will remain available or sufficient to meet our future requirements. Our ability to raise additional capital, whether through equity issuance, debt financing or other instruments, will depend on multiple factors, including our financial performance, credit ratings, capital market conditions, interest rate environment, lender and investor confidence, and regulatory approvals, as applicable.

We plan to expand our manufacturing capacities through a combination of brownfield expansions at our existing facilities and greenfield projects at new locations. For details, see “***Our Business – Our Strategies - Expansion of capacities through both brownfield and greenfield manufacturing facilities and continue to enhance operational efficiencies***” on page 278. Such expansions are expected to enable us to meet anticipated growth in demand, diversify our manufacturing footprint, and improve operational efficiencies. However, these projects involve substantial capital expenditure and long gestation periods, and there can be no assurance that they will be completed on schedule, within budget, or deliver the intended capacity or efficiency improvements. Greenfield expansion, in particular, involves acquiring land, obtaining multiple regulatory approvals, constructing new facilities, and installing new machinery and utilities, which exposes us to risks of cost overruns, delays in execution, and challenges in scaling up operations. Brownfield expansions, while leveraging existing infrastructure, may face constraints related to integration with current operations, downtime during installation, and potential disruption of ongoing production. If the anticipated demand does not materialise, or if we are unable to achieve the projected operational efficiencies, the returns on such capital expenditure may be lower than expected and could have a material adverse effect on our business, results of operations and cash flows.

If we are required 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 and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. We may also become subject to additional restrictive covenants in our financing agreements, which could limit our ability to access cash flows from operations and undertake certain types of transactions. Any issuance of equity, on the other hand, would result in a dilution of the shareholding of existing shareholders. If we are unable to obtain adequate financing on commercially acceptable terms, or at all, we may be forced to delay, reduce or abandon certain planned capital expenditure or strategic initiatives. This could hinder our ability to expand capacity, adopt new technologies, improve operational efficiencies, or respond effectively to customer requirements, thereby impacting our competitiveness and growth prospects. Additionally, increased debt may result in higher interest costs and debt servicing obligations, which could strain our cash flows and restrict our operational and financial flexibility. Failure to secure the required capital or financing when needed may have a material adverse effect on our business, results of operations, financial condition and cash flows.

18. We have in the last three Fiscals entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.

We have in the ordinary course of business entered into transactions with related parties in the last three Fiscals and from time to time, we may enter into related party transactions in the future. While we believe none of such transactions are prejudicial to the interests of our Company, all such transactions have been conducted on an arm’s length basis, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. All related party transactions that we may enter into post-listing, will be subject to Audit Committee, Board or Shareholder approval, as applicable, and in compliance with the applicable accounting standards, provisions of Companies Act, 2013, as amended, provisions of the SEBI Listing Regulations and other applicable law, in the interest of the Company and its minority Shareholders. Further, it is likely that we may enter into additional related party transactions in the future.

These related party transactions with our Key Managerial Personnel and entities on which the Key Managerial Personnel have significant influence and are typically in the nature of payment of interest, unsecured loan by the Key Managerial Personnel and their relatives, services rendered, payment of rent, sale of land and building and payment of remuneration to the Key Managerial Personnel.

The table below provides details of our aggregate related party transactions and the percentage of such related party transactions to our Revenue from Operations in the relevant years:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Aggregate amount of related party transactions (₹ million)	110.04	356.90	175.35
Revenue from operations (₹ million)	7,872.71	5,793.66	5,295.46
Aggregate amount of related party transactions as a percentage of Revenue from Operations (%)	1.40%	6.16%	3.31%

For further information on our related party transactions, see “*Summary of the Offer Document – Summary of Related Party Transactions*” and “*Restated Financial Information – Note 38 – Related party disclosures*” on pages 27 and 392, respectively.

While all the related party transactions in the current Fiscal have been carried out on arm’s length basis, we cannot assure you that each of the related party transactions will be carried out on an arm’s length basis in the future and on more favourable terms as compared to unrelated parties. Our related party transactions are not prejudicial to the interest of our Company. It is likely that we will continue to enter into related party transactions in the future. Some of these transactions may require significant capital outlay and there can be no assurance that we will be able to make a return on these investments. Although all related-party transactions that we may enter into will be subject to Audit Committee, Board or shareholder approval, as may be required under the Companies Act, 2013 and the SEBI Listing Regulations, we cannot assure you that such transactions, individually or in the aggregate, will perform as expected/ result in the benefit envisaged therein.

19. We have delayed payments of certain statutory dues and have also paid interest and fees towards such delayed payments.

Our Company has delayed in making payments of statutory dues which were undisputed under certain statutory provisions.

For Fiscals 2025, 2024 and 2023, we have also paid interest and fees towards such delayed payments of certain statutory dues like tax deducted at source, professional tax, provident fund, etc. The table below sets forth details of the employee related dues paid during the Fiscals 2025, 2024 and 2023 as mentioned below:

Statutory due	For the year ended March 31, 2025			For the year ended March 31, 2024			For the year ended March 31, 2023		
	Number of Employees	Paid (₹ in million)	Unpaid (₹ in million)	Number of Employees	Paid (₹ in million)	Unpaid (₹ in million)	Number of Employees	Paid (₹ in million)	Unpaid (₹ in million)
Employee provident fund	615	29.83	-	528	25.98	-	463	20.54	-
Employee state insurance	110	1.03	-	124	1.05	-	78	0.76	-
Professional tax	162	0.38	-	138	0.32	-	112	0.28	-
Income tax deducted at source on salary	122	40.11	-	91	32.07	-	89	28.33	-
Labour welfare fund	517	0.06	-	527	0.05	-	338	0.03	-

Notes:

- 1) The number of employees mentioned in the above table are those who are eligible under respective employee state insurance, provident fund, professional tax, income tax deducted at source and labour welfare fund.
- 2) Number of employees of employee state insurance, provident fund, and professional tax are the employees of March of the respective fiscal year.
- 3) Number of employees of TDS are the employees whose salary has been deducted by the company during the year.

There have been certain instances of delays in the payment of statutory dues relating to employees in the last three Fiscals by the Company for the periods indicated:

Particulars	Fiscal	Amount Delayed (in ₹ million)	Due Date	Date of deposits	Delays in days	Reason for Delay
Income Tax Act, 1961 (TDS on salary)	2025	0.24	October 7, 2024	October 29, 2024	22	Identification of liabilities after the due date in majority of the cases, including those arising from arrears paid to employee s.
Income Tax Act, 1961 (TDS on salary)	2025	0.01	November 7, 2024	January 31, 2025	85	
Income Tax Act, 1961 (TDS on salary)	2025	0.01	December 7, 2024	January 31, 2025	55	
Income Tax Act, 1961 (TDS on salary)	2025	0.08	April 30, 2025	May 31, 2025	31	
Income Tax Act, 1961 (TDS on salary)	2024	0.35	April 30, 2024	May 30, 2024	30	
Income Tax Act, 1961 (TDS on salary)	2024	6.19	April 30, 2024	May 31, 2024	31	
Income Tax Act, 1961 (TDS on salary)	2023	0.03	April 30, 2023	May 31, 2023	31	
Professional Taxes	2023	0.02	May 31, 2022	August 19, 2022	80	
Professional Taxes	2023	0.02	June 30, 2022	August 19, 2022	50	
Professional Taxes	2023	0.02	July 31, 2022	August 19, 2022	19	
Professional Taxes	2023	0.02	October 31, 2022	April 20, 2023	171	
Professional Taxes	2023	0.02	November 30, 2022	April 20, 2023	141	
Professional Taxes	2023	0.02	December 31, 2022	April 20, 2023	110	
Professional Taxes	2023	0.02	January 31, 2023	April 20, 2023	79	
Professional Taxes	2023	0.02	February 28, 2023	April 20, 2023	51	
Professional Taxes	2023	0.03	March 31, 2023	April 20, 2023	20	
Employee State Insurance Act, 1948	2024	0.02	October 15, 2023	July 24, 2024	283	
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	2024	0.05	October 15, 2023	September 30, 2024	351	
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	2023	0.01	May 15, 2022	June 15, 2022	31	
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	2023	0.08	May 15, 2022	January 13, 2023	243	
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	2023	0.03	June 15, 2022	August 12, 2022	58	
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	2023	0.06	June 15, 2022	January 13, 2023	212	
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	2023	0.06	July 15, 2022	January 13, 2023	182	
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	2023	0.06	August 15, 2022	January 13, 2023	151	
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	2023	0.01	August 15, 2022	February 18, 2023	187	
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	2023	0.11	September 15, 2022	October 15, 2022	30	
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	2023	0.02	September 15, 2022	February 18, 2023	156	
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	2023	0.01	October 15, 2022	May 23, 2023	220	
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	2023	0.04	February 15, 2023	February 18, 2023	3	
Labour Welfare Fund	2023	Negligible	July 15, 2022	January 14, 2023	183	
Labour Welfare Fund	2024	Negligible	July 15, 2023	August 21, 2024	403	
Labour Welfare Fund	2024	Negligible	January 15, 2024	August 21, 2024	219	
Labour Welfare Fund	2025	Negligible	July 15, 2024	July 18, 2025	368	
Labour Welfare Fund	2025	Negligible	January 15, 2025	July 18, 2025	184	
Labour Welfare Fund	2023	Negligible	July 15, 2022	July 19, 2025*	1100	
Labour Welfare Fund	2023	Negligible	January 15, 2023	July 19, 2025*	916	
Labour Welfare Fund	2024	Negligible	July 15, 2023	July 19, 2025*	735	
Labour Welfare Fund	2024	Negligible	January 15, 2024	July 19, 2025*	551	
Labour Welfare Fund	2025	Negligible	July 15, 2024	July 19, 2025*	369	

Particulars	Fiscal	Amount Delayed (in ₹ million)	Due Date	Date of deposits	Delays in days	Reason for Delay
Labour Welfare Fund	2025	Negligible	July 15, 2024	July 19, 2025*	185	

*Labour welfare fund paid on July 19, 2025 through demand draft.

While no legal proceedings or regulatory action has been initiated against our Company or is pending in relation to such defective/incomplete filing of annual consolidated financials as on the date of this Draft Red Herring Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company or that any fines will be imposed by regulatory authorities on our Company in this respect in the future.

While we have paid the dues and no penalties were imposed on our Company, there is no assurance that there will not be any future instance of delays in payment in statutory dues and any prolonged delay in payment of statutory dues may attract penalties from statutory authorities and in turn, our cash flow from operations and financial conditions may be adversely affected to the extent we have to pay interest and penalties on the same.

20. We are dependent on third parties for the transportation and timely delivery of our products to customers. Any failure by or loss of a third party transport service provider could result in delays and increased costs, which may adversely affect our business.

We rely on our own fleet of trucks as well as third parties for the transportation services for the timely delivery of our products to our customers located in India and other countries. The following table sets forth the freight and cartage charges (outward) incurred as a percentage of our total expenses and Revenue from Operations in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Freight and cartage charges (₹ million)	84.12	59.34	57.61
Freight and cartage charges as a percentage of Revenue from Operations	1.07%	1.02%	1.09%
Freight and cartage charges as a percentage of total expenses	1.15%	1.07%	1.14%

We use various modes of transportation, including road, air, rail and sea, for our domestic and overseas operations. While we have our own means of transportation at most of our Manufacturing Facilities, we also engage third-party logistics service providers to support our inter-state and intra-state transportation requirements, in order to ensure timely delivery of our products. We engage multiple third-party vendors for transportation to minimise delays; however, we cannot assure you that there will be no shortage of transportation resources. Further, we do not own any transportation facilities at our manufacturing units in Rajasthan, Goa and Sri City, and are entirely reliant on third-party vendors for delivery of our products from these locations. While there have been no delays or complaints of damage in our deliveries in the last three Fiscals, we cannot assure you that such delays or damages will not occur in the future.

In the event that these third party logistic service providers are unable to provide services for our operations for reasons which are beyond our control and we are unable to secure alternate transport arrangements in a timely manner and at an acceptable cost, or at all, our business, cash flows, financial condition, results of operations and reputation may be adversely affected. Disruptions of transportation services because of natural disasters, pandemics, mass protests, civil unrest, strikes, lockouts or other events may affect our delivery schedules and impair our supply to our customers. While delivery of products to customers within India is generally shipped by road, the majority of our shipments to the foreign markets are by sea and subject to associated risks, including damage or loss of containers due to shipwreck, mishandling of our shipment at port or at sea, damage during transportation and loading and unloading. While we maintain marine open inland declaration policy to cover various risks during the transit of goods overseas, any damage suffered by us in excess of coverage amounts, or in respect of uninsured events, not covered by such insurance policies will have to be borne by us. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on freight charges levied by our third party transportation providers. Further, the unavailability of adequate port and shipping infrastructure for transportation of our products to our foreign markets may have an adverse effect on our business, results of operations, financial condition and cash flows.

21. We are exposed to counterparty credit risk and any delay in receiving payments or non-receipt of payments may adversely impact our results of operations.

Due to the nature of, and the inherent risks in, the arrangements with our customers, we are subject to counterparty credit risk and a significant delay in receiving large payments or non-receipt of large payments may adversely impact our results of operations. While there has been no instance in the last three Fiscals where a large payment from any of our customer was delayed for a long period of time which impacted our financials, cash flows or business, there is no assurance that material delay with respect to payments from any customer will not happen in the future. The table below sets forth details of our credit cycle, as well as our trade receivables, in the corresponding years:

Particular	As of/ for the year ended March 31,		
	2025	2024	2023
Average credit cycle ⁽¹⁾ (number of days)	79	81	74
Trade receivables (₹ million)	1,707.97	1,283.85	1,079.50
Trade receivables, as a percentage of Revenue from Operations (%)	21.69%	22.16%	20.33%

⁽¹⁾ Average credit cycle is calculated as (average accounts receivable / total sale) x 365.

Our operations involve extending credit to certain of our customers in respect of sale of our products and consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. We cannot assure you that we will accurately assess the creditworthiness of our customers. Further, macroeconomic conditions, such as a potential credit crisis in the global financial system, could also result in financial difficulties for our customers, including limited access to the credit markets, insolvency or bankruptcy. Such conditions could cause our customers to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. While there has been no instance in the last three Fiscals where our customer could not fulfil its payment obligations on account of any financial crisis or insolvency or bankruptcy, there is no assurance such instance will not happen in the future. In the event our customers fail to fulfil their payment obligations, our business and results of operations will be adversely affected.

22. *We have power and fuel requirements and any disruption to power or fuel sources could increase our production costs and adversely affect our business, results of operations, financial condition and cash flows.*

Our manufacturing operations are energy-intensive and require continuous and reliable access to power and fuel. We depend on state electricity boards through a power grid for the operation of our production equipment, utilities and backup systems. For details, see “***Our Business - Utilities***” on page 294. Any disruption in the availability or supply of power or fuel, whether due to grid outages, shortages, fuel supply constraints, natural disasters, political unrest, transportation delays, or regulatory action, could lead to interruptions in our manufacturing processes, lower capacity utilization, or production delays. The following table sets forth below our power and fuel expenses in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Power and fuel expenses (₹ million)	131.74	99.84	87.28
Power and fuel expenses as a percentage of Revenue from Operations	1.67%	1.72%	1.65%
Power and fuel expenses as a percentage of total expenses	1.81%	1.79%	1.72%

In case the cost of electricity from state electricity boards is increased significantly and we are not able to pass on such increase to our customers, our cost of production and profitability will be adversely affected. Interruptions of electricity supply can result in production shutdowns, increased costs associated with restarting production and the loss of production in progress. Any significant increase in power price or increased interruptions may require us to add captive power generation capacity which will lead to incremental capital expenditure which may adversely impact our results from operations. While we have not had any electricity supply interruptions in the last three Fiscals which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that such instances will not occur in the future. Further, if energy costs were to rise, or if electricity supplies or supply arrangements were disrupted, our business and results from operations will be adversely impacted.

In addition, any significant or sustained increase in the cost of power or fuel—due to factors such as changes in government policy, deregulation of energy markets, fluctuation in global crude oil or gas prices, or changes in taxation—may materially increase our production costs. While we strive to manage our energy consumption efficiently, including through energy conservation initiatives and the use of captive or alternative sources where feasible, there can be no assurance that such measures will fully offset the risks associated with external supply

or cost volatility. If we are unable to effectively manage our power and fuel requirements or pass on increased costs to customers, our business, results of operations, financial condition and cash flows could be materially and adversely affected.

23. *We have leased and, or availed on license, the use of certain properties from which we operate our business. We cannot assure you that the lease, and, or license agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms.*

We do not own the premises on which certain of our office premises are situated. Certain of our offices, including our Manufacturing Facilities, Warehouses, Registered Office and Corporate Office, are located on premises that we occupy pursuant to a rent, lease or leave and license agreements. If we are unable to renew or extend such agreements on commercially acceptable terms, or at all, we may have to relocate our business premises. Further, we may be required to re-negotiate rent or other terms and conditions of such agreements. For further details of our premises, see “***Our Business - Properties***” on page 297. Additionally, we have also leased a part of our Manufacturing Facility I from a member of our Promoter Group, Sambhav Tayal. For further details, see “***- Sambhav Tayal, who has been identified as a member of the promoter group has not provided information regarding himself nor any of the entities related to him. All information in relation to Sambhav Tayal and Sambhav Kumar & Sons (HUF) disclosed in the Draft Red Herring Prospectus has been sourced from publicly available information***” on pages 41.

We cannot assure you that we will own, or have the right to occupy, these premises in the future, or that we will be able to continue with the uninterrupted use of these premises, which may impair our operations and adversely affect our financial condition. We cannot assure you that we will be able to renew the lease / license / rent agreements with third parties in a timely manner or at all. Further, identification of a new location to shift our operations and relocating to the new premises may place significant demands on our senior management and other resources and also involve us incurring significant expenditure. Any inability on our part to timely identify a suitable location could have an adverse impact on our business.

Furthermore, lease agreements are required to be duly registered and adequately stamped under Indian law and if any one of our lease agreements is not duly registered and adequately stamped, we may face challenges in enforcing them and they may be inadmissible as evidence in a court in India subject to penalties along with the requisite stamp duty prescribed under applicable Indian law being paid.

In addition, any regulatory non-compliance by the lessor or us or adverse development relating to the lessors’ title or ownership rights to such properties, may entail significant disruptions to our operations, especially if we are forced to vacate the leased spaces following such developments. If our sales do not increase in line with our rent and costs, including setup and interior design costs, our profitability, business, results of operations, financial condition and cash flows could be adversely affected.

24. *Our Statutory Auditors have included certain matters of emphasis and other matters in the examination report issued in connection with the Restated Financial Information.*

The examination report of our Restated Financial Information includes emphasis of matter, other matters and other legal and regulatory matters, which do not require any adjustment to the Restated Financial Information. While these matters do not modify the auditors’ opinion, they highlight specific financial statement items or disclosures that require particular attention.

The details of the other legal and regulatory matters, other matters and matters of emphasis, as reported in the auditors’ report on the Restated Financial Information for the Fiscals 2025, 2024, and 2023 are as follows:

(i) *Report on Other Legal and Regulatory requirements paragraphs with respect to our audit report referred in paragraph 5(a) for the year ended March 31, 2025:*

Reporting on books of account

In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2 (h) (vi) of our audit report on reporting under Rule 11(g) reproduced below in the ‘Reporting on Audit Trail’ paragraph.

Reporting on Audit trail

Based on our examination which included test checks, the Company has used accounting softwares for maintaining its books of account during the year ended March 31, 2025, which has a feature of recording the audit trail (edit log) facility, however, the audit trail feature was not enabled throughout the year for certain fields in the transaction tables in one accounting software at the application level. Further, audit trail feature was not enabled at the database level to log any direct changes.

The audit trail feature, to the extent it was enabled as reported above, has been operated for the relevant transactions recorded in the accounting softwares throughout the year. Further, during the course of our examination, we did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in previous year.

(ii) Report on Other Legal and Regulatory requirements paragraphs with respect to our audit report referred in paragraph 5(a) for the year ended March 31, 2024:

Reporting on books of account

In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2 (h) (vi) of our audit report on reporting under Rule 11(g) reproduced below in the 'Reporting on Audit Trail' paragraph.

Reporting on Audit trail

Based on our examination which included test checks the Company has used accounting softwares for maintaining its books of account during the year ended March 31, 2024, which has a feature of recording the audit trail (edit log) facility, however, the audit trail feature was not enabled throughout the year for certain fields in the transaction tables in one accounting software at the application level. Further, database of the accounting software is managed by the service provider and company don't have access at the database level within the accounting software to log any direct changes.

The audit trail feature, to the extent it was enabled as reported above, has been operated for the relevant transactions recorded in the accounting softwares throughout the year. Further, during the course of our examination, we did not come across any instance of the audit trail feature being tampered with.

(iii) Other Matter Paragraph with respect to our audit report issued by us referred in paragraph 5(a) for the year ended March 31, 2024:

The comparative financial information of the Company for the year ended March 31, 2023 and the transition date opening balance sheet as at April 1, 2022 included in these financial statements, are based on the statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by the predecessor auditor whose report for the year ended March 31, 2023 and March 31, 2022 dated September 25, 2023 and September 5, 2022 respectively expressed an unmodified opinion on those financial statements, and have been restated to comply with Ind AS. Adjustments made to the previously issued said financial information prepared in accordance with the Companies (Accounting Standards) Rules, 2006 to comply with Ind AS have been audited by us.

Our report is not modified in respect of the above matter.

(iv) The audit report issued by the Other Auditor referred to in Para 5 (b) above included Emphasis of matter paragraph as follows:

We draw attention to note 2.1 to the Special Purpose Ind AS Financial Statements, which describe the purpose and basis of its accounting. These Special Purpose Ind AS Financial Statements have been prepared by the management of the Company, solely for the purpose of the preparation of the Restated Financial Information of the Company for the year ended 31 March 2023, to be included in the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus to be filed by the Company with the Securities and Exchange Board of India ('SEBI'), National Stock Exchange of India Limited and BSE Limited, as applicable, in connection with the proposed Initial Public Offering of equity shares of the Company, as per the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ('SEBI ICDR Regulations'), e-mail dated 28 October 2021 from SEBI to Association

of Investment Bankers of India ('SEBI Communication') and the Guidance Note on Reports in Company Prospectus (Revised 2019) issued by ICAI. As a result, these Special Purpose Ind AS Financial Statements may not be suitable for another purpose.

Our report is intended solely for the purpose specified above. This should not be distributed to or used by any other parties. P C Bindal & Co. shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment. 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. Our opinion is not modified in respect of this matter.

The audit report issued by the Other Auditor referred to in Para 5 (b) above included Other matter paragraph as follows:

1. The Statutory Financial Statements of the Company for the year ended 31 March 2023 prepared in accordance with the Accounting Standards specified under Section 133 of the Act, read together with the Companies (Accounting Standards) Rules, 2021 and other accounting principles generally accepted in India, were audited by predecessor auditor Kumar & Goel Chartered Accountants whose report dated 25 September, 2023 expressed an unmodified opinion.

2. As informed to us by the management of the Company, the predecessor auditor do not hold a valid peer review certificate as issued by the 'Peer Review Board' of the ICAI and have therefore, expressed their inability to perform any work on the Restated Financial Information for the year ended 31 March 2023 to be included in Offer Documents. Accordingly, in accordance with the SEBI ICDR Regulations, the Guidance Note, and pursuant to SEBI Communication, we have audited the Special Purpose Ind AS Financial Statements of the Company for the year ended 31 March 2023.

Our report is not modified in respect of the above matters.

There can be no assurance that any similar matters prescribed under the examination report, will not form part of our financial statements for the future fiscal periods, which could subject us to additional liabilities due to which our reputation and financial condition may be adversely affected. For further details, see "**Restated Financial Information**" on page 340.

25. Our Promoters have given personal guarantees for loan facilities obtained by our Company. Any failure or default by our Company to repay such loans in accordance with the terms and conditions of the financing documents could trigger repayment obligations on them.

As of the date of this Draft Red Herring Prospectus, our Promoters, Manoj Tayal and Vinay Kumar Tayal, have provided guarantee for the working capital facilities availed by our Company. For further details, please see "**History and Certain Corporate Matters - Guarantees provided to third parties by our Promoters offering their Equity Shares in the Offer for Sale**" and "**Financial Indebtedness**" on page 312 and 440, respectively.

In the event any of these guarantees are revoked, our lenders may require us to furnish alternate guarantees or may demand a repayment of the outstanding amounts under the said facilities sanctioned or may even terminate the facilities sanctioned to us. There can be no assurance that our Company will be able to arrange such alternative guarantees in a timely manner or at all. If our lenders enforce these restrictive covenants or exercise their options under the relevant debt financing agreements, our operations and use of assets may be significantly hampered and lenders may demand the payment of the entire outstanding amount and this in turn may also affect our further borrowing abilities thereby adversely affecting our business and operations. For further details, please see "**Financial Indebtedness**" on page 440. As a result, we may not be able to conduct our business or implement our strategies as planned, which may adversely affect our business and financial condition.

26. Our insurance coverage may not be adequate or we may incur uninsured losses or losses in excess of our insurance coverage which could have an adverse impact on our business, results of operations, financial condition and cash flows.

We maintain insurance cover for our properties, including building, furniture and fixture, plant machinery stock and stock in process and raw material stock. We also maintain a public liability act policy to cover product liability risk, insurance policies covering directors' and officers' liability, vehicle insurance for the Company vehicles, marine cargo insurance amongst others. For further information on the insurance policies availed by us, see "**Our Business – Insurance**" on page 296. These insurance policies are generally valid for one year and are renewed

yearly. We cannot assure you that the renewal of our insurance policies in the future will be granted in a timely manner, at acceptable cost or at all.

The table below provides details of our insurance coverage for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Aggregate coverage of insurance policies (₹ million)	6,793.34	4,326.20	4,970.04
Total assets (₹ million)	7,018.01	5,218.16	4,748.87
Amount of insured assets (₹ million) ⁽¹⁾	3,518.18	2,271.45	2,459.21
Insured assets as a percentage of total assets (%)	50.14%	43.53%	51.79%
Percentage of insurance coverage against insured assets (%)	193.05%	190.46%	211.51%

⁽¹⁾ Consists of net block of property, plant and equipment (excluding vehicles) and inventories.

We could face liabilities or otherwise suffer losses should any unforeseen incident such as malfunction or failure of manufacturing equipment, natural disaster, fire, flood, and accidents affect our manufacturing units. Notwithstanding the insurance coverage that we carry, we may not be fully insured against certain types of risks. We cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part, on time, or at all. While we have had medical and vehicle claims in the past three Fiscals, these claims are covered under the insurance policies taken by the Company and have not had any material impact on the business operations or financials of the Company. Further, there is a pending matter against SBI General Insurance Company Limited pursuant to a claim on the insurance policy our Company had taken. The matter is currently pending. For details, see “**Outstanding Litigation and Material Development – Litigation involving our Company - Outstanding litigation by our Company – Other material pending proceedings**” on page 445. However, there can be no assurance that there will be no claims in future that will adversely impact our Company’s operations and financials.

Our insurance may not be adequate to completely cover any or all our risks and liabilities. There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. Our inability to maintain adequate insurance cover in connection with our business could adversely affect our operations and profitability. While we have not faced any such instances in the last three Fiscals, which led to a material adverse effect on our business or operations, if our losses significantly exceed or differ from our insurance coverage or cannot be recovered through insurance in the future, our business, results of operations, financial condition and cash flows could be adversely affected. To the extent that we suffer loss or damage as a result of events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected. For further information on our insurance arrangements, see “**Our Business – Insurance**” on page 296. If insurance coverage, customer indemnifications and/or other legal protections are not available or are not sufficient to cover risks or losses, it could have a material adverse effect on our business, results of operations, financial condition and cash flows.

27. Our business is manpower intensive. Our business may be adversely affected by work stoppages, increased wage demands by our employees, or an increase in minimum wages, and if we are unable to engage new employees at commercially attractive terms.

Our operations are manpower intensive and we are dependent on our manufacturing staff for a significant portion of our operations. The success of our operations depends on the availability of and maintaining good relationships with our workforce. Shortage of workforce or disruptions caused by disagreements with workforce could have an adverse effect on our business, results of operations, financial condition and cash flows. While we have not experienced any labour unrest in the last three Fiscals, which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that we will not experience disruptions in work or our operations due to disputes, strikes, work stoppages, work slow-downs or lockouts at our manufacturing units or other problems with our work force, which may adversely affect our ability to continue our business operations. Any labour unrest could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations.

Our success also depends on our ability to attract, hire, train and retain skilled manufacturing personnel. Our inability to recruit, train and retain suitably qualified and skilled personnel could adversely impact our business, results of operations, financial condition and cash flows. As at March 31, 2025, we were supported by 625 employees and 4,699 skilled and unskilled labours. For further details, see “**Our Business – Employees**” on page

297. The following table sets forth the details regarding rate of attrition of our employees, and skilled and unskilled labours in the years indicated:

Particulars	As at/ for the year ended March 31, 2025	As at/ for the year ended March 31, 2024	As at/ for the year ended March 31, 2023
Number of employees (excluding skilled and unskilled labours)	625	554	515
Attrition rate of our employees (excluding skilled and unskilled labours)	31.00%	35.00%	34.00%
Number of skilled and unskilled labours	4,699 ⁽¹⁾	2,876 ⁽²⁾	2,889 ⁽³⁾
Number of key managerial personnel and senior managerial personnel	13	10	10
Key managerial personnel and senior managerial personnel attrition rate	0.16%	0.72%	0%

⁽¹⁾ Includes 4,681 labourers hired on a contractual basis

⁽²⁾ Includes 2,858 labourers hired on a contractual basis.

⁽³⁾ Includes 2,871 labourers hired on a contractual basis.

Note: Attrition rate represents number of employees left during the year which are active on opening of the year by the average of opening and closing employee.

We cannot assure you that attrition rates for our employees will not increase. Further, we are subject to stringent labour laws, and any violation of these laws may lead regulators or other authorities to order a suspension of certain or all of our operations. We may need to increase compensation and other benefits either to attract and retain key personnel or due to increased wage demands by our employees, or an increase in minimum wages and that may adversely affect our business, results of operations, financial condition and cash flows. The following table sets forth the details regarding our employee benefits expense in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Employee benefits expense (₹ million)	1,221.50	944.03	765.99
Employee benefits expense as a percentage of the total expenses	16.76%	16.95%	15.12%

Employee benefits expense may not assure that there will be no attrition in the future. While the attrition rate in our employees has not been significantly high, there can be no assurance that this rate will not increase in the future. In the event that the attrition rate increases and our Company is unable to find suitable replacement with similar or improved skill set, it may lead to an adverse effect on the operations of the Company. While there has been no such instances in the last three Fiscals, we cannot assure that increased attrition rate will not impact the operations of our Company.

28. We do not have firm commitment agreements with our customers. If our customers choose not to source their requirements from us, there may be an adverse effect on our business, financial condition, cash flows and results of operations.

We typically rely on blanket purchase orders issued by our customers from time to time that set out the price per unit of the products that are to be supplied to/ purchased by them from us. Pursuant to the purchase order, our customers provide us the quantities of units to be supplied along with the delivery schedules specifying the details of delivery. Further, we have purchase and supply agreements with some of our customers. These agreements set forth the terms of sales but do not bind these customers to any specific products, specifications, purchase volumes or duration and can be terminated by these customers with or without cause and without compensation. Under the purchase and supply agreement, these customers provide us only with forecast volume for the product and there is no commitment on the part of the customer to purchase the quantities specified in the volume projections or to place new orders with us and as a result, our sales from period to period may fluctuate as a result of changes in our customers' supplier preference. Such volume projections are based on a number of economic and business factors, variables and assumption, some or all of which may change or may not be accurate. Further, some of the purchase and supply agreements that we have entered into with our customers are governed by foreign laws, which may create both legal and practical difficulties in the case of disputes and affect our ability to enforce our rights under these agreements or to collect damages, if awarded. While there have been no instances in the last three Fiscals where any of our customers initiated legal proceedings against us and we could not enforce our rights on account of difficulties posed by foreign laws, we cannot assure you that such instances will not arise in the future. Further, since our arrangement with our customers are not exclusive, it entitles the customers to replace us with

another supplier, which may adversely affect our business, results of operations, financial conditions and cash flows.

29. *Our operations involve activities and handling of machinery which are hazardous in nature and could result in suspension of operations and/or the imposition of civil or criminal liabilities which could adversely affect our business, results of operations, cash flow and financial condition.*

Certain operations at our Manufacturing Facilities can cause accidents during the manufacturing process resulting in serious injuries or death of employees or other persons, if improperly handled, and cause damage to our properties or equipment and the properties of others. Despite ensuring that employee safety manuals covering employee safety and environmental procedures are in place and that hazard identification and risk assessments with respect to our operations are periodically carried out, our operations are subject to significant hazards, including explosions, fires, mechanical failures and other operational problems, inclement weather and natural disasters. Except for an accident in Fiscal 2025 wherein the victim lost one of his hands, there have been no accidents or incidents where an employee was hurt due to their involvement in handling the machinery or any hazardous materials involved in our manufacturing process in the last three Fiscals. We cannot assure you that despite taking all safety precautions, there will be no accidents in future which could affect our day-to-day business operations, cash flows and financial condition.

The occurrence of any of these hazards could result in a suspension of operations and/or the imposition of civil or criminal liabilities. We may also face claims and litigation, filed on behalf of persons alleging injury predominantly as a result of occupational exposure to hazards at our units. If these claims and lawsuits, individually or in the aggregate, are resolved against us, our business, results of operations, cash flows and financial condition could be adversely affected. Further, our customers may require us to invest in additional safety protocols which impose incremental expenses and may impact our ability to operate at optimum efficiencies. Any such action by any of our customers may adversely impact our business, results of operations, cash flows and financial condition.

30. *Our operations are dependent on our ability to attract and retain qualified personnel, including our Key Managerial Personnel and Senior Management and any inability on our part to do so, could adversely affect our business, results of operations, financial condition and cash flows.*

Our performance depends largely on the efforts and abilities of our Key Managerial Personnel and Senior Management. See “***Our Management***” on page 315. We believe that the inputs and experience of our Key Managerial Personnel and Senior Management are valuable for the development of our business and operations and the strategic directions taken by our Company. Our managerial and other employees are critical to maintaining the quality and consistency of our services and reputation and the loss of the services of our personnel may adversely affect our business and operations. While we believe that we currently have adequate qualified personnel for our operations, we may not be able to continuously attract or retain such personnel, or retain them on acceptable terms, given the demand for such personnel. For details regarding changes in Key Managerial Personnel and Senior Management during the last three Fiscals, see “***Our Management - Changes in the Key Managerial Personnel and Senior Management during the last three years***” on page 331. While there has been no instance in last three Fiscals where the resignation of any Senior Management or Key Managerial Personnel had an adverse impact on our business, results of operations, cash flows or financial conditions, we cannot assure you that such instance will not arise in the future. If one or more members of our Key Managerial Personnel and our Senior Management are unable or unwilling to continue in their present positions, such members could be difficult to replace in a timely and cost-effective manner. There can be no assurance that we will be able to retain these personnel. The loss of our Key Managerial Personnel or members of our Senior Management or our inability to replace such Key Managerial Personnel or members of Senior Management 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.

While the lack of a succession policy has not had any adverse impact on our Company, we cannot assure you that we will not be subject to any adverse impacts due to lack of such policy in the future.

Our success in expanding our business will also depend, in part, on our ability to attract, retain and motivate skilled personnel. Competition for skilled personnel in our industry is intense. Our competitors may offer compensation and remuneration packages beyond what we are offering to our employees. 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. Because of these factors, there is no assurance that we can effectively attract

and retain sufficient number of skilled personnel to sustain our expansion plans, which would have a material adverse impact on our business, results of operations, financial position and cash flows.

31. *Our operations are subject to environmental, health, safety and employment laws and regulations. Our failure to comply with such regulations could adversely affect our business, results of operations, financial condition and cash flows.*

Our operations are subject to environmental laws and regulations in India, including the Environment Protection Act, 1986, the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act 1981, Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 framed under the Environment (Protection) Act, 1986 and other regulations promulgated by the Ministry of Environment, Forest and Climate Change, Government of India and various statutory and regulatory authorities and agencies in India. Further, we are also subject to the laws and regulations in India governing employees pertaining to minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits. We may fail to comply with such regulations, which could lead to adverse actions by regulatory authorities such as enforced shutdowns, levy of penalties, and initiation of civil or criminal proceedings against us. While we have not faced any such instances of non-compliance in the past three Fiscals, we cannot assure you that such instances will not arise in the future. Any such occurrence could adversely affect our business, results of operations, financial condition and cash flows. Further, we cannot predict with certainty the extent of our future liabilities and costs under environmental, health, employment and safety laws and regulations. These liabilities and costs may be material. In addition, new legislation, administrative regulations, new judicial interpretations, or administrative enforcement of existing laws and regulations, may require us to change our operations significantly or incur increased costs. Such changes could adversely affect our business, results of operations, financial condition and cash flows.

32. *If we fail to protect or incur significant costs in defending our intellectual property or if we infringe the intellectual property rights of others, our business, results of operation and financial condition could be adversely affected.*

As of the date of this Draft Red Herring Prospectus, we have registered four trademarks under class 9 with the Registrar of Trademarks under the Trademarks Act, 1999 and have received the grant of protection for five trademarks in United Kingdom and one trademark in China. Further, as of the date of this Draft Red Herring Prospectus, we have 2 designs registered in India and we have applied for registration of 1 design which is pending approval. For further details, see “**Government and Other Approvals – Intellectual Property**” on page 451. Our future success depends, in part, on our ability to protect these intellectual property and other proprietary rights that we may develop. We rely primarily on patents, trademarks and unfair competition laws, as well as other contractual provisions, to protect our intellectual property and other proprietary rights. Despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property or otherwise gaining access to our technology. If we fail to protect our intellectual property and other proprietary rights, then our business, results of operation and financial condition could be adversely affected. In addition, any claims, with or without merit, could be time consuming and expensive, and could divert our management’s attention away from the execution of our business plan. While we have not experienced any instances of infringement of our registered trademark or patents in the last three Fiscals, we cannot assure you that such instances will not occur in the future.

While we 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. Any claims of intellectual property infringement from third parties, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. As a result of such infringement claims, we could be required to pay third party infringement claims, alter our technologies, obtain licenses or cease some portions of our operations. While we have not received any notices alleging infringement of any third-party trademarks, designs or patents in the last three Fiscals, we cannot assure you that such instances will not occur in the future.

33. *If we fail to ensure the confidentiality of our technical knowledge and process know-how, we may suffer a loss of our competitive advantage.*

We possess extensive technical knowledge of our products and such technical knowledge has been developed through our own experience. This technical knowledge is an independent asset of ours, which may not be adequately protected by intellectual property rights, such as patent registration or design registration. Some of our technical knowledge is protected only by secrecy. As a result, we cannot be certain that our technical knowledge

will remain confidential in the long run. Certain proprietary knowledge may be leaked (either inadvertently or wilfully), at various stages of the manufacturing process. A significant number of our employees have access to confidential design and product information and we cannot assure you that this information will remain confidential. Moreover, certain of our employees may leave us and join our various competitors. The potential ill-effects from such disclosure are increased as our products are not patented, and thus, we may have no recourse against copies of our products that enter the market subsequent to such leakages. In the event that the confidential technical information in respect of our products or business becomes available to third parties or to the general public, any competitive advantage we may have over other companies in the sector in which we operate could be compromised. If a competitor is able to reproduce or otherwise capitalise on our technology, it may be difficult, expensive or impossible for us to obtain necessary legal protection. Consequently, any leakage of confidential technical information could have an adverse effect on our business, results of operations, financial condition and cash flows.

In the course of our business, we are privy to sensitive, proprietary and privileged information relating to our clients, including technical specifications, commercial terms, business strategies and other confidential data. We are contractually and legally obligated to protect the confidentiality of such information and to use it solely for the purposes for which it is disclosed to us. Any actual or perceived breach, whether due to internal lapses, cyber incidents, unauthorized access, employee misconduct or third-party vulnerabilities, could result in claims from clients, termination of contracts, reputational damage and regulatory scrutiny. There can be no assurance that we will be effective in preventing unauthorized disclosures or misuse. Any failure on our part to maintain the confidentiality of client privileged information could materially and adversely affect our business, reputation, results of operations and financial conditions.

34. *Under-utilisation of our Manufacturing Facilities in the future may have an adverse impact on our business, results of operations, financial condition and cash flows.*

The capacity utilization is affected by our product offerings mix, our ability to accurately forecast customer demand, to carry out uninterrupted operations, the availability of raw materials, and industry/ market conditions. In the event there is a decline in the demand for our products, or if we face prolonged disruptions at our Manufacturing Facilities or are unable to procure sufficient raw materials, our capacity utilisation would further decline and we would not be able to achieve full capacity utilization of our existing or future manufacturing facilities, resulting in operational inefficiencies which could have an adverse effect on our business, results of operations, financial condition and cash flows. For details regarding our capacity utilisation of our products/ Manufacturing Facilities, see “***Our Business – Installed Capacity, Actual Production and Capacity Utilisation***” on page 218.

During Fiscal 2025, we undertook expansion of our Manufacturing Facilities which resulted in an increase in our overall installed capacity. Owing to the expansion, there was a decrease in the capacity utilisation of our Manufacturing Facilities. For instance, our installed capacity for speciality wires and cables increased from 5,100,000 meters in Fiscal 2024 to 132,000,000 meters in Fiscal 2025 while our actual production increased from 3,846,544 meters in Fiscal 2024 to 17,845,075 meters in Fiscal 2025, resulting in utilisation of only 13.52% of the installed capacity for speciality wires and cables. Although the volume of our production increased during these periods, our overall capacity utilisation remained low, primarily on account of the recent expansion. We cannot assure you that we will be able to achieve higher levels of utilisation of our expanded facilities in a timely manner or at all. Continued under-utilisation of our facilities could adversely affect our fixed cost absorption, operating margins and overall profitability. Further, our inability to optimally utilise our expanded capacity may also adversely affect our return on capital employed and overall financial performance.

35. *After the completion of the Offer, our Promoters along with the members of our Promoter Group will continue to collectively hold majority of the shareholding in our Company, which will allow them to influence the outcome of matters requiring shareholder approval.*

As on the date of this Draft Red Herring Prospectus, our Promoters along with members of our Promoter Group collectively held 99.95% of the share capital of our Company on a fully diluted basis. For details of their shareholding pre and post-Offer, see “***Capital Structure***” on page 93. After the completion of the Offer, our Promoters along with members of our Promoter Group will continue to collectively hold majority of the shareholding in our Company and will continue to exercise significant influence over our business policies and affairs and all matters requiring Shareholders’ approval, including the composition of our Board, the adoption of amendments to our certificate of incorporation, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures or any other matter requiring special resolution. This concentration of ownership also may delay,

defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these stockholders. The interests of the Promoters as our controlling shareholders could conflict with our interests or the interests of our other shareholders. We cannot assure you that the Promoters will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business. For further information in relation to the interests of our Promoters in the Company, see “**Our Promoters and Promoter Group**” and “**Our Management**” on pages 332 and 315, respectively.

36. We have certain contingent liabilities that have been disclosed in the Restated Financial Information (₹258.51 million as of March 31, 2025), which if they materialize, may adversely affect our business, results of operations, financial condition and cash flows.

As of March 31, 2025, our contingent liabilities that have been disclosed in our Restated Financial Information, were as follows:

		(₹ in million)
Contingent liabilities		As at March 31, 2025
(a)	Claims not acknowledged as debts	
-	Income tax	17.35
-	Provident fund ⁽²⁾	22.86
(b)	Letter of credit	202.83
(c)	Bank guarantee issued in favour of others	15.47
Total		258.51

⁽¹⁾ The various matters are subject to legal proceedings in the ordinary course of business. The legal proceeding when ultimately conclude will not, in the opinion of management, result to have a material effect on the operations or the financial position of our Company.

⁽²⁾ Our Company has received a show cause notice and inspection report dated November 7, 2019 and October 14, 2022 in two separate matters from the Provident Fund Department amounting to ₹14.66 million and ₹8.20 million respectively. Our Company has submitted its reply to the authorities, and the matter is currently pending adjudication and clarifications. Based on management's assessment, the economic outflow in these cases is remote. Accordingly, no provision has been made in the restated financial information.

⁽³⁾ There has been a Supreme Court (SC) judgement dated February 28, 2019, relating to components of salary structure that need to be taken into account while computing the contribution to provident fund under the EPF Act. There are interpretative aspects related to the Judgement including the effective date of application. Pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, was not ascertainable and consequently no effect was given in the books of account.

⁽⁴⁾ The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post- employment benefits has been notified in the Official Gazette on 29th September 2020. The draft rules have been released on November 13, 2020 and suggestions have been invited from stakeholders which are under consideration by the Ministry. The impact of the change will be assessed and accounted in the period in which said rules are notified for implementation.

While most of these contingent liabilities have been incurred in the normal course of business, if these were to fully materialize or materialize at a level higher than we expect, it may materially and adversely impact our business, results of operations and financial condition. If a significant portion of these liabilities materialize, it could have an adverse effect on our business, results of operations, financial condition and cash flows. For further information, see “**Restated Financial Information – Note 37– Contingent Liabilities**” on page 391. Further, we cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future.

37. We derive a portion of our revenue from outside India (6.49%, 7.23% and 6.24% of our Revenue from Operations in Fiscal 2025, 2024 and 2023). Any adverse events in the countries where we export our products could have an adverse impact on our business, results of operations, financial condition and cash flows.

We derive a portion of our revenue from outside India. Between April 1, 2022 and March 31, 2025, we exported our products to over 21 countries including USA, Mexico, South Korea, Singapore, Hong Kong, Mauritius, Turkey and others. The table below sets forth our revenues from outside India, expressed as a percentage of Revenue from Operations for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from sale of products outside India (₹ million)	510.85	419.04	330.46
Revenue from sale of products outside India as a percentage of Revenue from Operations	6.49%	7.23%	6.24%

An economic slowdown or tightening of laws or regulations in countries to which we export our products may have an adverse impact on our business, financial condition, cash flows and results of operations. Further, the countries where we export our products impose varying duties on our products. Further, our business is subject to risks inherent in international trade, including, but not limited to, changes in foreign exchange rates, imposition of tariffs, duties or other trade barriers, customs delays, adverse changes in bilateral or multilateral trade

agreements, and the introduction of import or export restrictions or licensing requirements. We cannot assure you that the duties imposed by countries we export to, will not increase. Further, our inability to maintain standards and non-compliance of jurisdictional laws may impact our business, results of operations, financial condition and cash flows. As of March 31, 2025, we have obtained more than 170 country specific product certifications for different products, which enable us to export our products. For details about certifications, see “***Our Business - Export capabilities with 170 country specific certifications and accreditations for different products***” on page 272. We may be required to obtain specific certifications, registrations and permits for each jurisdiction we intend to export to and our inability to secure any such certifications, registrations and permits, in a timely manner or at all, could have an adverse effect on our business, results of operations, cash flows and financial condition.

Further, our strategy includes exploring and expanding into new international markets to diversify our geographic footprint and customer base. For details, see “***Our Business – Our Strategies - Leverage our product development capabilities to achieve scalability in strategic electronics sector and expand in Indian and international markets, capitalising on the industry opportunities***” on page 275. Entry into new markets comprises various uncertainties, including intense competition from local and global players with established presence, greater familiarity with regional customer preferences, and potentially stronger distribution and service networks. Each market may have unique regulatory frameworks, cultural and consumer behavior differences, pricing sensitivities, and logistical requirements, which may necessitate substantial investments in marketing, compliance, hiring of local personnel, and building new sales or service infrastructure. Our inability to effectively compete in such new markets or manage the associated costs and complexities could limit our growth prospects and may adversely affect our business, results of operations, cash flows and financial condition.

38. Exchange rate fluctuations may adversely affect our business, results of operations, financial conditions and cash flows.

Our financial statements are presented in Indian Rupees. However, our revenue is influenced by the currencies that we export in and import from. Our foreign currency exposures, exchange rate fluctuations between the Indian Rupee and foreign currencies, especially US Dollar, Euro, South Korean Won and Chinese Yuan, may have an adverse impact on our business, results of operations, financial condition and cash flows. The table below sets forth details of foreign currency exposure as of the dates indicated:

Particulars	As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
	Amount (₹ million)	Percentage of Revenue from Operations	Amount (₹ million)	Percentage of Revenue from Operations	Amount (₹ million)	Percentage of Revenue from Operations
Absolute total foreign currency exposure on trade receivables	205.77	2.61%	201.95	3.49%	91.01	1.72%
Absolute total foreign currency exposure on trade payable	248.61	3.16%	228.09	3.93%	106.57	2.01%
Total absolute foreign currency exposure	454.38	5.77%	430.04	7.42%	197.58	3.73%
Total foreign currency exposure (unhedged)	454.38	5.77%	430.04	7.42%	197.58	3.73%
Gains/ (losses) from Foreign Exchange	17.88	0.23%	14.82	0.26%	23.77	0.45%

We have a foreign exchange risk management policy to identify, assess, monitor and manage foreign exchange risks. While we benefit from a natural hedge as a portion of our foreign currency outflows on account of imports is offset against foreign currency inflows from exports, we cannot assure you that our measures will adequately protect our business operations, financial conditions, results of operations and cash flows from the full effects of exchange rate fluctuations. Further, our reliance on a natural hedge subjects us to risks from volatility in exchange rates. If our exports decline or imports increase disproportionately, the extent of the natural hedge may reduce,

thereby increasing our net foreign currency exposure. Additionally, global economic conditions, trade restrictions, changes in demand from export markets, or supply chain disruptions could adversely impact our export volumes, further weakening the effectiveness of our natural hedge. While there has not been any instance in the last three Fiscals wherein our failure to hedge foreign exchange exposure had an impact on our business, results of operations, financial condition and cash flows, we cannot assure you that such instances will not arise in the future.

39. *Our Promoters and 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.*

Our Promoters and Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. The table below sets forth the details of remuneration and shareholding of our Promoters and Directors, as applicable:

Names	No. of Equity Shares held of face value of ₹2 each	% of total pre-Offer Equity Share paid-up capital	Remuneration in Fiscal 2025 (in ₹ million)
Promoters			
Manoj Tayal*	76,164,925	25.85	19.98
Vinay Kumar Tayal**	76,164,925	25.85	19.98
Manik Tayal**	66,292,500	22.50	19.98
Pradeep Kumar Tayal	66,292,500	22.50	-

* Also, our Managing Director

** Also, our Whole-time Directors

We cannot assure you that our Promoters or Directors will exercise their rights as Shareholders to the benefit and best interest of our Company. For further details, see “**Capital Structure**” and “**Our Management**” on pages 93 and 315 respectively.

40. *Our Managing Director and Whole-time Directors do not have prior experience of holding a directorship in a company listed on the Stock Exchanges*

Our Managing Director and Whole-time Directors do not have prior experience of directorship in any of companies listed on recognized stock exchanges, therefore, they will be able to provide only a limited guidance in relation to the affairs of our Company post listing. Except for Sangeeta Bhatia, our Independent Directors, our remaining Directors do not have prior experience as directors of companies listed on recognized stock exchanges. While our Directors have experience in the power industry, directors of listed companies have a wide range of responsibilities, including, among others, ensuring compliance with continuing listing obligations, monitoring and overseeing management, operations, financial condition and trajectory of the company.

We cannot assure you that our Directors will be able to adequately manage our Company after we become a listed company, due to their lack of prior experience as directors of companies listed on recognized stock exchanges. Accordingly, we will get limited guidance from them and accordingly, may fail to maintain and improve the effectiveness of our disclosure controls, procedures and internal control as required for a listed entity under the applicable law. For further details, please see section titled “**Our Management**” on page 315.

41. *Our inability to adopt new technologies for our manufacturing processes could adversely affect our business, results of operations, financial condition and cash flows. Changes in technology may render our current technologies obsolete or require us to undertake substantial capital investments, which could adversely affect our results of operations.*

Our Manufacturing Facilities are equipped with manufacturing techniques which use advanced technology. However, we cannot assure you that in the future, we will be able to successfully make timely and cost effective enhancements, additions or replacements to our current technological infrastructures. Our industry is subject to technological changes with the constant introduction of new and enhanced processes, machinery and technologies. Technologies currently under development or that may be developed in the future, if employed by our existing competitors or new entrants, may adversely affect our competitiveness. The development and application of new technologies involve time, substantial cost and risk. Our competitors may be able to deploy new technologies before us and we cannot predict how emerging and future technological changes will affect our operations or the competitiveness of our services. Our inability to successfully adopt and implement such technological changes may increase our costs, which may adversely affect our business, results of operations, financial condition and cash flows.

42. *Our funding requirements and proposed deployment of the Net Proceeds are not appraised by any independent agency and are based on management estimates and may be subject to change based on various factors, some of which are beyond our control.*

We intend to use the Net Proceeds for financing the capital expenditure towards the purchase of plant and machinery of our existing Manufacturing Plants, repayment / prepayment of loans and general corporate purposes in the manner specified in “*Objects of the Offer – Objects of the Fresh Issue*” on page 121. Such fund requirements, deployment of the funds and the intended use of the Net Proceeds as described in this Draft Red Herring Prospectus are based on our current business plan, management estimates, valid quotations obtained from third-party vendors, certificate from the Statutory Auditors dated September 1, 2025 for ₹805.79 million, market conditions and other external commercial and technical factors including interest rates, exchange rate fluctuations and other charges.

Our internal management estimates may exceed fair market value or the value that would have been determined by bank, financial institution or other independent third-party agency appraisals, which may require us to reschedule or reallocate our capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, and other financial and operational factors. Accordingly, prospective investors in the Offer will need to rely upon our management’s judgment with respect to the use of Net Proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business, results of operations, financial condition and cash flows. The quotations relied on for the estimation of cost of the Objects are valid for a certain period of time and may be subject to revisions and other commercial and technical factors. Additionally, in the event of any delay in placement of orders, the proposed schedule, implementation and deployment of the Net Proceeds may be extended or may vary accordingly. We cannot assure you that the actual costs incurred in relation to any of the Objects will be similar to and not exceed the amounts indicated in any third-party quotations as on the date of this Draft Red Herring Prospectus.

Our Company’s historical capital and operational expenditure may not be reflective of our future capital expenditure plans. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, our business and growth strategies, competitive landscape, general factors affecting our results of operations, financial condition and access to capital and other external factors such as changes in the business environment or regulatory climate and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling the proposed utilization of the Net Proceeds and changing the planned deployment at the discretion of our management, subject to compliance with applicable law.

43. *The operation of our business is dependent on information technology, and technology failures could disrupt our operations and adversely affect our business, results of operations, financial condition and cash flows.*

Our operations rely heavily on the effectiveness of our IT systems and their ability to record and store confidential information in our information systems, networks, and facilities, including valuable trade secrets and intellectual property, corporate strategic plans, and personally identifiable information of customers, and employees. For details, see “*Our Business – Information Technology*” on page 295. We also rely on the capacity and reliability of the information technology systems, processing and quality assurance systems that support our operations. Maintaining the confidentiality, integrity and availability of our IT systems and confidential information is vital to our business.

We also depend on licensed software subscriptions for various aspects of our business. If any of the software platforms or technologies that we use become unavailable due to loss of required licenses, extended outages, interruptions, or because they are no longer available on commercially reasonable terms, our business and financial condition may be adversely affected. We are typically subject to standard terms and conditions of such technology service providers that govern the distribution and operation of the software systems, and which are subject to change by such providers from time to time. Our business will be affected if any key providers of such software discontinue, revoke or limit our access to such software or modify their terms of service or other policies, including fees charged.

Although we have not experienced a major disruption in our operations due to failure of such systems in the past three Fiscals, we cannot assure you that we will not encounter disruptions in the future. Any such disruption may result in the loss of key information and disruption of production and business processes, which could adversely

affect our business, financial condition, cash flows and results of operations. Despite our best efforts with our IT Security team and stringent protocols in place, we still may be subject to breaches resulting in the compromise, disruption or unauthorized disclosure or use of confidential information, on account of negligent or wrongful conduct by employees or others with permitted access to our systems and information, or wrongful conduct by hackers, competitors or other current or former company personnel. Such data security breaches could lead to the loss of trade secrets or other intellectual property or could lead to the public exposure of personal information (including sensitive personal information) of our employees and others. We have not been subject to material incidents of such data security breaches in the past three Fiscals and while we continue to implement measures in an effort to protect, detect, respond to, minimize or prevent these risks and to enhance the resiliency of our IT systems, these measures may not be successful and we may fail to detect or remediate security breaches, malicious intrusions, cyber-attacks or other compromises of our systems, which could have an adverse effect on our reputation, business, financial condition and results of operations.

44. *Information relating to our installed capacity and the historical capacity utilization of our manufacturing units/ products included in this Draft Red Herring Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary.*

The information relating to the installed capacity and capacity utilisation of manufacturing units included in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account by the independent chartered engineer in the calculation of our capacity. These assumptions and estimates include standard capacity calculation practice in the industry in which we operate and capacity of other ancillary equipment installed at the relevant manufacturing facility. The information relating to the existing installed capacity of our manufacturing products as of dates indicated above are based on various assumptions and estimates that have been taken into account for calculation of the installed capacity. These assumptions and estimates include the installed capacity calculation practice of the component manufacturing industry after examining the calculations and explanations provided by our Company and the capacities and other ancillary equipment installed at the Manufacturing Facilities.

Actual production levels and capacity utilization rates may vary significantly from the installed capacity of our Manufacturing Facilities. Undue reliance should therefore not be placed on our capacity information or historical capacity utilization information for our existing facilities included in this Draft Red Herring Prospectus. The information relating to the installed capacities, available capacities, actual production and capacity utilisation of certain of our product categories included below and elsewhere in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account by Aayushman Chauhan, an independent chartered engineer, in the calculation of our capacity. For further information regarding capacity of our manufacturing units, see “***Our Business – Installed Capacity, Actual Production and Capacity Utilisation***” on page 218.

45. *We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements, including in relation to the purchase of plant and machinery for our existing Manufacturing Facilities. We are yet to enter into definitive agreements or place orders for such capital expenditure and purchase of such machinery, and the utilisation of such portion of the Net Proceeds may be subject to the risk of unanticipated delays in implementation, cost overruns and other risks and uncertainties*

We intend to utilize a portion of the Net Proceeds to fund the capital expenditure for purchase of plant and machinery for our existing Manufacturing Facilities. For further details, see “***Objects of the Offer***” on page 121. We have obtained quotations from various vendors in relation to the purchase of various plant and machineries to be installed and operated at our existing Manufacturing Facilities. However, we have not yet placed orders for such machinery and have therefore not entered into any definitive agreements to utilize the Net Proceeds for such purpose.

Furthermore, while we have obtained the quotations from various vendors in relation to such capital expenditure, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors, including our financial and market condition, business and strategy, competition, negotiation with suppliers, variation in cost estimates on account of factors, including changes in design or configuration of the equipment and other external factors including changes in the price of the equipment due to variation in commodity prices which may not be within the control of our Company. There is no assurance that such estimates shall be accurate and we may be required to spend more for such expenses from our internal accruals or other sources of funds. While we have estimates from the quotations obtained, the actual costs may vary significantly due to various factors such as actual quotes received from the vendors, increase in estimated price and fluctuation in demand.

While we intend to complete the purchase of plant and machinery for our existing Manufacturing Facilities on time, there can be no assurance that there won't be any delay in the timelines. Time delays can be attributed to several factors such as strikes, unavailability of labourers, delay in delivery of raw materials, delay in deployment of funds, unrest in the area surrounding the manufacturing facility, amongst others. In the event there is any delay in completion of our capital expenditure, it may have an adverse effect on our business, results of operations and cash flows.

In addition, we cannot assure you that we will be able to undertake the purchase of plant and machinery for our existing Manufacturing Facilities within the cost indicated by our management's estimate or that there will not be cost escalations beyond the contingency costs or at all. Additionally, in the event of any delay in placement of orders for the proposed purchase of plant and machinery, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. For details, see "**Objects of the Offer**" on page 121.

46. *Although subject to monitoring, our management will have broad discretion in how we apply the Net Proceeds, including interim use of the Net Proceeds, and there is no assurance that the objects of the Offer will be achieved within the time frame expected or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment*

We intend to utilize the Net Proceeds of the Offer as set forth in "**Objects of the Offer**" on page 121, with respect to prepayment or re-payment, in full or in part, of all or a portion of certain outstanding borrowings availed by our Company, funding purchase of plant and machinery for our existing Manufacturing Facilities of our Company and for general corporate purposes. The funding requirements mentioned as a part of the objects of the Offer are based on internal management estimates which in turn, is based on current conditions and is subject to change in light of changes in external circumstances, costs, other financial condition or business strategies.

We are yet to place orders for the purchase of plant and machinery for our existing Manufacturing Facilities. We have not entered into any definitive agreements to utilize the Net Proceeds for this object of the Offer and have relied on the quotations received from third parties for estimation of the cost. While we have obtained the quotations from various vendors in relation to such capital expenditure, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. Additionally, in the event of any delay in placement of such orders, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. For details, see "**Objects of the Offer – Details of the Objects of the Fresh Issue - purchase of plant and machinery for our existing Manufacturing Facilities**" on page 127. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations. There can be no assurance that we will be able to complete such purchase of plant and machinery for our existing Manufacturing Facilities in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our business, results of operations, financial condition, cash flow and future prospects.

47. *Certain sections of this Draft Red Herring Prospectus disclose information from the CARE Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.*

We have availed the services of an independent consulting company, Care Analytics and Advisory Private Limited ("CARE"), appointed by our Company pursuant to an engagement letter dated April 1, 2025 to prepare an industry report titled "*Industry Research Report on Electronics and Electronics Manufacturing Services Industry*" dated August 2025, for purposes of inclusion of such information in this Draft Red Herring Prospectus to understand the industry in which we operate. The CARE Report has been commissioned by our Company exclusively in connection with the Offer for a fee. Our Company, our Promoter (including Promoter Selling Shareholder), members of the Promoter Group, our Directors, our Key Managerial Personnel, our Senior Management or BRLMs are not related to CARE. This CARE Report is subject to various limitations and based upon certain assumptions that are subjective in nature. Further the commissioned report is not a recommendation to invest or divest in our Company. Prospective investors are advised not to unduly rely on the commissioned report or extracts thereof as included in this Draft Red Herring Prospectus, when making their investment decisions.

48. *Internal or external fraud or misconduct by our employees could adversely affect our reputation and our results of operations.*

We may be subject to instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees which may go unnoticed for certain periods of time before corrective action is

taken. Fraudulent and unauthorised conduct by our employees could also bind us to transactions that exceed the scope of authorisation and present significant risks to us. As a result, we may be subject to regulatory sanctions, brand and reputational damage or financial harm. It is not always possible to deter fraud or misconduct by employees and the precautions we take and the systems we have put in place to prevent and deter such activities may not be effective in all cases. Further, we employ third parties for certain operations and accordingly, we are exposed to the risk of theft and embezzlement. In addition, we may be subject to regulatory or other proceedings in connection with such acts by our employees, which could adversely affect our goodwill. Even if we identify instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees and pursue legal recourse or file claims, we cannot assure you that we will recover any amounts lost through such instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees. While we have not experienced any instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees in the last three Fiscals which had an adverse impact on our results of operations, financial condition and cash flows, such instances may arise in the future which could adversely affect our business, results of operations, financial condition and cash flows.

49. *Failures in internal control systems and compliances, could cause operational errors which may have an adverse effect on our reputation, business, results of operations, financial condition and cash flows.*

We are responsible for establishing and maintaining adequate internal control measures commensurate with the size and complexity of operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that our operations adhere to our policies, compliance requirements and internal guidelines. We periodically test and update our internal processes and systems and there have been no instances of failure to maintain effective internal controls and compliance system in the last three Fiscals. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our equity shares.

50. *The proceeds from the Offer for Sale will be paid to the Promoter Selling Shareholder.*

This Offer is being undertaken as a Fresh Issue and an Offer for Sale of Equity Shares by the Promoter Selling Shareholder. The Promoter Selling Shareholder shall be entitled to the net proceeds from the Offer for Sale, which comprise the proceeds from the Offer for Sale net of Offer expenses shared by the Promoter Selling Shareholders, and our Company will not receive any proceeds from the Offer for Sale. For further details, see “*The Offer*”, “*Capital Structure*” and “*Objects of the Offer*” on pages 78, 93 and 121, respectively.

51. *We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operations and financial performance in this Draft Red Herring Prospectus that are subject to inherent measurement challenges. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial, or industry-related statistical information of similar nomenclature computed and presented by other companies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool for investors and there can be no assurance that there will not be any issues or such tools will be accurate going forward.*

Certain non-GAAP financial measures and certain other industry measures relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. We have computed and disclosed some such non-GAAP financial and operational measures, and such other industry-related statistical and operational information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of businesses similar to ours, many of which provide such non-GAAP financial and operational measures, and other industry-related statistical and operational information. These non-GAAP financial and operational measures, and such other industry-related statistical and operational information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial

and operational measures, and industry-related statistical information of similar nomenclature that may be computed and presented by other companies pursuing similar business. See “**Definitions and Abbreviations**”, “**Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation**”, “**Basis for Offer Price**”, “**Our Business**”, “**Restated Financial Information**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 1, 16, 135, 258, 340 and 408, respectively.

Further, in evaluating our business, we consider and use certain key performance indicators that are presented herein as supplemental measures to review and assess our operating performance. We present these key performance indicators because they are used by our management to evaluate our operating performance. These key performance indicators have limitations and may not be comparable to, estimates or similar metrics or information published by third parties and other peer companies due to differences in sources, methodologies, or the assumptions on which we rely, and hence their comparability may be limited. As a result, these metrics should not be considered in isolation or construed as an alternative to our financial statements or as an indicator of our operating performance, liquidity, profitability or results of operations. Further, as the industry in which we operate continues to evolve, the measures by which we evaluate our business may change over time. Investors are cautioned against considering such KPIs either in isolation or as a substitute for an analysis of the Restated Financial Information of our Company in disclosed in “**Our Business**”, “**Restated Financial Information**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 258, 340 and 408, respectively.

Limitations or errors with respect to how we measure data or with respect to the data that we measure may affect our understanding of certain details of our business, which could affect our long-term strategies. If our key performance indicators are not accurate representations of our business, or if investors do not perceive these metrics to be sufficient or accurate, or if we discover material inaccuracies with respect to these figures, our reputation may be materially and adversely affected, the market price of our shares could decline, we may be subject to shareholder litigation, and our business, results of operations, and financial condition could be materially adversely affected.

External Risk Factors

52. *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations.*

The regulatory and policy environment in which we operate are evolving and are subject to change. The Government of India may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements.

For instance, the GoI has introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future and increase our expenses. Further, pursuant to the Finance Act, 2025, the Government of India has introduced new income tax slabs. There is no certainty on the impact of the full Union budget on tax laws or other regulations, which may adversely affect our business, financial condition, results of operations or on the industry in which we operate.

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. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations.

53. *Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could adversely affect our business, results of operations, financial conditions and cash flows.*

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

54. *A downgrade in ratings of India and other jurisdictions we operate in may affect the trading price of the Equity Shares.*

Our access to the debt capital markets depend significantly on the sovereign credit ratings of India. Any further adverse revisions to credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

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

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. 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, regional and global 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 (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, financial condition and cash flows. 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.

56. *Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.*

The Restated Financial Information is prepared in accordance with Ind AS and restated in accordance with requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013 (as amended), the SEBI ICDR Regulations (as amended) and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by the ICAI. Ind AS differs in certain significant respects from Indian GAAP, IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. We have not attempted to quantify their impact of US GAAP or IFRS on the financial data included in this Draft Red Herring Prospectus nor do we provide a reconciliation of our financial statements to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

57. *We may be affected by competition laws in India, the adverse application or interpretation of which could adversely affect our business.*

The Competition Act, 2002, of India, as amended (“**Competition Act**”), regulates practices having an appreciable adverse effect on competition in the relevant market in India (“**AAEC**”). Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among

competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of consumers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be also guilty of the contravention and may be punished.

Further, the Competition Commission of India (“CCI”) has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. In the event we pursue an acquisition in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows and prospects. The manner in which the Competition Act and the CCI affect the business environment in India may also adversely affect our business, financial condition, cash flows and results of operations.

The Competition (Amendment) Act, 2023 (“**Competition Amendment Act**”) was recently notified. The Competition Amendment Act amends the Competition Act and give the CCI additional powers to prevent practices that harm competition and the interests of consumers. The Competition Amendment Act, *inter alia*, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI from 210 days to 150 days and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position. The Competition Amendment Act also proposed amendments such as introduction of deal value thresholds for assessing whether a merger or acquisition qualifies as a “combination,” expedited merger review timelines, codification of the lowest standard of “control” and enhanced penalties for failing to provide material information.

If we pursue acquisition transactions in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of our operations, cash flows and prospects.

58. *The Indian tax regime has undergone substantial changes which could adversely affect our business and the trading price of the Equity Shares.*

Any change in Indian tax laws could have an effect on our operations. The GoI has implemented two major reforms in Indian tax laws, namely the Goods and Services Tax (“**GST**”), and provisions relating to general anti-avoidance rules (“**GAAR**”). The indirect tax regime in India has undergone a complete overhaul. The indirect taxes on goods and services, such as central excise duty, service tax, central sales tax, state value added tax, surcharge and excise have been replaced by GST with effect from July 1, 2017. The GST regime continues to be subject to amendments and its interpretation by the relevant regulatory authorities is constantly evolving. GAAR became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement may result in, among others, a denial of tax benefit to us and our business. In the absence of any substantial precedents on the subject, the application of these provisions is subjective. If the GAAR provisions are made applicable to us, it may have an adverse tax impact on us. Further, if the tax costs associated with certain of our transactions are greater than anticipated because of a particular tax risk materializing on account of new tax regulations and policies, it could affect our profitability from such transactions.

Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax (“**DDT**”), in the hands of the company at an effective rate of 20.56% (inclusive of applicable surcharge and cess). Such dividends were generally exempt from tax in the hands of the shareholders. However, the GoI has amended the Income-tax Act, 1961 (“**IT Act**”) to abolish the DDT regime. Accordingly, any dividend distribution by a domestic company is subject to tax in the hands of the investor at the applicable rate. Additionally, the Company is required to withhold tax on such dividends distributed at the applicable rate.

Further, the Finance Act, 2024, was notified on August 16, 2024, and deemed to come into force on April 1, 2024 which has introduced various amendments to the IT Act. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in the Equity Shares. There is no certainty on the impact that the Finance Act, 2023 may have on our business and operations or on the industry in which we operate. 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.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether if at all, any laws or regulations would have an adverse effect on our business. Further, any adverse order passed by the appellate authorities/tribunals/ courts would have an effect on our profitability. In addition, we are subject to tax related inquiries and claims.

59. *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 consumers 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 and other expenses. 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 consumers, whether entirely or in part, and may adversely affect our business, results of operations, cash flows 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 consumers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the Government of India has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. We cannot assure you that Indian inflation levels will not worsen in the future.

60. *The determination of the Price Band is based on various factors and assumptions and the Offer Price, price to earnings ratio and market capitalization to revenue multiple based on the Offer Price of our Company, may not be indicative of the market price of the Company on listing or thereafter.*

Our Revenue from Operations for Fiscal 2025 was ₹7,872.71 million and restated profit for the year for Fiscal 2025 was ₹460.18 million. The table below provides details of our price to earnings ratio and market capitalization to Revenue from Operations at the upper end of the Price Band:

Particulars	Price to Earnings Ratio	Market Capitalization to Revenue
For Fiscal 2025	[●]	[●]

**To be populated at Prospectus stage.*

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company in consultation with the BRLMs. The relevant financial parameters based on which the Price Band will be determined shall be disclosed in the advertisement that will be issued for the publication of the Price Band. Further, the Offer Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through the book-building process prescribed under the SEBI ICDR Regulations, and certain quantitative and qualitative factors as set out in the section “**Basis for the Offer Price**” on page 135 and the Offer Price, multiples and ratios may not be indicative of the market price of the Company on listing or thereafter.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. As a result, we cannot assure you that an active market will develop

or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing. Further, the market price of the Equity Shares may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price.

61. *Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure (“ASM”) and Graded Surveillance Measures (“GSM”) by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.*

SEBI and Stock Exchanges in order to enhance market integrity and safeguard interest of investors, have been introducing various enhanced pre-emptive surveillance measures. The main objective of these measures is to alert and advice investors to be extra cautious while dealing in these securities and advice market participants to carry out necessary due diligence while dealing in these securities. Accordingly, SEBI and Stock Exchanges have provided for (a) GSM on securities where such trading price of such securities does not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net-worth, price per equity multiple and market capitalization; and (b) ASM on securities with surveillance concerns based on objective parameters such as price and volume variation and volatility.

On listing, we may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Offer due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may trigger the parameters identified by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation.

In the event our Equity Shares are covered under such pre-emptive surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in relation to trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active market for and trading of our Equity Shares.

62. *Our Company may not be able to pay dividends in the future. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, profit after tax available for distribution, cash flows, working capital requirements and capital expenditure and the terms of our financing arrangements.*

Any dividends to be declared and paid in the future are required to be recommended by our Company’s Board of Directors and approved by its Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. Our Company’s ability to pay dividends in the future will depend upon our future results of operations, financial condition, profit after tax available for distribution, cash flows, sufficient profitability, working capital requirements and capital expenditure requirements. We cannot assure you that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our Company’s shareholders in future consistent with our past practices, or at all. We have not declared any dividends on the Equity Shares during the last three Fiscals and during the period from April 1, 2025, until the date of this Draft Red Herring Prospectus. For information pertaining to dividend policy, see “*Dividend Policy*” on page 339.

63. *The Equity Shares have never been publicly traded and the Offer may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and the investors may be unable to resell the Equity Shares at or above the Offer Price, or at all.*

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the stock exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. Our Equity Shares are expected to trade on NSE and BSE after the Offer, but we cannot assure you that active trading in our Equity Shares will develop after the Offer, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares. There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after the Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks,

including but not limited to those described in this Draft Red Herring Prospectus. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including, among others:

- the failure of security analysts to cover the Equity Shares after the Offer, or changes in the estimates of our performance by analysts;
- the activities of competitors and suppliers;
- future sales of the Equity Shares by us or our Shareholders;
- investor perception of us and the industry in which we operate;
- changes in accounting standards, policies, guidance, interpretations of principles;
- our quarterly or annual earnings or those of our competitors;
- developments affecting fiscal, industrial or environmental regulations; and
- the public's reaction to our press releases and adverse media reports.

A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

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

In accordance with applicable Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until the Allotment of Equity Shares pursuant to this Offer. In accordance with current regulations and circulars issued of SEBI, our Equity Shares are required to be listed on the Stock Exchanges within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

65. *Investors may be subject to Indian taxes arising out of income arising on the sale of the Equity Shares.*

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("STT") is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification), and the STT is collected by an Indian stock exchange on which the equity shares are sold. Any capital gain realized on the sale of listed equity shares on a recognised stock exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the recognised stock exchanges, the quantum of gains, and any available treaty relief.

The Government of India announced the union budget for Financial Year 2025-2026, following which the Finance Bill, 2025 ("**Finance Bill**") was introduced in the Lok Sabha on February 1, 2025. Subsequently, the Finance Bill received the assent from the President of India and became the Finance Act, 2025, with effect from April 1, 2025 as amended by the Finance Act (No.2), ("**Finance Act**"). Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in the Equity Shares.

The Finance Act, 2024 had amended certain sections of the Income Tax Act, 1961, with effect from July 23, 2024. Accordingly, long term capital gains exceeding the exempted limit of ₹125,000 arising from the sale of listed equity shares on the stock exchange are subject to tax at the rate of 12.5% (plus applicable surcharge and cess). Unrealized capital gains earned on listed equity shares up to January 31, 2018 continue to be tax-exempted in such cases. Further, STT will be levied and collected by an Indian stock exchange if the equity shares are sold on a stock exchange. With respect to capital gains arising in an off market sale, long term capital gains are subject to tax at the rate of 10% (plus applicable surcharge and cess) without the exemption of ₹100,000.

Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. Short-term

capital gains, arising from the sale of such equity shares on a stock exchange would be subject to tax at the rate of 15% (plus applicable surcharge and cess) for transfers taking place before July 23, 2024.

However, per the Finance Act, 2024, short-term capital gains is taxed at 20% for transfers taking place after July 23, 2024. The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020. It clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, is specified at 0.015% (on a delivery basis) and 0.003% (on a non-delivery basis) of the consideration amount. As such, there is no certainty on the effect that the Finance Act, 2019 may have on our business and operations.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident read with the Multilateral Instrument, if and to the extent applicable, and the seller is entitled to avail benefits thereunder. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain realised upon the sale of the Equity Shares. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends.

Additionally, any dividend distributed by a domestic company is subject to tax in the hands of the investor at the applicable rate. Further, our Company is required to withhold tax on such dividends distributed at the applicable rate. Non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident Shareholder for the purposes of deducting tax at source pursuant to any corporate action, including dividends. Any business income realized from the transfer of Equity Shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller.

We cannot predict whether any amendments made pursuant to the Finance Act would have an adverse effect on our business, results of operations, financial condition and cash flows. Unfavorable changes in or interpretations of existing laws, rules and regulations, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

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

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. The Allotment and transfer of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Bid Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid Closing Date. There could be a failure or delay in the listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise any delay in commencing trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. We cannot assure you that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

67. Any future issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding and sale of Equity Shares by shareholders with significant shareholding may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our shareholders may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. Any disposal of Equity Shares by our major shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to

listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. We cannot assure you that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

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

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior approval of the RBI will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted. We cannot assure investors that any required approval from the RBI or any other Indian government agency can be obtained on any particular terms, or at all. Further, due to possible delays in obtaining requisite approvals, investors in the Equity Shares may be prevented from realizing gains during periods of price increase or limiting losses during periods of price decline.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Non-debt Rules, all investments under the foreign direct investment route by entities of a country or where the beneficial owner of the Equity Shares is situated in or is a citizen of any such country, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. While the term "beneficial owner" is defined under the Prevention of Money-Laundering (Maintenance of Records) Rules, 2005 and the General Financial Rules, 2017, neither the foreign direct investment policy nor the FEMA Rules provide a definition of the term "beneficial owner". The interpretation of "beneficial owner" and enforcement of this regulatory change involves certain uncertainties, which may have an adverse effect on our ability to raise foreign capital. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Additionally, there is uncertainty regarding the timeline within which the said approval from the GoI may be obtained, if at all.

For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 500.

69. *Fluctuations in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of the Equity Shares, independent of our operating results.*

Upon listing, the Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will be paid in Indian Rupees and subsequently converted into appropriate foreign currency for repatriation. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders.

70. *QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the submission of their Bid, and Retail Individual Bidders, and Eligible Employees Bidding the Employee Reservation Portion are not permitted to withdraw their Bids after closure of the Bid/ Offer Closing Date.*

Pursuant to the SEBI ICDR Regulations, QIBs and NIBs are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid

Amount) at any stage after submitting a Bid. Retail Individual Bidders and Eligible Employees Bidding the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within three Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Investors' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

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

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

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

72. Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and wide-spread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder of our Company than as a shareholder of an entity in another jurisdiction

SECTION III – INTRODUCTION

THE OFFER

The following table summarises the Offer details:

Offer⁽¹⁾⁽²⁾	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹8,000 million
<i>The Offer comprises:</i>	
Fresh Issue ⁽¹⁾⁽³⁾	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹4,000 million
Offer for Sale ⁽²⁾	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹4,000 million
<i>The Offer consists of:</i>	
Employee Reservation Portion ⁽⁴⁾	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
Net Offer	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
<i>The Net Offer comprises of:</i>	
A. QIB Category⁽⁵⁾	Not more than [●] Equity Shares of face value of ₹2 each
<i>Of which:</i>	
Anchor Investor Portion ⁽⁶⁾	Up to [●] Equity Shares of face value of ₹2 each
Net QIB Category (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of face value of ₹2 each
<i>Of which:</i>	
Mutual Fund Portion (5% of the Net QIB Category)	[●] Equity Shares of face value of ₹2 each
Balance of Net QIB Category for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹2 each
B. Non-Institutional Category⁽⁷⁾	Not less than [●] Equity Shares of face value of ₹2 each
<i>Of which:</i>	
One-third available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000	[●] Equity Shares of face value of ₹2 each
Two-thirds available for allocation to Bidders with a Bid size of more than ₹1,000,000	[●] Equity Shares of face value of ₹2 each
C. Retail Category	Not less than [●] Equity Shares of face value of ₹2 each
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)	294,660,000 Equity Shares of face value of ₹2 each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value of ₹2 each
Use of Net Proceeds	See “ Objects of the Offer ” on page 121 for information about the use of the proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale

⁽¹⁾ Our Board has authorised the Offer pursuant to its resolution dated August 11, 2025 and our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated August 12, 2025.

⁽²⁾ Our Board has taken on record the consent for the Offer for Sale by the Promoter Selling Shareholders pursuant to its resolution dated September 1, 2025. Each of the Promoter Selling Shareholders, severally and not jointly, confirm that their respective portion of the Offered Shares have been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations or are otherwise eligible for being offered for sale in the Offer in accordance with the provisions of the SEBI ICDR Regulations. Each of the Promoter Selling Shareholders have, severally and not jointly, authorized the inclusion of their respective portion of the Offered Shares in the Offer for Sale. The details of such authorisation and consent are provided below:

Sr. No.	Name of the Promoter Selling Shareholders	Date of consent letter	Maximum value of Offered Shares (₹ in millions)
1.	Manoj Tayal	August 31, 2025	1,350
2.	Vinay Kumar Tayal	August 31, 2025	1,350
3.	Manik Tayal	August 31, 2025	1,300

- (3) Our Company, in consultation with the Book Running Lead Managers, may consider an issue of specified securities, aggregating up to ₹800 million, 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 BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects prior to completion of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety).
- (4) In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of undersubscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion. The Employee Reservation Portion shall not exceed 5% of our post-Offer Equity Share capital.
- (5) Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange subject to applicable law. In the event of under-subscription in the Offer, Equity Shares shall be allocated in the manner specified in the section “**Offer Structure**” on page 475.
- (6) Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Category. For further details, see “**Offer Procedure**” on page 480.
- (7) Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Category will be available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Category will be available for allocation to Bidders with a Bid size of more than ₹1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Category may be allocated to Bidders in the other sub-category of Non-Institutional Category.

Pursuant to Rule 19(2)(b) of the SCRR, the Net Offer is being made for at least [●]% of the post-Offer paid-up Equity Share capital of our Company. Allocation to all categories of Bidders shall be made in accordance with SEBI ICDR Regulations. 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 Category 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 non-institutional application size, subject to availability of Equity Shares in the Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, see “**Terms of the Offer**”, “**Offer Structure**” and “**Offer Procedure**” on pages 468, 475 and 480, respectively.

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from the Restated Financial Information. The summary financial information presented below should be read in conjunction with “*Restated Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 340 and 408, respectively.

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Restated Statement of Assets and Liabilities

(Amount in Rupees million, unless otherwise stated)

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Assets			
Non-current assets			
Property, plant and equipment	1,795.15	1,033.47	1,041.32
Right of use assets	882.44	805.45	855.88
Capital work-in-progress	429.71	432.31	0.80
Intangible assets	4.60	6.28	7.45
Financial assets			
(i) Investments	-	0.10	0.10
(ii) Other financial assets	166.01	120.72	97.80
Current tax assets (net)	-	-	1.11
Other non-current assets	46.65	64.66	33.63
Total non-current assets	3,324.56	2,462.99	2,038.09
Current assets			
Inventories	1,768.05	1,261.55	1,437.67
Financial assets			
i) Trade receivables	1,707.97	1,283.85	1,079.50
ii) Cash and cash equivalents	6.18	54.21	8.07
iii) Other financial assets	21.72	39.42	16.78
Other current assets	189.53	116.14	168.76
Total current assets	3,693.45	2,755.17	2,710.78
Total Assets	7,018.01	5,218.16	4,748.87
Equity and liabilities			
Equity			
Equity share capital	98.22	98.22	62.22
Equity shares pending issuance	-	-	36.00
Other equity	2,365.41	1,906.41	1,638.94
Total equity	2,463.63	2,004.63	1,737.16
Liabilities			
Non-current liabilities			
Financial liabilities			
i) Borrowings	860.49	474.92	472.95
ii) Lease liabilities	154.34	102.27	101.03
iii) Other financial liabilities	1.75	1.60	7.88
Provisions	33.01	25.25	21.67
Deferred tax liabilities (net)	60.64	37.55	28.47
Total non-current liabilities	1,110.23	641.59	632.00
Current liabilities			
Financial liabilities			
i) Borrowings	1,477.74	1,332.35	1,356.97
ii) Lease liabilities	81.56	46.68	33.24
iii) Trade payables			
- total outstanding dues of micro and small enterprises	55.81	23.39	49.79
- total outstanding dues of creditors other than micro and small enterprises	1,541.00	994.35	824.73
iv) Other financial liabilities	246.34	151.80	87.80
Other current liabilities	29.78	19.02	24.47
Provisions	3.54	3.00	2.71
Current tax Liabilities (net)	8.38	1.35	-
Total current liabilities	3,444.15	2,571.94	2,379.71
Total Equity and liabilities	7,018.01	5,218.16	4,748.87

Restated Statement of Profit and Loss

(Amount in Rupees million, unless otherwise stated)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Income			
Revenue from operations	7,872.71	5,793.66	5,295.46
Other income	31.34	133.73	37.82
Total Income (I)	7,904.05	5,927.39	5,333.28
Expenses			
Cost of materials consumed	5,411.78	3,857.30	3,626.84
Changes in inventories of finished goods and work-in-progress	(214.70)	17.58	(31.90)
Employee benefits expense	1,221.50	944.03	775.31
Finance costs	220.19	206.82	178.88
Depreciation and amortisation expense	162.85	148.16	189.79
Other expenses	484.61	394.35	326.81
Total expenses (II)	7,286.23	5,568.24	5,065.73
Profit before tax (I-II)	617.82	359.15	267.55
Tax expenses			
Current tax	134.67	82.58	79.29
Taxation related to earlier years	(0.52)	-	6.44
Deferred tax expense/ (income)	23.49	9.09	(9.95)
Total tax expenses	157.64	91.67	75.78
Profit for the year	460.18	267.48	191.77
Other Comprehensive Income			
Items that will not be reclassified to profit or loss in subsequent period			
Re-measurement gains /(losses) on defined benefit plans	(1.58)	(0.02)	(1.85)
Income tax effect	0.40	0.01	0.47
Total other comprehensive income for the year, net of tax	(1.18)	(0.01)	(1.38)
Total comprehensive income for the year, net of tax	459.00	267.47	190.39
Earnings per equity share (Nominal value per share Rs. 2)			
Basic earnings per equity share (in Rs.)	1.56	0.91	1.03
Diluted earnings per equity share (in Rs.)	1.56	0.91	0.65

Restated Cash Flow Statement

(Amount in Rupees million, unless otherwise stated)

Particulars	Year ended	Year ended	Year ended
	31 March 2025	31 March 2024	31 March 2023
A. CASH FLOW FROM OPERATING ACTIVITIES			
Profit before tax	617.82	359.15	267.55
<i>Adjusted for :</i>			
Depreciation and amortisation expense	162.85	148.16	189.79
Profit on sale of property, plant and equipment (net)	(0.29)	(72.24)	(0.56)
Unwinding of interest on security deposits	(0.96)	(0.73)	(0.64)
Provision for doubtful debts	9.85	7.52	-
Provision for doubtful advances	-	2.60	-
Advances written off	3.91	4.00	-
Unrealised foreign exchange loss/ (gain) (net)	(5.60)	(2.96)	(2.89)
Preliminary Expenses written off	-	-	0.76
Finance costs	220.19	206.82	178.88
Interest income	(4.07)	(12.73)	(2.42)
Operating Profit before Working Capital Changes	1,003.70	639.59	630.47
Working capital adjustments:			
Decrease/ (Increase) in other financial assets	14.46	(35.29)	(6.32)
Decrease/ (Increase) in inventories	(506.50)	176.12	(240.64)
Decrease/ (Increase) in trade receivables	(432.71)	(209.75)	(14.58)
Decrease/ (Increase) in other non-current assets	(3.71)	(0.46)	-
Decrease/ (Increase) in other current assets	(77.30)	46.02	111.63
(Decrease)/ Increase in other financial liabilities	5.91	18.11	(8.47)
(Decrease)/ Increase in provisions	6.72	3.85	2.38
(Decrease)/ Increase in other liabilities	10.76	(5.45)	(38.32)
(Decrease)/ Increase in trade payables	583.40	144.06	283.92
Cash generated from operations	604.73	776.80	720.07
Direct taxes paid	(127.12)	(80.12)	(150.31)
Net Cash from Operating activities (A)	477.61	696.68	569.76
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment and intangible assets (including capital advances & payables)	(747.56)	(521.61)	(469.12)
Proceeds from sale of property, plant and equipment	0.35	129.77	1.48
Proceeds from sale of investment	0.10	-	-
Investment in deposits (net)	(46.25)	(6.53)	(29.52)
Interest received	6.61	9.72	2.11
Net Cash used in Investing Activities (B)	(786.75)	(388.65)	(495.05)
C. CASH FLOW FROM FINANCING ACTIVITIES			
Payment of lease liabilities	(67.34)	(52.62)	(38.49)
Interest paid	(199.47)	(186.62)	(166.06)
Proceeds from long term borrowings	553.28	270.50	208.37
Repayment of long term borrowings	(137.59)	(270.93)	(152.04)
Proceeds /(repayment) of short term borrowings	112.23	(22.22)	80.16
Net Cash flow from in/(used) Financing Activities (C)	261.11	(261.89)	(68.06)
Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)	(48.03)	46.14	6.65
Cash and cash equivalents at beginning of year	54.21	8.07	1.42
Cash received pursuant to amalgamation (refer note 44)	-	-	0.00
Cash and cash equivalents at end of the year	6.18	54.21	8.07
Components of cash and cash equivalents			
Cash on hand	0.88	0.90	0.45
Balance with banks:			
In current accounts	5.30	53.31	7.62
	6.18	54.21	8.07

GENERAL INFORMATION

Our Company was originally incorporated as “U K B Electronics Private Limited” at New Delhi as a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated May 7, 2004 issued by the RoC. Pursuant to a board resolution dated April 22, 2024 and a special resolution passed by the shareholders dated May 10, 2024, the name of our Company was changed to “UKB Electronics Private Limited” and a fresh certificate of incorporation issued by the RoC on July 15, 2024. Thereafter, pursuant to a board resolution dated March 4, 2025 and a special resolution passed by the shareholders dated March 26, 2025, our Company was converted from a private limited company to a public limited company and the name of our Company was changed to ‘UKB Electronics Limited’ and a fresh certificate of incorporation dated April 21, 2025 was issued by the Registrar of Companies, Central Processing Centre.

Corporate Identity Number: U32109DL2004PLC438048

Company Registration Number: 438048

Registered Office of our Company

C-102, Ground Floor
Anand Vihar, East Delhi 110 092
Delhi, India

Corporate Office of our Company

C-14, Sector 67
Gautam Buddha Nagar
Noida 201 301
Uttar Pradesh, India

For details of change in the registered office of our Company, see “*History and Certain Corporate Matters – Changes in the registered office of our Company*” on page 308.

Address of the Registrar of Companies

Our Company is registered with the RoC located at the following address:

Registrar of Companies, Delhi and Haryana

4th Floor, IFCI Tower
61, Nehru Place
New Delhi 110 019
Delhi, India

Board of Directors of our Company

Details regarding our Board of Directors as on the date of this Draft Red Herring Prospectus are set forth below:

Name and Designation	DIN	Address
Manoj Tayal <i>Chairman and Managing Director</i>	01348097	C – 102, Anand Vihar, PO: Laxmi Nagar, East Delhi 110 092, Delhi, India
Vinay Kumar Tayal <i>Whole-time Director</i>	00359327	C – 102, Anand Vihar, PO: Laxmi Nagar, East Delhi 110 092, Delhi, India
Manik Tayal <i>Whole-time Director</i>	09736525	C – 102, Anand Vihar, PO: Laxmi Nagar, East Delhi 110 092, Delhi, India
Sangeeta Bhatia <i>Independent Director</i>	06889475	House No. S-350, Ground Floor, Greater Kailash -2, South Delhi 110 048, New Delhi, India
Sonia Bansal Arora <i>Independent Director</i>	10291330	H.No. – 1/9826, Street No. 2, West Gaurakh Park, East Delhi 110 032, New Delhi, India
Aradhita Agarwal Kedia <i>Independent Director</i>	08884190	15B, Ballygunge Park Road, Ballygunge 700 019, Kolkata, West Bengal, India

For further details and brief profiles of our Directors, see “*Our Management*” on page 315.

Company Secretary and Compliance Officer

Ranjeet Singh is the Company Secretary and Compliance Officer of our Company. His contact details are set forth below:

Ranjeet Singh

C-14, Sector 67

Gautam Buddha Nagar

Noida 201 301

Uttar Pradesh, India

Tel: +91 012 0420 8515

E-mail: investor.relations@ukbindia.com

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus has been uploaded on the SEBI Intermediary Portal at <https://siportal.sebi.gov.in>, in accordance with Regulation 25(8) of the SEBI ICDR Regulations and the SEBI ICDR Master Circular and will also be filed with the SEBI at the following address:

Securities and Exchange Board of India

Corporation Finance Department, Division of Issues and Listing

SEBI Bhavan, Plot No. C4-A, 'G' Block

Bandra Kurla Complex Bandra (East)

Mumbai 400 051

Maharashtra, India

Filing of the Red Herring Prospectus and Prospectus

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed with the RoC in accordance with Section 32 of the Companies Act, 2013 and a copy of the Prospectus shall be filed with the RoC as required under Section 26 of the Companies Act, 2013 and through the electronic portal at <https://www.mca.gov.in/>.

Investor Grievances

Bidders may contact the Company Secretary and Compliance Officer, the Book Running Lead Managers or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including 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 or unblocking of funds, etc. For all Offer related queries and for redressal of complaints, investors may also write to the BRLMs.

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

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole 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 BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Managers

Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower
Rahimtullah Sayani Road
Opposite Parel ST Depot
Prabhadevi, Mumbai 400 025
Maharashtra, India
Tel: +91 22 7193 4380
E-mail: ukbelectronics.ipo@motilaloswal.com
Investor grievance e-mail: moiaplredressal@motilaloswal.com
Contact Person: Ronak Shah/ Sukant Goel
Website: www.motilaloswalgroup.com
SEBI registration number: INM000011005

IIFL Capital Services Limited

(formerly known as IIFL Securities Limited)

24th Floor, One Lodha Place
Senapati Bapat Marg, Lower Parel (West)
Mumbai 400 013
Maharashtra, India
Tel: +91 22 4646 4728
E-mail: ukbelectronics.ipo @iiflcap.com
Investor grievance e-mail: ig.ib@iiflcap.com
Contact Person: Anuj Damani / Pawan Jain
Website: www.iiflcap.com
SEBI registration number: INM000010940

Statement of inter-se allocation of responsibilities amongst the BRLMs

The responsibilities and coordination by the BRLMs for various activities in the Offer are as follows:

S. No	Activity	Responsibility	Co-ordination
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, positioning strategy and due diligence of our Company including its operations, management, business plans or legal etc. Drafting, design and finalizing of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Application Forms, Abridged Prospectus etc. The BRLMs shall ensure compliance with SEBI ICDR Regulations and stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI and RoC filings and follow up and coordination till final approval from all regulatory authorities	BRLMs	Motilal Oswal
2.	Drafting and approval of all statutory advertisements including audio and video presentation	BRLMs	Motilal Oswal
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure and filing of media compliance report	BRLMs	IIFL
4.	Appointment of intermediaries - Registrar to the Offer, advertising agency, printer (including coordination for agreements)	BRLMs	Motilal Oswal
5.	Appointment of all other intermediaries - Bankers to the Offer, syndicate, monitoring agency (including co-ordination for agreements)	BRLMs	IIFL
6.	Preparation of road show marketing presentation and frequently asked questions	BRLMs	IIFL
7.	International institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy • Finalising the list and division of international investors for one-to-one meetings • Finalising international road show and investor meeting schedules	BRLMs	IIFL
8.	Domestic institutional marketing of the Offer, which will cover, inter alia:	BRLMs	Motilal Oswal

S. No	Activity	Responsibility	Co-ordination
	- Finalising the list and division of domestic investors for one-to one meetings - Finalising domestic road show and investor meeting schedules		
9.	Conduct non-institutional marketing of the Offer	BRLMs	Motilal Oswal
10.	Conduct retail marketing of the Offer, which will cover, inter-alia: - Finalising media, marketing, public relations strategy and publicity budget - Finalising collection centres - Finalising centres for holding conferences for brokers etc. - Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material	BRLMs	IIFL
11.	Coordination with Stock Exchanges for anchor intimation, for book building software, bidding terminals and mock trading.	BRLMs	Motilal Oswal
12.	Managing the book and finalization of pricing in consultation with Company	BRLMs	Motilal Oswal
13.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Bankers to the Offer, intimation of allocation and dispatch of refund to Bidders, etc.	BRLMs	IIFL
Post-Offer activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Offer activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transactions tax on sale of unlisted equity shares by the Selling Shareholders under the Offer for Sale to the Government and filing of the securities transactions tax return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004.			

Syndicate Members

[•]

Legal Counsel to the Company as to Indian Law

Trilegal

DLF Cyber Park
Tower C, 1st Floor
Phase II, Udyog Vihar, Sector 20
Gurugram 122 008
Haryana, India
Tel: +91 12 4625 8598

Registrar to the Offer

KFin Technologies Limited

Selenium Tower-B, Plot No. 31 and 32
Gachibowli, Financial District
Nanakramguda, Serilingampally
Hyderabad 500 032
Telangana, India

Tel: +91 40 6716 2222

E-mail: ukbelectronics.ipo@kfintech.com

Investor grievance e-mail: einward.ris@kfintech.com

Contact Person: M. Murali Krishna

Website: www.kfintech.com

URL SEBI website: <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10>

SEBI registration number: INR000000221

Bankers to the Offer

Escrow Collection Bank

[•]

Public Offer Account Bank

[•]

Refund Bank

[•]

Sponsor Banks

[•]

Statutory Auditors to our Company

M S K A & Associates, Chartered Accountants

Magnum Global Park

Unit No-2101-2115A & B, Floor 21

Sector-58, Arch View

Gurugram 122 011, India

Email: vinodgupta@mska.in

Tel: +91 12 4408 7954

Peer Review Certificate No.: 016966

Firm Registration No.: 105047W

Changes in auditors

There has been no change in the statutory auditors of our Company during the last three years, except as mentioned below.

Particulars of statutory auditors	Date of the change	Reason for change
Kumar & Goel, Chartered Accountants	March 9, 2024	Resignation due to pre-occupation with other assignments
M S K A & Associates, Chartered Accountants	March 21, 2024	Appointment of statutory auditor to fill casual vacancy
M S K A & Associates, Chartered Accountants	September 30, 2024	Re-appointment of statutory auditors

Bankers to our Company

Axis Bank Limited

Mega Wholesale Banking Centre

Plot No. 25, 3rd floor

Pusa Road, Karol Bagh 110 005

New Delhi, India

Tel: +91 11 4739 6626

Contact person: Anil Kumar Pandey

E-mail: cbbnewdelhi.branchhead@axisbank.com

Citibank N.A.

Citi Commercial Banking

DLF Square Building, DLF Phase 2

Gurgaon 122 002

Haryana, India

Tel: +91 0124 418 6942

Contact person: Vishal Kapoor

E-mail: vishal2.kapoor@citi.com

DBS Bank India Limited

HDFC Bank Limited

DLF Capitol Point, Ground Floor
Baba Kharak Singh Marg
Connaught Place 110 001
New Delhi, India
Tel: +91 88267 37066
Contact person: Nitin Joshi
E-mail: nitinjoshi@dbb.com

HDFC Bank House
Senapati Bapat Marg
Lower Parel W
Mumbai 400 013
Maharashtra, India
Tel: +91 88888 42200
Contact person: Sanjay Singh
E-mail: Sanjay.singh37@hdfcbank.com

Yes Bank Limited
4th, 5th and 14th (A) floor
Max Towers, Plot No. C - 001A/1
Sector 16B, Noida 201 301
Uttar Pradesh, India
Tel: +91 99997 67738
Contact person: Satyakam Thakur
E-mail: satyakam.thakur@yesbank.in

Designated Intermediaries

Self-Certified Syndicate Banks

The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorizing an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

Self-Certified Syndicate Banks and mobile applications enabled for UPI Mechanism

In accordance with the SEBI ICDR Master Circular, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, is also available on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> for SCSBs and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43> for mobile applications or at such other websites, as may be prescribed by SEBI from time to time.

Syndicate Self-Certified Syndicate Banks Branches

In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted under the ASBA process 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) and updated from time to time or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stockbroker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products-services/initial-public-offerings-asba-procedures respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Grading of the Offer

No credit agency registered with SEBI has been appointed for grading for the Offer.

Monitoring Agency

Our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus in accordance with Regulation 41 of SEBI ICDR Regulations, for monitoring of the utilisation of the proceeds from the Fresh Issue. For details in relation to the proposed utilisation of the proceeds from the Fresh Issue, please see “*Objects of the Offer*” on page 121.

Experts

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

Our Company has received written consent dated September 1, 2025 from M S K A & Associates, Chartered Accountants, our Statutory Auditor to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report dated September 1, 2025 relating to the Restated Financial Information and (ii) the statement of special tax benefits dated September 1, 2025 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.

Our Company has received written consent dated September 1, 2025 from P.C. Bindal & Co., Independent Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, 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 various certifications issued by them in their capacity as an independent chartered accountant to our Company and such consent has 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.

Our Company has received written consent dated September 1, 2025, from the independent chartered engineer, namely Aayushman Chauhan, to include their name in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013, to the extent and in their capacity as a chartered engineer, and in respect of the certificates issued by him.

Our Company has received written consent dated September 1, 2025, from Raghav Bansal & Associates, Practising Company Secretaries, to include their name in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013, to the extent that and in their capacity as practising company secretary, and in respect of the certificates issued by him.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Credit Rating

As this is an Offer of Equity Shares, credit rating is not required for the Offer.

Debenture Trustees

As this is an Offer of Equity Shares, the appointment of debenture trustees is not required for the Offer.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from Bidder on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms, if any within the Price Band which will be decided by our Company, in consultation with the BRLMs and minimum Bid lot which will be decided by our Company, in consultation with the BRLMs and advertised in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of New Delhi, where our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective website. The Offer Price shall be determined by our Company, in consultation with the BRLMs after the Bid/Offer Closing Date in accordance with the applicable law. For further details, see “*Offer Procedure*” on page 480.

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

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors 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 Investors can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to revise and withdraw their Bids after the Anchor Investor Bidding Date. Except Allocation to Retail Individual Investors, Non-Institutional Investors and the Anchor Investors, Allocation in the Offer will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis and allocation to the Non-Institutional Investors will be in a manner as prescribed under the SEBI ICDR Regulations. For further details on the Book Building Process and the method and process of Bidding, see “*Terms of the Offer*”, “*Offer Structure*” and “*Offer Procedure*” on pages 468, 475 and 480, respectively.

The Book Building Process is subject to change. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Bidders should note the Offer is also subject to obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, within two Working Days of the Bid/Offer Closing Date or such other time period as prescribed under applicable law.

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

For an illustration of the Book Building Process, price discovery process and allocation, see “*Offer Procedure*” on page 480.

Underwriting Agreement

After the determination of the Offer Price but prior to filing of the Prospectus with the RoC, our Company and the Promoter Selling Shareholders will enter into the Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The extent of underwriting obligations and the Bids to be underwritten shall be as per the Underwriting Agreement. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

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

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

Name, address, telephone number and e-mail address of the Underwriters	Indicative number of Equity Shares of face value of ₹2 each to be Underwritten	Amount underwritten (₹ in million)
[●]	[●]	[●]
[●]	[●]	[●]

The abovementioned amounts are provided for indicative purposes only and will be finalised after the pricing and actual allocation and subject to the provisions of Regulation 40(2) of the SEBI ICDR Regulations. Based on representations made by the Underwriters, our Board of Directors are of the opinion that the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board, at its meeting held on [●], has approved the execution of the Underwriting Agreement by our Company.

Allocation amongst the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to Investors procured by them in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

The details of the share capital of our Company, as on the date of this Draft Red Herring Prospectus, is set forth below.

(in ₹, except share data)			
S. No.	Particulars	Aggregate nominal value	Aggregate value at Offer Price*
A)	AUTHORISED SHARE CAPITAL⁽¹⁾		
	375,000,000 Equity Shares of face value of ₹2 each	750,000,000	-
B)	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER AS ON DATE OF THIS DRAFT RED HERRING PROSPECTUS		
	294,660,000 Equity Shares of face value of ₹2 each	589,320,000	-
C)	PRESENT OFFER⁽²⁾⁽³⁾⁽⁴⁾		
	Offer of up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹8,000 million ⁽²⁾⁽³⁾⁽⁴⁾	[●]	[●]
	<i>Of which:</i>		
	Fresh Issue of up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹4,000 million ⁽²⁾⁽⁴⁾	[●]	[●]
	Offer for Sale of up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹4,000 million ⁽²⁾⁽³⁾	[●]	[●]
	<i>The Offer consists of:</i>		
	Employee Reservation Portion of up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million ⁽⁵⁾	[●]	[●]
	Net Offer of up to [●] Equity Shares of face value of ₹2 each	[●]	[●]
D)	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER		
	[●] Equity Shares of face value of ₹2 each*	[●]	-
E)	SECURITIES PREMIUM ACCOUNT		
	Before the Offer (as on the date of this Draft Red Herring Prospectus)		217,440,000
	After the Offer*		[●]

* To be included upon finalisation of the Offer Price and subject to Basis of Allotment.

⁽¹⁾ For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see “History and Certain Corporate Matters – Amendments to our Memorandum of Association in the last ten years” on page 309.

⁽²⁾ Our Board has authorised the Offer pursuant to their resolution dated August 11, 2025 and our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated August 12, 2025.

⁽³⁾ Our Board has taken on record the consent and authorisation of each of the Promoter Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated September 1, 2025. The Equity Shares being offered by each of the Promoter Selling Shareholders have been held by them for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus and are otherwise eligible for being offered for sale pursuant to the Offer in accordance with the SEBI ICDR Regulations. For details of authorisations for the Offer for Sale, see “Other Regulatory and Statutory Disclosures - Authority for the Offer” on page 454.

⁽⁴⁾ Our Company, in consultation with the Book Running Lead Managers, may consider an issue of specified securities, aggregating up to ₹800 million, 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 BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects prior to completion of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety).

⁽⁵⁾ In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of undersubscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital.

Notes to capital structure

1. Equity share capital history of our Company

The following table sets forth the history of the equity share capital of our Company:

Date of allotment	Nature of allotment	Name of the allottee(s)		Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
May 7, 2004	Initial subscription to the Memorandum of Association ⁽¹⁾	Name of the allottee	Number of equity shares allotted	20,000	10	10	Cash	20,000
		Pradeep Kumar Tayal	5,000					
		Manoj Tayal	5,000					
		Arun Kumar Tayal	5,000					
		Vinay Kumar Tayal	5,000					
February 28, 2005	Further issue ⁽²⁾	Name of the allottee	Number of equity shares allotted	115,000	10	N.A.	Other than cash	135,000
		Manoj Tayal	115,000					
March 30, 2005	Further issue	Name of the allottee	Number of equity shares allotted	208,000	10	10	Cash	343,000
		Manoj Tayal	58,000					
		Divyansh Engineering Private Limited	50,000					
		Inchook Tracon Private Limited	50,000					
		Mood Dealers Private Limited	50,000					
January 24, 2007	Further issue	Name of the allottee	Number of equity shares allotted	657,000	10	10	Cash	1,000,000
		Surender Bansal	6,000					
		Vijender Bansal	7,500					
		Ranveer Singh	13,500					
		Vinay Kumar Tayal	120,000					
		Manoj Tayal	260,000					
		Prabhat Kumar	100,000					
		Rama	20,000					
		Shiv Shanker Tripathi	20,000					
		Dinesh Kumar	40,000					

Date of allotment	Nature of allotment	Name of the allottee(s)		Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
		Rama Shankar Tripathi		20,000				
		Versha Agarwal		50,000				
March 28, 2008	Further issue	Name of the allottee	Number of equity shares allotted	1,500,000	10	25	Cash	2,500,000
		Pradeep Kumar Tayal	200,000					
		Nutan Tayal	200,000					
		Singdha Trexim Private Limited	300,000					
		Mantoshi International Limited	200,000					
		Lectrodryer Marketing Private Limited	200,000					
		Zenco Advisory Services Private Limited	200,000					
		Balsaria Holdings Private Limited	200,000					
March 30, 2009	Further issue	Name of the allottee	Number of equity shares allotted	2,500,000	10	25	Cash	5,000,000
		Masantoshi International Limited	500,000					
		Paharimata Commodities Private Limited	440,000					
		Maa Pahari Mercantiles Private Limited	600,000					
		Tuticorin Trexim Private Limited	300,000					
		Shardaraj Tradefin Limited	160,000					
		Telstar Packaging Private Limited	100,000					
		Mrigiya Electronic Industries Private Limited	300,000					
		MVS Leasing Private Limited	100,000					

Date of allotment	Nature of allotment	Name of the allottee(s)		Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
March 31, 2010	Further issue	Name of the allottee	Number of equity shares allotted	1,200,000	10	25	Cash	6,200,000
		O.S Creations Private Limited	1,200,000					
February 22, 2011	Further issue	Name of the allottee	Number of equity shares allotted	800,000	10	30	Cash	7,000,000
		O.S Creations Private Limited	800,000					
January 16, 2012	Further issue	Name of the allottee	Number of equity shares allotted	750,000	10	100	Cash	7,750,000
		O.S Creations Private Limited	550,000					
		Sanco Industries Limited	200,000					
March 2, 2013	Further issue	Name of the allottee	Number of equity shares allotted	2,072,000	10	37	Cash	9,822,000
		New Generation Advertising Private Limited	260,000					
		Manak Commercial Private Limited	136,000					
		Bhavya Aluminium Private Limited	270,000					
		Shiv Durga Marketing Private Limited	260,000					
		Mangal Kalas Services Private Limited	270,000					
		Ranchor Electronics Private Limited	240,000					
		Intelligent Share Brokers Private Limited	136,000					
		Softindigo Software Private Limited	250,000					
		Ample Hotels and Resorts Private Limited	250,000					

Date of allotment	Nature of allotment	Name of the allottee(s)		Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
October 16, 2023	Scheme of amalgamation ⁽³⁾	Name of the allottee	Number of equity shares allotted	3,600,000	10	N.A.	Other than cash	9,822,000
		Manoj Tayal	508,060					
		Vinay Kumar Tayal	560,500					
		Aayush Tayal	560,500					
		Manik Tayal	1,970,940					

Pursuant to a resolution passed by our Board and Shareholders on May 7, 2025 and May 30, 2025, respectively, our Company sub-divided the face value of its equity shares from ₹10 each to ₹2 each. Accordingly, the issued and paid-up equity share capital of our Company was sub-divided from 9,822,000 equity shares of ₹10 each to 49,110,000 Equity Shares of ₹2 each

July 15, 2025	Bonus issue as on record date i.e. May 7, 2025 in the ratio of five Equity Shares for every one Equity Share held	Name of the allottee	Number of equity shares allotted	245,550,000	2	N.A.	N.A.	294,660,000
		Manoj Tayal	62,615,250					
		Vinay Kumar Tayal	72,367,250					
		Pradeep Kumar Tayal	55,248,750					
		Manik Tayal	55,248,750					
		Renu Tayal	2,500					
		Juhi Tayal	2,500					
		Kamal Bhargava	65,000					

⁽¹⁾ Our Company was incorporated on May 7, 2004 and the date of subscription to the Memorandum of Association was April 30, 2004.

⁽²⁾ Pursuant to a business transfer agreement dated February 15, 2005 entered into between UKB Electronics, a sole proprietorship firm of our Promoter, Manoj Tayal (“**Seller**”) (“**Sole Proprietorship**”) and our Company, the Sole Proprietorship along with its assets and liabilities was taken over by our Company pursuant to the issue of 115,000 equity shares of face value of ₹10 each of our Company to the Seller.

⁽³⁾ Pursuant to an order dated September 11, 2023, the National Company of Law Tribunal, Ahmedabad Division Bench sanctioned the Scheme of Amalgamation of UKB Industries Private Limited (formerly known as Manglam Cold Storage Private Limited) (“**Transferor Company**”) with our Company and their respective shareholders and creditors. The Scheme of Amalgamation envisaged merger of the Transferor Company with our Company to simplify and streamline the shareholding structure of our Company and consolidation of the value of both the Transferor Company and our Company in a single entity with effect from April 1, 2022 (“**Merger**”). Pursuant to the Merger, 3,600,000 equity shares of face value of ₹10 of our Company held by the Transferor Company were cancelled and 3,600,000 equity shares of face value of ₹10 of our Company were issued and allotted to the shareholders of the Transferor Company in proportion of their shareholding in the Transferor Company. For further details, see “**History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years - Scheme of amalgamation of UKB Industries Private Limited into our Company**” on page 311.

Our Company is in compliance with the Companies Act, 1956 and Companies Act, 2013 and the rules made thereunder, to the extent applicable, with respect to issuance of Equity Shares from the date of incorporation of our Company till the date of filing of this Draft Red Herring Prospectus.

Secondary transaction

For details of the secondary transactions of the Promoters and Promoter Selling Shareholders, see “- **Build-up of Promoters’ shareholding in our Company**” on page 105. The following table sets forth the details of secondary transactions of equity shares of our Company except for the Promoters and Promoter Selling Shareholders, since its incorporation.

Date of transfer	Name of transferor	Name of transferee	Nature of transaction	Number of equity shares transferred	Face value per equity share (₹)	Transfer price per equity share (₹)	Nature of consideration
June 30, 2009	Prabhat Kumar	Renu Tayal	100,000 equity shares were transferred to Renu Aggarwal	100,000	10	1	Cash
June 30, 2009	Dinesh Kumar	Renu Tayal	40,000 equity shares were transferred to Renu Aggarwal	40,000	10	1	Cash
March 23, 2010	Singdha Trexim Private Limited	Makeshwar Projects Private Limited	300,000 equity shares were transferred to Makeshwar Projects Private Limited	300,000	10	0.50	Cash
March 23, 2010	Mantoshi International Limited	Makeshwar Projects Private Limited	200,000 equity shares were transferred to Makeshwar Projects Private Limited	200,000	10	0.50	Cash
March 23, 2010	Lectrodryer Marketing Private Limited	Makeshwar Projects Private Limited	100,000 equity shares were transferred to Makeshwar Projects Private Limited	100,000	10	0.50	Cash
March 23, 2010	Zenco Advisory Services Private Limited	Pioner Prodev Private Limited	200,000 equity shares were transferred to Pioner Prodev Private Limited	200,000	10	0.50	Cash
March 23, 2010	Balsaria Holdings Private Limited	CRM Systems Private Limited	200,000 equity shares were transferred to CRM Systems Private Limited	200,000	10	0.50	Cash
March 23, 2010	MAA Merchantile Limited	Pahari CRM Systems Private Limited	600,000 equity shares were transferred to CRM Systems Private Limited	600,000	10	0.50	Cash
March 23, 2010	Tuticorin Trexim Private Limited	CRM Systems Private Limited	300,000 equity shares were transferred to CRM Systems Private Limited	300,000	10	0.50	Cash
March 23, 2010	Telstar Peckaging Private Limited	CRM Systems Private Limited	100,000 equity shares were transferred to CRM Systems Private Limited	100,000	10	0.50	Cash

Date of transfer	Name of transferor	Name of transferee	Nature of transaction	Number of equity shares transferred	Face value per equity share (₹)	Transfer price per equity share (₹)	Nature of consideration
May 30, 2010	Mantoshi Limited	International Mangalam Storage Limited	Cold 500,000 equity shares Private were transferred to Mangalam Cold Storage Private Limited	500,000	10	1	Cash
May 30, 2010	Lectrodryer Private Limited	Marketing Mangalam Storage Limited	Cold 100,000 equity shares Private were transferred to Mangalam Cold Storage Private Limited	100,000	10	0.50	Cash
May 30, 2010	Paharimata Commodities Limited	Private Mangalam Storage Limited	Cold 440,000 equity shares Private were transferred to Mangalam Cold Storage Private Limited	440,000	10	1	Cash
May 30, 2010	Shardaraj Limited	Tredfin Mangalam Storage Limited	Cold 160,000 equity shares Private were transferred to Mangalam Cold Storage Private Limited	160,000	10	1	Cash
May 30, 2010	Mrigiya Industries Limited	Electronics Private Mangalam Storage Limited	Cold 300,000 equity shares Private were transferred to Mangalam Cold Storage Private Limited	300,000	10	1	Cash
May 30, 2010	MVS Leasing Limited	Private Mangalam Storage Limited	Cold 100,000 equity shares Private were transferred to Mangalam Cold Storage Private Limited	100,000	10	1	Cash
May 30, 2010	Makeshwar Private Limited	Projects Mangalam Storage Limited	Cold 600,000 equity shares Private were transferred to Mangalam Cold Storage Private Limited	600,000	10	0.50	Cash
May 30, 2010	Pioner Limited	Prodev Private Mangalam Storage Limited	Cold 200,000 equity shares Private were transferred to Mangalam Cold Storage Private Limited	200,000	10	0.50	Cash

Date of transfer	Name of transferor	Name of transferee	Nature of transaction	Number of equity shares transferred	Face value per equity share (₹)	Transfer price per equity share (₹)	Nature of consideration
May 30, 2010	CRM Systems Limited	Private Mangalam Storage Limited	Cold 200,000 equity shares Private were transferred to Mangalam Cold Storage Private Limited	200,000	10	0.50	Cash
May 30, 2010	CRM Systems Limited	Private Mangalam Storage Limited	Cold 600,000 equity shares Private were transferred to Mangalam Cold Storage Private Limited	600,000	10	0.50	Cash
May 30, 2010	CRM Systems Limited	Private Mangalam Storage Limited	Cold 300,000 equity shares Private were transferred to Mangalam Cold Storage Private Limited	300,000	10	0.50	Cash
May 30, 2010	CRM Systems Limited	Private Mangalam Storage Limited	Cold 100,000 equity shares Private were transferred to Mangalam Cold Storage Private Limited	100,000	10	0.50	Cash
September 29, 2014	Rama	Rama Tripathi	Shankar 20,000 equity shares were transferred to Rama Shakar Tripathi	20,000	10	1	Cash
September 29, 2014	O.S Creations Limited	Private Arun Kumar Tayal	968,000 equity shares were transferred to Arun Kumar Tayal	968,000	10	2	Cash
February 20, 2015	Sanco Industries Limited	Arun Kumar Tayal	50,000 equity shares were transferred to Arun Kumar Tayal	50,000	10	2	Cash
February 20, 2015	New Advertising Limited	Generation Private Arun Kumar Tayal	187,500 equity shares were transferred to Arun Kumar Tayal	187,500	10	1	Cash
October 10, 2018	Surender Bansal	Shakuntala Devi	6,000 equity shares were transferred to Shakuntala Devi	6,000	10	10	Cash
October 10, 2018	Vijender Bansal	Shakuntala Devi	7,500 equity shares were transferred to Shakuntala Devi	7,500	10	10	Cash

Date of transfer	Name of transferor	Name of transferee	Nature of transaction	Number of equity shares transferred	Face value per equity share (₹)	Transfer price per equity share (₹)	Nature of consideration
October 10, 2018	Ranveer Singh	Shakuntala Devi	13,500 equity shares were transferred to Shakuntala Devi	13,500	10	10	Cash
October 10, 2018	Shiv Shankar Tripathi	Shakuntala Devi	20,000 equity shares were transferred to Shakuntala Devi	20,000	10	10	Cash
October 10, 2018	Rama Shankar Tripathi	Shakuntala Devi	40,000 equity shares were transferred to Shakuntala Devi	40,000	10	10	Cash
October 10, 2018	Dinesh Kumar HUF	Sambhav Tayal & Sons HUF	50 equity shares were transferred to Sambhav Tayal & Sons HUF	50	10	10	Cash
October 10, 2018	Dinesh Kumar HUF	Manik Tayal & Sons HUF	50 equity shares were transferred to Manik Tayal & Sons HUF	50	10	10	Cash
October 10, 2018	Prabhat Kumar HUF	Manoj Kumar and Sons (HUF)	50 equity shares were transferred to Manoj Kumar and Sons	50	10	10	Cash
October 10, 2018	Prabhat Kumar HUF	Vinay Kumar and Sons (HUF)	50 equity shares were transferred to Vinay Kumar and Sons	50	10	10	Cash
October 10, 2018	Rahul Aggarwal	Arun Kumar and Sons (HUF)	50 equity shares were transferred to Arun Kumar and Sons	50	10	10	Cash
October 10, 2018	Rahul Aggarwal	Pradeep Kumar and Sons HUF	50 equity shares were transferred to Pradeep Kumar and Sons HUF	50	10	10	Cash
October 1, 2022	Shakuntla Devi	Aayush Tayal	4,370 equity shares were transferred to Aayush Tayal by way of gift	4,370	10	Nil	N.A.
January 30, 2023	Nutan Tayal	Arun Kumar Tayal	43,720 equity shares were transferred to Arun Kumar Tayal by way of gift	43,720	10	Nil	N.A.
January 30, 2023	Arun Kumar and Sons (HUF)	Arun Kumar Tayal	50 equity shares were transferred to Arun Kumar Tayal by way of gift	50	10	Nil	N.A.

Date of transfer	Name of transferor	Name of transferee	Nature of transaction	Number of equity shares transferred	Face value per equity share (₹)	Transfer price per equity share (₹)	Nature of consideration
January 30, 2023	Sambhav Tayal & Sons HUF	Sambhav Tayal	50 equity shares were transferred to Sambhav Tayal by way of gift	50	10	Nil	N.A.
August 14, 2025	Juhi Tayal	Juhi Tayal Family Trust	3,000 Equity Shares were transferred by Juhi Tayal to Juhi Tayal Family Trust in her capacity as a settlor to the trust by way of gift	3,000	2	Nil	N.A.
August 14, 2025	Renu Tayal	Renu Tayal Family Trust	3,000 Equity Shares were transferred by Renu Tayal to Renu Tayal Family Trust in her capacity as a settlor to the trust by way of gift	3,000	2	Nil	N.A.
August 21, 2025	Sonakshi Tayal	Sonakshi Tayal Family Trust	3,000 Equity Shares were transferred by Sonakshi Tayal to Sonakshi Tayal Family Trust in her capacity as a settlor to the trust by way of gift	3,000	2	Nil	N.A.

2. Preference share capital history of our Company

Our Company has no outstanding preference shares as on the date of the filing of this Draft Red Herring Prospectus.

3. Equity shares issued for consideration other than cash or by way of bonus issue

Except as set out below, our Company has not issued any equity shares for consideration other than cash or through bonus issue since its incorporation:

Date of allotment	Names of allottees		Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Reason for the allotment	Benefits accrued to our Company
February 28, 2005	Name of the allottee	Number of equity shares allotted	115,000	10	NA	Pursuant to acquisition of UKB Electronics, sole proprietorship firm of Manoj Tayal	Assets and liabilities of the sole proprietorship got merged with our Company
	Manoj Tayal	115,000					
October 16, 2023 ⁽¹⁾	Name of the allottee	Number of equity shares allotted	3,600,000	10	N.A.	Pursuant to Scheme of Amalgamation	3,600,000 equity shares of face value of ₹10 each of our Company held by UKB Industries Private Limited (<i>formerly known as Manglam Cold Storage Private Limited</i>) were cancelled and allotted to the shareholders of the UKB Industries Private Limited (<i>formerly known as Manglam Cold Storage Private Limited</i>) in proportion to their shareholding in UKB Industries Private Limited (<i>formerly known as Manglam Cold Storage Private Limited</i>). For further details, see “ <i>History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years - Scheme of amalgamation of UKB Industries Private Limited into our Company</i> ” on page 311.
	Manoj Tayal	508,060					
	Vinay Kumar Tayal	560,500					
	Aayush Tayal	560,500					
	Manik Tayal	1,970,940					
July 15, 2025	Name of the allottee	Number of equity shares allotted	245,550,000	2	N.A.	Bonus issue as on record date i.e. May 7, 2025 in the ratio of five Equity Shares for every one Equity Share held	N.A.
	Manoj Tayal	62,615,250					
	Vinay Kumar Tayal	72,367,250					
	Pradeep Kumar Tayal	55,248,750					
	Manik Tayal	55,248,750					
	Renu Tayal	2,500					
	Juhi Tayal	2,500					
	Kamal Bhargava	65,000					

⁽¹⁾ Pursuant to an order dated September 11, 2023, the National Company of Law Tribunal, Ahmedabad Division Bench sanctioned the Scheme of Amalgamation of UKB Industries Private Limited (formerly known as Manglam Cold Storage Private Limited) ("**Transferor Company**") with our Company and their respective shareholders and creditors. The Scheme of Amalgamation envisaged merger of the Transferor Company with our Company to simplify and streamline the shareholding structure of our Company and consolidation of the value of both the Transferor Company and our Company in a single entity with effect from April 1, 2022 ("**Merger**"). Pursuant to the Merger, 3,600,000 equity shares of face value of ₹10 of our Company held by the Transferor Company were cancelled and 3,600,000 equity shares of face value of ₹10 of our Company were issued and allotted to the shareholders of the Transferor Company in proportion of their shareholding in the Transferor Company. For further details, see "**History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years - Scheme of amalgamation of UKB Industries Private Limited into our Company**" on page 311.

4. Issue of equity shares out of revaluation reserves

Our Company has not issued any shares out of revaluation reserves since its incorporation.

5. Allotment of shares pursuant to schemes of arrangement

Except for the allotment of 3,600,000 equity shares of face value of ₹10 each, on September 11, 2023, pursuant to the Scheme of Amalgamation, our Company has not allotted any Equity Shares pursuant to any scheme of arrangement approved under sections 230-234 of the Companies Act, 2013 or Sections 391 to 394 of the Companies Act, 1956. For further details in relation to the Scheme of Amalgamation, see “**History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years**” on page 311 and “**- Notes to capital structure – Equity share capital history of our Company**” on page 94.

Except as disclosed in “**- Notes to capital structure – Equity share capital history of our Company**” on page 94, our Company has not issued any Equity Shares in the last one year immediately preceding the date of this Draft Red Herring Prospectus.

6. Issue of Equity Shares at a price lower than the Offer Price in the last one year

Our Company has not issued any equity shares at a price which may be lower than the Offer Price during the period of one year preceding the date of this Draft Red Herring Prospectus.

7. Issue of Equity Shares under employee stock option schemes

As on the date of this Draft Red Herring Prospectus, our Company has not made any issuance of Equity Shares under any employee stock option scheme.

8. History of the share capital held by our Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters hold, in the aggregate, 284,920,850 Equity Shares, which constitute 96.70% of the issued, subscribed and paid-up equity share capital of our Company. All the Equity Shares held by our Promoters are in dematerialised form.

a) **Build-up of Promoters’ shareholding in our Company**

Set forth below is the build-up of our Promoters’ equity shareholding since the incorporation of our Company.

Date of allotment / transfer	Nature of transaction	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition / transfer per equity share (₹)	Nature of consideration	Percentage of pre-Offer equity share capital (%)	Percentage of the post-Offer equity share capital ⁽¹⁾ (%)
Manoj Tayal							
May 7, 2004	Subscription to the Memorandum	5,000	10	10	Cash	0.01	[●]
February 28, 2005	Further issue	115,000	10	N.A.	Other than cash	0.20	[●]
March 30, 2005	Further issue	58,000	10	10	Cash	0.10	[●]
April 25, 2006	50,000 equity shares were transferred by Divyansh Engineering Private Limited	50,000	10	10	Cash	0.08	[●]
April 25, 2006	50,000 equity shares were transferred by Inchook Tracon Private Limited	50,000	10	10	Cash	0.08	[●]
April 25, 2006	50,000 equity shares were transferred by	50,000	10	10	Cash	0.08	[●]

Date of allotment / transfer	Nature of transaction	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition / transfer per equity share (₹)	Nature of consideration	Percentage of pre- Offer equity share capital (%)	Percentage of the post- Offer equity share capital ⁽¹⁾ (%)
	Mood Dealers Private Limited						
January 2007	24, Further issue	260,000	10	10	Cash	0.44	[●]
September 2014	29, 42,000 equity shares were transferred by O.S Creations Private Limited	42,000	10	2	Cash	0.07	[●]
September 2014	29, 136,000 equity shares were transferred by Manak Commercial Private Limited	136,000	10	2	Cash	0.23	[●]
September 2014	29, 270,000 equity shares were transferred by Bhabya Aluminium Private Limited	270,000	10	2	Cash	0.46	[●]
September 2014	29, 270,000 equity shares were transferred by Mangal Kalas Services Private Limited	270,000	10	2	Cash	0.46	[●]
September 2014	29, 250,000 equity shares were transferred by Ample Hotels and Resorts Private Limited	250,000	10	1	Cash	0.42	[●]
February 2015	20, 50,000 equity shares were transferred by Sanco Industries Limited	50,000	10	2	Cash	0.08	[●]
February 2015	20, 187,500 equity shares were transferred by Softindigo Software Private Limited	187,500	10	1	Cash	0.32	[●]
October 2022	1, 162,730 equity shares were transferred to Vinay Kumar Tayal by way of gift	(162,730)	10	Nil	N.A.	(0.28)	[●]
October 2022	1, 28,660 equity shares were transferred to Pradeep Kumar Tayal by way of gift	(28,660)	10	Nil	N.A.	(0.05)	[●]
October 2022	1, 140,000 equity shares were transferred by Renu Tayal by way of gift	140,000	10	Nil	N.A.	0.24	[●]
October 2022	1, 50 equity shares were transferred by Manoj Kumar and Sons (HUF) by way of gift	50	10	Nil	N.A.	Negligible	[●]
January 2023	30, 254,390 equity shares were transferred by Arun Kumar Tayal by way of gift	254,390	10	Nil	N.A.	0.43	[●]
October 2023	16, Pursuant to the Scheme of Amalgamation ⁽¹⁾	508,060	10	N.A.	Other than cash	0.86	[●]
Pursuant to a resolution passed by our Board and Shareholders on May 7, 2025 and May 30, 2025, respectively, our Company sub-divided the face value of its equity shares from ₹10 each to ₹2 each. Accordingly, 2,504,610 paid-up							

Date of allotment / transfer	Nature of transaction	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition / transfer per equity share (₹)	Nature of consideration	Percentage of pre- Offer equity share capital (%)	Percentage of the post- Offer equity share capital ⁽¹⁾ (%)
equity shares of face value of ₹10 each held by Manoj Tayal were sub-divided into 12,523,050 Equity Shares of face value of ₹2 each							
July 15, 2025	Bonus issue as on record date i.e. May 7, 2025 in the ratio of five Equity Shares for every one Equity Share held	62,615,250	2	N.A.	N.A.	21.25	[●]
July 25, 2025	1,029,625 Equity shares were transferred by Vinay Kumar Tayal by way of gift	1,029,625	2	Nil	N.A.	0.35	[●]
August 2025	14, 3,000 Equity shares were transferred by Manoj Tayal to Manoj Tayal Family Trust in his capacity as a settlor to the trust by way of gift	(3,000)	2	Nil	N.A.	(Negligible)	[●]
Total (A)		76,164,925				25.85	[●]
Vinay Kumar Tayal							
May 7, 2004	Subscription to the Memorandum	5,000	10	10	Cash	0.01	[●]
January 24, 2007	Further issue	120,000	10	10	Cash	0.20	[●]
September 29, 2014	572,000 equity shares were transferred by O.S Creations Private Limited	572,000	10	2	Cash	0.97	[●]
September 29, 2014	260,000 equity shares were transferred by Shiv Durga Marketing Private Limited	260,000	10	1	Cash	0.44	[●]
September 29, 2014	136,000 equity shares were transferred by Intelligent Share Broker Private Limited	136,000	10	1	Cash	0.23	[●]
February 20, 2015	50,000 equity shares were transferred by Sanco Industries Limited	50,000	10	2	Cash	0.08	[●]
February 20, 2015	72,500 equity shares were transferred by New Generation Advertising Private Limited	72,500	10	1	Cash	0.12	[●]
February 20, 2015	52,500 equity shares were transferred by Ranchor Electronics Private Limited	52,500	10	0.80	Cash	0.09	[●]
February 20, 2015	62,500 equity shares were transferred by Softindigo Software Private Limited	62,500	10	1	Cash	0.11	[●]
October 2022	1, 162,730 equity shares were transferred by	162,730	10	Nil	N.A.	0.28	[●]

Date of allotment / transfer	Nature of transaction	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition / transfer per equity share (₹)	Nature of consideration	Percentage of pre- Offer equity share capital (%)	Percentage of the post- Offer equity share capital ⁽¹⁾ (%)
	Manoj Tayal by way of gift						
October 2022	1, 50 equity shares were transferred by Vinay Kumar & Sons HUF by way of gift	50	10	Nil	N.A.	Negligible	[●]
January 2023	30, 843,710 equity shares were transferred by Arun Kumar Tayal by way of gift	843,710	10	Nil	N.A.	1.43	[●]
October 2023	16, Pursuant to Scheme of Amalgamation ⁽¹⁾	560,500	10	N.A.	Other than cash	0.95	[●]
March 4, 2025	100 equity shares were transferred to Juhi Tayal by way of gift	(100)	10	Nil	N.A.	(Negligible)	[●]
March 4, 2025	100 equity shares were transferred to Kamal Bhargava	(100)	10	204.10	Cash	(Negligible)	[●]
March 4, 2025	100 equity shares were transferred to Renu Tayal	(100)	10	204.10	Cash	(Negligible)	[●]
March 2025	31, 2,500 equity shares were transferred to Kamal Bhargava	(2,500)	10	204.10	Cash	(Negligible)	[●]
Pursuant to a resolution passed by our Board and Shareholders on May 7, 2025 and May 30, 2025, respectively, our Company sub-divided the face value of its equity shares from ₹10 each to ₹2 each. Accordingly, 2,894,690 paid-up equity shares of face value of ₹10 each held by Vinay Kumar Tayal were sub-divided into 14,473,450 Equity Shares of face value of ₹2 each							
July 15, 2025	Bonus issue as on record date i.e. May 7, 2025 in the ratio of five Equity Shares for every one Equity Share held	72,367,250	2	N.A.	N.A.	24.56	[●]
July 24, 2025	2,209,950 Equity shares were transferred to Kamlesh by way of gift	(2,209,950)	2	Nil	N.A.	(0.75)	[●]
July 25, 2025	1,029,625 Equity shares were transferred to Manoj Tayal by way of gift	(1,029,625)	2	Nil	N.A.	(0.35)	[●]
July 28, 2025	1,473,300 Equity shares were transferred to Pradeep Kumar Tayal by way of gift	(1,473,300)	2	Nil	N.A.	(0.50)	[●]
July 28, 2025	2,209,950 Equity shares were transferred to Ruchi Garg by way of gift	(2,209,950)	2	Nil	N.A.	(0.75)	[●]
July 28, 2025	9,700 Equity Shares were transferred to Atul Singhal	(9,700)	2	8.36	Cash	(Negligible)	[●]
July 28, 2025	19,300 Equity Shares were transferred to Ajay Kumar Singhal	(19,300)	2	8.36	Cash	(0.01)	[●]

Date of allotment / transfer	Nature of transaction	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition / transfer per equity share (₹)	Nature of consideration	Percentage of pre- Offer equity share capital (%)	Percentage of the post- Offer equity share capital ⁽¹⁾ (%)
July 28, 2025	9,700 Equity Shares were transferred to Babli Devi	(9,700)	2	8.36	Cash	(Negligible)	[●]
July 28, 2025	4,300 Equity Shares were transferred to Mukesh Mittal	(4,300)	2	8.36	Cash	(Negligible)	[●]
July 31, 2025	9,700 Equity Shares were transferred to Mohd Zakir	(9,700)	2	8.36	Cash	(Negligible)	[●]
July 31, 2025	9,700 Equity Shares were transferred to Ankur Goyal	(9,700)	2	8.36	Cash	(Negligible)	[●]
August 2025	13, 2,209,950 Equity shares were transferred to Santosh Goyal by way of gift	(2,209,950)	2	Nil	N.A.	(0.75)	[●]
August 2025	13, 4,300 Equity Shares were transferred to Mukul Mittal	(4,300)	2	8.36	Cash	(Negligible)	[●]
August 2025	14, 3,000 Equity shares were transferred by Vinay Kumar Tayal to Vinay Tayal Family Trust in his capacity as a settlor to the trust by way of gift	(3,000)	2	Nil	N.A.	(Negligible)	[●]
August 2025	21, 1,473,300 Equity shares were transferred by Vinay Kumar Tayal to Nitya Tayal Family Trust in his capacity as a settlor to the trust by way of gift	(1,473,300)	2	Nil	N.A.	(0.50)	[●]
Total (B)		76,164,925				25.85	[●]
Manik Tayal							
October 2022	1, 50 equity shares were transferred by Manik Tayal & Sons HUF by way of gift	50	10	Nil	N.A.	Negligible	[●]
October 2022	1, 82,630 equity shares were transferred by Shakuntala Devi by way of gift	82,630	10	Nil	N.A.	0.14	[●]
January 2023	30, 156,280 equity shares were transferred by Nutan Tayal by way of gift	156,280	10	Nil	N.A.	0.27	[●]
January 2023	30, 50 equity shares were transferred by Sambhav Tayal by way of gift	50	10	Nil	N.A.	Negligible	[●]
October 2023	16, Pursuant to the Scheme of Amalgamation ⁽¹⁾	1,970,940	10	N.A.	Other than cash	3.34	[●]
Pursuant to a resolution passed by our Board and Shareholders on May 7, 2025 and May 30, 2025, respectively, our Company sub-divided the face value of its equity shares from ₹10 each to ₹2 each. Accordingly, 2,209,950 paid-up equity shares of face value of ₹10 each held by Manik Tayal were sub-divided into 11,049,750 Equity Shares of face value of ₹2 each							

Date of allotment / transfer	Nature of transaction	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition / transfer per equity share (₹)	Nature of consideration	Percentage of pre- Offer equity share capital (%)	Percentage of the post- Offer equity share capital ⁽¹⁾ (%)
July 15, 2025	Bonus issue as on record date i.e. May 7, 2025 in the ratio of five Equity Shares for every one Equity Share held	55,248,750	2	N.A.	N.A.	18.75	[●]
August 2025	13, 3,000 Equity shares were transferred to Sonakshi Tayal by way of gift	(3,000)	2	Nil	N.A.	(Negligible)	[●]
August 2025	20, 3,000 Equity shares were transferred by Manik Tayal to Manik Tayal Family Trust in his capacity as a settlor to the trust by way of gift	(3,000)	2	Nil	N.A.	(Negligible)	[●]
Total (C)		66,292,500				22.50	[●]
Pradeep Kumar Tayal							
May 7, 2004	Subscription to the Memorandum	5,000	10	10	Cash	0.01	[●]
September 2006	30, 100 equity shares were transferred to Dinesh Kumar HUF	(100)	10	10	Cash	(Negligible)	[●]
September 2006	30, 100 equity shares were transferred to Prabhat Kumar HUF	(100)	10	10	Cash	(Negligible)	[●]
September 2006	30, 100 equity shares were transferred to Rahul Aggarwal	(100)	10	10	Cash	(Negligible)	[●]
March 2008	28, Further issue	200,000	10	25	Cash	0.34	[●]
June 30, 2009	50,000 equity shares were transferred by Versha Aggarwal	50,000	10	1	Cash	0.08	[●]
September 2014	29, 968,000 equity shares were transferred by O.S Creations Private Limited	968,000	10	2	Cash	1.64	[●]
February 2015	20, 50,000 equity shares were transferred by Sanco Industries Limited	50,000	10	2	Cash	0.08	[●]
February 2015	20, 187,500 equity shares were transferred by Ranchor Electronics Private Limited	187,500	10	0.80	Cash	0.32	[●]
October 2022	1, 50 equity shares were transferred by Pradeep Kumar and Sons HUF by way of gift	50	10	Nil	N.A.	Negligible	[●]
October 2022	1, 28,660 equity shares were transferred by Manoj Tayal by way of gift	28,660	10	Nil	N.A.	0.05	[●]
October 2022	1, 14,88,910 equity shares were transferred to Aayush Tayal by way of gift	(1,488,910)	10	Nil	N.A.	(2.53)	[●]

Date of allotment / transfer	Nature of transaction	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition / transfer per equity share (₹)	Nature of consideration	Percentage of pre- Offer equity share capital (%)	Percentage of the post- Offer equity share capital ⁽¹⁾ (%)
January 2023	30, 156,170 equity shares were transferred by Arun Kumar Tayal by way of gift	156,170	10	Nil	N.A.	0.27	[●]
January 2023	30, 156,170 equity shares were transferred to Aayush Tayal by way of gift	(156,170)	10	Nil	N.A.	(0.27)	[●]
May 7, 2025	2,209,950 equity shares were transferred by Aayush Tayal by way of gift	2,209,950	10	Nil	N.A.	3.75	[●]
Pursuant to a resolution passed by our Board and Shareholders on May 7, 2025 and May 30, 2025, respectively, our Company sub-divided the face value of its equity shares from ₹10 each to ₹2 each. Accordingly, 2,209,950 paid-up equity shares of face value of ₹10 each held by Pradeep Kumar Tayal were sub-divided into 11,049,750 Equity Shares of face value of ₹2 each							
July 15, 2025	Bonus issue as on record date i.e. May 7, 2025 in the ratio of five Equity Shares for every one Equity Share held	55,248,750	2	N.A.	N.A.	18.75	[●]
July 28, 2025	1,473,300 Equity shares were transferred by Vinay Kumar Tayal by way of gift	1,473,300	2	Nil	N.A.	0.50	[●]
August 2025	13, 1,473,300 Equity shares were transferred to Nikita Mittal by way of gift	(1,473,300)	2	Nil	N.A.	(0.50)	[●]
Total (D)		66,298,500				22.50	[●]
Grand Total (A+B+C+D)		284,920,850				96.70	[●]

⁽¹⁾ Subject to finalisation of Basis of Allotment.

⁽²⁾ Pursuant to an order dated September 11, 2023, the National Company of Law Tribunal, Ahmedabad Division Bench sanctioned the Scheme of Amalgamation of UKB Industries Private Limited (formerly known as Manglam Cold Storage Private Limited) ("Transferor Company") with our Company and their respective shareholders and creditors. The Scheme of Amalgamation envisaged merger of the Transferor Company with our Company to simplify and streamline the shareholding structure of our Company and consolidation of the value of both the Transferor Company and our Company in a single entity with effect from April 1, 2022 ("Merger"). Pursuant to the Merger, 3,600,000 equity shares of face value of ₹10 of our Company held by the Transferor Company were cancelled and 3,600,000 equity shares of face value of ₹10 of our Company were issued and allotted to the shareholders of the Transferor Company in proportion of their shareholding in the Transferor Company. For further details, see "History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years - Scheme of amalgamation of UKB Industries Private Limited into our Company" on page 311.

- b) As on the date of the Draft Red Herring Prospectus, our Promoters have not been allotted any preference shares since the incorporation of our Company.
- c) All the Equity Shares held by our Promoters were fully paid-up on the respective date of allotment/ acquisition of such Equity Shares.
- d) As of the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are subject to pledge with any creditor or any other encumbrance.

9. Shareholding of our Promoters and members of our Promoter Group

Shareholding of our Promoters and members of Promoter Group are set forth below, as on the date of this Draft Red Herring Prospectus:

Name of Shareholder	Pre-Offer		Post-Offer	
	Number of Equity Shares of face value of ₹2 each	Percentage of pre-Offer equity share capital (%)	Number of Equity Shares of face value of ₹2 each	Percentage of post-Offer equity share capital (%) ⁽¹⁾
Promoters				
Manoj Tayal	76,164,925	25.85	[●]	[●]
Vinay Kumar Tayal	76,164,925	25.85	[●]	[●]
Manik Tayal	66,292,500	22.50	[●]	[●]
Pradeep Kumar Tayal	66,298,500	22.50	[●]	[●]
Members of the Promoter Group				
Santosh Goyal	2,209,950	0.75%	[●]	[●]
Kamlesh	2,209,950	0.75%	[●]	[●]
Ruchi Garg	2,209,950	0.75%	[●]	[●]
Nikita Mittal	1,473,300	0.50%	[●]	[●]
Nitya Tayal Family Trust	1,473,300	0.50%	[●]	[●]
Manoj Tayal Family Trust	3,000	Negligible	[●]	[●]
Renu Tayal Family Trust	3,000	Negligible	[●]	[●]
Vinay Tayal Family Trust	3,000	Negligible	[●]	[●]
Juhi Tayal Family Trust	3,000	Negligible	[●]	[●]
Manik Tayal Family Trust	3,000	Negligible	[●]	[●]
Sonakshi Tayal Family Trust	3,000	Negligible	[●]	[●]
Total	294,515,300	99.95%	[●]	[●]

⁽¹⁾ Subject to finalisation of Basis of Allotment

10. Details of minimum Promoters' Contribution locked in for 18 months

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be considered as minimum promoters' contribution and locked-in for a period of 18 months or any other period as may be prescribed under applicable law, from the date of Allotment ("Promoters' Contribution").

The details of Equity Shares held by our Promoters, which will be locked-in for minimum Promoter's Contribution for a period of 18 months, from the date of Allotment are as provided below:

Name of the Promoter	Number of Equity Shares held [#]	Number of Equity Shares locked-in*	Date of allotment/ transfer of equity shares [#]	Face value per equity share (₹)	Issue / acquisition price per equity share (₹)	Nature of transaction	% of the pre-Offer paid-up Capital	% of the post-Offer paid-up Capital	Date up to which Equity Shares are subject to lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: To be updated at the Prospectus stage.

[#] Equity Shares were fully paid-up on the date of acquisition of such Equity Shares.

* Subject to finalisation of Basis of Allotment.

Our Promoters have given consent to include such number of Equity Shares held by them, as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoters' Contribution. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoters' Contribution from the date 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.

Our Promoter's shareholding in excess of 20% shall be locked in for a period of six months from the date of Allotment. As on the date of this Draft Red Herring Prospectus, our Promoters hold in the aggregate 284,920,850 Equity Shares of face value of ₹2 each, which constitutes 96.70% of the issued, subscribed and paid-up Equity Share capital of our Company.

The Equity Shares that are being locked-in are not and will not be ineligible for computation of Promoters' Contribution under Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

- (i) The Equity Shares offered for Promoters' Contribution do not include Equity Shares acquired during the three years preceding the date of this Draft Red Herring Prospectus (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets, or (b) as a result of bonus shares issued by utilization of revaluation reserves or unrealised profits of our Company or from bonus issue against Equity Shares which are otherwise in-eligible for computation of Promoters' Contribution;
- (ii) The Promoter's Contribution does not include any Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;
- (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 forming part of the Promoters' Contribution are not subject to any pledge with any creditor.

11. Details of share capital locked-in for six months

Pursuant to Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company will be locked in for a period of six months from the date of Allotment, except for (a) the Equity Shares successfully transferred as a part of the Offer for Sale; and (b) Equity Shares held by a venture capital fund or alternative investment fund of category I or category II or foreign venture capital investor. As on the date of this Draft Red Herring Prospectus, our Company does not have Shareholders that are venture capital funds or alternative investment funds of category I or category II or a foreign venture capital investor.

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

Pursuant to Regulation 21 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters (as mentioned above) may be pledged as a collateral security for a loan granted by a scheduled commercial bank or a public financial institution or a systemically important non-banking finance company or a housing finance company, subject to the following:

- a. If the Equity Shares are locked-in in terms of sub-regulation (a) of Regulation 16(1) of the SEBI ICDR Regulations, the loan has been granted for the purpose of financing one or more of the objects of the Fresh Issue and the pledge of Equity Shares is one of the terms of sanction of the loan;
- b. If the Equity Shares are locked-in in terms of sub-regulation (b) of Regulation 16(1) of the SEBI ICDR Regulations and the pledge of Equity Shares is one of the terms of sanction of the loan.

Pursuant to Regulation 22 of the SEBI ICDR Regulations, (a) the Equity Shares held by our Promoters, which are locked-in may be transferred to another promoter and among the members of the Promoter Group or to any new promoters of our Company, and (b) the Equity Shares held by persons other than the Promoters and locked-in for a period of six months from the date of Allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the Equity Shares till the lock-in period stipulated in the SEBI ICDR Regulations has expired.

12. Lock-in of Equity Shares Allotted to Anchor Investors

50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.

13. Sales or purchases of Equity Shares or other specified securities of our Company by our Promoters, the members of our Promoter Group and/or our Directors and their relatives during the six months immediately preceding the date of this Draft Red Herring Prospectus.

Except as disclosed below, none of our Promoters, members of our Promoter Group, our Directors or their relatives have sold or purchased any Equity Shares of our Company during the six months preceding the date of this Draft Red Herring Prospectus.

Date of transfer	Name of transferor	Name of transferee	Nature of transaction	Number of equity shares transferred	Percentage of pre- Offer equity share capital of our Company (%)	Face value per equity share (₹)	Transfer price per equity share (₹)
March 4, 2025	Vinay Kumar Tayal	Juhi Tayal	100 equity shares were transferred to Juhi Tayal by way of gift	100	Negligible	10	Nil
March 4, 2025	Vinay Kumar Tayal	Kamal Bhargava	100 equity shares were transferred to Kamal Bhargava	100	Negligible	10	204.10
March 4, 2025	Vinay Kumar Tayal	Renu Tayal	100 equity shares were transferred to Renu Tayal	100	Negligible	10	204.10
March 31, 2025	Vinay Kumar Tayal	Kamal Bhargava	2,500 equity shares were transferred to Kamal Bhargava	2,500	Negligible	10	204.10
May 7, 2025	Aayush Tayal	Pradeep Kumar Tayal	2,209,950 equity shares were transferred to Pradeep Kumar Tayal by way of gift	2,209,950	3.75	10	Nil
July 24, 2025	Vinay Kumar Tayal	Kamlesh	2,209,950 Equity shares were transferred to Kamlesh by way of gift	2,209,950	0.75	2	Nil
July 25, 2025	Vinay Kumar Tayal	Manoj Tayal	1,029,625 Equity shares were transferred to Manoj Tayal by way of gift	1,029,625	0.35	2	Nil
July 28, 2025	Vinay Kumar Tayal	Pradeep Kumar Tayal	1,473,300 Equity shares were transferred to Pradeep Kumar Tayal by way of gift	1,473,300	0.50	2	Nil
July 28, 2025	Vinay Kumar Tayal	Ruchi Garg	2,209,950 Equity shares were transferred to Ruchi Garg by way of gift	2,209,950	0.75	2	Nil
July 28, 2025	Vinay Kumar Tayal	Atul Singhal	9,700 Shares were transferred to Atul Singhal	9,700	Negligible	2	8.36

Date of transfer	Name of transferor	Name of transferee	Nature of transaction	Number of equity shares transferred	Percentage of pre- Offer equity share capital of our Company (%)	Face value per equity share (₹)	Transfer price per equity share (₹)
July 28, 2025	Vinay Kumar Tayal	Ajay Kumar Singhal	19,300 Shares were transferred to Ajay Kumar Singhal	19,300	0.01	2	8.36
July 28, 2025	Vinay Kumar Tayal	Babli Devi	9,700 Shares were transferred to Babli Devi	9,700	Negligible	2	8.36
July 28, 2025	Vinay Kumar Tayal	Mukesh Mittal	4,300 Shares were transferred to Mukesh Mittal	4,300	Negligible	2	8.36
July 31, 2025	Vinay Kumar Tayal	Mohd Zakir	9,700 Shares were transferred to Mohd Zakir	9,700	Negligible	2	8.36
July 31, 2025	Vinay Kumar Tayal	Ankur Goyal	9,700 Shares were transferred to Ankur Goyal	9,700	Negligible	2	8.36
August 2025	13, Vinay Kumar Tayal	Santosh Goyal	2,209,950 Shares were transferred to Santosh Goyal by way of gift	2,209,950	0.75	2	Nil
August 2025	13, Vinay Kumar Tayal	Mukul Mittal	4,300 Shares were transferred to Mukul Mittal	4,300	Negligible	2	8.36
August 2025	13, Manik Tayal	Sonakshi Tayal	3,000 Equity shares were transferred to Sonakshi Tayal by way of gift	3,000	Negligible	2	Nil
August 2025	13, Pradeep Kumar Tayal	Nikita Mittal	1,473,300 shares were transferred to Nikita Mittal by way of gift	1,473,300	0.50	2	Nil
August 2025	14, Manoj Tayal	Manoj Tayal Family Trust	3,000 Equity shares were transferred to Manoj Tayal Family Trust in his capacity as a settlor to the trust by way of gift	3,000	Negligible	2	Nil
August 2025	14, Vinay Kumar Tayal	Vinay Tayal Family Trust	3,000 Equity shares were transferred to Vinay Tayal Family Trust in his capacity as a settlor to the trust by way of gift	3,000	Negligible	2	Nil
August 2025	14, Juhi Tayal	Juhi Tayal Family Trust	3,000 Shares were transferred to Juhi Tayal Family Trust in her capacity as a	3,000	Negligible	2	Nil

Date of transfer	Name of transferor	Name of transferee	Nature of transaction	Number of equity shares transferred	Percentage of pre- Offer equity share capital of our Company (%)	Face value per equity share (₹)	Transfer price per equity share (₹)
August 2025	14, Renu Tayal	Renu Tayal Family Trust	settlor to the trust by way of gift 3,000 Equity Shares were transferred to Renu Tayal Family Trust in her capacity as a settlor to the trust by way of gift	3,000	Negligible	2	Nil
August 2025	20, Manik Tayal	Manik Tayal Family Trust	3,000 Equity shares were transferred to Manik Tayal Family Trust in his capacity as a settlor to the trust by way of gift	3,000	Negligible	2	Nil
August 2025	21, Vinay Kumar Tayal	Nitya Tayal Family Trust	1,473,300 Equity shares were transferred to Nitya Tayal Family Trust in his capacity as a settlor to the trust by way of gift	1,473,300	0.50	2	Nil
August 2025	21, Sonakshi Tayal	Sonakshi Tayal Family Trust	3,000 Equity Shares were transferred to Sonakshi Tayal Family Trust in her capacity as a settlor to the trust by way of gift	3,000	Negligible	2	Nil

14. *Our shareholding pattern*

The shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus is as set forth below:

Category (I)	Category of shareholder (II)	Number of sharehold ers (III)	Number of fully paid- up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX)			Number of Equity Shares underlyin g outstandi ng convertib le securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Class eg: Equity Shares	Class eg: Others	Total			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
(A)	Promoters and Promoter Group	15	294,515,300	-	-	294,515,300	99.95	294,515, 300	-	294,515, 300	99.95	-	-	-	-	-	294,515,300
(B)	Public	8	144,700	-	-	144,700	0.05	144,700	-	144,700	0.05	-	-	-	-	-	144,700
©	Non- Promoter Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total		23	294,660,000	-	-	294,660,000	100	294,660, 000	-	294,660, 000	100	-	-	-	-	-	294,660,000

15. Shareholding of our Directors, Key Managerial Personnel and members of Senior Management in our Company

Except as stated below, none of our Directors, Key Managerial Personnel or members of our Senior Management hold any Equity Shares as on the date of this Draft Red Herring Prospectus.

Name	Number of Equity Shares of face value of ₹2 each	Percentage of pre-Offer share capital (%)
Manoj Tayal	76,164,925	25.85
Vinay Kumar Tayal	76,164,925	25.85
Manik Tayal	66,292,500	22.50

16. Details of shareholding of the major shareholders of our Company

- (a) As on the date of this Draft Red Herring Prospectus, our Company has 23 Shareholders.
- (b) Set forth below are details of Shareholders holding 1% or more of the issued, subscribed and paid-up share capital of our Company as on the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares of face value of ₹2 each	Percentage of pre-Offer share capital (%)
1.	Manoj Tayal	76,164,925	25.85
2.	Vinay Kumar Tayal	76,164,925	25.85
3.	Manik Tayal	66,292,500	22.50
4.	Pradeep Kumar Tayal	66,298,500	22.50
	Total	284,920,850	96.70

Note: Based on the beneficiary position statement as on August 29, 2025.

- (c) Set forth below are details of Shareholders holding 1% or more of the issued, subscribed and paid-up share capital of our Company as of 10 days prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares of face value of ₹2 each	Percentage of pre-Offer share capital (%)
1.	Manoj Tayal	76,164,925	25.85
2.	Vinay Kumar Tayal	76,164,925	25.85
3.	Manik Tayal	66,292,500	22.50
4.	Pradeep Kumar Tayal	66,298,500	22.50
	Total	284,920,850	96.70

Note: Based on the beneficiary position statement as on August 22, 2025.

- (d) Set forth below are details of Shareholders holding 1% or more of the issued, subscribed and paid-up share capital of our Company as of one year prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares of face value of ₹10 each	Percentage of pre-Offer share capital (%)
1.	Manoj Tayal	2,504,610	25.50
2.	Vinay Kumar Tayal	2,897,490	29.50
3.	Manik Tayal	2,209,950	22.50
4.	Aayush Tayal	2,209,950	22.50
	Total	9,822,000	100.00

Note: Based on the beneficiary position statement as on August 30, 2024.

- (e) Set forth below are details of Shareholders holding 1% or more of the issued, subscribed and paid-up share capital of our Company as of two years prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares of face value of ₹10 each	Percentage of pre-Offer share capital (%)
1.	Manoj Tayal	1,996,550	20.33
2.	Vinay Kumar Tayal	2,336,990	23.80
3.	UKB Industries Private Limited (Formerly known as Manglam Cold Storage Private Limited)	3,600,000	36.65
4.	Manik Tayal	239,010	2.43

S. No.	Name of Shareholder	Number of Equity Shares of face value of ₹10 each	Percentage of pre-Offer share capital (%)
5.	Aayush Tayal	1,649,450	16.79
	Total	9,822,000	100.00

Note: Based on shareholding pattern of our Company as on August 30, 2023.

17. Employee stock options scheme of our Company

UKB Electronics Limited Employee Stock Option Plan 2025 (“ESOP Scheme”)

Our Company adopted the ESOP Scheme pursuant to the resolution passed by our Board dated June 13, 2025 and the resolution passed by the Shareholders dated June 14, 2025. The ESOP Scheme has been instituted to grant stock options exercisable into Equity Shares to eligible employees of our Company. As on the date of this Draft Red Herring Prospectus, under the ESOP Scheme, out of the total 12,500,000 options, no options have been granted, vested or exercised. The ESOP Scheme is in compliance with the SEBI SBEB SE Regulations.

18. There have been no financing arrangements whereby our Promoters, members of our Promoter Group, our Directors or any of their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of this Draft Red Herring Prospectus.
19. Our Company, our Directors and the BRLMs have not entered into any buy-back arrangement for purchase of the Equity Shares of our Company being offered through the Offer.
20. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus. The Equity Shares to be issued or transferred pursuant to the Offer shall be fully paid-up at the time of Allotment.
21. As of the date of this Draft Red Herring Prospectus, none of the BRLMs are an associate (as defined in the SEBI Merchant Bankers Regulations) of our Company.
22. None of the BRLMs and their respective associates (as defined under the SEBI Merchant Bankers Regulations) hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus. The Book Running Lead Managers and their respective associates may engage in the transactions with and perform services for our Company and/or the Promoter Selling Shareholders in the ordinary course of business or may in the future engage in investment banking transactions with our Company for which they may in the future receive customary compensation.
23. There are no outstanding warrants, options or rights to convert debentures, loans or other convertible instruments into, or which would entitle any person any option to receive Equity Shares of our Company, as on the date of this Draft Red Herring Prospectus.
24. No person connected with the Offer, including, but not limited to, our Company, our Promoters, members of our Promoter Group, the Promoter Selling Shareholders, the members of the Syndicate, our Directors or Group Companies, 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 Offer.
25. Except for the issuance of any Equity Shares pursuant to the exercise of options that may be granted under the ESOP Scheme, the allotment of Equity Shares pursuant to the Fresh Issue and the Pre-IPO Placement, if any there will be no further issue of specified securities whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.
26. Except for the issuance of any Equity Shares pursuant to the exercise of options that may be granted under the ESOP Scheme, the allotment of Equity Shares pursuant to the Fresh Issue and the Pre-IPO Placement, there is no proposal or intention, negotiations and consideration by our Company to alter its capital structure by way of split or consolidation of the denominations of the Equity Shares or issue of Equity Shares or convertible securities on a preferential basis or issue of bonus or rights or further public offer of such securities, within a period of six months from the Bid/Offer Opening Date. However, if our Company enters

into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as consideration for acquisitions or participation in such joint ventures or other arrangements.

27. The BRLMs, and any person related to the BRLMs or the Syndicate Members, cannot apply in the Offer under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associates of the BRLMs, or insurance companies promoted by entities which are associates of the BRLMs, or AIFs sponsored by entities which are associates of the BRLMs, or an FPI (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLMs or pension funds sponsored by entities which are associates of the BRLMs.
28. As on the date of this Draft Red Herring Prospectus, our Company does not have any stock appreciation rights scheme.
29. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
30. Our Company shall ensure that all transactions in Equity Shares by our Promoters and the members of our Promoter Group between the date of filing of this Draft Red Herring Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.
31. Any pre-IPO placement shall be reported to the Stock Exchanges within 24 hours of such pre-IPO transactions (in part or in entirety).

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue of up to [●] Equity Shares of face value of ₹2 each, aggregating up to ₹4,000 million by our Company and an Offer for Sale of up to [●] Equity Shares of face value of ₹2 each aggregating to up to ₹4,000 million by the Promoter Selling Shareholders, subject to finalization of Basis of Allotment. For details, see “*Summary of the Offer Document – Offer Size*” and “*The Offer*” on pages 21 and 78, respectively.

Offer for Sale

Each of the Promoter Selling Shareholders will be entitled to their respective portion of the proceeds of the Offer for Sale in proportion to the Equity Shares offered by the respective Promoter Selling Shareholders after deducting their portion of Offer expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. For further details of the Offer for Sale, see “*Other Regulatory and Statutory Disclosures*” on page 454.

Objects of the Fresh Issue

Our Company proposes to utilize the Net Proceeds towards funding of the following objects (collectively, referred to as “**Objects**”):

- (i) Pre-payment or re-payment, in full or in part, of certain outstanding borrowings availed by our Company;
- (ii) Purchase of plant and machinery for our existing Manufacturing Facilities; and
- (iii) General corporate purposes.

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

The main objects clause and objects incidental and ancillary to the main objects clause as set out in the Memorandum of Association enable our Company to undertake our existing business activities and for which funds are proposed to be raised by our Company through the Fresh Issue.

Net Proceeds

After deducting the Offer related expenses from the Gross Proceeds of the Fresh Issue, we estimate the Net Proceeds to be ₹[●] million. The details of the Net Proceeds of the Offer are summarized in the table below:

Sr. No.	Particulars	Estimated amount (₹ in million) ⁽¹⁾⁽²⁾
1.	Gross Proceeds from the Fresh Issue	4,000
2.	Less: Offer related expenses to be borne by our Company ⁽³⁾	[●]
3.	Net proceeds from the Fresh Issue after deducting the Offer related expenses to be borne by our Company (“ Net Proceeds ”) ⁽¹⁾	[●]

⁽¹⁾ To be determined after finalization of the Offer Price and updated in the Prospectus prior to filing with the RoC.

⁽²⁾ Our Company, in consultation with the Book Running Lead Managers, may consider an issue of specified securities, aggregating up to ₹800 million, 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 BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects prior to completion of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety).

⁽³⁾ See “*Offer related expenses*” on page 131.

Utilization of Net Proceeds

The Net Proceeds are proposed to be utilized by our Company as follows:

Sr. No.	Particulars	Estimated amount (₹ in million) ⁽¹⁾
1.	Pre-payment or re-payment, in full or in part, of certain outstanding borrowings availed by our Company	2,212.76
2.	Purchase of plant and machinery for our existing Manufacturing Facilities	805.79

Sr. No.	Particulars	Estimated amount (₹ in million) ⁽¹⁾
3.	General corporate purposes ^{(2) (3)}	[●]
4.	Total⁽¹⁾	[●]

⁽¹⁾ Includes the proceeds, if any, received pursuant to the Pre-IPO Placement for an amount of up to ₹800 million. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects prior to completion of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety).

⁽²⁾ To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

⁽³⁾ The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

Proposed schedule of deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of deployment of funds as follows:

(₹ in million)						
Sr. No.	Particulars	Total estimated amount/ expenditure (A)	Balance amount to be incurred (C=A-B)	Amount to be funded from the Net Proceeds ⁽¹⁾	Estimated deployment of the Net Proceeds in Fiscals	
					2026	2027
1.	Pre-payment or re-payment, in full or in part, of certain outstanding borrowings availed by our Company	2,212.76	2,212.76	2,212.76	2,212.76	-
2.	Purchase of plant and machinery for our existing Manufacturing Facilities	805.79	805.79	805.79	500.00	305.79
3.	General corporate purposes ⁽²⁾⁽³⁾	[●]	[●]	[●]	[●]	[●]
	Net Proceeds⁽²⁾	[●]	[●]	[●]	[●]	[●]

⁽¹⁾ Our Company, in consultation with the BRLMs, may consider an issue of specified securities, as may be permitted under the applicable law, aggregating up to ₹800 million, at its discretion, 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 BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects prior to completion of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

⁽²⁾ To be finalized upon determination of the Offer Price and updated in the Prospectus prior to the filing of the Prospectus with the RoC.

⁽³⁾ The amount to be utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

The fund requirement, the deployment of funds and the intended use of the Net Proceeds as described above are based on our current business plan, management estimates, valid quotations obtained from third-party vendors, certificate from the Statutory Auditors dated September 1, 2025 in relation to plant and machinery, certificate from the independent chartered engineer dated September 1, 2025 in relation to plant and machinery, market conditions and other external commercial and technical factors including interest rates, exchange rate fluctuations and other charges. However, such fund requirements and deployment of funds have not been appraised by any bank, or financial institution or any other independent agency. For further details, see “**Risk Factors – Our funding requirements and proposed deployment of the Net Proceeds are not appraised by any independent agency and are based on management estimates and may be subject to change based on various factors, some of which are beyond our control**” on page 64.

We may have to revise our funding requirements and deployment schedule on account of variety of factors such as our financial and market condition, business and strategy, variation in cost estimates 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. 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. In the event that estimated utilization out of the Net Proceeds in a Fiscal is not completely met due to factors such as: (i) economic and business conditions; (ii) delay in procuring and operationalizing assets or necessary licenses and approvals; or (iii) any other commercial considerations, such unutilized portion of the Net Proceeds shall be utilized in the subsequent fiscals, as may be decided by our Company, in accordance with applicable laws. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Net Proceeds.

In case of any surplus after utilization of the Net Proceeds towards the aforementioned objects, we may use such surplus towards general corporate purposes, provided that the total amount to be utilized towards general corporate purposes does not exceed 25% of the Gross Proceeds from the Fresh Issue in accordance with applicable law. Further, in case of any variations in the actual utilisation of funds earmarked towards funding of our proposed Objects as set forth above, then any increased fund requirements for a particular object may be financed by surplus funds, if any, available in respect of the other objects for which funds are being raised in this Offer, subject to utilisation towards general corporate purposes not exceeding 25% of the Gross Proceeds from the Fresh Issue. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the aforementioned Objects, we may explore a range of options including utilizing our internal accruals and seeking additional debt from existing and future lenders.

Means of finance

Our Company proposes to utilize the Net Proceeds from the Fresh Issue towards (i) pre-payment or re-payment, in full or in part, of certain outstanding borrowings availed by our Company; (ii) purchase of plant and machinery for our existing Manufacturing Facilities; and (iii) general corporate purposes. Accordingly, we confirm that Regulation 7(1)(e) read with paragraph 9C of the SEBI ICDR Regulations is not applicable and there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the Net Proceeds to be raised through the Fresh Issue.

Details of the Objects of the Fresh Issue

1. Pre-payment or re-payment, in full or in part, of certain outstanding borrowings availed by our Company

Our Company has entered into various borrowing arrangements for borrowings in the form of term loans, working capital facilities, vehicle loans, letter of credit and bank guarantees, among others. As on June 30, 2025, the total sanctioned amount and the total outstanding borrowings of the fund and non-fund-based borrowings availed by our Company was ₹4,310.67 million and ₹3,308.35 million, respectively. For details of these financing arrangements including indicative terms and conditions, see “**Financial Indebtedness**” on page 440.

Our Company intends to utilize an estimated amount of up to ₹2,212.76 million from the Net Proceeds towards pre-payment or re-payment of all, or a portion, of the principal amount on certain loans availed by our Company and the accrued interest thereon, the details of which are listed out in the table below. Pursuant to the terms of the borrowing arrangements, pre-payment of certain indebtedness may attract pre-payment charges as prescribed by the respective lender. Payment of such pre-payment charges, as applicable, along with interest and other related costs, shall be made from the internal accruals of our Company.

Further, given the nature of the borrowings and the terms of pre-payment or re-payment, the aggregate outstanding amounts under the borrowings availed by our Company, may vary from time to time and our Company in accordance with the relevant repayment schedule, may pre-pay/re-pay or refinance its existing borrowings from one or more financial institutions in the ordinary course of business, prior to filing of the Red Herring Prospectus. Further, the amounts outstanding under the borrowings as well as the sanctioned limits are dependent on several factors and may vary with the business cycle of our Company with multiple intermediate re-payments, drawdowns and enhancement of sanctioned limits. Additionally, owing to the nature of our business, our Company may avail additional facilities, re-pay certain instalments of our borrowings and/ or draw down further funds under existing borrowing facilities, from time to time, after the filing of this Draft Red Herring Prospectus. In light of the above, if at the time of filing the Red Herring Prospectus, the below-mentioned loan is repaid in part or full or refinanced or if any additional credit facilities are availed or drawn down or if the limits under the working capital borrowings are increased, then the table below shall be suitably revised to reflect the revised amounts or loans as the case may be which have been availed by our Company. The amount allocated for estimated schedule of deployment of Net Proceeds in a particular Fiscal may be utilized for pre-payment or re-payment of borrowings availed by our Company in the subsequent Fiscal, as may be deemed appropriate by our Board, subject to applicable law.

We believe that the pre-payment/ re-payment of the borrowings by our Company, will help reduce our overall outstanding indebtedness, debt servicing costs, assist us in maintaining a favourable debt-equity ratio and enable better utilization of the internal accruals if our Company for further investment in business growth and expansion. In addition, we believe that the improved debt-equity ratio will enable us to raise further resources at competitive rates and additional funds/ capital in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

The selection of borrowings proposed to be pre-paid or re-paid amongst our borrowing arrangements availed will be based on various factors, including (i) cost of the borrowing, including applicable interest rates; (ii) any conditions attached to the borrowings restricting our ability to pre-pay/ re-pay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions; (iii) receipt of consents for pre-payment from the respective lenders; (iv) terms and conditions of such consents and waivers; (v) levy of any pre-payment penalties and the quantum thereof; (vi) provisions of any laws, rules and regulations governing such borrowings; and (vii) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan. The amount proposed to be pre-paid and/ or repaid against the borrowing facility below is indicative and our Company may utilize the Net Proceeds to pre-pay and/ or re-pay the facilities disclosed below in accordance with commercial considerations, including amounts outstanding at the time of pre-payment and / or re-payment. For details in relation to key terms of our borrowings, see “**Financial Indebtedness**” on page 440.

The following table sets forth details of borrowing availed by our Company, which were outstanding as on June 30, 2025, which are proposed to be pre-paid/ re-paid, all or in part, from the Net Proceeds:

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1. Loans availed by our Company

Sr. No	Name of the lender		Nature of borrowing		Date of sanction letter/ loan arrangement		Sanctioned amount as of June 30, 2025 (₹ in million)	Principal amount outstanding as on June 30, 2025 (₹ in million)^	Interest rate per annum (in %) of borrowings as of June 30, 2025	Re-payment debt / schedule / tenor	Prepayment penalty	Purpose for which disbursed loan amount was used
1.	HDFC Limited	Bank	Working loan	capital	October 17, 2024		660.00	400.00	Repo rate + 2.25%	12 months	Not applicable	To fund working capital requirements of our Company
2.	HDFC Limited	Bank	Term loan		June 19, 2023		459.90	434.16	8.60% linked to three months MCLR	June 2025 to February 2030	Nil	Implementation of brownfield project for manufacturing of copper drawing, PVC compound, power cables, power cords, wire harness, brass pins, electronic components etc.
3.	Citibank N.A.		Working loan	capital	January 23, 2025		700.00	649.20	Interest ranging from 6.93% to 8.50%	12 months	Not applicable	To fund working capital requirements of our Company
4.	Axis Limited	Bank	Working loan	capital	November 16, 2024		100.00	97.58	Repo rate + 2.25%	12 months	Not applicable	To fund working capital requirements of our Company
5.	Axis Limited	Bank	Term Loan		October 29, 2024		680.00	476.82	Repo rate + 2.10%	June 2026 to March 2031	1% of the prepayment amount in case of pre-payment within 12 months from the date of disbursement	Capacity expansion for manufacturing of EBXL, wire and cable, power cords, wire harness, electrical and electronic products Manufacturing Facility 8 at Ghiloth industrial area, Rajasthan
6.	Yes Limited	Bank	Working loan	capital	September 17, 2024		305.00	155.00	Three months treasury bill + 2.19%	12 months	Not applicable	To fund working capital

Sr. No	Name of the lender	Nature of borrowing	Date of sanction letter/ loan arrangement	Sanctioned amount as of June 30, 2025 (₹ in million)	Principal amount outstanding as on June 30, 2025 (₹ in million)^	Interest rate per annum (in %) of borrowings as of June 30, 2025	Re-payment debt / schedule / tenor	Prepayment penalty	Purpose for which disbursed loan amount was used
									requirements of our Company
Total				2,904.90	2,212.76				

^ The outstanding amounts do not include any accrued interest.

Note:

- 1) The above sanctioned and outstanding amounts represent only fund-based facilities and do not include any non-fund-based facilities.
- 2) In accordance with paragraph 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, M S K A & Associates, Chartered Accountants, our Statutory Auditors, by way of their certificate dated September 1, 2025, have confirmed that our Company have utilized the loans for the purposes for which they were availed.

2. Purchase of plant and machinery for our existing Manufacturing Facilities

We are an integrated electronic manufacturing services (“EMS”) provider with end-to-end capabilities in product design, prototyping and manufacturing electronic and electrical products and solutions. We are one of the few homegrown players in India, among the peers considered, with the ability to cover the entire lifecycle of product manufacturing with capabilities for mould designing, wire and cables designing, manufacturing printed circuit board and brass components, injection and blow moulding and product assembly lines and testing facilities. (Source: CARE Report) We operate 11 strategically located Manufacturing Facilities. Our manufacturing operations are backward integrated, allowing us better control over the manufacturing process, drive cost efficiency across the supply chain, and reduce dependence on external suppliers. We intend to enhance our manufacturing capabilities at our existing Manufacturing Facilities through the purchase of plant and machinery. For details, please see “*Our Business – Strategies – Expansion of capacities through both brownfield and greenfield manufacturing facilities and continue to enhance operational efficiencies*” on page 278.

On an ongoing basis, we invest in the procurement of machinery for our existing Manufacturing Facilities to enhance our production capacity. We have historically incurred capital expenditure of ₹855.25 million, ₹525.75 million and ₹474.51 million for the Fiscal 2025, Fiscal 2024 and Fiscal 2023, respectively, towards capital expenditure undertaken for purchase of plant and machineries for our Manufacturing Facilities. We estimate to incur a cost of ₹805.79 million towards the proposed capital expenditure at our Manufacturing Facilities over a period of two financial years, being, Fiscal 2026 and Fiscal 2027. Our Company has received quotations from suppliers for purchase of plant and machinery and our Company is yet to place any orders or enter into definitive agreements for purchase of such plant and machineries.

We have assessed our requirements basis our estimates on management’s past experience in expanding our operations, and further certified by an independent chartered engineer, namely, Aayushman Chauhan pursuant to his certificate dated September 1, 2025. The Board of Directors of our Company pursuant to their resolution dated September 1, 2025, have taken note of the proposed capital expenditure requirements and the cost to be incurred towards the capital expenditure.

The breakdown of such estimated costs is as set out in the table below. We are yet to place orders for purchase of any of the plant and machinery and the estimates have been arrived at based on quotations received from the suppliers, as described below:

Purchase of plant and machinery

The table below sets forth the details of the plant and machinery proposed to be purchased by our Company:

Sr . No .	Description of the equipment/ machinery	Quantity	Currency	Cost per unit (₹ in million)	Total cost (₹ in million)*#	Date of quotation	Name of vendor	Period of validity of quotation	Expected date of supply
1.	“24 wire” multi wire drawing line	1	INR	100.99	100.99	May 8, 2025	Niehoff of India Private Limited	December 31, 2025	Within 12 months from the date of receipt of advance payment
2.	Double twist bunching lines – 630 mm	4	INR	9.45	37.80	July 29, 2025	Niehoff of India Private Limited	December 31, 2025	Within 10 months from the date of receipt of advance payment
3.	Low speed copper wire electrode tinning machine	1	USD^	7.51	7.51	April 22, 2025	Suzhou Listrong Mechanical & Electrical Co., Ltd.	October 19, 2025	Within 90 working days upon receipt of down payment
4.	High-speed wire Extrusion Line	10	CNY^^	10.73	107.28	July 28, 2025	Dongguan Richflow Electrical Equipment Co., Ltd.	January 27, 2026	60 working days upon receipt of down payment

Sr . No .	Description of the equipment/ machinery	Quantity	Currency	Cost per unit (₹ in million)	Total cost (₹ in million)*#	Date of quotation	Name of vendor	Period of validity of quotation	Expected date of supply
5.	NSD 65/150 two-stage extruder pelletizing line	2	USD^	8.20	16.41	July 10, 2025	Nanjing Neoplas Machinery Co., Ltd.	January 9, 2026	65 work days upon receipt of pre-payment
6.	Fully automatic blockloader for double-sided wire harness production	4	CNY^^	36.27	145.07	August 1, 2025	Komax Automation India Private Limited	January 31, 2026	18 – 22 weeks
7.	Electronic screen	6	USD^	2.98	17.87	August 6, 2025	Shantou Yongjie New Energy Technology Co., Ltd.	February 5, 2026	Within 60days after receipt of 50% of deposit
8.	Conductivity test bench	12	USD^	0.98	11.81	August 6, 2025	Shantou Yongjie New Energy Technology Co., Ltd	February 5, 2026	Within 60 days after receipt of 50% of deposit
9.	1.5 MeV horizontal electron accelerator and under beam and transport systems	1	USD^	80.11	80.11	July 4, 2025	CGN Dasheng Electron Accelerator Technology Co. Ltd.	January 3, 2026	8 months
10.	A20-3F7 Base machine	4	JPY^^^	4.70	18.79	August 1, 2025	Yamazaki Machinery & Tools India Pvt. Ltd.	January 31, 2026	45 – 60 days from the date of receipt of L/C and subject to receipt of export license from METI Japan
11.	Bar feed conveyor	4	INR	0.93	3.70	August 1, 2025	Yamazaki Machinery & Tools India Pvt. Ltd.	January 31, 2026	45 – 60 days from the date of receipt of L/C and subject to receipt of export license from METI Japan
12.	Copper wire silver electroplating production line	2	USD^	4.38	8.76	August 1, 2025	Suzhou Lishong Machinery Technology Co., Ltd	January 28, 2026	Within 90 working days upon receipt of down payment
13.	PTFE tape plant	1	INR	4.09	4.09	July 18, 2025	Bhurji Enterprises	January 17, 2026	After 150 days of order
14.	SMT line	1	INR	40.86	40.86	July 17, 2025	Bergen Systems Private Limited	January 16, 2026	12 weeks after receipt of purchase order along

Sr. No.	Description of the equipment/ machinery	Quantity	Currency	Cost per unit (₹ in million)	Total cost (₹ in million)*#	Date of quotation	Name of vendor	Period of validity of quotation	Expected date of supply
									with advance payment
15.	Carousel rotomolding machine CC-3A-3500 and blower mold	2	USD^	7.70	15.41	August 7, 2025	ChangZhou YingChuang Rotomolding Equipment Company Limited	February 6, 2026	80 days after receipt of advance payment
16.	Thermoplastic servo system injection moulding machine with double toggle clamping system	7	USD^	4.20	29.42	August 11, 2025	Chen Hsong Machinery Co., Ltd.	February 10, 2026	Within 60-75 days from advance date
17.	Multi cavity moulds	12	INR	1.20	14.40	August 7, 2025	NN Moulding Private Limited	February 6, 2026	60 days
18.	Fully Automatic Crimping Machine Gamma 448CC without ACD & Pre Feeder	10	CNY^^	4.59	45.93	July 18, 2025	Komax Automation India Pvt. Ltd.	January 17, 2026	8-10 weeks after receipt of advance payment
19.	Circuit Testing setup - Modular Type	10	USD^	0.98	9.84	August 6, 2025	Shantou Yongjie New Energy Technology Co., Ltd.	February 5, 2026	Within 60 days after receipt 50% deposit
20.	Standard Mini-applicators KMDigitech - KM-CA+01S	50	USD^	0.07	3.50	July 18, 2025	Bergen Systems Private Limited	January 17, 2026	3-4 weeks after receipt of advance payment
21.	NSD 65 single screw extrusion Compoundi ng line	2	USD^	5.25	10.51	July 10, 2025	Nanjing Neoplas Machinery Company Limited	January 9, 2026	65 work days upon receipt of prepayment
22.	Electronic screen	6	USD^	2.98	17.87	August 6, 2025	Shantou Yongjie New Energy Technology Co., Ltd.	February 5, 2026	Within 60 days after receipt of 50% of deposit
23.	Automatic IDC Crimping	1	INR	28.50	28.50	August 8, 2025	Auro Controls Private Limited	February 7, 2026	26 weeks
24.	200 KW rooftop solar PV solution	1	INR	7.90	7.90	July 18, 2025	Anandi Energy Solutions Private Limited	January 17, 2026	The goods will be delivered as per the agreed

Sr . No .	Description of the equipment/ machinery	Qua ntity	Curre ncy	Cost per unit (₹ in million)	Total cost (₹ in million)*#	Date of quotation	Name of vendor	Period of validity of quotation	Expected date of supply
									terms and conditions as per duly accepted purchase order
25.	2800 mm length X 900 mm width X 250 mm thickness X 10 trolleys chain conveyor (Metallic Base Mounting with LED TV Display)	10	INR	1.30	12.95	July 29, 2025	Stenfab Industries	January 28, 2026	3-4 weeks
26.	Blower mold	72	USD [^]	0.12	8.51	August 7, 2025	ChangZhou YingChuang Rotomolding Equipment Company Limited	February 6, 2026	80 days after receipt of advance payment
Total					805.79				

[#]Exclusive of GST.

^{*}The amounts included have been rounded off to two decimal places.

[^] USD amount which was converted at ₹87.55 as at the rate of exchange on July 31, 2025, (Source: <https://www.rbi.org.in/scripts/ReferenceRateArchive.aspx>).

^{^^} CNY amount which was converted at ₹12.15 as at the rate of exchange on July 31, 2025 (Source: <https://www.xe.com>).

^{^^^} JPY amount which was converted at ₹0.58 as at the rate of exchange on July 31, 2025 (Source: <https://www.rbi.org.in/scripts/ReferenceRateArchive.aspx>).

All quotations received from the above suppliers are valid as on the date of this Draft Red Herring Prospectus. However, there can be no assurance that the same vendors would be engaged to eventually supply equipment or machinery at the same costs. Some of the quotations mentioned above do not include cost of freight, insurance, octroi, entry tax, customs duty and other charges as these can be determined only at the time of placing of orders. Such additional costs shall be funded from the internal accruals, if required. As mentioned, we have not entered into any definitive agreements with any of the above suppliers which have provided quotations and there can be no assurance that the above-mentioned suppliers would be engaged to eventually supply the equipment and machinery or that the above-mentioned equipment and machinery would be purchased at the specified costs.

The quantity of equipment and machinery to be purchased is based on the estimates of our Company's management and our business requirements. No second-hand or used equipment is proposed to be purchased out of the Net Proceeds. Each of the units mentioned above is proposed to be acquired in a ready-to-use condition. Our Promoters, Directors, Key Managerial Personnel and Senior Management do not have any interest in the proposed purchase of the equipments or in the entity from whom we have obtained quotations in relation to such proposed purchase of the equipment. Our Company shall have the flexibility to deploy such machinery at any of our existing and future plants, according to our business requirements based on the estimates of our Company's management.

3. General corporate purpose

The Net Proceeds will first be utilized towards the Objects, as set out above. Subject to this, our Company intends to deploy any balance Net Proceeds towards general corporate purposes as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the gross proceeds, in accordance with the SEBI ICDR Regulations. Our Board will have flexibility in utilizing the balance Net Proceeds towards general corporate purposes, including but not limited to maintenance of plant and machineries, strategic initiatives, partnership and joint ventures, acquiring fixed assets including furniture and fixtures, meeting any expense of our Company, including administration, insurance, marketing, repairs and maintenance, meeting

expenses incurred in the ordinary course of business and towards any exigencies, and any other purpose, other than the Objects as specified above, as may be approved by our Board in accordance with applicable laws.

The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our management, in accordance with applicable laws, shall have the flexibility in utilizing surplus amounts, if any. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the next Fiscal.

In case of variations in the actual utilization of funds designated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds or through our internal accruals, if any, which are not applied to the other purposes set out above.

Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million. The expenses of this Offer include, among others, listing fees, underwriting commission, selling commission and brokerage, fees payable to the BRLMs, fees payable to legal counsels, fees payable to the Registrar to the Offer, Bankers to the Offer, processing fee to the SCSBs for processing application forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Except for: (a) listing fees which will be borne by our Company; (b) expenses for any corporate advertisements, i.e. any corporate advertisements consistent with past practices of our Company that will be borne by the Company, all Offer expenses will be shared, upon successful completion of the Offer, between our Company and the Promoter Selling Shareholders in proportion to the Equity Shares issued and allotted by our Company in the Fresh Issue and the Equity Shares sold by the Promoter Selling Shareholders in the Offer for Sale, respectively, and in accordance with applicable law. Any Offer expenses paid by our Company on behalf of the Promoter Selling Shareholders in the first instance will be reimbursed to our Company, by the Promoter Selling Shareholders to the extent of the Offer related expenses. Further, the expenses related to the portion of the Offer for Sale shall be deducted from the proceeds of the Offer for Sale and only the balance amount shall be paid to the Promoter Selling Shareholders in the proportion to the Offered Shares sold by the Promoter Selling Shareholders. In the event that the Offer is postponed or withdrawn or abandoned for any reason or in the event the Offer is not successfully completed, all expenses in relation to the Offer including the fees of the Book Running Lead Managers, and their respective reimbursement for expenses which may have accrued up to the date of such postponement, withdrawal, abandonment or failure as set out in their respective engagement letters, shall be borne and paid by our Company unless under Applicable Law such costs and expenses are required to be shared between: (a) our Company; and (b) the Promoter Selling Shareholders, to the extent of and in proportion to the number of Equity Shares proposed to be issued and Allotted by the Company pursuant to the Fresh Issue and offered for sale by the Promoter Selling Shareholders in the Offer for Sale, respectively.

The estimated Offer expenses are as follows:

(₹ in million)				
S. No	Activity	Estimated expenses*	As a % of the total estimated Offer expenses	As a % of the total Offer size
1.	Fees payable to the BRLMs including underwriting commission, brokerage and selling commission, as applicable	[●]	[●]	[●]
2.	Commission and processing fees for SCSBs ⁽¹⁾⁽²⁾ Bankers to the Offer and Bidding Charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	[●]	[●]	[●]
3.	Fees payable to the Registrar to the Offer	[●]	[●]	[●]
4.	Other expenses:			
	(i) Listing fees, SEBI and Stock Exchange filing fees, book building software fees, NSDL and CDSL fee and other regulatory expenses	[●]	[●]	[●]
	(ii) Printing and stationery expenses	[●]	[●]	[●]
	(iii) Fees payable to the Statutory Auditor, independent chartered accountants, industry service provider, independent chartered engineer and RoC consultant	[●]	[●]	[●]
	(iv) Advertising and marketing expenses for the Offer	[●]	[●]	[●]
	(v) Fees payable to the legal counsels to the Offer	[●]	[●]	[●]

S. No	Activity	Estimated expenses*	As a % of the total estimated Offer expenses	As a % of the total Offer size
(vi)	Miscellaneous	[●]	[●]	[●]
	Total Estimated Offer Expenses	[●]	[●]	[●]

* To be incorporated in the Prospectus after finalization of the Offer Price. Offer expenses are estimates and are subject to change. Offer expenses include goods and services tax, where applicable.

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

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

* Amount Allotted is the product of the number of Equity Shares Allotted and the Offer 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 additional processing/uploading charges shall be payable by our Company or the Promoter Selling Shareholders to the SCSBs on the applications directly procured by them.

- (2) Processing fees payable to the SCSBs on the portion for Retail Individual Investors, Eligible Employees and portion for Non-Institutional Investors (excluding UPI Bids) which are procured by the members of the Syndicate/Sub-Syndicate/Registered Brokers/RTAs/CDPs and submitted to SCSBs for blocking would be as follows:

Portion for Retail Individual Investors	₹[●] per valid Bid cum Application Forms* (plus applicable taxes)
Portion for Non-Institutional Investors	₹[●] per valid Bid cum Application Forms* (plus applicable taxes)
Portion for Eligible Employees	₹[●] per valid Bid cum Application Forms* (plus applicable taxes)

* Based on valid Bid cum Application Forms

- (3) Selling commission on the portion for Retail Individual Investors, Eligible Employees and the portion for Non-Institutional Investors which are procured by Syndicate Members (including their Sub-Syndicate Members) Registered Brokers, RTAs, CDPs would be as follows:

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

* Amount allotted is the product of the number of Equity Shares Allotted and the Offer Price.

The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined

- (i) for Retail Individual Investors and Non-Institutional Investors (up to ₹500,000), 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, and;
- (ii) for Non-Institutional Investors (above ₹500,000), Syndicate ASBA Form bearing Syndicate Member code and Sub-Syndicate code of the application form submitted to SCSBs for blocking of the fund and uploading on the Stock Exchanges platform by SCSBs. 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 Syndicate / Sub Syndicate members and not the SCSB.
- (4) Selling commission payable to the Registered Brokers, RTAs and CDPs on the portion for Retail Individual Investors, Eligible Employee, and portion for Non-Institutional Investors which are directly procured by the Registered Broker or RTAs or CDPs or submitted to SCSB for processing, would be as follows:

Portion for Retail Individual Investors	₹[●] per valid Bid cum Application Form* (plus applicable taxes)
Portion for Non-Institutional Investors	₹[●] per valid Bid cum Application Form* (plus applicable taxes)
Portion for Eligible Employees	₹[●] per valid Bid cum Application Form* (plus applicable taxes)

* Based on valid Bid cum Application Forms

- (5) Bidding charges of ₹[●] (plus applicable taxes) shall be paid per valid Bid cum Application Form collected by the Syndicate, RTAs and CDPs (excluding applications made by Retail Individual Investors using the UPI mechanism). The terminal from which the Bid has been uploaded will be taken into account in order to determine the total bidding charges. Further, in order to determine to which Registered Broker/RTA/CDP, the commission is payable, the terminal from which the bid has been uploaded will be taken into account.

Notwithstanding anything contained above the total selling commission/ uploading charges payable under this clause will not exceed ₹[●] million (plus applicable taxes) and in case if the total uploading charges exceeds ₹[●] million (plus applicable taxes) then Selling commission/ uploading charges will be paid on pro-rata basis for portion of (i) Retail Individual Investors; (ii) Non-Institutional Investors, as applicable.

- (6) Processing fees for applications made by UPI Bidders would be as follows:

RTAs / CDPs/ Registered Brokers/Members of the Syndicate	₹[●] per valid Bid cum Application Form (plus applicable taxes)
Sponsor Bank(s)	₹[●] for applications made by UPI Bidders using the UPI mechanism*
	The Sponsor Bank shall be responsible for making payments to third parties such as the remitter bank, the NPCI and such other parties as

	<i>required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws.</i>

* Based on valid applications

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.

The Book Running Lead Managers shall ensure that the payment of processing fee or selling commission to the intermediaries shall be released only after ascertaining that there are no pending complaints pertaining to block or unblock of Bids by UPI Bidders, receiving the confirmation on completion of unblocks from Sponsor Banks or SCSBs and certification from RTA/SCSBs.

Interim use of funds

Pending utilization for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge financing facilities

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

Monitoring of utilization of funds

In terms of Regulation 41 of the SEBI ICDR Regulations, prior to filing the Red Herring Prospectus with RoC, our Company will appoint a Monitoring Agency to monitor the utilization of the Gross Proceeds as the proposed Offer (excluding the Offer for Sale by the Promoter Selling Shareholders) exceeds ₹1,000 million. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Gross Proceeds (including in relation to the utilisation of the Gross Proceeds towards general corporate purpose) and the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Gross Proceeds have been utilised in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay.

Our Company will disclose and continue to disclose, the utilisation of the Gross Proceeds, including interim use under a separate head in our balance sheet for such Fiscals as required under applicable law, clearly specifying the purposes for which the Gross Proceeds have been utilised, till the time any part of the Gross Proceeds remains unutilized. Our Company will also, in its balance sheet for the applicable Fiscals, provide details, if any, in relation to all such Gross Proceeds that have not been utilised, if any, of such currently unutilized Gross Proceeds. Further, our Company, on a quarterly basis, shall include the deployment of Gross Proceeds under various heads, as applicable, in the notes to our quarterly financial results. Our Company will indicate investments, if any, of unutilized Gross Proceeds in the balance sheet of our Company for the relevant Fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32(3) and Part C of Schedule II, of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in the Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditor of our Company in accordance with Regulation 32(5) of SEBI Listing Regulations. In accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Gross Proceeds from the Objects as stated above; and (ii) details of category wise variations in the actual utilisation of the Gross Proceeds from the Objects as stated above.

Variation in Objects of the Offer

In accordance with Sections 13(8) and 27 of the Companies Act 2013, our Company shall not vary the objects of the Fresh Issue unless our Company is authorized to do so by way of a special resolution of its Shareholders. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (“**Notice**”) shall specify the prescribed details and be published in accordance with the Companies Act 2013. The Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the regional language of the jurisdiction where our Registered Office is situated.

In accordance with the Companies Act, 2013, our Promoters will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the Objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the Companies Act, 2013 and the SEBI ICDR Regulations. For further details, see “***Risk Factors – We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements, including in relation to the purchase of equipment and machinery for the existing Manufacturing Facilities. We are yet to enter into definitive agreements or place orders for such capital expenditure and purchase of such machinery, and the utilisation of such portion of the Net Proceeds may be subject to the risk of unanticipated delays in implementation, cost overruns and other risks and uncertainties***” on page 66.

Other Confirmations

Except to the extent of any proceeds received pursuant to the sale of Offered Shares proposed to be sold in the Offer by the Promoter Selling Shareholders, no part of the Net Proceeds will be paid to our Promoters, members of our Promoter Group, Directors, our Group Companies, our Key Managerial Personnel or Senior Management, except in the ordinary course of business.

Our Company has neither entered into nor has planned to enter into any arrangement/ agreements with our Promoters, members of our Promoter Group, Directors, Key Managerial Personnel, Senior Management or our Group Companies in relation to the utilization of the Net Proceeds. Further, there are no material existing or anticipated interest of such individuals and entities in the Objects of the Offer.

BASIS FOR OFFER PRICE

The Price Band and Offer Price will be determined by our Company, in consultation with the BRLMs, and in accordance with applicable law, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹2 each and the Offer Price is [●] times 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 sections “*Risk Factors*”, “*Our Business*”, “*Restated Financial Information*”, and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 34, 258, 340 and 408, respectively, to have an informed view before making an investment decision.

I. Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for the Offer Price are:

- Integrated EMS manufacturer with leading positions in key industry verticals and end-to-end product development capabilities, well-positioned to capitalise on sectoral tailwinds across a diverse range of applications;
- Diversified product portfolio serving varied end-user industries, resulting in a de-risked business model;
- Strong backward integration supported by strategically located and geographically diverse Manufacturing Facilities and robust R&D capabilities, resulting in higher efficiency and high customer retention capability;
- Long-standing relationship with marquee customers;
- Export capabilities with 170 country specific certifications and accreditations for different products; and
- Experienced Promoters and senior management team delivering consistent financial growth.

For further details, see “*Our Business – Our Competitive Strengths*” on page 263.

II. Quantitative Factors

Some of the information presented below relating to our Company is based on the Restated Financial Information. For details, see “*Restated Financial Information*” on page 340.

Some of the quantitative factors which may form the basis for calculating the Offer Price are as follows:

1. Basic and diluted earnings per Equity Share (“EPS”), as adjusted for change in capital:

Financial Year/ Period ended	Basic EPS (₹)	Diluted EPS (₹)	Weight
March 31, 2025	1.56	1.56	3
March 31, 2024	0.91	0.91	2
March 31, 2023	1.03	0.65	1
Weighted Average	1.26	1.19	

Notes:

- 1) Basic earnings per share (₹) is calculated as restated net profit after tax, for the year attributable to equity shareholders divided by weighted average number of equity shares outstanding during the year (after considering the effects of split and bonus issue of shares).
- 2) Diluted earnings per share (₹) is calculated as restated net profit after tax for the year attributable to equity shareholders divided by weighted average number of diluted equity shares attributable to equity shareholders (after considering the effects of split and bonus issue of shares).
- 3) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor.

2. Price/Earning (“P/E”) ratio in relation to the Price Band of ₹[●] to ₹[●] per Equity Share:

Particulars	P/E at the Floor Price (no. of times)	P/E at the Cap Price (no. of times)*
Based on basic EPS for Fiscal 2025	[●]	[●]
Based on diluted EPS for Fiscal 2025	[●]	[●]

* To be updated at the price band stage.

3. Industry Peer Group P/E ratio

Based on the peer group information (excluding our Company), details of the highest, lowest and industry average P/E ratio are set forth below:

Particulars	Industry P/E ratio
Highest	136.53
Lowest	52.86
Average	92.28

Notes:

- 1) The highest and lowest industry P/E shown above is based on the peer set provided below under “Comparison with listed industry peers”. The industry average has been calculated as the arithmetic average P/E of the peer set provided below.
- 2) P/E figures for the peer are computed based on closing market price as on August 26, 2025 on BSE, divided by diluted consolidated EPS based on the financial results declared by the peers available on website of BSE for the Financial Year ending March 31, 2025.

4. Return on Net Worth (“RoNW”)

Financial Year/ Period ended	RoNW (%)	Weight
March 31, 2025	22.52%	3
March 31, 2024	16.88%	2
March 31, 2023	14.97%	1
Weighted Average	19.38%	

Notes:

- 1) Weighted average = aggregate of financial year-wise weighted net worth divided by the aggregate of weights i.e. (net worth x weight) for each financial year) / (total of weights).
- 2) Return on net worth is calculated as PAT divided by net worth. Net worth represents 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, derived from Restated Financial Information, but does not include reserves created out of revaluation of assets and amalgamation.

5. Net Asset Value per Equity Share (“NAV”) ^, as adjusted for change in capital

Period ended	Consolidated (₹)
As at March 31, 2025	6.94
After the Offer	
- At the Floor Price	●
- At the Cap Price	●
- At Offer Price	●

Notes:

- 1) The net asset value per equity share (₹) has been computed as net assets (total assets minus total liabilities, excluding revaluation reserves) divided by the number of equity shares outstanding as at the year-end.
- 2) Net worth means 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, derived from Restated Financial Information, but does not include reserves created out of revaluation of assets and amalgamation.
- 3) The Offer Price per Equity Share will be determined after the completion of the Book Building Process. Since the Offer Price, Floor Price, and Cap Price are not finalised at the DRHP stage, the post-offer NAV cannot be computed at this stage.

6. Comparison of Accounting Ratios with listed industry peers

Set forth below is a comparison of our accounting ratios with our listed peer company as identified in accordance with the SEBI ICDR Regulations:

Name of Company	Total Revenue from Operations (₹ in million)	Face value (₹ per share)	Closing price on August 26, 2025 (in ₹)	EPS (₹) Diluted	NAV (per share) (₹)	P/E (Based on Diluted EPS)	RoNW (%)
Our Company	7,872.71	2	N.A.	1.56	6.94	N.A.	22.52%
Listed peers							
Kaynes Technology India Limited	27,217.52	10	6,198.25	45.40	443.83	136.53	10.32%
Avalon Technologies Limited	10,981.28	2	843.75	9.48	92.44	89.00	10.37%
Dixon Technologies (India) Limited	3,88,601.00	2	16,663.80	202.58	575.82	82.26	35.53%
PG Electroplast Limited	48,695.32	1	557.65	10.55	99.90	52.86	10.18%
Amber Enterprises India Limited	99,730.16	10	7,222.55	71.67	683.05	100.78	10.87%

Notes:

- i) All financial information for the listed industry peers mentioned above is presented on a consolidated basis and has been sourced from the filings made with the stock exchanges, as available on www.bseindia.com, for the financial year ended March 31, 2025. The figures for our Company are based on its Restated Financial Information for the year ended March 31, 2025.
- ii) The P/E Ratio has been computed based on the closing market price of the equity shares on BSE as on August 26, 2025, divided by the Consolidated Diluted EPS of the respective company.
- iii) Net worth means 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, derived from figures extracted from the financial statements of the peer companies, but does not include reserves created out of revaluation of assets and amalgamation.
- iv) The Net Asset Value (NAV) per equity share is calculated by dividing the net worth computed as per the formula mentioned above and based on the figures extracted from the financial statements of the peer companies.

Key Performance Indicators (“KPIs”)

The table below sets forth the details of the KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. These KPIs have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals in comparison to our peers. The Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational key financial and operational metrics, to make an assessment of our Company’s performance in various business verticals and make an informed decision.

The management and the Audit Committee have confirmed that the KPIs disclosed below have been identified and disclosed in accordance with the SEBI ICDR Regulations and the SEBI circular on the industry standards note on key performance indicators disclosures in the draft offer documents and offer documents dated February 28, 2025, in this Red Herring Prospectus. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 1, 2025 and the management and the Audit Committee has confirmed that (a) there are no KPIs pertaining to our Company that have been disclosed to investors at any point of time during the three years period prior to the date of this Draft Red Herring Prospectus; and (b) verified details of the below-mentioned KPIs have been included in this section. All the KPIs that have been disclosed in this section have been subject to verification and certification by P.C. Bindal & Co., Chartered Accountants, pursuant to its certificate dated September 1, 2025, which has been included as part of the “**Material Contracts and Documents for Inspections**” on page 528 and shall be accessible on the website of our Company at <https://ukbelectronics.com/investor-relations/> from the date of the Red Herring Prospectus until the Bid/Offer Closing Date. For details of other business and operating metrics disclosed elsewhere in this Red Herring Prospectus, see “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 258 and 408, respectively.

For details of other business and operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 258 and 408, respectively.

Details of our KPIs for the Fiscals 2025, 2024 and 2023 are set out below:

(₹ in million, unless otherwise indicated)			
Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from Operations ⁽¹⁾ (₹ million)	7,872.71	5,793.66	5,295.46
EBITDA ⁽²⁾ (₹ million)	969.52	580.40	598.40
EBITDA Margin (%) ⁽³⁾	12.31	10.02	11.30
Restated profit for the year (“PAT”) (₹ million) ⁽⁴⁾	460.18	267.48	191.77
PAT Margin (%) ⁽⁵⁾	5.82	4.51	3.60
Return on Net Worth (%) ⁽⁶⁾	22.52	16.88	14.97
Return on Capital Employed (%) ⁽⁷⁾	27.78	20.99	23.29
Net Debt to EBITDA ⁽⁸⁾ (in times)	2.41	3.02	3.04
Net Debt to Equity ⁽⁹⁾ (in times)	1.14	1.11	1.42
Net Working Capital Days ⁽¹⁰⁾	91	104	132
Gross Fixed Asset Turnover Ratio ⁽¹¹⁾ (in times)	3.74	4.63	4.49
Revenue by Sector ⁽¹²⁾			
B2B2C (%)	94.52	97.53	99.86
B2B2B (%)	5.48	2.47	0.14
Revenue by Geography ⁽¹²⁾			
Within India (%)	93.51	92.77	93.76
Outside India (%)	6.49	7.23	6.24

Notes:

⁽¹⁾ Revenue from Operations includes revenue from sale of products and services and other operating revenue.

⁽²⁾ EBITDA is calculated as profit before tax plus depreciation and amortization expense plus finance cost less other income.

⁽³⁾ EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.

⁽⁴⁾ PAT means profit after tax for the year.

⁽⁵⁾ PAT Margin is calculated as PAT divided by total income. Total income is calculated as Revenue from Operations plus other income.

- (6) Return on Net Worth is calculated as PAT divided by net worth. . Net worth represents 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, derived from Restated Financial Information, but does not include reserves created out of revaluation of assets and amalgamation.
- (7) Return on Capital Employed is calculated as EBIT divided by capital employed. EBIT is calculated as profit before tax plus finance cost less other income. Capital employed is calculated as net worth plus non-current borrowings.
- (8) Net Debt to EBITDA ratio is calculated as net debt divided by EBITDA. Net debt is calculated as non-current borrowings plus current borrowing less cash and cash equivalents.
- (9) Net Debt to Equity ratio is calculated as net debt divided by net worth. Net debt is calculated as non-current borrowings plus current borrowing less cash and cash equivalents.
- (10) Net Working Capital Days is calculated as inventory days plus receivable days less payable days. Inventory days is calculated as (closing inventory / COGS) * 365. Receivable days is calculated as (closing trade receivables / Revenue from Operations) * 365. Payable days is calculated as (closing trade payables / COGS) * 365. COGS is calculated as cost of materials consumed plus changes in inventories of finished goods, stock-in-trade and work-in-progress plus purchases of stock-in-trade.
- (11) Gross Fixed Asset Turnover Ratio is calculated as Revenue from Operations divided by closing gross block. Gross block represents the total cost of all property plant and equipment.
- (12) Revenue by Sector / Revenue by Geography has been computed based on data extracted from the sales register.

Our Company confirms that it shall continue to disclose all the KPIs included hereinabove in this section on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchanges pursuant to the Offer, or until the utilization of Fresh Issue as disclosed in “**Objects of the Offer**” on page 121, or for such other period as may be required under the SEBI ICDR Regulations.

All such KPIs have been defined consistently and precisely in “**Definitions and Abbreviations – Key operating and financial information used in this Draft Red Herring Prospectus**” on page 15.

Explanation of the historic use of the Key Performance Indicators by our Company to analyse, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Financial Information. These KPIs may not be defined under Ind AS and are not presented in accordance with Ind AS and hence, should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our performance, liquidity, profitability or results of operations. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends.

Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business. For further details please see “**Risk Factors – We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operations and financial performance in this Draft Red Herring Prospectus that are subject to inherent measurement challenges. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial, or industry-related statistical information of similar nomenclature computed and presented by other companies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool for investors and there can be no assurance that there will not be any issues or such tools will be accurate going forward**” on page 68.

The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below:

Term	Explanation for the KPIs
Revenue from Operations	Revenue from operations represents the scale of the business as well as provides information regarding the overall financial performance
EBITDA	EBITDA provides a comprehensive view of our financial health. It facilitates evaluation of the year-on-year performance of our business and excludes other income
EBITDA Margin	EBITDA margin is an indicator of the profitability of our business and assists in tracking the margin profile of our business and our historical performance and provides financial benchmarking against peers
PAT	PAT represents the profit/loss that we make for the financial year or during a given period. It provides information regarding the overall profitability of our business
PAT Margin	PAT margin is an indicator of the overall profitability of our business and provides financial benchmarking against peers as well as to compare against the historical performance of our business

Term	Explanation for the KPIs
Return on Net Worth	Return on net worth represents how efficiently we generate profits from our net worth
Return on Capital Employed	Return on capital employed represents how efficiently we generate earnings before interest and tax from the capital employed
Net Debt to EBITDA	Net Debt to EBITDA ratio enables us to measure the ability and extent to which we can cover our debt in comparison to the EBITDA being generated by us
Net Debt to Equity	Net Debt to Equity is a measure of our Company's capital structure and financial leverage. It reflects the extent to which our Company is funded through debt versus net worth
Net Working Capital Days	Net working capital days indicates the number of days our Company takes to convert its net working capital into revenue. It reflects the efficiency of working capital management and the operating cycle of the business
Gross Fixed Asset Turnover Ratio	Gross fixed asset turnover ratio indicates the efficiency with which our Company utilizes its gross fixed assets to generate revenue from operations. It reflects how effectively the investments in property, plant and equipment (excluding right of use assets) are contributing to our Company's sales
Revenue by Sector	Revenue by sector represents the contribution of each business sector or segment to the total Revenue from Operations of our Company. It provides insights into the diversification and concentration of our Company's revenue streams across different sectors (i.e. B2B2C, B2B2B)
Revenue by Geography	Revenue by geography shows how much revenue our Company earns from different locations or regions. It helps in understanding our Company's market presence and geographical concentration. The figures are taken from the sales register and shown as a percentage of Revenue from Operations

We have also described and defined the KPIs, as applicable, in “**Definitions and Abbreviations - Technical/ Industry related abbreviations**” on page 13.

III. Comparison of Key Performance Indicators with listed industry peers

Set forth below is a comparison of our KPIs with our peer company listed in India:

Key performance indicators	Unit	Company			Kaynes Technology India Limited			Avalon Technologies Limited			Dixon Technologies (India) Limited			PG Electroplast Limited			Amber Enterprises India Limited		
		Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from Operations	₹ in million	7,872.71	5,793.66	5,295.46	27,217.52	18,046.19	11,261.14	10,981.28	8,671.68	9,447.19	3,88,601.00	1,76,909.00	1,21,920.10	48,695.32	27,464.95	21,599.48	99,730.16	67,292.69	69,270.95
EBITDA	₹ in million	969.52	580.40	598.40	4,106.99	2,541.68	1,683.18	1,148.80	625.48	1,126.24	19,849.40	7,078.70	5,143.70	4,840.54	2,617.90	1,761.56	7,334.32	4,895.37	4,179.33
EBITDA Margin	%	12.31	10.02	11.30	15.09	14.08	14.95	10.46	7.21	11.92	5.11	4.00	4.22	9.94	9.53	8.16	7.35	7.27	6.03
PAT	₹ in million	460.18	267.48	191.77	2,934.33	1,832.89	951.96	634.39	279.85	525.03	12,325.80	3,749.20	2,550.80	2,877.96	1,349.00	774.69	2,511.51	1,394.67	1,637.76
PAT Margin	%	5.82	4.51	3.60	10.37	9.85	8.37	5.69	3.17	5.47	3.17	2.12	2.09	5.87	4.89	3.58	2.50	2.06	2.35
Return on Net Worth	%	22.52	16.88	14.97	10.32	7.37	9.91	10.37	5.11	9.78	35.53	21.77	19.86	10.18	13.00	19.57	10.87	6.59	8.38
Return on Capital Employed	%	27.78	20.99	23.29	12.57	9.16	15.34	13.70	6.60	15.43	47.99	29.75	27.96	13.91	17.56	22.74	15.45	10.89	11.02
Net Debt to EBITDA	In times	2.41	3.02	3.04	2.02	1.13	0.65	0.63	1.95	(1.03)	(0.01)	(0.06)	(0.07)	0.46	1.26	3.03	2.35	2.66	2.44
Net Debt to Equity	In times	1.14	1.11	1.42	0.29	0.12	0.11	0.12	0.22	(0.22)	(0.01)	(0.03)	(0.03)	0.08	0.32	1.35	0.75	0.61	0.52
Net Working g	In days	91	104	132	102	123	163	182	223	187	(5)	(6)	2	68	56	66	(4)	(3)	17

Key performance indicators	Unit	Company			Kaynes Technology India Limited			Avalon Technologies Limited			Dixon Technologies (India) Limited			PG Electroplast Limited			Amber Enterprises India Limited		
		Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023
Capital Days																			
Gross Fixed Asset Turnover Ratio	In times	3.74	4.63	4.49	4.35	5.51	7.76	NA ¹	6.13	8.18	NA ¹	8.81	10.18	NA ¹	3.30	3.36	3.58	2.67	3.31
Revenue by Sector²																			
B2B2C	%	94.52	97.53	99.86	7.97 ³	7.10 ³	14.23 ³	0.00	0.00	0.00	100.000	100.00	100.000	100.00 ⁴	100.00 ⁴	100.00 ⁴	92.19	91.21	93.75
B2B2B	%	5.48	2.47	0.14	92.03 ³	92.90 ³	85.77 ³	100.00	100.00	100.00	0.00	0.00	0.00	0.00 ⁴	0.00 ⁴	0.00 ⁴	7.81	8.79	6.25
Revenue by Geography																			
Within India	%	93.51	92.77	93.76	92.60	90.73	85.25	NA ¹	43.21	37.17	NA ¹	92.87	91.66	NA ¹	99.89	99.91	99.38	99.43	99.65
Outside India	%	6.49	7.23	6.24	7.40	9.27	14.75	NA ¹	56.79	62.83	NA ¹	7.13	8.34	NA ¹	0.11	0.09	0.62	0.57	0.35

1. Data related to Revenue by Geography and Gross Fixed Asset Turnover Ratio has not been provided, as the annual report of the respective companies for the financial year 2024–2025 is not publicly available.
2. For classification purpose, consumer electronics segments such as smartphones, televisions, wearables, and appliances have been classified under B2B2C, while other segments such as Aerospace and Defence, ICT (IT and telecom), automotive, industrial and industrial automation, renewables, mass transportation and others have been considered under B2B2B.
3. For Kaynes Technology India Limited, “IoT / IT, Consumer and Others” has been considered as B2B2C for all the three financial years.
4. For PG Electroplast Limited, “Plastic and Others” & “Tool Manufacturing” has been considered as B2B2C for all the three financial years.

Note:

- i. The financial information pertaining to our Company has been extracted from or derived based on the consolidated financial statements available on the websites of the stock exchanges and the peers. The figures for our Company are based on its Restated Financial Information.
- ii. For the details and formula used in the computation of the above KPIs, kindly refer to the note provided above.

Comparison of KPIs based on additions or dispositions to our business

Except as disclosed in “*History and Certain Corporate Matters — Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years*” on page 311, our Company has not made any material acquisitions or dispositions to its business during the Fiscals 2025, 2024 and 2023.

IV. Weighted average cost of acquisition, Floor Price and Cap Price

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

Our Company has not issued any equity shares or convertible securities, excluding the issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“**Primary Issuance**”).

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

There have been no secondary sales / acquisitions of Equity Shares or any convertible securities, where the Promoters, members of the Promoter Group, Promoter Selling Shareholders or Shareholder having the right to nominate a director on our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“**Secondary Transactions**”).

Since there are no such transactions to report under 1 and 2 above, the following are the details of the price per share of our Company based on the last five primary or secondary transactions (secondary transactions where Promoters, members of the Promoter Group, Promoter Selling Shareholders, or Shareholder having the right to nominate a Director on our Board, are a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of the transactions:

Primary transactions:

The details of primary transactions in the last three years preceding the date of this Draft Red Herring Prospectus:

Date of allotment		Nature of allotment	Name of allottee		Face value (in ₹)	Number of equity shares allotted	Issue price per equity share of face value of ₹2 each (in ₹)
October 2023	16,	Scheme of amalgamation ⁽¹⁾	Name of the allottee	Number of equity shares allotted	10	3,600,000	N.A.
			Manoj Tayal	508,060			
			Vinay Kumar Tayal	560,500			
			Aayush Tayal	560,500			
			Manik Tayal	1,970,940			

Date of allotment	Nature of allotment	Name of allottee		Face value (in ₹)	Number of equity shares allotted	Issue price per equity share of face value of ₹2 each (in ₹)
July 15, 2025	Bonus issue as on record date i.e. May 7, 2025 in the ratio of five Equity Shares for every one Equity Share held	Name of the allottee	Number of equity shares allotted	2	245,550,000	N.A.
		Manoj Tayal	62,615,250			
		Vinay Kumar Tayal	72,367,250			
		Pradeep Kumar Tayal	55,248,750			
		Manik Tayal	55,248,750			
		Renu Tayal	2,500			
		Juhi Tayal	2,500			
		Kamal Bhargava	65,000			
Weighted average cost of acquisition (WACA) (primary issuances) (₹ per Equity Share)⁽²⁾						Nil

⁽¹⁾ Pursuant to an order dated September 11, 2023, the National Company of Law Tribunal, Ahmedabad Division Bench sanctioned the Scheme of Amalgamation of UKB Industries Private Limited (formerly known as Manglam Cold Storage Private Limited) ("Transferor Company") with our Company and their respective shareholders and creditors. The Scheme of Amalgamation envisaged merger of the Transferor Company with our Company to simplify and streamline the shareholding structure of our Company and consolidation of the value of both the Transferor Company and our Company in a single entity with effect from April 1, 2022 ("Merger"). Pursuant to the Merger, 3,600,000 equity shares of face value of ₹10 of our Company held by the Transferor Company were cancelled and 3,600,000 equity shares of face value of ₹10 of our Company were issued and allotted to the shareholders of the Transferor Company in proportion of their shareholding in the Transferor Company. For further details, see "History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years - Scheme of amalgamation of UKB Industries Private Limited into our Company" on page 311.

⁽²⁾ As certified by P.C. Bindal & Co. Chartered Accountants, by way of their certificate dated September 1, 2025.

Secondary transactions:

Set forth below are details of the last five secondary transactions where our Promoters, Promoter Group, Promoter Selling Shareholders, or Shareholder having the right to nominate director on our Board are a party to the transaction, in the last three years preceding the date of this Draft Red Herring Prospectus:

S. No.	Name of acquirer	Date of transaction ⁽²⁾	Nature of transaction	Acquisition price per equity share (in ₹)	Number of equity shares acquired
1.	Renu Tayal Family Trust	August 14, 2025	Transfer of shares from Renu Tayal to Renu Tayal Family Trust in her capacity as a settlor to the trust by way of gift	Nil	3,000
2.	Juhi Tayal Family Trust	August 14, 2025	Transfer of shares from Juhi Tayal to Juhi Tayal Family Trust in her capacity as a settlor to the trust by way of gift	Nil	3,000
3.	Manoj Tayal Family Trust	August 14, 2025	Transfer of shares from Manoj Tayal to Manoj Tayal Family Trust in his capacity as a settlor to the trust by way of gift	Nil	3,000

S. No.	Name of acquirer	Date of transaction ⁽²⁾	Nature of transaction	Acquisition price per equity share (in ₹)	Number of equity shares acquired
4.	Vinay Tayal Family Trust	August 14, 2025	Transfer of shares from Vinay Kumar Tayal to Vinay Tayal Family Trust in his capacity as a settlor to the trust by way of gift	Nil	3,000
5.	Manik Tayal Family Trust	August 20, 2025	Transfer of shares from Manik Tayal to Manik Tayal Family Trust in his capacity as a settlor to the trust by way of gift	Nil	3,000
6.	Sonakshi Tayal Family Trust	August 21, 2025	Transfer of shares from Sonakshi Tayal to Sonakshi Tayal Family Trust in her capacity as a settlor to the trust by way of gift	Nil	3,000
7.	Nitya Tayal Family Trust	August 21, 2025	Transfer of shares from Vinay Kumar Tayal to Nitya Tayal Family Trust in his capacity as a settlor to the trust by way of gift	Nil	1,473,300
Weighted average cost of acquisition (WACA) (Secondary transactions) (₹ per Equity Share)⁽²⁾				Nil	

⁽¹⁾ Since four transactions were affected on August 14, 2025, a total of seven transactions have been reported here.

⁽²⁾ As certified by P.C. Bindal & Co. Chartered Accountants, by way of their certificate dated September 1, 2025.

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

Past transactions	Weighted average cost of acquisition per Equity Share (₹) [#]	Floor Price (₹) [*]	Cap Price (₹) [*]
Weighted average cost of acquisition of issued any equity shares or convertible securities, excluding the issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days	N.A.	[●] times	[●] times
Weighted average cost of acquisition of secondary sales / acquisitions of Equity Shares or any convertible securities, where the Promoters, members of the Promoter Group, Promoter Selling Shareholders or Shareholder having the right to nominate a director on our Board are a party to the transaction (excluding gifts),	N.A.	[●] times	[●] times

Past transactions	Weighted average cost of acquisition per Equity Share (₹)#	Floor Price (₹)*	Cap Price (₹)*
during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s), in a single transaction or multiple transactions combined together over a span of rolling 30 days Since there are no primary or secondary transactions to report under both the points above, the following are the details weighted average cost of acquisition based on the last five primary or secondary transactions (secondary transactions where Promoters, members of the Promoter Group, Promoter Selling Shareholders, or Shareholder having the right to nominate a Director on our Board, are a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of the transactions			
(a) Based on primary transactions	Nil	[●] times	[●] times
(b) Based on secondary transactions	Nil	[●] times	[●] times

* To be updated at the Prospectus stage.

As certified by P.C. Bindal & Co. Chartered Accountants, by way of their certificate dated September 1, 2025.

VI. The Offer Price is [●] times of the face value of the Equity Shares

The Offer Price of ₹[●] has been determined by our Company, in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building Process. Our Company, in consultation with the BRLMs, are justified of the Offer Price in view of the above qualitative and quantitative parameters.

VII. Detailed explanation for Offer Price/ Cap Price being [●] times of WACA of primary issuances /secondary transactions of Equity Shares (as disclosed above) along with our Company's KPIs and financial ratios for the Fiscals 2025, 2024 and 2023

[●]*

* To be included on finalisation of Price Band.

VIII. Explanation for the Offer Price/Cap Price, being [●] times of WACA of primary issuances/secondary transactions of Equity Shares (as disclosed above) in view of the external factors which may have influenced the pricing of the Offer.

[●]*

* To be included on finalisation of Price Band.

Investors should read the above-mentioned information along with “**Risk Factors**”, “**Our Business**”, “**Restated Financial Information**” and “**Management Discussion and Analysis of Financial Condition and Revenue from Operations**” beginning on pages 34, 258, 340 and 408, respectively, to have a more informed view.

The trading price of the Equity Shares could decline due to the factors mentioned in the section “**Risk Factors**” beginning on page 34 and any other factors that may arise in the future and you may lose all or part of your investment.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors
UKB Electronics Limited
(formerly known as UKB Electronics Private Limited)
C-102, Ground Floor, Anand Vihar,
East Delhi, Delhi-110092, India

Sub: Statement of possible special tax benefits available to UKB Electronics Limited (formerly as UKB Electronics Private Limited) (the “Issuer” or the “Company”) and its shareholders, prepared in accordance with the requirements under Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI ICDR Regulations”)

1. We, M S K A & Associates Chartered Accountants (“we” or “our” or “us” or “the Firm”), the statutory auditors of the Company hereby confirm the enclosed statement in the Annexure prepared and issued by the Company (“Statement”), which provides the possible special tax benefits under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, the Income-tax Rules, 1962, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, the Customs Act, 1962, the Customs Tariff Act, 1975, and Foreign Trade Policy 2023 each as amended (collectively the “Taxation Laws”), the Rules, Regulations, Circulars and Notifications issued thereon, as applicable to the assessment year 2026-27 relevant to the financial year 2025-26, available to the Company and its shareholders; identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Several of these benefits are dependent on the Company and its shareholders, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Hence, the ability of the Company and its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, if any, which are based on business imperatives the Company and its shareholders face in the future. The Company and its shareholders may or may not choose to fulfil such conditions for availing such possible special tax benefits.
2. This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. While the term ‘special tax benefits’ has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company and its shareholders, the same would include those benefits as enumerated in the statement. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.
3. Our views are based on the existing provisions of 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.
4. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to them.
5. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
6. The benefits stated in the enclosed statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company’s management. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the distinct nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of this statement. Also, any tax information included in this written communication was not intended or written to be

used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency.

7. We do not express any opinion or provide any assurance on whether:
 - The Company and its shareholders will continue to obtain these benefits in future;
 - The conditions prescribed for availing the benefits have been/would be met;
 - The revenue authorities/courts will concur with the views expressed herein.
8. We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India (the "Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
10. 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. We have relied upon the information and documents of the Company being true, correct, and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our Firm or any of partners or affiliates, shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise within or outside India arising from the supply of incorrect or incomplete information of the Company.
11. This Statement is addressed to Board of Directors and issued at specific request of the Company. The enclosed Annexure to this Statement is intended solely for your information and for inclusion in the draft red herring prospectus, red herring prospectus, the prospectus and any other material in connection with the proposed initial public offering of equity shares of the Company, and is not to be used, referred to or distributed for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Any subsequent amendment / modification to provisions of the applicable laws may have an impact on the views contained in our statement. While reasonable care has been taken in the preparation of this certificate, we accept no responsibility for any errors or omissions therein or for any loss sustained by any person who relies on it.

For **M S K A & Associates**
Chartered Accountants
Firm Registration Number:105047W

Hemlata Bhungare
Partner
Membership No: 143704

UDIN: 25143704BQKHDH8148

Place: Mumbai
Date: September 1, 2025

Enclosure: As above

Annexure

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO UKB ELECTRONICS LIMITED (FORMERLY AS UKB ELECTRONICS PRIVATE LIMITED) ('THE COMPANY') AND ITS SHAREHOLDERS

Direct Taxation

This statement of possible special direct tax benefits available to the Company and its shareholders under the direct tax laws in force in India. This statement is required as per paragraph (9)(L) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations"). This statement is as per the Income-tax Act, 1961 ("the Act") as amended by the Finance Act, 2025 read with the relevant rules, circulars and notifications applicable for the Financial Year 2025-26 relevant to the Assessment Year 2026-27, presently in force.

1. Special Income tax benefits available to the Company in India under the Income-tax Act, 1961 ('Act')

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

The Company has opted for the concessional tax regime as per the provisions of Section 115BAA of the Act and consequently, MAT provisions as envisaged under section 115JB of the Act would not be applicable to the Company.

- Subject to the fulfilment of prescribed conditions, for the year, the Company is entitled to claim deduction under section 80JJAA of the Act with respect to an amount equal to 30% of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided. Further, where the Company wishes to claim possible tax benefit, it shall obtain necessary certification from Chartered Accountant on fulfilment of the conditions under the extant provisions of the Act.

2. Special direct tax benefits available to the Shareholders of Company under the Act

- There are no special tax benefits available to the shareholders of Company for investing in the shares of the Company. However, such shareholders shall be liable to concessional tax rates on certain income(s) (*arising from sale of equity shares of the Company*) under the extant provisions of the Act.
- Section 112A of the Act provides for concessional rate of tax on long-term capital gains on transfer of equity shares subject to conditions. Any income, exceeding INR 1,25,000 arising from the transfer of a long-term capital asset (*i.e. capital asset held for the period of more than 12 months*) being an Equity Share in a listed Indian company or a unit of an equity-oriented fund wherein Securities Transaction Tax ('STT') is paid in case of equity shares on both acquisition and transfer and in case of unit of an equity-oriented fund on the time of transfer, income tax is charged at a rate of 12.5 % (*plus applicable surcharge and education cess*) without giving effect to indexation (*if total income exceed the basic threshold limit of exemption, in case of resident individual and HUF*).
- Section 111A of the Act provides for concessional rate of tax @ 20 % (*plus applicable surcharge and education cess*) in respect of short-term capital gains (provided the total income exceed the basic threshold limit of exemption, *in case of resident individual and HUF*) arising from the transfer of a short-term capital asset (*i.e. capital asset held for the period of up to 12 months*) being an Equity Share in a company or a unit of an equity-oriented fund wherein STT is chargeable on such transaction.

- Separately, any dividend income received by the resident shareholders would be subject to tax deduction at source (“TDS”) by the company under section 194 of the Act at the rate of 10%. However, in case of resident individual shareholders, this would not apply if the dividend is paid by any mode other than cash and aggregate amount of such dividend income during financial year does not exceed INR 10,000 with effect from April 01, 2025 (*i.e. Financial Year 2025-26*). This provision is also not applied where such Dividend is paid to LIC, GIC, any other insurer, and / or other persons specified in the second proviso to section 194 of Act. Moreover, dividend income shall be taxable in the hands of the shareholders at the rates as applicable in their case.
- In case of an individual, resident in India who opts for new regime under section 115BAC(1A) of the Act, the aforesaid tax implications shall be subject to rebate available under section 87A of the Act which provides that if total income of the resident individual does not exceed INR 12 Lacs, no tax liability may arise subject to maximum rebate of INR 60,000. Rebate amount shall not exceed the amount of income-tax payable as per the rates provided in sub-section (1A) of section 115BAC. Since capital gain on transfer of equity shares and equity-oriented fund is taxable at special rate, and not taxable under section 115BAC, rebate under section 87A will not be allowed on the same. However, rebate may be available on dividend income.
- In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement (‘DTAA’), if any, between India and the country in which the non-resident shareholder has fiscal domicile. This is subject to conditions to be satisfied under section 90 of the Act for availing benefits of DTAA. Further, in case of non-resident shareholder TDS would be deducted by the company under section 195 of the Act at the rate in force.

Indirect Taxation

This statement of possible special indirect tax benefits is required as per paragraph (9)(L) of Part A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

1. Special Tax Benefits under the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 and applicable State Goods and Services Tax Act, 2017 (“GST Acts”), The Customs Act, 1962 (“Customs Act”), the Customs Tariff Act, 1975 (“Tariff Act”), as amended by the Finance Act 2025 including the relevant rules, notifications and circulars issued there under, applicable for the Financial Year 2025-26 and Foreign Trade Policy 2023, presently in force in India.

I. Special Indirect Tax Benefits available to the Company in India under GST Acts

- (i) The Company exports goods either without payment of GST under a Letter of Undertaking or with payment of GST and taking refund of GST paid on such export and no Customs duty is applicable on such exports.
- (ii) The said goods are also supplied by the Company in domestic market which attract GST at the prescribed rates.
- (iii) Apart from the above, no other special Indirect tax benefits are available to the Company under the Indirect Tax Regulations in India.

II. Special indirect tax benefits available to the Company in India under The Customs Act, 1962

Benefits of Duty Drawback scheme under Section 75 of the Customs Act, 1962: As per Section 75 of the Customs Act, 1962, the Central Government is empowered to allow duty drawback on export of goods. The Company is availing duty drawback under Section 75 of the Customs Act, 1962 read with Notification No. 77/2023-Cus. (N.T.) dated 20 October 2023.

III. Special indirect tax benefits available to the Company in India under Foreign Trade (Development & Regulation) Act, 1992

- (i) The Company is availing the benefit of exemption from Basic Custom Duty, IGST and Compensation cess on import of inputs under Advance Authorisation scheme. As per Para 4.09 and Para 4.22 of Foreign Trade Policy (FTP) 2023 read with Para 4.40(a) of Handbook of Procedure 2023, import made under advance authorisation scheme shall be subject to the condition that minimum value addition required to be achieved on value of export is 15% of CIF value of imports, to be fulfilled within 18 months from the date of issue of Authorisation.
- (ii) The Company is availing the benefit of exemption from Basic Custom Duty, IGST and Compensation cess on import of capital goods under Export Promotion Capital Goods (EPCG) Scheme. As per Para 5.01(b) of Foreign Trade Policy (FTP) 2023, imports made under EPCG Scheme shall be subject to an export obligation equivalent to 6 times of duties, taxes and cess saved on capital goods, to be fulfilled in 6 years reckoned from date of issue of Authorisation.
- (iii) Remission of duties and taxes on Exported Products (RoDTEP) - The Remission of duties and taxes on exported products scheme has replaced Merchandise Export from India Scheme (MEIS). Under the scheme, rebate of these taxes will be given in the form of duty credit/electronic scrip. The scheme was notified from 1 January 2022 with the intention to boost exports. The Government of India has notified the applicable rates of duty remission for products under the RoDTEP scheme.

IV. Special Indirect Tax Benefits available to the Shareholders of the Company

- The shareholders of the Company are not required to discharge any GST on transaction in securities of the Company. Securities are excluded from the definition of Goods as defined u/s 2(52) of the Central Goods and Services Tax Act, 2017 as well from the definition of Services as defined u/s 2(102) of the Central Goods and Services Tax Act, 2017. Accordingly, transactions in the security of the Company may not attract GST. However, GST will be applicable to the services related to the facilitating or arranging transactions in securities.
- Apart from above, the shareholders of the Company are not eligible to special tax benefits under the provisions of the Customs Tariff Act, 1975 and / or Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective Union Territory Goods and Services Tax Act, 2017 respective State Goods and Services Tax Act, 2017, the Goods and Services Tax (Compensation to States) Act, 2017 including the relevant rules, notifications and circulars issued there under.

Notes:

1. This Statement sets out only the possible special tax benefits available under the current provisions of Indian Taxation Laws.
2. The above Statement of possible special tax benefits sets out the provisions of the Indian Taxation Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.
3. The tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Indian Taxation Laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.
4. The tax benefits discussed in the Statement are not exhaustive and are only intended to provide general information to the investors and hence, are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.
5. This statement (Company and its Shareholders) does not discuss any tax consequences in the country outside India of an investment in the shares. The shareholders in the country outside India are advised to consult their own advisors regarding possible Income tax consequences applicable to them.
6. The Statement is prepared on the basis of information available with the Management of the Company and there is no assurance that:

- i. the Company or its shareholders will continue to obtain these benefits in future;
 - ii. the conditions prescribed for availing the benefits have been/ would be met with; and
 - iii. the revenue authorities/courts will concur with the view expressed herein.
7. The above statements are based on the existing provisions of Indian Taxation Laws 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. The views expressed in this statement are based on the facts and assumptions indicated in the statement. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein.

For UKB Electronics Limited

Manoj Tayal

Chairman and Managing Director

Vikas Makhija

Chief Executive Officer

Sudhir Jain

Chief Financial Officer

Place: Noida

Date: 1 September 2025

Place: Noida

Date: 1 September 2025

Place: Noida

Date: 1 September 2025

SECTION IV – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled “Industry Research Report on Electronics and Electronics Manufacturing Services Industry” dated August 2025 (the “**CARE Report**”) prepared and issued by CARE Analytics and Advisory Private Limited (formerly known as CARE Risk Solutions Private Limited)(“**CARE**”), appointed by us on April 1, 2025 and exclusively commissioned and paid for by us in connection with the Offer. A copy of the CARE Report will be available on the website of our Company at <https://ukbelectronics.com/investor-relations/> from the date of the Red Herring Prospectus until the Bid/Offer Closing Date.*

The data included herein includes excerpts from the CARE Report and may have been reordered by us for the purposes of presentation. CARE is an independent agency and is not related to the Company, our Promoters, any of our Directors or Key Managerial Personnel, Senior Management, the BRLMs or the Selling Shareholders. There are no parts, data or information relevant for the proposed Offer, that has been left out or changed in any manner.

*Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Financial information used herein is based solely on the audited financials of the Company and other peers. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. See also, “**Risk Factors - Certain sections of this Draft Red Herring Prospectus disclose information from the CARE Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks**” on page 67.*

Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured.

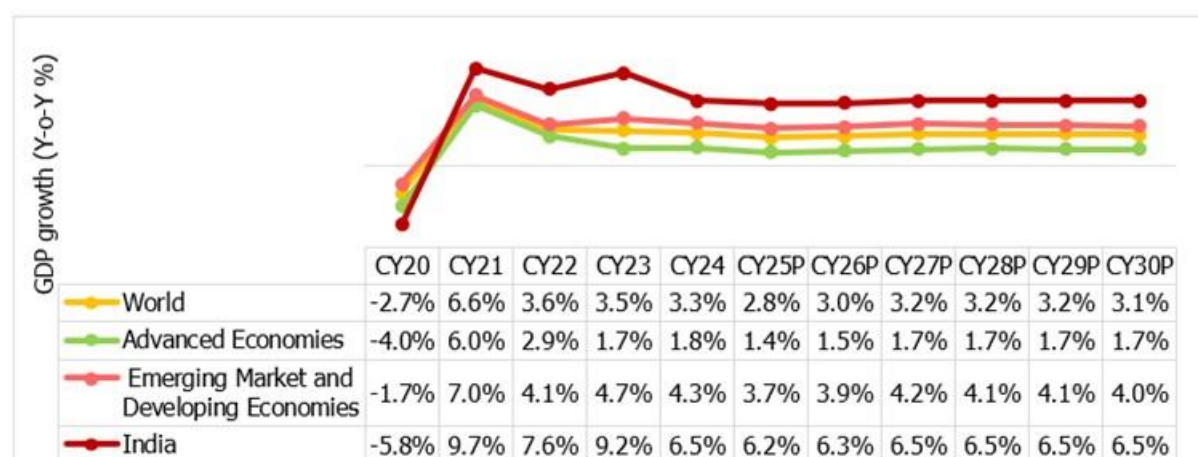
While preparing its report, CARE has also sourced information from publicly available sources, including our Company’s financial statements. However, financial information relating to our Company presented in other sections of this Draft Red Herring Prospectus has been prepared in accordance with Ind AS and restated in accordance with the SEBI ICDR Regulations. Accordingly, the financial information of our Company in this section is not comparable with Ind AS financial information presented elsewhere in this Draft Red Herring Prospectus.

1. Economic Outlook

1.1. Global Economy

The sharp contraction in global growth in CY20 reflects the severe economic disruptions caused by the COVID-19 pandemic, followed by a strong rebound in CY21 as economies reopened and stimulus measures took effect. Global growth, which reached 3.5% in CY23 and 3.3% in CY24, projected to stabilize around 3.2% over the medium term. Global trade is expected to be disrupted by new US tariffs and countermeasures from trading partners, leading to historically high tariff rates and negatively impacting economic growth projections. The global landscape is expected to change as countries rethink their priorities and policies in response to these new developments. Central banks priority will be to adjust policies, while smart fiscal planning and reforms are key to handling debt and reducing global inequalities.

Chart 1: Global Growth Outlook Projections (Real GDP, Y-o-Y change in %)



Source: IMF – World Economic Outlook, April 2025;

Note: P-Projection,

Advanced Economies: Euro Area, G7 countries (Major Advanced Economies), other advanced economies outside the G7 and Euro Area, the European Union, and ASEAN-5. Emerging Market and Developing Economies: Includes regions such as Emerging and Developing Asia, Emerging and Developing Europe, Latin America and the Caribbean, the Middle East and Central Asia, and Sub-Saharan Africa.

Despite the turmoil in the last 2-3 years, India bears good tidings to become a USD 5 trillion economy by CY27-CY28. According to the IMF dataset on Gross Domestic Product (GDP) at current prices, the nominal GDP projected to be at USD 4.2 trillion for CY25 and is projected to reach USD 5.1 trillion by CY27 and USD 6.8 trillion by CY30. India's expected GDP growth rate for coming years is almost double compared to the world economy. The Indian economy shows resilience amid global inflation, supported by a stable financial sector, strong service exports, and robust investment driven by government spending and high-income consumer consumption, positioning it for better growth than other economies.

Besides, India stands out as the fastest-growing economy among the major economies. The country is expected to grow at a range of 6.2%-6.5% in the period of CY25-CY30, outshining China's growth rate. By CY27, the Indian economy is estimated to emerge as the third-largest economy globally, hopping over Japan and Germany. Currently, it is the third largest economy globally in terms of Purchasing Power Parity (PPP) with a ~7.9% share in the global economy, with China on the top followed by the United States.

Table 1: GDP growth trend comparison - India v/s Other Economies (Real GDP, Y-o-Y change in %)

	Real GDP (Y-o-Y change in %)												
	CY18	CY19	CY20	CY21	CY22	CY23	CY24	CY25	CY26	CY27	CY28	CY29	CY30
India	6.5	3.9	-5.8	9.7	7.6	9.2	6.5	6.2	6.3	6.5	6.5	6.5	6.5
China	6.8	6.1	2.3	8.6	3.1	5.4	5.0	4.0	4.0	4.2	4.1	3.7	3.4
Indonesia	5.2	5.0	-2.1	3.7	5.3	5.0	5.0	4.7	4.7	4.9	5.0	5.1	5.1
Saudi Arabia	3.2	1.1	-3.6	5.1	7.5	-0.8	1.3	3.0	3.7	3.6	3.2	3.2	3.3
Brazil	1.8	1.2	-3.3	4.8	3.0	3.2	3.4	2.0	2.0	2.2	2.3	2.4	2.5
Euro Area	2.3	2.0	-6.0	6.3	3.5	0.4	0.9	0.8	1.2	1.3	1.3	1.2	1.1
Middle East	2.7	1.9	-2.2	4.4	5.5	2.2	2.4	3.0	3.5	4.0	3.7	3.7	3.7
Japan	0.6	-0.4	-4.2	2.7	0.9	1.5	0.1	0.6	0.6	0.6	0.6	0.5	0.5
United Kingdom	1.4	1.6	-10.3	8.6	4.8	0.4	1.1	1.1	1.4	1.5	1.5	1.4	1.4
ASEAN countries	5.0	4.2	-4.4	4.1	5.5	4.1	4.6	4.0	3.9	4.2	4.3	4.5	4.5
United States	3.0	2.6	-2.2	6.1	2.5	2.9	2.8	1.8	1.7	2.0	2.1	2.1	2.1

Source: IMF- World Economic Outlook Database (April 2025)

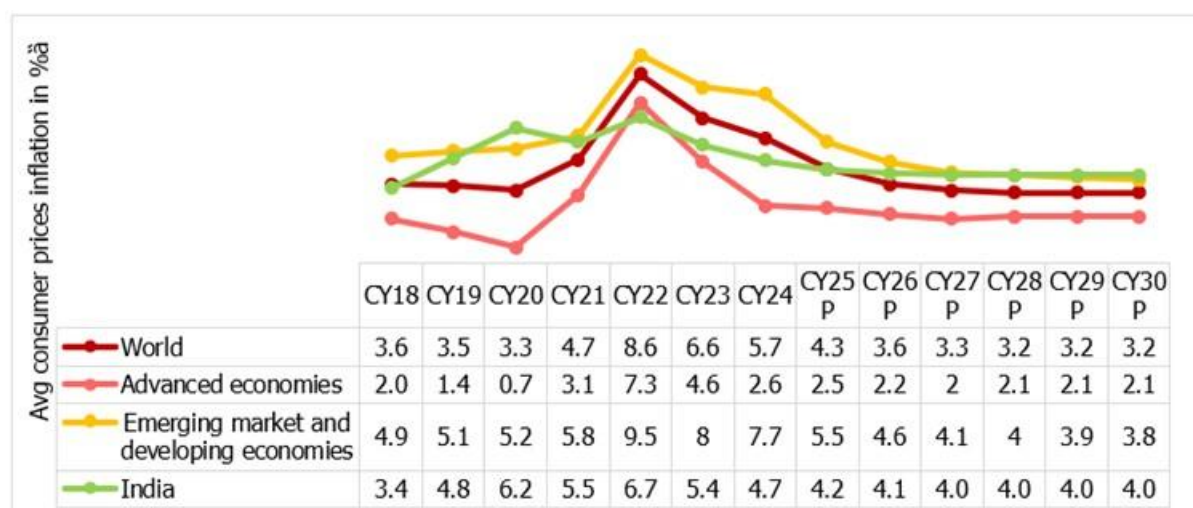
Note: P- Projections, CY25-CY30 is projected data; India's fiscal year (FY) aligns with the IMF's calendar year (CY). For instance, FY24 corresponds to CY23.

Global Inflation Outlook

According to IMF, global inflation is expected to decline at a more gradual pace than expected. It is forecasted to be 4.3% in CY25 and 3.6% in CY26. While inflation is projected to rise slightly in advanced economies, emerging

markets may see a small decline in CY25. The ongoing global trade tensions can be one of the contributing factors for the projections for global inflation. Central banks are expected to adjust policies, while smart fiscal planning and reforms are going to be the key to handling debt and reducing global inequalities.

Chart 2: Global inflation outlook (Average consumer prices)



Source: IMF – World Economic Outlook, April 2025; Note: P-Projection

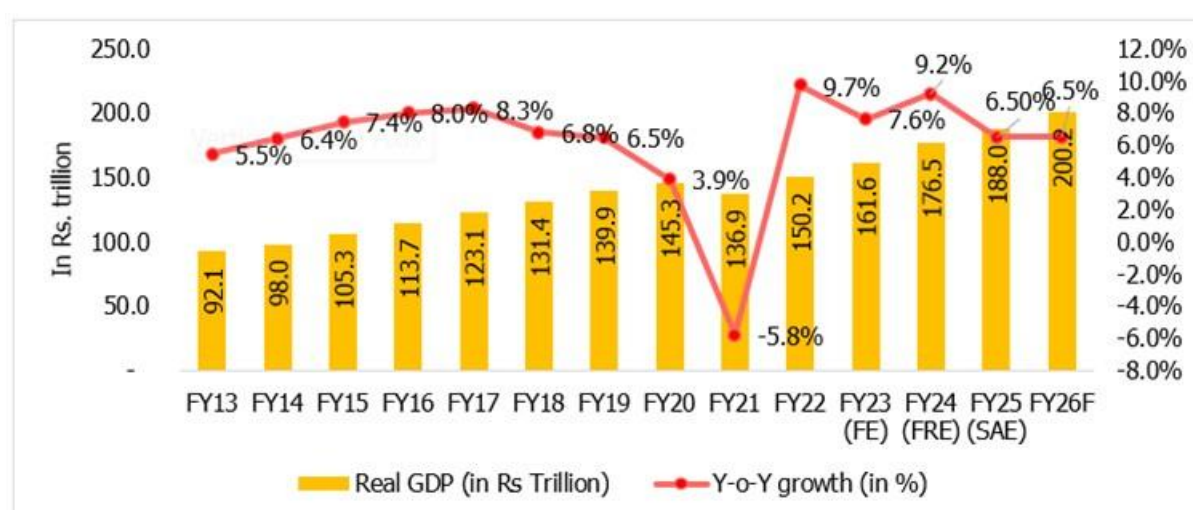
1.2. Indian Economic Outlook

1.2.1. GDP Growth and Outlook

Resilience to External Shocks remains Critical for Near-Term Outlook

India's real GDP grew by 9.2% in FY24 (Rs. 176.5 trillion) which is the highest in the previous 12 years (excluding FY22 being 9.7% on account of end of pandemic) and is estimated to grow by 6.5% in FY25 (Rs. 188 trillion), driven by double digit growth particularly in the Manufacturing sector, Construction sector and Financial, Real Estate & Professional Services. This growth is also led by private consumption increasing by 7.6% and government spending increasing by 3.8% Y-o-Y. Real GDP growth is projected at 6.5% in FY26 as well, driven by strong rural demand, improving employment, and robust business activity.

Chart 3: Trend in Real Indian GDP growth rate



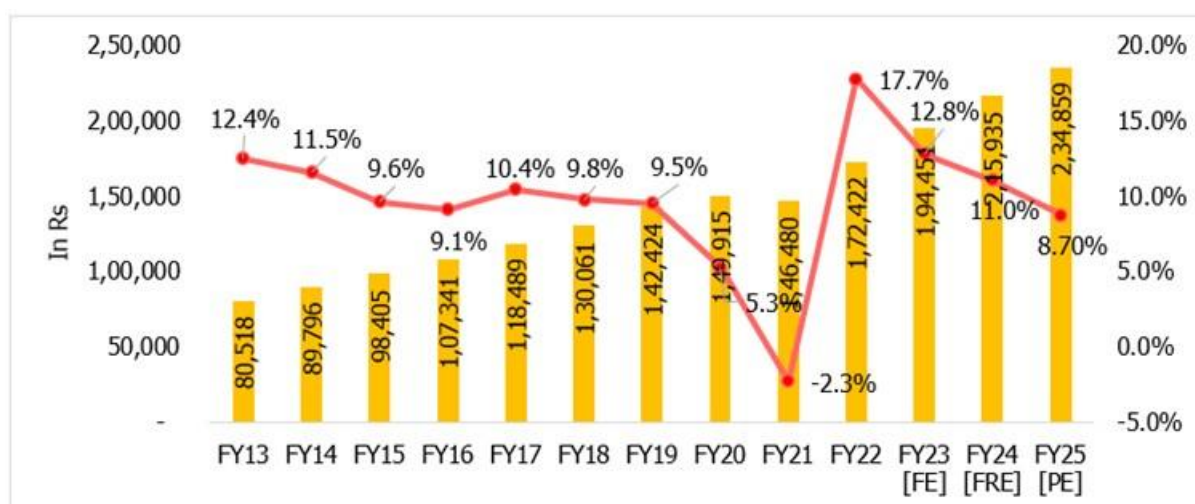
Source: MOSPI, Reserve Bank of India;

Note: FE – Final Estimate, FRE- First Revised Estimates, SAE – Second Advance Estimates, F – Forecasted

1.2.2. India's GDP Per Capita

India's per capita GDP has shown a consistent upward trend over the past decade, reflecting steady economic growth. Rising per capita income, driven by robust economic development, enhances consumer confidence and discretionary spending, reflecting a higher standard of living and overall prosperity. From FY13 to FY25, the per capita GDP is expected to increase from Rs 80,518 to Rs 234,859, with an average growth rate of around 9.5% annually. Key drivers of this growth include structural reforms, digitalization, rising domestic consumption, and increased foreign investment. However, there was a slight dip in FY20, primarily due to the economic impact of the COVID-19 pandemic. Despite this, the country has rebounded with strong growth rates in subsequent years, supported by economic recovery and continued expansion in various sectors.

Chart 4: Per capita GDP (current prices)



Source: MOSPI; Note: SAE – Second Advance Estimates, FE – Final Estimate, FAE- First Advance Estimates

1.2.3. Gross Value Added (GVA)

India's growth is led by the industrial and services sectors. In FY25, the agriculture sector is expected to grow by 4.6%, upward trend from 2.7% in FY24. The services sector remains the leading contributor to GVA growth with a projected 7.2% rise in FY25, supported by continued strength in public administration, defence, and professional services. The industrial sector is expected to grow at 5.9%. Manufacturing has shown a strong rebound post-pandemic, with notable growth in FY22 and FY24, supported by rising domestic demand, policy support, and increased industrial activity. The services sector grew 7.2%, supported by public administration, defence & other services.

Table 2: Sectoral Growth (Y-o-Y % Growth) - at Constant Prices

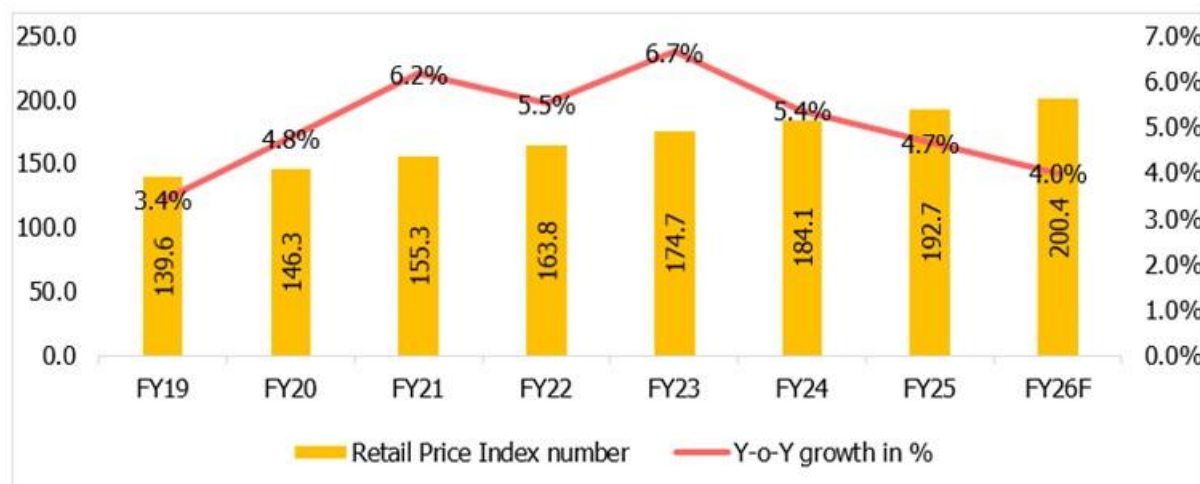
At constant Prices	FY19	FY20	FY21	FY22	FY23 (FE)	FY24 (FRE)	FY25 (PE)
Agriculture, Forestry & Fishing	2.1	6.2	4.1	3.5	5.1	2.7	4.6
Industrials	5.3	-1.4	-0.9	11.6	2.0	10.8	5.9
Mining & Quarrying	-0.9	-3.0	-8.6	7.1	2.8	3.2	2.7
Manufacturing	5.4	-3.0	2.9	11.1	-3.0	12.3	4.5
Electricity, Gas, Water Supply & Other Utility Services	7.9	2.3	-4.3	9.9	11.5	8.6	5.9
Construction	6.5	1.6	-5.7	14.8	10.0	10.4	9.4
Services	7.2	6.4	-8.2	8.8	11.3	9.0	7.2
Trade, Hotels, Transport, Communication & Broadcasting	7.2	6.0	-19.7	13.8	14.4	7.5	6.1
Financial, Real Estate & Professional Services	7.0	6.8	2.1	4.7	10.7	10.3	7.2
Public Administration, Defence and Other Services	7.5	6.6	-7.6	9.7	8.2	8.8	8.9
GVA at Basic Price	5.8	3.9	-4.2	8.8	7.4	8.6	6.4

Source: MOSPI; Note: FRE – First Revised Estimates, FE – Final Estimates, PE- Provisional Estimates

1.2.4. Consumer Price Index

The year-on-year CPI and food inflation rate for April 2025, recorded at 3.2%, representing the lowest level observed since July 2019. This moderation in inflation is a favorable development for the consumption-driven segments of the economy, as improved purchasing power among consumers is likely to support demand and contribute positively to manufacturing activity.

Chart 5: Retail Price Inflation in terms of index and Y-o-Y Growth in % (Base: 2011-12=100)



Source: MOSPI, RBI, CareEdge Research; Note: F - Forecasted

The CPI is primarily factored in by RBI while preparing their bi-monthly monetary policy. At the bi-monthly meeting held in April 2025, RBI projected inflation at 4.0% for FY26 with inflation during Q1FY26 at 3.6%, Q2FY26 at 3.9% and Q3FY26 at 3.8% and Q4FY26 at 4.4%.

Considering the current inflation situation, RBI has cut the repo rate to 6.00% in the April 2025 meeting of the Monetary Policy Committee.

Further, the central bank shifted its policy stance from 'accommodative' to 'neutral'. With a decline in food inflation, the headline inflation moderated to a six-year low to 3.2% in April 2025, well within the RBI's medium-term inflation target range of 2–6%.

The economic growth outlook for India is expected to maintain momentum, supported by private consumption and continued growth in fixed capital formation. The uncertainty regarding the global outlook has reduced given the temporary tariff stay and optimism with trade negotiations.

The RBI has adopted for a non-inflationary growth with the foundations of strong demand and supply with a good macroeconomic balance. The domestic growth and inflation curve require the policies to be supportive with the volatile trade conditions.

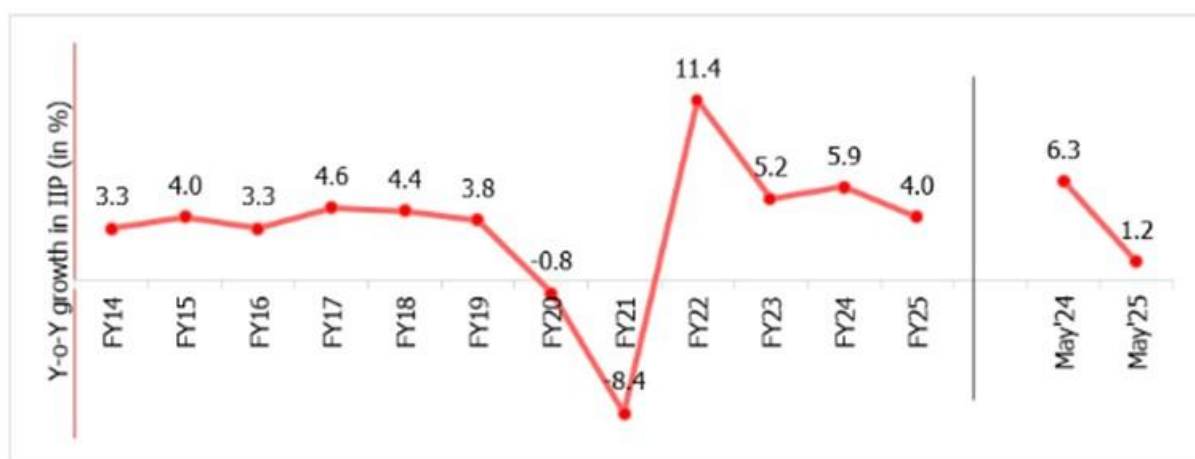
1.2.5. Industrial Growth

The Quick Estimates of the Index of Industrial Production (IIP) for May 2025 show a growth of 1.2%, compared to 2.7% in April 2025. The year-on-year moderation reflects weakness across major segments, primarily due to contractions in electricity, mining, and consumer non-durables.

In May 2025, industrial growth was supported by Manufacturing (2.6%), while Electricity declined by 5.8% and Mining contracted marginally by 0.1%. Within manufacturing, notable growth was recorded in basic metals, machinery and equipment, and non-metallic mineral products. Specifically, these segments helped offset broader weakness.

Use-based indices reflected mixed trends, with strong growth in Capital Goods (14.1%) and Infrastructure Goods (6.3%), but declines in Consumer Durables and Non-Durables indicating subdued consumption.

Chart 6: Y-o-Y growth in IIP (in %)

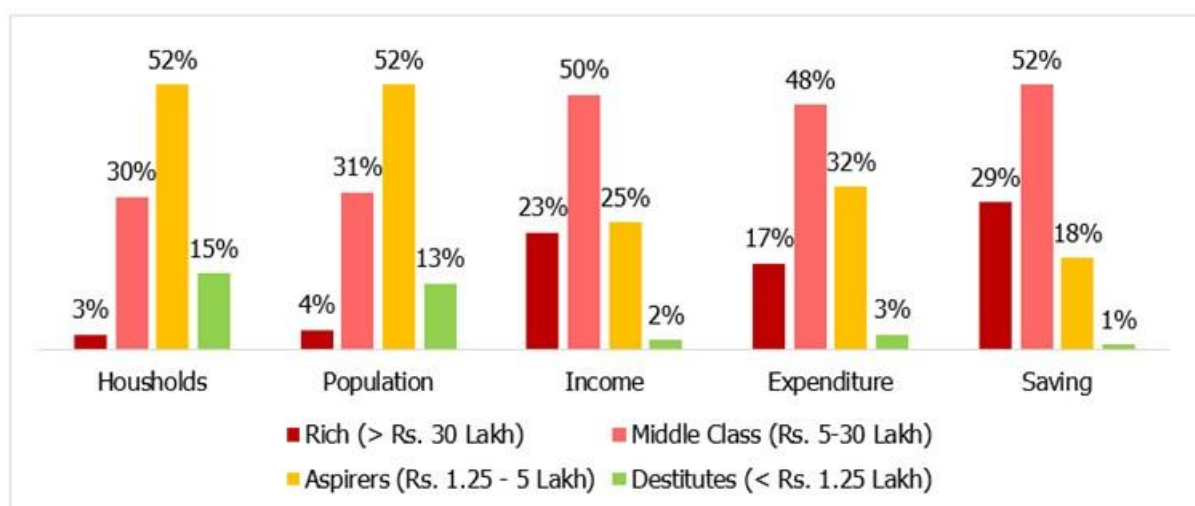


Source: MOSPI

1.2.6. Growth of the middle class in India

India's middle-class population is set to grow from 432 million in FY21 to 715 million in FY31, reaching 1,015 million by FY47, surpassing the U.S. and China within this decade. Rising income levels are evident as middle-class households grew at a 4% CAGR from FY16 to FY21 and are projected to represent 47% of households by FY31. High-income households are also expected to grow significantly. This expanding middle and high-income population boosts demand in the hospitality sector, with increased preference for midscale and upscale hotels driven by lifestyle changes and aspirations.

Chart 7: Contribution in terms of Income, Saving and Expenditure (In %)



Source: EMIS, People Research on India's Consumer Economy (PRICE), CareEdge Research

The Indian economy is showing signs of gradual recovery in FY 2024–25, with early indicators suggesting a positive shift in overall economic activity. According to the RBI, a rebound supported by resilient domestic demand, easing inflation, and an uptick in both urban and rural consumption. Public and private investments in infrastructure, manufacturing, and transportation are also contributing to a more favorable business environment. For companies operating across fast-moving electrical goods (FMEG), consumer durables, and industrial sectors such as transportation and railways, these macroeconomic tailwinds present opportunities for growth across both B2B2C and B2B2B verticals. This boost is supported by a rise in rural savings, marked by growing numbers of savings bank accounts and balances, and a reduction in inflationary pressures, which has allowed rural consumption to catch up with urban areas, complemented by increased government spending on rural development and infrastructure.

The expansion of middle-income households in India is transforming the country's economic landscape. This growth is driven by rising incomes, increased discretionary spending, a shift towards online and omnichannel

shopping, and advancements in payment and logistics infrastructure. India's middle class, characterized by significant income variability, exhibits diverse spending patterns. Lower-middle-class households allocate much of their income to private healthcare, education, and essential consumer goods, such as motorbikes and basic appliances. In contrast, the upper-middle-class invests in luxury items, entertainment, property, and personal services, with a higher propensity to own assets like cars, computers, and air conditioners. Both segments of the middle class are substantial and emerging as key drivers of consumption and economic growth in India. Recent policies, including the Mahatma Gandhi National Rural Employment Guarantee Act, have increased rural incomes, enabling more rural households to enter the middle class. The growing, more inclusive, and politically engaged middle class reflects broader economic growth.

Despite higher absolute incomes among the wealthy, the sheer size of India's middle class indicates it will become a major force in the economy, creating one of the world's largest markets. This burgeoning middle class, with its growing discretionary spending power, is poised to drive investment, generate employment, and spur further economic growth. Assuming effective reforms are implemented, and the middle class expands to over one billion people, its role will be pivotal in India's economic and social fabric, influencing a wide range of activities from consumption to employment and political change.

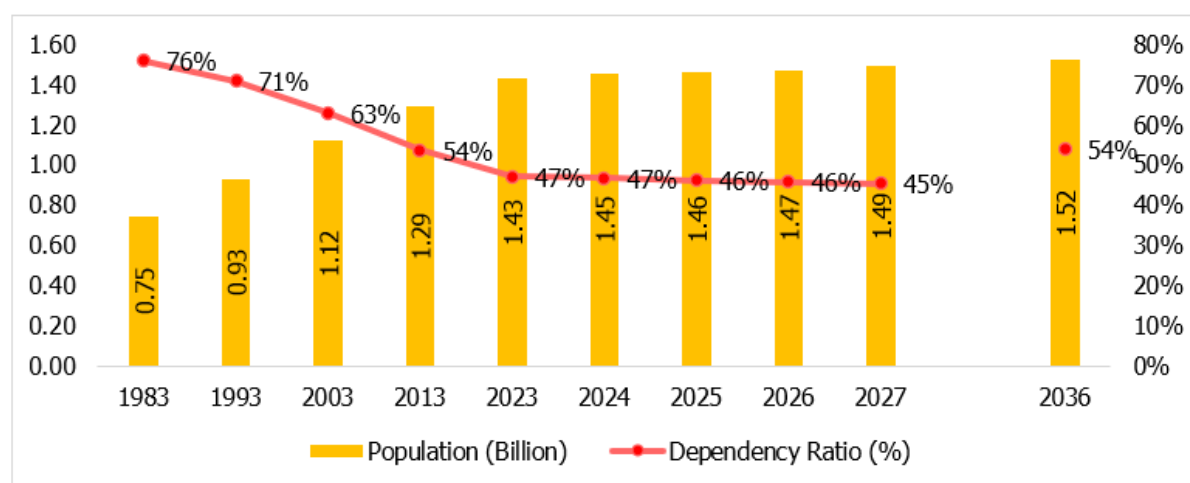
1.2.7. Overview on Key Demographic Parameters

- **Population growth and Urbanization**

The trajectory of economic growth of India and private consumption is driven by socio-economic factors such as demographics and urbanization. According to the world bank, India's population in 2022 surpassed 1.42 billion, slightly higher than China's population (1.41 billion) and became the most populous country in the world.

Age Dependency Ratio is the ratio of dependents to the working age population, i.e., 15 to 64 years, wherein dependents are population younger than 15 and older than 64. This ratio has been on a declining trend. Declining dependency means the country has an improving share of working-age population generating income, which is a good sign for the economy. It was as high as 76% in 1983, which has reduced to 47% in 2023. However, this ratio is expected to rise again to 54% by 2036, driven by an increase in the elderly population as life expectancy improves.

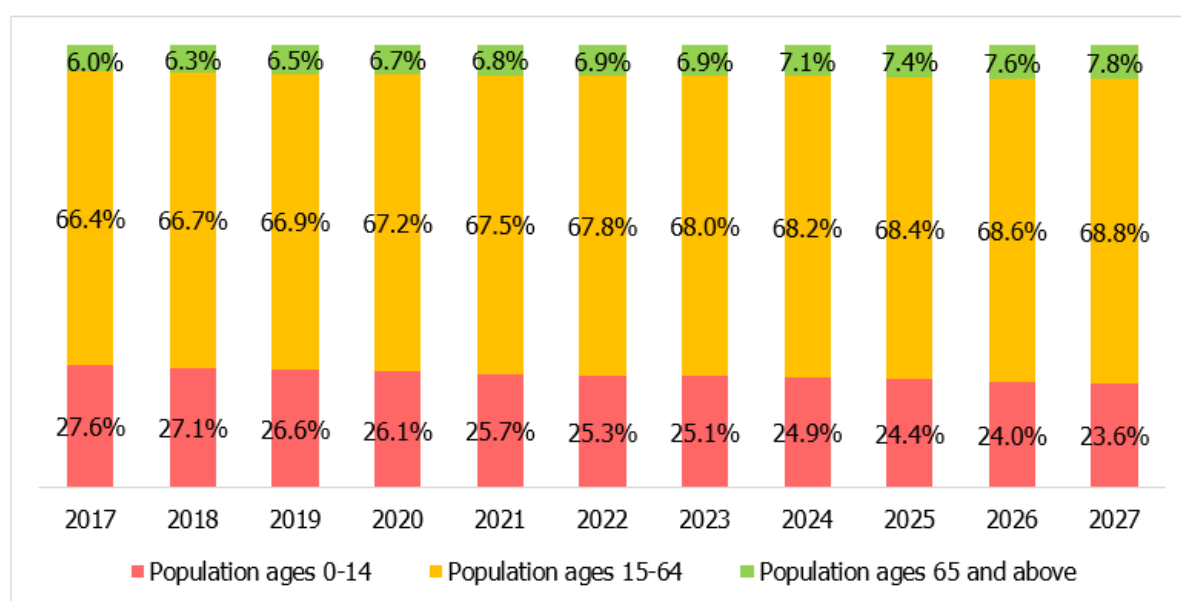
Chart 8: Trend in Population growth vis-à-vis dependency ratio in India (in Billion)



Source: World Bank Database, MOSPI

Despite a projected rise in the dependency ratio to 54% by 2036, India's young and growing workforce, especially in newly urbanized towns, will continue to drive income growth and consumer demand. This presents strong opportunities for sectors like consumer electronics, transportation, and railways. Rising employment, urbanization, and government investment in rural development and digital infrastructure will further boost demand, while increased tech adoption supports long-term consumption growth across both urban and rural markets.

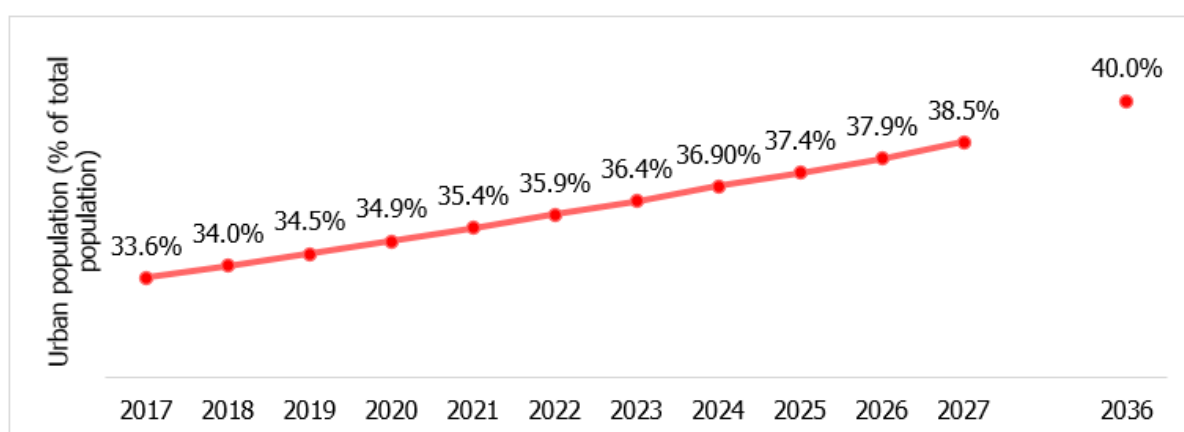
Chart 9: Age-Wise Break Up of Indian population (% of working-age population)



Source: World Bank Database

The urban population is significantly growing in India. The urban population in India is estimated to have increased from 413 million (32% of total population) in 2013 to 519.5 million (36.4% of total population) in the year 2023. India is undergoing a significant urban transformation, with the urban population projected to rise to 40% by 2036. This shift is driven by factors such as improved living standards, increased employment opportunities in urban areas, and government initiatives aimed at urban development. This rapid urbanization might necessitate substantial investments in infrastructure, housing, and transportation.

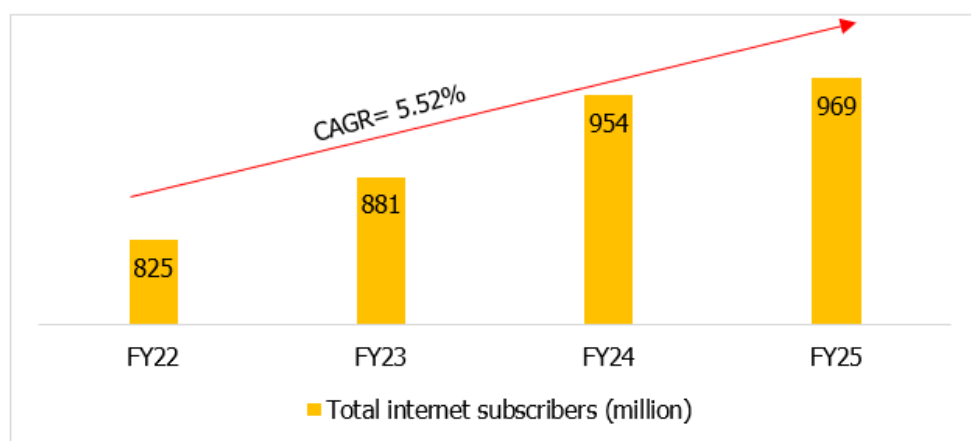
Chart 10: Urbanization Trend in India



Source: World Bank Database

- Internet penetration**

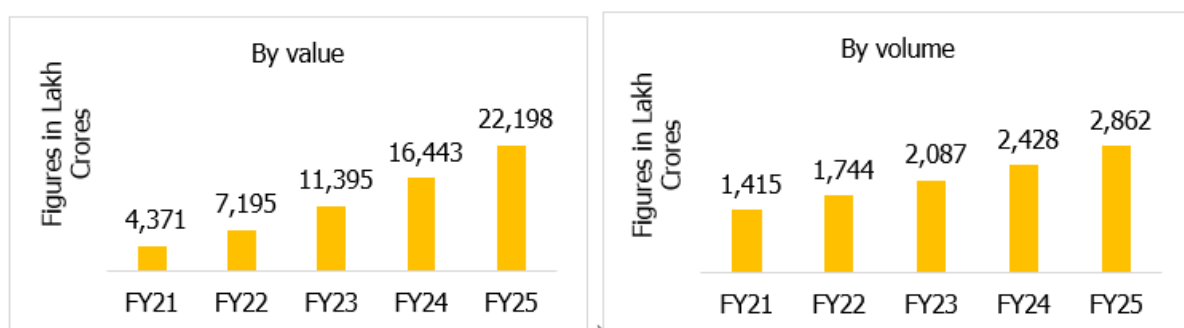
India's internet subscriber base grew from 824.9 million in FY22 to 969.1 million in FY25, reflecting a steady CAGR of 5.5%. This growth was driven by expanding digital infrastructure, rising smartphone usage, and affordable data plans. Government initiatives like BharatNet and Digital India further improved access, especially in rural areas. However, the pace of growth moderated in FY25, indicating market saturation in urban regions.



- **Digitalizing of payments**

Digital payments in India grew in volume from 4,371 lakh crores in FY21 to 22,198 lakh crores in FY25, with a 50.1% CAGR. Digital payments in value grew from Rs 1,415 lakh crores in FY21 to Rs 2,862 lakh crores in FY25, with a CAGR of 19.3%.

Chart 11: Digital payment transactions by value and volume



Source: RBI

India's digital transformation is driven by factors like expanding broadband, affordable data, and government initiatives. The launch of UPI revolutionized payments in turn enhancing financial inclusion. With over 647 banks integrated and more than 350 million unique users, UPI has become the country's largest digital payment network BHIM further advanced cashless transactions, while platforms like COWIN showcased digital infrastructure's role in public health. Furthermore, DigiLocker improved paperless governance by securely storing documents and FASTag automated toll payments, supporting the cashless economy.

- **Increasing Disposable Income and Consumer Spending**

Gross National Disposable Income (GNDI) is a measure of the income available to the nation for final consumption and gross savings. Between the period FY14 to FY25, per capita GNDI at current prices registered a CAGR of 11.30%. More disposable income drives more consumption, thereby driving economic growth.

With increase in disposable income, there has been a gradual change in consumer spending behavior as well. While price sensitivity remains, consumers are increasingly prioritizing quality, driven by rapid urbanization, the growth of e-commerce, and greater exposure to global lifestyles through digital media. In response, businesses are adapting to these evolving preferences and the expanding consumer base. Per capita Private Final Consumption Expenditure (PFCE) which is measure of consumer spending has also showcased significant growth from FY14 to FY25 at a CAGR of 12.33%.

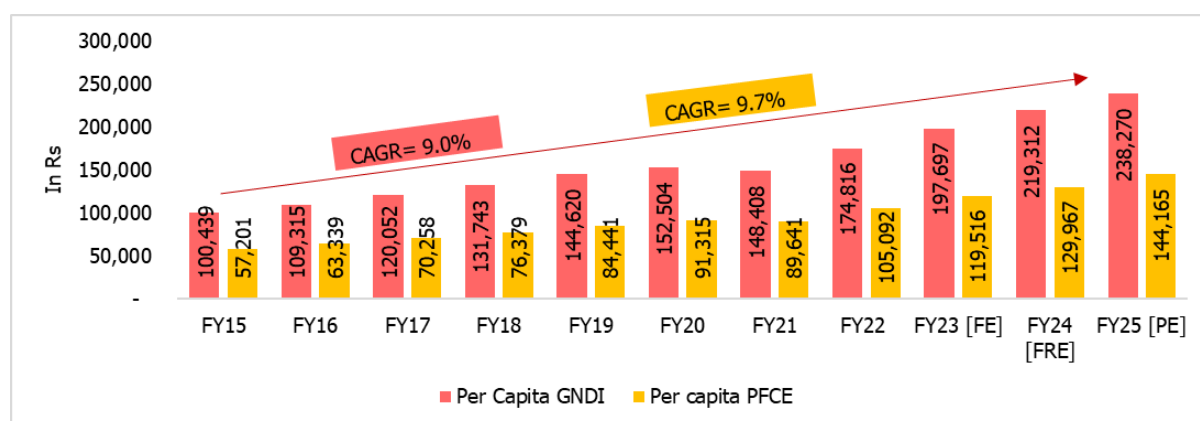
The expansion of middle-income households in rural India is transforming the country's economic landscape. This growth is driven by rising incomes, increased discretionary spending, a shift towards online and omnichannel shopping, and advancements in payment and logistics infrastructure. India's middle class, characterized by significant income variability, exhibits diverse spending patterns. Lower-middle-class households allocate much of their income to private healthcare, education, and essential consumer goods, such as motorbikes and basic

appliances. In contrast, the upper-middle-class invests in luxury items, entertainment, property, and personal services, with a higher propensity to own assets like cars, computers, and air conditioners. Both segments of the middle class are substantial and emerging as key drivers of consumption and economic growth in India.

Job opportunities are steadily increasing in rural and tier-2 towns, supported by strong government focus on rural development, railways, and defence. These investments are not only improving infrastructure but also creating local employment, which in turn is driving economic activity in these regions. As incomes rise and connectivity improves, there is growing demand for consumer goods, especially electronics.

With better access to markets and digital services, rural and smaller towns can emerge as promising growth areas for the electronics sector. Households are now spending more on essentials and upgrading to appliances like televisions, smartphones, and basic kitchen gadgets. This shift reflects a broader transformation in rural consumption, supported by targeted government policies and improving job prospects.

Chart 12: Trend of Per Capita GNDI and Per Capita PFCE (Current Price)



Source: MOSPI; Note: FRE – First Revised Estimates, FE – Final Estimates, PE- Provisional Estimates

1.3. Concluding Remarks

India's economy remains relatively strong, with an IMF forecast of 6.2% GDP growth in CY25 (FY26 according to the fiscal year), compared to the global economy which is projected to grow at 2.8%, and faces headwinds from geopolitical tensions, volatile commodity prices, high interest rates, inflation, financial market volatility, climate change, and rising public debt. Key drivers for India economy's growth include strong domestic demand, government capital expenditure and moderating inflation.

Public investment is expected to exhibit healthy growth as the government has allocated a strong capital expenditure of about Rs. 11.21 lakh crores for FY26. The private sector's intent to invest is also showing improvement as per the data announced on new project investments and resilience shown by the import of capital goods. The investment momentum is reinforced by the rapid growth of urban centres, rising middle-class incomes, and shifting consumer preferences toward premium products. As well as, strong urban demand and digital access, is driving a consumption-led growth cycle and supporting India's sustained economic expansion.

The impact of U.S. tariffs on India's export trade is anticipated to be minimal. The key sectors which will have a potential impact are engineering goods, electronics, gems and jewelry, pharmaceuticals, textiles, and automobiles, among others. The affected sectors represent a small fraction of India's total exports, with key industries such as steel industry affected by the 25% tariffs although the impact is expected to be minimal given the volume of goods exported is less.

India's lower tariff structure and ongoing trade negotiations with the U.S., EU, and ASEAN enhance its appeal as a global trade partner. As it positions itself as a competitive manufacturing hub in sectors like textiles, pharmaceuticals, electronics, and auto components, India offers a viable alternative to countries like China and Vietnam. The shift of iPhone production to India by Apple reflects rising U.S. interest, driven by cost advantages and growing capacity. On February 13, 2025, Prime Minister Modi and President Trump agreed to strengthen bilateral trade, aiming to increase it from USD 200 billion to USD 500 billion by 2030, with talks for a multi-sector trade agreement expected to begin later this year.

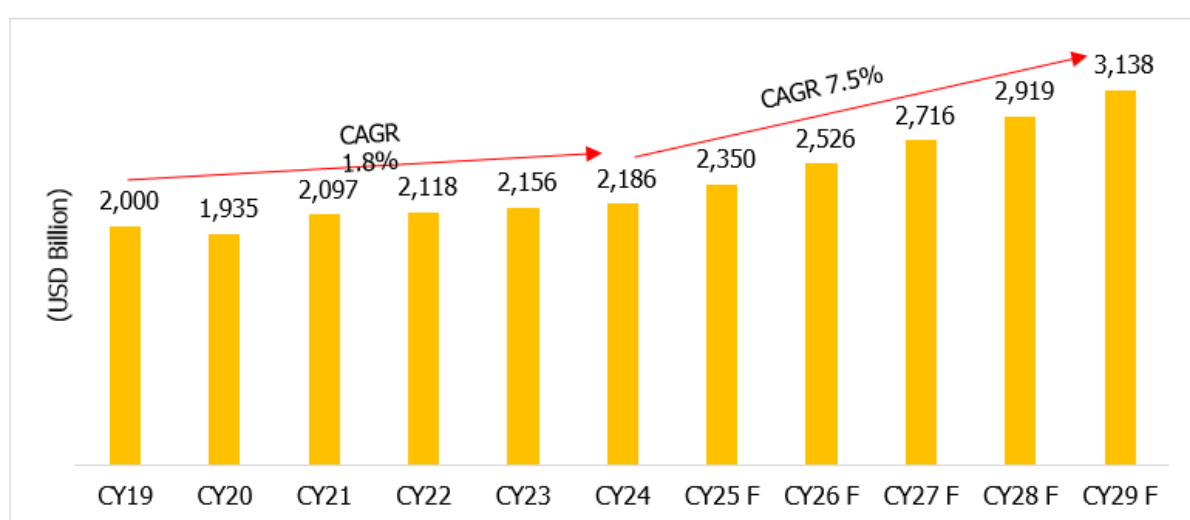
Thus, while U.S. tariffs may have a limited impact on India's exports, ongoing trade negotiations and India's competitive manufacturing advantage position it well for continued growth in global trade.

2. Overview of Global Electronics & Electronics Manufacturing Services Industry

2.1. Electronics Market Size & Segmentation

The electronics industry refers to the broad sector of the economy that designs, manufactures, and sells electronic equipment and components. It powers and supports key sectors including consumer electronics, automotive, telecommunications, healthcare, aerospace, and industrial automation. The global electronics market is undergoing a dynamic transformation, shaped by rapid technological advancements and evolving consumer expectations. From the rise of AI and smart devices to a growing focus on sustainability, the industry is continually innovating to meet modern demands. While the opportunities are vast, the sector also faces challenges such as supply chain complexities and shifting regulatory landscapes. As a result, the electronics market remains one of the most fast paced and resilient industries worldwide.

Chart 13: Global Electronics Market



Source: IMARC Group, CareEdge Research

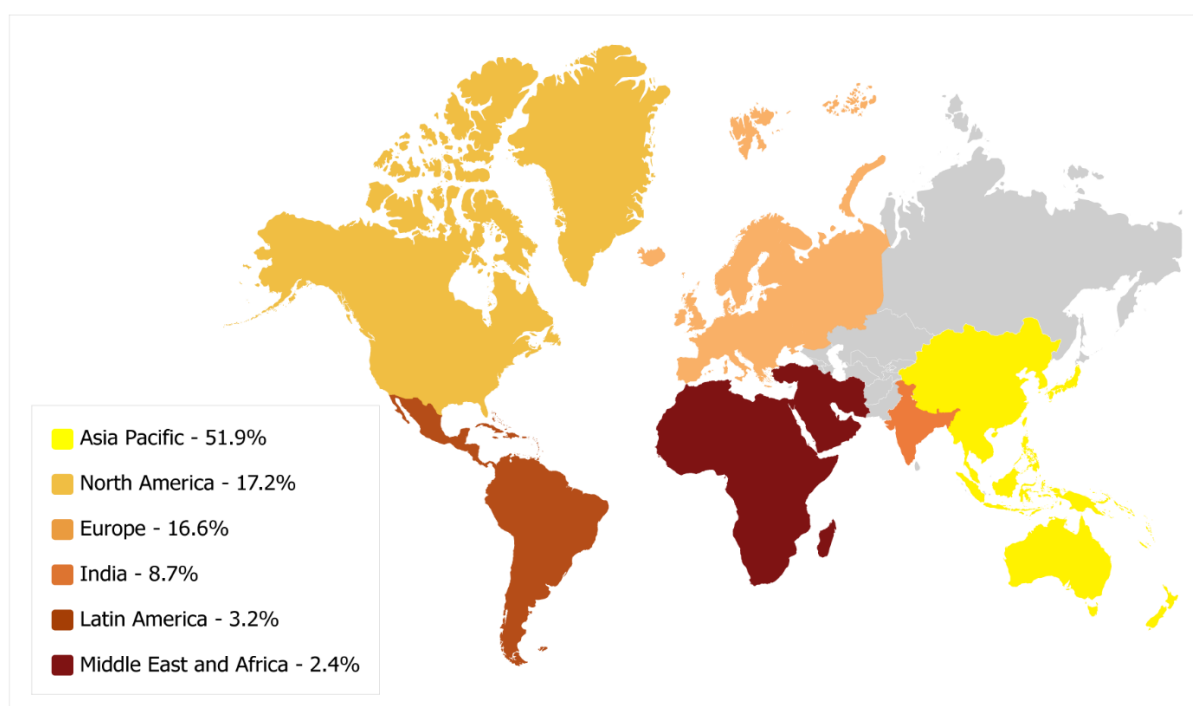
Note: Market size is: production + import – export of finished goods.

The global electronics market, valued at USD 2,186 billion in CY24, grew at a CAGR of 1.8% from CY19 to CY24 and is expected to reach USD 3,138 billion by CY29, driven by a projected 7.5% CAGR from CY24 to CY29. Growth will be fuelled by increasing demand for smart devices, electric vehicles, and renewable energy systems, boosting the need for advanced components such as power management chips and sensors. The rise of 5G and edge computing is accelerating innovation in communication and computing technologies, while regional expansion in manufacturing is improving supply chains and pricing. Continued digitalisation across sectors like automotive, healthcare, and retail, along with advancements in AI, machine learning, miniaturization, and sustainable design, is set to drive long-term industry growth.

2.1.1. Electronics Market by Geographies

The global electronics market is shaped by diverse regional factors, including economic development, manufacturing capabilities, consumer demand, and technological innovation. Over the coming decade, these influences will drive shifts in regional market shares, impacting industry dynamics worldwide.

Chart 14: Electronics Market: Breakup by Region (Market Share)



Source: IMARC Group, CareEdge Research. Note: Asia Pacific excludes India

Electronics Market: Breakup by Region (Market Size)

Region	CY24
Asia-Pacific	1,325
North America	376
Europe	363
Latin America	70.0
Middle East and Africa	52.5
Total	2,186

Source: IMARC Group, CareEdge Research

Asia Pacific	CY24
China	748
India	191
Japan	129
South Korea	107
Others	150
Total	1,325

In CY24, the Asia-Pacific region accounted for the largest share of the global electronics market, contributing USD 1,325 billion, or over 60% of the total global sales of USD 2,186 billion. Within the region, India contributed USD 191 billion, making up approximately 14.4% of Asia-Pacific's market and 8.7% of the global electronics market. This places India as the second-largest player in the region, following China.

India's growing share reflects its rapidly evolving electronics ecosystem. The country has seen a sharp rise in demand for consumer electronics, increased exports especially of smartphones and components—and growing interest from global manufacturers seeking to diversify their supply chains. India's cost competitiveness, expanding skilled workforce, and rising digital adoption have played a key role in attracting large-scale investments in electronics production and assembly.

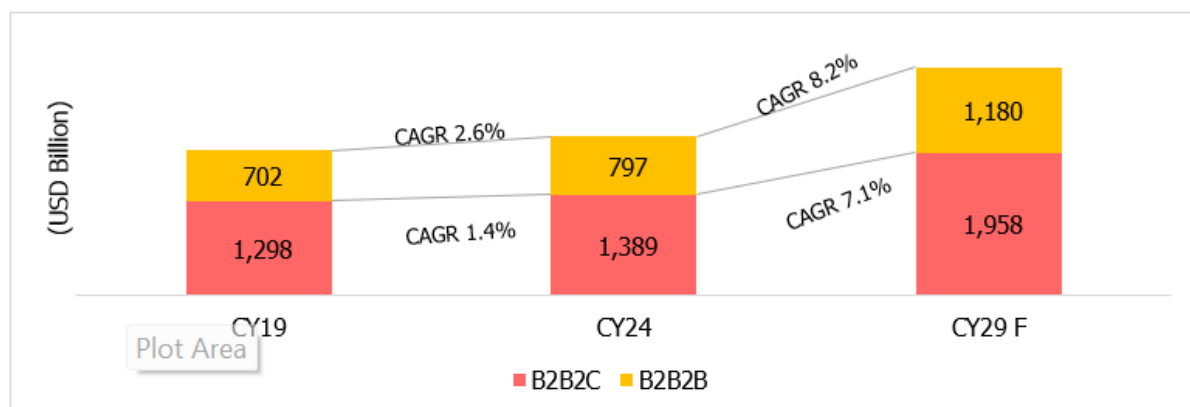
As global brands explore alternative manufacturing bases, India's scale, talent, and improving infrastructure are enabling it to emerge as a strong and reliable player in the global electronics value chain. This momentum signals India's transition from being a major consumption market to a leading contributor in global electronics production.

2.1.2. Electronics Market by Segmentation- B2B2B vs B2B2C

The B2B2B segment (36% of the industry during CY24) of the global electronics market is projected to grow from USD 797 billion in CY24 to USD 1,180 billion by CY29, with a CAGR of approximately 7%. This growth is driven by increased investments in aerospace and defence, railways, industrial automation, and the expansion of IT infrastructure and data centers. Additionally, the global focus on clean energy, electric mobility, and smart power systems is boosting demand for advanced electronic components in energy and infrastructure sectors.

The B2B2C segment (64% of the industry during CY24), comprising consumer electronics such as smartphones, televisions, wearables, and appliances, is expected to rise from USD 1,389 billion in CY24 to USD 1,958 billion by CY29, at a CAGR of around 8%. Growth is supported by increasing digital adoption, smart home trends, and higher consumer spending, though it remains more stable and mature compared to B2B2B.

Chart 15: Electronics Market: Breakup by Segments

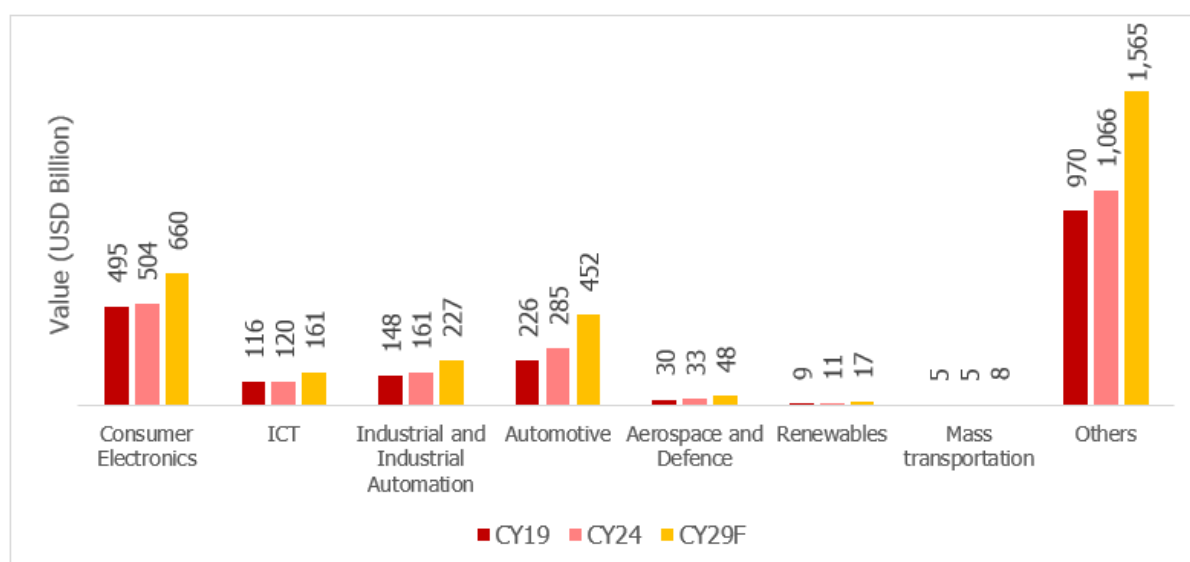


Source: IMARC Group, CareEdge Research

2.1.3. Electronics Market by End- User Industries

From CY19 to CY24, the global electronics market grew at a modest pace of 1.8% CAGR, with slower growth in segments like IT (0.7%) and consumer electronics (0.4%) due to global economic uncertainty and supply chain disruptions. The automotive segment stood out with a stronger 4.7% CAGR, supported by early adoption of electric vehicles and in-car electronics.

Chart 16: Global Electronics Market: Breakup by End- User Industries



Source: IMARC Group, CareEdge Research

Note:

1. ICT or Information and Communications Technology includes IT and Telecom
2. Automotive includes EVs as well
3. Aerospace and Defence includes Commercial, Defence and Space
4. Renewables include Solar, Wind and Hydro
5. Mass transportation includes Railways & Metros, Road-based Public Transportation
6. Others include the remaining industries other than mentioned above

Looking ahead, the market is expected to gain momentum, growing at a faster 7.5% CAGR between CY24 and CY29. Automotive electronics is projected to lead this growth with an 9.7% CAGR, driven by rapid electrification, connected vehicle technologies, and autonomous features. Consumer electronics is also set to rebound, growing at 5.5% CAGR, as demand rises for smart, connected, and 5G-enabled devices.

(CAGR)	CY19-24	CY24-29F
Consumer Electronics	0.4%	5.5%
ICT	0.7%	6.0%
Industrial and Industrial Automation	1.7%	7.1%
Automotive	4.7%	9.7%
Aerospace and Defence	2.3%	7.5%
Renewables	3.5%	8.7%
Mass transportation	2.1%	7.5%
Others	1.9%	8.0%

Other sectors like Industrial and Industrial Automation (7.1%), Aerospace and Defence (7.5%), and ICT (6.0%) are poised for steady growth, supported by increasing automation, digital transformation, security modernization, continued infrastructure upgrades and smart technology adoption.

Sector-wise Growth Drivers

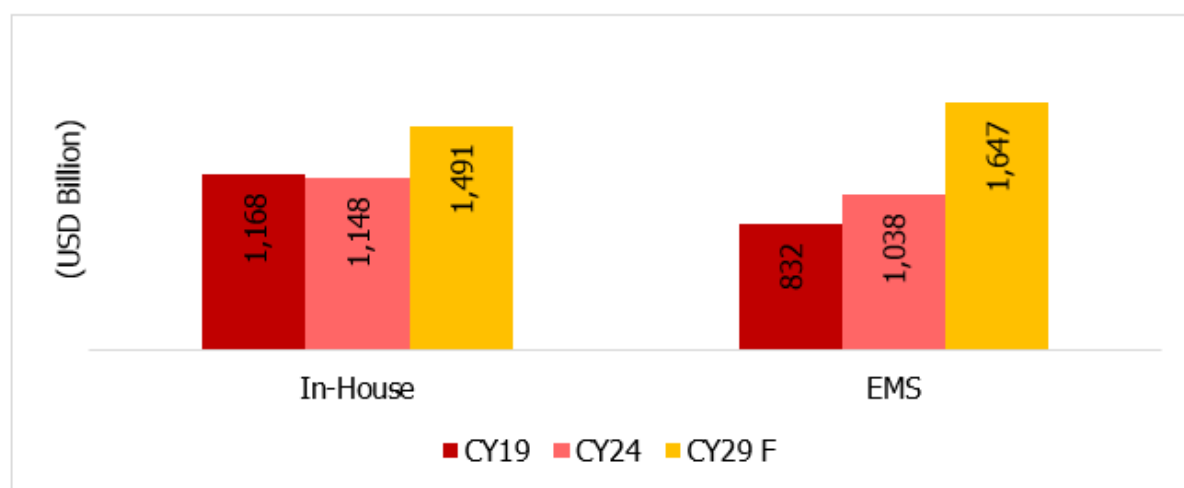
- Consumer Electronics**
 Revival in demand for connected, smart, and 5G-enabled devices.
- Automotive Electronics**
 Accelerated by electric vehicle adoption, advanced driver assistance systems, and autonomous tech.
- Industrial and Industrial Automation**
 Propelled by industrial automation, IoT adoption, and smart factory initiatives.
- Information and Communications Technology (ICT)**
 Driven by digitization, 5G rollout, edge computing, and rising data center demand, supported by higher investments and energy-efficient technology adoption.
- Aerospace and Defence**
 Supported by modernization in defence systems, enhanced surveillance, and cybersecurity focus.
- Others**
 Growth led by smart city development, and energy-efficient technologies.

2.1.4. Electronics Market by Manufacturing- In house vs EMS

From CY24 to CY29, the electronics manufacturing sector is expected to experience a significant shift toward outsourced production. Electronics Manufacturing Services (EMS) sales are projected to increase from USD 1,038 billion to USD 1,647 billion, with a CAGR of about 9.7%. This growth underscores the rising trend of companies outsourcing manufacturing to specialized EMS providers, enabling them to leverage their expertise, advanced resources, and scalable operations. Outsourcing allows companies to gain a competitive edge by focusing their internal efforts on core activities such as product development, marketing, and sales.

Meanwhile, in-house manufacturing is forecast to grow modestly from USD 1,148 billion to USD 1,491 billion, reflecting a CAGR of around 5.4%. This indicates that while some companies retain internal production capabilities for strategic or proprietary reasons, the overall industry is increasingly favouring EMS partnerships to enhance flexibility, reduce costs, and respond swiftly to changing market demands. The evolving balance between in-house and outsourced manufacturing highlights the impact of globalization and technological complexity on supply chain strategies.

Chart 17: Global Electronics Market: Breakup by Manufacturing



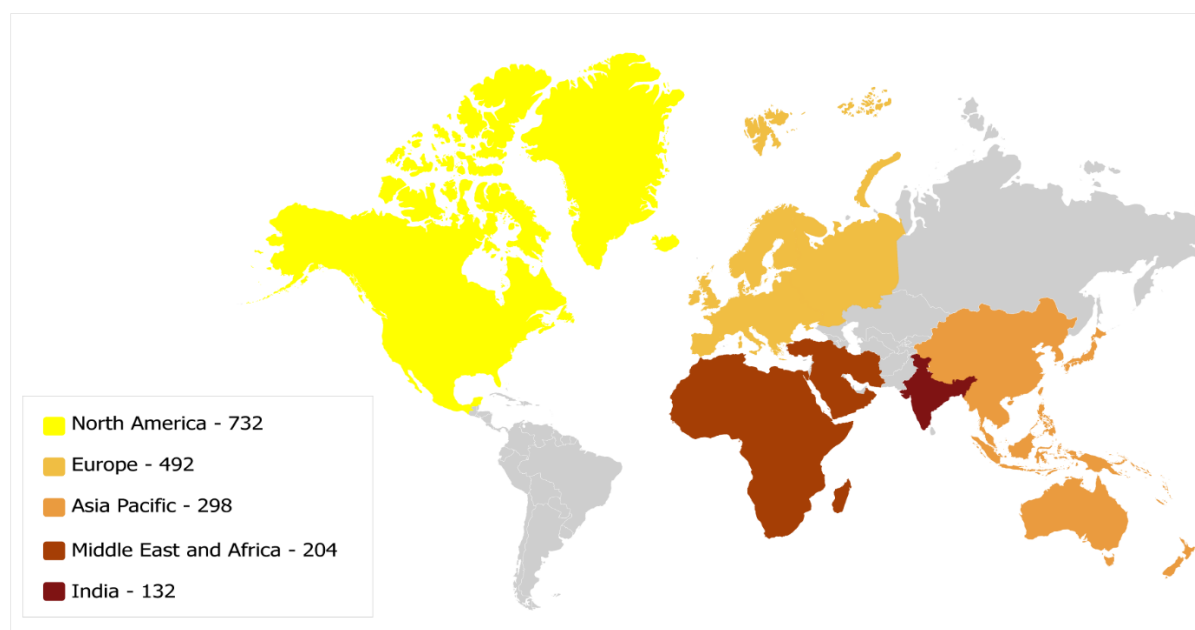
Source: IMARC Group, CareEdge Research

(CAGR)	CY19-24	CY24-29F
In-house	-0.3%	5.4%
EMS	4.5%	9.7%

2.1.5. Per capital Consumption of Electronics in Major Economies

In CY24, the global average per capita electronics consumption stood at USD 276, with notable differences across regions. North America led the chart with USD 732 per person, underscoring its advanced technology adoption and high consumer spending on electronics. Europe followed at USD 492, supported by steady demand across both personal and industrial electronics. In contrast, the Asia-Pacific region, despite being the largest in total market size, had a lower per capita figure of USD 298—reflecting its large population base.

Chart 18: Per capital Consumption of Electronics in Major Economies (CY24)



Source: IMARC Group, CareEdge Research
Note: Asia Pacific excludes India

India's per capita electronics consumption was recorded at USD 132 in CY24 (well below both the global and regional averages) and is projected to touch USD 179 by CY29, meaning growing at the highest CAGR of 6.3%, whereas global average CAGR is estimated to be just 2.4%. While this highlights a current gap, it also signals significant scope for future growth. With increasing digital penetration, expanding access to electronic devices,

and a young, tech-savvy population, India is well-positioned to see a steady rise in consumption levels. As affordability improves and demand spreads across urban and rural areas alike, India’s electronics consumption is expected to grow substantially in the coming years.

India is projected to witness the fastest growth in per capita electronics consumption among major regions, rising from USD 132 in CY24 to USD 179 by CY29, driven by a robust CAGR of 6.3%. This surge reflects increasing digital adoption, rising disposable incomes, and supportive government initiatives aimed at expanding access to consumer electronics.

In contrast, North America, despite maintaining the highest per capita spending—from USD 732 to USD 948—is expected to grow at a slower CAGR of 5%, indicating a more mature and saturated market. Europe and Asia-Pacific show modest growth rates of approximately 2.7% and 2.4%, respectively, while the Middle East & Africa is projected to see a slight decline.

India’s rapid growth, though from a lower base, highlights its rising importance as a key driver of global electronics demand in the coming years.

Globally, per capita electronics consumption is expected to rise from USD 276 in CY24 to USD 311 in CY29, growing at a CAGR of just over 2.4%.

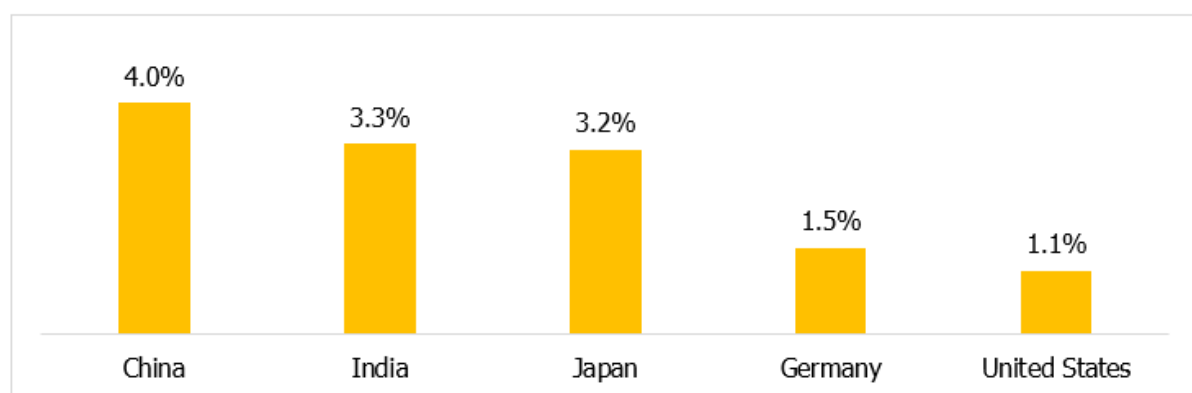
2.1.6. Electronics Manufacturing Contribution to GDP for Major Countries

Electronics manufacturing is becoming an increasingly significant contributor to the GDP of major global economies. Asia has long been a powerhouse in electronics manufacturing, with China dominating due to its scale, efficiency, and cost advantages. However, rising labour costs, environmental restrictions, and escalating geopolitical tensions—especially with the West—are pushing global companies to diversify their supply chains. This has led to a strong shift toward the “China+1” strategy, encouraging firms to explore alternative manufacturing destinations.

India is emerging as the top contender in this transition. With robust government initiatives like the Production Linked Incentive (PLI) scheme and the “Make in India” campaign, the country is attracting significant investments from major global players such as Apple and Foxconn. Its large talent pool, improving infrastructure, and supportive policy environment are positioning India as a growing force in electronics manufacturing.

Vietnam, too, is gaining momentum as a competitive and dependable manufacturing hub. Due to low labour costs, strategic trade agreements, and geographic proximity to supply chains, it is becoming a key destination for electronics assembly and component production. Together, India and Vietnam are steadily reshaping the electronics manufacturing map of Asia.

Chart 19: Electronics Manufacturing Contribution to GDP for Major Countries (CY24)



Source: IMARC Group, CareEdge Research

China +1 Strategy

The China+1 strategy involves global manufacturers diversifying their production by expanding operations beyond China to reduce overdependence. This shift is driven by rising costs, geopolitical tensions, and the need for more resilient and flexible supply chains.

The “China + 1” strategy has emerged due to:

- **Geopolitical Tensions:** Trade disputes and political issues have led companies to reconsider relying solely on China.
- **Supply Chain Disruptions:** COVID-19 exposed supply chain vulnerabilities, prompting diversification of manufacturing bases.
- **Rising Costs in China:** Increased labour costs in China have driven companies to seek alternative manufacturing locations.

2.2. Evolution of Global EMS Industry

The Electronics and Electronics Manufacturing Services (EMS) industry has undergone significant evolution, shifting from primarily performing assembly tasks to becoming an integral part of the global electronics supply chain. EMS providers now play a broader role, extending beyond manufacturing to include product design, development, testing, and supply chain support. This transformation has been driven by advancements in technology, changing consumer expectations, globalization, and the increasing complexity of electronic products. Below are key milestones in the industry’s development.

Emergence of Electronics and EMS:

- EMS began in the 1960s, focusing on basic tasks like PCB assembly and product assembly.
- The goal was to reduce production costs for manufacturers by outsourcing manufacturing processes.

Globalisation and Outsourcing:

- In the 1980s-1990s, companies outsourced manufacturing to regions like Asia to reduce labor costs.
- This shift led to the rise of major EMS hubs in China, South Korea, and Taiwan.

Focus on Quality and Compliance:

- As electronics became more complex, EMS providers emphasized quality control and compliance.
- Adoption of standards like ISO 9001 and IPC and integration of sustainability practices to address environmental concerns.

Industry 4.0 and Digital Transformation:

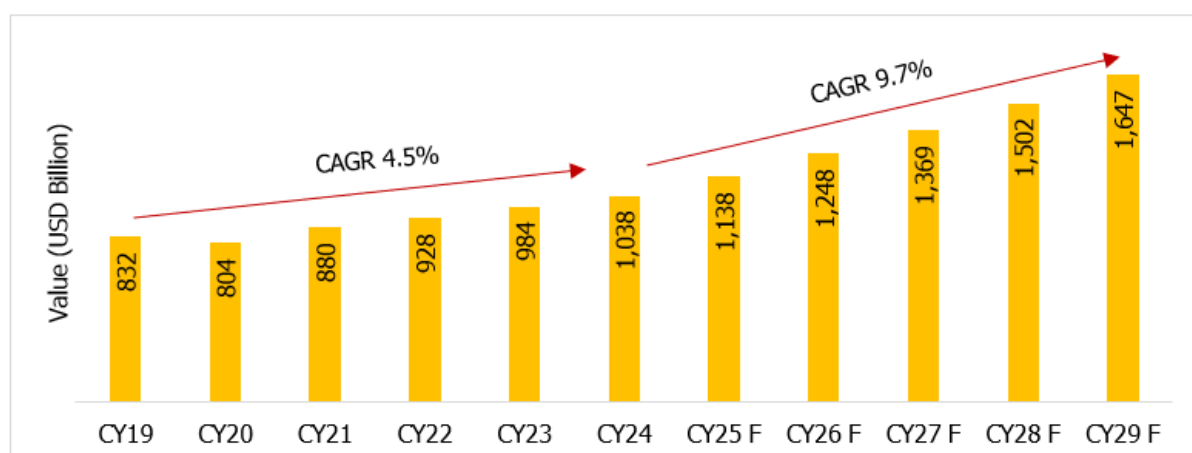
The adoption of IoT, cloud computing, automation, and big data analytics has revolutionized EMS operations, enabling the development of smart, interconnected factories.

EMS providers have moved beyond traditional manufacturing roles to offer end-to-end solutions, including product design, prototyping, testing, and supply chain management, as companies seek greater value and strategic collaboration.

2.3. EMS Industry Size & Segmentation

The global electronics manufacturing services (EMS) market was valued at USD 1,038 billion in CY24. The rise in outsourcing to reduce costs and improve efficiency is driving EMS adoption, with OEMs in industries like consumer electronics, automotive, healthcare, and telecommunications relying on EMS for design, prototyping, assembly, testing, and logistics. Regional manufacturing hubs, favourable trade policies, and demand for miniaturized, customized electronics are further expanding the market.

Chart 20: Global Electronics Manufacturing Services (EMS) Market



Source: IMARC Group, CareEdge Research

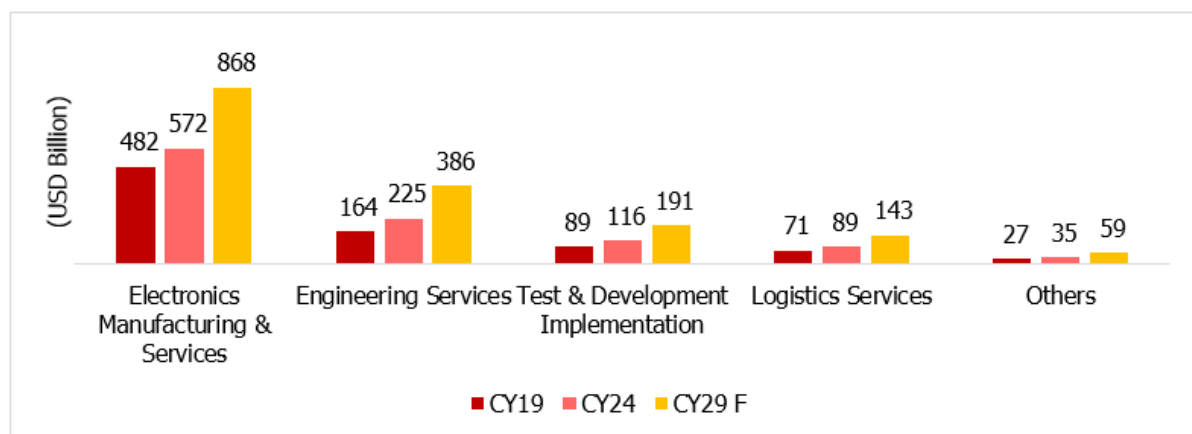
Looking forward, the EMS market is projected to grow at a 9.7% CAGR from CY24 to CY29, reaching USD 1,647 billion by CY29. The increasing complexity of devices, along with advancements in smart manufacturing technologies like robotics and IoT, will further drive demand. Automation and enhanced supply chain capabilities are expected to support the sector's continued growth.

2.3.1. Electronics Manufacturing Services (EMS) Market by Services

The global EMS market is expected to increase from USD 1,038 billion in CY24 to USD 1,647 billion by CY29, driven by growing demand for comprehensive manufacturing solutions across diverse industries. The electronics manufacturing & services segment is expected to grow from USD 572 billion to USD 868 billion, supported by strong activity in automotive, consumer, and industrial electronics. Engineering services are set to grow the fastest as OEMs increasingly rely on EMS providers for design, development, and prototyping to enhance innovation and reduce costs.

Other service segments are growing steadily due to increasing product complexity and stricter quality requirements driving demand for test and development services. Logistics services are expanding as companies seek more integrated and efficient supply chain management solutions. Meanwhile, the growth in the 'Others' category reflects the rising importance of aftermarket support, repair, and comprehensive lifecycle services in the EMS industry.

Chart 21: Global Electronics Manufacturing Services (EMS) Market: Breakup by Services



Source: IMARC Group, CareEdge Research

Note- Other includes Repair/recycling services, after-sales support, etc

(CAGR)	CY19-24	CY24-29F
Electronics Manufacturing	3.5%	8.7%
Engineering Services	6.5%	11.4%

(CAGR)	CY19-24	CY24-29F
Test & Development Implementation	5.5%	10.4%
Logistics Services	4.8%	9.9%
Others	5.9%	10.9%

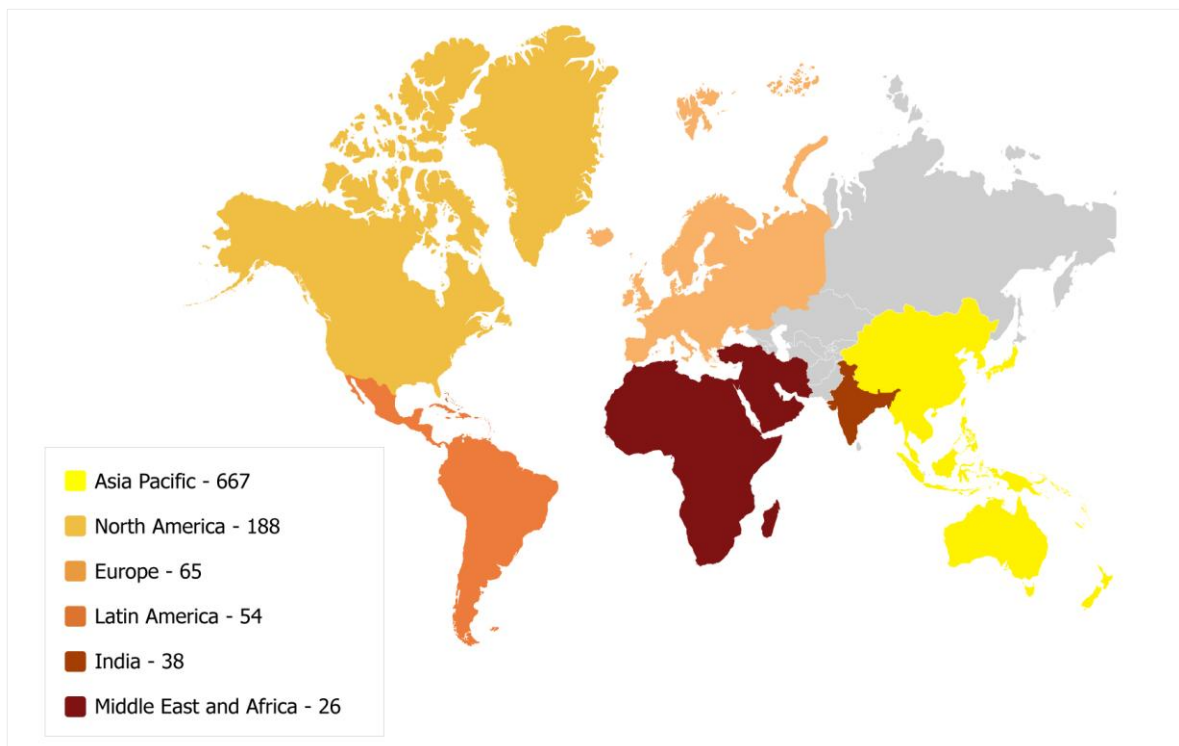
Note- Other includes Repair/recycling services, after-sales support, etc.

As the demand for EMS continues to grow, each service segment plays a critical role in optimizing global supply chains and ensuring the delivery of high-quality products. To stay competitive, EMS providers are increasingly adopting innovative technologies. For example, Engineering Services are now incorporating artificial intelligence and machine learning to improve product design and development, boosting both speed and accuracy. Similarly, Test and Development Implementation services are advancing with the use of state-of-the-art testing techniques to ensure that products meet rigorous safety standards, particularly in industries like aerospace and healthcare. The rising importance of Logistics Services emphasizes the need for more adaptable and transparent supply chains, with many EMS providers leveraging automation and real-time tracking to enhance efficiency. As these services evolve to meet new technological and market demands, the EMS industry is set for continued growth, catering to a broader spectrum of industries and applications.

2.3.2. Electronics Manufacturing Services (EMS) Market by Geographies

As of CY24, Asia-Pacific dominates the global electronics manufacturing services (EMS) market (67.9%) due to its established manufacturing infrastructure, cost-effective labour, and key production hubs in countries like China, South Korea, and Taiwan. As part of the Asia-Pacific region, India also plays a significant role in the growth of the Electronics Manufacturing Services (EMS) market. With its cost-effective labour, robust manufacturing infrastructure, and government initiatives like “Make in India,” India is becoming a key hub for electronics production, contributing to the region’s dominant market share in global EMS.

Chart 22: Global Electronics Manufacturing Services (EMS) Market (USD Billion): Breakup by Region (CY24)



Source: IMARC Group, CareEdge Research

Note: Asia Pacific excludes India

North America (18%) follows, driven by advanced technology and high demand for custom electronics. Europe (6%) has a smaller share, influenced by higher labour costs and a focus on specialised manufacturing. Latin America (5%), India (4%) and the Middle East & Africa (3%) represent smaller portions of the market, primarily due to limited manufacturing capacity and slower adoption of EMS services.

(CAGR)	CY19-24	CY24-29F
Asia-Pacific excluding India	3.4%	8.9%
North America	6.9%	11.7%
Europe	5.7%	10.7%
Latin America	2.3%	7.5%
Middle East and Africa	1.2%	6.2%
India	25.1%	16.1%

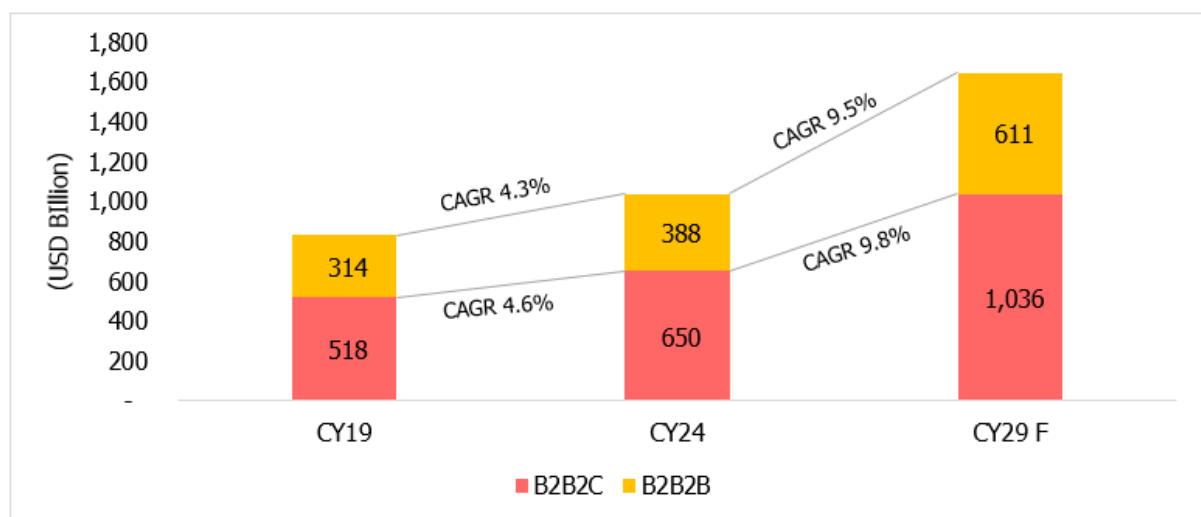
Between CY24 and CY29, North America is projected to experience growth rate in the EMS market, increasing from USD 188 billion to USD 326 billion, driven by reshoring initiatives, advanced manufacturing investments, and strong demand from aerospace, automotive, and technology sectors. Closely following, the Asia-Pacific region is expected to grow robustly from USD 705 billion to USD 1,100 billion, supported by its well-established manufacturing infrastructure, rising consumer electronics demand, and rapid industrialization in countries like India and Southeast Asia. India is projected to experience the highest growth CAGR of 17% during the CY24-29F period.

(Year-Wise % Share)	CY19	CY24	CY29 F
Asia-Pacific excluding India	67.6%	64.2%	61.9%
North America	16.2%	18.1%	19.8%
Europe	5.9%	6.3%	6.6%
Latin America	5.8%	5.2%	4.7%
Middle East and Africa	2.9%	2.5%	2.1%
India	1.5%	3.7%	4.9%

2.3.3. Electronics Manufacturing Services (EMS) Market by Segmentation- B2B2B vs B2B2C

The B2B2C channel (62.6% share during CY24) leads the global electronics manufacturing services (EMS) market due to the high demand for consumer electronics like smartphones, laptops, and wearables, which require large-scale production and efficient supply chains. Consumer electronics also experience faster product cycles and constant innovation, driving consistent growth in the EMS sector.

Chart 23: Global Electronics Manufacturing Services (EMS) Market: Breakup by Segments



Source: IMARC Group, CareEdge Research

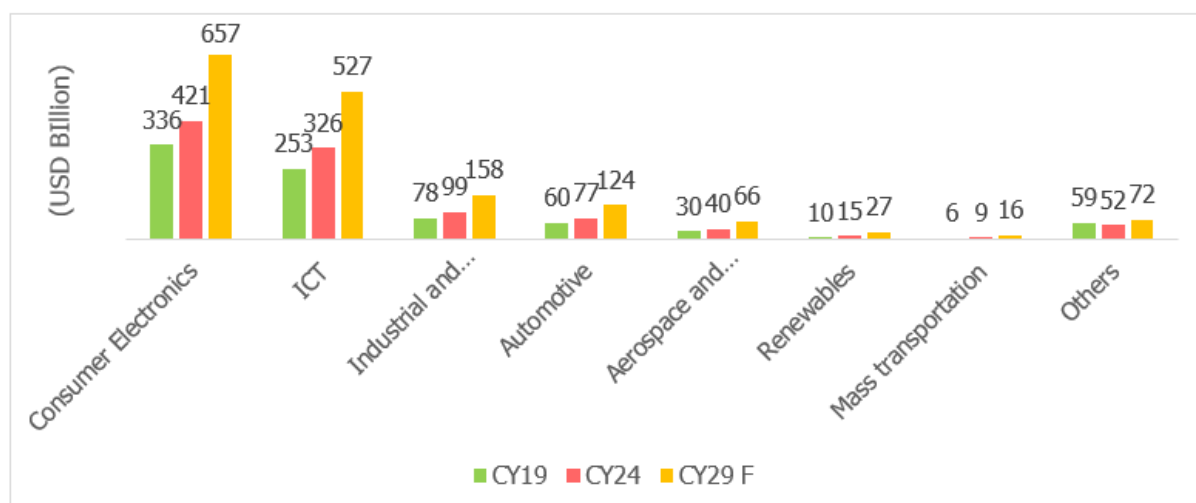
The B2B2B segment (37.4% share during CY24) follows, as businesses in sectors like automotive, Aerospace & defence, railways, IT, data centres, power, clean energy healthcare, and telecommunications rely on EMS for specialised, high-quality, and custom electronic components. However, B2B2C remains dominant due to the larger volume of consumer products being produced.

From CY24 to CY29, the B2B2C segment is projected to grow at a CAGR of approximately 9.8%, reflecting strong consumer demand for electronic devices. The B2B2B segment is expected to grow at a CAGR of around 9.5%, driven by increased investments in industrial, aerospace, IT, and clean energy sectors.

2.3.4. Electronics Manufacturing Services (EMS) Market by End- user Industries

As of CY24, the consumer electronics industry leads the global Electronics Manufacturing Services (EMS) market, driven by strong demand for devices like smartphones, laptops, and wearables that require large-scale production and continuous innovation. The ICT sector also play a significant role, fuelled by the need for telecommunications equipment and networking devices. The automotive sector increasingly relies on EMS for advanced electronics such as sensors and infotainment systems. Additionally, growing sustainability initiatives have boosted demand from the power and clean energy sectors for specialized electronic components. Smaller industries—including aerospace, defence, and healthcare contribute by requiring specialized, high-precision electronics tailored to their unique needs. Though their overall share is limited, they are among the fastest-growing segments, driven by increasing demand for advanced, reliable, and customized electronic solutions.

Chart 24: Global Electronics Manufacturing Services (EMS) Market: Breakup by End- User Industries



Source: IMARC Group, CareEdge Research

Note:

1. ICT or Information and Communications Technology includes IT and Telecom
2. Automotive includes EVs as well
3. Aerospace and Defence includes Commercial, Defence and Space
4. Renewables include Solar, Wind and Hydro
5. Mass transportation includes Railways & Metros, Road-based Public Transportation
6. Others include the remaining industries other than mentioned above

(CAGR)	CY19-24	CY24-29F
Consumer Electronics	4.6%	9.3%
ICT	5.2%	10.1%
Industrial and Industrial Automation	4.9%	9.8%
Automotive	5.1%	9.9%
Aerospace and Defence	5.9%	10.7%
Renewables	8.3%	13.3%
Mass transportation	7.5%	12.7%
Others	-2.7%	6.9%

The growth of the global Electronics Manufacturing Services (EMS) market, projected to reach USD 1,647 billion by CY29, is driven by factors such as increasing product complexity, the rise of outsourcing for cost efficiency, and advancements in automation. Additionally, the demand for customized electronics in sectors like healthcare and automotive, along with the push for sustainability and energy-efficient solutions, is further fuelling the market's expansion.

(Year-Wise % Share)	CY19	CY24	CY29 F
Consumer Electronics	40.4%	40.6%	39.9%
ICT	30.4%	31.4%	32.0%
Industrial and Industrial Automation	9.4%	9.5%	9.6%
Automotive	7.2%	7.4%	7.5%
Aerospace and Defence	3.6%	3.8%	4.0%
Renewables	1.2%	1.4%	1.6%
Mass transportation	0.7%	0.8%	1.0%

	(Year-Wise % Share)	CY19	CY24	CY29 F
Others		7.1%	5.0%	4.4%

2.3.5. Market Drivers & Restraints

Key Market Drivers:

Cost Optimization	Leveraging EMS providers allows OEMs to benefit from specialized expertise, economies of scale, and operational efficiency, resulting in lower production costs and improved quality without investing heavily in in-house capabilities.
Advances in Technology	Adoption of Industry 4.0 technologies—such as automation, AI, and robotics—enhances production efficiency, traceability, and product quality.
Growing Electronics Demand	The surge in consumer electronics, including smartphones, wearables, and IoT devices, increases reliance on EMS providers for scalable production.
Emerging Market Potential	Expansion in regions with low labour costs and rising consumer demand offers attractive growth opportunities for EMS providers.
Sector-Specific Opportunities	EMS providers gain competitive advantage by catering to high-growth sectors such as aerospace and defence, power and sustainability, and electric vehicles (EVs), where specialized manufacturing and stringent quality standards are critical.

Key Market Restraints:

Intellectual Property Risks	Outsourcing raises concerns about IP protection, necessitating strong legal and security measures.
Quality and Supply Chain Challenges	OEMs often face difficulties in maintaining control over product quality when outsourcing, which can lead to inconsistencies and affect end-product reliability.
Regulatory Burden	Following safety, labour, and environmental rules from different countries makes manufacturing more complicated and expensive for EMS companies.
Supply Chain Vulnerabilities	Disruptions caused by material shortages, political instability, or natural events can delay production and increase costs.

3. Overview of Electronics & Electronics Manufacturing Services in India

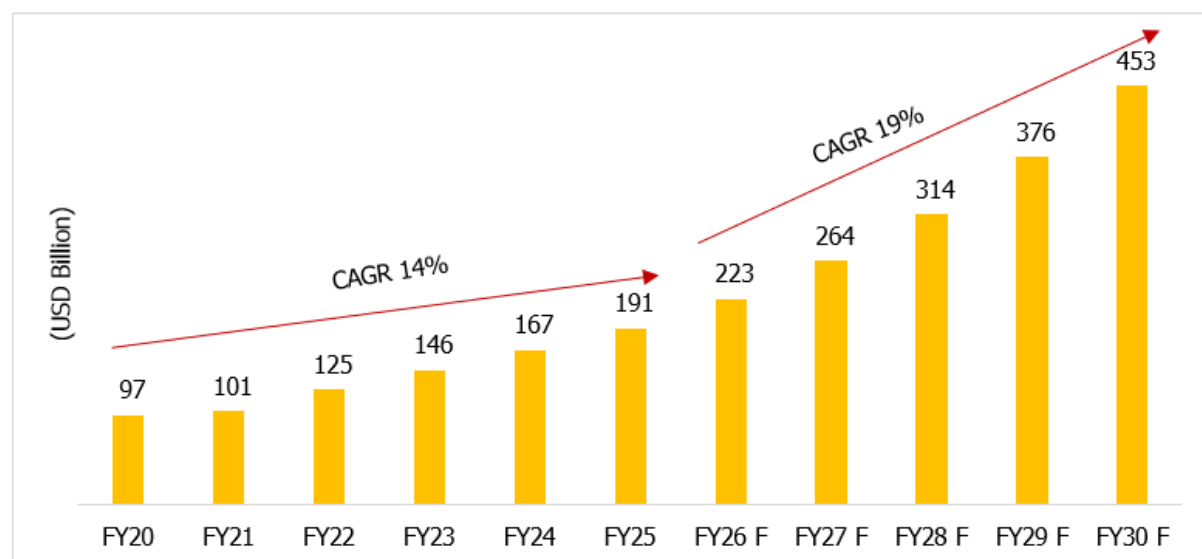
3.1. Electronics Market Size & Segmentation

India's electronics market has witnessed remarkable growth between FY20 and FY25, with market size increasing from USD 97 billion to USD 191 billion. This momentum has been driven by a combination of rising incomes, rapid urbanization, and an expanding digital ecosystem. The COVID-19 pandemic accelerated digital adoption across work, education, and entertainment. Government initiatives like "Digital India" and widespread 4G and 5G rollout have enhanced technology access, especially in underserved areas, boosting consumer engagement and demand.

Looking ahead, the market is projected to reach USD 453 billion by FY30, driven by key government programs such as the PLI scheme and "Make in India," which aim to strengthen domestic manufacturing and reduce import dependence. Growing demand for next-gen technologies—electric vehicles, IoT devices, semiconductors, and AI solutions—will further accelerate growth. With increasing foreign investment and manufacturing capacity, India is steadily emerging as a global electronics hub. The market is also backed by other government initiatives like SPECS and the Phased Manufacturing Program (PMP). These schemes focus on strengthening the local component ecosystem and boosting domestic value addition. Growing exports and increasing investment by global companies are further positioning India as a major hub for electronics manufacturing.

Further, India's electronics market is rapidly growing, driven by strong domestic demand and supportive government policies. Many global companies are setting up manufacturing units, making India a key hub for electronics production. Exports of electronics, especially mobile phones, are also rising steadily as India strengthens its position in global supply chains.

Chart 25: Indian Electronics Market



Source: IMARC Group, CareEdge Research

Note: Market size: production + import – export of finished goods

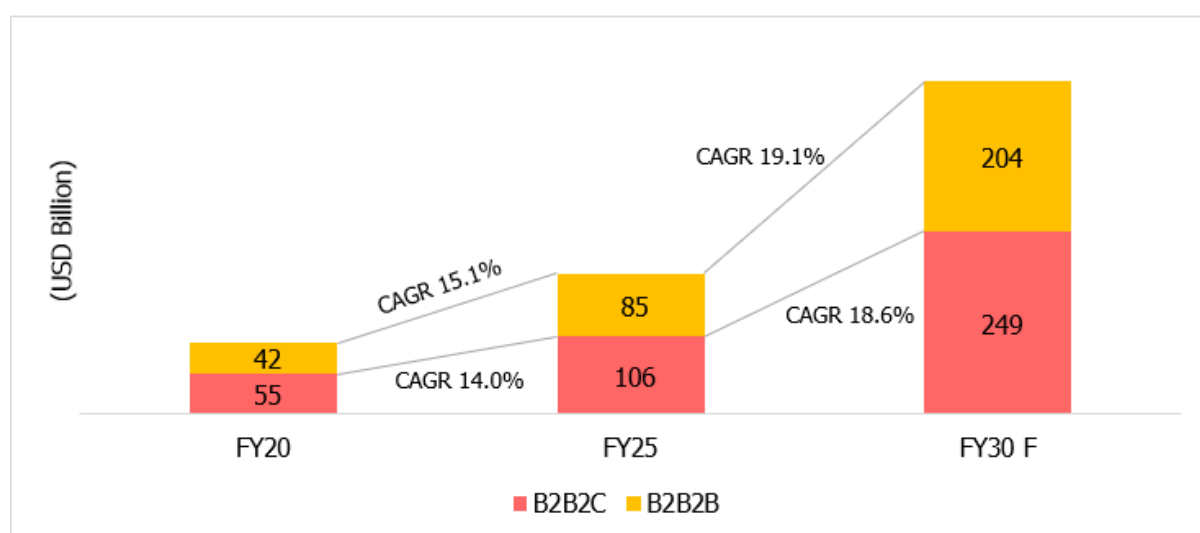
India's electronics market stands out globally due to its unique growth dynamics. Unlike developed economies such as the U.S. or Europe, where market expansion is largely driven by innovation and premium products, India's growth is fuelled by mass adoption and affordability. The demand is primarily from a large base of first-time buyers and consumers seeking value-driven technology solutions. The combination of a vast domestic market, supportive policy environment, and growing production capabilities uniquely positions India as a rising force in the global electronics industry.

3.1.1. Indian Electronics Market by Segments

In FY25, the Business-to-Consumer (B2B2C) segment dominated with a 55% share, driven by several factors such as an expanding middle class and growing consumer affluence. Rising demand for affordable, feature-rich devices like smartphones, laptops, and home appliances is driven by growing online shopping and entertainment. Increased mobile internet access and affordable data plans are boosting digital services like e-commerce, social media, and streaming, further fuelling consumer electronics demand.

For the B2B2C segment, the market grew at a CAGR of 14% between FY20 and FY25, and is further expected to accelerate to a CAGR of around 19% during FY25 to FY30F.

Chart 26: India's Electronics Market: Breakup by Segments



Source: IMARC Group, CareEdge Research

(Year-Wise % Share)	FY25	FY30 F
B2B2C	55%	55%
B2B2B	45%	45%

On the other hand, the Business-to-Business (B2B2B) segment accounted for 45% of the market, reflecting the significant technological investments being made by Indian businesses. The adoption of advanced technologies like AI, IoT, and cloud computing by companies is increasing their reliance on specialized electronics for operations, production, and logistics. Additionally, the government's initiatives to promote smart infrastructure, industrial automation, and digital transformation in sectors like healthcare, education, and manufacturing are further driving the demand for B2B2B electronics. The nearly equal split between B2B2C and B2B2B underscores the dual nature of India's electronics market, with both consumer-driven demand and business-focused technology investments playing vital roles in market growth.

For the B2B2B segment, the market grew at a CAGR of about 15% from FY20 to FY25, and is expected to rise at a higher CAGR of about 19% between FY25 and FY30F. Key products driving B2B2B growth include wiring harnesses, connectors, relays, cable assemblies, power cords, and customized electronic components.

India's electronics market is also benefiting from rising investments in critical sectors like data centers, power, and clean energy. The rapid expansion of data centers is driving demand for high-performance electronics and cooling solutions. Growth in electric vehicles (EVs) is boosting the market for power electronics and battery technologies, aligning with India's clean energy goals. Additionally, increased spending in aerospace and defence, as well as modernization of railways, is creating new opportunities for advanced electronics manufacturing and innovation. These sectors are further strengthening India's position as a key player in the global electronics landscape.

3.1.2. Indian Electronics Market by End- User Industries

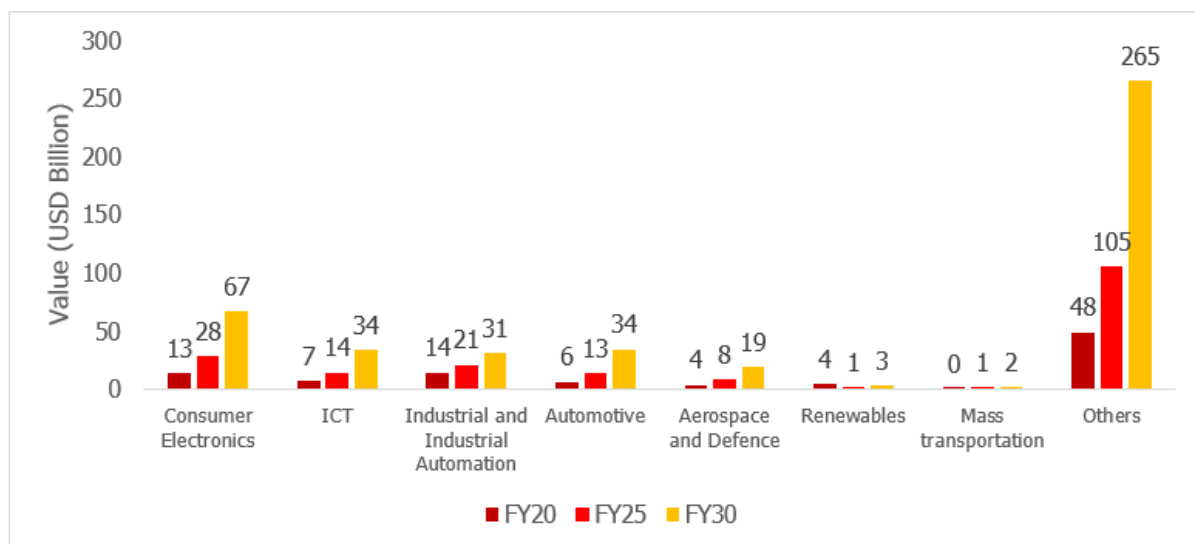
India's electronics market is experiencing strong and diversified growth across key end-user industries. The overall market grew at a CAGR of 14.5% between FY20 and FY25, and is expected to accelerate to 18.9% CAGR during FY25 to FY30, supported by increasing digitization, domestic manufacturing push, and broader industry demand.

Consumer electronics remains the dominant segment, expanding at 15.9% CAGR historically (between FY20 and FY25) and projected to grow at 19.1% CAGR (between FY25 and FY30) going forward, driven by rising demand for devices, growing e-commerce adoption, and faster delivery models. Consumer electronics (CE) leads India's electronics market, yet penetration of key products like air conditioners, refrigerators, and washing machines remains low, offering significant growth potential. Rising disposable incomes, urbanization, and aspirational spending are driving demand for smart, efficient appliances, especially in tier-II and rural markets.

Globally, companies are shifting from a China-dominated supply chain to a China+1 model, with India emerging as a strong alternative. While China still dominates CE exports, India is steadily expanding its share, supported by PLI schemes, policy support, and cost competitiveness.

India's EMS industry is also scaling up, serving both domestic and global brands across CE, automotive, and industrial sectors. This is strengthening India's role in the global electronics value chain and accelerating the shift towards local value addition and exports.

Chart 27: Market Breakup by End User Industries



Source: IMARC Group, CareEdge Research

Note:

1. ICT or Information and Communications Technology includes IT and Telecom
2. Automotive includes EVs as well
3. Aerospace and Defence includes Commercial, Defence and Space
4. Renewables include Solar, Wind and Hydro
5. Mass transportation includes Railways & Metros, Road-based Public Transportation
6. Others include the remaining industries other than mentioned above

Sectors such as Automotive, ICT, and Aerospace & Defence are also showing robust growth, reflecting trends like EV adoption, digital transformation, and greater focus on local defence production, rising infrastructure investments, 5G expansion, and energy-efficient technology adoption. These segments are forecast to grow at 20-22% CAGR between FY25 and FY30.

(CAGR)	FY20-25	FY25-30F
Consumer Electronics	15.9%	19.1%
ICT	15.4%	18.6%
Industrial and Industrial Automation	8.0%	8.1%
Automotive	17.5%	20.7%
Aerospace and Defence	15.5%	19.2%
Renewables	-23.8%	20.0%
Mass transportation	17.4%	18.0%
Others	16.8%	20.3%

India: A favourable destination for Electronic Manufacturing

Factor	Details
Large Domestic Consumer Base	India's vast market creates strong demand for locally manufactured electronics, offering significant growth potential.
Low Consumer Electronics Penetration	The adoption of appliances such as air conditioners, washing machines, and refrigerators remains low in many Indian households, especially in rural areas. This gap offers significant room for growth as affordability and accessibility improve.
Government Initiatives	Policies such as "Make in India" and Production-Linked Incentive (PLI) schemes support domestic production and reduce dependency on imports.
Cost-Effective Labour	India's competitive labour costs make it a cost-efficient option for manufacturers compared to other countries.

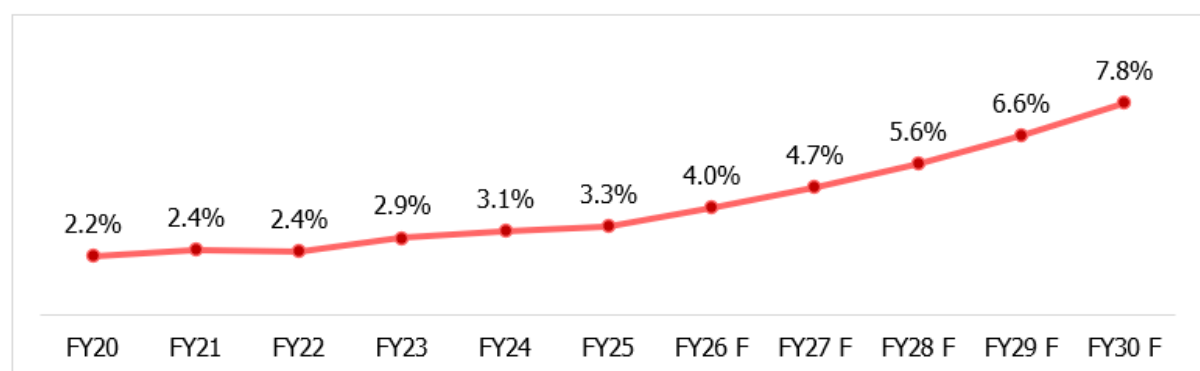
Factor	Details
Growing Disposable Income	As income levels rise and more families move into the middle-income bracket, there's a noticeable shift toward purchasing aspirational and lifestyle-enhancing electronics. This trend is boosting demand across categories.
Robust Infrastructure	Competitive labour costs combined with a strong infrastructure—spanning transport, logistics, ports, and emerging digital solutions like blockchain and fintech—significantly enhance operational efficiency and manufacturing competitiveness.
Expanding Urbanization	The steady growth of urban centers is driving increased demand for modern, space-efficient, and tech-enabled appliances. Urban lifestyles are shaping consumer preferences and accelerating the need for smart electronics.
Innovation and R&D Eco-System	The country boasts a growing, tech-savvy workforce in electronics and technology, with ongoing training initiatives to ensure a steady supply of skilled workers in advanced technologies.
Ongoing Digital Transformation	Rising internet penetration, smartphone usage, and digital adoption across services are fueling demand for connected devices. Digitization is also enabling e-commerce, remote work, and smart home technologies, further expanding the electronics market.
Favourable Business Climate	Continuous improvement in Ease of Doing Business rankings, along with simplified regulations, tax benefits and ongoing reforms, creates a welcoming business climate.
China + 1 & Supply Chain Diversification	India is emerging as a key player in the China+1 strategy, offering companies an alternative manufacturing hub to reduce overreliance on China. This diversification helps global businesses mitigate supply chain risks and enhance resilience.

3.1.3. Indian Electronics Production as a % of GDP

The growing contribution of India's electronics production to its GDP underscores the sector's increasing importance in the nation's economic development. In FY20, the electronics industry contributed 2.2% to India's GDP, and this share has steadily risen, reaching 3.3% by FY25. India's electronics industry contribution towards GDP is expected to reach 7.8% by FY30. This growth highlights the expanding role of the electronics sector within India's overall economic framework.

India's electronics production is experiencing significant growth, driven by its growing trade potential, sustainability efforts, and export potential. The country's increasing participation in global trade agreements, such as Free Trade Agreements (FTAs), has opened up new markets for Indian electronics, enhancing the nation's trade potential. These agreements reduce tariffs and trade barriers, making Indian electronics more competitive globally. Additionally, India's commitment to sustainability in electronics manufacturing is gaining attention. Manufacturers are adopting energy-efficient technologies, reducing e-waste, and using environmentally friendly materials, aligning with global environmental standards. This shift toward green manufacturing not only helps India meet international sustainability goals but also attracts eco-conscious companies seeking responsible production sources.

Chart 28: India's Electronics Production as a % of GDP



Source: IMARC Group, CareEdge Research

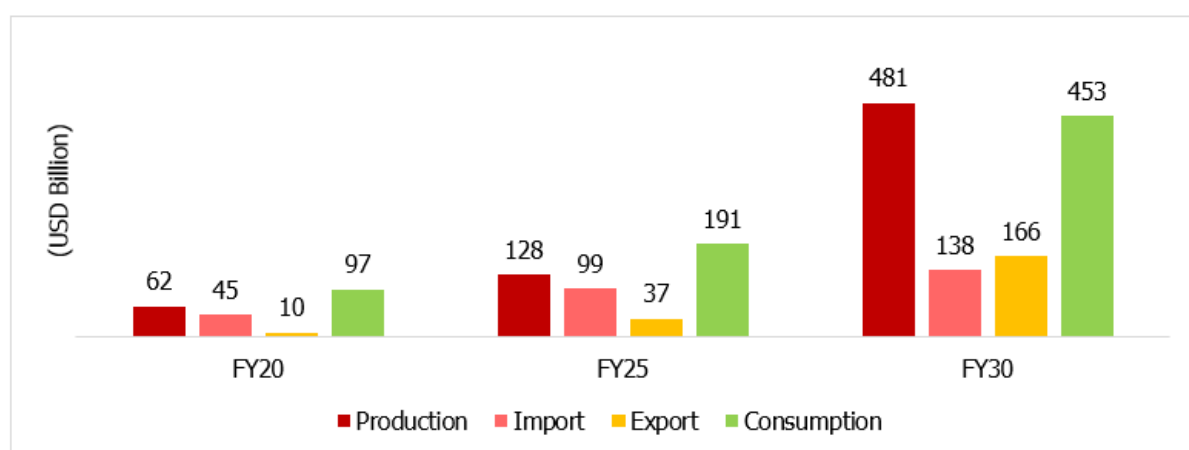
Furthermore, India's growing export potential is a key driver of this growth. As its manufacturing capabilities improve and costs remain competitive, India has become an attractive destination for global companies looking to diversify supply chains. The country is witnessing an increase in the export of electronics, from smartphones to consumer appliances, contributing to a larger share of the sector in India's GDP and boosting its global presence.

3.1.4. Comparison of Indian Domestic Electronics- Production, Exports and Imports

India's electronics sector is experiencing robust growth due to several critical factors. Government policies, such as the Production-Linked Incentive (PLI) schemes, have created favourable tax incentives that attract both domestic and foreign manufacturers, making India an increasingly attractive hub for electronics production. Additionally, India's participation in global trade agreements and the establishment of Special Economic Zones (SEZs) have improved export opportunities, bolstered by export incentives like duty drawbacks and GST exemptions, which encourage companies to target international markets. The country has also seen significant investment in modern manufacturing facilities, improving its production capacity and making it a competitive destination for global manufacturers seeking diversification of supply chains.

India's electronics production is witnessing significant growth, increasing from USD 128 billion in FY25 to a projected USD 481 billion by FY30, reflecting a robust CAGR of approximately 30% over the five-year period. Exports are also expected to grow rapidly—from USD 37 billion in FY25 to USD 166 billion in FY30, implying a CAGR of around 35%, highlighting India's growing role in global electronics supply chains. While imports are also projected to rise, their pace is comparatively slower—from USD 99 billion in FY25 to USD 138 billion in FY30, with a CAGR of just 7%. This shift indicates a gradual narrowing of the trade gap and increasing self-reliance in electronics manufacturing.

Chart 29: Comparison of Indian Domestic Electronics Production Vs. Consumption Vs Exports Vs. Imports (USD Billion)



Source: IMARC Group, CareEdge Research

(~CAGR)	FY20-25	FY25-30F
Production + Import	16%	22%
Export + Consumption	16%	22%

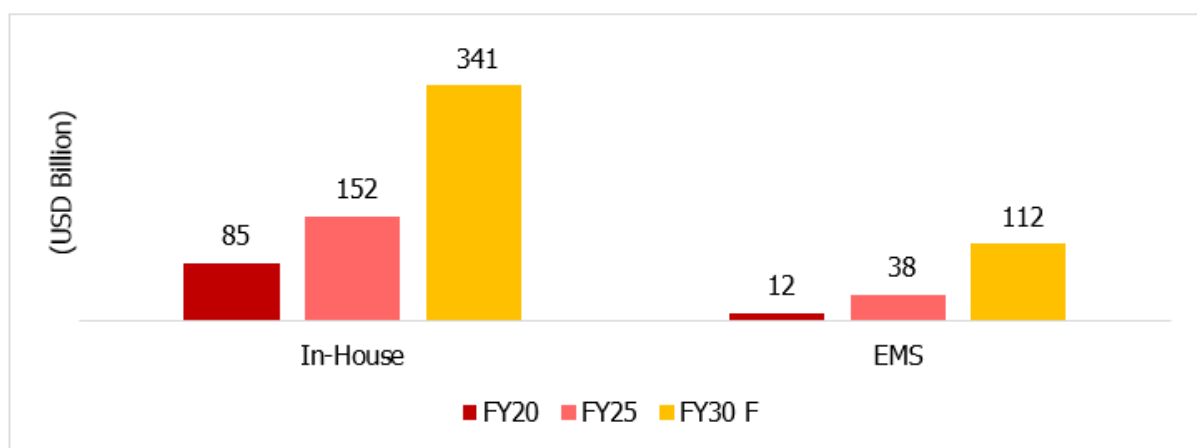
Furthermore, the sector is generating millions of jobs, with programs like Skill India helping to meet the demand for a skilled workforce in electronics manufacturing. Investment in research and development (R&D) is also driving innovation, making India competitive in high-tech areas such as semiconductors and 5G technology. This combined growth in production, consumption, exports, and technological advancements signals India's strengthening position in the global electronics market.

3.1.5. Indian Domestic Electronics Production (In-house Manufacturing and EMS)

India's domestic electronics production, comprising In-House Manufacturing and Electronics Manufacturing Services (EMS), has witnessed significant growth in recent years. Between FY20 and FY25, In-House Manufacturing increased from USD 85 billion to USD 152 billion, reflecting a CAGR of 12.4%, while EMS surged from USD 12 billion to USD 38 billion, registering a strong CAGR of 25.3%.

Looking ahead to the forecast period from FY25 to FY30, In-House Manufacturing is expected to accelerate further with a projected CAGR of 17.5%, reaching USD 341 billion. Similarly, EMS is anticipated to continue its high-growth trajectory, growing at a CAGR of 24.0% to touch USD 112 billion.

Chart 30: Market Breakup by Manufacturing



Source: IMARC Group, CareEdge Research

Electronics Manufacturing Services (EMS) provide a cost-efficient solution for companies seeking to scale production without establishing in-house manufacturing facilities. It offers flexibility, particularly for rapid scaling and specialized manufacturing requirements.

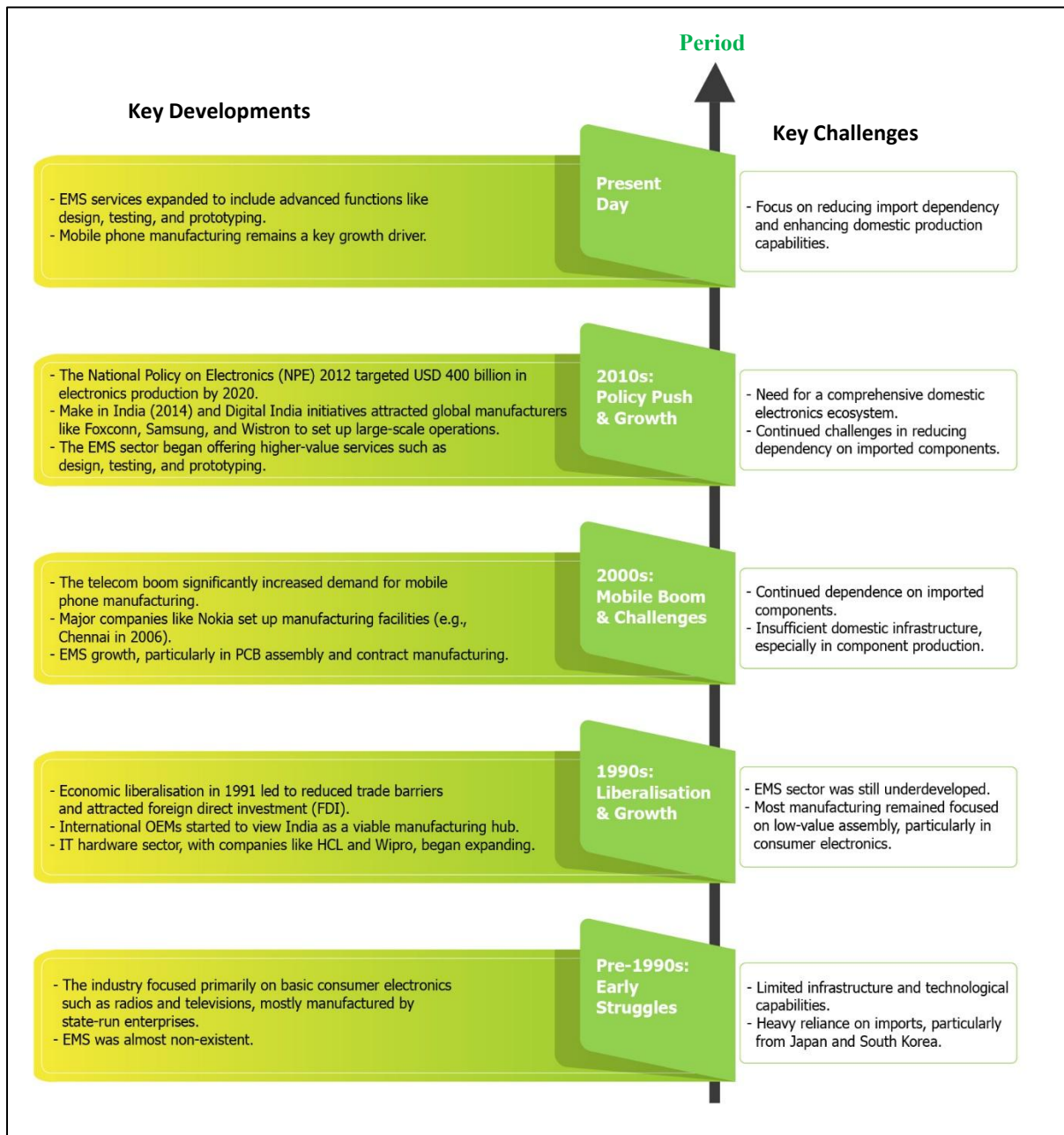
	(CAGR)	FY20-25	FY25-30F
In-House		12.4%	17.5%
EMS		25.3%	24.0%

The share of Electronics Manufacturing Services (EMS) is expected to grow significantly in India's electronics market for several reasons. Firstly, EMS companies are evolving beyond traditional contract manufacturing to offer complete design and development services. This shift allows EMS providers to capture higher margins, while Original Equipment Manufacturers (OEMs) benefit by outsourcing both manufacturing and design, enabling them to focus on marketing, sales, and business expansion.

Secondly, the highly competitive and complex nature of the electronics industry is prompting OEMs to concentrate primarily on marketing and aftermarket services, leaving manufacturing responsibilities to specialized EMS companies. This strategic division helps OEMs streamline operations and enhance efficiency.

Lastly, EMS providers benefit from economies of scale, positioning them better to manage frequent technological changes and rapidly evolving product cycles. Their scale also enables stronger negotiation power with raw material suppliers, resulting in cost advantages that OEMs typically cannot achieve on their own. These factors collectively support a rising EMS market share in India's electronics manufacturing landscape.

3.2. Evolution of EMS Industry in India



3.3. Value Chain of EMS Industry in India

The **EMS (Electronics Manufacturing Services) industry** in India is a key driver of the country's electronics sector, spanning stages from design to after-sales support. Fuelled by technological innovation, strong government backing, and skilled talent, India is emerging as a major player in global electronics manufacturing.

- **Research & Development and IP Ownership:** EMS companies increasingly engage in R&D, collaborating with OEMs on product innovation while managing intellectual property rights to protect designs and technology.
- **Fabrication and Component Sourcing:** This involves procurement and fabrication of essential components such as semiconductors, capacitors, and resistors, alongside establishing strong partnerships with suppliers to ensure quality and timely availability.

- **Manufacturing and Assembly:** Core manufacturing activities include PCB fabrication, Surface Mount Technology (SMT) placement, and final product assembly, where components are integrated into finished products ready for the market.
- **Testing and Quality Control:** Rigorous functional and compliance testing ensures products meet performance standards and certifications such as CE and RoHS, supported by continuous quality monitoring.
- **Packaging and Distribution:** Customized packaging protects products and strengthens branding, while efficient logistics management ensures timely delivery across domestic and international markets.
- **After-Sales Support and Services:** Comprehensive services include warranty management, repairs, reverse logistics for returns or recycling, and customer support to maintain satisfaction and brand loyalty.

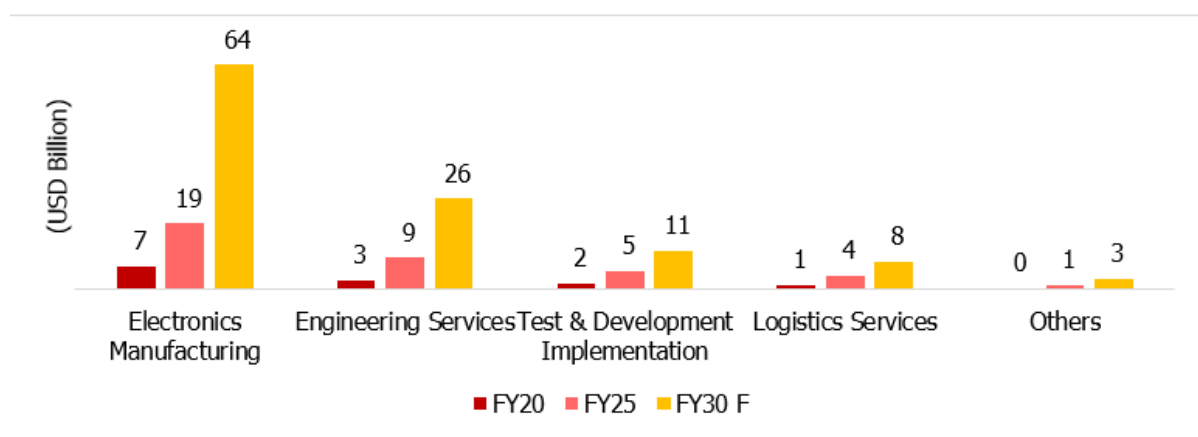
3.4. Indian Electronic Manufacturing Services Industry

3.4.1. Indian Electronic Manufacturing Services Industry by Services

In FY25, electronics manufacturing constituted the largest segment within the Electronics Manufacturing Services (EMS) market in India due to strong demand for consumer electronics, mobile phones, and automotive electronics. This growth was supported by increased domestic consumption, government incentives under the PLI scheme, and rising outsourcing by global OEMs, leading it to account for approximately 49.3% of the total EMS market share.

Following electronics manufacturing, engineering services accounted for ~24% of the EMS market in FY25, driven by the growing need for design customization, product development, and R&D support across sectors like consumer electronics, automotive, and telecom. Test & development implementation (~14%) gained prominence due to increased emphasis on quality control and compliance with global standards. Logistics services (~10%) grew alongside higher production volumes, necessitating efficient supply chain and distribution support. The remaining ~3% was attributed to other auxiliary services, including after-sales support and procurement services, which played a smaller yet supportive role in the EMS ecosystem.

Chart 31: Market breakup by type of Service



Source: Imarc Group, CareEdge Research

Other includes Repair/recycling services, after-sales support, etc.

The Indian Electronic Manufacturing Services (EMS) industry has experienced steady and broad-based growth from FY20 to FY25, supported by rising electronics demand, policy incentives such as the PLI scheme, and a shift toward outsourcing by global OEMs.

(CAGR)	FY20-25	FY25-30
Electronics Manufacturing	23.4%	27.8%
Engineering Services	28.4%	23.6%
Test & Development Implementation	26.4%	15.9%
Logistics Services	25.8%	15.7%
Others	27.4%	19.7%

Among the service segments (between FY20 and FY25), Engineering Services recorded the highest growth with a CAGR of 28.4%, highlighting India's growing strength in product design and development. Electronics Manufacturing, the core of the EMS industry, grew at a CAGR of 23.4%, reflecting capacity expansions and increased local production. Both Test & Development Implementation and Logistics Services posted strong ~26% CAGRs, underscoring the industry's growing focus on quality assurance and efficient supply chains. The Others category, which includes repair, recycling, and after-sales support, saw a CAGR of 27%, driven by growing demand for end-to-end lifecycle services and sustainability efforts.

Looking ahead, the industry is expected to accelerate further between FY25 and FY30 as India strengthens its role in the global electronics value chain. Engineering Services is projected to grow with a CAGR of 23.6%, reflecting increasing demand for design-led manufacturing and R&D capabilities. Electronics Manufacturing is expected to grow at 27.8% CAGR, supported by export growth and greater localization. Test & Development Implementation and Logistics Services are each forecast to grow at 15.9% CAGR, indicating deeper investments in quality, testing, and last-mile efficiency. Meanwhile, the Others segment is set to expand at 19.7% CAGR, fuelled by the rising importance of repair ecosystems, circular economy models, and robust after-sales infrastructure.

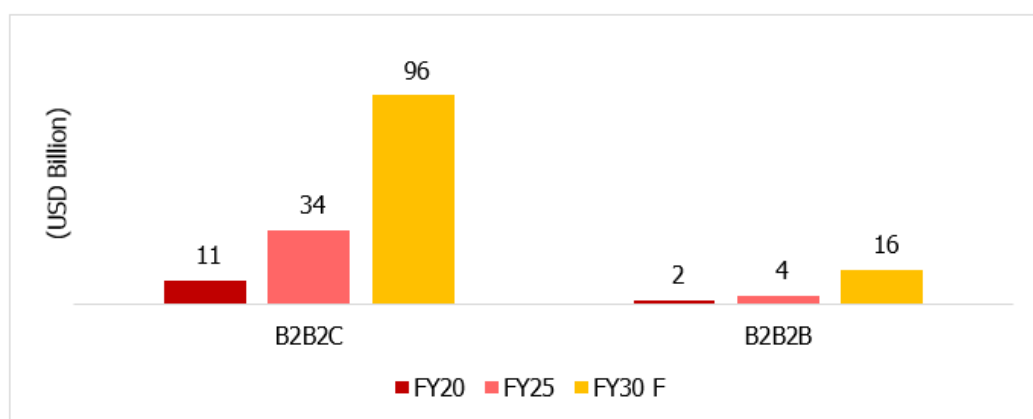
This growth marks a significant evolution in India's EMS landscape—from traditional contract manufacturing to a more holistic and service-oriented model that supports the full product lifecycle.

3.4.2. Indian Electronic Manufacturing Services Industry by Segment

In FY25, the B2B2C channel dominated the Indian EMS market, accounting for approximately 89% of the total market, primarily due to the surge in demand for consumer electronics such as smartphones, televisions, wearables, laptops and home appliances.

From FY20 to FY25, the B2B2C segment of the Indian EMS industry grew from USD 11 billion to USD 34 billion, recording a historical CAGR of 25.3%. The rapid shift towards digital lifestyles, coupled with rising disposable incomes—further supported by recent income tax rate reductions—and growing smartphone penetration across both urban and rural regions, have played a key role in driving B2B2C sales. This momentum was further strengthened by large-scale manufacturing undertaken for prominent consumer brands and the increasing reliance on contract manufacturing. Government initiatives such as the Production-Linked Incentive (PLI) scheme and the Make in India campaign provided additional impetus by encouraging substantial investments in B2B2C electronics manufacturing. Together, these factors firmly established the B2B2C segment as the dominant channel within the EMS market. B2B2C segment is projected to further expand to USD 96 billion by FY30, with a forecasted CAGR of 23.1%.

Chart 32: Market breakup by type of Segment



Source: Imarc Group, CareEdge Research

Meanwhile, the B2B2B segment grew from USD 2 billion in FY20 to USD 4 billion in FY25, delivering a historical CAGR of 14.9%. This growth momentum is expected to continue, with the segment reaching USD 16 billion by FY30—maintaining a forecasted CAGR of 32.0%. This segment within India's EMS industry is witnessing strong growth, driven by increasing demand from sectors such as automotive, industrial automation, energy, and home appliances. These industries rely on specialized components like wiring harnesses, PCB assemblies, power cords, and control units, which require precision and customization.

(CAGR)	FY20-25	FY25-30F
B2B2C	25.3%	23.1%
B2B2B	14.9%	32.0%

Unlike the high-volume B2B2C segment, B2B2B EMS focuses on low-volume, high-complexity products, offering better margins and stronger long-term partnerships for EMS providers.

3.4.3. Indian Electronic Manufacturing Services Industry by End-user industry

Consumer electronics lead the Indian electronics manufacturing market as they cater to a wide range of utility and lifestyle needs, from entertainment to home automation. It accounted for nearly 78% (in FY25) of India's electronics manufacturing market due to strong domestic demand for smartphones, TVs, and other home appliances. The increasing integration of AI and IoT in consumer devices has made them more appealing and multifunctional. Seasonal demand surges—especially during festive periods—significantly boost sales and manufacturing volumes.

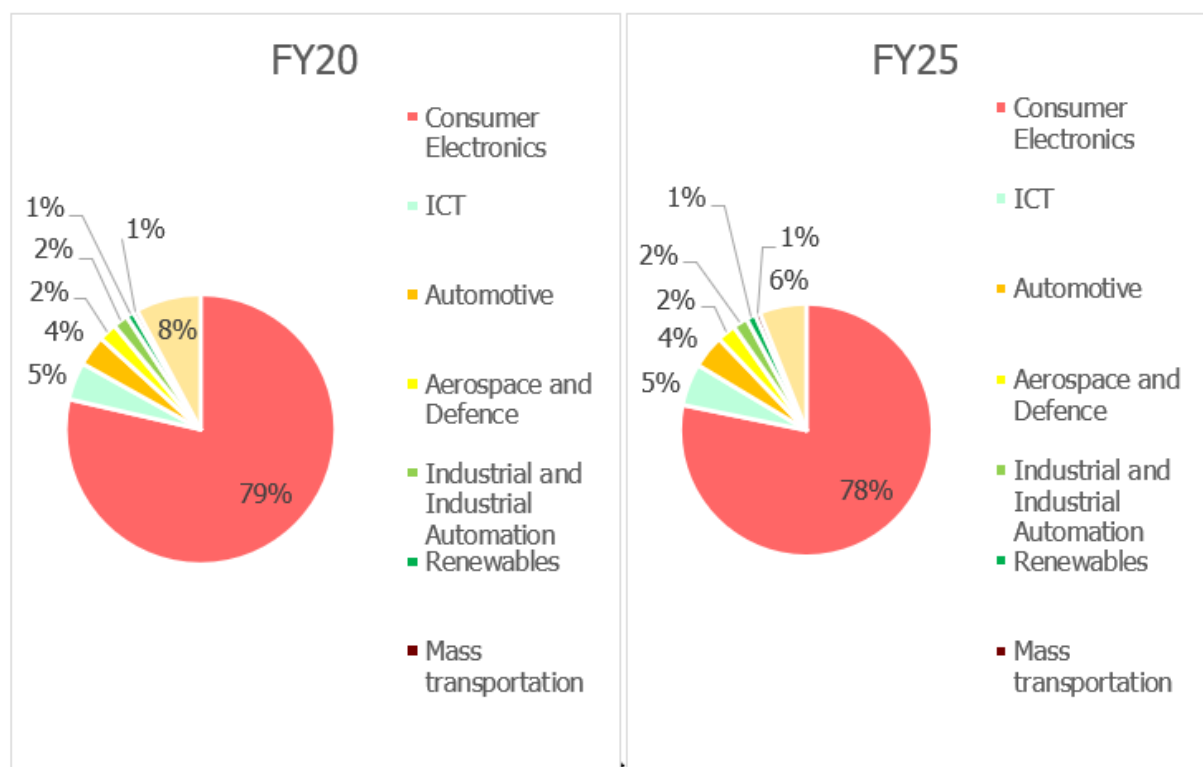
Table: Market Breakup by End Use Industries: Sales Value (in USD Billion)

End Use Industries	FY20	FY25	FY30F
Consumer Electronics	9.7	29.8	87.2
ICT	0.6	2.1	6.9
Automotive	0.5	1.6	5.2
Aerospace and Defence	0.3	0.9	2.9
Industrial and Industrial Automation	0.2	0.7	2.2
Renewables	0.1	0.5	1.6
Mass transportation	0.1	0.2	0.8
Others (Industries other than mentioned above)	1.0	2.3	5.0

Additionally, localization of software and interfaces in regional languages enhances product adoption. The growth of financing options like EMIs and buy-now-pay-later schemes has improved affordability across segments. Product innovation tailored to Indian conditions (e.g., dust-resistant appliances) also supports sustained demand. Together, these factors make consumer electronics the most dominant market for the Electronic manufacturing industry.

In India's EMS industry, rising demand for product upgrades and faster replacement cycles is boosting production. Consumers are opting for smarter, more efficient devices, leading brands to scale up offerings. This is particularly strong in consumer electronics and ICT segments.

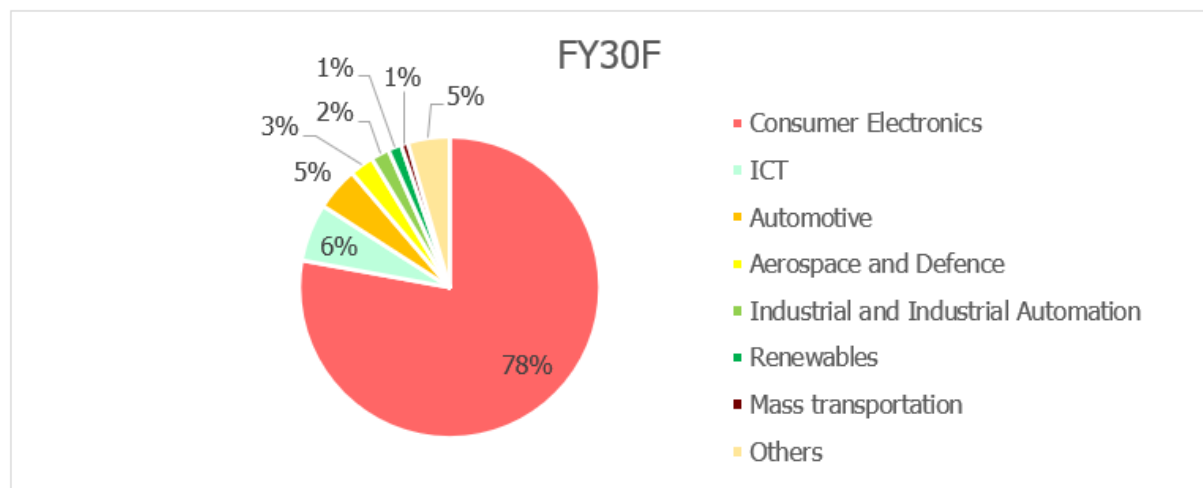
Chart 33: Market breakup by End-user industry



Source: Imarc Group, CareEdge Research

Note:

1. ICT or Information and Communications Technology includes IT and Telecom
2. Automotive includes EVs as well
3. Aerospace and Defence includes Commercial, Defence and Space
4. Renewables include Solar, Wind and Hydro
5. Mass transportation includes Railways & Metros, Road-based Public Transportation
6. Others include the remaining industries other than mentioned above



Source: Imarc Group, CareEdge Research

Note:

1. ICT or Information and Communications Technology includes IT and Telecom
2. Automotive includes EVs as well
3. Aerospace and Defence includes Commercial, Defence and Space
4. Renewables include Solar, Wind and Hydro
5. Mass transportation includes Railways & Metros, Road-based Public Transportation
6. Others include the remaining industries other than mentioned above

Consumer Electronics: Growing from USD 10 billion in FY20 to USD 30 billion in FY25, this segment shows a CAGR of about 25.1%. Rising incomes, smartphone adoption, and demand for smart devices are driving growth.

As consumer electronics scale rapidly, Indian EMS providers will see increased demand to deliver large volumes with high quality, fuelling sector expansion.

ICT: Growth in data consumption, expansion of data centers, and 5G network deployment are key drivers. The increasing complexity of IT hardware and telecom equipment demands sophisticated EMS capabilities, pushing Indian manufacturers to scale and innovate, boosting the EMS industry's growth. Rapid expansion of digital infrastructure—fibre networks, 5G towers, and smart cities—requires reliable, high-volume manufacturing of telecom hardware. This pushes EMS providers to ramp up capacity and quality standards, reinforcing India's position as a critical EMS hub.

Automotive (including EV & Clean Energy): Growing from nearly zero to USD 2 billion in FY25, this segment has grown at a CAGR of 28.9% (between FY20 and FY25) and is expected to reach USD 5 billion by FY30. The transition to electric vehicles and clean energy solutions, backed by government policies, is driving demand for specialized electronic components. This encourages OEMs to partner with Indian EMS firms, expanding the sector's footprint.

The Government of India's schemes such as FAME-II, PLI for Auto & ACC batteries, and PM E-DRIVE are driving growth in electric vehicle adoption and domestic manufacturing. By encouraging local production of advanced automotive components and batteries, these initiatives will significantly boost India's Electronic Manufacturing Services (EMS) sector, fostering higher value addition, job creation, and strengthening the country's position in the global electronics and EV supply chain.

Aerospace & Defence: The Union Budget 2025-26 allocates Rs 6,81,210.27 crore to the Ministry of Defence, a 9.53% increase from last year and the highest share of the total budget. This funding supports PM Modi's vision of a technologically advanced and self-reliant Armed Forces by promoting innovation and engaging private players and start-ups in defence technology. With Rs 449.62 crore dedicated to the iDEX and ADITI schemes—showing a threefold rise in two years—this boost will accelerate growth in India's emerging defence manufacturing and technology sector, strengthening domestic capabilities and driving self-reliance.

Industrial and Industrial Automation: The rise of automation, IoT, and Industry 4.0 in heavy industries creates demand for complex electronic control systems and sensors. Indian EMS providers will benefit as manufacturers seek local partners to deliver customized, scalable electronics solutions, strengthening the EMS ecosystem.

3.5. Market Drivers

1. Government Support and Incentives

- Schemes like **PLI (Production-Linked Incentive)** and **Make in India** have encouraged both domestic and global players to invest in local EMS operations.
- Moreover, the government's endeavours such as Modified Special Incentive Scheme (M-SIPS), Electronics Manufacturing Clusters, Electronics Development Fund and National Policy on Electronics 2019 (NPE 2019) has further supported this growth
- Income Tax benefits, infrastructure support, and regulatory easing have made India an attractive manufacturing hub.

2. Rising Demand for Consumer Electronics

- India's consumer electronics market is expected to grow from USD 120 billion in FY25 to USD 287 billion by FY30, registering a strong CAGR of 19%. This surge is fuelled by rising income levels, demand for smart devices, and expanding rural and urban adoption.
- Increasing digitalization and internet penetration in both urban and rural areas are fuelling consumption.

3. Growth of IoT and Smart Devices

- Expanding use of IoT in industrial, consumer, and automotive sectors is driving demand for custom EMS solutions and component-level innovation.

- From FY26 to FY30, smart device categories in India are projected to grow at strong rates, with mobile phones expected to grow at a CAGR of 7%, LED TVs at 8%, and laptops at 9%, driven by rising digital adoption and consumer demand for connected technologies.
 - The automobile industry is experiencing a major shift driven by the adoption of Internet of Things (IoT) technologies, which are enhancing vehicles with connectivity features and advanced smart functionalities such as remote diagnostics and personalized user interfaces. Consumer priorities have evolved from traditional engine performance to a growing emphasis on convenience and intelligent features. Innovations like ADAS (Advanced Driver Assistance Systems), sunroofs, and integrated connectivity are becoming increasingly significant, reflecting the changing expectations of modern buyers and redefining the competitive landscape of the sector.
4. **Export Opportunities**
- India is emerging as a global alternative to China for electronics manufacturing, especially for North American, European, and ASEAN markets.
5. **Shift Toward Outsourcing by OEMs**
- Original Equipment Manufacturers (OEMs) increasingly rely on EMS providers for cost efficiency, scalability, and supply chain flexibility.
 - OEMs are increasingly outsourcing manufacturing to EMS providers to reduce costs, improve scalability, and focus on core functions like R&D and marketing. This trend benefits Indian EMS companies by boosting contract volumes, enhancing capacity utilization, and attracting global clients, supporting growth and profitability.
6. **Expansion of the Automotive Electronics Segment**
- Rise in electric vehicles (EVs) and connected cars is boosting demand for EMS in components like battery management systems, infotainment, and control units.
 - Many automobile OEMs are expanding their reach through innovative retail strategies, such as 'pop-up' stores in malls, airports, and smaller-format outlets. These digital and retail innovations enhance brand presence, improve customer convenience, and elevate the overall buying experience, thereby strengthening demand sentiment, ultimately benefitting the EMS industry as well.
- 3.6. **Challenges**
1. **Inefficient Supply Chain**
- India still heavily relies on imports, especially from China for semiconductors, PCBs, and other critical components, leading to supply chain vulnerabilities.
2. **Shortage of Skilled Manpower**
- Skill level refers to the technical expertise and practical training required to perform specialized tasks in electronics manufacturing. The EMS sector requires a specialized workforce for precision manufacturing, but there is a gap in adequately trained technicians and engineers.
 - The Skill India initiative is addressing the EMS sector's need through collaborations with organizations like the Electronics Sector Skills Council of India (ESSCI), it offers industry-aligned courses in areas such as electronics assembly, automation, and IoT. These efforts are helping to bridge the skill gap by equipping technicians and engineers with the practical skills required for precision manufacturing, thereby enhancing the talent pool available to EMS companies in India.
3. **Manufacturing Ecosystem**

- A major challenge for the Indian EMS sector is the lack of a well-established manufacturing ecosystem, which limits seamless integration of components and supply chain efficiency. This gap often leads to higher costs and longer lead times compared to global competitors.

3.7. Entry Barriers to the Indian Electronics Manufacturing Industry:

1. **High Capital Investment:** Setting up manufacturing units and acquiring advanced machinery involves significant upfront costs.
2. **Technology and R&D Requirements:** Competing requires access to cutting-edge technology and continuous innovation.
3. **Skilled Workforce Shortage:** Availability of trained professionals for precision electronics is limited.
4. **Supply Chain Dependence:** Heavy reliance on imported components (especially semiconductors) poses risks and vulnerability.
5. **Regulatory Compliance:** Adhering to quality, safety, and environmental standards adds complexity and cost.
6. **Established Competition:** Dominance of global and large domestic players creates entry-level pressure.

To unlock the full potential of India's EMS sector, certain strategic steps that can be executed-

- **Reduce Capital Barriers** by offering financial support, shared infrastructure, and easy access to credit.
- **Improve Technology Access** through global collaborations, licensing support, and public R&D funding.
- **Bridge Skill Gaps** with focused training programs, industry tie-ups, and practical learning modules.
- **Strengthen Domestic Supply Chains** by developing component manufacturing and reducing dependency on imports.
- **Simplify Business Environment** by easing regulatory processes and encouraging faster clearances.
- **Support Emerging Players** with policy incentives, market linkage support, and dedicated EMS clusters.

3.8. Government Initiatives

1. Production Linked Incentive Scheme (PLI)

The PLI Scheme for large-scale electronics manufacturing incentivizes companies by offering direct financial support based on incremental sales of goods manufactured in India. It primarily targets smartphone and electronic component manufacturers. It will help offset the high capital investment required to enter the market by providing a 5-6% incentive on incremental sales. Encourages global and domestic companies to set up large production bases in India, boosting economies of scale and reducing reliance on imports.

Impact: Attracted major investments from companies like Foxconn, Wistron, and Dixon, strengthening India's position as a global electronics' manufacturing hub.

2. Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors (SPECs)

SPECs offers financial incentives of up to 25% on capital expenditure for manufacturing electronic components, including semiconductors, passive components, sensors, and display fabrication units. It addresses the supply chain dependence barrier by promoting the local manufacturing of critical electronic components. Reduces India's reliance on imports (especially from China and Taiwan) and helps develop a self-reliant ecosystem.

Impact: Boosts backward integration and supports companies entering component-level manufacturing.

3. Modified Electronics Manufacturing Clusters Scheme (EMC 2.0)

EMC 2.0 supports the development of world-class infrastructure by establishing electronics manufacturing clusters with ready plug-and-play facilities, testing labs, logistics support, and training centers. It will help easing the infrastructure and logistics challenges by offering shared facilities and lowering costs for new entrants. Encourages cluster-based growth, which improves supply chain coordination and enhances productivity.

Impact: Supports the setting up of electronics parks in states like Karnataka, Tamil Nadu, and Uttar Pradesh, attracting both foreign and domestic investments.

4. Overview of Consumer Electronics & EMS Industry in India

The consumer electronics and EMS industry focuses on manufacturing and assembling devices such as smartphones, TVs, and laptops. In India, it has emerged as a major contributor to industrial growth and a key player in the global electronics ecosystem.

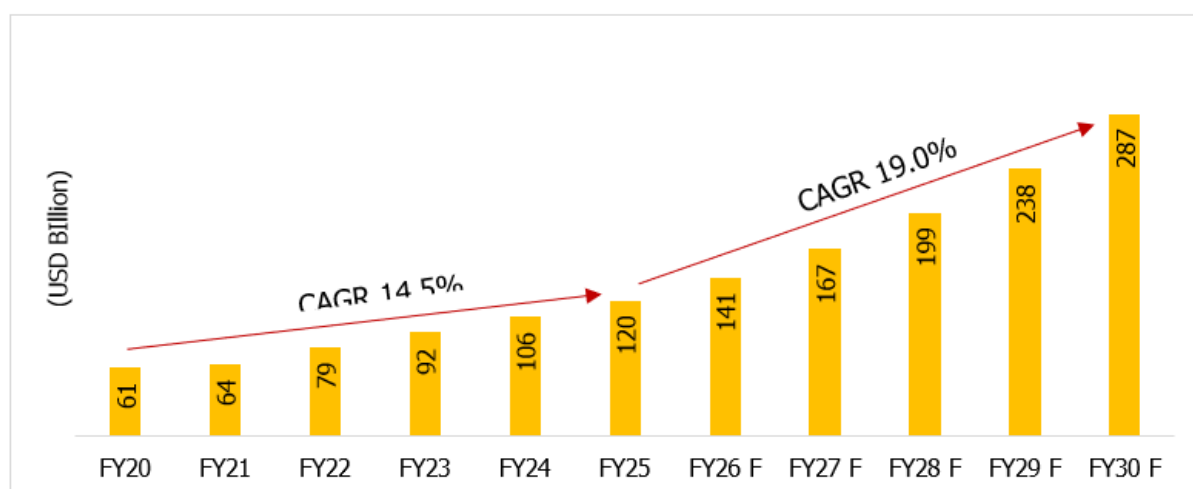
4.1. Market Size & Segmentation

India's consumer electronics reached USD 120 billion in FY25, growing at a CAGR of 14.5% from FY20 to FY25, driven by rising demand for smartphones, TVs, laptops, and appliances. With a large, tech-savvy population and a booming middle class, India has become one of the world's fastest-growing consumer markets.

Looking forward, the market is projected to grow at a CAGR of 19.0% from FY25 to FY30, reaching USD 287 billion by FY30. This growth is fuelled by global manufacturers shifting to India under the China+1 strategy and the rise of domestic EMS players meeting rising demand for high-quality, low-cost electronics.



Chart 34: India's Consumer Electronics Market (Sales Value)



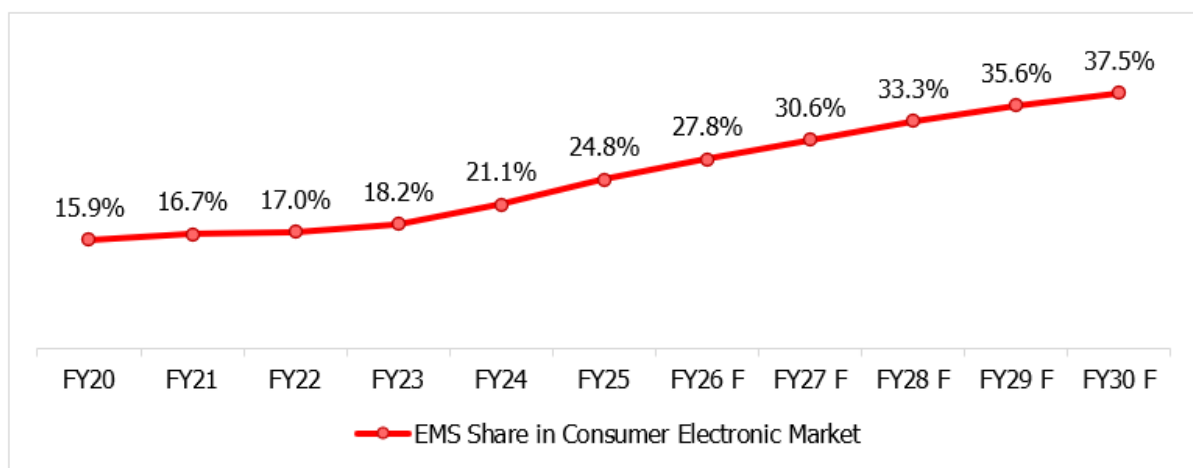
Source: IMARC Group, CareEdge Research

Note: Market size is: production + import – export of finished goods.

Consumer Electronics EMS

In India, EMS (Electronics Manufacturing Services) plays a vital role in the consumer electronics market by supporting large-scale, cost-efficient production and assembly. With growing domestic demand for smartphones, TVs, and other devices, EMS providers are crucial to scaling up manufacturing capabilities. Government initiatives like PLI schemes and a shift towards local sourcing are further boosting EMS growth in the country.

Chart 35: EMS share in Consumer Electronics Market



Source: IMARC Group, CareEdge Research

4.2. India's Consumer Electronics - by Products

India's consumer electronics market is experiencing robust growth, driven by rising disposable incomes, technological advancements, and a growing middle class. The market is diverse, with demand spanning across a wide range of products, from mobile phones and LED TVs to refrigerators and smart home appliances.

Each product category shows distinct growth patterns, reflecting both technological trends and changing consumer preferences-

Table 3: India's Consumer Electronics: Breakup by Products (USD Billion)

Product	FY20	FY21	FY22	FY23	FY24	FY25	FY26	FY27	FY28	FY29	FY30
Mobile Phones	40	41	51	59	67	76	89	105	124	148	177
LED TVs	7	7	8	10	11	13	15	18	22	26	31
Laptops	3	3	4	5	5	6	7	8	10	12	15

Product	FY20	FY21	FY22	FY23	FY24	FY25	FY26	FY27	FY28	FY29	FY30
Refrigerators	2	2	3	3	4	5	5	6	8	9	11
Air Conditioners	2	2	2	3	3	4	5	6	7	8	10
Washing Machines	1	2	2	2	3	3	4	4	5	7	8
Kitchen Appliances	1	1	2	2	2	3	3	4	5	6	7
Home Appliances	1	1	2	2	2	3	3	4	4	5	7
Set-Top Boxes	1	1	1	1	1	2	2	2	3	3	4
Others	3	3	4	5	6	7	8	9	11	14	17
Total	61	64	79	92	106	120	141	167	199	238	287

Source: IMARC Group, CareEdge Research

Others includes Digital cameras, computer peripherals, DVD players, electronic accessories, etc;

(Figures from FY26 to FY30 are forecasted).

The consumer electronics market in India is expected to see steady growth from FY26 to FY30, driven by several factors. Rising disposable incomes and technological advancements in products like mobile phones, LED TVs, and laptops will fuel demand. The increasing adoption of smart home devices, such as refrigerators, air conditioners, and washing machines, will further drive market expansion. Growing internet penetration and urbanization will boost the demand for connected devices, while the rise of e-commerce platforms makes electronics more accessible.

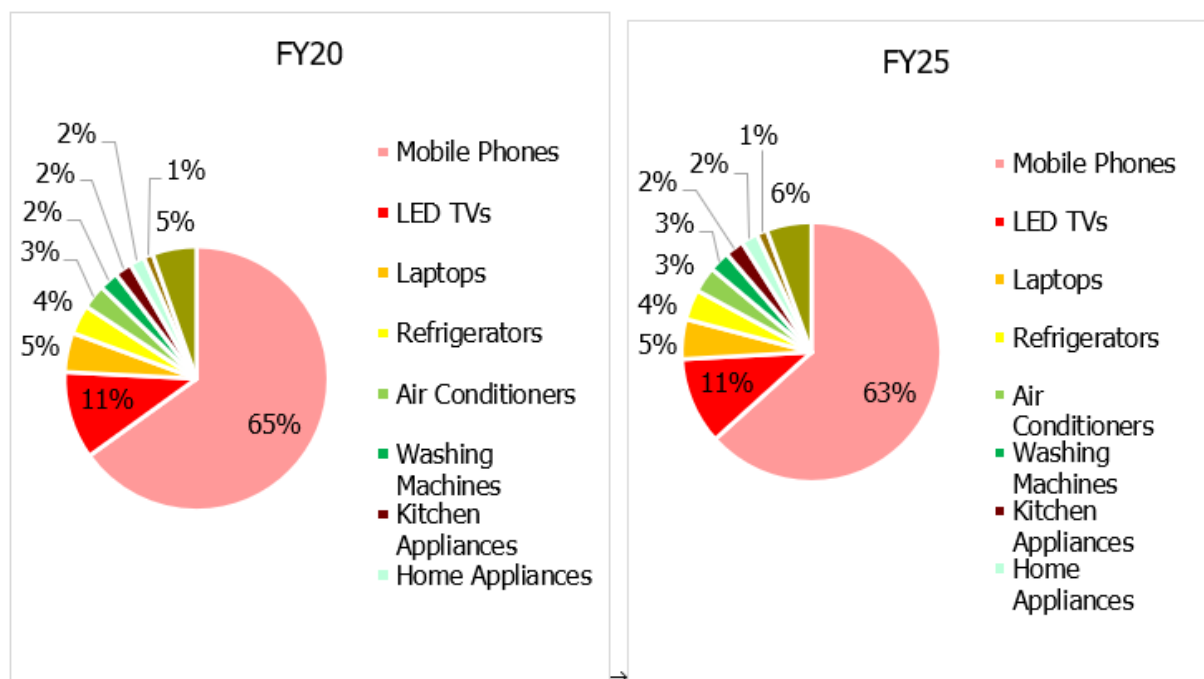
(CAGR)	FY20-25	FY25-30F
Mobile Phones	13.9%	18.3%
LED TVs	14.7%	19.2%
Laptops	15.2%	19.6%
Refrigerators	15.6%	20.1%
Air Conditioners	16.3%	20.7%
Washing Machines	16.6%	21.0%
Kitchen Appliances	17.1%	21.4%
Home Appliances	17.6%	21.8%
Set-Top Boxes	17.8%	22.0%
Others – Products other than mentioned above	15.3%	19.8%

The consumer electronics market in India is undergoing a notable transformation, driven by the swift rise of quick commerce (q-commerce). Platforms like Zepto, Blinkit, and Swiggy Instamart are enabling ultra-fast delivery of a wide range of electronics—from earbuds and smartwatches to larger home appliances—meeting the growing consumer demand for speed and convenience. This shift is supported by increased trust in online shopping, flexible payment methods, and a strong preference for instant deliveries. To overcome challenges such as the lack of physical product interaction and dependable after-sales service, the industry is blending online ease with offline support. As a result, q-commerce is redefining customer expectations and reshaping how electronics are purchased and delivered across the country.

Between FY20 and FY25, India’s consumer electronics market expanded, driven by increased digital adoption, growing urbanization, and rising household incomes. Products like home appliances and set-top boxes led the growth with 18% CAGR, while washing machines and kitchen appliances followed closely at 17%, reflecting higher demand for convenience and lifestyle upgrades in middle-class households. Core segments like mobile phones, LED TVs, and laptops also maintained healthy growth as digital connectivity became essential.

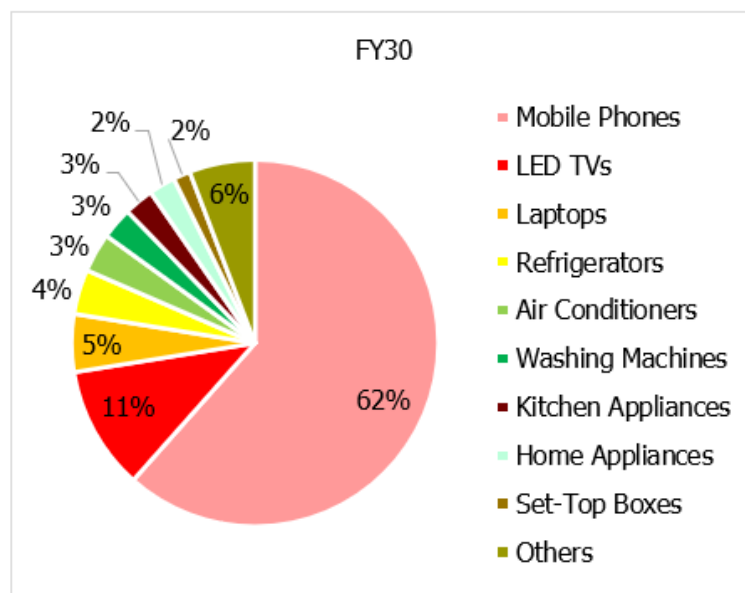
Looking ahead to FY25–FY30, the “India’s Consumer Electronics” is expected to grow at a faster pace of around 19% CAGR, supported by rising demand for smart, connected, and energy-efficient products. Categories such as air conditioners, washing machines, and kitchen appliances are projected to grow at around 20% CAGR, while home appliances and set-top boxes are expected to lead with 22% CAGR. This surge is being driven by increasing rural penetration, growing aspirations in tier-II and III cities, the rise of smart homes, and aggressive product distribution via quick commerce and e-commerce platforms.

Chart 36: India's Consumer Electronics Market: Breakup by Products (FY20 vs FY25 vs FY30)



Source: IMARC Group, CareEdge Research

Others includes Digital cameras, computer peripherals, DVD players, electronic accessories, etc.



Source: IMARC Group, CareEdge Research

Others includes Digital cameras, computer peripherals, DVD players, electronic accessories, etc.

The combined impact of Artificial Intelligence (AI), 5G technology, and the Internet of Things (IoT) is revolutionizing India's consumer electronics market. AI is improving user experiences through personalized features, smart automation, and predictive maintenance. Meanwhile, 5G offers faster, low-latency connectivity that supports real-time device interactions. At the same time, the growing IoT ecosystem connects billions of devices, enabling smarter homes, wearables, and appliances. Together, these technologies are driving innovation, boosting efficiency, and opening new opportunities for both consumers and manufacturers across India.

4.3. India's Consumer Electronics Market- by Product- wise Sub- Segments



Mobile Phone-

By FY25, PCBA and Displays continued to dominate the component structure, with shares of 28% and 20%, respectively. From FY25 to FY30, most component shares remain relatively stable, but items like adapters, wire harnesses, and wires and cables show a CAGR of ~2–3%, reflecting increased localization and demand for robust connectivity components.

LED TV-



In FY25, displays (23%) and PCBA (22%) held the bulk of the component value. Over FY25–FY30, component shares remained largely unchanged, indicating a mature and saturated market. Growth is seen primarily in wires, power cords, and plugs, which expand (CAGR ~1–2%) as backend accessories are increasingly sourced domestically.

Mobile Phone

Product	FY20	FY25	FY30
PCBA	29.3%	28.2%	27.4%
Displays	21.0%	20.5%	20.1%
PCB Controllers & Control Box	9.7%	9.8%	9.8%
Electrical Accessories	4.7%	4.8%	4.9%
Wire Harness	4.5%	4.7%	4.8%
Wires and Cables	4.1%	4.4%	4.6%
Indian Plugs, Sockets, Receptacles	3.1%	3.4%	3.5%
Mobile Chargers	2.9%	3.1%	3.3%
Power and Extension Cords	2.7%	3.0%	3.2%
Adapters	2.4%	2.7%	2.9%
Others	15.7%	15.5%	15.4%

LED TV

Product	FY20	FY25	FY30
Displays	23.7%	22.7%	22.1%
PCBA	22.5%	21.9%	21.7%
PCB Controllers & Control Box	13.0%	12.9%	12.8%
Electrical Accessories	5.1%	5.3%	5.3%
Wire Harness	4.9%	5.1%	5.2%
Indian Plugs, Sockets, Receptacles	4.5%	4.8%	4.9%
Wires and Cables	4.4%	4.7%	4.8%
Power and Extension Cords	4.2%	4.5%	4.7%
Adapters	3.7%	4.1%	4.3%
Remotes	2.5%	2.8%	2.9%
Others	11.5%	11.3%	11.3%

Others in Mobile phone include battery, speaker modules, RF antenna, microphone, camera and other sensors, etc.

Others in LED TV include speakers, TV frame sensors, tuner module, internal antenna, cooling units, mechanical parts, etc.



Laptops-

As of FY25, PCBA (31%) and Displays (18%) continued to be the largest components. Between FY25 and FY30, most key components show marginal decline or stagnation, on the other hand elements like wire harnesses and extension cords see a CAGR of ~1.5–2%, aligned with increased modularity and peripheral demand.



Refrigerators-

By FY25, Compressors (31%) remained the leading cost driver. From FY25 to FY30, the component mix remains stable, with a slight decline in compressor share and incremental growth in cords, wires, and power accessories. This shift reflects gradual electronic expansion in refrigeration units.

Laptop

Product	FY20	FY25	FY30
PCBA	32.1%	30.9%	30.1%

Refrigerators

Product	FY20	FY25	FY30
Compressor	32.5%	31.2%	30.4%

Displays	18.6%	18.3%	18.1%
PCB Controllers & Control Box	8.9%	9.0%	9.1%
Adapters	7.1%	7.2%	7.3%
Electrical Accessories	4.5%	4.7%	4.8%
Wires and Cables	4.3%	4.6%	4.7%
Wire Harness	4.2%	4.5%	4.7%
Power and Extension Cords	4.1%	4.4%	4.6%
Indian Plugs, Sockets, Receptacles	3.4%	3.7%	3.9%
Others	12.7%	12.7%	12.6%

PCBA	13.0%	12.7%	12.5%
PCB Controllers & Control Box	9.0%	9.1%	9.1%
Wire Harness	8.1%	8.3%	8.4%
Electrical Accessories	7.9%	8.1%	8.3%
Wires and Cables	7.1%	7.5%	7.7%
Power and Extension Cords	6.3%	6.6%	6.8%
Indian Plugs, Sockets, Receptacles	4.8%	5.1%	5.3%
Others	11.4%	11.4%	11.5%

Others in laptop include battery pack, cooling fan, Wi-Fi/BT module, SSD, speakers, touchpad, mechanical parts, etc.
Others in refrigerator include condenser fan, thermostat, insulation heater, mechanical parts, etc.



ACs-

In FY25, Compressors (24%) and PCBA (16%) continued to lead. Over the next five years, compressor share reduces slightly, while growth is evident in power cords, wire harnesses, and “Others” (CAGR ~1.5–2%), driven by increased sophistication and demand for smart, energy-efficient ACs.



Washing Machine-

FY25 data shows motors (24%), PCBA (14%), and controllers (13%) as top components. From FY25 to FY30, motors and PCB shares are expected to stabilize, but components like wire harnesses, cables, and extension cords may grow steadily (CAGR ~2–3%), owing to rising automation and added features in washing machines.

Air Conditioner

Product	FY20	FY25	FY30
Compressor	25.1%	24.1%	23.4%
PCBA	16.3%	16.0%	15.7%
PCB Controllers & Control Box	11.3%	11.2%	11.2%
Wire Harness	8.1%	8.2%	8.2%
Electrical Accessories	7.8%	8.0%	8.1%
Wires and Cables, Power and Extension Cords, Indian Plugs, Sockets, Receptacles	7.2%	7.5%	7.6%
Remotes	6.2%	6.5%	6.7%
Others	4.7%	5.0%	5.2%

Washing Machine

Product	FY20	FY25	FY30
Motors	24.6%	23.6%	22.8%
PCBA	14.8%	14.4%	14.2%
PCB Controllers & Control Box	12.7%	12.7%	12.6%
Wire Harness	8.3%	8.5%	8.6%
Electrical Accessories	8.0%	8.2%	8.4%
Wires and Cables, Power and Extension Cords, Indian Plugs, Sockets, Receptacles	7.1%	7.5%	7.7%
Others	6.3%	6.6%	6.8%

Others in ACs include condenser coils, filters, refrigerant lines, swing mechanisms, sensors, mechanical parts, etc.
Others in washing machine include valves, mechanical drum, heater, tubs, mechanical parts, etc.



Kitchen Appliances-

In FY25, motors (17%) and others (23%) dominated due to the diversity of devices. From FY25 to FY30, steady growth is seen in power cords, wires, and adapters (CAGR ~1.5–2%), reflecting broader electrification and the rise of multifunction smart appliances in Indian kitchens.

Kitchen Appliances

Product	FY20	FY25	FY30
Motors	17.9%	17.3%	16.9%
PCBA	10.5%	10.2%	10.1%
PCB	9.5%	9.4%	9.3%
Controllers & Control Box			
Electrical Accessories	7.9%	8.1%	8.2%
Wire Harness	7.6%	7.9%	8.0%
Power and Extension Cords	7.1%	7.4%	7.6%
Wires and Cables	6.9%	7.3%	7.5%
Indian Plugs, Sockets, Receptacles	4.5%	4.9%	5.1%
Adapters	4.1%	4.5%	4.7%
Others	24.0%	23.2%	22.6%

Home Appliances

Product	FY20	FY25	FY30
Motors	17.8%	16.8%	16.1%
PCBA	10.7%	10.4%	10.3%
Electrical Accessories	10.3%	10.3%	10.2%
PCB Controllers & Control Box	9.2%	9.3%	9.3%
Wire Harness	8.2%	8.4%	8.5%
Power and Extension Cords	7.4%	7.7%	7.9%
Wires and Cables	7.0%	7.4%	7.6%
Indian Plugs, Sockets, Receptacles	6.1%	6.4%	6.7%
Adapters	4.2%	4.5%	4.7%
Remotes	1.7%	1.8%	1.9%
Others	17.5%	17.1%	16.8%

Others in kitchen appliances include heating elements, sensors, batteries, blades, jars, knobs, trays, buttons, gaskets, seals.

Others in home appliances include blower, heating unit, sensors, filters, batteries, other mechanical parts, etc.



Set-Top Boxes-

By FY25, PCBA (32%) and controllers (13%) retained their central role. While overall component shares remain flat through FY30, steady growth (~1–1.5% CAGR) in wiring, plugs, and extension cords indicates continuing hardware upgrades and gradual indigenization of box peripherals.

Set- Top Boxes

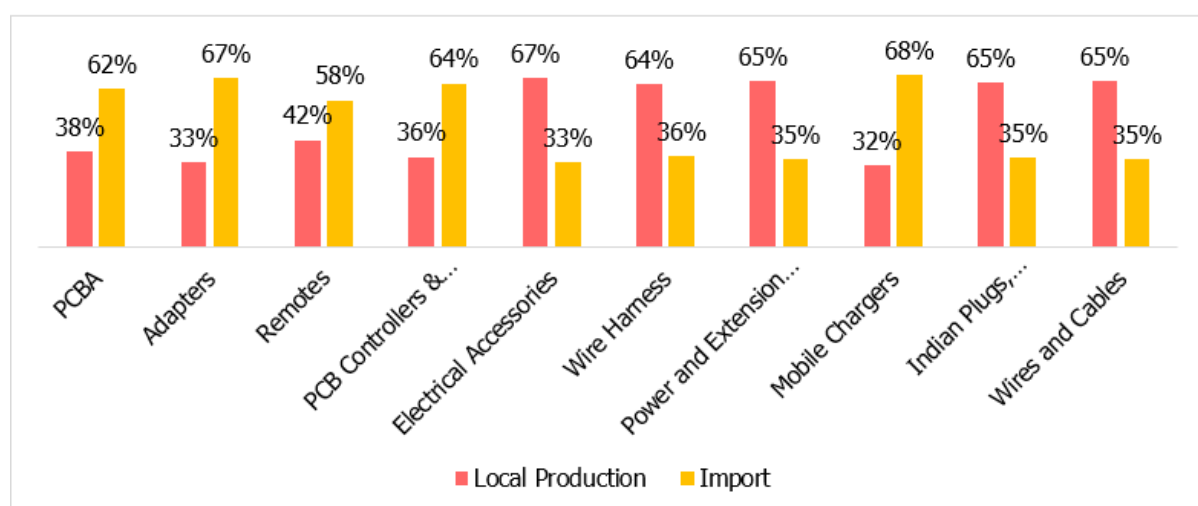
Product	FY20	FY25	FY30
PCBA	33.2%	32.3%	31.8%
Adapters	6.1%	6.2%	6.3%
Remotes	9.7%	9.8%	9.9%
PCB Controllers & Control Box	13.0%	12.8%	12.7%
Electrical Accessories	5.0%	5.1%	5.2%
Wire Harness	4.5%	4.7%	4.9%
Power and Extension Cords	4.1%	4.5%	4.7%
Indian Plugs, Sockets, Receptacles	4.7%	4.9%	5.0%
Wires and Cables	4.4%	4.7%	4.9%
Others	15.5%	15.0%	14.7%

Note: Others include IR receivers, Wi-Fi/BLE module, memory chip, audio amplifier, heatsink, signal filters, mechanical parts, etc.

4.3.1. Domestic Production vs Import Market

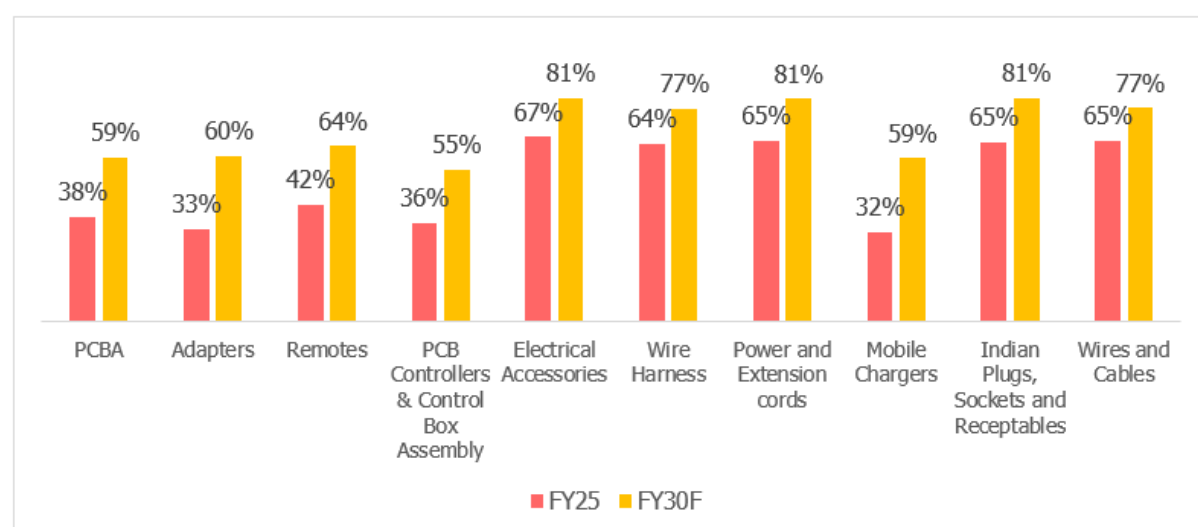
The Subsegment Market Breakup by Production vs Import (FY25) for consumer electronics reveals high import dependence for components like mobile chargers (68%), adapters (67%), and PCBA (62%). In contrast, domestic manufacturing is stronger in segments such as electrical accessories, wire harnesses, plugs, and cables, with over 60% produced locally. While India has made progress in building local capacity, critical components continue to rely on imports, indicating further scope for indigenization.

Chart 37: Subsegment Market Breakup by Production vs Import (FY25)



Source: IMARC Group, CareEdge Research

Chart 38: Subsegment Market Breakup by Production vs Import (FY30F)



Source: IMARC Group, CareEdge Research

Note: F: Forecast

Over the coming years, India's domestic manufacturing capacity is projected to expand significantly across various electronics subsegments. Key areas such as PCBA, adapters, remote controls, mobile chargers, power and extension cords, and wires and cables are expected to witness increased local production. This growth will be driven by rising demand from consumer electronics, industrial automation, and automotive sectors, along with strong policy support under initiatives like PLI and Make in India. As a result, India is gradually reducing its import dependence while strengthening its position as self-reliant electronics manufacturing hub.

4.4. Market Drivers & Restraints

Market Drivers

Rising Disposable Incomes: With steady economic growth and an increase in per capita income, Indian consumers now have greater purchasing power. This shift is enabling households to invest in lifestyle-enhancing electronics such as smartphones, smart TVs, and kitchen appliances, which were previously considered luxury items.

Expanding Middle Class: India's middle class is growing rapidly and becoming more brand-conscious and aspirational. This demographic seeks value-added features, quality products, and frequent upgrades, leading to consistent demand across both metros and tier-II/III cities. The rising appetite for convenience and modern living is driving sales of smart and connected devices.

Growing Internet Penetration: The widespread availability of affordable smartphones and low-cost data plans has significantly increased internet access, even in remote areas. As a result, consumers are now more informed, price-sensitive, and digitally active, using online platforms to research, compare, and purchase electronics.

Market Drivers
Technological Advancements: Advancements in 5G connectivity, Artificial Intelligence (AI), and Internet of Things (IoT) are transforming the electronics landscape. Products such as AI-powered TVs, voice assistants, wearables, and smart home appliances are gaining popularity, prompting faster product replacement cycles and growing demand for feature-rich devices.
Supportive Government Policies: Government initiatives like Make in India, the Production-Linked Incentive (PLI) scheme, and customs reforms are strengthening the domestic electronics manufacturing ecosystem. These policies encourage local production, reduce dependence on imports, and make India a more attractive destination for global electronics brands.
Expansion of E-Commerce: The rise of e-commerce platforms such as Amazon, Flipkart, and Tata Neu have made consumer electronics more accessible across India. Competitive pricing, deep discounts, EMI offers, easy returns, and fast delivery are encouraging both first-time and repeat buyers—especially in smaller towns and rural markets.

Market Restraints
Underdeveloped Local Supply Chain: A significant share of essential components like semiconductors, display units, and sensors is still sourced from abroad.
Skilled Talent Shortage: There is a lack of adequately trained workers, especially for high-precision tasks in assembly, quality control, and advanced testing—limiting efficiency and innovation.
Limited R&D and Design Capability: India's electronics sector invests minimally in research and development, resulting in a weak ecosystem for innovation, product design, and proprietary technology development.
Regulatory and Operational Bottlenecks: Navigating multiple compliance requirements, tax complexities, and certification standards increases the cost and time of doing business—especially for smaller players resulting in high barriers to entry.
Tough Competitive Landscape: The market is highly competitive, dominated by global brands and established local players, making it challenging for new entrants and MSMEs to scale or gain visibility.

4.5. Value Chain Dynamics

The Consumer Electronics & EMS Industry in India operates through a comprehensive value chain, ranging from raw material sourcing to after-sales service. Every stage in this chain is essential for ensuring efficient production, timely distribution, and high customer satisfaction of electronic products.

Stage	Description
Raw Materials, Components Sourcing & Manufacturing	This stage involves sourcing essential materials like semiconductors, circuit boards, plastics, and metals from both domestic and international suppliers. While India produces key components such as PCBAs, adapters, cables, and remotes locally, it continues to rely heavily on imports for advanced components, particularly semiconductors. Alongside this, product design, prototyping, research and development (R&D), and patenting are integral to driving innovation and ensuring products meet market demands with a competitive edge.
Assembly and Production	Assembly of components into final consumer products like smartphones, televisions, home appliances, and wearables. EMS companies often handle large-scale assembly for global brands.
Testing & Quality Control	Rigorous testing to ensure product durability, performance, and safety standards are met, ensuring high reliability and consumer satisfaction.
Packaging, Distribution & Retail Sales	This stage involves packaging finished products and preparing them for retail or bulk shipment to wholesalers, exporters, and distribution networks. Efficient logistics and supply chain management ensure timely delivery to market, where products are then sold through e-commerce platforms, offline stores, and distributors—supported by targeted marketing strategies to drive consumer demand and build brand loyalty.
After-Sales Service & Support	Providing after-sales support, including warranties, customer service, repair services, and spare parts, ensuring continued customer satisfaction and product longevity.

4.6. Government Policies & Initiatives

Policy/Initiative	Objective	Support/Assistance	Impact/ Goal
Production Linked Incentive (PLI) Scheme	To boost domestic manufacturing and attract significant investments in electronics and mobile phone production.	Provides incentives based on sales growth.	Aims to generate employment and enhance India's role in global electronics manufacturing.
Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors (SPECS)	To strengthen the domestic production of electronic components and semiconductors.	Offers capital expenditure assistance for setting up or expanding production facilities.	Aims to reduce import reliance and strengthen local manufacturing of critical components.

Policy/Initiative	Objective	Support/Assistance	Impact/ Goal
Modified Electronics Manufacturing Clusters (EMC 2.0) Scheme	To develop robust infrastructure for electronics manufacturing hubs across India.	Provides financial aid for creating infrastructure and shared facilities.	Aims to lower logistics costs, streamline supply chains, and attract investment in manufacturing zones.
Atmanirbhar Bharat Abhiyan	To promote self-sufficiency by encouraging local manufacturing and reducing dependency on imports.	Supports local production, innovation, and start-ups in multiple sectors, including electronics.	Focuses on promoting self-reliance, innovation, and boosting manufacturing capabilities across industries.
Atal Innovation Mission (AIM)	To encourage a culture of innovation and entrepreneurship throughout India.	Establishes innovation labs, incubation centres, and provides funding to start-ups.	Aims to support the growth of new technologies and foster innovation in the electronics and technology sectors.
Skill India Initiative	To train individuals in various skills, particularly those related to electronics manufacturing.	Offers skill development programs to enhance employability in the electronics industry.	Focuses on closing the skill gap and providing a qualified workforce for the electronics sector.

4.7. Entry Barriers

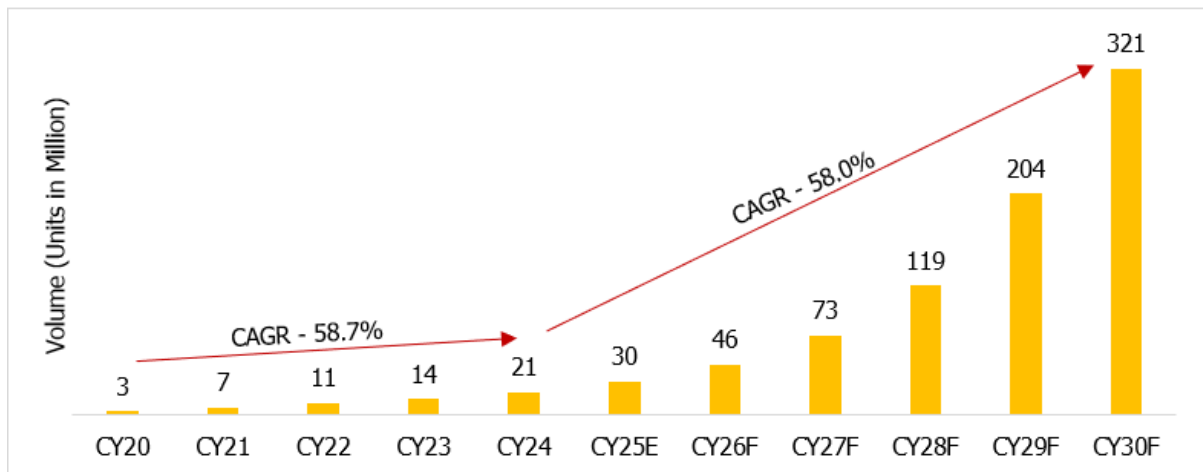
Entry Barrier	Description
High Capital Investment	Significant upfront investment in manufacturing facilities and technology is required, making it challenging for new entrants.
Regulatory Complexity	Navigating India's complex regulatory environment, including certifications and import/export rules, can be costly and time-consuming.
Established Competition	Existing companies benefit from strong brand recognition, supply chain networks, and economies of scale, making it difficult for new players to compete.
Supply Chain and Logistics Challenges	Developing a reliable logistics and supply chain infrastructure in India is complex and may be a challenge for new entrants.
Dependence on Imported Components	Reliance on imports for key components like semiconductors increases costs and exposes new entrants to global supply chain risks.
Skilled Workforce Availability	The challenge of sourcing and retaining skilled labor for specialized manufacturing processes can limit the ability of new entrants to scale.

5. Electric Vehicle Industry

Electric Vehicles: A Sustainable Transportation Alternative

An Electric Vehicle (EV) is a type of automobile that uses an electric motor for propulsion instead of a traditional internal combustion engine (ICE). Unlike conventional vehicles that rely on petrol or diesel, EVs are powered by electricity stored in rechargeable batteries. These batteries are charged using an external electricity source, such as a home charger, public charging station, or dedicated EV infrastructure. Once charged, the stored electrical energy is used to operate the motor, enabling the vehicle to move. EVs offer a cleaner and more sustainable alternative to fuel-based vehicles, as they produce zero tailpipe emissions, reduce dependence on fossil fuels, and help mitigate urban air pollution.

Chart 39: Global EV Market Trend



Source: Imarc Group, CareEdge Research

Market Segmentation:

The EV market is segmented into **two-wheelers (2W)**, **three-wheelers (3W)**, **four-wheelers (4W)**, and **Others**:



2W: Includes e-scooters and motorcycles, popular for personal use and delivery services due to low cost and ease of charging.



3W: Used mainly for public transport (e-rickshaws) and small cargo movement. Widely adopted in India for affordable last-mile connectivity.



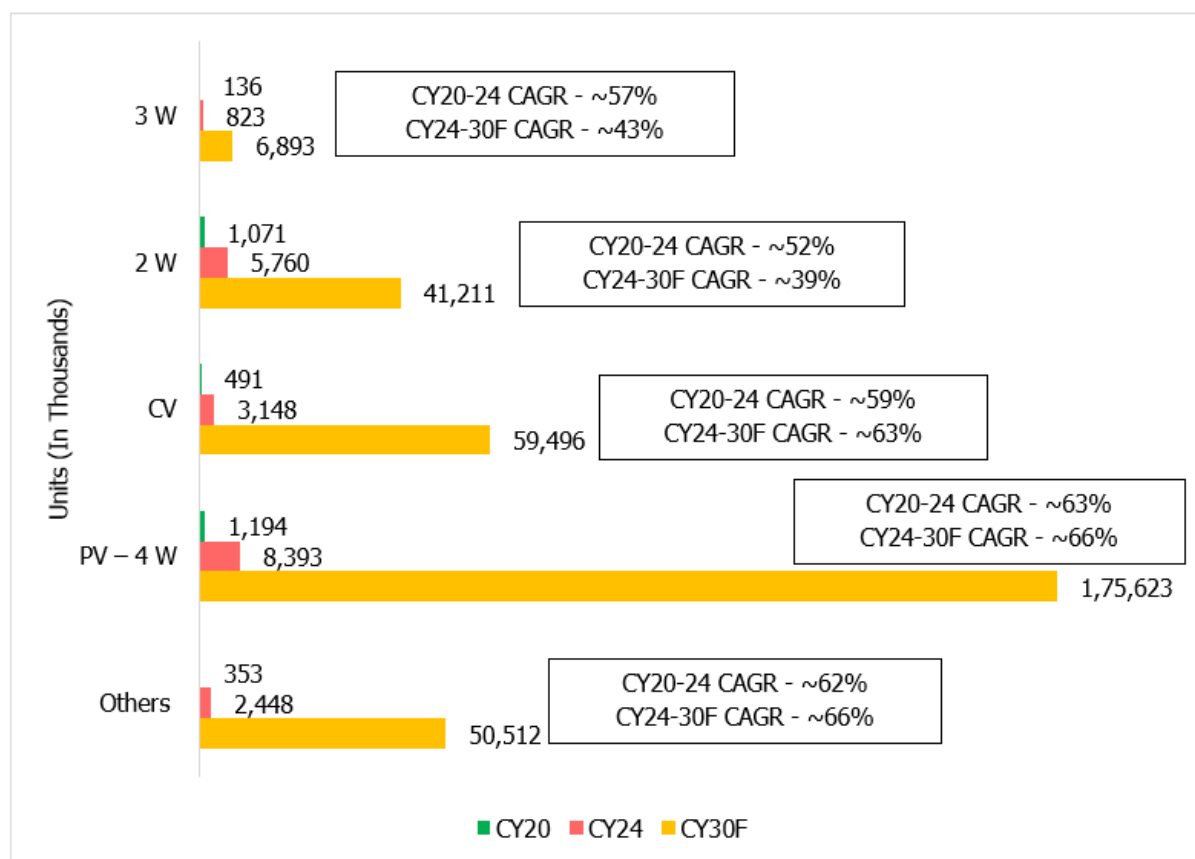
4W: Comprises passenger vehicles and light commercial vehicles, gaining popularity with wider model availability, longer battery range, and expanding charging infrastructure.



Others: Encompasses electric buses, trucks, and specialty vehicles used in public transport and industrial applications. This segment is growing with fleet electrification and urban mobility initiatives.

Each segment plays a unique role in meeting diverse transport needs and supports the broader transition to clean mobility.

Chart 40: Market Breakup and Trend in terms of Vehicle Type



Source: Imarc Group, CareEdge Research

Note:

1. CV includes Trucks and buses
2. Others include Small Goods Vehicles

The global 4W EV segment is expected to witness the fastest growth, with a projected CAGR of around 64% during FY20-30 due to a combination of supportive government policies, rising environmental awareness, and advancements in battery technology.

Growth Drivers of the Global EV Industry

- **Environmental Concerns:** Rising awareness about air pollution and climate change is prompting a shift from ICE vehicles to EVs as a cleaner alternative.
- **Government Policies and Incentives:** Various national and state governments are offering subsidies, tax exemptions, and policy support (like PM E-Drive in India, EV mandates in China, and the IRA in the U.S.) to boost EV adoption.
- **India's COP commitment milestones,** such as achieving net zero by 2070 and sourcing 50% of energy from renewables by 2030, serve as broad climate goals influencing national policies. These targets drive transformation across sectors like energy, transport, and industry. They reflect India's integrated approach to sustainable and low-carbon economic growth. These climate goals will accelerate EV industry growth by promoting cleaner transport solutions and prompting electric mobility adoption.
- **Advancements in Battery Technology:** Continuous improvements in battery efficiency, energy density, and cost are enhancing vehicle range and reducing overall EV prices.
- **Expansion of Charging Infrastructure:** Increasing investments in public and private EV charging networks are reducing range anxiety and encouraging adoption.

- **Automaker Investments:** Major automotive manufacturers are heavily investing in EV development and launching new models across all segments to meet growing demand.
- **Fuel Cost Savings:** EVs offer lower running and maintenance costs compared to ICE vehicles, which appeals to cost-conscious consumers.
- **Urbanization and Smart Cities:** The rise of smart city initiatives and stricter emission zones in urban centres are promoting the use of electric mobility solutions.

5.1. EV Charger and Related Components Industry

Understanding EV Chargers

A residential EV charger is a compact device that enables electric vehicle owners to conveniently charge their vehicles at home using the household electrical supply.

5.1.1. Global EV Charger and Components Market

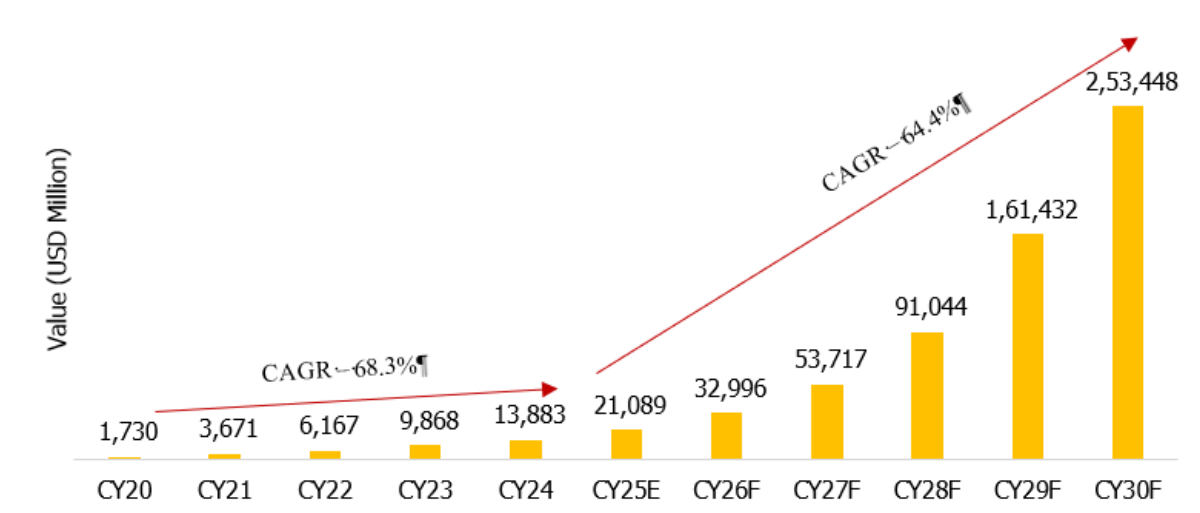
Demand Trends in EV Chargers

The global residential EV chargers are witnessing strong growth, fuelled by increasing electric vehicle adoption, supportive government incentives, and consumer preference for convenient at-home charging, particularly overnight. This trend is particularly evident in suburban and rural regions, where access to public charging infrastructure may be limited.

Technological advancements, such as integration with smart home systems and solar energy setups, are further driving adoption by offering energy-efficient and cost-effective solutions. The market is also benefiting from regulations mandating EV-ready infrastructure in new residential buildings, particularly across Europe and North America.

Looking ahead, the residential EV charger market is expected to grow steadily, supported by an expanding global EV fleet and a wider range of affordable, user-friendly charger options. The market is increasingly shifting towards smart chargers that offer advanced features such as real-time energy monitoring, app-based remote control, and dynamic load management—enhancing both energy efficiency and user convenience.

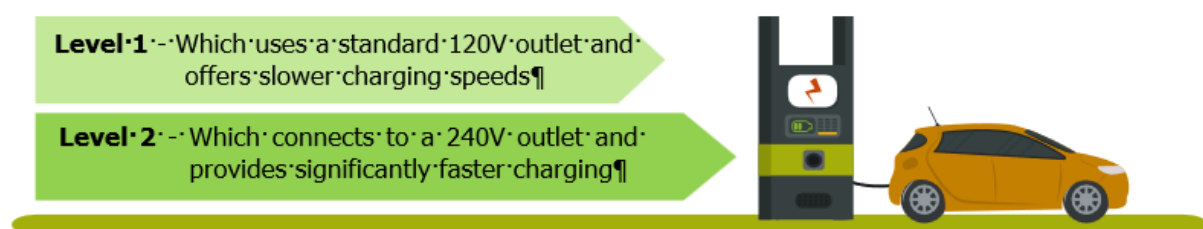
Chart 41: Global EV Charger Market



Source: Imarc Group, CareEdge Research

5.1.1.1. Global EV Charger Market Segmentation

These EV chargers are generally classified into two types:



Level 2 chargers are more commonly used in homes with dedicated EV charging setups, offering a practical and efficient solution for daily charging needs.

Segmentation based on Charger Type:

The EV charger market can be segmented based on **charger type** as follows:

1. AC Chargers (Alternating Current)

- **Level 1 Chargers:**
 - Use a standard 120V outlet
 - Slow charging – typically adds 3–5 miles of range per hour
 - Ideal for home use with minimal driving needs
- **Level 2 Chargers:**
 - Use a 240V outlet
 - Faster charging – adds 10–60 miles of range per hour
 - Common in homes, commercial buildings, and public stations

2. DC Fast Chargers (Direct Current)

- Also known as **Level 3 Chargers**
- Provide rapid charging by supplying power directly to the battery
- Capable of charging an EV up to 80% in 20–40 minutes
- Used primarily in commercial charging stations and highway corridors

Table 4: Global Market Segmentation, Based on Charger Type (Volume and Value)

In USD Million	CY25E	CY30F	Estimated CAGR
AC	10,442	1,10,922	60.4%
DC	3,441	50,510	71.1%
Total	13,883	1,61,432	63.3%

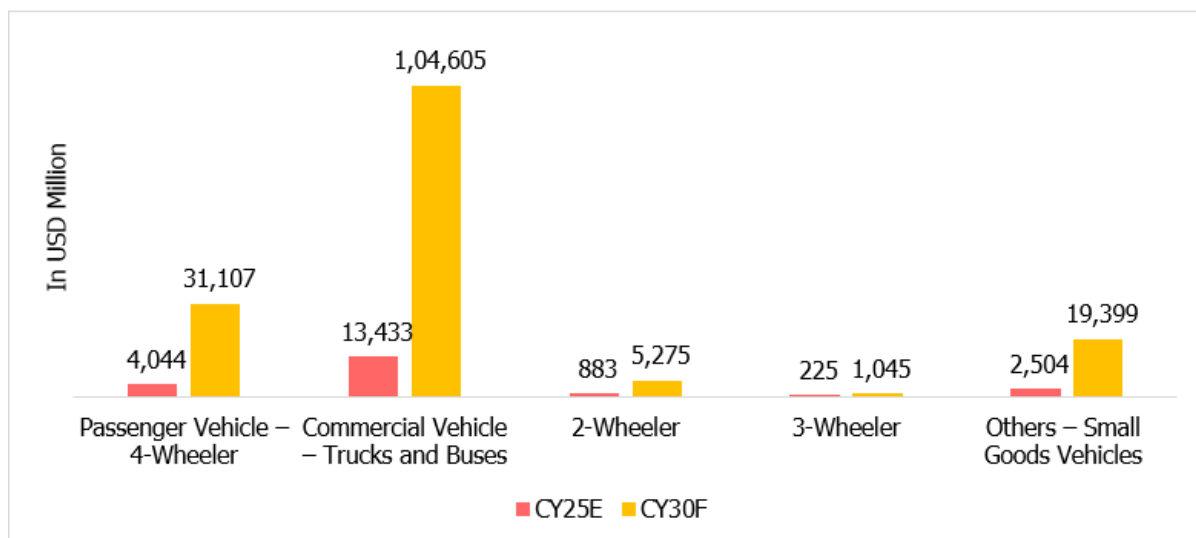
In Thousand Units	CY25E	CY30F	Estimated CAGR
AC	7,119	67,698	56.9%
DC	3,684	43,757	64.0%
Total	10,803	1,11,455	59.5%

Source: Imarc Group, CareEdge Research

Note: E: Estimate, F: Forecast

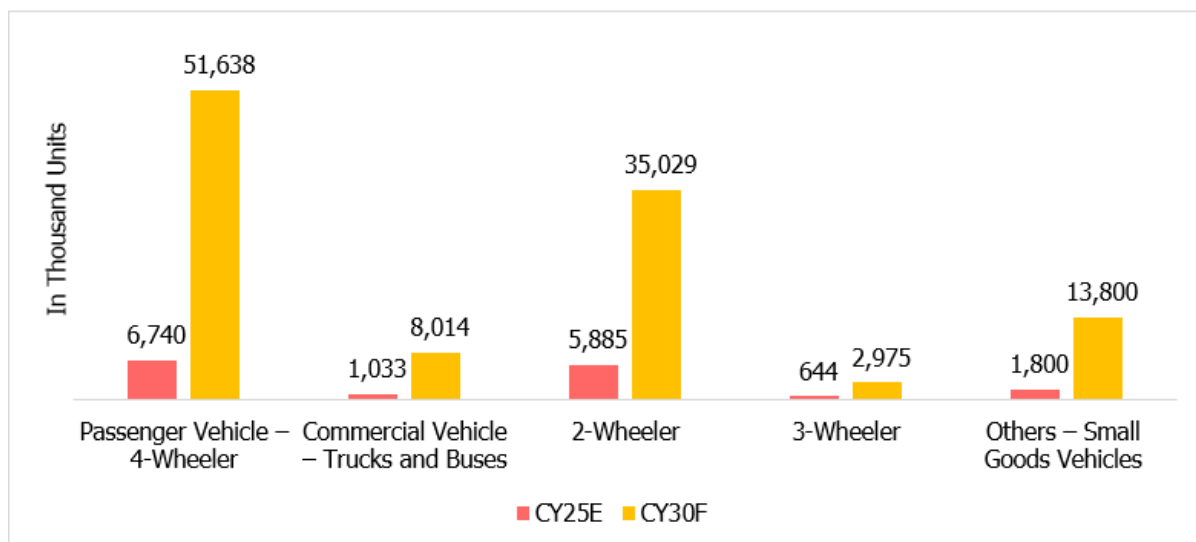
Segmentation based on Vehicle Type:

Chart 42: Global Market Segmentation, Based on Vehicle Type (Value)



Source: Imarc Group, CareEdge Research
Note: E: Estimate, F: Forecast

Chart 43: Global Market Segmentation, Based on Vehicle Type (Volume)



Source: Imarc Group, CareEdge Research
Note: E: Estimate, F: Forecast

Table 5: Global Market Segmentation – Estimated CAGR Trend

CAGR (FY25-30)	Value	Volume
PV – 4-Wheeler	50.4%	50.3%
CV – Trucks and Buses	50.8%	50.6%
2-Wheeler	43.0%	42.9%
3-Wheeler	35.9%	35.8%
Others – Small Goods Vehicles	50.6%	50.3%

The market is largely dominated by vehicle segments such as trucks, buses, and other commercial vehicles, as these require high-capacity, fast charging that cannot be accommodated by residential setups. Their fixed routes, fleet-driven operations, and strong government initiatives for cleaner public transportation make centralized public charging infrastructure more practical and essential compared to 2W and 4W EVs.

5.1.2. Indian EV Charger and Components Market

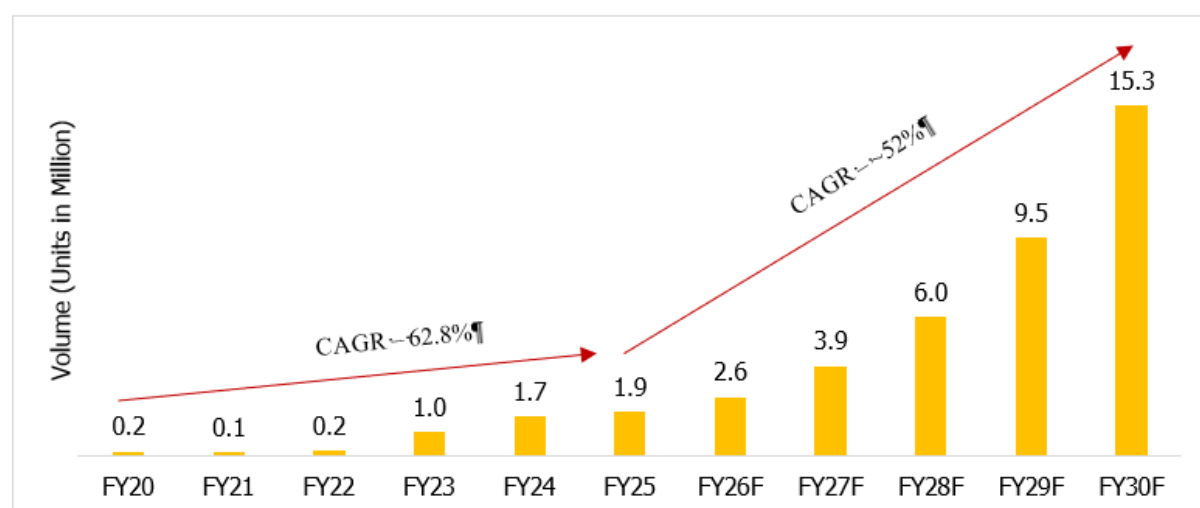
The EV segment in India has been on an upward trend. This is in parallel with the declining growth rate of domestic sales of ICE vehicles in the last few years. The other factors impacting ICE vehicle sales include increased fuel prices, semiconductor shortages, and increased vehicle prices.

India's electric vehicle (EV) adoption has historically been constrained by underdeveloped charging infrastructure. However, this landscape is steadily improving due to government-led initiatives such as FAME III, PLI schemes, and public-private partnerships, which are enhancing network coverage, especially in metro areas and along major highways. Efforts to standardize charging solutions and promote installations in residential and commercial spaces are gradually alleviating range anxiety.

Public EV charging stations have grown over fivefold from FY22 to early FY25, backed by strong central and state-level support. Concurrently, automakers are launching higher-range EVs (up to 489 km) and investing in both public and home charging networks, signalling a long-term commitment to electric mobility.

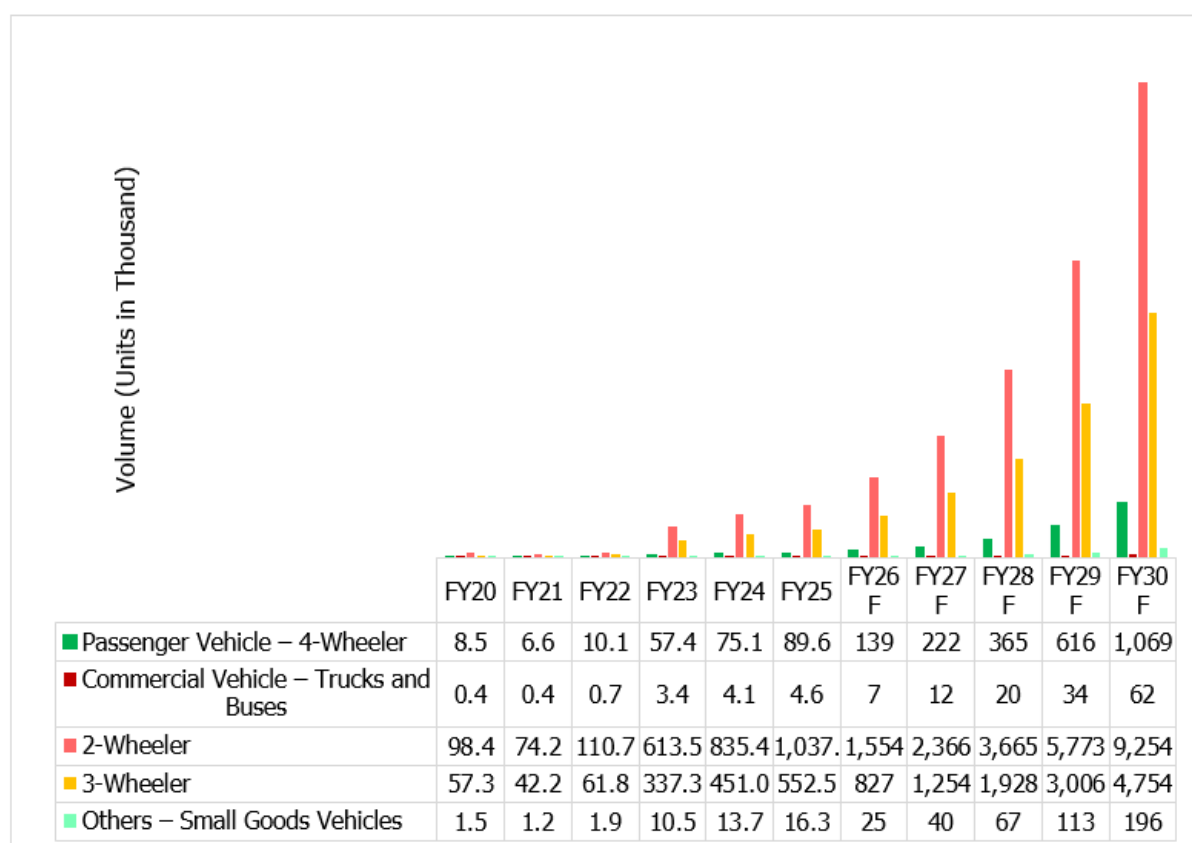
EV penetration is projected to reach ~9% by the end of FY26. The Global Bharat Mobility Expo 2025 saw a strong focus on the EV segment, with numerous automotive players unveiling new or updated EV models for the Indian market. This aligns with the Government of India's ambitious goal of achieving 30% EV penetration by 2030. The increasing EV sales in FY25 can be attributed to supportive government policies aimed at lowering upfront costs, expansion of charging infrastructure, rising fuel prices, and evolving consumer preferences toward sustainable mobility.

Chart 44: Indian EV Market Trend



Source: FADA, Imarc Group, CareEdge Research

Chart 45: Segment wise - Indian EV Market Trend



Source: Imarc Group, CareEdge Research

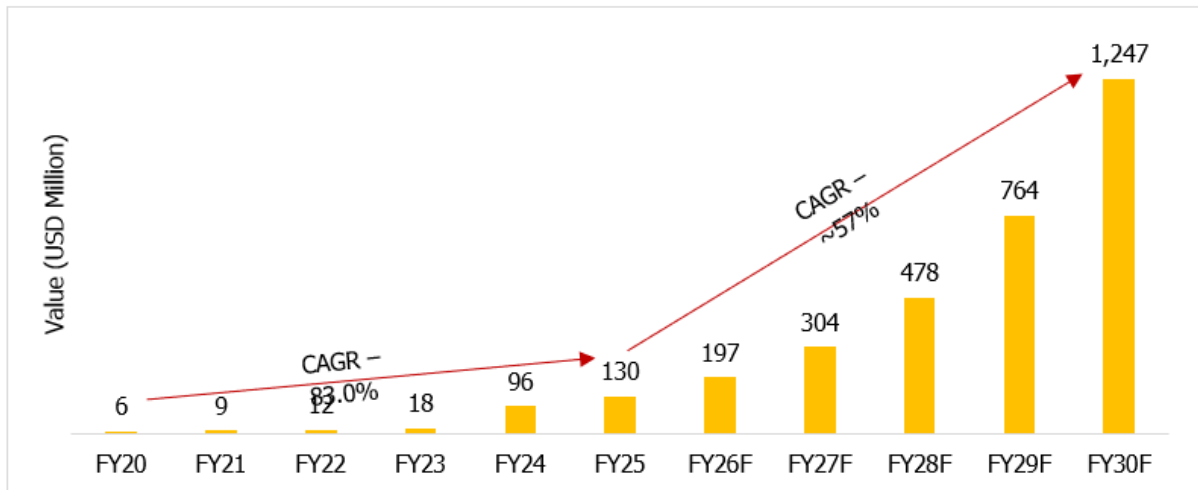
Note:

1. CV includes Trucks and buses
2. Others include Small Goods Vehicles

Type	CAGR	
	FY20-25	FY25-30F
PV – 4 W	60.3%	64.2%
CV	60.3%	68.4%
2 W	60.2%	54.9%
3 W	57.3%	53.8%
Others	60.3%	64.3%

The Indian EV charger market is growing steadily, driven by the rising adoption of electric vehicles, especially two- and three-wheelers, supported by government schemes like FAME and PM e-Drive. Increasing investments in charging infrastructure and demand for fast chargers in urban areas are boosting expansion. With most 2Ws and 3Ws charged at home, residential charging solutions are becoming essential. The market is expected to grow rapidly, focusing on accessible, affordable, and smart charging options, in line with the broader EV sector's growth.

Chart 46: Indian EV Charger Market Trend



Source: Imarc Group, CareEdge Research

5.1.2.1. Indian EV Charger Market Segmentation:

- **Based on Charger Type**

Table 6: Indian Market Segmentation, Based on Charger Type (Volume and Value)

In USD Million	FY25	FY30F	CAGR
AC	124	1,160	56.3%
DC	6	87	71.6%
Total	130	1,247	57.1%

In Thousand Units	FY25	FY30F	CAGR
AC	1,261	11,529	55.7%
DC	277	2,882	59.8%
Total	1,537	14,412	56.5%

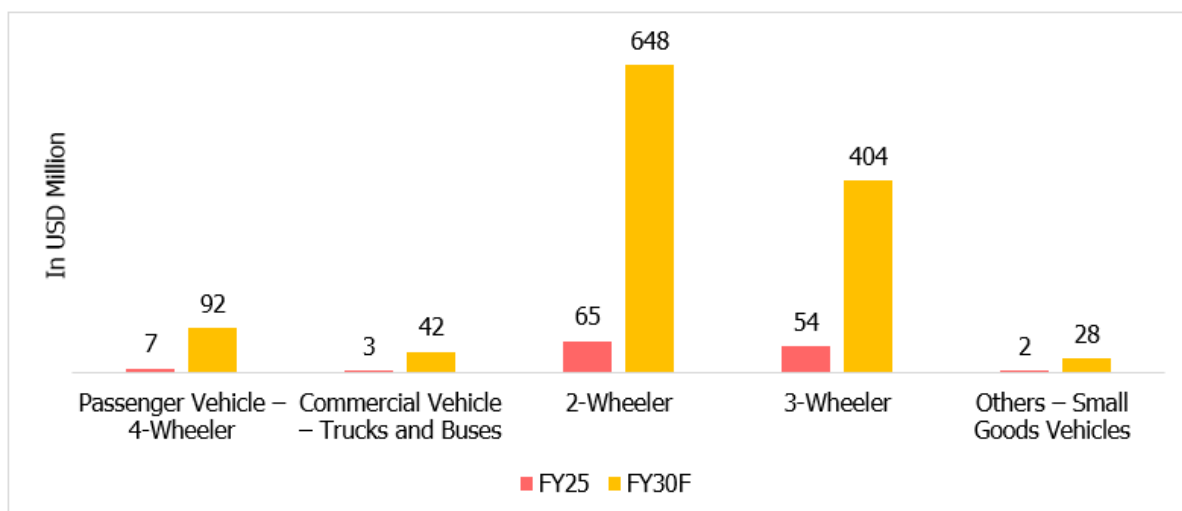
Source: Imarc Group, CareEdge Research

Note: F: Forecast

AC chargers dominate in the Indian charging infrastructure, as they are more cost-effective, require less infrastructure investment, and are compatible with India's existing power grid, making them more widely adopted. They also provide sufficient charging speed for overnight use, aligning with current EV adoption rates. DC chargers, though faster, are more expensive and require significant infrastructure upgrades.

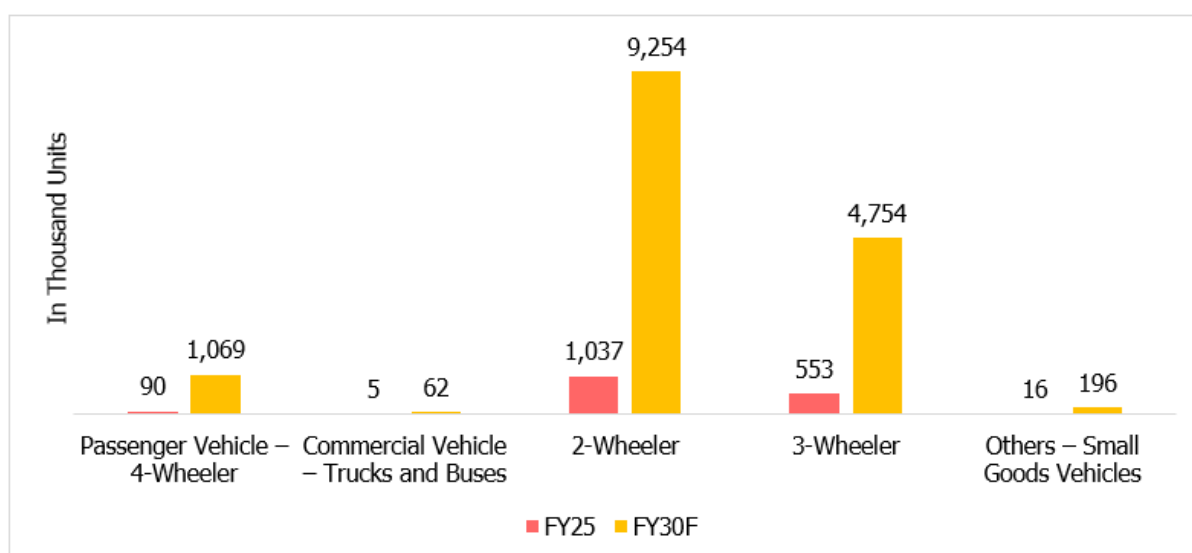
- **Based on Vehicle Type**

Chart 47: Indian Market Segmentation, Based on Vehicle Type (Value)



Source: Imarc Group, CareEdge Research

Chart 48: Indian Market Segmentation, Based on Vehicle Type (Volume)



Source: Imarc Group, CareEdge Research

Table 7: Indian Market Segmentation – Estimated CAGR Trend

CAGR (FY25-30)	Value	Volume
2W	65.5%	64.2%
3W	69.7%	68.4%
4W	58.6%	54.9%
Others	49.7%	53.8%
Total	66.1%	64.3%

India's EV industry is witnessing significant growth, primarily driven by electric two-wheelers, three-wheelers, and commercial vehicles such as buses. These segments are gaining momentum due to increasing consumer adoption and robust government support for electric mobility. As EV technology advances and more manufacturers offer ready-to-market products, electric two-wheelers have emerged as the most promising segment, supported by competitive pricing and favourable policy incentives. Additionally, these vehicles operate efficiently with low-power chargers, contributing to a steady growth trajectory. This surge is also propelling the

EV charger market, with rising demand for affordable, low-capacity chargers and decentralized charging infrastructure.

5.2. Component-wise Cost Breakdown of an EV Charger

Urban areas require a well-balanced mix of Level 1 and Level 2 chargers to cater to diverse charging needs. Level 1 chargers are suitable for overnight residential charging, while Level 2 chargers serve daily commuters at workplaces, shopping centres, and public parking spaces.

In contrast, highway regions primarily demand fast DC chargers, which enable quick top-ups during long-distance travel, reducing downtime and supporting seamless intercity mobility for electric vehicles.

5.2.1. Types of EV Chargers and Installation Costs

Table 8: EV Charger Types and Installation Expenses

Charger Type	Voltage (V)	Power (kW)	Compatible vehicles	Total cost*
Level 1 (AC)	240 V	<= 3.5 kW	2W, 3W, 4W	Rs. 15,000 - 30,000
Level 2 (AC)	380-400 V	<= 22 kW	2W, 3W, 4W	Rs. 50,000- 100,000
Level 3 (DC)	200-1000 V	50-150 kW	4W, CV	Rs. 500,000 - 15,00,000
Fast DC Chargers	>= 480 V	50-150 kW	4W, CV	Rs. 10,00,000 - 50,00,000

Source: CareEdge Research

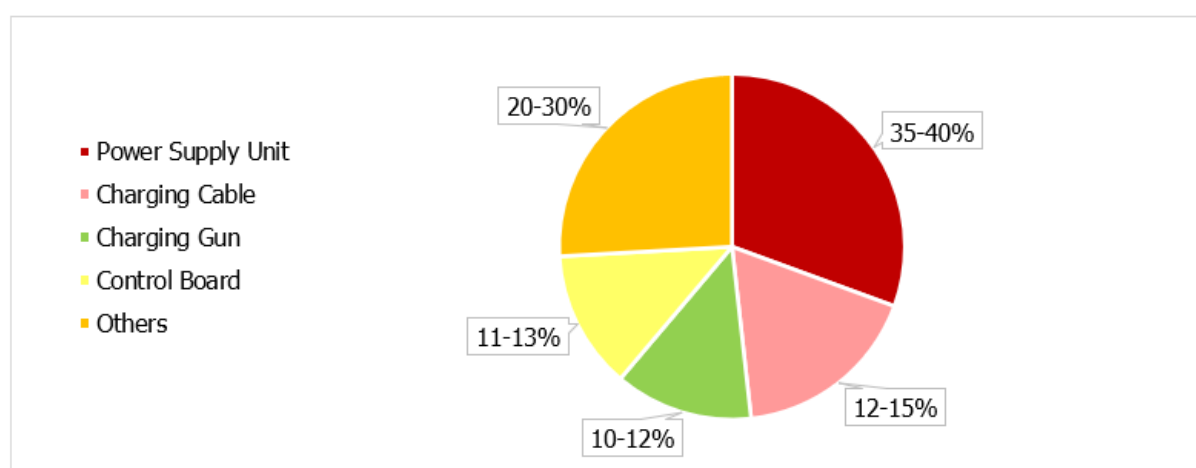
Note: * - The actual cost may vary based on several factors such as the installation location, availability and capacity of electrical infrastructure, extent of civil work and site preparation required, applicable government incentives or subsidies, and compliance with local permits and regulatory requirements.

DC chargers are significantly more expensive than AC chargers due to their advanced technology, which includes built-in AC to DC conversion, sophisticated safety systems, and robust components. They also require efficient cooling systems to handle high power output, contributing further to the cost difference.

Table 9: Comparison of AC and DC charger

Parameter	AC Charger	DC Charger
Charger Type	Slower charging (Level 1/2)	Fast charging (Level 3 and above)
Charging Time	4-8 hours for a full charge	30-90 minutes for ~80% charge
Usage	Home use, commercial complexes	Highways, fleet hubs, public stations
Hardware Complexity	Simple circuitry, relies on onboard charger of the EV	High-power electronics, converts AC to DC within the charger

Chart 49: EV AC charger - Cost Breakup



Source: Imarc Group, CareEdge Research

Note: Others include User Interface, Enclosure & Safety, etc.

The charging cable and gun together account for approximately 22–27% of the total EV charger cost, highlighting their critical role in ensuring safety, durability, and compatibility with various vehicle types. Their high-quality materials and engineering standards significantly influence the overall reliability and performance of the charging system. For a manufacturer of EV cables and guns, this presents a strong business opportunity, given their

substantial cost share and rising demand, it allows for value-added product offerings, scalability, and potential long-term contracts with EV OEMs and charger manufacturers.

5.3. Government Policies

The government has increased focus on the industry related to increased focus on localization of components. Various initiatives taken by the government are: -

- **PM E-Drive scheme**

In September 2024, the government approved the PM E-Drive scheme with a budget of Rs.10,900 crore over two years, providing Rs.3,679 crore in subsidies to incentivize E2Ws, E3Ws, e-ambulances, e-trucks, and other emerging EVs. The scheme aims to support 24.79 lakh E2Ws, 3.16 lakh E3Ws, and 14,028 e-buses, while also allocating Rs.780 crore to enhance vehicle testing infrastructure. It also includes e-vouchers, and a streamlined EV buying process. The scheme proposes the installation of 22,100 fast chargers for e-4 Ws, 1800 fast chargers for e-buses and 48,400 fast chargers for e2W/3Ws. A notable feature is the scheme's promotion of electric ambulances, marking a key step in integrating EVs into the healthcare sector. Also, Battery-as-a-Service (BaaS) will also play a vital role in EV adoption.

Vehicle Segment	Maximum number of vehicles to be supported	Total fund support from MHI (In Rs. Crores)
E2W	24,79,120	1,772
E3W	3,15,988	907
E Ambulance	To be notified separately	500
E Trucks	To be notified separately	500
E Buses	14,028	4,391
EV PCS	72,300	2,000
Testing Agencies upgradation	-	780
Administration expenses	-	50

Source: Ministry of Heavy Industries

This will help in creating a surge in demand for charging infrastructure. With plans to install over 70,000 fast chargers across vehicle categories, there is a direct opportunity for charging solution providers to scale operations and win supply contracts. Additionally, the focus on e-ambulances and the healthcare sector opens niche markets, while the inclusion of Battery-as-a-Service (BaaS) supports the need for modular, interoperable charging systems, further expanding the scope for technological and product innovation in the EV charging segment.

- **National Automotive Testing and R&D Infrastructure Project (NATRiP)**

The National Automotive Testing and R&D Infrastructure Project (NATRiP) is a Government of India initiative aimed at enhancing the automotive sector's core competencies and integrating it with the global market. The project promotes advanced manufacturing, localized R&D, and export growth by leveraging India's strengths in IT and electronics. Implemented by the NATRIP Implementation Society (NATIS), it involves setting up cutting-edge testing and R&D centers at six locations, including Manesar, Chennai, Indore, and Silchar, along with upgrades to existing facilities in Pune and Ahmednagar, with a total investment of Rs. 3,727.30 crore.

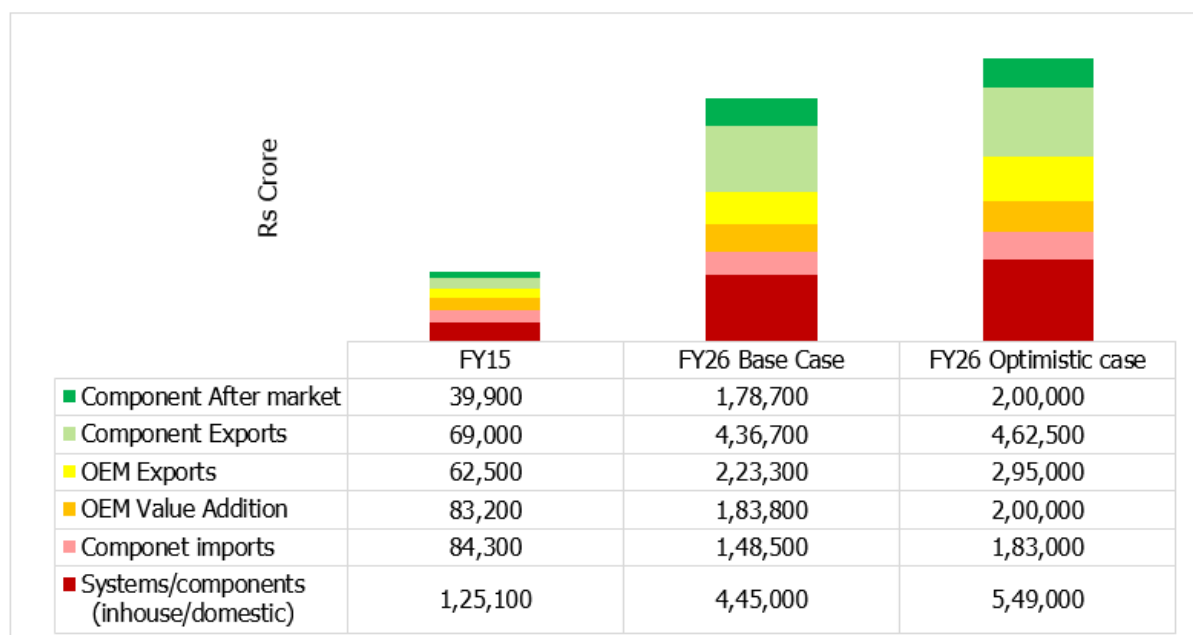
The NATRiP initiative can benefit a EV charging solution manufacturer in India by providing access to advanced testing and R&D infrastructure. These facilities can help the company validate product performance, ensure regulatory compliance, and accelerate innovation. Additionally, the focus on localized R&D and integration with global standards supports the development of competitive, export-ready charging technologies, enhancing both domestic credibility and international market access.

- **The Automotive Mission Plan 2047**

The government is also actively working on the Automotive Mission Plan (AMP) 2047, a long-term strategy aimed at positioning India as a global hub for the automotive and auto-component sectors, which includes plans to locally produce 28 components under the Maki in India Initiative. Building on the success of the previous Automotive Mission Plans (AMP 2016 and AMP 2026), AMP 2047 envisions substantial growth in vehicle production, increased exports, and significant contributions to the economy. AMP 2047 aims to solidify India's position as a key player in the global automotive landscape while focusing on sustainability, innovation, and economic growth.

AMP 2026 envisages that the Indian Automotive Industry will grow 3.5-4 times its value from its output of around Rs. 4,640 Billion in 2015 to about Rs 16,160 – 18,885 Billion by 2026, based on a base of case with average GDP growth rate of 5.8% and an optimistic case with an average GDP of 7.5% during the 2016-26 period. The following chart provides current and projected composition of the industry over the next decade.

Chart 50: Automotive Mission Plan Projections



Source: NITI Aayog Press Release

As EV volumes rise under the plan, the demand for robust charging infrastructure will also grow, creating significant business opportunities for charging solution providers. Additionally, the “Make in India” focus on localizing 28 automotive components may help reduce input costs, encourage technology partnerships, and attract investments, thereby supporting domestic manufacturers in scaling operations and becoming globally competitive.

- **Previous policy framework/regulations pertaining to Electric Vehicles industry in the passenger vehicles segment**

The Government had launched FAME (Faster Adoption and Manufacturing of (Strong) Hybrid and Electric Vehicles in India) in 2015 with the objective of promoting and facilitating adoption of Electric Vehicles in India. The second phase of the scheme FAME II was launched from April, 2019 for three years with a total budgetary support of Rs 10,000 crore. By incentivizing electric vehicle adoption, especially in public transport and fleet segments, the demand for EV chargers rises significantly, directly expanding the customer base for charger manufacturers.

- **Scrappage Policy**

The government had announced the scrappage policy in 2021 which will mandate commercial vehicle fleet owners to abandon or scrap their vehicles after 15 years if they don’t meet the fitness or emission criterion laid by the government. This is expected to boost demand for new, cleaner commercial vehicles, encouraging a shift toward electric alternatives. It also supports the EV segment by promoting fleet modernization and reducing pollution, aligning with India’s green mobility goals. This shift increases the need for a robust charging infrastructure, boosting demand for both portable and fixed EV charging solutions.

- **Production Linked Incentive (PLI) scheme for Semi-Conductors**

The Indian government has launched a Rs 76,000 crore incentive to boost domestic semiconductor and display manufacturing, alongside a Rs 25,938 crore PLI scheme to promote green automotive production. This aims to reduce import dependency and strengthen supply chains. While primarily focused on chips, the initiative indirectly benefits manufacturers of strategic electronic components by ensuring better access to critical inputs, lowering costs, and enhancing ecosystem resilience for sectors such as defence, railways, and EV infrastructure.

5.4. Entry Barriers

- **Technology & R&D Requirements:** Developing compact, reliable, and safe chargers with smart features (like IoT, mobile app integration) requires significant engineering expertise and investment in innovation.
- **Certification & Safety Compliance:** Meeting BIS, NABL, IEC, IP and other global safety and performance standards is mandatory and involves rigorous testing and approval processes. BIS certification is required for products used in the ICT sector to ensure they meet Indian safety and quality standards.
- **Regulatory Complexity:** Navigating through evolving government regulations, safety protocols, and licensing procedures can be time-consuming and operationally challenging.
- **Capital Investment:** Initial costs for tooling, prototyping, manufacturing facilities, and testing equipment are high, especially for scalable, high-quality production.
- **Power Supply Constraints:** Reliable electricity and robust grid connectivity are essential, especially in rural or semi-urban areas. Future-proofing chargers to align with smart grid and V2G (vehicle-to-grid) tech—like ISO15118—is also vital.
- **Technology & Compatibility:** Ensuring compatibility across various EV models, CPOs (Charge Point Operators), and grid systems requires continuous R&D and strong software-hardware integration. The market is becoming competitive, so offering a unique value proposition (portability, fast charging, cross-EV compatibility) is critical to stand out.
- **Low Consumer Awareness:** The market is still evolving, and efforts are needed to educate users and build consistent demand for both public and private charging solutions.
- **Supply Chain Vulnerabilities:** Access to quality semiconductors, batteries, and electronic components can be disrupted by material shortages, political instability, or natural events.

6. Strategic Electronics & EMS Industry

Strategic Electronics

The Strategic Electronics industry encompasses a specialized segment of the electronics sector that serves critical domains such as defence, aerospace, automotive, railways, metros, ICT, industrial and industrial automation, renewable energy, nuclear energy, and other essential infrastructure. These sectors demand high levels of reliability, security, and technological advancement, given their mission-critical nature.

Strategic electronics are vital to national security and are often developed through coordinated efforts involving defence research organizations, public sector undertakings (PSUs), Indian Railways, and private entities, including electronic manufacturing OEMs, EV manufacturers, and aerospace and industrial firms.

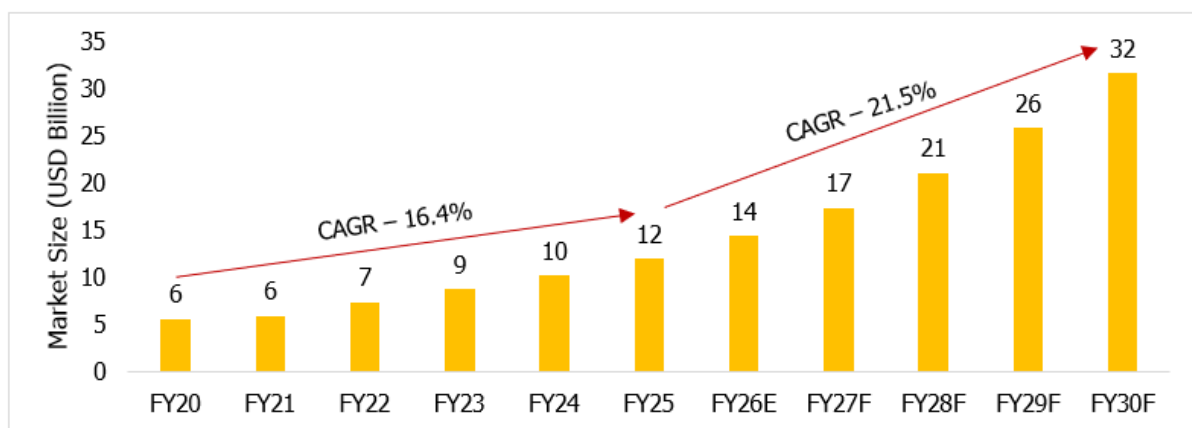
In India, this sector is gaining momentum as the nation aims to strengthen its electronics manufacturing ecosystem, modernize defence capabilities, and reduce import dependence. Growing urbanization and commercial expansion have also highlighted the need for improved mass transport systems, further driving demand in strategic sectors.

India's strategic electronics sector has witnessed rapid development, driven by evolving geopolitical dynamics, fast-paced digitalisation, and the growing emphasis on self-reliance in defence technology. The increasing demand for sophisticated electronic systems including radar, communication, avionics, missile guidance, electronic warfare, and surveillance, has prompted the government to prioritize domestic manufacturing. Flagship initiatives such as Atmanirbhar Bharat, make in India, and the Defence Production Policy are central to promoting the indigenization of these critical technologies.

Government initiatives such as the Production-Linked Incentive (PLI) scheme under the “Make in India” campaign, along with increased budgetary allocations across defence, infrastructure, manufacturing, and renewable energy, are promoting domestic innovation and manufacturing.

In particular, the defence sector is witnessing a strong push for indigenous technology development tailored to the unique needs of Indian armed forces and critical infrastructure. Overall, the Strategic Electronics industry is central to India's goal of achieving technological self-reliance and ensuring long-term national security.

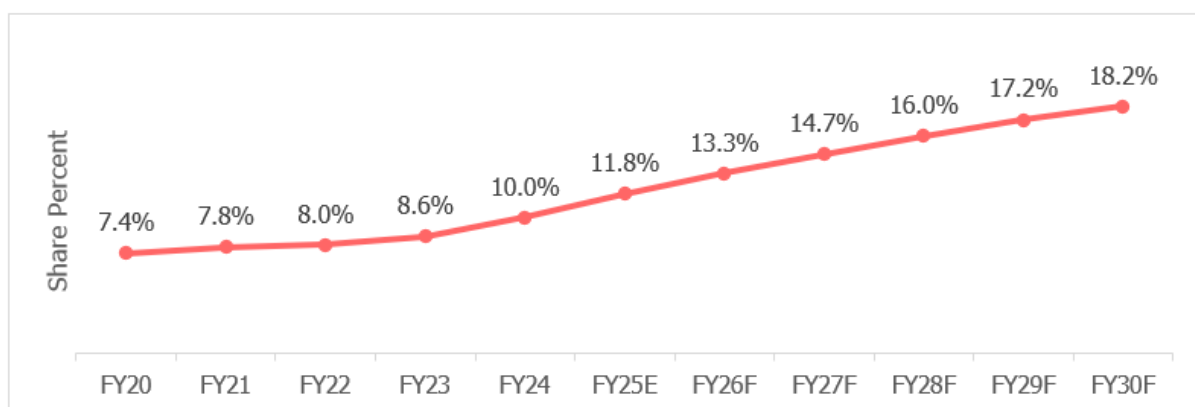
Chart 51: Domestic Strategic Electronics Market Trend



Source: Imarc Group, CareEdge Research

Note: 1. Market definition- production + import – export of finished goods 2. E- Estimate and F- Forecast

Chart 52: EMS Share in Strategic Electronics Market



Source: Imarc Group, CareEdge Research

Note: E- Estimate and F- Forecast

The EMS market is expected to grow faster than the overall strategic electronics market in India, thereby increasing its share annually. This growth is driven by rising outsourcing by OEMs, government initiatives like Make in India and PLI schemes, and expanding demand from sectors such as automotive, defence, telecom, and consumer electronics. As companies aim to reduce costs and focus on core competencies, they increasingly rely on EMS providers for design, assembly, and testing, boosting the EMS market's contribution to the total electronics ecosystem.

6.1. Application of Strategic Electronics

6.1.1. Critical Role of Strategic Electronics in Infrastructure and Safety

Strategic electronic products play a vital role in ensuring safety, communication, control, automation, and energy efficiency. They ensure real-time control, safety, efficiency, and reliability across these infrastructure-intensive and mission-critical industries.

Table 10: Sector-wise breakdown of commonly used strategic electronic systems:

Industry		Products
Mass Transportation (Railways and Metro Systems)	•	Train Control and Signaling Systems (ETCS, CBTC)
	•	Passenger Information Systems (PIS)
	•	SCADA Systems for traction and energy monitoring

Industry		Products
Mass transportation (Road-based Public Transportation)		• Automatic Train Protection (ATP) and Operation (ATO) modules • Railway Electrification Monitoring Systems • CCTV Surveillance, Access Control, and Fire Detection • On-board Electronics – cables, wiring harnesses, data transmission systems, braking control units • Trackside Electronics – axle counters, point machines, interlocking systems
		• Intelligent Transportation Systems (ITS) • Automatic Fare Collection (AFC) Systems • Vehicle Tracking and Fleet Management Systems • Passenger Information Systems (PIS) • Electronic Ticketing Machines (ETMs) • Surveillance and CCTV Systems • Traffic Signal and Control Systems • Emergency Communication and Alert Systems • Driver Assistance and Monitoring Systems • Vehicle Diagnostic and Control Units (especially in buses)
Aviation (Civil & Defence)		• Avionics Systems – navigation, radar, communication, flight control • Flight Data Recorders & Black Boxes • Electronic Warfare Systems • Aircraft Wiring Harnesses and Power Distribution Units • In-flight Communication Systems • Air Traffic Control (ATC) Electronics • Ground Support Electronics – diagnostic systems, telemetry systems
Shipbuilding (Defence & Merchant)		• Integrated Bridge Systems (IBS) • Navigation and Communication Systems (e.g., radar, sonar, AIS) • Electronic Warfare and Surveillance Systems (for defence vessels) • Power Management and Distribution Systems • Underwater Acoustic Sensors and Control Electronics • Fire Control and Combat Management Systems (defence-specific)
Renewable Energy Sector		• Inverter and Converter Systems • SCADA and Remote Monitoring Systems for Solar and Wind Farms • Power Management and Grid Synchronization Electronics • Battery Management Systems (BMS) • Smart Meters and Energy Meters • Control Panels and Relay Protection Systems
Industrial & Industrial automation		• Programmable Logic Controllers (PLCs) • Supervisory Control and Data Acquisition (SCADA) Systems • Distributed Control Systems (DCS) • Human-Machine Interfaces (HMI) • Industrial IoT (IIoT) Devices and Gateways • Motor Drives and Control Systems • Sensors and Actuators • Industrial Robots and Embedded Controllers
Automobiles		• Electronic Control Units (ECUs) • Advanced Driver Assistance Systems (ADAS) • Engine Management Systems • Telematics Control Units (TCUs) • Battery Management Systems (BMS) – for EVs • Infotainment and Navigation Systems • Vehicle-to-Everything (V2X) Communication Modules • Sensor Systems (LiDAR, Radar, Cameras)
Information Communication Technology	and	• Routers, Switches, and Network Firewalls • Baseband and Radio Frequency (RF) Systems • Data Center Servers and Storage Systems • Optical Transmission Systems • Network Interface Controllers (NICs) • Wireless Communication Modules (Wi-Fi, LTE, 5G) • Embedded Systems in Telecom Infrastructure • Cybersecurity Hardware Solutions

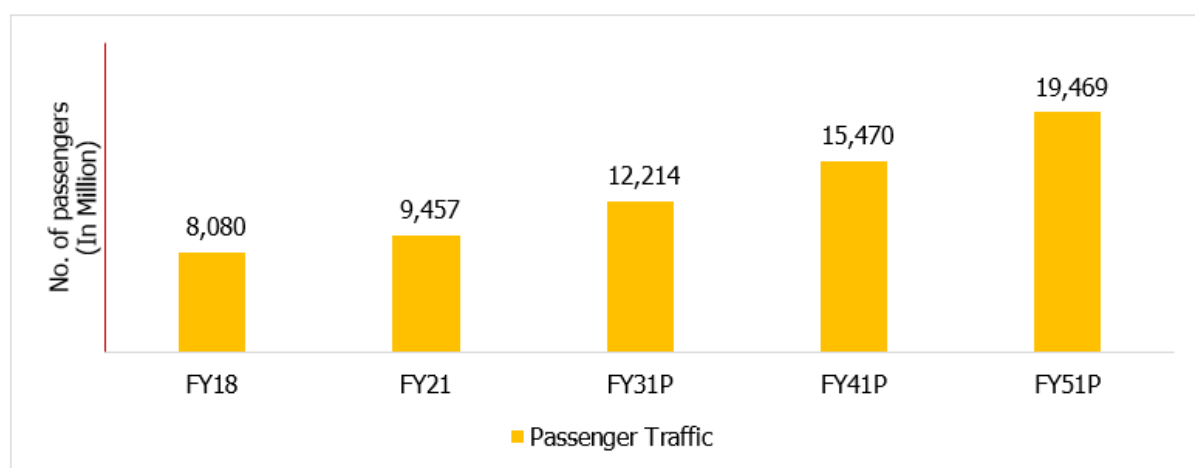
6.1.2. Sector-wise Infrastructure and Manufacturing Trends

1. Railways

Railways is one of the key consumer segments in the specialty cable industry. Wherein, specialty cables are used in signalling and control system, power supply and communication system. Among the rail transit cables, specialty cables with DC tractions, flame-retardant, fire-resistance, green environment friendly and self-temperature control cables are used in railway construction. The rail transit construction has an extensive impact on the specialty cable industry. Moreover, the railway sector has been the recipient of more than Rs. 1,000 billion investment allocation in the previous three budgets, with the government focusing on improving connectivity across the country.

India Railways ranks as the world's fourth-largest and continues to be one of the fastest-growing globally. India, being a vast subcontinent, requires efficient and cost-effective transportation for minerals, food grains, and industrial goods to support economic growth. Rail transport plays a key role in this regard, offering reliability, lower costs, faster transit times, and environmental benefits such as reduced carbon emissions. To enhance freight movement, Indian Railways launched the 'National Rail Plan (NRP) for India – 2030' in FY20, aimed at increasing the railways' freight modal share from 24% in FY22 to 45% by FY30, whereas the global average for the same stood at 60% in FY22 as per Ministry of Railways. This involves significant capacity expansion to ease bottlenecks and scale up the network to handle 3,600 MT of cargo by FY30, with 'Mission 3000MT' set as an intermediate goal. Similarly, the passenger traffic is expected to grow at a CAGR of 2.6% between FY21 and FY31, driven by population growth and a growing workforce.

Chart 53: Projected Growth in Passenger Traffic



Note: P-Projected; Source: Indian Railways, National Railway Plan

Additionally, under the Foreign Trade Policy 2023 announced in March, the government has targeted exports worth USD 2 trillion by 2030, up from USD 770 billion in FY23, with equal contribution from merchandise and services. While exports currently rely heavily on sea and air routes, the share of rail in export logistics is projected to rise, supported by strategic initiatives such as the India-Middle East-Europe Economic Corridor, the Euro-Asia Rail Route, and the Chabahar Port project in Iran. These projects aim to provide alternative trade routes to regions like Afghanistan and Central Asia, with rail connectivity forming a critical backbone for seamless cargo movement between India's hinterland and international markets.

Such growing demand from freight traffic and passenger traffic is expected to source additional coaches and wagons. As the railway sector expands its fleet, the need for high-quality electrical components rises proportionally. This creates increased business opportunities for suppliers of critical onboard systems like wiring harnesses, control cables, communication lines, and power distribution solutions. The companies stand to gain from higher order volumes, potential long-term contracts, and greater integration into the expanding railway supply chain, supporting both revenue growth and market positioning.

Under NIP, the transport infrastructure promoting trade growth involves the Road, Railways, Port, and Airport segments. The capital expenditure plan between FY20 to FY25 for these sectors are depicted in the table below:

Table 11: Capital expenditure plan between FY20 to FY25

Particulars (Rs. crore)	FY20	FY21	FY22	FY23	FY24	FY25	FY26	Total
Road	3,32,559	3,83,283	3,56,966	2,52,780	2,63,912	2,72,481	2,72,241	21,34,222
Railways	1,33,387	2,62,465	3,08,800	2,73,831	2,21,209	1,67,870	2,62,000	16,29,562
Port	13,357	18,104	20,649	15,863	7,724	10,002	NA	1,21,194
Airport	18,667	21,655	24,820	21,334	25,386	5,141	NA	1,43,448

Source: National Infrastructure Pipeline

Railway investments have gained momentum rising from 9.8% of total infrastructure investment in FY20 to ~15% in FY25. The key focus areas in railway infrastructure are decongestion of over utilised rail network, construction of new lines, doubling, tripling, quadrupling of rail lines, and purchase of rolling stock such as wagons, locomotives, coaches, etc. Historically, capital investment in railways has been mainly from the government and a minor proportion was from private players. The involvement of private players is limited to allied activities such as track laying and maintenance, manufacturing & maintenance of coaches and wagons, construction of bridges, stations, signalling, and telecommunication works.

As per Economic Survey, 434 projects valued at Rs 11,170 billion have been identified under three railway corridors, mapped on the PM GatiShakti portal. Under PPP model, 17 projects have been completed (Rs 16,434 crore) and 8 ongoing (Rs 16,614 crore) under the PPP model. Sanctioned in December 2015, the 508 km Mumbai-Ahmedabad High-Speed Rail project, supported by Japan, has a revised estimated cost of Rs 1,080 billion. As of October 2024, the project has achieved 47.17% physical progress, with an expenditure of Rs 67,486 crore.

The Union Budget 2025-26 has provided a substantial boost to Indian Railways, with a record gross budgetary support of Rs 2,520 billion, the second year in a row with such high funding. This allocation aims to strengthen railway infrastructure, improve safety, and enhance the passenger experience nationwide.

Key announcements include:

Type of Train	Volume	Timeline
Vande Bharat	200	To roll out in next 2-3 years
Amrit Bharat	100	
Namo Bharat	50	

Also, to increase affordability and accessibility, 17,500 non-AC general coaches will be added. Notably, Rs 1,16,000 crore is earmarked specifically for safety upgrades such as modern signaling, track improvements, and accident prevention systems. By 2047, the government intends to construct a 7,000 km high-speed rail network, enabling trains to reach speeds of upto 250 km per hour.

As railway networks grow and modernize, demand for high-performance wiring and cabling, signaling systems, power transmission, and safety-critical electronic components will increase. Additionally, projects like the India-Middle East-Europe Economic Corridor and Chabahar Port will require extensive cabling and electrical systems, creating new business opportunities. This infrastructure push also opens up long-term supply contracts with railways and EPC players, boosting order books and providing strong revenue visibility.

Table 12: Proposed Expenditure under NRP (Rs. Trillion)

Head	FY21-26	FY26-31	FY31-41	FY41-51	Total
Dedicated Freight Corridors	-	1.5	0.5	0.3	2.3
High Speed Rail Corridors	-	5.1	2.9	7	15
Network improvements	1.3	0.7	2.2	1.8	6
Flyovers and Bypasses	0.8	-	-	-	0.8
Terminals	0.6	0.2	0.1	0.04	0.9
Rolling Stock	3.1	1.7	3.6	4.8	13.2
Total	5.8	9.2	9.3	13.9	38.2

Source: NRP Document, Ministry of Railways

Lately, Railways has received the highest budgetary allocation among infrastructure sectors, with a significant portion of the planned capex earmarked for rolling stock. Within this, wagons and passenger coaches account for the largest share, driven by rising momentum in both freight and passenger traffic. This surge is fuelling demand for wiring and harness systems, which are critical for power distribution, control, and safety functions within

coaches and wagons, enabling efficient lighting, communication, HVAC, and monitoring systems. Their reliability and durability are essential for the smooth and safe operation of rail transport.

Major Initiatives to Enhance Railway Signalling Systems and Their Impact on the Strategic Electronics Industry

Indian Railways is modernising its signalling and safety systems to enhance operational efficiency and safety across its vast network. As per Economic Survey:

- **Elimination of mechanical signalling:** Indian Railways is replacing mechanical signalling with Electrical/Electronic Interlocking systems. In FY25, 25 out of 62 pending stations have been upgraded to electrical/electronic interlocking systems, with 9 zonal railways now free from mechanical signalling. This transition from mechanical to electronic interlocking significantly increases the use of electrical control panels, sensors, relays, and automation systems, all of which rely heavily on specialty cables and harnesses for reliable signal transmission and power distribution.
- **Kavach:** This indigenously developed Automated Train Protection system has seen Rs 1,547 crore invested (till November 2024). The specification version 4.0 was approved on July 16, 2024. This system involves onboard control units, trackside devices, communication modules, and power interfaces; all requiring robust and precise cabling solutions.
- **Electronic interlocking:** EI systems have been installed at 227 stations in FY25, increasing the coverage to a total of 3,576 stations. The first Direct Drive Interlocking system was commissioned in November 2024 at Tajpur station. It demands continuous communication and signal relay, which involves extensive use of high-integrity signal cables and harnesses to withstand long-distance deployment and environmental stress.
- **Automatic Block Signalling (ABS):** ABS is being installed to enhance capacity on high-density routes. 720 route kilometres have been completed this fiscal year, increasing the coverage to a total of 4,906 kilometres.
- **Signal design automation tool for electronic interlocking:** This tool automates route control chart generation for station yards. Version 5.0 was released on September 19, 2024.

Railway Passenger Coach Industry

The passenger traffic is broadly divided into 3 broad categories: Long Distance AC passengers (LDAC), Long Distance non-AC passengers (LDNA), and Suburban passengers. The passenger traffic is expected to grow at a CAGR of 5% from FY21 to FY31. This will lead to increased investments in new trains, station upgrades, and electrification of routes. This will directly benefit companies manufacturing special wire harness and cables and electrical/electronic distribution systems, as these components are critical for train operations (lighting, HVAC, signaling, and safety systems), station infrastructure (power distribution, surveillance, and communication), and railway electrification projects. Higher passenger volumes also necessitate more reliable and energy-efficient systems, driving demand for advanced cabling and electrical solutions, thus expanding business opportunities in both public and private rail projects.

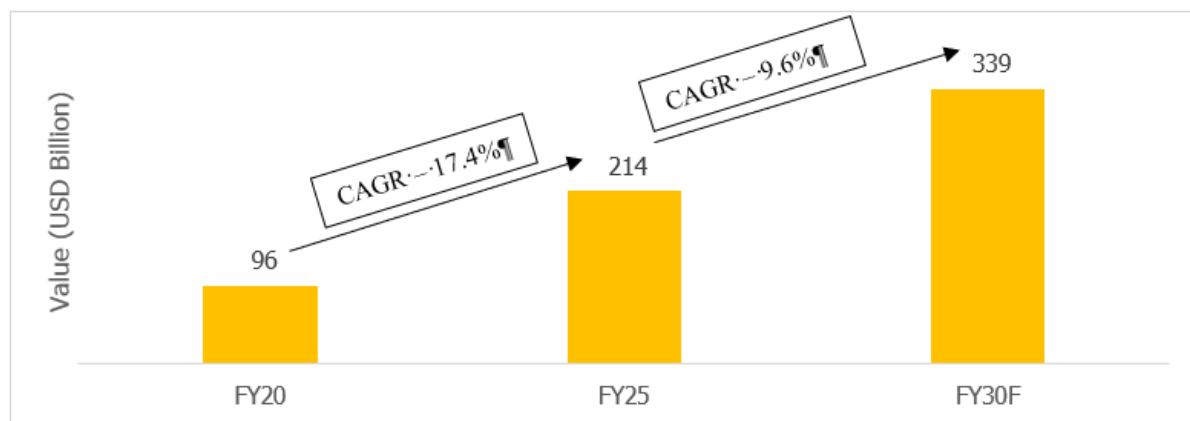
Railway Locomotives & Wagons Industry

- **Locomotives:** Powered engines that pull or push trains, used in both passenger and freight services. They can be electric or diesel and are essential for train movement and control.
- **Wagons:** Unpowered railcars used to transport freight such as coal, cement, oil, or containers. They vary in design based on the type of cargo and form the core of rail logistics.

Under National Rail Plan, approximately 20,700 locomotives will be required by 2031 to cater to the increasing traffic compared to 12,734 locomotives in FY21.

Table 13: Projected Growth in Locomotive and Wagons Requirement

Particulars	FY26P	FY31P	FY41P	FY51P
No. of Locomotive Required (in thousands)	17.8	21.74	32.58	47.02
No. of Wagons Required (in thousands)	407	544	777	1,062

Chart 54: Market size of Specialized Wires, Cables and Harness for Railways

Source: Imarc Research

Demand from Wagons is estimated to be around 27-28% of the total demand from railways throughout the period considered. Remaining demand is from Passenger coaches and locomotives. The specialised wires, cables and harness market for railways is estimated to increase by around 9-10% CAGR during the FY25-30 period.

2. Metro Rail Segment

As per Ministry of Housing & Urban Affairs, India has around 1,000 km of operational metro lines across 11 states and 23 cities; with over 2,500 metro coaches in use roughly costing Rs 32,500 crores. The average daily ridership was about 28 lakhs in 2013-14. With the rapid expansion of metro rail network, the average daily ridership has now crossed 1 Crore. The operational metro lines are further expected to increase by more than 2x over the next 4-5 years. While most coaches were previously imported, the government, under the Make in India initiative, mandated in August 2017 that 75% of metro cars and 25% of critical metro construction equipment be sourced domestically. Currently, four metro coach manufacturing facilities operate in India, established by PSUs or global firms, with ICF also setting up a unit. This growing indigenization and network expansion is expected to boost demand for companies manufacturing special wires, harnesses, cables, and electrical/electronic distribution systems, which are vital for powering trains, automation, stations, and depots.

Table 14: Metro Rail Network Under Construction/Recently launched

Sr No	Name of Metro Rail Project	Under Construction Length (Km)
1.	Delhi Metro Extension from Dwarka Sector 21 to India International Convention & Expo Centre (IICC), Dwarka	2.03
2.	Delhi Metro Phase IV (03 Priority Corridors)	65.20
3.	Patna Metro Rail Project	32.51
4.	Bangalore Metro Rail Project Phase II	58.48
5.	Bangalore Metro Rail Project Phase 2A & 2B	58.19
6.	Ahmedabad Metro Rail Project Phase I	29.46
7.	Ahmedabad Metro Rail Project Phase II	28.25
8.	Surat Metro Rail Project	40.35
9.	Bhopal Metro Rail Project	27.87
10.	Indore Metro Rail Project	31.55
11.	Kanpur Metro Rail Project	23.38
12.	Agra Metro Rail Project	29.40
13.	Mumbai Metro Line 3	33.50
14.	Nagpur Metro Rail Project Phase I	12.12
15.	Pune Metro Rail Project Phase I	21.28
16.	Pune Metro Line III	23.33
17.	Mumbai Metro Line 2A	8.77
18.	Mumbai Metro Line 2B	23.60
19.	Mumbai Metro Line 4	32.30
20.	Mumbai Metro Line 4A	2.70
21.	Mumbai Metro Line 5	24.90

Sr No	Name of Metro Rail Project	Under Construction Length (Km)
22.	Mumbai Metro Line 6	14.50
23.	Mumbai Metro Line 7	5.60
24.	Mumbai Metro Line 9(7A)	13.72
25.	Navi Mumbai Metro Line 1	11.10
26.	Kochi Metro Rail Project Phase 1A	2.00
27.	Kochi Metro Rail Project Phase 2	11.20
28.	Chennai Metro Rail Project Phase II	118.90
29.	Kolkata Metro East-West Corridor	85.16
30.	Other Metro Rail Projects in Kolkata	
TOTAL		871.34

Source: PIB 2023

Table 15: Metro Rail Network Under Appraisal/Approval

Sr No	Name of Project	Stretch (Kms)
1.	Remaining three corridors of Delhi Metro Phase-IV Projects	43.68
2.	Nashik MetroNeo	33.00
3.	Nagpur Metro Phase II	43.80
4.	Pune Metro Phase 1A	4.41
5.	Thane Integral Ring Metro	29.00
6.	Pune Metro Rail Project extension Line from Swargate to Katraj	5.46
7.	Gorakhpur MetroLite Project	15.14
8.	Extension of Noida-Greater Noida Metro Rail	14.96
9.	Kochi Metro Phase 1A	2.00
10.	Kochi Metro Phase II	11.20
11.	Jammu MetroLite	23.00
12.	Srinagar MetroLite	25.00
13.	MetroNeo project in Dehradun	22.42
14.	Metro Rail from HUDA City Centre to Cyber City and Spur to Dwarka Expressway	28.50
15.	Chennai Metro Phase II	118.90
16.	Bengaluru Metro	44.00
TOTAL		464.92

Source: PIB, CareEdge Research

With the approval of these new projects, India now has 1,018 km of Metro lines under construction in various cities across the nation, namely, Delhi, Bangalore, Kolkata, Chennai, Kochi, Mumbai, Nagpur, Ahmedabad, Gandhinagar, Pune, Kanpur, Agra, Bhopal, Indore, Patna, Surat and Meerut. The Ministry also highlighted the significant strides made in indigenization, with the majority of civil structures being constructed domestically. India has developed four state-of-the-art manufacturing facilities of metro coaches that have produced over 1,000 Metro coaches in the last five years, supporting various Metro rail systems across the country. Along with it the government is also proposing Metro Lite and Metro Neo lines which are suitable for smaller cities with lower peak traffic.

Also, the first Rapid Rail Transit System (RRTS) corridor of 82 km between Delhi and Meerut has been sanctioned at a cost of Rs. 30,274 crore. Of this, 34 km of this corridor is operational, with the ‘NaMo Bharat’ train running on this network.

India’s Expanding Global Metro Footprint: India’s metro development expertise is gaining international recognition, with growing interest in replicating its successful models. The Delhi Metro Rail Corporation (DMRC) is currently managing metro projects in Bangladesh and has offered consultancy services in Jakarta. Additionally, countries like Israel, Saudi Arabia, Kenya, and El Salvador are in discussions with DMRC to explore potential collaborations, aiming to emulate India’s metro success.

Railway and Metro Expansion: Driving Demand for Specialized Wire Harness and Cables

Indian Railways traditionally relied on colour light signals and train detection through track circuits and axle counters. While effective for basic operations, this system didn’t fully optimize section capacity. Over the past decade, there has been a shift toward modern signalling technologies, including Electronic Interlocking Systems, Automatic Block Signalling, and integrated level crossing signalling; enhancing both efficiency and safety.

Rail transport is among the most efficient modes of mobility, requiring robust electrical systems. Electrical connectors and wiring harnesses are essential for linking various train components such as lighting, power, and communication systems.

India's increasing focus on rail infrastructure, highlighted by the record Rs 2,520 billion allocation in the Union Budget 2024-25, reflects a strong commitment to modernization. This ongoing investment in rolling stock and infrastructure is expected to drive demand for interconnect products, positioning the electrical connector and wiring harness market for robust growth in the coming years.

The ongoing modernization and expansion of Indian Railways—supported by substantial capital allocation, reform-driven policy momentum, and integration with global trade corridors—presents a long-term growth opportunity for the strategic electronics industry. Manufacturers of specialty cables, wiring harnesses, distribution panels, and signal systems are set to benefit from:

- Rising production volumes
- Recurring and large-scale orders
- Long-term contracts with EPC firms and railway agencies
- Stable revenues and improved market presence in critical infrastructure projects

As a result, this sector not only becomes increasingly relevant but also strategically vital to India's infrastructure transformation.

3. Aerospace

India ranks as the world's third-largest aviation market and continues to be one of the fastest-growing globally. Despite this status, air travel penetration in India remains relatively low compared to other mature aviation markets, indicating significant potential for future expansion.

In 2025, the Protection of Interest in Aircraft Objects Bill, 2025 was passed, aligning India's aviation leasing laws with global standards to reduce leasing costs. By addressing gaps in legal enforcement, the Bill is strategically designed to reduce aircraft leasing costs for Indian carriers, which were previously 8-10% higher than in other nations. This is expected to boost investor confidence in India's burgeoning aviation market significantly. The intended impact of the Bill includes reduced risk premiums, lower interest rates, and lease costs for passengers and shippers. This bill will benefit airlines operator by lowering their aircraft leasing costs. With reduced lease expenses and interest rates, these carriers can improve profitability, offer more competitive fares, and expand their fleet more cost-effectively.

Entering its 9th year, the UDAN scheme has successfully operationalized 619 routes and 88 airports, including two water aerodromes and 13 heliports, with plans to expand to 120 additional destinations in next 10 years. Consequently, as per CMIE, in FY25 India witnessed a record-high passenger traffic exceeding 410 million, with projections suggesting this could surpass 600 million by 2031. To cater to the rising demand, Indian airlines such as Air India, IndiGo, and Akasa Air have placed massive aircraft orders. Details are as follows:

Airline Company	Manufacturer	Number of Aircrafts ordered
Air India	Airbus and Boeing	570
IndiGo	Airbus	530
Akasa Air	Boeing	226

Overall, Indian carriers now have over 1,300 aircrafts on order, with deliveries stretching through the mid-2030s.

Globally, significant deals are also being inked, such as Qatar Airways' massive USD 96 billion order for up to 210 Boeing widebody jets in May 2025, marking the largest widebody deal ever.

4. Defence Sector Expansion

Key Characteristics:

1. **Mission-Critical Applications:** Used in radar systems, electronic warfare (EW), missile guidance, avionics, communication systems, satellite control, border surveillance, and naval systems.

2. **High Precision and Reliability:** Requires rigorous standards (e.g., MIL-STD), long life cycles, and resistance to extreme environmental conditions.
3. **Security and Confidentiality:** Involves sensitive technologies that are often subject to export restrictions and require indigenization.
4. **Indigenous Development Push:** Strategic electronics is a priority area for India's "Atmanirbhar Bharat" mission, aiming to reduce dependence on imports in defence tech.
5. **High Entry Barriers:** Characterized by long onboarding timelines, strict qualification procedures, and critical regulatory and defence approvals; making market entry difficult for new players.

As the Defence sector scales up domestic manufacturing under initiatives like 'Make in India' and focuses on self-reliance (Atmanirbhar Bharat), suppliers of critical components like special wires, cables, and distribution systems are positioned for sustained growth. Their products form the backbone of high-performance, rugged, and secure military platforms.

In the Union Budget for fiscal 2026, the Ministry of Defence received a total allocation of Rs 6,810 Billion, or 13.45% of the total budget.

Table 16: Budget allocation for Capital Expenditure (Rs crore)

Major Head	FY24 BE	FY24 RE	FY25 BE
Capital Acquisition	1,32,301.27	1,29,528.26	1,40,691.24
Land & Works of 3 Services (including Married Accommodation Projects)	16,113.73	13,436.59	16,581.76
DRDO, DGOF and Other Defence Departments	14,185.00	14,263.35	14,727.00
Total Capital	1,62,600.00	1,57,228.00	1,72,000.00

Source: 3rd Report, Standing Committee on Defence, Ministry of Defence

Table 17: Details of Budget Estimate and procurement made from Domestic and Foreign procurement from Capital Acquisition (Modernisation) Budget (In Rs Crores)

Year	Total Capital Procurement (Budget Estimates)	Domestic Capital Procurement	Foreign Capital Procurement	Total Procurement
FY20	80,959.08	52,920.70	38,156.83	91,077.53
FY21	90,047.80	76,073.98	42,786.54	1,18,860.52
FY22	1,13,717.58	74,130.25	39,651.02	1,13,781.27
FY23	1,24,408.66	79,060.43	38,123.84	65,859.98
FY24	1,32,301.27	93,376.78	35,746.70	1,29,123.48
6M-FY25	1,40,691.24	39,517.93	4,906.46	44,424.39

Source: 3rd Report, Standing Committee on Defence, Ministry of Defence

The Indian Government's push for self-reliance in the defence sector in the short term, with a long-term vision of becoming a major exporter, is fuelling investment across all segments of the Indian Special Forces. This strategic shift prioritizes domestic suppliers and Make in India initiatives, creating significant opportunities for Indian-based companies with the required capabilities and regulatory clearances. Firms engaged in defence-related machinery, equipment, and ancillary products or services are well-positioned to benefit from the growing demand and policy support in the years ahead.

Table 18: Capital Acquisition across different Defence services (In Rs Crores)

Service	FY24 BE	FY25BE
Army	30,163.00	27,421.33
Navy	47,515.00	57,950.00
Air Force	598.90	750.00
Jt. Staff	54,024.37	54,569.91
Total	1,32,301.27	1,40,691.24

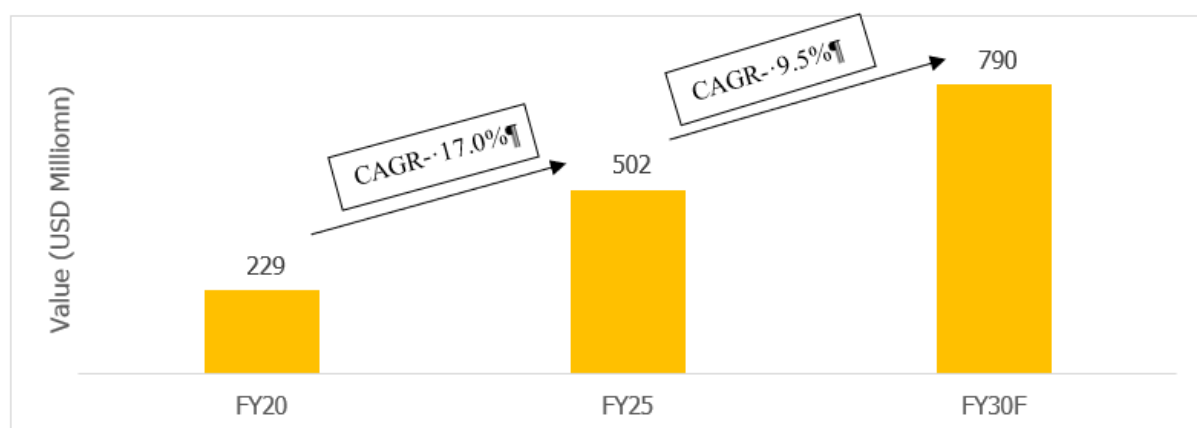
Source: 3rd Report, Standing Committee on Defence, Ministry of Defence

The Defence manufacturing industry of special wires and cables, as well as electrical and electronic distribution systems, stands to benefit significantly from the rising defence requirements in India. Army tanks, for instance, require rugged and shielded cabling systems to support critical functions such as power distribution, communication, surveillance, and targeting. Similarly, both surface and air-to-air missiles demand compact, heat-

resistant, and highly reliable wiring for ignition, control systems, and telemetry. These components must operate in extreme environments, increasing the need for precision and durability. Additionally, the growing emphasis on secure and resilient defence communication systems will drive demand for high-bandwidth, interference-free, and encrypted cabling solutions.

Even the Naval vessels and submarines require highly specialized and durable electrical systems that can function reliably in harsh and demanding marine environments. This includes power distribution networks, communication systems, control wiring, navigation systems, and safety-critical electronic circuits. The indigenization push and increasing defence budget allocations for naval expansion further support this trend, opening up opportunities for domestic manufacturers to supply high-specification cabling and distribution systems for both surface and underwater vessels.

Chart 55: Market size of Specialized Wires, Cables and Harness for Aerospace and Defence industry



Source: Imarc Research

Note: This includes Commercial and Defence aviation

The market for specialized cables for Aerospace and defence industry is estimated to increase by around 9-10% CAGR during the FY25-30 period.

Companies equipped with the necessary approvals, defence certifications, and advanced manufacturing capabilities are strategically positioned to benefit from the rising demand in the defence sector. Their adherence to stringent quality standards and readiness to deliver technologically advanced solutions enable them to supply mission-critical components such as specialized wires, cables, and electronic distribution systems. These firms can effectively meet the evolving requirements of modern defence platforms, ranging from tanks and missile systems to secure communication infrastructure. This positions them for long-term growth as India strengthens its defence preparedness and prioritizes domestic sourcing under key government initiatives.

For example, a new BrahMos missile manufacturing unit has been inaugurated in Lucknow with an investment of ₹300 crore by BrahMos Aerospace. Additionally, the Uttar Pradesh government has allocated 117.35 hectares of land to 12 companies within the Defence Corridor. Among them, AeroLoy Technologies has received 20 hectares and has already completed the first phase of its Rs 320 crore investment. The company's components are being used in prominent Indian defence and space programs, including Chandrayaan and fighter aircraft. These projects are projected to create over 3,000 jobs and transform Lucknow into a significant manufacturing hub for ammunition, missile systems, defence packaging, drones, and small arms. Furthermore, the Titanium and Super Alloys Materials Plant, Strategic Materials Technology Complex, will produce high-grade materials for aerospace and defence applications, supporting missions like Chandrayaan and fighter jet development. The site will also host the Defence Testing Infrastructure System (DTIS), which will play a critical role in testing and certifying defence products.

Also, a contract was signed between the ministry of defence and ammunitions and missile systems manufacturer Bharat Dynamics Limited (BDL) for the supply of Medium-Range Surface-to-Air Missiles (MRSAM) for the Indian Navy. MRSAM system is a standard fit onboard multiple Indian Naval Ships and is planned to be fitted on the majority of the future platforms planned for acquisition.

Such initiatives are central to the 'Make in India' and 'Aatmanirbhar Bharat' campaigns, aimed at reducing import dependency, encouraging domestic production, generating employment, and boosting participation from private

players, MSMEs, and startups. These developments are expected to significantly benefit the strategic electronics industry by creating strong demand for high-performance, defence-grade electronic components and systems.

Fighter Jets

India needs to manufacture 35 to 40 fighter jets annually to phase out its aging fleet and maintain optimal combat readiness. Hindustan Aeronautics Limited (HAL) has committed to producing 24 Tejas Mk1A aircraft per year starting next year. According to the Indian Air Chief, additional output from Sukhoi production lines, coupled with potential private sector participation, could help bridge the shortfall in supply.

Meanwhile, India has initiated the process of developing its fifth-generation stealth fighter under the Advanced Medium Combat Aircraft (AMCA) project, a medium-weight, deep-penetration aircraft featuring advanced stealth technologies. The Aeronautical Development Agency (ADA), under the Ministry of Defence, has issued an Expression of Interest (EOI) for prototype development. The AMCA, along with the Tejas light combat aircraft, is expected to form the backbone of the Indian Air Force in the coming decades.

Implication for special wire and cable companies:

This surge in indigenous fighter aircraft development and production is expected to significantly benefit the strategic electronics industry, which supplies mission-critical components such as wiring harnesses, avionics connectors, radar systems, power management units, and electronic warfare subsystems, opening up long-term opportunities for domestic manufacturers.

This surge in aircraft procurement and airport infrastructure expansion will directly benefit companies manufacturing special wires and cables, electrical connectors, and electronic distribution systems. Aircraft and airport facilities require advanced, lightweight, and high-performance wiring for avionics, power supply, lighting, and communication systems. Additionally, increased investment in terminal upgrades, hangars, and maintenance facilities further boosts demand for such electrical infrastructure components, ensuring steady growth for manufacturers in this segment.

As per Defence Ministry, India's defence exports reached a record high of Rs. 23,622 crore in FY25, with the private sector contributing approximately 65% of the total. The country has set an ambitious target of Rs. 50,000 crore in defence exports by 2029. To support this goal, the government has introduced several policy reforms over recent years, including the simplification of industrial licensing procedures, removal of parts and components from the licensing regime, and extension of license validity. Additionally, the Standard Operating Procedure (SOP) for export authorisation has been streamlined with new provisions added in the last fiscal year to further encourage exports. These initiatives present a significant opportunity for private sector players to leverage their capabilities and expand their footprint in global defence markets.

5. Shipbuilding

The demand for shipbuilding will remain steady since the yard's capacity is likewise fully booked for the next two to three years. With the government's emphasis on indigenization, shipbuilding in India is expected to continue at its historic peak, driven primarily by orders from the defence sector.

Unlike other manufacturing industries, shipbuilding industry usually follows a 'make to stock inventory model' i.e. it follows an order driven industry in which each vessel is custom built on receiving a shipbuilding order. Hence, a healthy order book is essential for growth of this industry. There have been improvements in order books of Cochin Shipyard and Garden Reach Shipbuilders.

The growth in world trade and commerce drives the order book for commercial ships that spurs the demand for new ships. The pickup in the trading activities across the world are expected to improve the order book further. Additionally, the emerging environment - friendly international regulations are also demand factors for replacement of old ships.

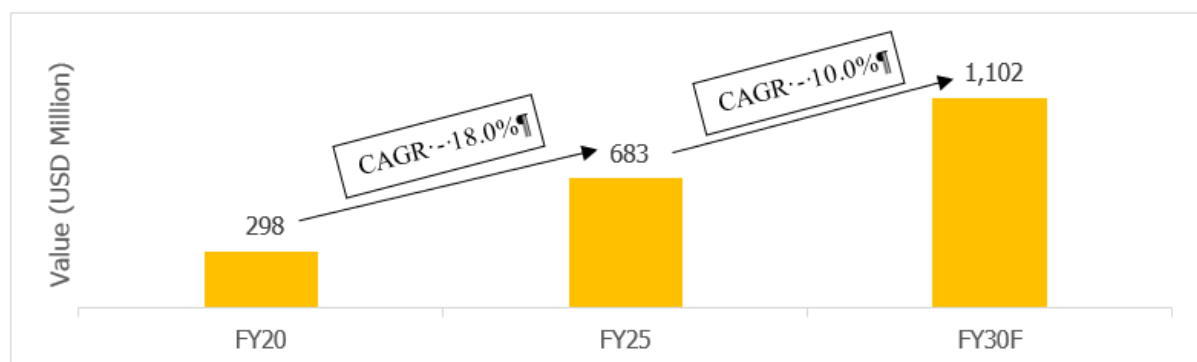
Budgetary Support

As a part of Atmanirbhar Bharat, government has been constantly supporting shipping industry. Budgetary allocation for the assistance to Ship Building, Research and Development has been provided every year. During the Union Budget 2025-26, Rs 365 Cr has been allocated to ship building industry an increase of 265% from previous year's budget.

The Government's Atmanirbhar policy will help in improving infrastructure, providing better access to financing needs and ease of doing business in the country. To promote the demand of the ships built in India, priority in chartering of vessels is now given to vessels built in India, flagged in India and owned by Indians under the amendments in the guidelines of ROFR (Right of First Refusal). The right of first refusal to import-export coal, fertilisers, crude & gas will be given to Indian made ships instead of companies registered in India. This will encourage shipbuilding in the country.

Rising shipbuilding activity, especially under defence orders and Atmanirbhar Bharat, boosts demand for specialized wires and cables used in ship systems. Custom-built ships need high-quality, made-to-spec cabling, and with increased budgetary support and order books, cable manufacturers will see higher orders and growth.

Chart 56: Market size of Specialized Wires, Cables and Harness for Shipbuilding industry



Source: Imarc Research

Note: This includes Commercial and Defence shipbuilding

The market for specialized cables for shipbuilding industry is estimated to increase by around 10% CAGR during the FY25-30 period.

6. India's Space Push: Creating Opportunities

As India aims to strengthen its position in the global space economy, there is a growing demand for reliable, high-quality components used in satellites, launch vehicles, ground systems, and other space infrastructure. Private participation allows companies with technical capabilities and defence-grade certifications to collaborate with ISRO and new-age space startups, supplying mission-critical components that meet stringent safety and performance standards. This not only diversifies revenue streams for such companies but also positions them as integral players in India's rapidly expanding aerospace and defence ecosystem.

The Union Budget 2025–26 allocated Rs 13,416 crore to the Department of Space, underscoring the government's commitment to advancing ambitious space exploration, satellite development, and infrastructure expansion. This allocation reflects a strong push toward greater private sector involvement, enhancement of geospatial capabilities, and deeper integration of AI and emerging technologies in space initiatives. The government's emphasis on fostering innovation through dedicated support for startups, including the creation of a Rs 1,000 crore venture capital fund for the space sector, is a pivotal move toward building a competitive and self-reliant space ecosystem. Initiatives under the "Atmanirbhar Bharat" mission such as extending the PLI scheme to critical space-grade components and offering GST exemptions further reinforce the push for indigenous manufacturing.

Also, ISRO's commercial arm, NSIL, has begun awarding contracts to private players for manufacturing satellites, payloads, and even full PSLV rockets. Policy reforms like permitting 100% FDI in satellite components, simplifying licensing through IN-SPACe, and encouraging public-private partnerships are rapidly transforming India's space program from a government-dominated domain into a dynamic, innovation-driven ecosystem.

For companies involved in manufacturing strategic electronic components such as specialized wires, harnesses, and connectors, these developments offer substantial opportunities. As satellite systems, launch vehicles, and communication infrastructure grow more complex and indigenized, the demand for high-reliability, space-grade electronic components will rise sharply. Participation in this ecosystem will position such companies as critical enablers in India's evolving space ambitions.

ISRO's Gaganyaan project:

The Gaganyaan project aims to demonstrate India's human spaceflight capability by sending a crew of three astronauts into a 400 km orbit for a three-day mission, followed by a safe return to Earth with splashdown in Indian sea waters.

The mission adopts a strategic approach, leveraging in-house expertise, the capabilities of Indian industry, the intellectual contributions of academic and research institutions, and advanced technologies sourced from international collaborations. Key prerequisites for the mission include the development of critical technologies such as a human-rated launch vehicle to ensure crew safety, and a Life Support System that provides an Earth-like environment in space.

A series of precursor missions are being conducted to establish Technology Readiness Levels (TRLs) ahead of the actual human spaceflight. These include the Integrated Air Drop Test (IADT), Pad Abort Test (PAT), and multiple Test Vehicle (TV) flights. Prior to the manned mission, unmanned missions will validate the safety and reliability of all systems.

ISRO's LVM3 rocket, its proven heavy-lift launcher, has been designated as the launch vehicle for the mission. The LVM3 consists of a solid stage, a liquid stage, and a cryogenic upper stage. The Orbital Module (OM), which orbits the Earth, comprises the Crew Module (CM) and the Service Module (SM). The OM is equipped with cutting-edge avionics systems, designed with multiple redundancies to ensure the safety of the astronauts.

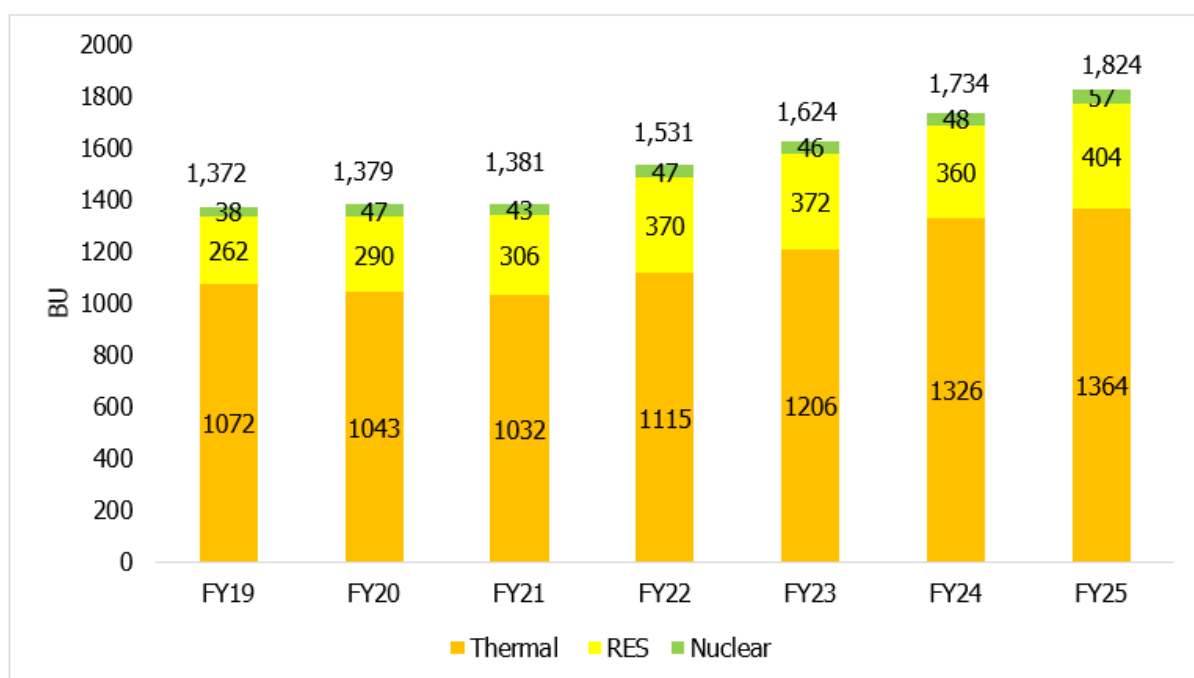
This ambitious mission will significantly benefit the strategic electronics industry, particularly in the areas of space-grade wiring harnesses, high-reliability connectors, advanced avionics, onboard control systems, telemetry, power management modules, and safety-critical electronic subsystems. The development and integration of these technologies will not only strengthen domestic manufacturing capabilities but also open up new avenues in aerospace and defence electronics on a global scale.

7. Renewable Energy Sector

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

Electricity generation in India increased from 1,372 BU in FY19 to 1,824 BU in FY24, implying a compounded annual growth rate (CAGR) of 4.9%. Electricity generation increased by about 5.2% y-o-y to 1824 BU during April 2024 to March 2025. Thermal power forms the largest source of power in the country with about 75% of the electricity consumed being generated from thermal power plants. There are different types of thermal power plants, out of which coal based thermal power plants account for highest amount of electricity followed by gas and diesel. Renewable Energy Sources (RES) including solar, wind and hydro are quickly increasing their share, and their contribution has increased from 19.1% in FY19 to 22% in FY25.

Chart 57: Power Generation Over the Years

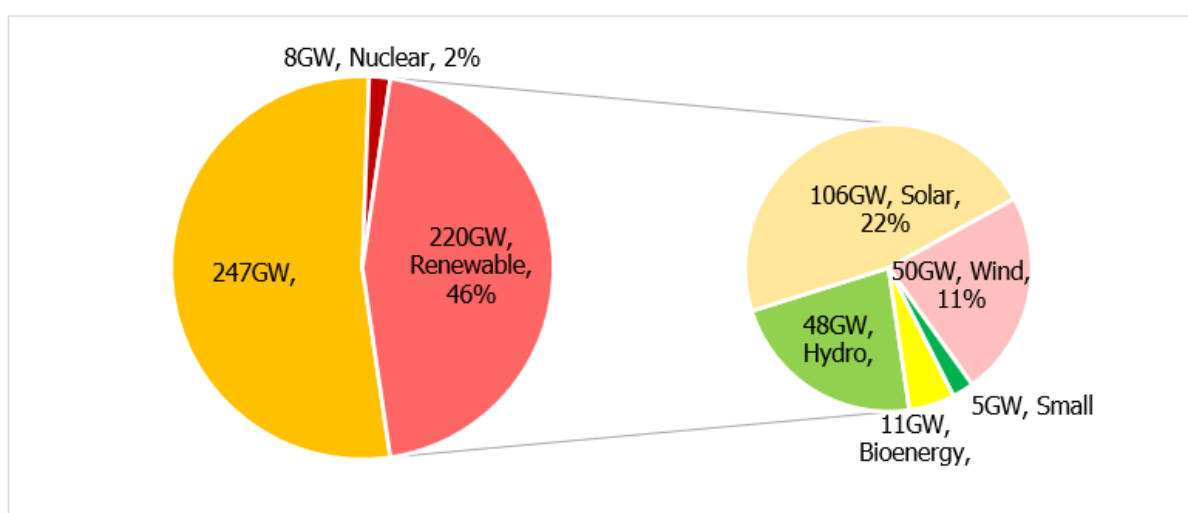


Source: CEA; RES refers to power generated from Hydro, Wind, Solar, Small hydro and Bioenergy projects

As per IEA, the current share of India in global primary energy consumption is 6.1% and is likely to increase to about 9.8% under stated policies scenario by 2050. India has been ranked third largest primary energy consumer in the world. The installed power generation capacity in India has increased from 370 GW in FY20 to 475 GW in FY25 at a CAGR of 5%.

Further, conventional sources currently account for 54% of installed capacity in India as on March 2025. The Government of India has ambitious projects and targets for renewable energy and power generated from RES including hydro, which currently accounts for 46%. However, only 21% of energy is generated from it. With a consistent focus on the renewable sector, the percentage share of installed capacity is expected to shift towards renewable energy.

Chart 58: Mode-wise total installed capacity (FY25)



Source: CEA

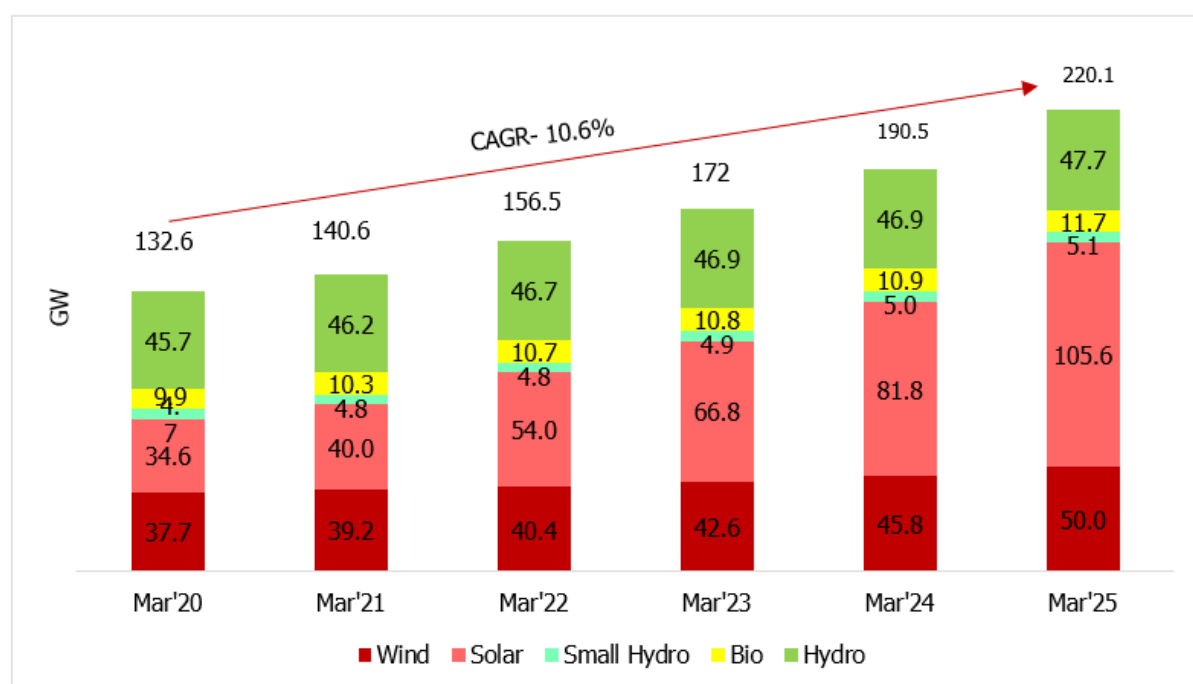
India has committed to decrease the emissions intensity of its Gross Domestic Product (GDP) by 45% by 2030, compared to 2005 levels. Additionally, India aims to attain a non-fossil fuel-based installed power generation capacity of approximately 50% (500 GW) by 2030. These targets were proposed at the 26th session of the

Conference of the Parties (COP26) to the United Nations Framework Convention on Climate Change (UNFCCC), which took place in Glasgow, the United Kingdom, in November 2021. The ultimate objective is to achieve a net-zero emissions target by 2070. This further reiterates India's commitment and focus on renewable energy additions in the future.

Moreover, the Government of India has highlighted priority areas for Renewable Energy (RE) generation, including RE component manufacturing (solar modules, hydrogen electrolyzers, battery storage, among others), green energy corridor, green hydrogen production, utility-scale battery storage, pumped storage hydro, and rooftop solar power. Furthermore, with the announcement of 500 GW RE capacity installation by 2030 and Net-Zero emissions by 2070, India has set itself on one of the most accelerated energy transition trajectories in the world.

The renewable energy sector shows potential for substantial and rapid growth in India and has the potential to meet India's growing energy demand. Traditionally, thermal power has been the preferred source of power. However, a strong government focus on renewable energy, lower tariffs (due to lower capital costs, domestic manufacturing and improved efficiency) and focus on sustainable energy generation has led to the expansion of renewable energy capacity. Renewable installed capacity has grown from 87 GW in FY20 to 143.6 GW in FY24 growing at a CAGR of 13.4% and 16% y-o-y as of December 2024.

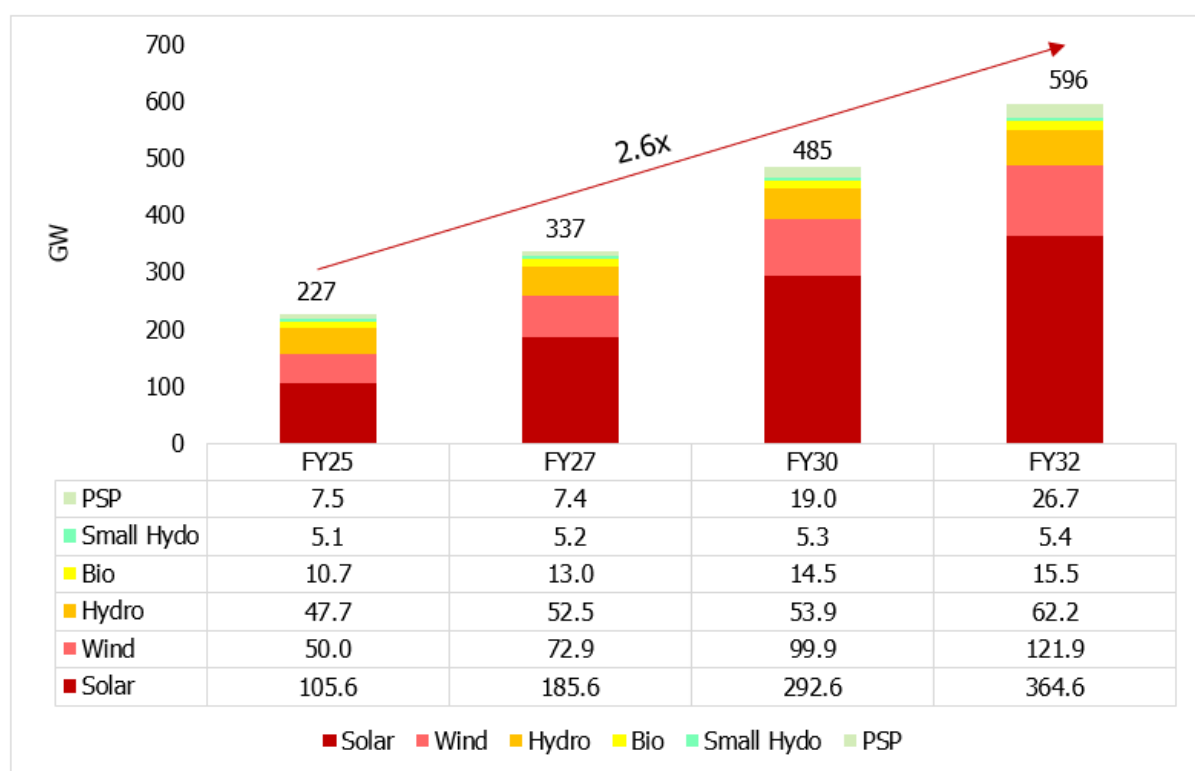
Chart 59: Installed Capacity - Renewable Breakup



Source: CEA

Note: Small Hydro denotes projects up to 25 MW, Hydro Power Plants denotes projects more than 25 MW

Chart 60: India's RE capacity target to grow by 2.6x by 2032



Source: CEA, NEP Volume I, CareEdge Research

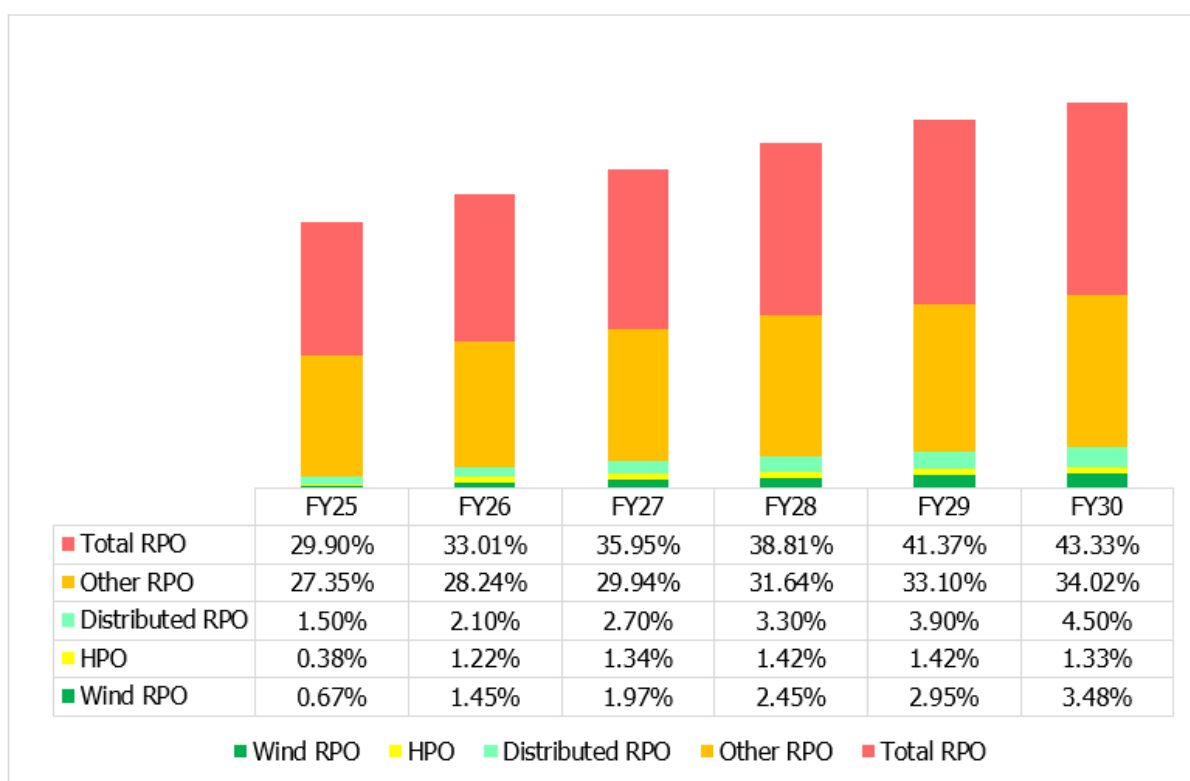
Note: Small Hydro denotes projects up to 25 MW, Hydro Power Plants denotes projects more than 25 MW

India has reached a significant milestone in its renewable energy journey, with the country's total renewable energy capacity crossing the 200 GW (gigawatt). This remarkable growth aligns with the country's ambitious renewable energy target of achieving 500 GW from non-fossil sources by 2030. This achievement underscores India's growing commitment to clean energy and its progress in building a greener future. India's total renewable energy installed capacity is expected to be around 596 GW by end of FY32. MNRE increased its budget allocation for FY26 and is at Rs 265 billion which represents a 50% y-o-y increase, while for FY25 the revised estimate is at Rs 179 billion. The Ministry of Power along with MNRE has specified the latest RPO trajectory beyond FY22 on October, 2023. As per the targets set, an RPO of 43.33% is proposed to be achieved by FY30.

Under Section 86(1) (e) of the Electricity Act 2003 and the National Tariff Policy 2006, Renewable Purchase Obligation (RPO) is a mechanism wherein the obligated entities are obliged to purchase a certain percentage of electricity from renewable energy sources, as a percentage of the total consumption of electricity or buy, in lieu of that, renewable energy certificates (REC) from the market.

RPOs were earlier categorised as solar and non-solar RPOs. However, as per the latest targets, RPOs are categorized as Wind RPO, Hydro RPO, Distributed RPO, and Others. Obligated entities which include distribution companies (or DISCOMs), open access consumers and captive power producers are obligated to purchase a minimum share of their electricity from renewable energy sources as per RPO targets.

Chart 61: RPO Trajectory from FY25 to FY30



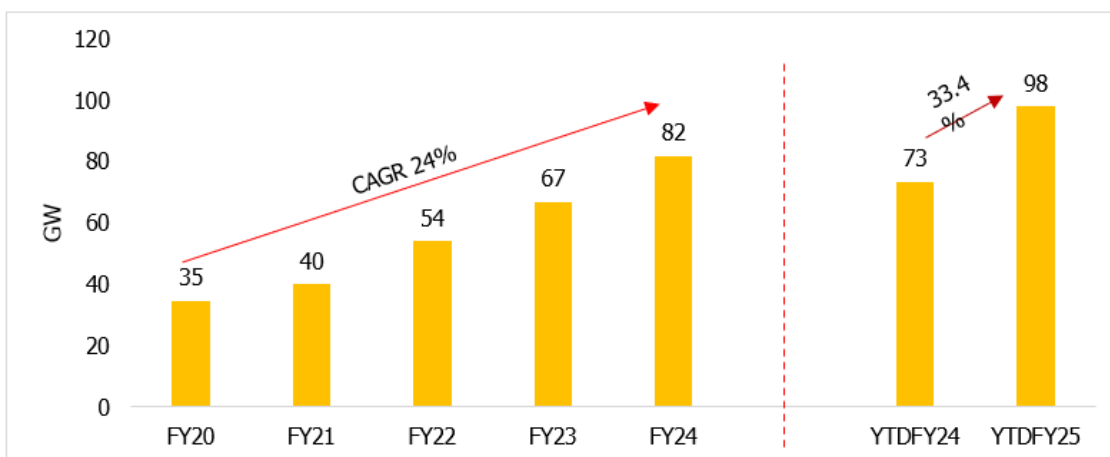
Source: Renewable Purchase Obligation and Energy Storage Obligation Trajectory Report dated 20th October, 2023, Ministry of Power

1. Solar Energy

Solar energy accounted for 51.35% of the renewable energy basket (excluding Hydro Power) as of March 2024. Over the previous years, the solar power industry has experienced strong growth. During FY20 to FY24, the segment added around 47.2 GW of capacity, registering a CAGR of 24%, albeit on a low base. A total of about 16 GW of solar capacity was added in Q3FY25 from FY24. Solar capacity addition contributed to about 66% of the total renewable capacity added in the period. The surge was due to the rush to complete projects before the reinstatement of Approved List of Models and Manufacturers (ALMM) from April 1st, 2024, delayed projects getting commissioned and falling module prices.

The increase in installed capacity is also the result of favourable market conditions and strategic policy interventions and technological innovations.

Chart 62: Trend in Solar Installations

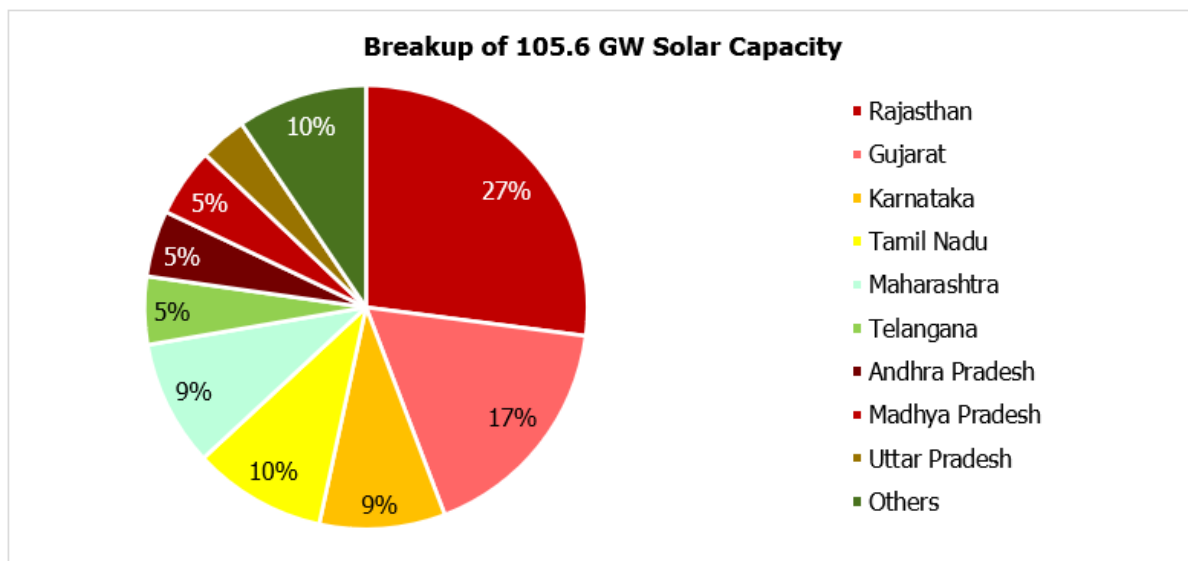


Source: CareEdge Research, CEA

Note: YTD refers April to December

Out of the total installed capacity of 97.8 GW, Rajasthan has the highest installed capacity of 26 GW constituting a 27% share followed by Gujarat at 17 GW and Karnataka at 9 GW. Other states which hold a major share in the installed capacity of solar power are Tamil Nadu, Maharashtra, Telangana, Andhra Pradesh, Madhya Pradesh, and Uttar Pradesh. While the other states together hold only a 10% share in installed capacity which is around 9 GW.

Chart 63: State-wise installed capacity of solar as on FY25 (105.6 GW)



Source: MNRE, CareEdge Research

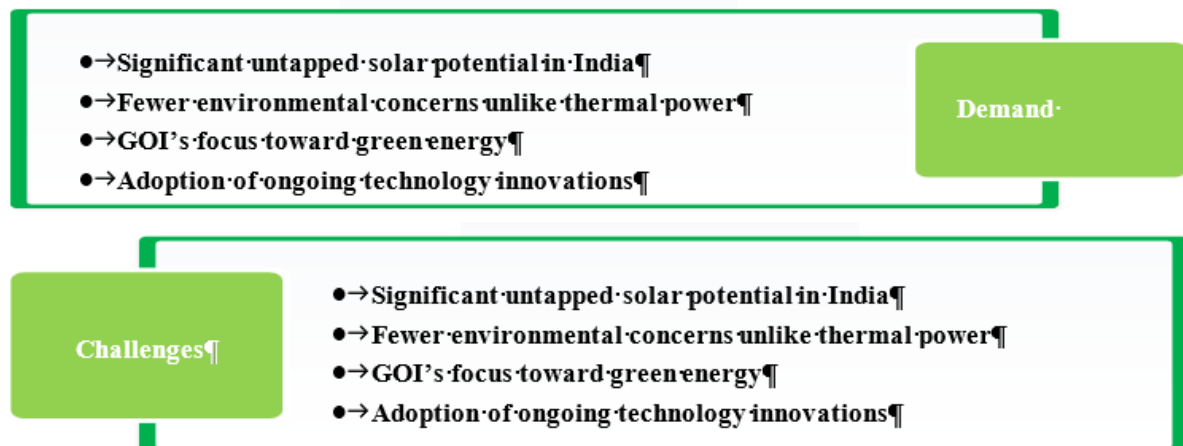
Cables are necessary elements for transmitting power. Such (specialized) cables are designed to connect solar panels to the electrical grid, enabling the widespread adoption of solar power. They are manufactured to withstand extreme weather conditions, resist UV rays, and handle high electrical loads, making them an essential component in the development of solar power systems. Also, these cables are designed to provide higher flexibility, durability, and reliability.

Further, the cables used in solar power stations are mostly laid outdoors. The environment where they are used is very harsh. The material of the cable is selected based on the degree of ultraviolet rays, ozone, severe temperature changes, and chemical corrosion such as acid and alkali in the environment. If ordinary cables are used, working in harsh environments for a long time will cause damage to the cable sheath and even decomposition of the cable insulation layer, resulting in cable short circuits and fire accidents. Therefore, it is imperative to use photovoltaic cables in solar power stations.

Photovoltaic cables and ordinary cables undergo different radiation steps. Radiation significantly improves the thermal properties, mechanical properties, and chemical properties of the cable insulation material. They can withstand more ultraviolet rays, radiation, severe temperature differences, and chemical corrosion.

Further, India's solar energy sector has emerged as a key participant in grid-connected power generation capacity over the past decade. It contributes significantly to the government's objective of sustainable growth while emerging as a key anchor in meeting the nation's energy demands and ensuring energy security.

Moreover, the global solar industry is rapidly growing and so is the demand for specialty cables. India has a large amount of solar energy potential. Approximately 5,000 trillion kWh of energy is incident over India's geographical area each year. Throughout the years, India's solar energy sector has emerged as a key participant in grid-connected power generation capacity.

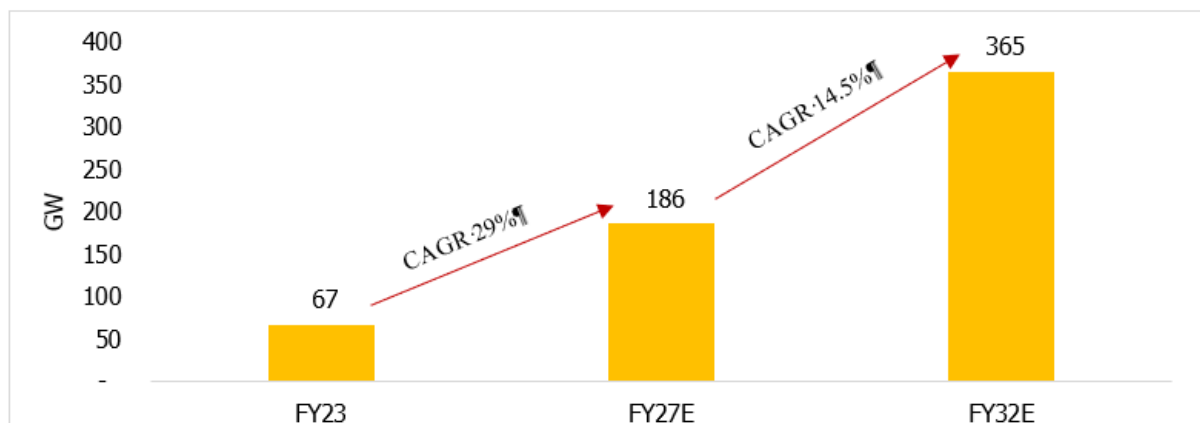


India has made a commitment to decrease the emissions intensity of its Gross Domestic Product (GDP) by 45% by 2030, compared to 2005. Additionally, India aims to attain a non-fossil fuel-based installed power generation capacity of approximately 50% (500 GW) by 2030. Under this, in April 2023, the Government of India announced that it will invite bids for 50 GW of renewable energy capacity annually for the next 5 years (up to FY28) in order to achieve COP26 targets of 500 GW of electricity capacity from non-fossil fuels by 2030.

Further, the domestic production of solar modules is expected to increase, driven by government initiatives such as the PLI scheme, which will lower the dependence on imports for critical components, thereby addressing supply chain challenges and lowering the capital cost of solar power projects.

As per the National Electricity Plan Vol-1 (March 2023), 186 GW of installed solar power capacity is expected to be achieved by FY27 and 365 GW by FY32.

Chart 64: Solar Power- Trend in Future Installed Capacity Additions



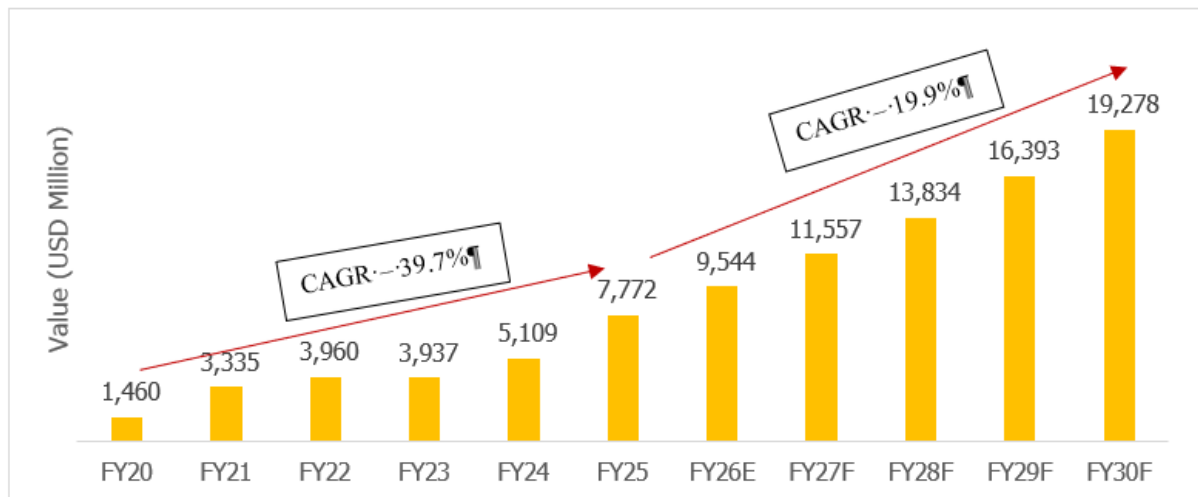
Source: National Electricity Plan Vol-1 (March 2023), CareEdge Research

Accordingly, the government's thrust on the sector, ambitious renewable energy targets, consistently growing power demand, and the security of government-backed 25-year power purchase agreements (PPAs) are the key factors attracting the interest of global investors to the renewable energy sector in India.

With the rapid development of high-performance, low-cost PV technology, India may be able to continue to lead the global solar revolution in the future.

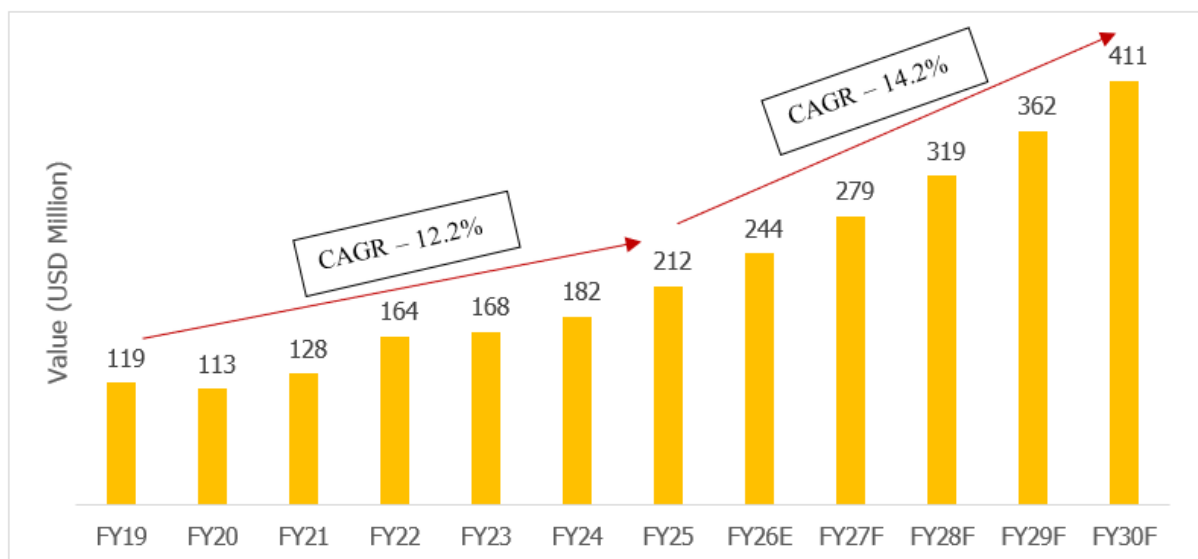
Domestic Rooftop Solar Market

Chart 65: Domestic Rooftop Solar Market Trend



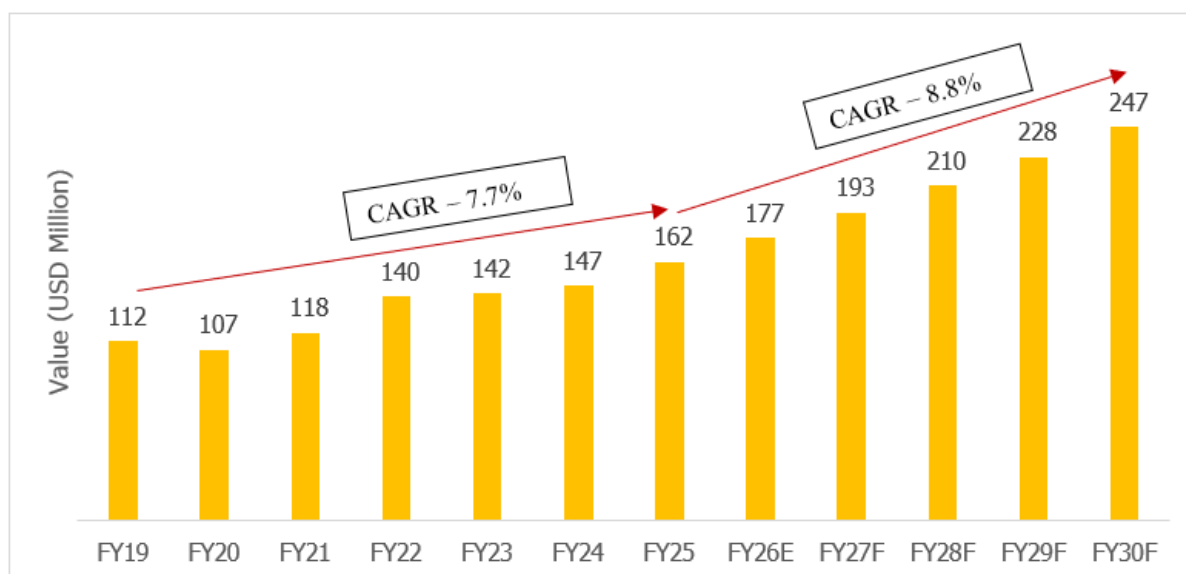
Source: CareEdge Research

Chart 66: Domestic Solar Cables Market Trend



Source: CareEdge Research

Chart 67: Domestic Solar Junction Box Market



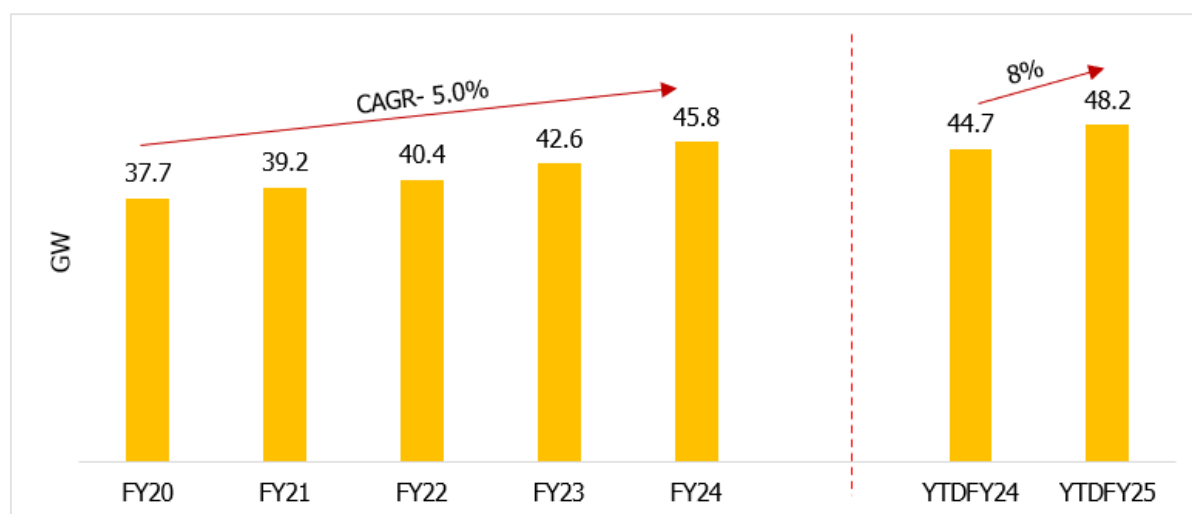
Source: CareEdge Research

The domestic rooftop solar market, along with the solar cables and solar junction box segments, is expected to witness strong growth in the coming years. This is driven by supportive government policies, such as subsidies under the PM Surya Ghar Yojana, increased affordability due to declining costs of solar components, and rising awareness of clean energy benefits. Additionally, the push for mandatory rooftop installations in new residential and commercial buildings and the growing emphasis on energy self-reliance are further accelerating demand. As a result, the need for essential components like solar cables and junction boxes is also set to rise significantly.

2. Wind Power

With a total installed capacity of 45.9 GW (as of March 2024) India currently ranks fourth in the world in terms of installed capacity of wind power. The wind power industry's growth has resulted in a robust ecosystem, project operating capabilities, and a domestic manufacturing base of around 10,000 megawatts per year as per MNRE.

Chart 68: Wind Installed Capacity



Source: CEA

Note: YTD refers April to December

Wind is an intermittent and site-specific resource of energy, and therefore, an extensive wind resource assessment is essential for the selection of potential sites. The government, through the National Institute of Wind Energy (NIWE), has installed over 800 wind-monitoring stations all over the country and issued wind potential maps at 50m, 80m, 100m, and 120m above the ground level. The recent assessment indicates a gross wind power potential

of 302 GW in the country at 100 meters and 696 GW at 120 meters above ground level. Most of this potential exists in seven windy states.

India has a coastline of about 7,600 km surrounded by seawater on three sides and has tremendous power generation potential from offshore wind energy.

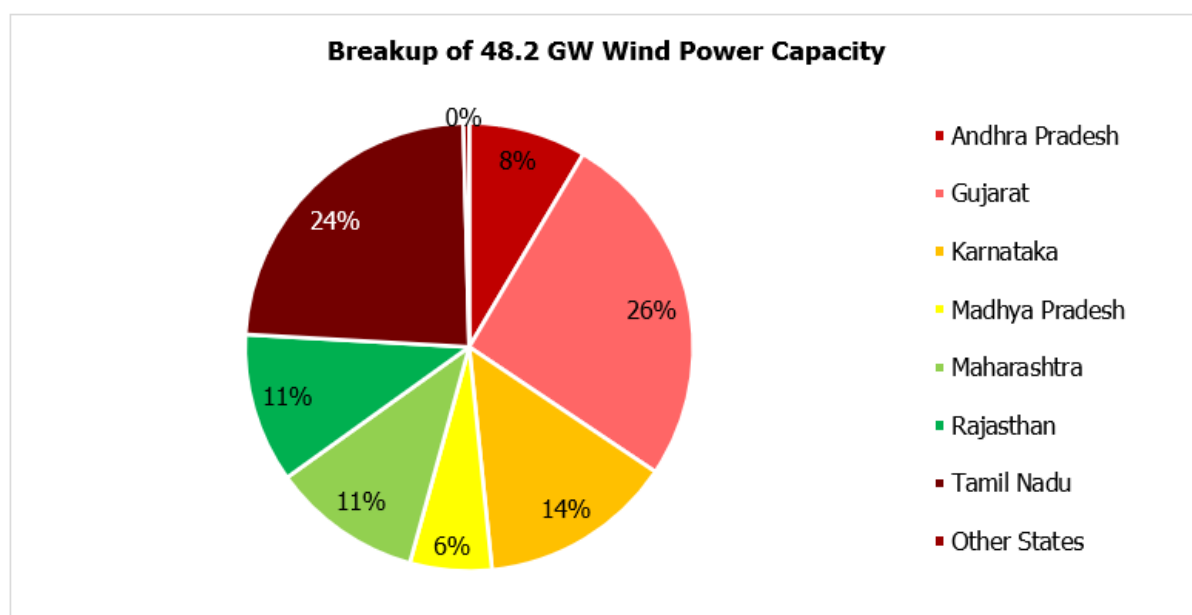
As per the Ministry of New and Renewable Energy, based on the early analysis of satellite data and data from other sources, eight zones in Gujarat and Tamil Nadu have been identified as possible offshore wind energy exploitation zones. The potential for offshore wind energy is estimated to be 174 GW (technical resources) across fixed bottom and floating potential mainly off the coast of Gujarat and Tamil Nadu.

India has the 4TH highest wind- capacity in the world. Capacity additions in wind power have benefited from accelerated depreciation and the GBI Scheme available for wind projects that were completed before March 31, 2017, which supported robust capacity additions in the past, apart from the presence of feed-in-tariff. Hence, the capacity additions were healthy between FY15 and FY17.

The transition to competitive bidding from a feed-in-tariff mechanism affected wind capacity additions leading to a drop since FY18. In addition, the highly competitive tariffs in the wind power sector and the unavailability of favourable wind sites have led to a slowdown in capacity additions for the wind sector.

Furthermore, wind installed capacity has increased from 23 GW in FY15 to about 43 GW in FY23 and to 48.2GW as of Dec'24, with most of the capacity additions during FY15-FY17.

Chart 69: India- Cumulative Wind Power Installations by States as of December 2024 (48.2GW)



Source: MNRE, CareEdge Research

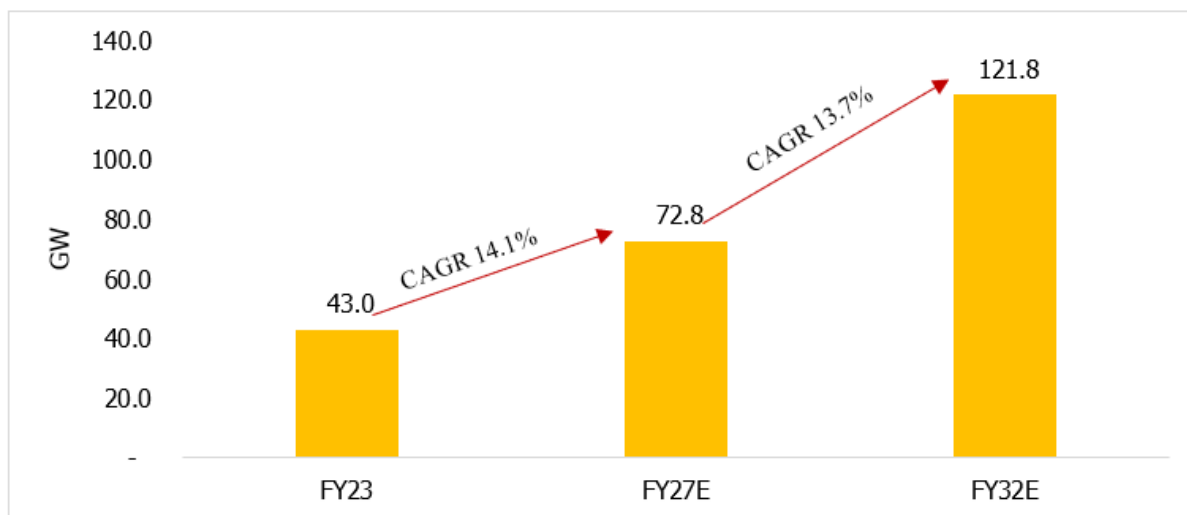
Wind capacity additions have slowed down in the recent past, due to challenges in pricing, grid availability, scarce availability of windy sites, land availability, and payment delays. While the cost competitiveness of wind continues to be strong compared to conventional power and the government pushing capacity additions through wind-solar hybrids, storage, and round-the-clock supply, constraints on land and transmission infrastructure are likely to continue to impact near-term capacity additions. Also, the declaration by governments of ultra-mega power parks for wind might alter the wind deployment strategy in the future.

Further, India's wind power accounts for 10% of the country's total installed capacity and 25% of its total renewable capacity. India ranks fourth in the world in terms of installed wind capacity. The government is preparing to annually allocate approximately 10 GW of wind projects, commencing in the fiscal year 2024. These initiatives are directed toward achieving the ambitious goal of reaching 500 GW in renewable capacity by 2030. India aspires to meet nearly half of its electricity requirements through renewable energy sources by 2030.

Moreover, India has a strong wind potential of around 302 GW at 100m and around 695 GW at 120m. The wind potential is mainly concentrated in the top 7 windy states including Andhra Pradesh, Gujarat, Karnataka, Madhya Pradesh, Maharashtra, Rajasthan, and Tamil Nadu.

As per the National Electricity Plan Vol-1 (March 2023), 72.8 GW of installed wind power capacity is expected to be achieved by FY27 and 121.8 GW by FY32.

Chart 70: Wind Power Projections



Source: National Electricity Plan Vol-1 (March 2023), CareEdge Research

Over the medium term, wind capacity additions are expected to be driven by capacity additions in wind-solar hybrids and offshore wind projects. Apart from favourable project economics, hybrid projects play a key role in round the clock generation of renewables. In addition, the change in policy from the reverse auction and the increasing renewable purchase obligations (RPO) are some of the positive steps to rejuvenate the wind sector that has been stagnant for several years.

Further, India has set a target of 500 GW of non-fossil fuel installed capacity and fulfil 50% of its energy requirements by renewable sources by 2030. India expects to create 30 GW of offshore wind electricity by 2030. However, development has been slow due to a lack of developed port infrastructure and transmission infrastructure and increased expenses of placing turbines in the sea. India currently has no offshore wind energy plants in operation.

Key innovations such as wind solar hybrid and offshore wind farms, ultra-mega renewable energy parks, repowering, and round-the-clock supply are expected to be the key drivers for wind capacity additions.

3. Hydro Power

Hydroelectric power is electricity produced from generators driven by turbines that convert the potential energy of falling water from rivers, rivulets, artificially created storage dams or canal drops into mechanical energy. Hydropower projects are classified as large and small hydro projects based on their sizes and in India, hydropower plants of 25MW or below capacity are classified as small hydro. They come under the purview of the Ministry of New and Renewable Energy.

Further, India has the fifth-largest installed hydroelectric power capacity in the world. India's installed utility-scale hydroelectric capacity was 46.9 GW as of March 2024, accounting for 11% of the country's total power-generating capacity. At a 60% load factor, India's hydroelectric power potential is projected to be 148 GW.

Government-owned companies produce 92.5% of hydropower generated in India including National Hydroelectric Power Corporation (NHPC), Northeast Electric Power Company (NEEPCO), Satluj Jal Vidyut Nigam (SJVN), THDC India, and NTPC. With the growth of hydroelectric power in the Himalayan mountain ranges and Northeast India, private sector participation is projected to increase as well. Hydropower plants have also been built by Indian firms in Bhutan, Nepal, Afghanistan, etc.

The energy generated from hydropower was around 7.74% of the total power generated in the country in FY24. The share of overall hydropower generation has been declining over the years, from 12% in FY15 to around 9% in YTD FY25 (April- December).

39 Hydro PSPs of 47 GW are being pursued to be commissioned by 2029-30. Currently, PSPs with aggregate capacity of 2.7 GW are under construction in the country and another 50 GW is under various stages of development. It is projected that PSP capacity shall increase from 4.7 GW to around 55 GW by 2031-32.

Various steps have been taken by the government in order to ensure that Pumped Storage Projects (PSPs) get commissioned on a fast track for accelerating the growth of the renewable energy sector of India.

These include:

- Revamped process for approval of pumped storage projects
- Single window clearance
- Speeding up environmental clearance
- Compressed timelines for approval of DPRs

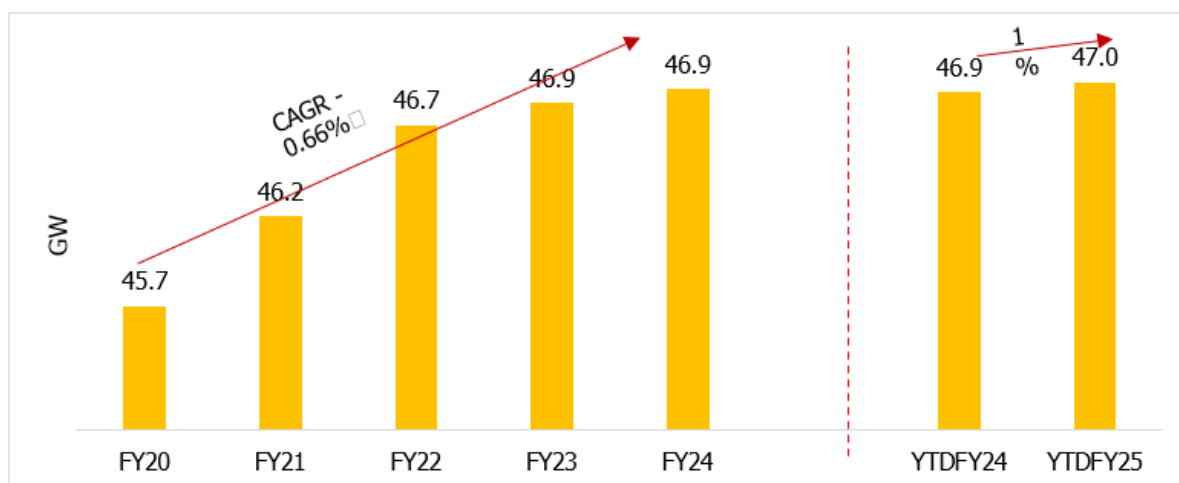
The Central government issued a waiver of ISTS charges for PSP and Battery Energy Storage Systems (BESS) projects in order to promote the commissioning and optimum utilization of storage projects on 21st June 2021. The scheme also waived transmission charges for the trading of electricity generated/supplied from Solar, Wind, PSP and BESS in the Green Term Ahead Market (GTAM) and the Green Day Ahead Market (GDAM) till 30th June, 2023.

The Inter-State Transmission System (ISTS) charges for power supplied from Hydro PSP or BESS projects shall be levied gradually as follows:

- 25% of Short-Term Open Access (STOA) charges for initial 5 years of operation.
- After 5 years, the charges will be increased in steps of 25% every 3rd year to reach 100% of STOA charges from the 12th year onwards.

Over FY20 to FY24, only 1.2 GW of hydropower capacity has been added, representing a CAGR of a mere 0.66% and 1% y-o-y in YTD FY25 (April- December). The sector has been suffering from project delays caused by complex planning procedures, land acquisition and settlement problems, long-term financing, etc. The government has been providing support to hydro power with the help of budgetary support toward the cost of enabling infrastructure alongside significant reforms like Hydro Project Policy 2008 to encourage private sector participation.

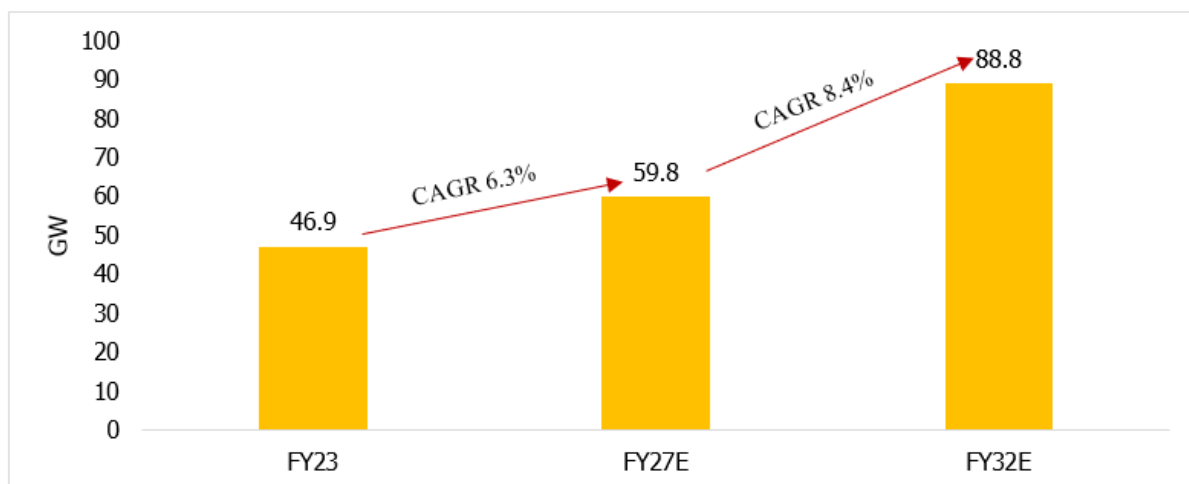
Chart 71: Trend in Hydro Power Installations



Source: CEA, CareEdge Research
Note: YTD refers April to December

There has been a subdued increase in the installed hydropower capacity due to various challenges like hydropower projects being site-specific, lengthy processes for detailed project reports, environmental clearances, geological surprises, etc. To meet the country's energy demand at a faster pace and achieve the targeted 500 GW of non-renewable energy, there needs to be an increase and shift of dependence on hydropower. As a result, the development of Mega hydro projects is essential. Furthermore, the hydropower capacity is expected to grow at a CAGR of 6.3% from FY23 to FY27, reaching 59.8 GW, while in FY32, the installed capacity is expected to reach 88.8 GW.

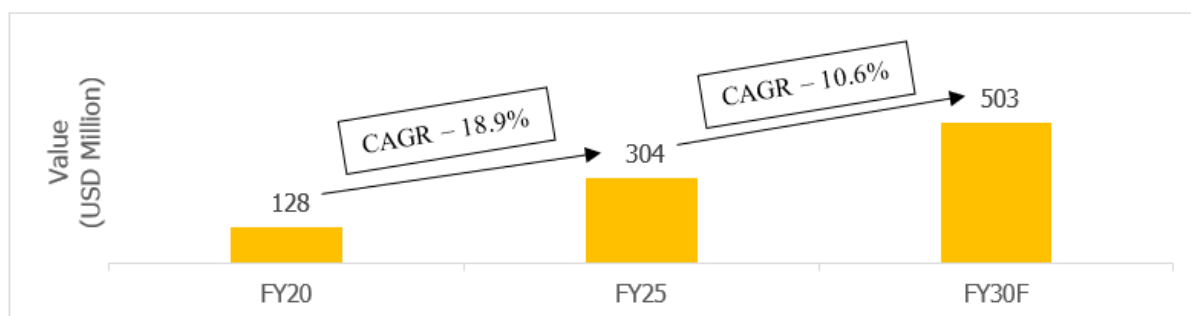
Chart 72: Hydro Power Projections (Excluding Small Hydro)



Source: National Electricity Plan Vol-1 (March 2023), CareEdge Research

The growing demand for renewable energy is expected to drive significant growth in the strategic electronics market, particularly for components used in grid management, energy storage, and smart metering systems. This shift will create new opportunities for domestic manufacturers to supply advanced control systems and power electronics essential for clean energy infrastructure.

Chart 73: Market size of Specialized Wires, Cables and Harness for Energy industry



Source: Imarc Research

Note: This includes Conventional, Renewable and Nuclear Energy

The market for specialized cables for Energy sector is estimated to increase by around 10-11% CAGR during the FY25-30 period. The demand is mainly driven by nuclear energy which consumes more than half of the total demand from the Energy sector. Around 40% demand comes from Renewables, and the rest comes from conventional energy.

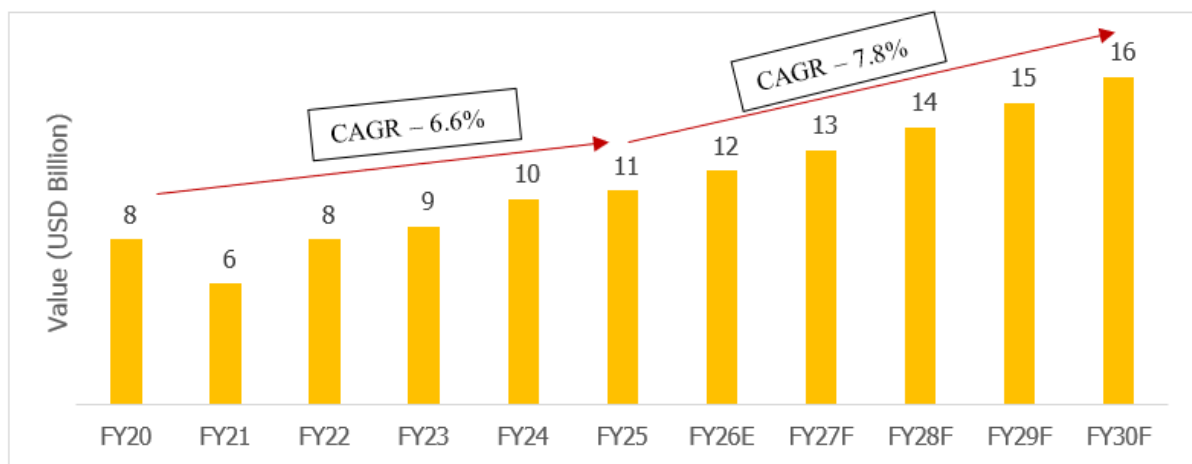
8. Road-based Public Transportation Market

The market share of Heavy Passenger Vehicles as a percentage of total sales over the past five years has been around 12-13%, largely driven by the growth of E-Buses, fuelled by government initiatives promoting electric public transport. Furthermore, the industry has a clear segmentation in demand, with vehicles >16.2 tons (M&HCVs & Multi-Axle vehicles) used mainly for transportation on the highways and ≤ 3.5 tons used for intra-city transport. Similarly, in the case of passenger commercial vehicles, there is an increasing demand for luxury buses from the private players unlike earlier when the demand used to be largely driven by the State Transport

Undertakings. In September 2024, the government approved the PM E-Drive scheme with a budget of Rs.10,900 crore over two years, providing Rs.3,679 crore in subsidies to incentivize E2Ws, E3Ws, e-ambulances, e-trucks, and other emerging EVs. The scheme aims to support 24.79 lakh E2Ws, 3.16 lakh E3Ws, and 14,028 e-buses, while also allocating Rs.780 crore to enhance vehicle testing infrastructure. The scheme proposes the installation of 1800 fast chargers for e-buses. The vehicle scrappage policy for commercial vehicles will improve replacement demand, and schemes like PLI initiatives could revive the industry. The impetus on public transport, green technology, and zero fossil-fuel initiatives will enhance adoption of EV passenger carriers and buses.

The growing adoption of e-buses and other electric commercial vehicles, driven by government subsidies and green transport initiatives, will boost demand for strategic electronics like wires, cables, and PCBAs. This creates strong growth opportunities for suppliers catering to EV components and vehicle electrification/charging systems.

Chart 74: Road based Public Transportation Market Trend



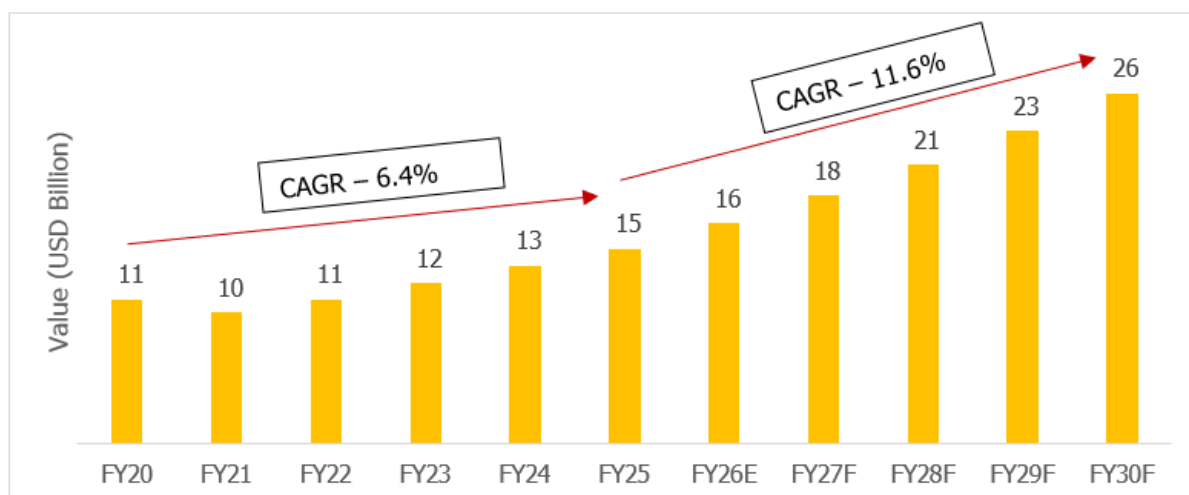
Source: Imarc Group, CareEdge Research
Note: E: Estimate, F: Forecast

9. India Industrial Automation Market

India's industrial automation market is witnessing robust growth, primarily fueled by advancements in technology and the growing demand for enhanced productivity, operational efficiency, and workplace safety. A broad range of industries including automotive, electronics, pharmaceuticals, and manufacturing are increasingly integrating automation tools such as robotics, control systems, and artificial intelligence (AI) into their operations. This upward trend is further supported by government initiatives like "Make in India" and "Atmanirbhar Bharat," which aim to boost domestic capabilities and attract investments in automation. Moreover, the need for energy-efficient operations, cost optimization, and reduction of manual errors is accelerating the shift toward automated systems, with businesses adopting these solutions to improve process quality and streamline supply chains.

The rise in industrial automation boosts demand for strategic electronics like wires, cables, and PCBAs, as industries adopt more robotics and control systems. This benefits manufacturers by expanding market opportunities, supported by initiatives like "Make in India" and the push for domestic, energy-efficient, and tech-driven operations.

Chart 75: India Industrial Automation Market Trend



Source: Imarc Group, CareEdge Research
Note: E: Estimate, F: Forecast

10. India ICT Market

Information Technology and Information Technology Services (IT/ITES) industry plays a key role by contributing to positioning the country as a preferred investment destination for global investors. The industry also creates large scale employment and generates significant export revenues. Emerging technologies and rise in demand for collaborative applications, application platforms, security software, system & service management software, and content workflow & management applications now offers an entire gamut of opportunities for top IT firms in India through cost-effectiveness, speedy deliveries, high reliability, great quality. Increasing digitisation and rise in demand for emerging technologies like 5G, Advanced Data Analytics, Artificial Intelligence, Cloud Computing, Cyber-Security, Robotics and Blockchain provide growth opportunities for Indian IT/ITeS firms.

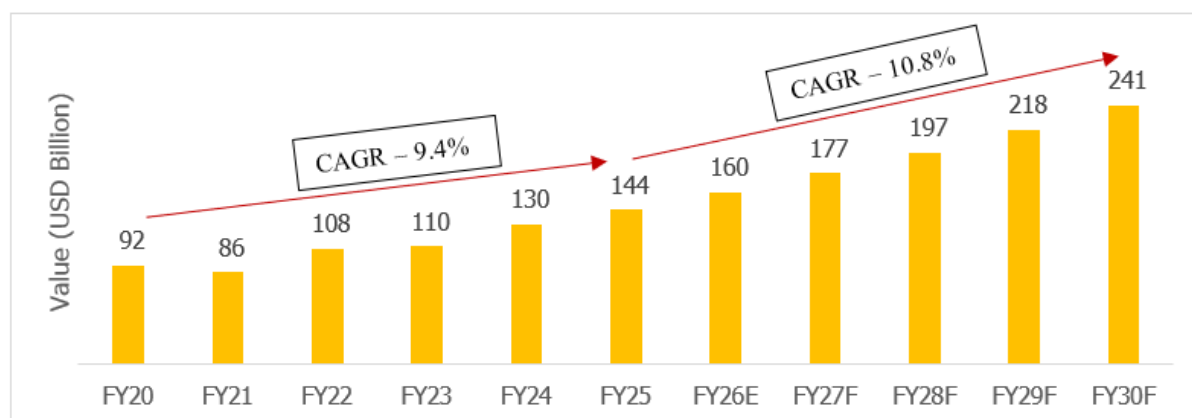
The Indian ICT sector is expected to see a decent growth over the long term. This is flanked by a rising demand for emerging technologies like cloud transformations, data analytics, generative artificial intelligence (AI) cyber security, engineering, research, and development (ER&D), and global capability centres (GCCs). There has been surge in investments in these emerging technologies which are expected to prompt companies to start spending on non-core and tech-enabled services.

Further, there has been a huge demand for sustainability offerings like consulting services and adapting to the climate crisis alongside exponential growth in sustainable financing. Climate change is leading to increased instances of heatwaves, floods, and natural disasters. It has become an important topic for boardroom discussion and investors seeking disclosures like TCFD, IR, and most recently – SFDR and CSRD in Europe and BRSR in India.

Accordingly, IT services companies launched internal sustainability-related practices & technologies and provided ESG consulting to help customers baseline and build a roadmap and help them meet the targets with IoT-based solutions like energy and renewable energy management.

The rise of IT/ITES and emerging technologies like 5G, AI, and cloud computing increases demand for electronic components such as wires, cables, and PCBAs. As IT firms expand in areas like data centres, IoT, and ESG solutions, it creates new business opportunities for electronics manufacturers. This also drives local sourcing, boosting growth and long-term demand for strategic electronics.

Chart 76: India ICT Market Trend



Source: Imarc Group, CareEdge Research
Note: E: Estimate, F: Forecast

6.2. India's Strategic Electronics Market Segmentation

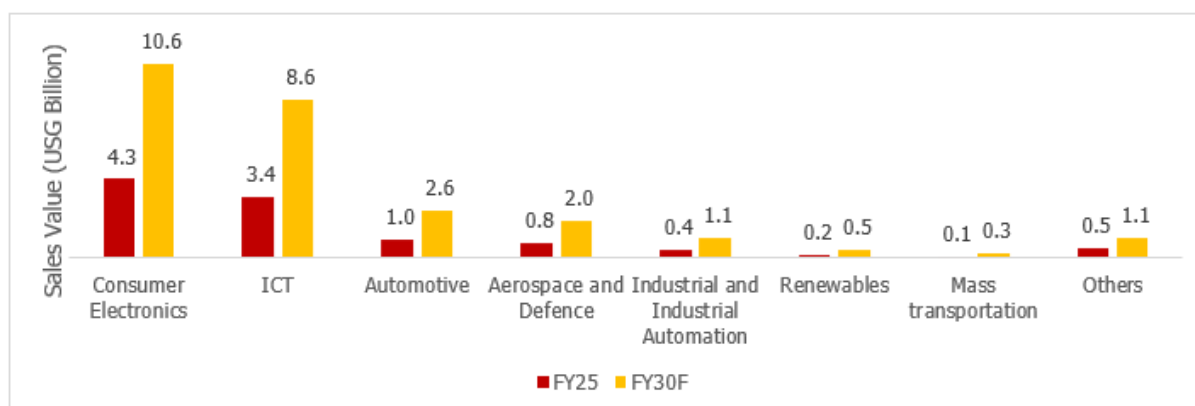
6.2.1. By End user

In 2025, the domestic defence industry makes up about 41% of the overall market for strategic electronics and is the largest consumer. The aerospace industry is next at 13%, followed by railways and metro systems at 10%, industrial usage at 9%, and shipbuilding at 7%. Together, these five industries make up close to 80% of the national demand for strategic electronics.

This focus arises from the imperative need for advanced, mission-critical systems in these industries. The defence and aerospace industries require advanced technologies in order to enable surveillance, secure communications, electronic warfare, and navigation. At the same time, the continuous modernisation of railways, metro lines, and industry infrastructure continues to spur demand for automation, control systems, and safety electronics. The shipbuilding industry also relies on precision electronics for navigation, radar capabilities, and onboard defence systems.

Additionally, the growing adoption of renewable energy sources such as solar power plants and wind farms has increased the need for reliable electronics in energy conversion, grid synchronization, monitoring, and fault detection. These industries emphasize dependability, security, and the development of indigenous capabilities, reinforcing the strategic role of electronics in strengthening national security and critical infrastructure.

Chart 77: Market Breakup by End-user Industry



Source: Imarc Group, CareEdge Research
Note:

1. E: Estimate, F: Forecast
2. ICT or Information and Communications Technology includes IT and Telecom
3. Automotive includes EVs as well
4. Aerospace and Defence includes Commercial, Defence and Space
5. Renewables include Solar, Wind and Hydro
6. Mass transportation includes Railways & Metros, Road-based Public Transportation

7. Others include the remaining industries other than mentioned above

6.2.2. By Types of Specialized

Table 19: Breakup of Strategic Electronic Products' Market: By End-User Industry (FY25)

Type	Aerospace & Defence	Railways & Metros	Industrial and Industrial Automation	Merchant Shipbuilding	Mass Transportation
Box built Electronic/ ICT products	27%	35%	28%	-	-
PCB Circuit Boards	25%	19%	22%	28%	26%
Specialized Wires & Cables	19%	13%	11%	27%	19%
Harness	13%	12%	8%	25%	18%
Panels	9%	13%	21%	12%	21%
Others	7%	8%	10%	8%	16%

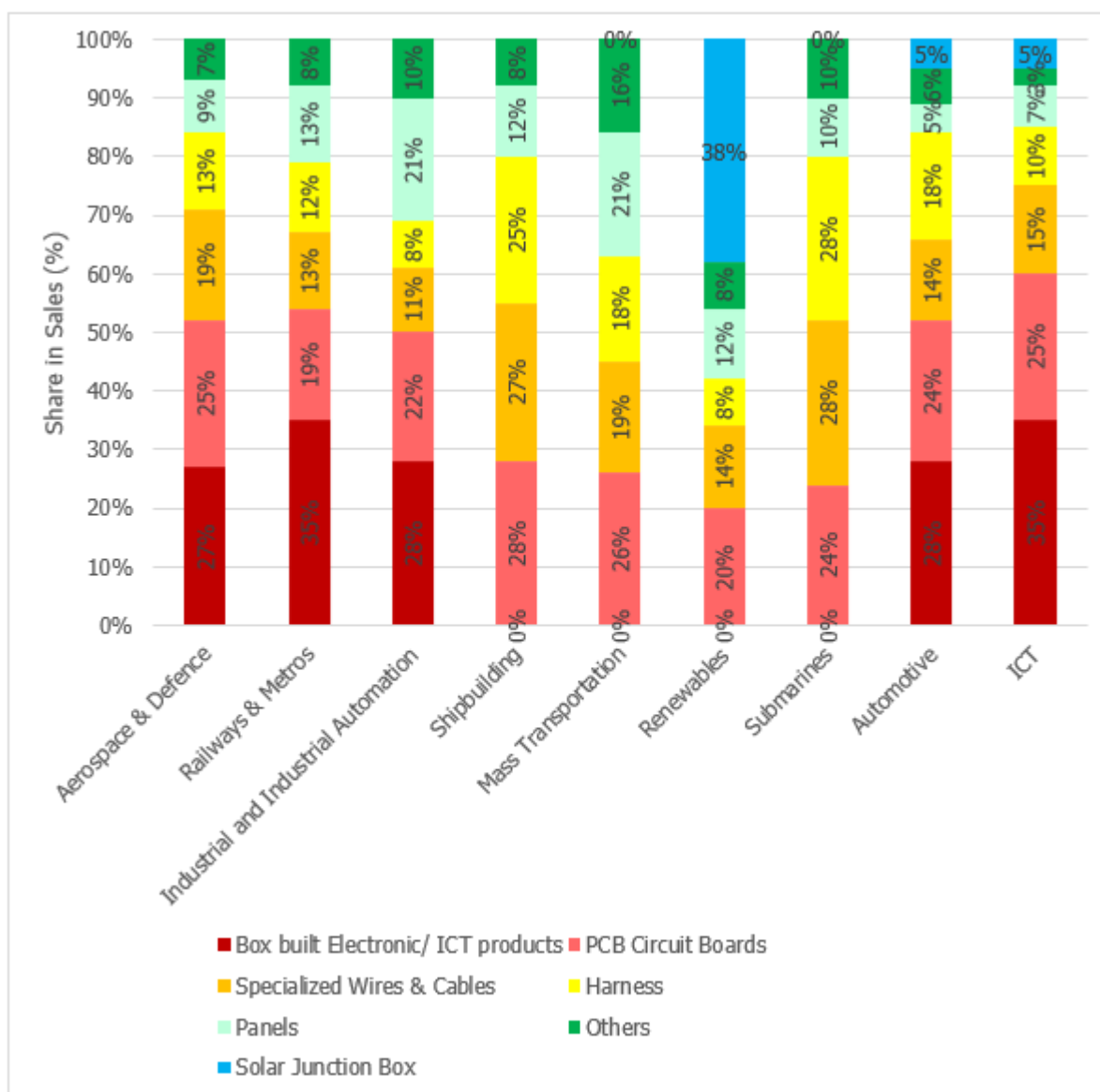
Type	Renewables	Submarines	Automotive	ICT
Box built Electronic/ ICT products	-	-	28%	35%
PCB Circuit Boards	20%	24%	24%	25%
Specialized Wires & Cables	14%	28%	14%	15%
Harness	8%	28%	18%	10%
Panels	12%	10%	5%	7%
Others	8%	10%	6%	3%
Solar Junction Box	38%	-	5%	5%

Source: Imarc Group, CareEdge Research

Note:

1. Mass transportation includes Road-based Public Transportation
2. ICT or Information and Communications Technology includes IT and Telecom
3. Automotive includes EVs as well
4. Renewables include Solar, Wind and Hydro
5. Aerospace and Defence includes Commercial, Defence and Space
6. Others include the remaining industries other than mentioned above

Chart 78: Breakup of Strategic Electronic Products' Market: By End-User Industry (FY25)



Source: Imarc Group, CareEdge Research

Note:

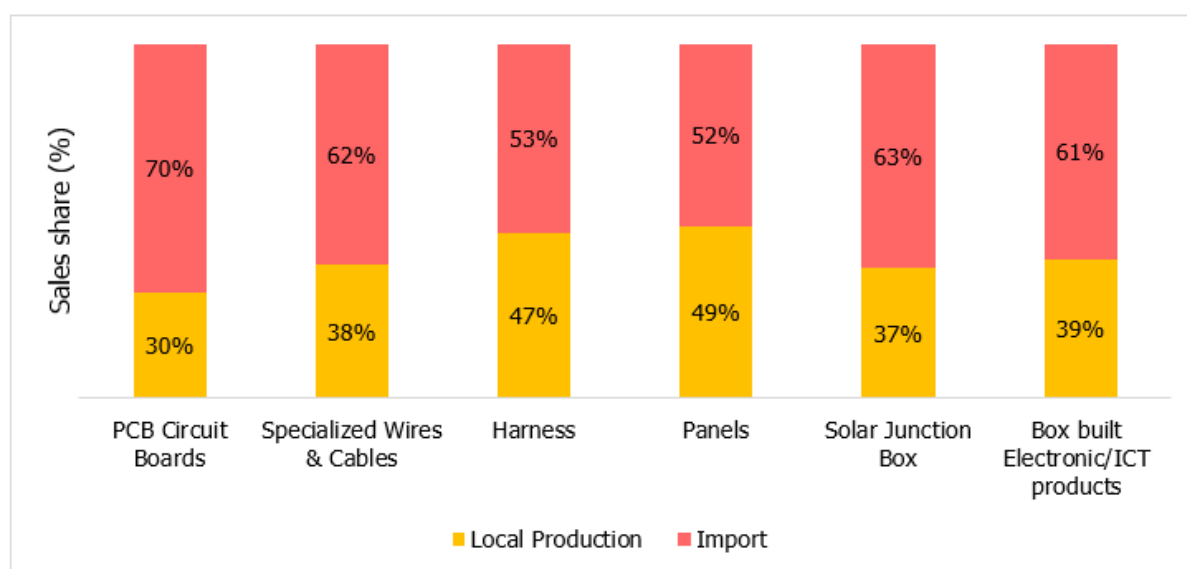
1. ICT or Information and Communications Technology includes IT and Telecom
2. Automotive includes EVs as well
3. Aerospace and Defence includes Commercial, Defence and Space
4. Renewables include Solar, Wind and Hydro
5. Mass transportation includes Railways & Metros, Road-based Public Transportation
6. Shipbuilding means Merchant shipbuilding

1. In FY25, PCB circuit boards led the defence segment within India's domestic strategic electronics market, contributing approximately 34% to the total share. When combined with specialized wires and cables, these components accounted for nearly 60% of the segment. Their dominance stems from their critical role in sophisticated defence systems such as radar, avionics, missile guidance, electronic warfare, and secure communication. The demand for high reliability, compact design, and electromagnetic compatibility in defence hardware underscores the vital importance of advanced PCBs and specialized interconnects in such applications.
2. Similarly, in the Aerospace & Defence segment, PCB circuit boards and specialized wires and cables together accounted for approximately 60% of the market share. Their dominance is driven by their essential role in supporting critical aerospace functions such as flight control systems, navigation, satellite communication, and onboard instrumentation where precision, durability, and reliability are paramount.

3. In the Railways & Metros segment, PCB circuit boards and specialized wires and cables together accounted for approximately 47% of the share. This is primarily due to their vital role in modern railway systems, including automated signalling, train control systems, communication networks, and safety monitoring equipment. The increasing electrification and digitalization of railway infrastructure have driven the demand for reliable, durable, and high-performance electronic components.
4. The Industrial & Industrial Automation segment was dominated by strategic electronic products like PCB boards and panels because these components are essential for automation, control systems, and industrial IoT applications. As industries increasingly adopt smart manufacturing practices and integrate advanced machinery, the need for reliable electronic interfaces, control panels, and embedded systems rises sharply. PCB boards serve as the foundation for these technologies, while panels facilitate power distribution, process control, and equipment monitoring, making them integral to efficient and modern industrial operations.
5. The shipbuilding industry is driven by PCB circuit boards, specialized wires & cables, and harnesses because modern defence vessels and merchant ships require advanced navigation, communication, propulsion control, and surveillance systems. PCB circuit boards are at the core of these electronic systems, enabling automation and secure signal processing. Specialized wires, cables, and harnesses ensure reliable power distribution and connectivity across complex onboard systems, withstanding harsh marine conditions such as humidity, corrosion, and vibration. These components are critical for both surface and underwater vessels, supporting mission-critical operations and onboard safety.

6.2.3. Local VS Import

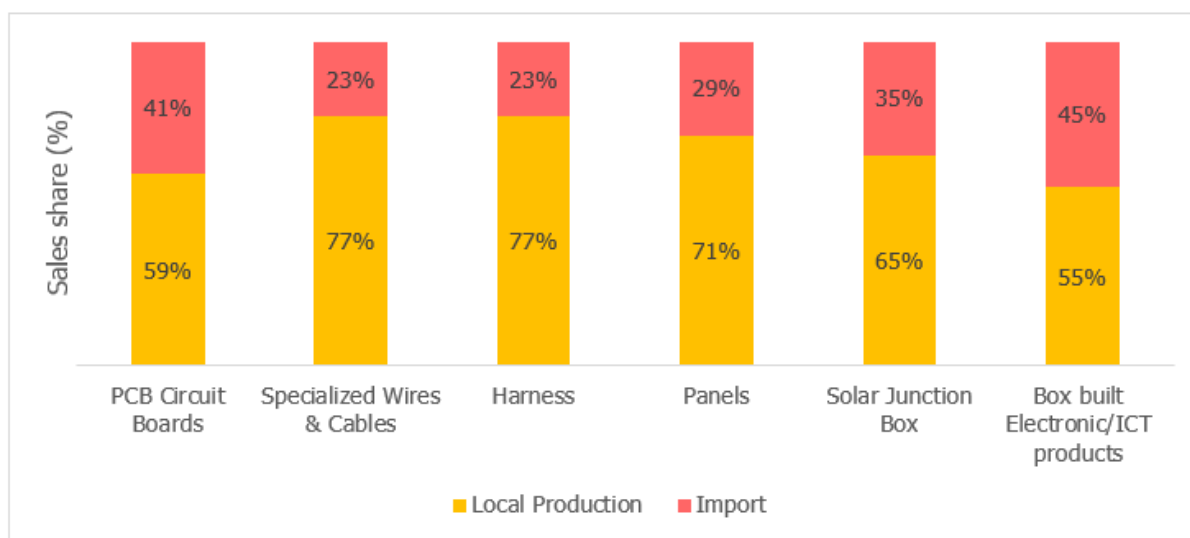
Chart 79: Subsegment-wise Market Split by Domestic Production vs Imports: Sales Share in FY25



Source: Imarc Group, CareEdge Research

A large share of these components is currently imported due to various factors. However, with the government's push for Make in India and OEMs seeking to reduce import dependence amid geopolitical challenges, domestic players with proven manufacturing capabilities and experience are well-positioned to seize this opportunity.

Chart 80: Subsegment-wise Market Split by Domestic Production vs Imports: Sales Share in FY30F



Source: Imarc Group, CareEdge Research

However, domestic production is anticipated to grow, supported by proactive government initiatives and rising private sector investments in the electronics manufacturing space.

6.3. Supporting Government policies and Key Market Drivers

- Defence Modernisation & National Security:** For FY26, Rs 1,120 Billion i.e., 75% of defence modernisation budget has been earmarked for procurement through domestic sources and 25% of domestic share i.e., Rs 27,886.21 crore has been provisioned for procurement through domestic private industries. Earlier, under the Capital Acquisition (Modernisation) head, Rs 1,410 billion was earmarked in the Budget Estimates (BE) for 2024-25, out of which approximately Rs 44,424.39 crore was spent during the first six months of the fiscal year as per Ministry of Defence.

The increasing emphasis on indigenizing defence technologies and upgrading the armed forces is propelling the demand for sophisticated electronic systems such as radars, electronic warfare solutions, and secure communication networks. Furthermore, with India's growing focus on boosting defence exports, OEMs and defence PSUs are expected to increasingly rely on certified domestic suppliers for strategic electronic systems to ensure adherence to stringent quality and compliance norms. This trend creates a significant growth opportunity for companies possessing advanced technical expertise and requisite regulatory approvals and certifications to deliver high-performance, mission-critical electronic components.

India's push to lead in the global space economy is driving demand for high-reliability components, creating growth opportunities for certified private firms to supply mission-critical systems to ISRO and emerging space players.

- Government Policy Support:** India's push for self-reliance through initiatives like Atmanirbhar Bharat, Make in India, and the Defence Production Policy is driving domestic manufacturing, R&D, and strategic partnerships in defence electronics. Allowing up to 74% FDI under the automatic route has encouraged foreign investment and tech transfer, boosting innovation and reducing import reliance. Simultaneously, in civil aviation and electronics, schemes like UDAN and NCAP aim to expand regional air connectivity and develop aviation infrastructure. Complementing this, the PLI Scheme, EMC 2.0, and the Semicon India Programme promote high-tech, domestic electronics and semiconductor manufacturing, positioning India as a global manufacturing and innovation hub.

To promote self-reliance in defence technology and foster innovation, it is essential to actively involve private players and strengthen the country's start-up ecosystem. In line with this objective, Rs 449.62 crore has been allocated by the government to the iDEX scheme, including its sub-scheme-Acing Development of Innovative Technologies with iDEX (ADITI), to fund various projects under this

initiative. This allocation marks a nearly threefold increase over the past two years, highlighting the government's growing emphasis on indigenous technological advancement in the defence sector.

These schemes not only strengthen India's industrial base but also create opportunities for companies in ancillary sectors like wires & cables, electronics, and electrical distribution systems, as demand grows in aviation infrastructure, and electronic manufacturing facilities.

- **Supply chain diversification & China+1:** Rising geopolitical tensions worldwide have intensified the need to diversify supply chains and localize component production. This has led transnational manufacturers in the Defence and Aerospace sectors to adopt the China+1 strategy, creating significant opportunities for Indian manufacturers to expand their role as reliable and competitive suppliers in the global value chain.

For example, the Indian Coast Guard (ICG) has been allocated Rs 9,676.70 crore under the Capital and Revenue Heads for FY 2025–26, marking a 26.5% increase over the FY 2024–25 BE allocation. Notably, the Capital Budget saw a 43% jump—from Rs 3,500 crore to ₹5,000 crore, enabling the procurement of Advanced Light Helicopters (ALH), Dornier aircraft, Fast Patrol Vessels (FPVs), training ships, and interceptor boats. This surge in capital spending is expected to drive higher demand for specialty cables and harnesses used in these advanced platforms, thereby creating growth opportunities for domestic players engaged in cable manufacturing.

- **Growth in Aerospace & Avionics:** Expansion in domestic aerospace, satellite communication, and UAV (drone) programs is fuelling demand for sophisticated electronics used in control, navigation, and mission-critical systems. India's aviation market remains significantly underpenetrated and hence tapping this market the leading aviation players have placed bulk order with Boeing and Airbus for various plane models, to meet the expected rise in demand over the next decade.

At Aero India 2025 in Bengaluru, Safran Aircraft Engines signed a contract with HAL for producing turbine forged parts for LEAP engines, building on a 2023 MoU under the "Make in India" initiative. The companies had already established a joint venture in 2022 for LEAP and M88 engine components. Safran is expanding its aerospace ecosystem in India, with a sixth facility for LEAP engine MRO opening in 2025. India is CFM's third-largest market, with over 2,000 engines on order. Safran also plans to collaborate on military engines as India looks for alternative engine for its Tejas Fighter Aircraft Program, and expand R&D in advanced tech.

This expansion of India's aerospace, satellite, and UAV programs, is driving demand for high-performance, reliable wiring and electronic systems. Companies manufacturing special wires, cables, and distribution systems will benefit by supplying mission-critical components needed for aircraft, drones, satellites, and engine systems, supporting power, control, and communication functions.

- **Rapid Technological Advancements:** Advancements in AI, IoT, and 5G are creating new applications in strategic domains like autonomous systems, smart factories, smart defence systems, driverless mass-transportation, network-managed controls, enhanced risk/safety management. These applications require specialized wiring and distribution systems with superior shielding, real-time responsiveness, and durability. As these advanced systems scale up, the demand for precision-engineered electrical infrastructure will grow, opening up sustained business opportunities for such manufacturers across defence, transport, and industrial sectors.
- **Private Sector Participation & Innovation:** Entry of private players and start-ups, coupled with DRDO and ISRO led collaborations and technology transfers, is enhancing innovation and local capability building.
- **Export Opportunities:** India's growing capability in manufacturing high-quality, cost-competitive defence electronics opens export opportunities to friendly foreign nations. Additionally, rising global demand in segments like electronics manufacturing and EV charging infrastructure further expands opportunities for Indian manufacturers to tap into international markets. As per the Defence Ministry, India recorded defence exports worth Rs 23,622 crore in FY25, with the private sector contributing about 65%. The nation has set a target of Rs 50,000 crore in defence exports by 2029.
- **Real Estate Driving Demand for E-Beam cables:** The Commercial Real Estate Construction sector grew at a CAGR of 2.93% from Rs 3,500 crore in FY20 to Rs 4,045 crore in FY25 and is projected to

expand at a CAGR of 6.1%, reaching Rs 5,124 crore by FY29. This growth is driven by rising demand for commercial office spaces.

Meanwhile, the Residential Real Estate Construction sector saw a stronger CAGR of 11.2% between FY20 and FY25, growing from Rs 31,200 crore to Rs 53,090 crore. However, its growth is expected to moderate to a CAGR of 6.3% through FY29, reaching Rs 67,848 crore, slightly below the overall industry average of 7.5%, due to higher borrowing costs and softening demand. Nonetheless, the expanding urban population and supportive government housing initiatives are expected to sustain demand for residential homes.

This rapid expansion of India's real estate sector is driven by urbanization, smart cities, and commercial infrastructure, and is fueling demand for safer, long-lasting, and high-performance electrical systems. Electron beam (E-beam) cross-linked cables are increasingly preferred due to their superior thermal stability, flame resistance, and longer life, making them ideal for high-rise buildings, commercial complexes, and green buildings.

- **Data Center Expansion:** The investments in data centres in India is estimated to reach USD 5 billion by end of 2025, indicating a CAGR of 5% between 2019-25, which is 2x faster than the global average. With respect to development as well as operating expenses, India enjoys a significant cost advantage over developed nations. As per CareEdge Research, data centre capacity in India is expected to increase from around 1000 MW in 2024 to 1800+ MW by 2026, a CAGR of ~34%.

India's booming data center industry, propelled by the growth of digital services, cloud computing, and government initiatives on data localization, requires highly reliable and efficient power and communication infrastructure. E-beam cables are well-suited for data centers as they ensure minimal downtime, withstand high temperatures, and offer excellent insulation and durability under continuous load conditions. These applications make E-beam cables a key enabler in building resilient, high-performance infrastructure for India's next-gen urban and digital ecosystem.

- **Renewables**

Solar: The Jawaharlal Nehru National Solar Mission (JNNSM) is a flagship program under India's National Action Plan on Climate Change aimed at promoting sustainable growth and energy security. It is supported by schemes such as the Solar Park Scheme, PM-KUSUM, CPSU Scheme, Rooftop Solar Programme, and incentives for domestic module manufacturing and grid integration. The International Solar Alliance (ISA), a treaty-based intergovernmental body, aims to mobilize over USD 1,000 billion by 2030 to scale global solar deployment and help member countries meet climate goals. The Rooftop Solar (RTS) Programme, launched in 2015, targets 40 GW capacity, offering financial incentives up to 40% subsidy for small-scale residential installations. As of November 2023, 2.65 GW has been installed under Phase II. In February 2024, the Government launched PM-Surya Ghar: Muft Bijli Yojana with an outlay of Rs 750.21 billion to provide 300 units of free electricity per month for one crore households through rooftop solar. It offers subsidies up to Rs 78,000 and low-interest collateral-free loans via a National Portal, streamlining vendor selection and installation.

These initiatives will significantly boost demand for high-quality, weather-resistant, and durable cables required in solar installations. Manufacturers of specialized wires and cables stand to benefit from increased volumes, indigenization push, and rising rooftop and utility-scale solar deployments.

Hydro: Tariff Rationalization Measures- Tariff rationalization measures were introduced to bring down the hydropower tariffs. The measures include providing flexibility to the developers to determine the tariff by loading of tariff after increasing the project life to 40 years, increasing the debt repayment period to 18 years and introducing an escalating tariff of 2%. Budgetary support for funding flood moderation component of hydropower on a case-to-case basis. Budgetary support for cost funding for infrastructure i.e. roads and bridges limited to Rs. 15 million per MW for up to 200 MW projects and Rs. 10 million per MW for above 200 MW projects.

Wind: Duty Exemption Certificate for manufacturing of Wind Turbines- The ministry is issuing concessional custom duty exemption certificates (CCDC) to the manufacturers of wind-operated electricity generators. For this purpose, the eligible turbine and component manufacturers need to get the bill of material for the Revised List of Models and Manufacturers (RLMM) listed turbine models approved and then apply in prescribed formats to the ministry for a CCDC certificate for their import

consignments. Based on MNRE’s recommendation, CCDC for several wind turbine components has been extended till March’25 by the Ministry of Finance. This duty exemption encourages increased domestic manufacturing of wind turbines, thereby boosting demand for specialized wires and cables used in nacelles, control systems, and grid connectivity. Manufacturers of such components will benefit from higher order volumes and integration opportunities in approved turbine models.

6.4. Challenges

Challenge	Description
• High Dependence on Imports	A significant portion of raw materials and critical electronic components continues to be sourced internationally, making the sector vulnerable to supply chain disruptions and foreign exchange fluctuations.
• Insufficient R&D and Innovation Infrastructure	Limited investment in indigenous research and product innovation restricts the industry’s ability to move up the value chain and compete globally with cutting-edge technologies.
• Capital-Intensive Manufacturing	Setting up and scaling manufacturing facilities for high-precision electronics and cable systems involves substantial upfront investment in machinery, testing, and quality assurance infrastructure.
• Talent Shortage in Niche Skills	The industry faces a scarcity of skilled professionals trained in niche areas like high-frequency signal transmission, ruggedized wiring design, embedded systems, and complex PCB assembly.
• Complex Regulatory Processes	Strict requirements and lengthy approval processes, licensing challenges, and certification bottlenecks delay market entry and impact business scalability.
• Weak Supply Chain Collaboration	A fragmented ecosystem with limited integration between OEMs, component suppliers, and system integrators hampers efficiency, innovation, and cost optimization across the value chain.

6.5. E-Beam Cable Market

6.5.1. Overview

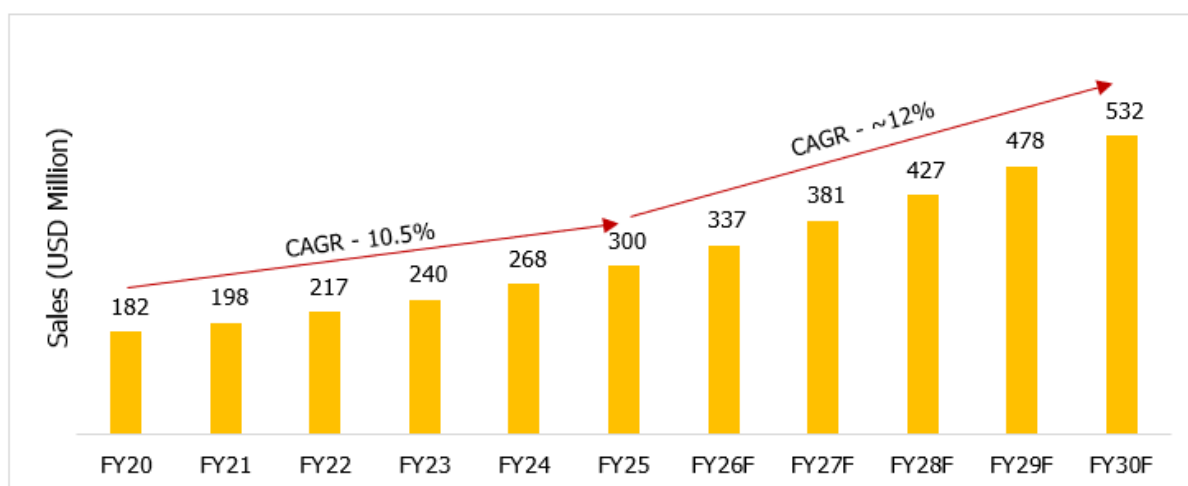
E-beam (Electron Beam) cables are high-performance cables cross-linked using electron beam radiation instead of traditional chemical methods. This process enhances the cable’s thermal, mechanical, and electrical properties without using harmful additives. These special cables manufactured through E-beam technology exhibit high resistance against fire, cold, heat, oil, diesel, acidic and alkaline environment, making them ideal for applications where reliability and performance under extreme conditions are essential.

Benefits in Key Industries

- **Railways & Metro Systems:** Offer superior fire resistance, reduced smoke emission, and durability under high temperatures, making them ideal for safety-critical transit infrastructure.
- **Renewable Energy (Solar & Wind):** Withstand UV exposure, heat, and harsh weather, ensuring long-term reliability in outdoor installations.
- **Defence & Aerospace:** Provide excellent insulation, lightweight strength, and resistance to radiation and chemicals—crucial for mission-critical applications.
- **Industrial & Manufacturing:** Perform well in high-stress, high-heat, and corrosive environments, ensuring long life and minimal downtime.

6.5.2. Market Size and Segmentation

Chart 81: Domestic Market Trend



Source: Imarc Group, CareEdge Research

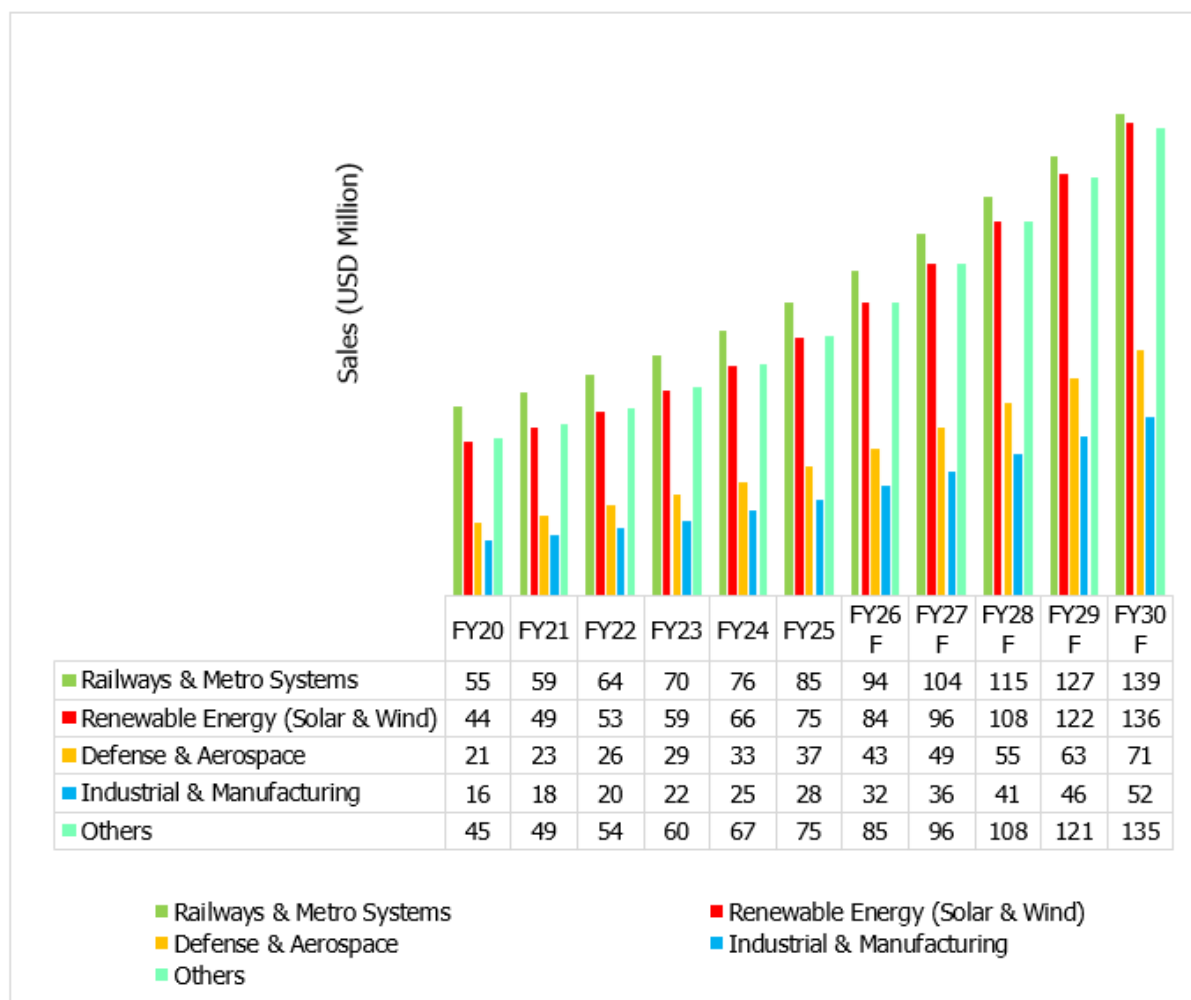
Note: Market size- Production plus import less export of finished goods

The E-beam cable market in India is projected to grow by around 12% CAGR in the coming five years due to a convergence of favourable trends:

1. **Rising demand from strategic sectors:** Expansion of railways, metro networks, renewable energy (solar/wind), and defence modernization is driving demand for high-performance, durable cabling solutions where E-beam cables excel.
2. **Stringent safety regulations:** New standards emphasizing fire resistance, low smoke emission, and environmental sustainability are pushing adoption of E-beam cables in infrastructure and public transport projects.
3. **Growth in EVs and industrial automation:** Increased electrification and automation across industries are boosting the need for cables with higher thermal stability and longer service life.
4. **Government focus on import substitution:** Under Make in India, there is policy support for local manufacturing of advanced components, including E-beam cables, reducing costs and expanding domestic production.

These factors collectively signal a stronger growth trajectory for the E-beam cable market going forward.

Chart 82: E-Beam Cable Market Breakup by Application



Source: Imarc Group, CareEdge Research

Note: Others include Marine, Automotive, Building Wiring, Data Centers, Healthcare, etc.

The Defence & Aerospace sector demands highly reliable, radiation-resistant, and durable cables for critical systems like avionics, communication, and weapon control—making E-beam cables an ideal choice. This segment grew at a CAGR of 11.9% during FY20–25, driven by rising defence modernisation, increased procurement under “Atmanirbhar Bharat”, and growing aerospace investments. Going forward, it is expected to expand at an even higher CAGR of 13.6% during the FY25–30 period.

Similarly, the Industrial & Manufacturing sector grew at a CAGR of 11.4% during the FY20-25 period, is seeing increased adoption of automation and robotics, where E-beam cables offer superior thermal stability, chemical resistance, and longer service life, making them essential in harsh operational environments. Going forward, it is expected to expand at a higher CAGR of 13.1% during the FY25–30 period.

In the Railways & Metro Systems space, grew at a CAGR of 9.0% during the FY20-25 period, E-beam cables are critical for enhanced safety, fire resistance, and durability in rolling stock and signaling applications, amid rising capex in urban transit and high-speed rail. Going forward, it is expected to expand at a CAGR of 10.5% during the FY25–30 period.

The Renewable Energy sector is expanded at a CAGR of 10.9% during the FY20-25 period, where E-beam cables are preferred for their weather resistance and extended lifespan in outdoor, high-UV environments. Going forward, it is expected to expand at a CAGR of 12.8% during the FY25–30 period.

Other segments, grew collectively at a CAGR of 10.6% during the FY20-25 period, also benefit from the technical superiority of E-beam cables, particularly in applications demanding high reliability, reduced maintenance, and extended service life. Going forward, it is expected to expand at a CAGR of 12.4% during the FY25–30 period.

6.5.3. Technical Difficulty in Manufacturing E-Beam Wires and Cables

- **High Capital Investment:** Setting up electron beam (E-beam) cross-linking facilities requires significant capital expenditure on specialized equipment and radiation shielding infrastructure.
- **Limited Technological Know-how:** India lacks widespread indigenous expertise and skilled manpower in E-beam processing technology, leading to reliance on imported equipment and technical collaborations. However, lately few domestic manufacturers have ventured in this product.
- **Stringent Safety and Regulatory Requirements:** E-beam technology involves ionizing radiation, requiring strict adherence to quality of the cable, radiation safety norms, licensing from regulatory bodies (like AERB), and continuous monitoring.

6.6. Entry Barriers

- **Regulatory and Security Clearances:** Given the national security sensitivities, companies- particularly those dealing in defence and aerospace products, are required to adhere to stringent regulatory frameworks and secure multiple security clearances (like Bhabha Atomic Research Centre), a process that is often lengthy and restrictive.
- **IP and Licensing Constraints:** Dependence on foreign technology and the difficulty in accessing critical IP (Intellectual Property) or dual-use technologies function as major bottlenecks. However, these constraints also present a strategic advantage for domestic players, particularly those who have developed their own IPs, as they stand to benefit from growing demand for indigenous solutions and reduced reliance on imports.
- **Long Gestation Periods:** Strategic electronics projects often have long development and approval cycles (third party, field trials & customer-specific), which delay revenues & returns and make the sector unattractive for new entrants.
- **Established Market Players:** Established competition in the Indian strategic electronics industry acts as a significant entry barrier due to the dominance of well-entrenched players; both public sector entities like BEL and long-standing private firms with proven track records. These incumbents have strong relationships with defence and government agencies, technical capabilities, and preferred vendor status, making it difficult for new entrants to compete for large, mission-critical contracts.
- **Need for Indigenous Components:** Import dependence on critical components creates entry barriers by increasing costs, causing supply risks, and limiting control over production. It makes it hard for new companies to innovate and to meet strict security and reliability standards required in strategic electronics.
- **Technological Complexity:** The industry requires deep expertise in advanced, application-specific technologies tailored for sectors such as defence, aerospace, shipping, railways, industrial automation, and mass transportation. Gaining such capabilities is challenging without extensive experience across product life cycles and a thorough understanding of how real-world performance aligns with product specifications and testing standards.
- **Huge Capital Requirements:** The Indian strategic electronics industry demands significant capital investment due to the need for advanced manufacturing infrastructure, precision testing facilities, and R&D capabilities tailored to mission-critical applications. High initial costs in setting up production units, acquiring certifications, and complying with stringent quality and defence standards make entry challenging, especially for small and new players.

High regulatory barriers, delays in security clearances, and limited access to critical foreign technologies discourage new entrants. Long gestation periods and import dependence for key components increase costs and delay returns. The need for advanced technical expertise further raises entry challenges, making the sector less appealing for new entrants.

7. Peer Analysis

7.1. Business Overview

- **UKB Electronics Limited**

The Company was established in 2004. It is an integrated electronic manufacturing services (“EMS”) provider with end-to-end capabilities in product design, prototyping and manufacturing electronic and electrical products and solutions. It is one of the leading manufacturers of specialized wires and cables in terms of product volume in Fiscal 2025, among peers considered. Also, it is one of the few companies in India equipped with E-beam radiation infrastructure duly approved by Atomic Energy Regulatory Board of India.

The Company’s diverse product portfolio has enabled them to serve diverse industries across different sectors which makes it one of the few EMS providers in India capable of serving both business-to-business-to-consumer (B2B2C) and business-to-business-to-business (B2B2B) markets. Industries within the strategic electronics sector, such as aerospace and defence, and railways, are particularly challenging to enter due to their stringent safety standards, complex regulatory requirements, and the need for advanced technological capabilities. As of March 2025, the Company has obtained around 170 country-specific certifications across its product portfolio. It exports to more than 17 countries. Furthermore, of the total customers served by the Company between April 2022 and March 2025, 22 customers were India’s Fortune 500 organizations, including 10 PSUs. Providing EMS solutions at global level to various marquee customers, the Company has also served one of the Global Fortune 500 company.

They are one of the leading manufacturers in India with end-to-end capabilities to manufacture e-mobility charging solutions. As per BIS, the Company became the first EMS manufacturer in India to receive BIS approval for solar cables on August 5, 2023. They are among the limited EMS players with a presence in the defence sector, a domain known for its stringent entry barriers. The company has supplied EMS products to Indian Space Research Organization (ISRO) and Goa Shipyard Limited after securing the requisite pre-certifications and approvals. The Company has also secured approvals for its products from Integral Coach Factory, a PSU in the mass transportation sector, and subsequently onboarded them as a client.

The Company has a total manufacturing capacity spread over 11 lakh sq. ft., solely dedicated to Electrical and Electronic products and solutions, exceeding the overall manufacturing capacity of the peers considered. It operates 11 manufacturing facilities strategically located across North, West, and South India. For example, their Noida facilities serve customers in Northern India, which is major electronics manufacturing hub. Also, their Pune facilities cater to customers across Western India and the Southern Indian region, which includes industries operating in the consumer electronics, aerospace and defence, and e-mobility sectors. The Company has an in-house design centre and over 50 assembly lines, enabling strong product integration and quality control.

As a result of their strategic expansion and integration, they have emerged as one of the few homegrown players in India (among peers considered), with the ability to cover the entire lifecycle of product manufacturing with capabilities for mould designing, wire and cables designing, manufacturing printed circuit board and brass components, injection and blow moulding and product assembly lines and testing facilities. It is an EMS provider of electrical and electronic distribution systems and appliance cords for the consumer electronics sector in India.

- **Kaynes Technology India Limited**

Kaynes Technology India Limited, incorporated in 2008, is integrated Electronics Manufacturing Services and IoT solutions provider. The company offers end-to-end capabilities, including conceptual design, process engineering, manufacturing, and life-cycle support, catering to industries such as automotive, aerospace & defence, industrial, railways, medical, and IT. Kaynes has also expanded into semiconductor assembly and testing (OSAT) and high-density interconnect (HDI) PCB manufacturing. With a presence across multiple manufacturing locations in India and a global customer base, the company focuses on high-mix, low-to-medium volume, and mission-critical products. Its diversified portfolio positions it as a strategic partner for both domestic and export markets.

- **Avalon Technologies Limited**

Avalon Technologies Limited, incorporated in 1999, is an integrated Electronic Manufacturing Services provider offering end-to-end solutions, from design and engineering to manufacturing and after-sales support. The company operates across high-value, high-complexity sectors such as aerospace & defence, industrial,

automotive, energy, and medical devices. Its capabilities span PCB assembly, sheet metal fabrication, machining, cable harnessing, and system integration. Avalon serves both domestic and global OEMs, leveraging facilities in India and the U.S. to cater to export-driven demand. The company focuses on high-mix, low-to-medium volume production, positioning itself as a strategic partner for mission-critical applications.

- **Dixon Technologies (India) Limited**

Dixon Technologies (India) Limited, incorporated in 1993, is a leading Electronic Manufacturing Services company engaged in manufacturing a diverse range of electronic products. Its operations span consumer electronics, lighting products, home appliances, mobile phones, security surveillance systems, and set-top boxes. The company offers services across product design, manufacturing, and repair & refurbishment, catering to major domestic and global brands. The company operates 23 manufacturing facilities across Noida, Dehradun, Ludhiana, and Andhra Pradesh.

- **PG Electroplast Limited**

PG Electroplast Limited, incorporated in 2003, is a provider of Electronic Manufacturing Services and plastic molding solutions in India. It specializes in Original Design Manufacturing, Original Equipment Manufacturing and Plastic Injection Molding, catering to 50+ leading Indian and Global brands. The company offers a comprehensive range of services, including plastic injection molding, printed circuit board assembly, and complete product assembly for sectors such as consumer durables, automotive, lighting, and sanitary ware. Its portfolio spans manufacturing of washing machines, air conditioners, LED lighting products, and other electronics. The company focuses on delivering customized manufacturing solutions for diverse end-use industries, leveraging multiple manufacturing facilities across India.

- **Amber Enterprises India Limited**

Amber Enterprises India Limited, incorporated in 1990, is a solutions provider for the air conditioning and consumer durables industry. The company offers a diversified product portfolio including room air conditioners (split, window, inverter, cassette, and ductable units), components such as heat exchangers, sheet metal parts, and plastic molding, as well as electronics like PCBs for automotive, telecom, defence, and aerospace applications. Amber also caters to the railways sector with subsystems including doors, gangways, pantry systems, couplers, driving gears, pantographs, and brakes. Serving major domestic and international OEMs, it operates multiple manufacturing facilities across India with backward integration process.

7.2. Operational Benchmarking

Table 20: Comparison of Product offerings (Fiscal 2025):

Benchmarking Parameters	UKB Electronics	Kaynes Technology India	Avalon Technologies	Dixon Technologies (India)	PG Electroplast	Amber Enterprises India
Product Portfolio & Offerings	Automotive: Wiring harnesses, Automotive special Cables and EV chargers	Automotive electronics: cluster PCBA, lighting modules, switch assemblies etc.	Aerospace components: engine parts, seating frames, lighting assemblies etc.	Consumer electronics: LED TVs, PCB manufacturing etc.	Consumer appliances: indoor/outdoor/window AC units etc.	Consumer durables: split, window, inverter, cassette, ductable Acs etc.
	Industrial & Automation: Instrumentation, control, high-temp, welding, flex, signal & trailing cables	Industrial & EV systems: engine control panels, BLE modules, precision measurement devices etc.	Railway systems: signalling, braking, collision prevention, platform HVAC, doors etc.	Lighting: LEDs, tube lights, indoor/outdoor drivers etc.	Washing machines: semi-automatic and fully automatic top load etc.	Electronics: PCBs for automotive, IT/telecom, defence, aerospace, railways etc.
	Consumer Electronics & Appliances: PCBAs, power cords, plugs, extensions, connectors	Railway signalling & control systems etc.	Automotive electronics: dashboards, telematics, battery systems etc.	Home appliances: semi/fully automatic washing machines etc.	Air coolers: window, desert, personal etc.	RACs: split, outdoor, window, top-throw units etc.
	Aerospace and Defence: Special wire, Cables and Electronic distribution system.	Aerospace and strategic electronics: sonar, mission-critical assemblies etc.	Solar energy systems: inverters, charge controllers etc.	Mobile & EMS: mobile phones, hearables, wearables, laptops etc.	LED TVs and interactive flat panel display etc.	Railway subsystems: doors, gangways, pantry systems, couplers, pantographs, brakes etc.
	Renewables: Specialty Cables and electronic distribution system.	IoT and industrial devices: barcode scanners, sensors, industrial tablets etc.				
Number of Plants	11	10	14	11	10	30
Total Installed Capacity (Sq. ft.)	11,02,914	5,07,155	5,75,000	8,60,000*	11,00,000	90,41,684*
Number of Export Countries	17+	26	18	10	0	6

Source: Company Reports

Note: *Capacity Expansion

Table 21: Revenue by geography (%)

Revenue by geography	UKB Electronics			Kaynes Technology India			Avalon Technologies			Dixon Technologies (India)			PG Electroplast			Amber Enterprises India		
	FY23	FY24	FY25	FY23	FY24	FY25	FY23	FY24	FY25	FY23	FY24	FY25	FY23	FY24	FY25	FY23	FY24	FY25
Within India	93.76%	92.77%	93.51%	85.25%	90.73%	92.60%	37.17%	43.21%	-	91.66%	92.87%	-	99.91%	99.89%	-	99.65%	99.43%	99.38%
Outside India	6.24%	7.23%	6.49%	14.75%	9.27%	7.40%	62.83%	56.79%	-	8.34%	7.13%	-	0.09%	0.11%	-	0.35%	0.57%	0.62%

Source: Company Reports

Table 22: Revenue by sector (%)

Revenue by sector	UKB Electronics			Kaynes Technology India			Avalon Technologies			Dixon Technologies (India)			PG Electroplast			Amber Enterprises India		
	FY23	FY24	FY25	FY23	FY24	FY25	FY23	FY24	FY25	FY23	FY24	FY25	FY23	FY24	FY25	FY23	FY24	FY25
B2B2B	0.14%	2.47%	5.48%	85.77%	92.90%	92.03%	100.00%	100.00%	100.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	6.25%	8.79%	7.81%
B2B2C	99.86%	97.53%	94.52%	14.23%	7.10%	7.97%	0.00%	0.00%	0.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	93.75%	91.21%	92.19%

Source: Company Reports

Note:

1. For classification purpose, Consumer Electronics segments such as smartphones, televisions, wearables, and appliances have been classified under B2B2C, while other segments such as Aerospace & Defence, ICT (IT & Telecom), Automotive, Industrial & Industrial Automation, Renewables, Mass Transportation and others have been considered under B2B2B.
2. For Kaynes Technology India, "IoT / IT, Consumer and Others" has been considered as B2B2C for all the three financial years.
3. For PG Electroplast, "Plastic and Others" & "Tool Manufacturing" has been considered as B2B2C for all the three financial years.

Table 23: Comparison of presence in various end-user industry

End-use Industries	UKB Electronics	Kaynes Technology India	Avalon Technologies	Dixon Technologies (India)	PG Electroplast	Amber Enterprises India
Consumer Electronics	✓	✓		✓	✓	✓
Aerospace & Defence	✓	✓	✓			✓
Automotive / EV	✓	✓	✓		✓	✓
Railways	✓	✓	✓			✓
Medical	✓		✓	✓		
Renewables	✓		✓			
Industrial Automation	✓	✓	✓			✓
Information Technology & Telecom	✓	✓	✓	✓		✓

Source: Company Reports

Note: All the above information has been compiled from publicly available documents and disclosures of the respective companies

Table 24: Comparison of Value Chain

Value Chain	UKB Electronics	Kaynes Technology India	Avalon Technologies	Dixon Technologies (India)	PG Electroplast	Amber Enterprises India
Design & Prototyping	✓	✓	✓			✓
Component Manufacturing / Sourcing	✓	✓	✓	✓	✓	✓
PCBA / Assembly	✓	✓	✓	✓	✓	✓
Box Build & Integration	✓	✓	✓	✓	✓	✓
Testing / QA / Reliability	✓	✓	✓	✓	✓	✓
Vertical Integration	✓	✓	✓			

Source: Company Reports

Note: All the above information has been compiled from publicly available documents and disclosures of the respective companies

7.3. Financial Parameters (Figures in INR Millions)**Table 25: Comparison of Revenue from Operations**

Peers	FY23	FY24	FY25
UKB Electronics	5,295.46	5,793.66	7,872.71
Kaynes Technology India	11,261.14	18,046.19	27,217.52
Avalon Technologies	9,447.19	8,671.68	10,981.28
Dixon Technologies (India)	1,21,920.10	1,76,909.00	3,88,601.00
PG Electroplast	21,599.48	27,464.95	48,695.32
Amber Enterprises India	69,270.95	67,292.69	99,730.16

Table 26: Comparison of EBITDA

Peers	FY23	FY24	FY25
UKB Electronics	598.40	580.40	969.52
Kaynes Technology India	1,683.18	2,541.68	4,106.99
Avalon Technologies	1,126.24	625.48	1,148.80
Dixon Technologies (India)	5,143.70	7,078.70	19,849.40
PG Electroplast	1,761.56	2,617.90	4,840.54
Amber Enterprises India	4,179.33	4,895.37	7,334.32

Table 27: Comparison of EBITDA Margin

Peers	FY23	FY24	FY25
UKB Electronics	11.30%	10.02%	12.31%
Kaynes Technology India	14.95%	14.08%	15.09%
Avalon Technologies	11.92%	7.21%	10.46%
Dixon Technologies (India)	4.22%	4.00%	5.11%
PG Electroplast	8.16%	9.53%	9.94%
Amber Enterprises India	6.03%	7.27%	7.35%

Table 28: Comparison of PAT

Peers	FY23	FY24	FY25
UKB Electronics	191.77	267.48	460.18
Kaynes Technology India	951.96	1,832.89	2,934.33
Avalon Technologies	525.03	279.85	634.39
Dixon Technologies (India)	2,550.80	3,749.20	12,325.80
PG Electroplast	774.69	1,349.00	2,877.96
Amber Enterprises India	1,637.76	1,394.67	2,511.51

Table 29: Comparison of PAT Margin

Peers	FY23	FY24	FY25
UKB Electronics	3.60%	4.51%	5.82%
Kaynes Technology India	8.37%	9.85%	10.37%
Avalon Technologies	5.47%	3.17%	5.69%
Dixon Technologies (India)	2.09%	2.12%	3.17%
PG Electroplast	3.58%	4.89%	5.87%
Amber Enterprises India	2.35%	2.06%	2.50%

Table 30: Comparison of RoNW

Peers	FY23	FY24	FY25
UKB Electronics	14.97%	16.88%	22.52%
Kaynes Technology India	9.91%	7.37%	10.32%
Avalon Technologies	9.78%	5.11%	10.37%
Dixon Technologies (India)	19.86%	21.77%	35.53%
PG Electroplast	19.57%	13.00%	10.18%
Amber Enterprises India	8.38%	6.59%	10.87%

Table 31: Comparison of RoCE

Peers	FY23	FY24	FY25
UKB Electronics	23.29%	20.99%	27.78%
Kaynes Technology India	15.34%	9.16%	12.57%
Avalon Technologies	15.43%	6.60%	13.70%
Dixon Technologies (India)	27.96%	29.75%	47.99%
PG Electroplast	22.74%	17.56%	13.91%
Amber Enterprises India	11.02%	10.89%	15.45%

Table 32: Comparison of Net Debt to Equity

Peers	FY23	FY24	FY25
UKB Electronics	1.42	1.11	1.14
Kaynes Technology India	0.11	0.12	0.29
Avalon Technologies	-0.22	0.22	0.12
Dixon Technologies (India)	-0.03	-0.03	-0.01
PG Electroplast	1.35	0.32	0.08
Amber Enterprises India	0.52	0.61	0.75

Table 33: Comparison of Net Debt to EBITDA

Peers	FY23	FY24	FY25
UKB Electronics	3.04	3.02	2.41
Kaynes Technology India	0.65	1.13	2.02
Avalon Technologies	-1.03	1.95	0.63
Dixon Technologies (India)	-0.07	-0.06	-0.01
PG Electroplast	3.03	1.26	0.46
Amber Enterprises India	2.44	2.66	2.35

Table 34: Comparison of Gross Fixed Asset Turnover Ratio

Peers	FY23	FY24	FY25
UKB Electronics	4.49	4.63	3.74
Kaynes Technology India	7.76	5.51	4.35
Avalon Technologies	8.18	6.13	NA

Peers	FY23	FY24	FY25
Dixon Technologies (India)	10.18	8.81	NA
PG Electroplast	3.36	3.30	NA
Amber Enterprises India	3.31	2.67	3.58

Table 35: Comparison of Net Working Capital Days

Peers	FY23	FY24	FY25
UKB Electronics	132	104	91
Kaynes Technology India	163	123	102
Avalon Technologies	187	223	182
Dixon Technologies (India)	2	-6	-5
PG Electroplast	66	56	68
Amber Enterprises India	17	-3	-4

Table 36: KPIs Definition

KPIs	Definition
Revenue from Operations	Revenue from Operations represents the scale of our business as well as provides information regarding our overall financial performance.
EBITDA	EBITDA provides a comprehensive view of our financial health. It facilitates evaluation of the year-on-year performance of our business and excludes other income.
EBITDA Margin	EBITDA Margin is an indicator of the profitability of our business and assists in tracking the margin profile of our business and our historical performance and provides financial benchmarking against peers.
PAT	PAT represents the profit/loss that we make for the financial year or during a given period. It provides information regarding the overall profitability of our business.
PAT Margin	PAT Margin is an indicator of the overall profitability of a business and provides financial benchmarking against peers as well as to compare against the historical performance of our business.
Net Worth	Net Worth is an indicator of a financial standing/ position as of a certain date. Net Worth is also known as Book Value or Shareholders' Equity.
Net Debt	Net Debt is a liquidity metric, and it represents the absolute value of borrowings net of cash and cash equivalents, bank balances and other cash and cash equivalents and current investments in the company.
Net Debt to EBITDA	Net Debt to EBITDA ratio enables us to measure the ability and extent to which we can cover our debt in comparison to the EBITDA being generated by us.
Net Debt to Equity	Net Debt to Equity is a measure of our Company's capital structure and financial leverage. It reflects the extent to which the Company is funded through debt versus Net Worth.
Return on Net Worth (RoNW)	RoNW represents how efficiently we generate profits from our Net Worth.
Return on Capital Employed (RoCE)	RoCE represents how efficiently we generate earnings before interest & tax from the capital employed.
Gross Block	Gross Block represents the total cost of all property plant and equipment.
Gross fixed Asset Turnover	Gross Fixed Asset Turnover Ratio indicates the efficiency with which the Company utilizes its gross fixed assets to generate Revenue from Operations. It reflects how effectively the investments in property, plant and equipment (excluding right of use assets) are contributing to the Company's sales.
Net Working Capital Days	Net Working Capital Days indicates the number of days the Company takes to convert its net working capital into revenue. It reflects the efficiency of working capital management and the operating cycle of the business.

Table 37: Formulas

KPIs	Formulas
Revenue from Operations	Revenue from Operations includes revenue from sale of products and services and other operating revenue
EBITDA	EBITDA is calculated as profit before tax plus depreciation and amortization expense plus finance cost less other income
EBITDA Margin	EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
PAT	PAT means profit after tax for the year
PAT Margin	PAT Margin is calculated as PAT divided by Total Income. Total Income is calculated as Revenue from Operations plus other income
Return on Net Worth (RoNW)	RoNW is calculated as PAT divided by Net Worth. Net worth represents 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

KPIs	Formulas
	written off, derived from Restated Financial Information, but does not include reserves created out of revaluation of assets and amalgamation
Return on Capital Employed (RoCE)	RoCE is calculated as EBIT divided by capital employed. EBIT is calculated as profit before tax plus finance cost less other income. Capital employed is calculated as Net Worth plus non-current borrowings
Gross Fixed Asset Turnover Ratio	Gross Fixed Asset Turnover Ratio is calculated as Revenue from Operations divided by closing Gross Block. Gross Block represents the total cost of all property plant and equipment
Net Working Capital Days	Net Working Capital Days is calculated as inventory days plus receivable days less payable days. Inventory days is calculated as $(\text{Closing Inventory} / \text{COGS}) * 365$. Receivable days is calculated as $(\text{Closing Trade receivables} / \text{Revenue from Operations}) * 365$. Payable days is calculated as $(\text{Closing Trade payables} / \text{COGS}) * 365$. COGS is calculated as cost of materials consumed plus changes in inventories of finished goods, stock-in-trade and work-in-progress plus purchases of stock-in-trade
Net Debt to Equity	Net Debt to Equity Ratio is calculated as Net Debt divided by Net Worth. Net debt is calculated as non-current borrowings plus current borrowing less cash and cash equivalents
Net Debt to EBITDA	Net Debt to EBITDA Ratio is calculated as Net Debt divided by EBITDA. Net debt is calculated as non-current borrowings plus current borrowing less cash and cash equivalents

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contains forward-looking statements that involve risks and uncertainties. You should read “**Forward-Looking Statements**” on page 19 for a discussion of the risks and uncertainties related to those statements and “**Risk Factors**”, “**Restated Financial Information**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 34, 340 and 408, respectively, for a discussion of certain factors that may affect our business, financial condition, results of operations or cash flows. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our Company’s financial year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see “**Restated Financial Information**” on page 340. Also see, “**Definitions and Abbreviations**” on page 1 for certain terms used in this section. Unless otherwise stated or the context otherwise requires, references in this section to “we”, “us”, “our”, “our Company” or “the Company” are to UKB Electronics Limited.

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled “**Industry Research Report on Electronics and Electronics Manufacturing Services Industry**” dated August 2025 (the “**CARE Report**”) prepared and issued by CARE Analytics and Advisory Private Limited (“**CARE**”), appointed by us pursuant to an engagement letter dated April 1, 2025 and exclusively commissioned and paid for by us to enable investors to understand the industry in which we operate in connection with the Offer. The data included herein includes excerpts from the CARE Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the CARE Report and included herein with respect to any particular calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. A copy of the CARE Report will be available on the website of our Company at <https://ukbelectronics.com/investor-relations/> from the date of the Red Herring Prospectus until the Bid/Offer Closing Date. For further information, see “**Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the CARE Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.**” on page 67. Also see, “**Certain Conventions, Currency of Presentation, Use of Financial Information and Market Data – Industry and Market Data**” on page 17.

OVERVIEW

We are an integrated electronic manufacturing services (“**EMS**”) provider with end-to-end capabilities in product design, prototyping and manufacturing electronic and electrical products and solutions. We serve leading original equipment manufacturers (“**OEMs**”), including Fortune 500 companies and multinational corporations such as LG Electronics India Limited, Panasonic Appliances India Company Limited, Carrier Midea India Private Limited, Haier Appliances India Private Limited. Our diverse product portfolio has enabled us to serve diverse industries across different sectors, which makes us one of the few EMS providers in India capable to cater to both business-to-business-to-consumer (“**B2B2C**”) and business-to-business-to-business (“**B2B2B**”) markets. (Source: *CARE Report*). Our ability to provide end-to-end solutions across the entire value chain of the products we supply, along with our ability to understand, anticipate and innovate solutions for the needs of our marquee customer base has been a key factor in the growth of our Revenue from Operations which grew at a CAGR of 21.93% from Fiscal 2023 to Fiscal 2025.

Our key diversified product portfolio groups in EMS are broadly divided in the following categories:

- **Home appliances and consumer electronics:** We are one of the few homegrown players in India, among the peers considered, with the ability to cover the entire lifecycle of product manufacturing with capabilities for mould designing, wire and cables designing, manufacturing printed circuit board and brass components, injection and blow moulding and product assembly lines and testing facilities. (Source: *CARE Report*)

Under this category we manufacture products which are used in various electrical and home appliances as provided below:

Products	Description	Usage
Appliance cord assemblies	Custom-designed power cords and interconnect solutions for household and industrial appliances, built to meet global safety standards	Refrigerators, washing machine, LED televisions, air conditioners. kitchen

Products	Description	Usage
		appliances, information technology (“IT”) products
Electronic distribution systems	Integrated wiring harnesses and cable assemblies used for transmitting power and signals across appliances and systems	Refrigerators, washing machine, LED televisions, air conditioners, kitchen appliances
Printed circuit board assemblies (“PCBAs”)	High-precision assemblies of electronic components mounted on PCBs for use in consumer, industrial, and strategic electronics applications	Home appliances
Remotes	Fully assembled and tested handheld infrared and radio frequency devices used for controlling a wide range of consumer electronic products	Home appliances

- Strategic electronics:** We serve key strategic electronics sectors, such as (i) aerospace and defence; (ii) automotive (including e-mobility) (iii) mass transportation, (iv) industrial automation and renewables. We are one of the leading manufacturers in India with end-to-end capabilities to manufacture e-mobility charging solutions. (Source: CARE Report) We are also one of the leading manufacturers of specialized wires and cables in terms of product volume in Fiscal 2025, among peers considered. (Source: CARE Report) We are among the limited EMS players with a presence in the defence sector, a domain known for its stringent entry barriers. (Source: CARE Report)

Under this category we manufacture products which are used in various strategic electronics sector as provided below:

Products	Description	Usage
E-mobility products, including cables, charging guns, and chargers	End-to-end EV charging guns and charging cables	Automotive
Specialized cables, including LFH, EBXL, silicone, XLPE, degaussing, thermocouple, communication, ground communication and control, and signal cables, Teflon cables	Complete package of wires and cables for use on board of a naval ship for power, control, signaling and communication purpose	Aerospace and defence sector
Speciality cables and electronic distribution system	Thin wall electron beam crosslinked wires and cable and integrated wiring harness for underframe and roof arrangement for railway coaches	Locomotive and the coach manufacturing divisions of Indian Railways
EBXL cables, wire harness and cords assemblies	Electron beam cross-linked cables and power cords engineered for thermal, mechanical, and chemical performance in demanding environments	Industrial automation and renewable sectors





Our ability to provide end-to-end customer service covering the entire spectrum from design to manufacturing, has allowed us to serve 675 customers of which 203 were OEMs between April 1, 2022, and March 31, 2025. In the home appliances and consumer electronics industry, we serve marquee OEMs, Fortune 500 companies and global brands such as LG Electronics India Limited, IFB Industries Limited, Panasonic Appliances India Company Limited, Voltbek Home Appliances Private Limited, Haier Appliances India Private Limited, Dixon Electro Manufacturing Private Limited, Carrier Midea India Private Limited, Liebherr Appliances India Private Limited, Versuni India Home Solutions Limited, among others.

On average, our relationships with our top 10 customers (based on revenue from product sales in Fiscal 2025) as of March 31, 2025, span more than 13 years. In Fiscal 2025, these top 10 customers accounted for ₹5,281.95 million in revenue from product sales, representing 67.08% of our total Revenue from Operations. Customers who have been associated with us for more than 10 years contributed ₹5,205.87 million, ₹4,088.56 million, and ₹3,532.34 million in Fiscal 2025, 2024, and 2023, respectively, which represented 66.13%, 70.57%, and 66.71% of our revenues from operations during those periods.

According to CARE Report, out of total customers served between April 2022, and March 2025, 22 customers were India's Fortune 500 organizations, including 10 PSUs. Providing EMS solutions at global level to various marquee customers, our Company has also served one of the Global Fortune 500 company. (Source: CARE Report)

The table below sets forth our revenues from various sectors which we have served for the periods indicated:

Sector	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of Revenue from Operations	Amount (in ₹ million)	Percentage of Revenue from Operations	Amount (in ₹ million)	Percentage of Revenue from Operations
Home appliances and consumer electronics	7,441.49	94.52%	5,650.39	97.53%	5,288.16	99.86%
Strategic electronics	431.22	5.48%	143.27	2.47%	7.30	0.14%
Total	7,872.71	100.00%	5,793.66	100.00%	5,295.46	100.00%

We have more than two-decades of experience in the EMS industry which has enabled us to develop deep insights into the preferences, expectations, and stringent quality requirements of OEMs in India and globally. By leveraging our experience, we strategically invested around ₹1,855.53 million between Fiscal 2023 and 2025 to expand our manufacturing capabilities and deepening our backward integration to meet the expectations of our customers. As

a result of our strategic expansion and integration, we have emerged as one of the few homegrown players in India, among peers considered, with the ability to cover the entire lifecycle of product manufacturing with capabilities for mould designing, wire and cables designing, manufacturing printed circuit board and brass components, injection and blow moulding and product assembly lines and testing facilities. (Source: CARE Report)

We operate 11 strategically located Manufacturing Facilities across Pune (Maharashtra), Ahmednagar (Maharashtra), Noida (Uttar Pradesh), Ghiloth (Rajasthan), Goa, Sri City (Andhra Pradesh), and Chennai (Tamil Nadu). Our Manufacturing Facilities are strategically located in proximity to our customers, enabling us to meet their needs in a time and cost-efficient manner. Proximity to our customers is a part of our strategic marketing approach. The locational advantage of our Manufacturing Facilities helps in reducing logistical costs, improves our order turnaround times and helps in enhancing supply chain resilience. Our Pune manufacturing facility (Maharashtra), Ahmednagar manufacturing facility (Maharashtra), Chennai Facility (Tamil Nadu) and Sri City Plant (Andhra Pradesh) are located near ports, thereby creating a seamless channel for facilitating exports.

Our manufacturing operations are backward integrated, allowing us better control over the manufacturing process, drive cost efficiency across the supply chain, and reduce dependence on external suppliers. Our Manufacturing Facilities are designed to be agile and responsive to changes in product demand. Our production, materials handling, and quality management equipment are versatile and can be swiftly reconfigured for alternative product manufacturing. This ensures efficient time-to-market for new products and allows us to quickly adapt to changes in customer schedules or manufacturing batch sizes, which is crucial for large-scale EMS manufacturing with diverse SKUs.

The table below sets forth the details about our Manufacturing Facilities:

Facility		Products manufactured	Facility overview
Uttar Pradesh	Manufacturing Facility 1	Appliance cord assemblies	
	Manufacturing Facility 2	PCBA, remote, Electronic distribution systems, EV charging guns	
	Manufacturing Facility 3	Appliance cord assemblies, Electronic distribution systems	
Maharashtra	Manufacturing Facility 4	Electronic distribution systems	

Facility		Products manufactured	Facility overview
	Manufacturing Facility 5	Speciality wire and cables	
	Manufacturing Facility 6	Appliance cord assemblies	
	Manufacturing Facility 7	Electronic distribution systems and PCBAs	
Rajasthan	Manufacturing Facility 8	Speciality wire and cables, electronic distribution systems and EV charging cables	
Goa	Manufacturing Facility 9	Electronic distribution systems	
Tamil Nadu	Manufacturing Facility 10	Electronic distribution systems	
Andhra Pradesh	Manufacturing Facility 11	Electronic distribution systems	

We place a strong emphasis on research and development (“**R&D**”), which enables us to address the requirements of our customers, pursue innovation, enhance existing products with emerging technologies, and optimize costs across our products through value engineering. With innovative measures, our team works on product and material design to enhance performance and reduce costs. We have an R&D facility and design centre located at Noida equipped with advanced technologies including tools like WCAD, Siemens for DFMA, and embedded software tools for programming. As of March 31, 2025, our R&D team comprise of 35 employees, including qualified professionals from diverse backgrounds in engineering, science, and technology. In Fiscal 2025, 2024, and 2023, our total expenditure for R&D activities was ₹40.01 million, ₹28.02 million and ₹27.27 million, respectively, representing 4.13%, 4.83%, and 4.56% of our EBITDA from operations, respectively. As of March 31, 2025, we have two registered design patents and have applied for one patent which is currently pending registration.

Our Promoters and management team has over three decades of experience in the field of EMS and have been instrumental in the growth of our business. Our Promoter and Managing Director, Manoj Tayal, has more than 20 years of experience in establishing sophisticated and globally competitive Manufacturing Facilities. Our Promoter and Director, Vinay Kumar Tayal, has more than 20 years of leadership experience in developing new business verticals and executing growth strategies in the EMS landscape. Our Board is supported by our Key Managerial Personnel and Senior Management, who have diverse experience in finance, operations, human resource management, logistics and supply chain management, technology, and marketing.

We have established a track record of consistent revenue growth and profitability. The following table sets forth certain of our financial information for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from Operations ⁽¹⁾ (₹ million)	7,872.71	5,793.66	5,295.46
EBITDA ⁽²⁾ (₹ million)	969.52	580.40	598.40
EBITDA Margin (%) ⁽³⁾	12.31	10.02	11.30
Restated profit for the year (“PAT”) (₹ million) ⁽⁴⁾	460.18	267.48	191.77
PAT Margin (%) ⁽⁵⁾	5.82	4.51	3.60
Return on Net Worth (%) ⁽⁶⁾	22.52	16.88	14.97
Return on Capital Employed (%) ⁽⁷⁾	27.78	20.99	23.29
Net Debt to EBITDA ⁽⁸⁾ (in times)	2.41	3.02	3.04
Net Debt to Equity ⁽⁹⁾ (in times)	1.14	1.11	1.42
Net Working Capital Days ⁽¹⁰⁾	91	104	132
Gross Fixed Asset Turnover Ratio ⁽¹¹⁾ (in times)	3.74	4.63	4.49
Revenue by Sector⁽¹²⁾			
B2B2C (%)	94.52	97.53	99.86
B2B2B (%)	5.48	2.47	0.14
Revenue by Geography⁽¹²⁾			
Within India (%)	93.51	92.77	93.76
Outside India (%)	6.49	7.23	6.24

Notes:

⁽¹⁾ Revenue from Operations includes revenue from sale of products and services and other operating revenue.

⁽²⁾ EBITDA is calculated as profit before tax plus depreciation and amortization expense plus finance cost less other income.

⁽³⁾ EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.

⁽⁴⁾ PAT means profit after tax for the year.

⁽⁵⁾ PAT Margin is calculated as PAT divided by total income. Total income is calculated as Revenue from Operations plus other income.

⁽⁶⁾ Return on Net Worth is calculated as PAT divided by net worth. Net worth represents 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, derived from Restated Financial Information, but does not include reserves created out of revaluation of assets and amalgamation.

⁽⁷⁾ Return on Capital Employed is calculated as EBIT divided by capital employed. EBIT is calculated as profit before tax plus finance cost less other income. Capital employed is calculated as net worth plus non-current borrowings.

⁽⁸⁾ Net Debt to EBITDA ratio is calculated as net debt divided by EBITDA. Net debt is calculated as non-current borrowings plus current borrowing less cash and cash equivalents.

⁽⁹⁾ Net Debt to Equity ratio is calculated as net debt divided by net worth. Net debt is calculated as non-current borrowings plus current borrowing less cash and cash equivalents.

⁽¹⁰⁾ Net Working Capital Days is calculated as inventory days plus receivable days less payable days. Inventory days is calculated as (closing inventory / COGS) * 365. Receivable days is calculated as (closing trade receivables / Revenue from Operations) * 365. Payable days is calculated as (closing trade payables / COGS) * 365. COGS is calculated as cost of materials consumed plus changes in inventories of finished goods, stock-in-trade and work-in-progress plus purchases of stock-in-trade.

⁽¹¹⁾ Gross Fixed Asset Turnover Ratio is calculated as Revenue from Operations divided by closing gross block. Gross block represents the total cost of all property plant and equipment.

⁽¹²⁾ Revenue by Sector / Revenue by Geography has been computed based on data extracted from the sales register.

OUR COMPETITIVE STRENGTHS

Established EMS manufacturer with leading positions in key industry verticals and end-to-end product development capabilities, well-positioned to capitalise on sectoral tailwinds across a diverse range of applications.

We are an integrated EMS manufacturer with leading positions in key industry verticals:

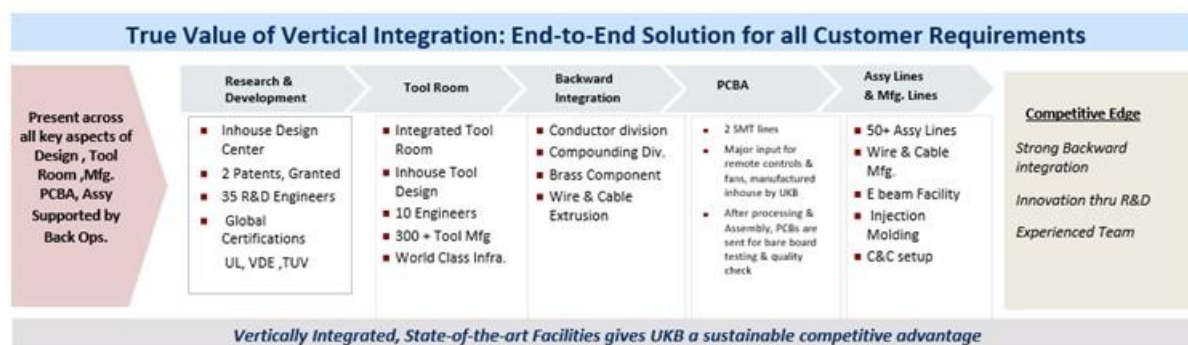
- We are one of the few homegrown players in India, among the peers considered, with the ability to cover the entire lifecycle of product manufacturing with capabilities for mould designing, wire and cables designing, manufacturing printed circuit board and brass components, injection and blow moulding and product assembly lines and testing facilities.
- We are one of the leading manufacturers in India with end-to-end capabilities to manufacture e-mobility charging solutions.
- Our diverse product portfolio has enabled us to cater to both B2B2C and B2B2B markets.

(Source: CARE Report)

Our more than two-decades of experience in manufacturing, backward integration, strong relationships with global OEMs and Fortune 500 companies have resulted in us achieving leading position in our key verticals. Our EMS service portfolio is designed to provide a comprehensive suite of solutions to our customers that cover the entire product development lifecycle, from concept to design to final product.

- **Design capabilities.** Our design services include hardware design to ensure high-performance physical components, software design tailored to integrate seamlessly with the hardware, prototyping to validate and refine product's functionality, product certifications to meet industry standards, value engineering to enhance functionality and reduce costs.
- **Testing and reliability capabilities:** We operate a testing laboratory at our Manufacturing Facilities, which has significantly strengthened our ability to validate products under the rigorous conditions required for electronics and electrical applications. This facility enables in-house testing of products, ensuring high levels of performance, safety, and reliability, which is critical to meet the quality standards of our customers. In addition to lab-based validation, we employ in-line testing systems for wire harnesses during production to detect faults in real time. The laboratory and the in-line testing processes plays a critical role in accelerating development timelines, reducing reliance on external service providers, and supporting faster go-to-market execution while maintaining stringent quality standards.
- **Manufacturing capabilities.** We offer prototype manufacturing to validate and refine customer product configurations before full-scale production. We also design essential tools and fixtures for precise manufacturing, produce tools and moulds for consistent quality. Further, we manufacture individual components to meet specifications for the end products manufactured by our customers.

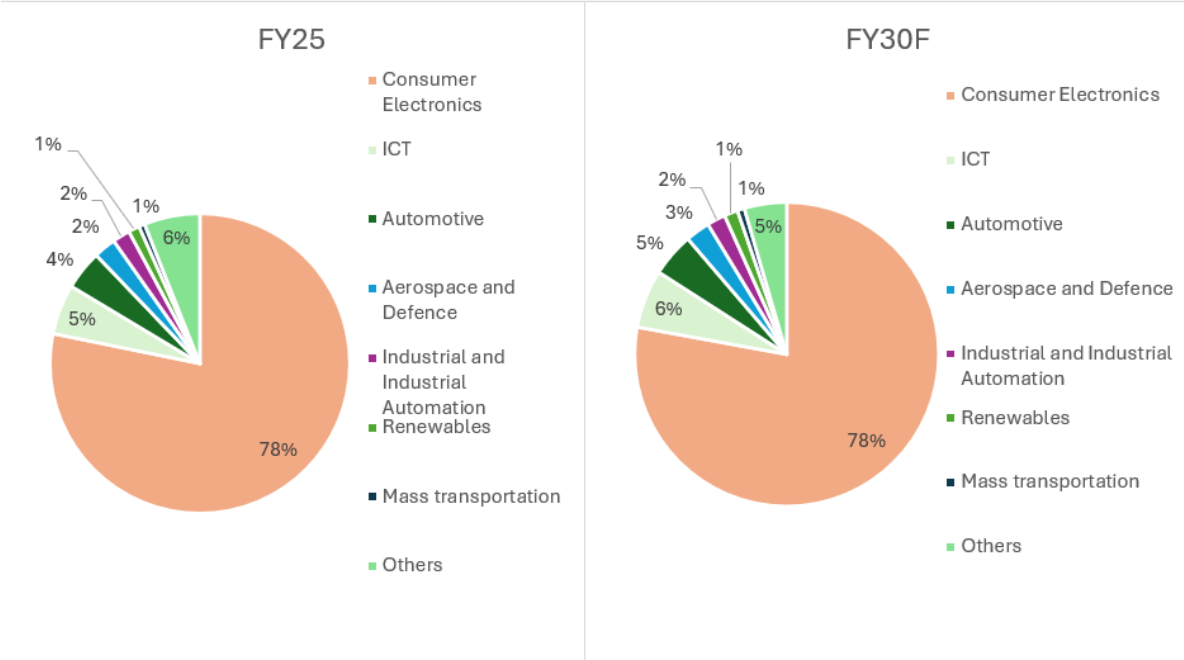
We have a valid Atomic Energy Regulatory Board (“AERB”) certification for operating our e-beam facility in Ghiloth, Rajasthan.



India's electronics market has witnessed remarkable growth between Fiscal 2020 and Fiscal 2025, with market size increasing from USD 97 billion to USD 191 billion. Looking ahead, the market is projected to reach USD 453 billion by Fiscal 2030, driven by key government programs such as the Production Linked Incentive (“PLI”) scheme and ‘Make in India,’ which aim to strengthen domestic manufacturing and reduce import dependence. India's strategic electronics sector has witnessed rapid development, driven by evolving geopolitical dynamics,

fast-paced digitalisation, and the growing emphasis on self-reliance in defence technology. The increasing demand for sophisticated electronic systems including radar, communication, avionics, missile guidance, electronic warfare, and surveillance, has prompted the government to prioritize domestic manufacturing. The domestic strategic electronics market is expected to grow at a CAGR of 21.5% between Fiscal 2025 and Fiscal 2030 as compared to a CAGR of 16.4% between Fiscal 2020 and Fiscal 2025. Consumer electronics remains the dominant segment, expanding at 15.90% CAGR historically (between Fiscal 2020 and Fiscal 2025) and projected to grow at 19.10% CAGR (between Fiscal 2025 and Fiscal 2030) going forward, driven by rising demand for devices, growing e-commerce adoption, and faster delivery models. Consumer electronics leads India’s electronics market, yet penetration of key products like air conditioners, refrigerators, and washing machines remains low, offering significant growth potential. The EMS market is also segmented into B2B2B and B2B2C. The B2B2C channel leads the global EMS market due to the high demand for consumer electronics like smartphones, laptops, and wearables, which require large-scale production and efficient supply chains. Consumer electronics also experience faster product cycles and constant innovation, driving consistent growth in the EMS sector. The B2B2B segment follows, as businesses in sectors like automotive, aerospace and defence, railways, IT, data centres, power, clean energy healthcare, and telecommunications rely on EMS for specialised, high-quality, and custom electronic components. However, B2B2C remains dominant due to the larger volume of consumer products being produced. In India, for the B2B2C segment, the market grew at a CAGR of 14% between Fiscal 2020 and Fiscal 2025, and is further expected to accelerate to a CAGR of around 19% during Fiscal 2025 to Fiscal 2030, while the B2B2B market grew at a CAGR of about 15% from Fiscal 2020 to Fiscal 2025, and is expected to rise at a higher CAGR of about 19% between Fiscal 2025 and Fiscal 2030. The share of EMS is expected to grow significantly in India’s electronics market for several reasons. Firstly, EMS companies are evolving beyond traditional contract manufacturing to offer complete design and development services. This shift allows EMS providers to capture higher margins, while Original Equipment Manufacturers (“OEMs”) benefit by outsourcing both manufacturing and design, enabling them to focus on marketing, sales, and business expansion. Secondly, the highly competitive and complex nature of the electronics industry is prompting OEMs to concentrate primarily on marketing and aftermarket services, leaving manufacturing responsibilities to specialized EMS companies. This strategic division helps OEMs streamline operations and enhance efficiency. Lastly, EMS providers benefit from economies of scale, positioning them better to manage frequent technological changes and rapidly evolving product cycles. Their scale also enables stronger negotiation power with raw material suppliers, resulting in cost advantages that OEMs typically cannot achieve on their own. These factors collectively support a rising EMS market share in India’s electronics manufacturing landscape. (Source: CARE Report)

The below table gives the market breakup trend by end user industry:



(Source: CARE Report)

Our diverse product portfolio has enabled us to cater diverse industries across different sectors which makes us of one of the few EMS providers in India capable of serving to both B2B2C and B2B2B markets. Rising demand from strategic sectors i.e. expansion of railways, metro networks, renewable energy (solar/wind), and defence

modernization is driving demand for high-performance, durable cabling solutions where E-beam cables excel (*Source: CARE Report*), we believe that we are well suited to exploit these growth opportunities.

Diversified product portfolio serving varied end-user industries, resulting in a de-risked business model

We have a proven track record to offer a diverse range of products that find application in across multiple end-user industries both within India and internationally. Our diversification approach enables us to minimize reliance on any single product, sector, customer, or market, ensuring consistent revenues across periods due to our customers operating in different industries with varying business or industry cycles, thereby reducing overall business risk.

• ***Product Portfolio / Categories***

We manufacture a wide range of electronic and electrical products, including (i) electronic distribution systems, (ii) appliance cord assemblies, (iii) remote controls and printed circuit board assemblies (“PCBAs”), and (iv) specialty wires and cables.

The table below sets forth our revenues from our product portfolio for the years indicated:

Products	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of Revenue from Operations	Amount (in ₹ million)	Percentage of Revenue from Operations	Amount (in ₹ million)	Percentage of Revenue from Operations
Electronic distribution systems	3,659.13	46.48%	2,796.83	48.27%	2,261.61	42.71%
Appliance cord assemblies	3,240.70	41.16%	2,414.80	41.68%	2,513.17	47.46%
Remote controls/PCBAs	268.78	3.41%	205.79	3.55%	171.45	3.24%
Specialty wires and cables	422.95	5.37%	132.21	2.28%	38.07	0.72%
Others*	281.15	3.58%	244.03	4.22%	311.16	5.87%
Revenue from operations	7,872.71	100.00%	5,793.66	100.00%	5,295.46	100.00%

*Others include scrap and other trading sales.

The table below provides an overview of our product range which finds its application across various sectors.

Sector	Product type
Home appliances and consumer electronics	
a) Refrigerators	Appliance cord assemblies and electronic distribution systems
b) Washing machines	Appliance cord assemblies and electronic distribution systems
c) Air conditioners	Appliance cord assemblies, electronic distribution systems, PCBA, remotes
d) LED Televisions	Appliance cord assemblies and electronic distribution systems
e) Kitchen appliances	Appliance cord assemblies and electronic distribution systems
f) IT products	Appliance cord assemblies, adaptors and chargers
Strategic electronics	
<i>Aerospace and defence</i>	
a) Merchant (shipping)	Special wires and cables
b) Defence (submarines)	Special wires and cables
c) Civil aviation	Speciality cables and electronic distribution system
d) Defence aviation	Speciality cables and electronic distribution system
<i>Mass transportation</i>	
a) Passenger coach (railways)	Speciality cables and electronic distribution system
b) Locomotives (railways)	Speciality cables and electronic distribution system
c) Metro (railways)	Speciality cables and electronic distribution system
<i>Industrial automations</i>	
a) Power tools	Speciality cables and electronic distribution system
b) Automation	Speciality cables and electronic distribution system
c) ICT	Speciality cables and electronic distribution system
<i>Automotive (including e-mobility)</i>	
a) 2-wheeler	Electronic distribution system
b) 4-wheeler	EV chargers, special wires and cables
Renewable energy	Speciality cables and electronic distribution system

Varied end-use and high entry barrier sectors

Our diverse product portfolio has enabled us to cater to multiple sectors, catering to both B2B2B and B2B2C industries. Industries within the strategic electronics sector, such as aerospace and defence is particularly challenging to enter due to their stringent safety standards, complex regulatory requirements, and the need for advanced technological capabilities. The defence industry is characterised by long onboarding timelines strict qualification procedures, and critical regulatory and defence approvals, making market entry difficult for new players. (Source: CARE Report) Our capability to serve these industries underscores our expertise in delivering advanced solutions for critical sectors.

The table below sets forth revenue from various sectors for the periods indicated:

Sectors	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of Revenue from Operations	Amount (in ₹ million)	Percentage of Revenue from Operations	Amount (in ₹ million)	Percentage of Revenue from Operations
Home appliances and consumer electronics	7,441.49	94.52%	5,650.39	97.53%	5,288.16	99.86%
Strategic electronics						
Aerospace and defence	111.71	1.42%	6.35	0.11%	0.16	0.00%
Mass transport (railways and metro systems)	110.81	1.41%	25.99	0.45%	-	0.00%
Automotive (including e-mobility)	16.92	0.21%	-	0.00%	-	0.00%
Industrial automations and renewables	191.78	2.44%	110.93	1.91%	7.14	0.14%
Total	7,872.71	100.00%	5,793.66	100.00%	5,295.46	100.00%

The table below sets forth our revenues from B2B2B and B2B2C for the periods indicated:

Products	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of Revenue from Operations	Amount (in ₹ million)	Percentage of Revenue from Operations	Amount (in ₹ million)	Percentage of Revenue from Operations
B2B2B	431.23	5.48%	143.29	2.47%	7.30	0.14%
B2B2C	7,441.48	94.52%	5,650.37	97.53%	5,288.16	99.86%
Total	7,872.71	100.00%	5,793.66	100.00%	5,295.46	100.00%

Customer base and geographically diversified revenue stream

Our customer base spans a wide array of sectors, reflecting our market reach and diverse customer engagement. The table below details the number of customers we have served across different sectors for the years indicated:

Sectors	Fiscal 2025	Fiscal 2024	Fiscal 2023
	Number of customers served		
Home appliances and consumer electronics	403	394	347
Strategic electronics	44	20	13
Total	447	414	360

The table below sets forth the revenues generated from both the Indian market and international markets for the years indicated:

Particulars	Fiscal 2025
Number of countries where our products were exported during the year	17
Revenue from the sale of products outside India (₹ million)	510.85
Revenue from the sale of products outside India as a percentage of Revenue from Operations	6.49%

In Fiscal 2020, the electronics industry contributed 2.2% to India's GDP, and this share has steadily risen, reaching 3.3% by Fiscal 2025. India's electronics industry contribution towards GDP is expected to reach 7.8% by Fiscal 2030. This growth highlights the expanding role of the electronics sector within India's overall economic framework. India's electronics production is experiencing significant growth, driven by its growing trade potential,

sustainability efforts, and export potential. India's electronics production is witnessing significant growth, increasing from USD 128 billion in Fiscal 2025 to a projected USD 481 billion by Fiscal 2030, reflecting a robust CAGR of approximately 30% over the five-year period. Exports are also expected to grow rapidly from USD 37 billion in Fiscal 2025 to USD 166 billion in Fiscal 2030, implying a CAGR of around 35%, highlighting India's growing role in global electronics supply chains. (Source: CARE Report)

We have strategically achieved successful on-boarding of marquee customers in different verticals and have expanded our customer base across various sectors. For example, other than customers operating in the customer electronics sector, we have onboarded 675 customers between April 1, 2022 and March 31, 2025 operating in various sectors including aerospace and defence, mass transportation, automotive (including e-mobility), industry automation and renewables.

The defence industry is characterised by long onboarding timelines strict qualification procedures, and critical regulatory and defence approvals, making market entry difficult for new players (Source: CARE Report), and thus onboarding new customers from the defence sector difficult. The long lead times for onboarding customers is on account of the complexity and stringent requirements of these strategic sectors, which require rigorous testing, compliance with high safety standards, and detailed project planning. Our ability to serve marquee customers in such demanding sectors underpins our focus on quality and precision engineering, and our ability to deliver high-quality solutions.

Strong backward integration supported by strategically located and geographically diverse Manufacturing Facilities and robust R&D capabilities, resulting in higher efficiency and high customer retention capability

Strategically located

We operate 11 Manufacturing Facilities, strategically located across North, West, and South India (Source: CARE Report) including cities of Supa and Pune (Maharashtra), Noida (Uttar Pradesh), Ghiloth (Rajasthan), Goa, Sri City (Andhra Pradesh) and Chennai (Tamil Nadu). We also operate warehouses in Ahmedabad (Gujarat), Shirwal (Maharashtra) and Chennai (Tamil Nadu). We have a total manufacturing capacity spread over 11 lakh sq. ft., solely dedicated to electrical and electronic products and solutions, exceeding the overall manufacturing capacity of the peers considered. (Source: CARE Report) We also have an arrangement with third party logistics provider for operating a warehouse in Mexico (on 3PL basis) for our customers in North America.

Our Manufacturing Facilities are strategically located near our customers, enabling us to meet their needs efficiently and cost-effectively by reducing logistics times and costs, and enhancing supply chain resilience and responsiveness. Proximity to our customers is a key element of our customer expansion and retention strategy. For example, our Noida facilities serve customers in Northern India, which is a major electronics manufacturing hub. (Source: CARE Report) Our Pune facilities cater to customers across Western India and the Southern Indian region, which includes industries operating in the consumer electronics, aerospace and defence, and e-mobility sectors. (Source: CARE Report) Our Ghiloth facility serves customers in strategic sectors, while our Chennai (Tamil Nadu) facility is in a region with a strong base of consumer electronics manufacturers. Our Sri City (Andhra Pradesh) facility is in a major EMS industrial zone. In addition, some of our manufacturing facilities located in Maharashtra, Goa, Andhra Pradesh, and Tamil Nadu are in proximity to key ports, facilitating exports.

The table below sets forth the details about our Manufacturing Facilities:

Facility		Products manufactured	Year of commencement of business operations
Uttar Pradesh	Manufacturing Facility 1	Appliance cord assemblies	2008
	Manufacturing Facility 2	PCBA, remote, electronic distribution systems, EV charging guns	2016
	Manufacturing Facility 3	Appliance cord assemblies, electronic distribution systems	2025
Maharashtra	Manufacturing Facility 4	Electronic distribution systems	2010
	Manufacturing Facility 5	Speciality wire and cables	2013
	Manufacturing Facility 6	Appliance cord assemblies	2021
	Manufacturing Facility 7	Electronic distribution systems and PCBAs	2024
Rajasthan	Manufacturing Facility 8	Speciality wire and cables, electronic distribution systems and EV charging cables	2020

Facility		Products manufactured	Year of commencement of business operations
Goa	Manufacturing Facility 9	Electronic distribution systems	2012
Tamil Nadu	Manufacturing Facility 10	Electronic distribution systems	2011
Andhra Pradesh	Manufacturing Facility 11	Electronic distribution systems	2025



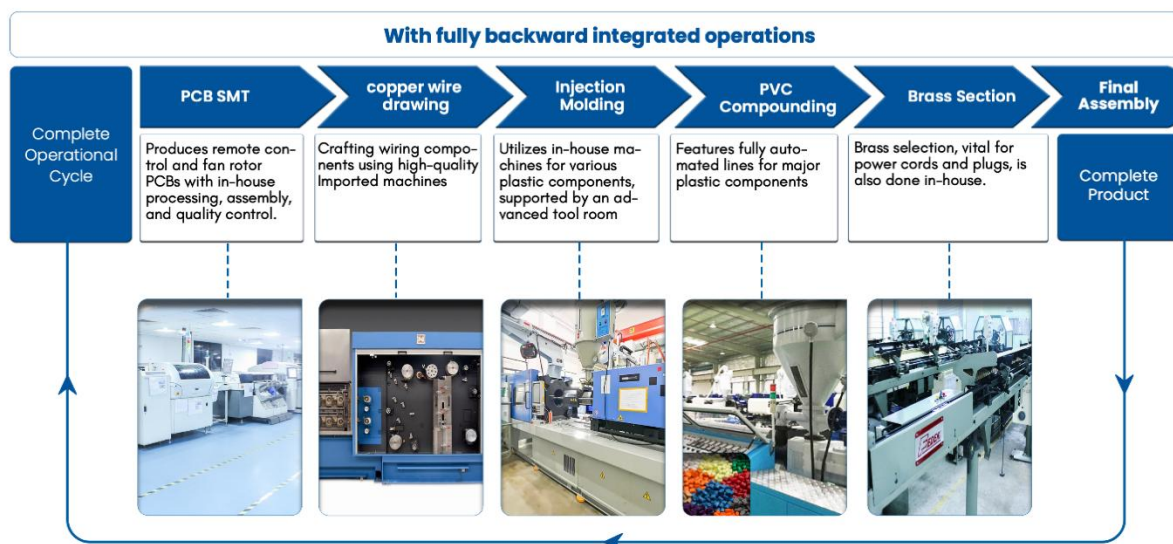
Backward integration coupled with automation

We offer end-to-end solutions covering the entire lifecycle of the product to address our customers' diverse requirements. Our comprehensive involvement in every key aspect of the manufacturing process, from initial design to manufacturing and product quality testing, enables us to deliver products that meet our customers' specifications and quality criteria. Our manufacturing operations are backward integrated, providing us with the flexibility to manage our processes efficiently, drive cost savings across the supply chain, and minimize reliance on external suppliers. This integrated approach not only ensures the consistency and reliability of our EMS products and services but also helps us in customer retention. For instance, our in-house tool room enables us to design and manufacture our own tools and moulds, ensuring production efficiency and precision engineering, which is suitable to our production processes.

We are also one of the few companies in India equipped with E-beam radiation infrastructure duly approved by Atomic Energy Regulatory Board of India, (*Source: CARE Report*) allowing us to produce products such as E-beam cables, which are used in industries such as aerospace and defence and mass transportation. This technology is also widely used in developed countries for high rise building, commercial, healthcare centres, data centres and institutional buildings. The special cables manufactured through E-beam technology exhibit high resistance against fire, cold, heat, oil, diesel, acidic and alkaline environment, making them ideal for applications where reliability and performance under extreme conditions are essential. (*Source: CARE Report*)

Our manufacturing operations involve a high degree of automation, which helps in reducing the margin of error and inefficiencies typically associated with manufacturing processes operated manually. Our automated processes include automated power cord assembly, wire cutting and crimping, inline polarity checks, and auto-insert moulding. Our Manufacturing Facilities are equipped with advanced imported machinery, including 50 fully automatic cutting and crimping machines, ensuring precision and efficiency in our wiring harness production. We have two SMT lines, each equipped with an automated PCB loader, high-speed chip mounter, precise IC placer capable of producing 90,000 components per hour and 15,000 components per hour, respectively, an eight-zone air flow oven, and automatic optical inspection ("AOI") systems, enabling us produce quality electronic components with precision and speed. We have an in-house design centre and more than 50 assembly lines, enabling strong product integration and quality control. (*Source: CARE Report*) This setup improves the quality and productivity of our products, ensures uniformity, reduces dependency on manual labour and minimizes changeover times, enhancing our overall production efficiency. Further, our assembly lines, material management systems, and quality assurance procedures are adaptable and can be quickly adjusted to handle different product production. This ensures a swift time-to-market for new products and allow for a prompt reaction to alterations in customer timelines or production quantities.

Backward integration division	Products manufactured	End use industries
Brass division	Brass components manufacturing Silver and nickel plating of brass components	EV, home appliances and consumer electronics
Moulding division	Injection moulding and roto moulding	EV, home appliances and consumer electronics, EMS products
Conductor division	Copper wire manufacturing Silver and tinned copper	EV, home appliances and consumer electronics, strategic electronics
Compounding division	Compound Manufacturing PVC compound, EPR, CPE	EV, home appliances and consumer electronics, strategic electronics



Our manufacturing sites undergo regular audits by our customers, which ensures the ongoing quality of our facilities and processes. We have a proven track record of meeting the requirements of customer and third-party audits at our Manufacturing Facilities. In addition to these audits by our customers and third parties, we also conduct our in-house quality testing of our products to ensure that the quality and standard of products remains in compliance with our customer's expectations. We are committed to maintaining the industry-specific quality, environment, health and safety standards, as evidenced by our certifications, including ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018. These certifications reflect our adherence to quality standards and our ability to meet international regulatory requirements, further solidifying our position as a reliable partner for our customers.

Robust Research and development capabilities

Our R&D team plays a central role in enhancing product design, performance, and customization, enabling us to deliver tailored solutions aligned with our customers' specific requirements. As of March 31, 2025, our R&D team comprised 35 professionals with academic and technical backgrounds across engineering with experience in mechanical, electrical, electronics, plastics, embedded software, and industrial engineering.

In Fiscal 2025, 2024, and 2023, our total R&D expenditure stood at ₹40.01 million, ₹28.02 million, and ₹27.27 million, respectively, representing 4.13%, 4.83%, and 4.56% of our EBITDA from operations, respectively. As of March 31, 2025, we held two registered design patents and one application for registration of patent (which is currently pending).

Our R&D efforts are underpinned by several core strengths, including multidisciplinary engineering capabilities, iterative feedback loops with customers, and a strong focus on cost-effective innovation and design optimization, explained as follows:

- **Customised and concurrent product design.** We design products customised to customer requirements and specifications. Our teams typically collaborate with our customers to provide solutions that align with our customers' needs. This concurrent engineering approach shortens the product development cycle and leverages our product design capabilities to deliver added value to our customers.
- **Innovative design solutions.** Our approach to design is driven by innovation and value engineering. We constantly seek to improve product performance, reduce costs, and enhance overall value for our customers.

The continuous feedback loops with customers and internal teams help to refine designs based on practical insights. Our approach to design is driven by innovation and value engineering.

- **Design failure mode and effect analysis (“DFMEA”), design verification and design validation processes:** We conduct Design Failure Mode and Effects Analysis (DFMEA) to identify and address potential design issues early in the development process. Leveraging advanced DFMA and PFMA tools from platforms such as Autodesk and Siemens, we visualize risks in both product and process design, allowing us to establish robust validation protocols that ensure reliability. Each product undergoes rigorous review by our process and manufacturing teams, followed by field trials with customer involvement.
- **Continuous feedback loops.** We maintain continuous performance feedback loops with our customers and internal teams. This ensures that we can identify areas for improvement and refine our designs based on real-world usage and feedback.

We have leveraged our design and R&D capabilities to manufacture and supply a range of new product offerings to cater to industries, including aerospace and defence, railways, ICT, automotive (including e-mobility), industry automation and renewables. As a result of our R&D initiatives and focus, we have received leading certifications such as UL, VDE, CE, BIS approvals for various products, which benchmarks our products with globally acceptable safety and quality standards.

Long-standing relationship with marquee customers

We have, over 21 years of business operations, established long-standing relationships with several Indian and global marquee customers across sectors. In Fiscal 2025, 2024 and 2023, we have served 447, 414 and 360 customers, respectively, which included certain Fortune 500 companies and multinational corporations. We believe that our integrated Manufacturing Facilities, R&D capabilities, strong customer relationship management and our commitment to quality and safety has made us the preferred partner of choice for some of our customers, including LG Electronics India Limited, IFB Industries Limited, Panasonic Appliances India Company Limited, Voltbek Home Appliances Private Limited, Haier Appliances India Private Limited, Dixon Electro Manufacturing Private Limited, Carrier Midea India Private Limited, Liebherr Appliances India Private Limited, Versuni India Home Solutions Limited, who recognize the value we bring to their operations. Further, we have achieved a balance between product pricing, product quality and supply volume and this balance gives us a significant competitive advantage.

We have long-standing relationships, on average, of more than 13 years with our top 10 customers (in terms of revenue from sale of products in Fiscal 2025) as of March 31, 2025. Our ability to establish and maintain long-term relationships with several customers demonstrates our ability to provide quality products and solutions that meet their requirements consistently over a long period of time. Further, no single customer accounts for more than 17.33% of our Revenue from Operations in Fiscal 2025.

The table below sets forth our revenue proportion from our top customers for the relevant Fiscals:

S. No.	Top customers	Revenue from operations attributable to such customers (in ₹ million and % of Revenue from Operations)					
		Fiscal 2025		Fiscal 2024		Fiscal 2023	
		In ₹ million	% of Revenue from Operations	In ₹ million	% of Revenue from Operations	In ₹ million	% of Revenue from Operations
1.	Top five customers	4,362.22	55.41	3,283.36	56.77	2,963.39	55.96
2.	Top 10 customers	5,281.95	67.08	4,194.23	72.40	3900.43	73.65

The table below sets forth details of our top 10 customers (in terms of revenue from sale of products in Fiscal 2025) in terms of relationship as of March 31, 2025:

S. No.	Customer (Major OEMs)	Commencement of relationship	Number of years of customer relationship
1.	LG Electronics India Limited	2001	24
2.	Haier Appliances India Private Limited	2013	12
3.	Customer 3 ⁽¹⁾	2000	25
4.	IFB Industries Limited	2012	13
5.	Customer 5 ⁽¹⁾	2014	11

S. No.	Customer (Major OEMs)	Commencement of relationship	Number of years of customer relationship
6.	Customer 6 ⁽¹⁾	2010	15
7.	Customer 7 ⁽¹⁾	2012	13
8.	Dixon Electro Manufacturing Private Limited	2023	2
9.	Customer 9 ⁽¹⁾	2021	4
10.	Customer 10 ⁽¹⁾	2018	7

⁽¹⁾ The names of our top 3rd, 5th, 6th, 7th, 9th and 10th customers have not been included in this Draft Red Herring Prospectus due to non-receipt of consents from such customers to disclose their names.

We have retained our existing customers and attract new customers. The tables below illustrate our revenue from customers, segregated based on the years of relationship with such customers for the years:

Period of customer relationship	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue from such customers	Percentage of Revenue from Operations	Revenue from such customers	Percentage of Revenue from Operations	Revenue from such customers	Percentage of Revenue from Operations
More than 10 years	5,205.87	66.13%	4,088.69	70.57%	3,532.34	66.71%
More than 5 years but less than 10 years	715.45	9.09%	689.10	11.89%	1,034.86	19.54%
Five years and less	1,951.39	24.78%	1,015.87	17.54%	728.26	13.75%
Total	7,872.71	100.00%	5,793.66	100.00%	5,295.46	100.00%

Further, we collaborate with our customers in the initial phases of product development. For example, we have collaborated with Haier Appliances India Private Limited for production of new model of harness drawing. In our experience, this approach has helped us establish long-standing relationships with several of our customers and resulted in a loyal customer base. We have received several certificates and awards over the years, including the ‘Best Supplier Electrical – Winner’ award by IFB Industries Limited in 2024 and “Quality Excellence Award” at the Haier Annual Business Partners Meet 2022, organised by Haier North Industrial Park. For further information regarding the awards and certificates, see “*History and Certain Corporate Matters – Awards, accreditations or recognitions*” on page 310.

Over the years, we have consistently increased our share of wallet from customers by offering additional products and additional volumes to existing customers. We also extend our product offerings to the group companies of our existing customers located in different geographical regions. This helps us improve volumes of such products, which in turn helps us better leverage our development costs and establish dedicated manufacturing production lines for specific products, thereby improving overall efficiencies.

Export capabilities with 170 country specific certifications and accreditations for different products

Over the years, we have strategically and gradually expanded our global reach. Between April 1, 2022 and March 31, 2025, we exported our products to more than 17 countries, including the United States of America, Mexico, South Korea, Singapore, Hong Kong. We are a globally recognised supplier for some of our customers located outside India.



As of March, 2025, we have obtained around 170 country specific certifications for different products (*Source: CARE Report*), facilitating our access to international markets and strengthens customer trust in the reliability and safety of our products. These certifications include the UL mark for the United States of America and Canada signifying safety compliance as tested by Underwriters Laboratories, the VDE mark for Europe indicating safety requirements for our electrical products, the DEKRA mark for Europe indicating safety requirements for our electrical products, the ESTI mark of Switzerland indicating safety requirements for our electrical products, the UK Asta Mark for United Kingdom indicating safety requirements for our electrical products, the PSE mark essential for Japan ensuring consumer safety, SASO mark for the UAE attesting to compliance with local safety standards, the NSW mark specific to New South Wales, Australia, the CB test certificate for China ensuring consumer safety, the TUV Mark from Europe validating our commitment to product safety and quality, the ISI Mark of India indicating safety requirement for our product, the CE mark for the European Economic Area, the GCC mark for products sold in the Gulf Cooperation Council states. These certifications facilitate our access to international markets and reinforce customer confidence in the reliability and safety of our products.

Following picture represent our global certifications across the globe and our export markets:



The table below sets forth details of the number of international customers and the number of countries to which our products were supplied in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
International customers served during the year	33	32	26
Number of countries where our products were exported during the year	17	16	15

The following table sets forth our revenue from top five countries (other than India), expressed as a percentage of our Revenue from Operations for the years indicated:

Country	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue from operations	Percentage of Revenue from Operations	Revenue from operations	Percentage of Revenue from Operations	Revenue from operations	Percentage of Revenue from Operations
	(₹ million)	(%)	(₹ million)	(%)	(₹ million)	(%)
USA	211.78	2.69%	170.62	2.94%	167.33	3.16%
Mexico	201.56	2.56%	155.05	2.68%	62.15	1.17%
South Korea	58.88	0.75%	53.53	0.92%	70.23	1.33%
Singapore	10.54	0.13%	-	-	-	-
Hong Kong	10.27	0.13%	-	-	-	-
Mauritius	-	-	20.90	0.36%	-	-
Turkey	-	-	9.32	0.16%	-	-
Poland	-	-	-	-	6.50	0.12%
China	-	-	-	-	5.35	0.12%

Experienced Promoters and senior management team delivering consistent financial growth

We benefit from the experience of our Promoters and management team which have knowledge in the electronic manufacturing services industry. Our Promoter, Chairman and Managing Director, Manoj Tayal, has more than 20 years of experience in the industry and looks after the overall enterprise management and implementation of long-term strategies of our Company. Our Promoter and Whole-time Director, Vinay Kumar Tayal, has more than 20 years of leadership experience and manages the manufacturing operations and ensures operational efficiencies in our Company. Our Whole-time Director, Manik Tayal, has more than 11 years of experience in marketing and business development.

Our Board is supported by our Key Managerial Personnel and Senior Management, who have experience in finance, operations, technology, and marketing. Our Chief Executive Officer, Vikas Makhija, has more than 23 years of experience in chief operational roles and our Chief Financial Officer, Sudhir Kumar Jain, has over 15 years of experience in finance.

We have established a track of strong financial performance with consistent revenue growth and profitability, which has allowed us to generate sustained revenue and profit growth in the last three fiscals. Our Revenue from Operations has grown at a CAGR of 21.93% between Fiscal 2023 and Fiscal 2025, while our restated profit for the year has grown at a CAGR of 54.91%.

We have established a track record of consistent revenue growth and profitability. The following table sets forth certain of our financial information for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from Operations ⁽¹⁾ (₹ million)	7,872.71	5,793.66	5,295.46
EBITDA ⁽²⁾ (₹ million)	969.52	580.40	598.40
EBITDA Margin (%) ⁽³⁾	12.31	10.02	11.30
Restated profit for the year ("PAT") (₹ million) ⁽⁴⁾	460.18	267.48	191.77
PAT Margin (%) ⁽⁵⁾	5.82	4.51	3.60
Return on Net Worth (%) ⁽⁶⁾	22.52	16.88	14.97
Return on Capital Employed (%) ⁽⁷⁾	27.78	20.99	23.29
Net Debt to EBITDA ⁽⁸⁾ (in times)	2.41	3.02	3.04
Net Debt to Equity ⁽⁹⁾ (in times)	1.14	1.11	1.42
Net Working Capital Days ⁽¹⁰⁾	91	104	132
Gross Fixed Asset Turnover Ratio ⁽¹¹⁾ (in times)	3.74	4.63	4.49
Revenue by Sector ⁽¹²⁾			
B2B2C (%)	94.52	97.53	99.86

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
B2B2B (%)	5.48	2.47	0.14
Revenue by Geography⁽¹²⁾			
Within India (%)	93.51	92.77	93.76
Outside India (%)	6.49	7.23	6.24

Notes:

- ⁽¹⁾ Revenue from Operations includes revenue from sale of products and services and other operating revenue.
- ⁽²⁾ EBITDA is calculated as profit before tax plus depreciation and amortization expense plus finance cost less other income.
- ⁽³⁾ EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.
- ⁽⁴⁾ PAT means profit after tax for the year.
- ⁽⁵⁾ PAT Margin is calculated as PAT divided by total income. Total income is calculated as Revenue from Operations plus other income.
- ⁽⁶⁾ Return on Net Worth is calculated as PAT divided by net worth. Net worth represents 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, derived from Restated Financial Information, but does not include reserves created out of revaluation of assets and amalgamation.
- ⁽⁷⁾ Return on Capital Employed is calculated as EBIT divided by capital employed. EBIT is calculated as profit before tax plus finance cost less other income. Capital employed is calculated as net worth plus non-current borrowings.
- ⁽⁸⁾ Net Debt to EBITDA ratio is calculated as net debt divided by EBITDA. Net debt is calculated as non-current borrowings plus current borrowing less cash and cash equivalents.
- ⁽⁹⁾ Net Debt to Equity ratio is calculated as net debt divided by net worth. Net debt is calculated as non-current borrowings plus current borrowing less cash and cash equivalents.
- ⁽¹⁰⁾ Net Working Capital Days is calculated as inventory days plus receivable days less payable days. Inventory days is calculated as (closing inventory / COGS) * 365. Receivable days is calculated as (closing trade receivables / Revenue from Operations) * 365. Payable days is calculated as (closing trade payables / COGS) * 365. COGS is calculated as cost of materials consumed plus changes in inventories of finished goods, stock-in-trade and work-in-progress plus purchases of stock-in-trade.
- ⁽¹¹⁾ Gross Fixed Asset Turnover Ratio is calculated as Revenue from Operations divided by closing gross block. Gross block represents the total cost of all property plant and equipment.
- ⁽¹²⁾ Revenue by Sector / Revenue by Geography has been computed based on data extracted from the sales register.

OUR STRATEGIES

Leverage our product development capabilities to achieve scalability in strategic electronics sector and expand in Indian and international markets, capitalising on the industry opportunities

We have expanded our product offerings and customer base by focusing on strategic electronic sectors, such as aerospace, defence and mass transport. We intend to build on this foundation by increasing our focus on strategic electronics and expand and diversify our product portfolio and reach. By doing so, we aim to further strengthen our position as a provider of quality products and solutions, and to continue delivering value to our customers across these growing sectors.

According to CARE Report, the defence and aerospace sector demands highly reliable, radiation-resistant, and durable cables for critical systems like avionics, communication, and weapon control, making E-beam cables an ideal choice. This segment grew at a CAGR of 11.90% during Fiscal 2020 – 2025, driven by rising defence modernisation, increased procurement under "Atmanirbhar Bharat", and growing aerospace investments. Going forward, it is expected to expand at an even higher CAGR of 13.60% during the Fiscal 2025 – 2030. Similarly, the industrial and manufacturing sector grew at a CAGR of 11.40% during Fiscal 2020 – 2025 and is expected to expand at a higher CAGR of 13.10% during the Fiscal 2025 – 2030. In the railways and metro systems space, it grew at a CAGR of 9.00% during Fiscal 2020 – 2025 and is further expected to grow at a CAGR of 10.50% during the Fiscal 2025 – 2030. The renewable energy sector is expanded at a CAGR of 10.90%, where e-beam cables are preferred for their weather resistance and extended lifespan in outdoor, high-UV environments. Further, it is expected to expand at a CAGR of 12.80% during the Fiscal 2025 – 2030 period.

- **Automotive (including e-mobility):** We have completed the design, prototyping, testing, customer onboarding and approvals, initial limited production, and secured certifications and intellectual property rights for our e-mobility ("EV") products. For example, in the past, we have supplied a range of e-mobility products, including cables, charging guns, and chargers for 2-wheelers, 4-wheelers. We intend to manufacture 3.3kW and 7.4kW AC chargers for home and single-user applications, specifically designed for 4-wheeled electric vehicles. We also intend to produce a series of high-power DC chargers for retail, highway, and community charging systems. We intend to offer these DC chargers in various power ratings, including 30kW, 60kW, 100kW, and 150kW, to meet the needs of commercial and public charging stations.
- **Defence sector.** We are among the limited EMS players with a presence in the defence sector, a domain known for its stringent entry barriers. (Source: CARE Report) In the past, we supplied a range of specialized cables, including LFH, EBXL, silicone, XLPE, degaussing, thermocouple, communication, ground communication and control, and signal cables, which have applications in the defence sector. We have supplied EMS products to Indian Space Research Organization ("ISRO") and Goa Shipyard Limited after securing the requisite pre-certifications and approvals. (Source: CARE Report) We intend to manufacture a

range of high-performance wires and cables, including PTFE (both extruded and tape sintered), ETFE and XL-ETFE, PI-PTFE, and HF high-temperature coaxial cables.

- *Aerospace sector:* To leverage our capabilities in strategic electronics, we are in process of onboarding and obtaining vendor registration and product certifications from Laboratory for the Conservation of Sculptures and Objects (“**LCSO**”), Directorate General of Quality Assurance (“**DGQA**”) and Centre for Military Airworthiness and Certification (“**CEMILAC**”) in the aerospace sector for supply of specialized wires and cables and wire harnesses across airborne applications. We intend to supply our products to both private and government sector customers, domestically and globally.
- *Mass transportation.* We have onboarded customers in the mass transportation sector and obtained their approvals for our products. In the past, we supplied EBXL cables for coach and locomotive applications, as well as coach harnesses. We have obtained prototype approvals for cables and coach harnesses from the Research Designs and Standards Organisation (“**RDSO**”), the research and development arm of the Indian Ministry of Railways. We plan to manufacture connectors, IV couplers, and panels for both coach and locomotive applications. We have also secured approvals for its products from Integral Coach Factory, a public sector undertaking in the mass transportation sector, and subsequently onboarded them as a client. (Source: CARE Report)
- *ICT.* BIS certification is required for products used in the ICT sector to ensure they meet Indian safety and quality standards. This certification is mandatory for products such as laptops, tablets, mobile phones, power adapters, and other IT equipment. Further, the current supply base is heavily dependent on imports. We intend to supply laptops and tablet adapters after obtaining the relevant BIS, CE and other necessary certification, as per customer requirements. We have also developed adaptors with power ratings of 18W, 45W, and 65W which are currently under testing. We intend to continue to leverage our end-to-end manufacturing capabilities for adapters and chargers to meet the growing demand. This will also align with customers’ production linked incentive (“**PLI**”) benefits, promoting local manufacturing and reducing dependency on imports. We intend to develop and manufacture adapter for higher wattage (90W, 100W, 120W, 150W and 180W) and, as well as assembling, manufacturing, and testing tablets and laptops.
- *Industrial automation and renewables.* As per BIS, we became the first EMS manufacturer in India to receive BIS approval for solar cables on August 5, 2023. (Source: CARE Report) In the past, we supplied EBXL cables, wire harness and power cords after obtaining the necessary certifications to the customers operating in the industrial automation and renewable sectors. We have served 44 customers, operating in the industrial automation and renewable sector between April 1, 2022 and March 31, 2025. We intend to develop and manufacture scanning devices and solar junction box.

Strengthen our positioning in the consumer electronics sector by introducing new products and continue to improve our product offerings

We aim to deepen our presence in the consumer electronics sector by expanding our product portfolio, increasing the value proposition of our products, and broadening our offerings within high-volume end-use categories. This strategy is intended to enhance our value proposition to existing OEM customers, improve customer retention, and increase wallet share within each account.

As part of this initiative, we plan to introduce and manufacture several new product lines that serve critical functions in modern appliances. These include: (i) LED TV remote controls; (ii) PCB power controllers for air conditioners, refrigerators, washing machines, and LED televisions; (iii) residual current devices (“**RCDs**”) for washing machines and water geysers; and (iv) power adaptors for water purifiers. These products represent adjacent categories within our existing capabilities and will allow us to offer a more integrated product suite to our customers.

Our strategy will focus on increasing the content value per end-product by expanding the range of components we manufacture for each product. For instance, if we currently supply a single component for a customer’s appliance, we intend to offer multiple high-value components for the same product platform. This modular and value-enhancing approach will allow us to serve as a one-stop EMS partner for appliance OEMs, thereby reducing their procurement complexity and strengthening our customer relationships. For instance, we currently supply Electronic Distribution Systems and Appliance Cord Assemblies for refrigerator and washing machine, LED TVs and our intent is to supply Remote controls/ PCBAs and other related product also for such appliances.

To support this growth, we plan to continue investing in both capacity expansion and geographic proximity to key customers. Historically, we have established facilities near major consumer electronics manufacturing hubs to improve service levels and reduce lead times. We will build on this approach by upgrading our existing plants,

adding new lines, and establishing new manufacturing facilities in strategically located regions, aligned with customer expansion and industry growth corridors.

Deepen ties with existing Indian marquee clients to become their global suppliers and increase wallet share

One of our key initiatives is to develop our status from domestic to preferred global partner. We have focussed on transitioning from a primarily domestic supplier to becoming a preferred global partner for our trans-national customers. We have extended our existing product offerings to the counterparts of our existing customers located in different geographical regions showcasing our ability to supply good quality products at a global scale.

Additionally, we aim to expand the current scope of engagement with existing clients by increasing our value contribution to their end-use products. This includes supplying a broader range of components for the same product platform, supporting box-build and system integration requirements, and co-developing solutions during the product design phase. By offering a more comprehensive and integrated solution, we seek to enhance customer retention, increase wallet share, and deepen our strategic partnerships globally.

Capitalise on increasing demand from international markets to increase exports

We intend to capitalize on the growing international demand to increase our exports. The table below sets forth our revenues from the sale of products outside India, expressed as a percentage of our Revenue from Operations, for the periods indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from the sale of products outside India	510.85	419.04	330.46
Revenue from the sale of products outside India as a percentage of Revenue from Operations	6.49%	7.23%	6.24%

We believe that this expansion strategy will allow us to diversify our revenue streams, expand our geographical reach and improve our profit margins. As we increase our exports, we expect to benefit from the higher margins typically associated with international markets, thereby improving our overall profitability ratios and financial performance. Furthermore, this strategy will allow us to mitigate the risks associated with economic fluctuations typically associated with businesses with high geographic concentration. We see substantial opportunities to cross-sell our products and extend our offerings to new locations of our existing customers, many of whom operate on a global scale.

To support this strategy, we are in the process of expanding our international sales and marketing infrastructure. We had dedicated employees driving export growth, and markets and we continue to expand our team to enhance our market presence in select international markets. In addition, we also aim to expand our sales team with local agents in each country, to operate in proximity with our key customers. We intend to leverage 3PL (third-party logistics) and 4PL (fourth-party logistics) services to optimize our supply chain management and ensure efficient distribution in these markets. Further, we intend to set up warehouses and deploy bespoke distribution networks in certain key international markets to maintain adequate inventory levels and meet customer demand promptly. We are also in advanced stages of planning to establish dedicated offices in the United States and Latin America to manage client relationships, oversee supply chain operations, and lead local business development.

Further, as part of our export strategy, we intend to enhance our EMS capabilities to deliver comprehensive end-to-end manufacturing solutions. This initiative involves expanding our services to encompass the complete assembly and integration of all components into a final, ready-to-use product. By focusing on box build product categories, we intend to offer enhanced reliability and lower supply chain risks to our customers, providing them with a seamless transition from design to final product delivery. In the past, we have supplied a range of fully assembled and tested products, including charging guns and chargers for the e-mobility sector, and remotes for the consumer electronics sector.

We are currently pursuing this strategy with and have also entered into strategic partnerships with our customers for supply of box build products. We are developing following box build products:

- *Robo cleaning machines,*
- *Air purifiers,*
- *Room heaters*
- *Blowers*

- Laptops
- Mini PCs

Expansion of capacities through both brownfield and greenfield manufacturing facilities and continue to enhance operational efficiencies

Over the years, we have strategically expanded and enhanced our manufacturing capabilities to meet the demand of our expanding customer base. Our initiatives include both greenfield and brownfield expansions. We currently operate 11 Manufacturing Facilities located across Pune (Maharashtra), Noida (Uttar Pradesh), Ghiloth (Rajasthan), Goa, Sri City (Andhra Pradesh) and Chennai (Tamil Nadu). We intend to enhance our manufacturing capabilities at existing Manufacturing Facilities and set up new manufacturing facilities to cater to sectors, including aerospace and defence, railways, automotive (including e-mobility), consumer electronics, and IT electronics. We also intend to set up greenfield manufacturing facilities in close proximity to both our domestic and global customers. As part of this strategy, we intend to use ₹805.79 million from the Net Proceeds to purchase and install various machinery and equipment at our existing Manufacturing Facilities to drive our strategies. For further details, see “***Objects of the Offer – Purchase of plant and machinery for our existing Manufacturing Facilities***” on page 127.

Further, we have in the past, and continue to, undertake initiatives to reduce our operating costs and enhance our operational efficiencies. For example, in the past, we have (i) automated key processes such as end to end automated power cord assembly, cable stripping and crimping to reduce labour costs and enhance productivity; (ii) adopted product lifecycle management (“PLM”) to streamline project management and ensure efficient product development; (iii) implemented a customer relationship management (“CRM”) module to improve customer interactions and refine sales processes; (iv) used data acquisition and analytics to drive informed decisions and optimize operations; (v) implemented inventory control measures such as ABC analysis, minimum safety stocks and economic order quantity to reduce waste and improve stock management; (vi) used sales forecasting tools to anticipate demand and optimize production; (vii) automated human resource operations to improve efficiency and reduce administrative overhead; and (viii) implemented SAP across our operations to improve process efficiency and transparency. We intend to implement smart factory technologies to improve real-time intelligent monitoring and control of manufacturing processes. We intend to expand our use of automation in manufacturing to improve precision, reduce errors and labour costs, and improve productivity. We also intend to use renewable energy sources, such as solar power, to reduce our reliance on traditional energy sources and lower our power costs.

BUSINESS OPERATIONS

Product portfolio

We manufacture a wide range of electronic and electrical products, including wiring harnesses, power cords, remote controls, printed circuit board assemblies (“PCBAs”), specialty wires and cables, e-mobility charging solutions, IT products including adapters and chargers.

Home appliances and consumer electronics

Product offering	Product image(s)	Description	Usage
Remote controls		Handheld devices designed to facilitate user convenience by enabling control over device functions from a distance.	Home appliances
Chargers		Devices used to replenish the batteries of electronic gadgets.	Mobile phones

Product offering	Product image(s)	Description	Usage
LED products		Energy-efficient lighting solutions, including LED fixtures, that offer bright illumination.	Home appliances
Split control boxes		Advanced systems designed to manage and distribute electrical power to various devices	Home appliances
Power cords		Flexible and durable cables that connect electronic devices to power outlets.	Home appliances, IT products
Wire harnesses		Bundled assemblies of wires and cables that transmit electrical power and signals.	Home appliances
E-beam cables and power cords		Specialized cables designed to withstand environmental factors such as heat, moisture, and chemicals.	Home appliances

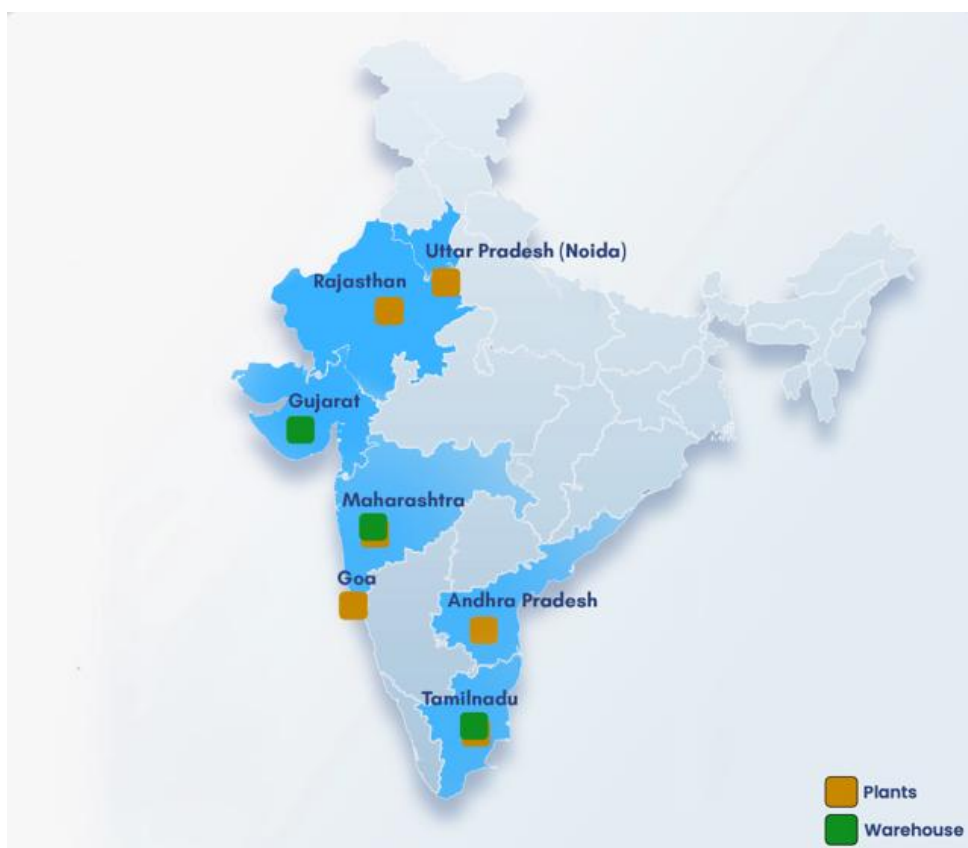
Strategic electronics

Product offerings	Select product image(s)			Industries served	Usage
Wiring harnesses and cables					To supply power, control and instrumentation, signalling, lighting, electrical connection etc.
				 Transmission & Distribution	
				 Steel & Mines	
				 E-Mobility	

Product offerings	Select product image(s)			Industries served	Usage
	 Rubber Flexible Cable	 Ev Automotive Cable	 Defence Cable	 Marine & Ship Building	 Automation Process Control
	 Submersible And Pump Cables	 Fire Performance Cable	 LSZH Cable	 Communication & Telecom	 Building & Construction
	 Marine & Offshore Cable	 High Temperature Cable	 Mining, Drilling & Tunnelling Cable	 Renewal Energy	 Oil Gas Petroleum
				 Defence	 Aerospace & Airports
EV charging cable and gun				E- mobility	Electric vehicle charging
Wiring harness				Automotive including e- Vehicles mobility	

Manufacturing Facilities

We operate 11 Manufacturing Facilities, strategically located across Pune (Maharashtra), Noida (Uttar Pradesh), Neemrana (Rajasthan), Goa, Sri City (Andhra Pradesh) and Chennai (Tamil Nadu). We also have Warehouses in Ahmedabad (Gujarat), Shirwal (Maharashtra) and Chennai (Tamil Nadu) and in Mexico for our customers in North America.



Details of our Manufacturing Facilities are as follows:

Facility	Location	Area (square feet)
Manufacturing Facility 1	C-118 and C-119, Sector 63, Noida 201 301, Uttar Pradesh, India	104,008
Manufacturing Facility 2	C-14, Sector 67, Phase 3, Noida, Gautam Budh Nagar 201 301, Uttar Pradesh, India	92,837
Manufacturing Facility 3	D - 39 and D – 40, Sector 59, Noida 201 301, Uttar Pradesh, India	42,000
Manufacturing Facility 4	Plot E-15/2, situated at village Ranjangaon Ganpati and Karegaon, Shirur, Pune 412 209, Maharashtra, India	37,620
Manufacturing Facility 5	Plot No. E-65/3, Ranjangaon industrial area, Karegaon, Ranjangaon municipal council, Shirur 412 220, Pune, Maharashtra, India	13,950
Manufacturing Facility 6	D-163-165-167, Ranjangaon industrial area, Shirur, Pune 411 220, Maharashtra, India	29,062
Manufacturing Facility 7	A 1/6 and A 1/7 Supa Parner Industrial Park Ahmednagar SUPA MIDC 414 301, Maharashtra, India	226,145
Manufacturing Facility 8	Plot A 152, A 153, A 154, A 155 Industrial Area Ghiloth, Kotpuli Behror 301 705, Rajasthan, India	478,671
Manufacturing Facility 9	Survey No.197/1201/1202/1 (Part) of Cortalim village, 82/9 (Part) of Sancoale villlage, Murmugao, South Goa 403 726, Panaji, Goa, India	25,000
Manufacturing Facility 10	Plot K 10 Sipcot Industrial Park Kanchipuram 602 105 Chennai, Tamil Nadu, India	31,240
Manufacturing Facility 11	Survey No.407/1, 408, 175 South EMC, Sri City 517 646, Andhra Pradesh, India	22,381

Installed Capacity, Actual Production and Capacity Utilisation

The information relating to the installed capacities, available capacities, actual production and capacity utilisation of certain of our product categories included below and elsewhere in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account by Aayushman Chauhan, an independent chartered engineer, in the calculation of our capacity. These assumptions and estimates include the installed capacity calculation practice of the component manufacturing industry after examining the calculations and explanations provided by our Company and the capacities and other ancillary equipment installed

at the Manufacturing Facilities. Undue reliance should therefore not be placed on our capacity information or historical capacity utilization information for our existing Manufacturing Facilities included in this Draft Red Herring Prospectus. See “***Risk Factors – Information relating to our installed capacity and the historical capacity utilization of our manufacturing units/ products included in this Draft Red Herring Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary***” on page 66.

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The following table sets forth certain information relating to the installed capacities, available capacities, actual production and capacity utilisation of our product for the years indicated:

Product	Unit of measurement	Fiscal 2025			Fiscal 2024			Fiscal 2023		
		Installed capacity*	Actual production	Capacity utilisation (%)	Installed capacity*	Actual production	Capacity utilisation (%)	Installed capacity*	Actual production	Capacity utilisation (%)
Electronic distribution systems	Nos.	74,000,000	48,033,892	64.91%	46,500,000	35,091,897	75.47%	42,200,000	31,664,169	75.03%
Appliance cord assemblies	Nos.	53,000,000	33,698,646	63.58%	32,000,000	23,172,411	72.41%	31,100,000	23,391,067	75.21%
Remote controls/PCBAs	Nos.	4,000,000	2,591,934	64.80%	2,200,000	1,663,369	75.61%	1,650,000	1,240,613	75.19%
Speciality wires and cables	Mtrs.	132,000,000	17,845,075	13.52%	5,100,000	3,846,544	75.42%	2,680,000	2,011,964	75.07%
Grand total		263,000,000	102,169,547		85,800,000	63,774,221		77,630,000	58,307,813	

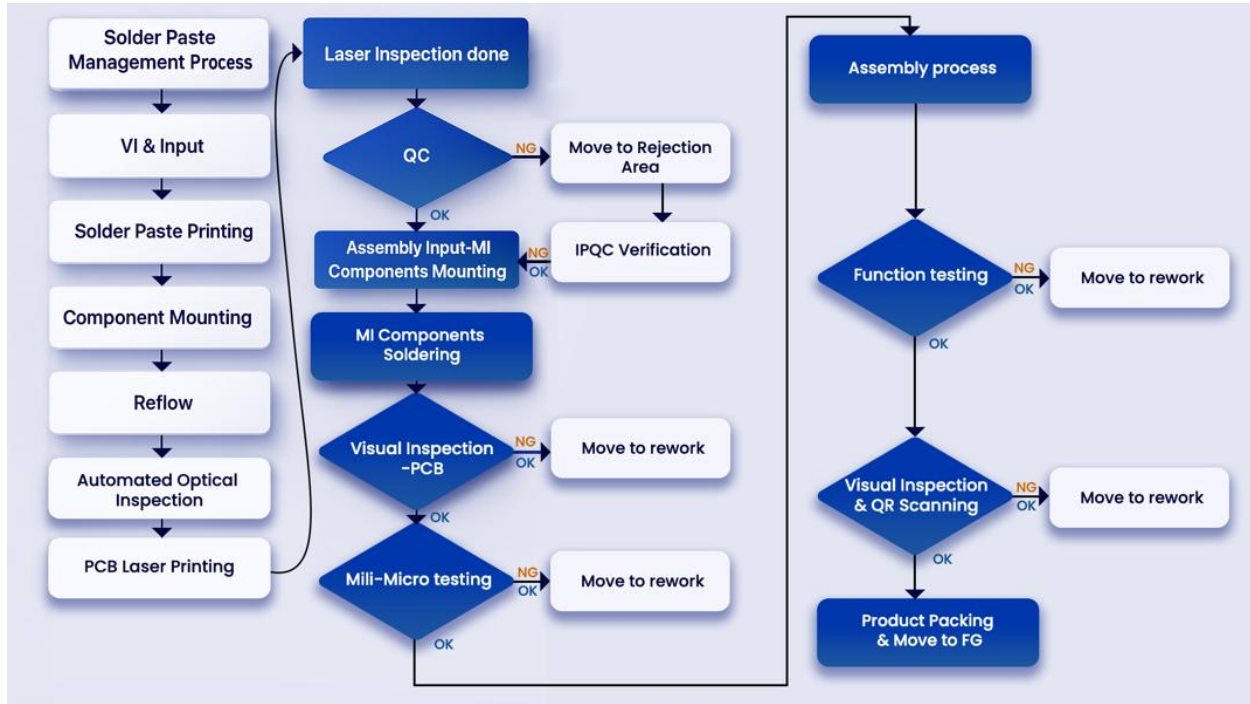
*As certified by Aayushman Chauhan, independent chartered engineer, by certificate September 1, 2025.

- 1) The information relating to the existing installed capacity of manufacturing products as of dates indicated above are based on various assumptions and estimates that have been taken into account for calculation of the installed capacity. These assumptions and estimates include the installed capacity calculation practice of the component manufacturing industry after examining the calculations and explanations provided by our Company and the capacities and other ancillary equipment installed at the manufacturing facilities.
- 2) Capacity utilization has been calculated on the basis of actual production during the relevant period divided by the aggregate installed capacity of relevant manufacturing product as of at the end of the relevant period.
- 3) The assumptions and estimates taken specifically into account include the following :-
 - a) Number of working hours per day taken at 22 hours per day; Number of working days per month taken at 25 days per month; and Number of months in a year taken at 12 months per year; and
 - b) Adjustments for estimated scheduled and unscheduled downtime as per industry practice.

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Manufacturing process

a. Process flow chart of PCBA



Manufacturing process of a surface mount technology line (PCBA):

Surface mount technology (“SMT”) is a widely used process in the electronics manufacturing industry for assembling electronic components onto the surface of printed circuit boards (“PCBs”). SMT has revolutionized the way electronics are produced, enabling faster, more efficient, and highly automated manufacturing processes for a broad range of devices, from consumer electronics to automotive systems. The SMT line refers to the production line where components are assembled onto PCBs using this technology. Below is a detailed overview of the manufacturing process involved in an SMT line.

1. *PCB preparation and inspection*

The process begins with the preparation of the PCB, which serves as the foundation for mounting components:

- **Cleaning and inspection:** The PCBs are thoroughly cleaned to remove any dust, oils, or residues from previous manufacturing stages. Automated optical inspection (“AOI”) systems may be used to inspect the PCB for defects such as scratches, misalignment, or broken traces.
- **Solder paste application:** The next step involves applying solder paste onto the pads where the components will be placed. This is typically done using a solder paste printer.

2. *Solder paste printing*

The first critical step in the SMT line is the application of solder paste, a mixture of tiny solder balls and flux:

- **Solder paste printer:** The PCB is placed under a solder paste printer, where a stencil (which has holes in the shape of the component pads) is used. The solder paste is then spread over the stencil, and the excess is scraped off. The paste remains only on the pads where components will be placed.

- **Inspection:** The solder paste deposition is inspected using AOI systems or human inspection to ensure proper application. The thickness and uniformity of the paste are crucial to ensuring good solder joints.

3. *Component placement (pick-and-place)*

After solder paste is applied, the pick-and-place (“**P&P**”) machine places the surface mount components onto the PCB:

- **Component feeding:** Components are fed into the P&P machine from reels or trays. The P&P machine is equipped with high-precision cameras and robotic arms that can pick up components and place them accurately on the PCB.
- **Placement process:** The components are placed directly onto the solder paste pads. The P&P machine can handle a wide range of components, including resistors, capacitors, integrated circuits, diodes, and connectors, with varying sizes and shapes.
- **Inspection:** The placement of each component is monitored using vision systems to ensure correct orientation and alignment.

4. *Reflow soldering*

Once the components are placed onto the PCB, the board moves to the reflow soldering oven, where the solder paste is heated to form solid solder joints:

- **Reflow oven:** The PCB is passed through a reflow soldering oven, which has several temperature zones. The process begins with preheating, where the PCB is gradually heated to prevent thermal shock. The soaking phase follows, allowing the solder paste to melt and form a liquid solder joint. Finally, the cooling phase solidifies the solder, securing the components in place.
- **Controlled atmosphere:** The reflow oven is carefully calibrated for the correct temperature profile, ensuring that all components are properly soldered without damaging sensitive parts.
- **Inspection:** After reflow soldering, the PCB is inspected for quality. This can involve automated optical inspection (AOI) or X-ray inspection (especially for BGA or QFN components) to ensure the solder joints are clean and reliable.

5. *Post-reflow cleaning and inspection*

Once the soldering process is complete, the board may undergo post-reflow cleaning:

- **Cleaning:** Some PCBs require cleaning to remove any residual flux or other contaminants left after reflow soldering. Automated cleaning systems (such as ultrasonic cleaning) are used to remove flux residues that could affect the board’s performance or longevity.
- **Inspection:** The PCB is again inspected for defects such as cold solder joints, bridging, or component misplacement. This is done using optical or X-ray inspection systems, especially for components like BGAs that are not visible to the naked eye.

6. *Functional testing*

After the assembly is complete, the PCB undergoes functional testing to ensure that the components are working as expected:

- **In-circuit testing (ICT):** This test checks the electrical connectivity of the PCB by applying a voltage and current to verify that the components are correctly soldered and functioning properly.

- Boundary scan testing: For more complex PCBs, boundary scan testing can be used to check the integrity of connections and ensure no open or short circuits.
- Functional test: In some cases, a functional test may be performed to verify that the assembled PCB works as part of the entire system. For example, testing the board's ability to communicate, process signals, or interface with other systems.

7. *Inspection and rework*

After testing, some PCBs may need rework:

- Rework station: For any issues found during functional testing or visual inspection (such as cold solder joints, component misalignment, or missing parts), a rework station is used. This station allows for targeted repair, such as reflowing specific solder joints, replacing misaligned components, or adding missing components.
- Final inspection: Once the rework is completed, the PCB undergoes a final visual inspection to ensure all issues have been addressed.

8. *Packaging and delivery*

Once the PCB passes all tests and inspections, it is ready for packaging:

- Final assembly: In some cases, the PCB is part of a larger product and is incorporated into a housing or enclosure.
- Packaging: The finished PCBs are carefully packaged to protect them during transportation and storage. Anti-static bags or trays are typically used to prevent electrostatic discharge (ESD) damage.
- Labeling: The products are labeled with part numbers, batch numbers, and any other relevant information to ensure traceability.

9. *Final quality control (QC)*

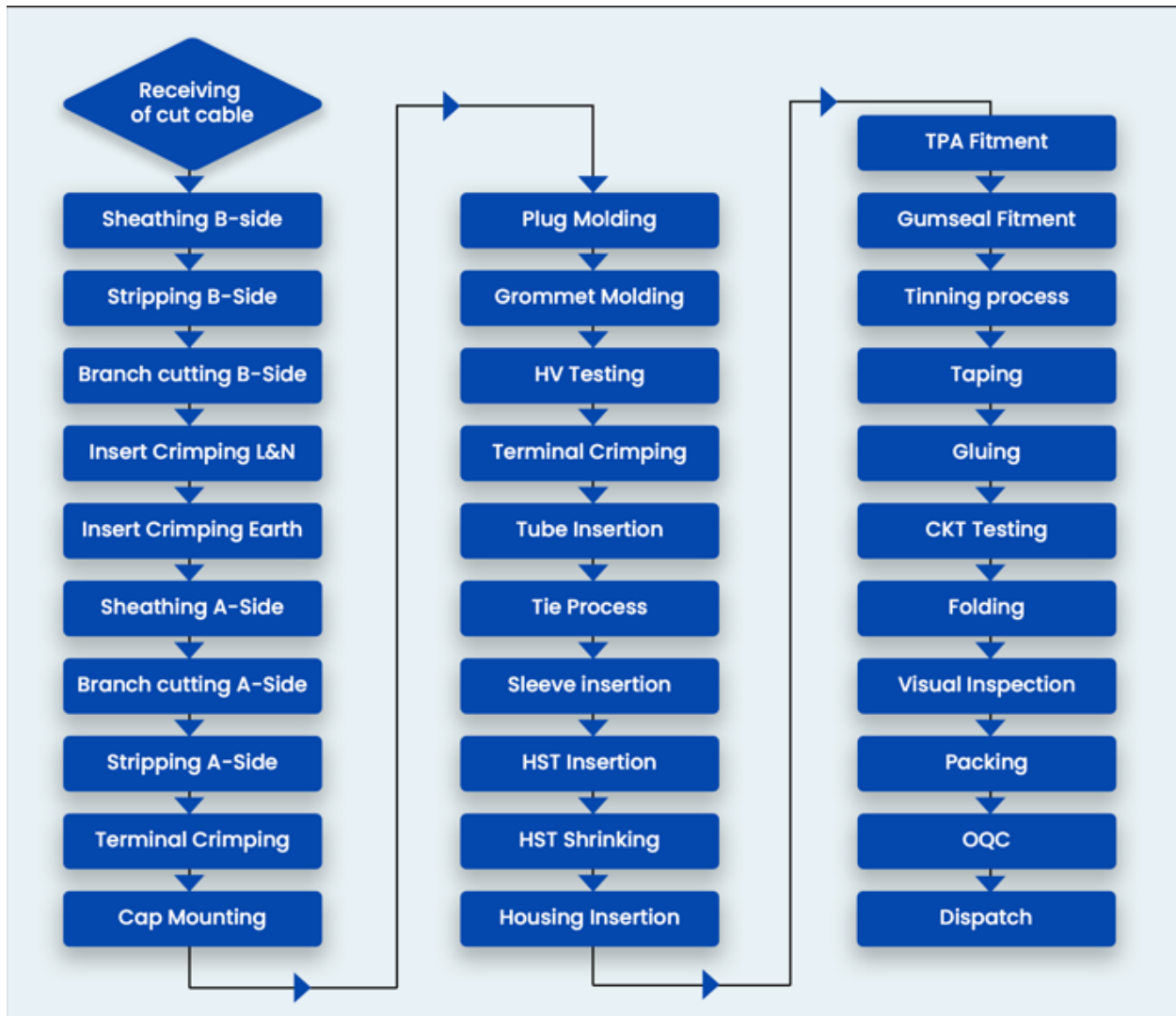
Before shipping, a final quality control check ensures that all steps of the manufacturing process have been followed correctly, and the product meets the required standards:

- Audit inspection: Random sampling of finished products is taken for in-depth inspection and testing.
- Compliance verification: Depending on the market and industry, compliance with certain standards (e.g., ISO 9001, RoHS, CE) is verified to ensure the product meets regulatory and safety requirements.

Conclusion:

The SMT line is a highly automated, precision-driven process designed to assemble electronic components onto PCBs in an efficient, cost-effective, and reliable manner. The process includes several key stages, from PCB preparation and solder paste printing to component placement, reflow soldering, and final testing. The integration of advanced inspection systems, such as AOI and X-ray inspection, ensures high-quality results, minimizing defects and ensuring the functionality of the assembled boards. With the growing complexity of electronic devices, SMT lines have become indispensable in modern electronics manufacturing, enabling the production of everything from consumer electronics to complex automotive systems.

b. *Process flow chart of appliance cord assemblies*



Power cords, also known as electrical cords or power cables, are essential components in transmitting electrical power from a source to various electrical devices. The manufacturing process of a power cord involves several stages, each ensuring that the cord is durable, safe, and effective for its intended use. Below is an overview of the key stages involved in the production of power cords.

1. Material selection

The first step in manufacturing power cords is selecting the right materials for each component of the cord:

- **Conductors:** The core conductors are usually made of copper or aluminum. Copper is commonly used for its high conductivity and flexibility.
- **Insulation:** The conductors are coated with an insulating material, typically made from PVC (Polyvinyl Chloride), TPE (Thermoplastic Elastomer), or rubber. The insulation material ensures electrical safety and prevents short circuits.
- **Outer jacket:** The outer covering or jacket is typically made of PVC or a similar durable, flexible material. It provides protection against environmental factors like heat, moisture, and abrasion.

- Connectors and plugs: These are made of plastic, thermoplastic, or thermoset materials, designed to ensure secure connection with electrical devices and power sources.

2. *Wire drawing*

In this step, large copper or aluminum wires are drawn down to the desired gauge (thickness) using a wire drawing machine. This process ensures the conductor has the correct thickness and mechanical properties for carrying electrical current efficiently.

3. *Stranding of conductors*

After wire drawing, individual wires are often stranded (twisted together) to form multi-strand conductors. This increases flexibility, making the power cord more pliable and resistant to fatigue. Stranding also reduces the risk of breakage when the cord is bent or twisted.

4. *Insulation*

The next step is to apply the insulation material to the stranded conductors:

- Extrusion: A process called extrusion is used to apply the insulation layer. The wire is passed through an extruder where the insulation material is heated and then applied around the wire. This ensures a uniform and consistent layer of insulation.
- Cooling and solidifying: The insulated wires are then cooled, solidifying the insulation around the conductor.

5. *Stranding of insulated conductors*

Once the conductors are insulated, multiple insulated wires are twisted together to form a cable. This process ensures the wires are properly arranged and securely bound together. The stranding may vary based on the type of power cord being produced (e.g., 2-wire, 3-wire, or more).

6. *Application of outer jacket*

The next step involves applying the outer protective jacket to the assembled and stranded conductors:

- Extrusion of jacket: The cord is passed through an extruder, and a layer of outer jacket material (usually PVC or rubber) is applied over the insulated conductors.
- Cooling: The jacketed cable is then cooled and solidified to form a durable outer covering that provides electrical and physical protection against environmental damage.

7. *Testing and quality control*

At this stage, the manufactured power cord undergoes a series of tests to ensure it meets industry safety and performance standards:

- Electrical testing: Each cord is tested for continuity, insulation resistance, and dielectric strength to ensure it can handle the rated electrical load.
- Mechanical testing: Tests such as flexibility and tensile strength are performed to ensure the power cord will not easily break, fray, or wear out with use.
- Environmental testing: The cord is subjected to temperature extremes, humidity, and other environmental factors to ensure its durability and safety in various conditions.

8. Cutting and packaging

Once the power cords pass all necessary tests, they are cut to the required length. In most cases, power cords come in various standard lengths, but custom lengths can also be produced. After cutting, the cords are coiled, packaged, and labeled. The packaging often includes safety instructions, certifications (e.g., UL, CE), and the product's specifications.

9. Insertion of plugs and connectors

Finally, plugs or connectors are attached to the ends of the cord:

- **Stripping the wire ends:** The insulation is stripped from the ends of the wires to expose the conductor.
- **Crimping / splicing:** The exposed conductors are then crimped or spliced into the plug or connector terminals. In some cases, the plug is molded directly onto the wire.
- **Assembly of the plug:** The plug is then assembled, ensuring all internal connections are secure and that the plug is fully enclosed in its protective housing.

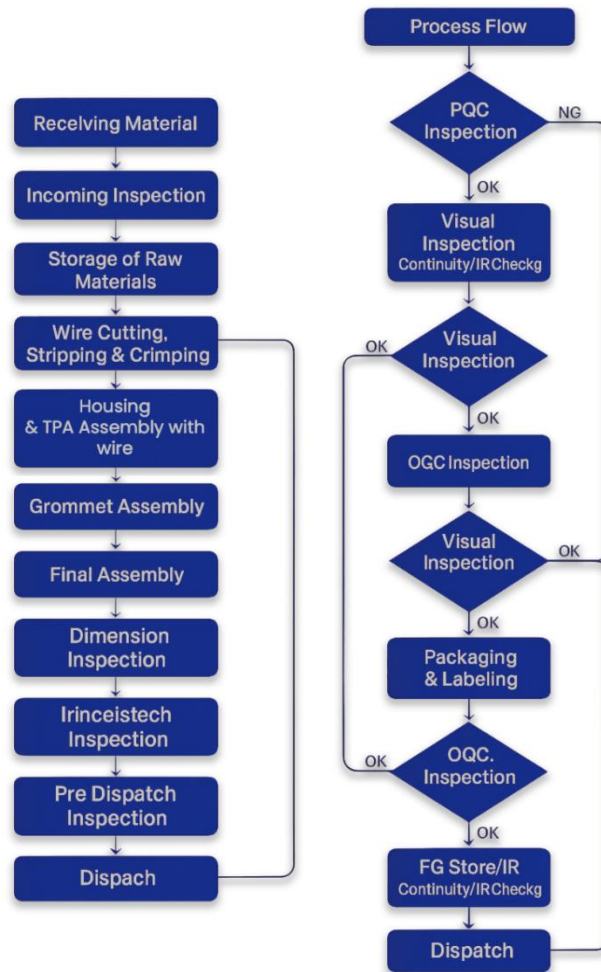
10. Final inspection

Before shipping, a final inspection is performed to check for any defects or irregularities in the manufacturing process. This inspection checks for issues like improper insulation, defective connectors, or poor mechanical quality.

Conclusion

The manufacturing process of power cords combines precision and safety to ensure the cords are both functional and durable. Each stage, from material selection to final inspection, plays an essential role in creating a power cord that can reliably carry electrical current without safety concerns. Quality control and rigorous testing are integral to ensuring the cord meets international standards and regulatory requirements for use in various consumer and industrial applications.

c. Process flow chart of electronic distribution systems



Manufacturing process of electronic distribution systems

A wire harness, also known as a cable assembly or loom, is a critical component in many industries, particularly in automotive, aerospace, electronics, and industrial machinery. It consists of bundled wires, connectors, terminals, and other components that are systematically arranged and organized to transmit electrical power and signals. The manufacturing process of a wire harness involves several stages, each designed to ensure that the final product is durable, reliable, and functional for its specific application.

1. Design and planning

Before any manufacturing takes place, careful planning and design are essential. This stage typically involves:

- **Customer specifications:** Understanding the requirements, including wire types, lengths, insulation, connectors, and environmental factors.
- **Design layout:** Creating a detailed schematic or blueprint that defines how the wire harness will be routed, the number of wires, their colors, connectors, and other key parameters.
- **Bill of materials (BOM):** A list of all materials needed for the wire harness, such as different wire gauges, connectors, insulation types, and other components.

2. *Material selection*

Wire harnesses are composed of various materials, including:

- **Wires:** These are usually copper or aluminum, with copper being the most common due to its superior conductivity and flexibility. The wires can come in various gauges (thickness) depending on the current or voltage requirements.
- **Insulation:** Wires are insulated with materials like PVC, Teflon, or rubber, ensuring they are safe from short circuits and external environmental factors (heat, moisture, etc.).
- **Connectors and terminals:** The connectors (e.g., plug, socket, or terminal block) ensure that the harness can be easily connected to other systems or devices.
- **Protective sleeving:** In some cases, wire harnesses are covered with additional materials such as braided sleeving or spiral wrap to protect them from abrasion, chemicals, or extreme temperatures.

3. *Wire cutting and stripping*

- **Wire cutting:** Based on the design specifications, wires are cut to the required lengths. These lengths are calculated to ensure the proper routing of the harness and to minimize waste.
- **Stripping:** After cutting, the ends of the wires are stripped of insulation to expose the copper or aluminum conductor. This is typically done with automated wire stripping machines that remove a specific length of insulation from the wire's end.

4. *Crimping and termination*

- **Crimping:** This process involves attaching connectors, terminals, or splices to the wire ends. Crimping ensures a strong mechanical and electrical bond between the wire and the connector. A crimping tool or automated machine is used to press the terminal onto the wire, securing it tightly.
- **Termination:** In some cases, wire harnesses require multiple wire connections at different points. These are referred to as terminations. These can be created by crimping or soldering the wire to its respective terminal.

5. *Routing and bundling*

After the wires are prepared, they are routed and bundled according to the design. This step typically involves:

- **Organizing wires:** Wires are laid out and routed based on their functionality and position in the harness. The wires may be twisted together in groups or laid out parallel to each other, as required.
- **Bundling:** The wires are then bundled together, typically using cable ties, clips, or adhesive tapes to keep them organized and prevent tangling or damage during the rest of the manufacturing process.

6. *Harness assembly*

At this stage, the wire bundle is assembled into its final form:

- **Positioning of connectors:** The correct connectors are positioned at the ends of the wire bundles. These connectors can be of various types, such as:
 - **Male / Female connectors:** For easy plugging and unplugging.
 - **Terminal blocks:** For fixed connections.

- Pin connectors: For specific applications.

- Routing the harness: The wires are carefully routed along a predefined path, ensuring the harness will fit perfectly in the intended device or system. The wires may be split at specific points, and branches are created for additional connections.

7. Insulation and protection

After assembling the wire harness, additional layers of insulation or protective coverings are applied to ensure safety and durability:

- Protective sleeving: This is used to prevent abrasion, chemical damage, or exposure to extreme temperatures. It can be made of materials such as braided nylon, PVC, or heat-shrink tubing.
- Heat shrink tubing: In some cases, heat shrink tubing is used to insulate terminals, splices, or areas where the wire meets a connector. The tubing is heated, causing it to shrink and form a tight protective seal.

8. Testing and quality control

To ensure the wire harness is functional and safe for its intended application, various testing and quality control checks are performed:

- Electrical testing: Each harness is tested for continuity to ensure there are no short circuits or open circuits. This may involve using an electrical tester or multimeter to check each wire for proper conductivity.
- Insulation resistance testing: This checks the quality and effectiveness of the insulation to prevent electrical leakage.
- Mechanical testing: The wire harness is subjected to mechanical stress, such as bending or pulling, to ensure it remains intact and functional under normal use conditions.
- Visual inspection: A thorough visual inspection is performed to check for any defects such as damaged wires, improperly crimped connectors, or misaligned components.

9. Final assembly and packaging

Once the wire harness has passed all the necessary tests, it is prepared for shipping:

- Final Assembly: If required, the wire harness is mounted on frames or within enclosures, and any last-minute components like clips or strain reliefs are added.
- Labeling: Each harness is labeled with identification numbers, part numbers, and any relevant product information to ensure easy identification during installation or maintenance.
- Packaging: The harness is carefully coiled or packaged to prevent damage during transportation and storage. It is often wrapped in protective material to avoid tangling, and the packaging will typically include documentation, such as schematics and installation instructions.

10. Shipping and delivery

The final product is shipped to customers or clients for installation into their respective systems. Delivery times vary based on the size of the order, but the wire harness is now ready for use in its intended application.

Conclusion

The manufacturing process of a wire harness is a highly specialized and precise procedure that involves multiple steps to ensure functionality, durability, and safety. From the initial design and material selection to the final testing and packaging, each stage is critical to producing a reliable wire harness that can withstand environmental stresses and electrical demands. The process requires a combination of manual skills and automated machinery to ensure consistency, precision, and high-quality output. Wire harnesses play a crucial role in various industries, from powering vehicles to enabling complex electronics systems.

Raw materials

Our principal raw materials include copper rod, brass rod and raw materials for PVC compounding like Polyvinyl Chloride Resin, Dioctyl terephthalate, Trioctyl Trimellitate, master batch, printed circuit board, display, electronics components and bought our parts like terminal, housing, terminal position assurance. We procure raw materials from our suppliers based on purchase orders and we do not have any purchase agreements or firm commitments executed with them. We choose our suppliers on quality, price, company history, and delivery capability. Our suppliers undergo a qualification process and performance rating to ensure that the supplied raw materials are of satisfactory quality.

The table below sets forth details of our cost of materials consumed for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Cost of materials consumed (₹ million)	5,197.08	3,874.88	3,594.94
Cost of materials consumed as a percentage of Revenue from Operations	66.01%	66.88%	67.89%

Further, we import certain of our raw materials, including copper rod, brass rod and raw materials for PVC compounding like Polyvinyl Chloride Resin, Dioctyl terephthalate, Trioctyl Trimellitate, master batch, printed circuit board, display, electronics components and bought our parts like terminal, housing, terminal position assurance from various countries such as South Korea, China, Taiwan, UK, UAE and others. The table below provides our cost of imported materials as a percentage of our total purchases of raw materials in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Cost of imported materials*	1,911.22	1,279.68	1,483.45
Total purchase of raw material	5,675.12	3,692.98	3,800.41
Cost of imported materials as a percentage of total purchases of raw materials	33.68%	34.65%	39.03%

*Inclusive of SEZ purchases.

For further information, see “**Risk Factors – We do not have long term agreements with our suppliers for our raw materials and volatility in raw material prices and shortages or disruption in their supply could adversely affect our business, results of operations, financial condition and cash flows**” on page 39.

Transportation

We transport our products via road, sea, and air. The choice of transportation mode for each shipment depends on several factors, including the urgency, size, and value of the order. For our domestic operations, we rely on third-party transportation modes, such as road and rail. For outbound overseas shipments, we use a range of third-party transportation modes, including road, air, and sea. We engage third-party logistics service providers to facilitate our transportation needs. For further information, see “**Risk Factors – We are dependent on third parties for the transportation and timely delivery of our products to customers. Any failure by or loss of a third party transport service provider could result in delays and increased costs, which may adversely affect our business.**” on page 52.

Quality control

We employ rigorous quality control, testing, and certification methods to ensure high standards of product performance and reliability. Our comprehensive in-house quality assurance processes include stringent checks at every stage of production, from raw material inspection to final product assembly. Our quality assurance team ensures that all components and finished products meet predefined quality standards. As of March 31, 2025, we had 118 employees in our quality assurance team. Our Manufacturing Facilities are subject to periodic audits by our customers, which ensures that our customers are able to confirm the continuance of quality of our facilities and processes. In addition to

these audits by our customers, we also conduct our in-house quality testing of our products to ensure that the quality and standard of products remains in compliance with our customer's expectations. We are committed to maintaining the quality standards, as evidenced by our certifications, including ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018. These certifications reflect our adherence to quality standards and our ability to meet international regulatory requirements, further solidifying our position as a reliable partner for our customers. For further details, see ***“Our Business – Our Competitive Strengths - Strong backward integration supported by strategically located and geographically diverse Manufacturing Facilities and robust R&D capabilities, resulting in higher efficiency and high customer retention capability”*** on page 268.

Utilities

We rely on the state electricity boards through a power grid for the supply of electricity and utilize diesel generators to ensure that our facilities are operational during power failures or other emergencies. We source our water requirements from state and municipal corporations and local body water supply where our Manufacturing Facilities are located.

The table below sets forth our power and fuel expenses and power and fuel expenses as a percentage of our Revenue from Operations for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Power and fuel expenses (₹ million)	131.74	99.84	87.28
Power and fuel expenses as a percentage of Revenue from Operations	1.67%	1.72%	1.65%

See also ***“Risk Factors – We have power and fuel requirements and any disruption to power or fuel sources could increase our production costs and adversely affect our business, results of operations, financial condition and cash flows.”*** on page 53.

Customers

We have established long-standing relationships with several Indian and global customers across industries. With our diverse product range, we serve various industries across multiple sectors, including consumer electronics, strategic electronics (shipping and railways), electric vehicles (“EV”), industrial automation, information and communication technology (“ICT”), aerospace, and renewable energy. For further details on our customers, see ***“Our Business – Our Competitive Strengths – Long-standing relationship with marquee customers”*** on page 271. For information on the risks associated with customer concentration, see ***“Risk Factors - Our business largely depends upon our top 10 customers which contributed to 67.08%, 72.40% and 73.65% of our Revenue from Operations in Fiscals 2025, 2024 and 2023. The loss of any of these customers could have an adverse effect on our business, financial condition, results of operations and cash flows”*** on page 34.

Sales and marketing

Customer acquisition process

We follow a structured and criteria-driven customer acquisition process to ensure sustainable and strategic growth. Prospective customers are evaluated across multiple dimensions including creditworthiness, order volume potential, growth scalability, and strategic alignment with our long-term objectives. Additional considerations such as proximity to manufacturing or distribution centres, brand reputation, payment terms, operational ease, and regulatory compliance further inform the selection process. Customer on-boarding is achieved through a multiple-disciplinary engagement involving technical, supply-chain, quality management and commercial staff with the customer. This comprehensive approach enables us to build a high-quality and reliable customer base.

Customer agreements

We typically rely on purchase orders issued by our customers from time to time that set out the quantity and price per unit of the products that are to be supplied to/ purchased by them from us. Pursuant to the purchase order, our customers provide us with the delivery schedules specifying the details of delivery. Further, we also have supply agreements with some of our customers. These agreements set forth the terms of sales but do not bind these customers

to any specific products, specifications, purchase volumes or duration and can be terminated by these customers with or without cause and without compensation. Under the supply agreement, these customers provide us only with forecast volume for the product and there is no commitment on the part of the customer to purchase the quantities specified in the volume projections or to place new orders with us and as a result, our sales from period to period may fluctuate as a result of changes in our customers' supplier preference. For further information, see ***“Risk Factors - We do not have firm commitment agreements with our customers. If our customers choose not to source their requirements from us, there may be an adverse effect on our business, financial condition, cash flows and results of operations”***

Environment, health and safety

We comply with national, regional, and state laws and government regulations in India, particularly those related to safety, health, and environmental protection. These regulations impose controls on air and water discharge, noise levels, storage handling, employee exposure to hazardous substances, and other aspects of our manufacturing operations. Additionally, our products, including their manufacture, storage, and distribution, must adhere to extant quality, safety, and health regulations. We believe that accidents and occupational health hazards can be significantly reduced through systematic risk analysis and control, as well as by providing appropriate training to our management and employees.

We strive to manage the potential risks associated with these laws and regulations through our operational controls, environmental monitoring, and routine risk assessment and mitigation processes. Our goal is to adopt the best available environment, health, and safety practices and to engage with our suppliers to promote new approaches to reduce our environmental impact.

Information technology

We leverage advanced information technology systems to facilitate and optimize our production processes. Our facilities comprise IT enabled processes such as computer aided design, computer aided manufacturing and computer aided engineering facilities, and design software. We have implemented SAP platforms encompassing business functions including production, materials, finance, inventory, maintenance, and human resource management. We make efforts to consistently upgrade our systems to ensure efficiency and business continuity.

To safeguard against IT risks such as cyber-attacks, data breaches, and system failures, we employ a comprehensive cybersecurity framework. This framework includes firewalls, intrusion detection systems, and regular security audits to identify and mitigate potential vulnerabilities. We also use encryption protocols to protect sensitive data during transmission and storage.

The table below sets forth the list of software being used across our business operations:

Software	Division	Purpose
SAP	Finance, costing, supply chain, production, quality, sales and planning	To record all day-to-day operations across functions, data analytics, financial statements
PLM	R&D	Manage product life cycle from concept design to manufacturing
HRMS	Human resources	To automate HR processes such as attendance, salary, requirement and PMS
Asset management	Capex	Capex recording and traceability through radio frequency identification

We use hybrid mechanism for all these software through Cloud Model and in house advanced servers managed by our IT professionals.

Data storage and backup solutions are critical components of our IT strategy. We maintain data centres with redundancy to ensure business continuity in the event of a system failure or disaster. Regular backups are performed, and data integrity is verified to prevent loss of critical information. Additionally, we have implemented disaster recovery plans that outline procedures for restoring IT systems and data in case of an emergency.

See also “**Risk Factors – The operation of our business is dependent on information technology, and technology failures could disrupt our operations and adversely affect our business, results of operations, financial condition and cash flows.**” on page 65.

Awards and accreditations

We have received the following awards and accreditations in relation to our business operations:

- Awarded the ‘Excellence Award’ at the Haier Annual Business Partners Meet 2022, organized by Haier North Industrial Park
- Awarded the ‘Award for Appreciation – Best Quality Partner’ by Haier
- Awarded ‘Best Supplier Electrical – Winner’ by IFB

For further details in relation to awards and accolades, see “**History and Certain Corporate Matters – Key awards, accreditations and recognition**” on page 310.

Competition

We compete with our peers to provide our consumer electronics products, wire harness, IT products, EV solutions to end user industry. Our key domestic competitors include Kaynes Technologies Limited, Avalon Technologies Limited, Dixon Technologies (India) Limited, PG Electroplast limited and Amber Enterprises India Limited. (Source: CARE Report)

For further information, see “**Industry Overview**” and “**Risk Factors – The electronic manufacturing services industry is intensely competitive and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows**” on pages 153 and 46, respectively.

Insurance

Our operations are subject to risks inherent in our industry, such as risk of equipment failure, work accidents, fire, natural disasters, vandalism and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment during transport, and environmental damage. Our principal types of coverage include fire and special peril, marine cargo, transit, machinery breakdown, burglary, vehicle fleet, group health, comprehensive general liability, directors and officers’ liability, group term life policy, workmen compensation, cyber defence policy and all industrial risks. Our insurance policies may not be sufficient to cover our economic loss. For details, see “**Risk Factors – Our insurance coverage may not be adequate or we may incur uninsured losses or losses in excess of our insurance coverage which could have an adverse impact on our business, results of operations, financial condition and cash flows**” on page 56.

The table below provides details of our insurance coverage for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Aggregate coverage of insurance policies (₹ million)	6,793.34	4,326.20	4,970.04
Total assets (₹ million)	7,018.01	5,218.16	4,748.87
Amount of insured assets (₹ million) ⁽¹⁾	3,518.18	2,271.45	2,459.21
Insured assets as a percentage of total assets (%)	50.14%	43.53%	51.79%
Percentage of insurance coverage against insured assets (%)	193.05%	190.46%	211.51%

⁽¹⁾ Consists of net block of property, plant and equipment (excluding vehicles) and inventories.

Intellectual property

As on the date of this Draft Red Herring Prospectus, our Company has registered four trademarks for class 9 and two registered patents under class 13-02 and 13-03 under the Designs Act, 2000, has filed one application under 9 class for the registration of a trademark. Our logo, , is also registered in our own name. We have also filed six

applications for trademark registration in foreign jurisdictions such as China and United Kingdom. Further, our applications for trademark registrations are at different stages of registration.

For further information, see “*Government and Other Approvals – Intellectual Property Rights*” and “*Risk Factors – If we fail to protect or incur significant costs in defending our intellectual property or if we infringe the intellectual property rights of others, our business, results of operation and financial condition could be adversely affected*” on pages 451 and 60, respectively.

Employees

As of March 31, 2025, we had 625 permanent employees. The table below sets forth details of our permanent employees, as of March 31, 2025:

S. No.	Particulars	Number of employees as of March 31, 2025
1.	Director	4
2.	Logistics	6
3.	IT	10
4.	Operations	14
5.	Sourcing and purchase	21
6.	Finance and accounts	26
7.	Sales and marketing	39
8.	R&D	35
9.	Human resources and admin	41
10.	Stores	49
11.	Maintenance and process engineering	68
12.	Quality assurance	118
13.	Production	194
Total		625

In addition to the employees listed above, we also engage contract labour to facilitate our manufacturing operations. As of March 31, 2025, we engaged 4,699 labourers of which 4,681 are contract labourers.

S. No.	Particulars	Number of employees as of March 31, 2025
1.	R&D	10
2.	Maintenance and process engineering	40
3.	Human and admin	79
4.	Stores	161
5.	Quality assurance	407
6.	Production	4,002
Total		4,699

We do not have recognized trade unions and have not experienced any material work stoppages due to labour disputes or cessation of work in the last three Fiscals.

In Fiscals 2025, 2024 and 2023, our employee benefits expense was ₹1,221.50 million, ₹944.03 million, and ₹765.99 million, respectively representing 16.76%, 16.95% and 15.12% of our total expenses, respectively.

Corporate social responsibility

In compliance with the requirements of Section 135 of the Act read with the Companies (Corporate Social Responsibility) Rules, 2014, our Board of Directors have constituted a Corporate Social Responsibility (“CSR”) Committee pursuant to which we carry out various CSR activities. In Fiscals 2025, 2024 and 2023, our expenditure on corporate social responsibility was ₹6.00 million, ₹4.92 million and ₹4.54 million, representing 0.08%, 0.09% and 1.30% of our total expenses, respectively. Our CSR initiatives include education, women empowerment, environment, community development.

Properties

Our Registered Office located at C-102, Ground Floor, Anand Vihar, East Delhi 110 092, Delhi, India is leased from members of our Promoter Group, namely Renu Tayal, Juhi Tayal and Meenu Tayal and the Corporate Office located at C-14, Sector-67, Gautam Buddha Nagar, Noida 201 301, Uttar Pradesh, India is rented from a third party for a period of 5 years effective from May 1, 2021. The table below provides details of our Manufacturing Facilities and Warehouses as on the date of this Draft Red Herring Prospectus:

Property	Address	Arrangement (Owned/Leased)
Manufacturing Facility 1	C-118 and C-119, Sector 63, Noida 201 301, Uttar Pradesh, India	Rented and owned, respectively
Manufacturing Facility 2	C-14, Sector 67, Phase 3, Noida, Gautam Budh Nagar 201 301, Uttar Pradesh, India	Leased
Manufacturing Facility 3	D - 39 and D – 40, Sector 59, Noida 201 301, Uttar Pradesh, India	Leased
Manufacturing Facility 4	Plot E-15/2, situated at village Ranjangaon Ganpati and Karegaon, Shirur, Pune 412 209, Maharashtra, India	Leased
Manufacturing Facility 5	Plot No. E-65/3, Ranjangaon industrial area, Karegaon, Ranjangaon municipal council, Shirur 412 220, Pune, Maharashtra, India	Leased
Manufacturing Facility 6	D-163-165-167, Ranjangaon industrial area, Shirur, Pune 411 220, Maharashtra, India	Leave and license agreement
Manufacturing Facility 7	A 1/6 and A 1/7 Supa Parner Industrial Park Ahmednagar SUPA MIDC 414 301, Maharashtra, India	Leased
Manufacturing Facility 8	Plot A 152, A 153, A 154, A 155 Industrial Area Ghiloth, Kotpuli Behror 301 705, Rajasthan, India	Leased
Manufacturing Facility 9	Survey No.197/1201/1202/1 (Part) of Cortalim village, 82/9 (Part) of Sancoale villlage, Murmugao, South Goa 403 726, Panaji, Goa, India	Leased
Manufacturing Facility 10	Plot K 10 Sipcot Industrial Park Kanchipuram 602 105 Chennai, Tamil Nadu, India	Leased
Manufacturing Facility 11	Survey No.407/1, 408, 175 South EMC, Sri City 517 646, Andhra Pradesh, India	Leased
Warehouse I	Plot No. WP-168, GIDC Sanand 382 110, Ahmedabad, Gujarat, India	Leased
Warehouse II	Survey No. 417/1B1, A Block Sriperumbudur Taluk, Kancheepuram, 602 105, Chennai, Tamil Nadu, India	Leased
Warehouse III	GAT No 357, Post Shindewadi, Khandala, Satara 413 102, Maharashtra, India	Leased
Warehouse IV	Avenida Victor Hugo # 330 Int D, Complejo Industrial Chihuahua, CHH 31136, Mexico, CP	Leased

KEY REGULATIONS AND POLICIES IN INDIA

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company, and the business undertaken by our Company. The information detailed in this section has been obtained from sources available in the public domain and is based on the current provisions of Indian law and the judicial, regulatory, and administrative interpretations thereof, which are subject to change or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions. The regulations 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 substitute professional legal advice.

*Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For details, see “**Government and Other Approvals**” on page 449.*

Industry specific legislations

The Electricity Act, 2003 (“Electricity Act”)

The Electricity Act is a central legislation and provides for, among others, generation, transmission, distribution, trading and use of electricity and generally for taking measures conducive to development of electricity industry. Under the Electricity Act, the transmission, distribution, and trade of electricity are regulated activities which require licenses from the Central Electricity Regulatory Commission (“CERC”), the State Electricity Regulatory Commissions (“SERCs”) or a joint commission (constituted by an agreement entered into between two or more State Governments or the Central Government in relation to one or more State Governments, as the case may be).

Under the Electricity Act, the appropriate commission, guided by, *inter alia*, the methodologies specified by the CERC, shall specify the terms and conditions for the determination of tariff. The Electricity Act further requires the Central Government to prepare the national electricity policy and tariff policy, from time to time, in consultation with the State Governments and Central Electricity Authority.

The Central Electricity Authority (Measures Relating to Safety and Electric Supply) Regulations, 2023 (the “CEA Regulations”)

The CEA Regulations supersede the Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010. The CEA Regulations are applicable to electrical installation including electrical plant and electric line, and the person engaged in the generation, transmission, distribution, trading, supply or use of electricity. General safety requirements pertaining to the construction, installation, protection, operation and maintenance of electric supply and apparatus are provided under the CEA Regulations. Further, the CEA Regulations also cover the general conditions relating to supply and use of electricity, safety provisions for electrical installation and apparatus of voltage not exceeding 650 voltage, safety requirements for overhead lines, underground cables, electric traction, mines and oil fields.

Bureau of Indian Standards Act, 2016 (the “BIS Act”)

The Bureau of Indian Standards Act, 2016, provides for the establishment of the Bureau of Indian Standards (“BIS”) as the national standards body for the harmonious development of the activities of standardization, conformity assessment and quality assurance of goods, articles, processes, systems and services. Functions of the BIS include, (a) establishing, publishing, reviewing and promoting the Indian standard, in relation to any goods, article, process, system or service (b) adopting as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (c) establishing a standard mark in relation to each of its conformity assessment schemes, which shall be of such design and contain such particulars as may be specified by regulations to represent a particular standard (“**Standard Mark**”), and (d) appointing certification officers for inspecting whether any goods, article, process, system or service in relation to which the Standard Mark has been used conforms to the relevant standard. A person may apply to the bureau for grant of license or certificate of conformity, if their articles, goods, process, system or service confirms to the Indian standard.

In addition to the above, the BIS Standards Related with Manufacturer of Wires and the Bureau of Indian Standards (Certification) Regulations, 1988, are also applicable to our Company.

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 BIS. 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.

Legal Metrology Act, 2009 (the “LM Act”) and the Legal Metrology (Packaged Commodities) Rules, 2011 (the “LM Rules”)

The LM Act along with LM Rules, 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 numbers. Any transaction relating to goods, or a class of goods shall be as per the weight, measurements or numbers prescribed by the Legal Metrology Act. The Legal Metrology Act prohibits the manufacture, packing, selling, importing, distributing, delivering, offer for sale of any pre-packaged commodity if such does not adhere to the standard regulations set out.

The LM Act provides for, among others, standard weights and measures and requirements for verification and stamping of weight and measure. LM Rules inter alia provide that certain commodities shall be packed for sale, distribution and delivery in standard quantities as laid down under the LM Rules. LM Rules also provide for declarations that must be made on packages, where those declarations should appear on the package and the manner in which the declaration is to be made.

Atomic Energy Act, 1962 (“Atomic Energy Act”) and Atomic Energy (Radiation Protection) Rules, 2004 (“Radiation Rules”)

The Atomic Energy Act, inter alia, mandates that no minerals, concentrates and other materials which contain prescribed substances be disposed of without the previous permission in writing of the Central Government. Further, the Atomic Energy Act provides that the Central Government may require a person to make periodical and other returns or such statements accompanied by plans, drawings and other documents as regards any prescribed substance in the Atomic Energy Act that can be a source of atomic energy and further states that the Central Government may prohibit among other things the acquisition, production, possession, use, disposal, export or import of any prescribed equipment or substance except under a license granted by it to that effect.

Pursuant to the provisions of the Atomic Energy Act, the Central Government has framed the Radiation Rules, which apply to practices adopted and interventions applied with respect to radiation sources. The Radiation Rules prescribe guidelines such as license for carrying out activities relating to radiation, specifies procedure for obtaining licenses, exemptions, etc and requirements for radiation surveillance, health surveillance etc.

The Radiation Rules provide that all persons handling radioactive material need to obtain a license from a competent authority. It stipulates that no person is to use any radioactive material for any purpose, in any location and in any quantity, other than in a manner otherwise specified in the license and that every employer must designate a “Radiological Safety Officer” and maintain records with respect to every such radiation worker in the manner prescribed in the Radiation Rules.

The Information Technology Act, 2000 (the “IT Act”) and the rules made thereunder

The IT Act seeks to (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information, (ii) facilitate electronic filing of documents and (iii) create a mechanism for the authentication of electronic documentation through

digital signatures. The IT Act prescribes punishment for publishing and transmitting obscene material in electronic form. The IT Act provides for extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009 specifically permit the Government of India to block access of any information generated, transmitted, received, stored or hosted in any computer resource by the public, the reasons for which are required to be recorded by it in writing.

The Information Technology (Amendment) Act, 2008, which amends the IT Act, facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data.

The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, Ministry of Electronics and Information Technology, Government of India (“**DoIT**”), in April 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (“**IT Security Rules**”) in respect of Section 43A of the IT Act, which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected, and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The DoIT notified the Information Technology (Intermediaries Guidelines and Digital Media Ethics Code) Rules, 2021 (“**IT Intermediary Rules**”) superseding the Information Technology (Intermediaries Guidelines) Rules, 2011, requiring intermediaries receiving, storing, transmitting, or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under the IT Intermediary Rules, to disable hosting, publishing, transmission, selection or modification of such information once they become aware of it, as well as specifying the due diligence to be observed by intermediaries. The IT Intermediaries Rules further requires the intermediaries to provide for a grievance redressal mechanism and appoint a nodal officer and a resident grievance officer.

Environmental legislations

Environment Protection Act, 1986 (the “EP Act”) and the Environment Protection Rules, 1986 (the “EP Rules”) read with the Environmental Impact Assessment Notification, 2006 (the “EIA Notification”)

The EP Act has been enacted with the objective of protection and improvement of the environment and for matters connected therewith. As per the EP Act, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent, control and abate environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the EP Act, including the power to direct the closure, prohibition or regulation of any industry, operation, or process. The EP Rules prescribes the standards for emission or discharge of environmental pollutants from industries, operations, or processes, prohibitions and restrictions on the location of industries as well as prohibitions and restrictions on the handling of hazardous substances in different areas for the purpose of protecting and improving the quality of the environment and preventing and abating environmental pollution. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the spatial extent of potential impacts and potential impact on human health and natural and manmade resources.

Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”)

The Water Act provides for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water, and the establishment of the Central Pollution Control Board, as well as state pollution control boards (“**State PCB**”), to implement its provisions, including to lay down standards of treatment of sewage and trade effluents. 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 PCB. The Water Act also provides that the consent of the State PCB must be obtained prior to establishing any industry, operation or process, or opening of any new outlets, which are likely to discharge sewage effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”)

The Air Act provides for the prevention, control and abatement of air pollution. Under the Air Act, the State Government may, after consultation with the relevant state pollution control board declare, by notification in the Official Gazette, any area or areas within the state as air pollution control area or areas for the purposes of the Air Act. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant. Further, no person operating any industrial plant in any air pollution control area shall discharge or permit or cause to be discharged the emission of any air pollutant in excess of the standards laid down by the state pollution control board. The Air Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the “Hazardous Waste Rules”)

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste. Under the Hazardous Waste Rules, “hazardous waste”, among others, means any waste which by reason of characteristics such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger or is likely to cause danger to health or environment, whether alone or in contact with other wastes or substances. Every occupier of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter, or operator of a disposal facility is liable for damages caused to the environment or third party resulting from the improper handling and management and disposal of hazardous waste and shall be liable to pay any financial penalty that may be levied by the respective state pollution control board for violation of the Hazardous Waste Rules.

Public Liability Insurance Act, 1991 (“Public Liability Act”)

The Public Liability Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substance. A list of hazardous substances covered by the Public Liability Act has been enumerated by the Government of India by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute a sum equal to the premium paid on the insurance policies towards the environment relief fund.

Employment related laws

The Factories Act, 1948 (the “Factories Act”)

The Factories Act defines a “factory” to cover any premises which employs or had employed 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are or were employed on any day of the preceding 12 months, and where a manufacturing process is carried on without the aid of power. Each State Government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act mandates the ‘occupier’ of a factory to ensure the health, safety and welfare of all workers in the factory premises. Further, the ‘occupier’ of a factory is also required to ensure (i) the safety and proper maintenance of the factory such that it does not pose health risks to persons in the factory premises; (ii) the safe use, handling, storage and transport of factory articles and substances; (iii) provision of adequate instruction, training and supervision to ensure workers’ health and safety; and (iv) cleanliness and safe working conditions in the factory premises. The

Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

Contract Labour (Regulation and Abolition) Act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970 (“CLRA”) regulates the employment of contract labour in certain establishments. The CLRA provides that the appropriate Government may, after consultation with the Central or State Advisory Boards (constituted under the CLRA), prohibit employment of contract labour in any process, operation or other work in any establishment.

The Industrial (Development and Regulation) Act, 1951

The Industrial (Development and Regulation) Act, 1951 (“IDRA”), aims to regulate and control the industrial sector to promote balanced economic development. Under the IDRA, the government is empowered to regulate the establishment and expansion of industries, set production standards, and manage the distribution of manufactured goods. The Act provides a framework for licensing and controls over industries classified as "scheduled industries" for the purpose of maintaining planned economic growth, ensuring supply of essential goods, and encouraging industrial development. Non-compliance with the provisions of the Act may lead to penalties, which could include fines or imprisonment.

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up and business operations exist, such establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments’ acts, and the relevant rules framed thereunder, in each state, also prescribe penalties in the form of monetary fine or imprisonment for violation of provisions, as well as procedures for appeal in relation to such contravention of the provisions.

In addition to the Factories Act, the CLRA and the local shops and establishments legislations, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The various other labour and employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers’ rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

- Employee’s Compensation Act, 1923.
- Employees’ Provident Funds and Miscellaneous Provisions Act, 1952.
- Employees’ State Insurance Act, 1948.
- Maternity Benefit Act, 1961.
- Minimum Wages Act, 1948.
- Payment of Bonus Act, 1965.
- Payment of Gratuity Act, 1972.
- Payment of Wages Act, 1936.
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- The Apprentices Act, 1961.
- The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986.

- The Contract Labour (Regulation and Abolition) Act, 1970.
- The Equal Remuneration Act, 1976.
- The Industrial Disputes Act, 1947.
- The Labour Welfare Fund Act, 1965.

In order to rationalize and reform labour laws in India, the Government of India has framed four labour codes, namely:

- (a) The Occupational Safety, Health and Working Conditions Code, 2020 consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. The GoI enacted the Occupational Safety, Health and Working Conditions Code, 2020 which received the assent of the President of India on September 28, 2020. It replaces 13 old central labour laws including the Contract Labour (Regulation and Abolition) Act, 1970 and received the presidential assent on September 28, 2020. It proposes to subsume several separate legislations, including the Factories Act, 1948, Contract Labour (Regulation and Abolition) Act, 1970, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 and 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 and the Building and Other Construction Workers Welfare Cess Rules, 1988. The Ministry of Labour and Employment has by way of notifications, implemented only certain provisions of the Code on Social Security, 2020, including the repeal of certain provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.
- (b) The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020, and proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The Industrial Relations Code, 2020 will come into effect on a date to be notified by the Central Government.
- (c) The Code on Wages, 2019 received the assent of the President of India on August 8, 2019. Through its notification dated December 18, 2020, the Government of India brought into force certain sections of the Code on Wages, 2019. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976.
- (d) The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020. Through its notification dated April 30, 2021, the Government of India brought into force Section 142 of the Code on Social Security, 2020. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.

Tax laws

Income Tax Act, 1961 (the "Income Tax Act")

The Income Tax Act deals with the taxation of individuals, corporates, partnership firms and others. As per the provisions of the Income Tax Act, the rates at which entities are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of books of accounts and relevant supporting documents and registers are mandatory under the same. Filing of returns of income is compulsory for all assesses.

Goods and Service Tax

Goods and Services Tax (“GST”) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as the Constitution (One Hundred and First Amendment) Act, 2017, and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by central on intra-state supply of goods or services and by the states including union territories with legislature/ union territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the central and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (“CGST”), State Goods and Services Tax Act, 2017 (“SGST”), Union Territory Goods and Services Tax Act, 2017 (“UTGST”), Integrated Goods and Services Tax Act, 2017 (“IGST”) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder.

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 respective State Governments are empowered to structure, formulate, and collect professional tax under their jurisdiction. The tax levied on the incomes of individuals, profits of businesses, and gains from vocations, is in accordance with List II of the Seventh Schedule of the Constitution of India. Professional tax is categorized under various tax slabs as defined by the respective State Governments. Under the applicable State Acts, employers are required to deduct the professional tax payable by any person earning a salary or wage from their remuneration before disbursing it. Employers are responsible for remitting the tax, regardless of whether the deduction has been made, and must obtain registration from the assessing authority in the prescribed manner. Additionally, individuals liable to pay professional tax under these Acts, other than those earning salaries or wages (for whom the employer is responsible for tax payment), are required to obtain a certificate of enrolment from the assessing authority.

Customs Act, 1962 (“Customs Act”) and the Customs Tariff Act, 1975

The provisions of the Customs Act and rules made there under are applicable to imported goods i.e. goods brought into India from a place outside India (except goods cleared for home consumption) and export goods i.e. goods which are to be taken out of India to a place outside India. Imported goods and export goods are subject to duties of customs as specified under the Customs Tariff Act, 1975.

Intellectual property laws

The Trade Marks Act, 1999 (the “**Trade Marks Act**”) and Trade Mark Rules, 2017 (the “**Trade Marks Rules**”), the Patents Act, 1970 (the “**Patents Act**”), The Copyright Act, 1957 (the “**Copyright Act**”), and the Designs Act, 2000 (the “**Designs Act**”) and Design Rules, 2001 (the “**Design Rules**”) are the three main statutes governing intellectual property protection in India.

The Trade Marks Act, 1999 (“Trade Marks Act”)

The Trade Marks Act governs the statutory protection of trademarks and prohibits any use of deceptively similar trademarks, among others. The purpose of the Trademarks Act is to grant exclusive rights to marks such as a brand, label and heading, and to obtain relief in case of infringement of registered trademarks. Indian law permits the registration of trademarks for both goods and services. Under the provisions of the Trademarks Act, an application for trademark registration may be made before the Trademark Registry by any person claiming to be the proprietor of a trademark, whether individual or joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration are required to be restored. Further, pursuant to the notification of the Trademarks (Amendment) Act, 2010 (“**Trademark Amendment Act**”) simultaneous protection of trademarks in India and other countries has been made available to owners of Indian and foreign trademarks. The Trademark Amendment Act also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law to international practice.

The Patents Act, 1970 (the “Patents Act”)

The Patents Act governs the law relating to patents in India. A patent which is granted under the Act, subject to certain conditions, grants an exclusive right to the patentee to prevent third parties, who do not have the patentee's consent, from the act of making, using, offering for sale, selling or importing the patented product or process. An invention under the Patents Act means a new product or process involving an inventive step and capable of industrial application. The Patents Act prescribes eligibility criteria for grant of patents, including the requirement that an invention must satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection. The term of a patent under the Patents Act is twenty years from the date of filing an application for the patent.

The Copyright Act, 1957 (the Copyright Act)

The Copyright Act, along with the Copyright Rules, 2013 ("**Copyright Laws**") governs copyright protection in India. The Register of Copyrights under the Copyright Laws acts as prima facie evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations. The Copyright Laws prescribe a fine, imprisonment or both for violations, with enhanced penalty on second or subsequent convictions.

The Designs Act, 2000 (the "Design Act") and the Design Rules, 2001 (the "Design Rules")

The Design Act consolidates and amends the law relating to the protection of designs which came into force on May 11, 2001. The Design Act is a complete code in itself and is statutory in nature and protects new or original designs from getting copied which might cause loss to the proprietor. The proprietor upon registration gets 'copyrights in design' for the period of 10 years from the date of registration which can be renewed for a second period of five years, before the expiration of original period of 10 years. The controller registers a design under the Design Act after verifying that the design of any person, claiming to be the proprietor, is the new or original design not previously published anywhere in any country and is not against any public policy or morality. Any obvious or fraudulent imitation of a design, which is already registered, without the consent of its proprietor, is unlawful. It also prohibits the import of any material which closely resembles a registered design. The Central Government also drafted the Design Rules under the authority of the Design Act for the purpose of specifying certain prescriptions regarding the practical aspects related to designs such as payment of fee, register for designs, classification of goods, address for service, restoration of designs etc.

Foreign investment laws

Foreign investment regulations

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999, along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, and the consolidated FDI Policy (the "**Consolidated FDI Policy**"), effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time.

In terms of the Consolidated 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 Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA Regulations has now been entrusted to the concerned administrative ministries or departments. Foreign direct investment for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where foreign direct investment 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. Under the current Consolidated FDI Policy, 100% foreign investment is permitted in 'Manufacturing' sector under automatic route.

Foreign Trade (Development and Regulation) Act, 1992 (the "FTA")

The FTA seeks to provide for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTA provides that no person shall make any import or export except under an

importer-exporter code number (“IEC”) granted by the Director General of Foreign Trade, Ministry of Commerce (“DGFT”). The IEC granted to any person may be suspended or cancelled *inter alia* in case the person contravenes any of the provisions of FTA or any rules or orders made thereunder or the DGFT or any other officer authorized by him has reason to believe that any person has made an export or import in a manner prejudicial to the trade relations of India. Any person who makes any export or import in contravention of any provision of this Act or any rules or orders made thereunder, or the foreign trade policy would become liable to a penalty under the FTA.

Foreign Trade Policy 2023

The Central Government of India in exercise of powers conferred under Section 5 of the Foreign Trade (Development and Regulation) Act, 1992, has notified Foreign Trade Policy 2023 (“FTP”) which is effective from April 1, 2023, and shall continue to be in operation unless otherwise specified or amended. It provides for a framework relating to export and import of goods and services. All exports and imports made up to March 31, 2023, shall, accordingly, be governed by the relevant FTP, unless otherwise specified.

Other applicable laws

In addition to the above, our Company is also required to comply with the Companies Act, 2013, and rules framed thereunder, the Competition Act, 2002, the Indian Contract Act, 1872, and other applicable statutes imposed by the Central or the State Government and authorities for our day-to-day operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as “U K B Electronics Private Limited” at New Delhi as a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated May 7, 2004 issued by the RoC. Pursuant to a board resolution dated April 22, 2024 and a special resolution passed by the shareholders dated May 10, 2024, the name of our Company was changed to “UKB Electronics Private Limited” and a fresh certificate of incorporation issued by the Registrar of Companies, Central Processing Centre on July 15, 2024. Thereafter, pursuant to a board resolution dated March 4, 2025 and a special resolution passed by the shareholders dated March 26, 2025, our Company was converted from a private limited company to a public limited company and the name of our Company was changed to ‘UKB Electronics Limited’ and a fresh certificate of incorporation dated April 21, 2025 was issued by the Registrar of Companies, Central Processing Centre.

Changes in the registered office of our Company

Except as disclosed below, there has been no change in the registered office of our Company since its incorporation.

Date of change	Old Address	New Address	Reasons for change of registered office
May 15, 2011	348 Functional Industrial Estate, Patparganj, New Delhi 110 092, India	7, Functional Industrial Estate, Patparganj 110 092, Delhi, India	Operational convenience
July 16, 2018	7, Functional Industrial Estate, Patparganj 110 092, Delhi, India	10/2 Block 10, Subhash Gali, Vishwas Nagar, Shahdara, East Delhi 110 032, Delhi, India	Operational convenience
December 21, 2018	10/2 Block 10, Subhash Gali, Vishwas Nagar, Shahdara, East Delhi 110 032, Delhi, India	Ground Floor, C – 117, Pushpanjali Enclave, Vikas Marg, Karkardooma, East Delhi 110 032, Delhi, India	Operational convenience
October 29, 2020	Ground Floor, C – 117, Pushpanjali Enclave, Vikas Marg, Karkardooma, East Delhi 110 032, Delhi, India	C – 117, Pushpanjali Enclave, Vikash Marg, Karkardooma, East Delhi 110 092, Delhi, India	Rectification of the PIN code of the Registered Office
September 1, 2022	C-117, Ground Floor, Pushpanjali Enclave, Vikash Marg, Karkardooma, East Delhi 110 092, Delhi, India.	Plot No. WP-168, GIDC-2, Bol Village, Ta-Sanand, Ahmedabad 382 110, Gujarat, India	To improve economic scope and efficiency
September 18, 2024	Plot No. WP-168, GIDC-2, Bol Village, Ta-Sanand, Ahmedabad 382 110, Gujarat, India	C-102, Ground Floor, Anand Vihar, East Delhi 110 092, Delhi, India	To increase operational efficiency

Main objects of our Company

The main objects contained in the Memorandum of Association of our Company are as mentioned below:

- To manufacture, get manufactured, assemble, repair, design, test, erect, commission, buy, sell, import, export, hire, exchange, alter, improve or otherwise deal in all kind of electrical and electronics goods, instruments, components or appliances of every kind or description including but not limited power cords, switches, wires and cables, including EBXL cable, connectors, wire harness and all type of electronic controllers, AC to DC converters (adaptor, charger), on/off switch, door switch, thermo fuse, PCB assembly, water and air purifier, buzzer, socket lamp, remote, isolator, adaptor, mobile battery charger, EV chargers data cable with its allied products including designing and development of PCB and manufacturing of brass pins, current transformers, switches, plugs, starters, fuses, central control panel, electric motor, immature circuit breaker, various type of thermoplastic and metallic plugs, adapters, dimmers and all electronic moulded parts and other consumer durable appliances or allied products, by-products, substances or substitutes for all or any of them.*
- To carry on in India or elsewhere, the business of manufacturing, buying, selling, marketing, supplying, importing, exporting, trading, storing, distributing, transporting or otherwise deal in electrical, metallic, accessories and components, apparatus, tools, appliances, hardware products directly or indirectly as selling*

agents or C&F agents or wholesalers or retailers of aforesaid products and designing, developing, erecting, installing, setting up, operating, maintaining, managing, owning, leasing, hiring retail or wholesale outlets, terminals, depots, showrooms, storage tanks, warehouses, godowns, objects, equipment, devices, facilities, infrastructure and to provide other related and ancillary services, facilities, assets or infrastructure etc.

3. *To carry on the business of import, export purchase, sale, manufacture or otherwise deal in solar casing, solar and non solar lighting system, solar power generating system, solar inverter, solar charge controller, solar components, solar plastic components, transformers and wound components etc.*

The main objects clause and matters necessary for furtherance of the main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being undertaken by us.

Amendments to our Memorandum of Association in the last ten years

Set out below are the amendments to our Memorandum of Association in the last 10 years, as on the date of this Draft Red Herring Prospectus:

Date of Shareholder's resolution	Particulars
November 30, 2021	Clause III(A) of the Memorandum of Association was amended to reflect the replacement of clause 1 to 4 with the following new clauses in the objects clause of the Memorandum of Association of the Company: <i>“1. To manufacture, get manufactured, assemble, repair, design, test, erect, commission, buy, sell, Import, Export, hire, exchange, alter, improve or otherwise deal in all kind of electrical and electronics goods, instruments, components or appliances of every kind or description including but not limited power cords, switches, wires and cables, including EBXL cable, Connectors, wire harness and all type of electronic controllers, AC to DC converters (Adaptor, charger), On/off switch, Door switch, Thermo Fuse, PCB Assembly, water and air purifier, Buzzer, Socket Lamp, remote, Isolator, Adaptor, Mobile Battery Charger, EV chargers data cable with its allied products including designing and development of PCB and manufacturing of brass pins, current transformers, switches, plugs, starters, fuses, central control panel, electric motor, immature circuit breaker, various type of thermoplastic and metallic plugs, adapters, dimmers and all electronic moulded parts and other consumer durable appliances or allied products, by-products, substances or substitutes for all or any of them.</i> <i>2. To carry on in India or elsewhere, the business of manufacturing, buying, selling, marketing, supplying, importing, exporting, trading, storing, distributing, transporting or otherwise deal in electrical, metallic, accessories and components, apparatus, tools, appliances, hardware products directly or indirectly as selling agents or C&F agents or wholesalers or retailers of aforesaid products and designing, developing, erecting, installing, setting up, operating, maintaining, managing, owning, leasing, hiring retail or wholesale outlets, terminals, depots, showrooms, storage tanks, warehouses, godowns, objects, equipment, devices, facilities, infrastructure and to provide other related and ancillary services, facilities, assets or infrastructure etc.</i> <i>3. To carry on the business of Import, Export Purchase, sale, manufacture or otherwise deal in Solar casing, Solar and Non solar lighting system, Solar power generating system, Solar Inverter, Solar charge controller, Solar components, Solar plastic components, Transformers and wound components etc”</i> Further, clause III(B) of the Memorandum of Association containing “<i>Objects Incidental or Ancillary to attainment of Main Objects</i>” was amended to replace clauses 1 to 34 with the new clauses 1 to 34 in clause III(B) of the Memorandum of Association of the Company. Further, the clause III(C) of the Memorandum of Association containing “<i>Other Objects</i>” was amended to be deleted from the Memorandum of Association of the Company.
April 1, 2022	Pursuant to the order dated September 11, 2023 passed by the National Company Law Tribunal, Ahmedabad, clause V of the Memorandum of Association was amended to reflect the increase of the authorised share capital of our Company from ₹100,000,000 comprising 10,000,000 equity shares of ₹10 each to ₹103,000,000 comprising 10,300,000 equity shares of ₹10 each

Date of Shareholder's resolution	Particulars
June 6, 2022	Clause II of the Memorandum of Association was amended to reflect the shifting of the registered office of the Company from Delhi to the state of Gujarat
May 10, 2024	Clause I of the Memorandum of Association of our Company was amended to reflect the change in the name of the Company from U K B Electronics Private Limited to UKB Electronics Private Limited.
May 10, 2024	Clause II of the Memorandum of Association was amended to reflect the shifting of the registered office of the Company from state of Gujarat to the Delhi
March 26, 2025	Clause I of the Memorandum of Association was amended to reflect the change in name of our Company from 'UKB Electronics Private Limited' to 'UKB Electronics Limited', pursuant to the conversion of our Company into a public limited company
May 19, 2025	Clause V of the Memorandum of Association was amended to reflect the increase of the authorized share capital of our Company from ₹103,000,000 comprising 10,300,000 Equity Shares of face value of ₹10 each to ₹750,000,000 comprising 75,000,000 Equity Shares of face value of ₹10 each
May 30, 2025	Clause V of the Memorandum of Association was amended to reflect the subdivision in the authorized share capital of our Company from ₹750,000,000 comprising 75,000,000 Equity Shares of face value of ₹10 each to ₹750,000,000 comprising 375,000,000 of face value of ₹2 each.

Major events and milestones of our Company

The table below sets forth the major events and milestones in the history of our Company:

Calendar year	Particulars
2004	Incorporated as a private limited company
2005	Obtained the 'UKB' trademark
2008	Established a manufacturing plant in Noida, Uttar Pradesh
2010	Commenced business operations in Chennai
2011	Established a manufacturing plant in Pune, Maharashtra
2012	Commenced business operations in Goa
2016	Diversified into the internet and communication technology (ICT) industry
2020	Established a manufacturing plant in Ghiloth, Rajasthan
2023	Established a manufacturing plant in Supa Parner Industrial Park, Ahmednagar, Maharashtra
2023	Expanded our customer base to the aerospace and defence sectors upon receipt of registration as a vendor with the Directorate of Quality Assurance (Naval)
2024	Expanded our customer base to include the mass transport sector by supply of products to railways
2024	Registered two designs under provisions of the Designs Act, 2000 and the Design Rules, 2001
2024	Established a warehouse in Mexico
2025	Converted to a public limited company
2025	Expanded our customer base to e-mobility sector by introducing EV chargers in our product portfolio
2025	Established a manufacturing plant in Sricity, Andhra Pradesh

Awards, accreditations and recognition

The table below sets forth key awards, accreditations and accolades received by our Company:

Calendar year	Particulars
2020	Awarded the 'Quality Excellence Award' at the Business Partner Meet 2019-20, organised by Panasonic India Private Limited
2022	Awarded the 'Excellence Award' at the Haier Annual Business Partners Meet 2022, organised by Haier North Industrial Park
2023	Honoured with the 'Award for Appreciation – Best Quality Partner' by Haier
2024	Honoured with the 'Atmanirbhar Bharat Award' by Symphony
2024	Awarded 'Best Supplier Electrical – Winner' by IFB
2024	Awarded the runner-up for electrical commodity in the Supplier Quality Excellence Awards Year 2023-24 by StanleyBlack&Decker

Significant financial and strategic partnerships

Our Company does not have any significant financial or strategic partnerships as on the date of this Draft Red Herring Prospectus.

Time/cost overrun in setting up projects

As on the date of this Draft Red Herring Prospectus, our Company has not experienced any time or cost overruns in respect of our business operations.

Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks

There has been no instance of rescheduling/restructuring of borrowings with financial institutions/ banks in respect of our borrowings from lenders.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/facility creation, location of projects

For details of key services offered by our Company, entry into new geographies or lines of business or exit from existing markets, capacity/facility creation or location of projects, see “**Our Business**” on page 258.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

Except as disclosed below, our Company has not made any material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years.

Revaluation of leasehold land by our Company

In the financial year 2023-24, the Company transitioned to the Indian Accounting Standards (Ind AS). As a result of this transition, a revaluation of leasehold land (classified as right of use assets) was carried out in accordance with the provisions of Ind AS 101 (First-time Adoption of Indian Accounting Standards) and Ind AS 16 (Property, Plant and Equipment) as on the transition date i.e. April 1, 2022. Pursuant to this revaluation, the carrying value of the leasehold land increased by Rs 419.39 million as on March 31, 2023. For further details, please see “**Management’s Discussion and Analysis of Financial Statements – Material Accounting Policies – Property, plant and equipment (PPE)**” on page 417.

Scheme of amalgamation of UKB Industries Private Limited into our Company

Our Board, pursuant to its resolution dated October 7, 2022, approved a scheme of amalgamation (“**Scheme of Amalgamation**”) amalgamation of UKB Industries Private Limited (“**Transferor Company**”) into UKB Electronics Private Limited (“**Transferee Company**”). The rationale for the undertaking the amalgamation was to simplify and streamline the shareholding structure of the Transferee Company and consolidation of the value of both the Transferor Company and Transferee Company in a single entity. For the purpose of the Scheme of Amalgamation, Siddharth Gupta, a registered valuer (the “**Valuer**”), issued a report dated October 3, 2022 providing the equity value analysis wherein the Transferee Company shall issue shares to the shareholders of the Transferor Company, exactly same number of equity shares as held by the Transferor Company in the Transferee Company. For further details, see “**Material Contracts and Documents for Inspection – Material Documents**” on page 528. The details in respect of acquisition have been set out below:

Particulars	Details in respect of the acquisition
Name of transferor company	UKB Industries Private Limited
Relationship of our Promoters or Directors with the transferor company in the last 5 years	Our Directors, Manoj Tayal, Vinay Kumar Tayal and Manik Tayal were shareholders of the Transferor Company, holding 14.11%, 15.57% and 54.75% of the shareholding of the Transferor Company, respectively, as on October 1, 2022.

Particulars	Details in respect of the acquisition
Summarized information about valuation	Valuation was derived by using the equity value analysis of the companies and arriving at a share exchange ratio for the proposed scheme of amalgamation.
Effective date of transaction	September 21, 2023
Documents pertaining to the acquisition	a. Scheme of Amalgamation b. NCLT order dated September 11, 2023 approving the Scheme of Amalgamation

The Transferor Company and the Transferee Company filed a petition for approval of the Composite Scheme of Arrangement under Section 230(6) read with Section 232(2) of the Companies Act, 2013 before the National Company Law Tribunal, Ahmedabad Bench (“NCLT”). The NCLT *vide* its order dated September 11, 2023 (“**Order**”) approved the Scheme of Amalgamation with effect from April 1, 2022 (the “**Appointed Date**”) for the Transferor Companies and the Transferee Company and their respective shareholders and creditor. Further, the NCLT, *inter alia*, ordered:

- (i) all the property, rights, powers, estate and interest of the Transferor Company shall be transferred to the Transferee Company;
- (ii) all licenses, permissions, permits, approvals, certificates, clearances, authorities, leases, tenancy, assignments, rights, claims, liberties, special status, other benefits or privileges and any power of attorney shall be transferred and vested in the Transferee Company;
- (iii) all liabilities and duties of the Transferor Company shall be transferred in the Transferee Company;
- (iv) all contracts, agreements, insurance policies, bonds and all other instruments of whatsoever nature or description of the Transferor Company shall be transferred in favour of the Transferee Company;
- (v) all taxes paid or payable by the Transferor Company including existing and future incentives, un-availed credits and exemptions, the benefit of carried forward losses and other statutory benefits, which shall be available to and vested in the Transferee Company. The tax liability of the Transferor Company shall become a liability of the Transferee Company and any proceedings against the Transferor Company shall continue against the Transferee Company;
- (vi) all proceedings now pending by or against the Transferor Company in respect of the Transferor Company shall be continued by or against the Transferee Company;
- (vii) all employees in the service of the Transferor Company shall be deemed to have become the employees of the Transferee Company on a date on which the scheme finally takes effect on the basis that their services shall be deemed to have been continuous and not have been interrupted by reasons of the said transfer and on term and conditions no less favourable than those on which they were/are engaged, as on the Effective Date.

Upon the Scheme of Amalgamation becoming effective, the authorised share capital of our Company was increased from ₹100,000,000 to ₹103,000,000.

Guarantees provided to third parties by our Promoters offering their Equity Shares in the Offer for Sale

Except as stated below, as on the date of this Draft Red Herring Prospectus, no outstanding guarantee has been issued by our Promoters offering their Equity Shares in the Offer for Sale to third parties.

Promoter	Name of the lender	Name of the borrower	Type of facility	Sanctioned amount	Amount of guarantee	Period of guarantee	Security	Obligation on the Company	Obligation of the Promoter offering his shares in the Offer for Sale	Reason
Vinay Kumar Tayal and Manoj Tayal	Axis Bank Limited	UKB Electronics Limited	Term loan and working capital loan	780.00	780.00	Period of the loan For term loan: October 2024 to March 2031 For working capital: November 2024 to November 2025	The facilities are primarily secured by a first <i>pari-passu</i> charge on the Company's current assets, both present and future, as well as on its movable assets, excluding those specifically charged. The loan is further secured by an equitable mortgage on industrial properties located at A-152 to A-155, RIICO Area, Ghiloth, Alwar, Rajasthan, and A-1/6 & A-1/7, Supa, Parner Industrial Park, District Ahmednagar, Maharashtra. Additionally, the borrowings are backed by unconditional and irrevocable personal guarantees of Vinay Kumar Tayal and Manoj Kumar Tayal	Primary repayment obligation lying with our Company	Obligation to repay would be on the guarantors in case of default by the principal borrower	Capacity expansion for manufacturing of EBXL, wire and cable, power cords, wire harness, electrical and electronic products at Ghiloth Industrial Area, Rajasthan.
	Citi Bank NA	UKB Electronics Limited	Term loan and working capital Loan	960.00	960.00	Period of the loan For term loan: January 2022 to February 2026 For working capital: January 2025 to January 2026				To fund working capital requirements of our Company
	Yes Bank Limited	UKB Electronics Limited	Working capital loan	880.00	880.00	Period of the loan – September 2024 to September 2025				To fund working capital requirements of our Company
	DBS Bank India Limited	UKB Electronics Limited	Working capital loan	300.00	300.00	Period of the loan - March 2025 to March 2026				To fund working capital requirements of our Company
	HDFC Bank Limited	UKB Electronics Limited	Working capital loan and term loan	1,319.90	1,319.90	Period of the loan – For term loan: September 2023 to June 2028 and June 2025 to February 2030 For working capital: October 2024 to October 2025				Capex expenses in the form of new machinery installation in existing plants and implementation of brownfield project for manufacturing of copper drawing, PVC compound, power cables, power cords, wire harness, brass pins, electronic components etc. To fund working capital requirements of our Company

Shareholders' agreement and other key agreements

There are no inter-se agreements, arrangements, deeds of assignment, acquisition agreements, shareholders' agreements, any agreements between our Company, our Promoters, and Shareholders, or agreements of like nature or agreements comprising clauses/covenants which are material to our Company. Further, there are no other clauses/covenants that are adverse or prejudicial to the interest of the minority/public shareholders of our Company. There are no other agreements or arrangements entered into by our Company and clauses or covenants applicable to our Company which are material, and which are required to be disclosed, or the non-disclosure of which may have bearing on the investment decision of prospective investors in the Offer.

Further, there are no agreements entered into by the shareholders, Promoters, members of our Promoter Group, related parties, Directors, Key Managerial Personnel, employees of our Company, among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company, whether or not our Company is a party to such agreements.

Key terms of other subsisting material agreements

Our Company has not entered into any subsisting material agreements with strategic partners, joint venture partners and/or financial partners other than in the ordinary course of business of our Company.

Agreements with Key Managerial Personnel or Senior Management or Directors or Promoters or any other employee

As on the date of this Draft Red Herring Prospectus, there are no agreements entered into by our Key Managerial Personnel or Senior Management or Directors or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Our holding company

As on the date of this Draft Red Herring Prospectus, our Company has no holding company.

Our Subsidiaries, associates or joint venture

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries, joint ventures or associates.

Confirmations

There are no material clauses of our Articles of Association that have been left out from disclosures having a bearing on the Offer or this Draft Red Herring Prospectus.

OUR MANAGEMENT

In terms of the Companies Act, 2013 and our Articles of Association, our Company is required to have a minimum of three Directors and a maximum of 15 Directors, provided that our Company may appoint more than 15 directors after passing a special resolution in a general meeting of our shareholders.

As on the date of this Draft Red Herring Prospectus, our Board comprises six Directors, of whom one is a Chairman and Managing Director, two are Whole-time Directors and three are women Independent Directors. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

The following table sets forth details regarding our Board of Directors as on the date of this Draft Red Herring Prospectus:

Name, designation, current term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
Manoj Tayal	<i>Indian companies</i>
<i>Designation:</i> Chairman and Managing Director	UKB Foundation
<i>Current term:</i> Five years with effect from April 25, 2022, not liable to retire by rotation	<i>Foreign companies</i>
<i>Period of directorship:</i> Director since incorporation	Nil
<i>Address:</i> C – 102, Anand Vihar, PO: Laxmi Nagar, East Delhi 110 092, Delhi, India	
<i>Occupation:</i> Business	
<i>Date of birth:</i> August 4, 1968	
<i>Age:</i> 57 years	
<i>DIN:</i> 01348097	
Vinay Kumar Tayal	<i>Indian companies</i>
<i>Designation:</i> Whole-time Director	UKB Foundation
<i>Current term:</i> Five years with effect from April 1, 2025, liable to retire by rotation	<i>Foreign companies</i>
<i>Period of directorship:</i> Director since incorporation	Nil
<i>Address:</i> C – 102, Anand Vihar, PO: Laxmi Nagar, East Delhi 110 092, Delhi, India	
<i>Occupation:</i> Business	
<i>Date of birth:</i> April 11, 1972	
<i>Age:</i> 53 years	
<i>DIN:</i> 00359327	
Manik Tayal	<i>Indian companies</i>
<i>Designation:</i> Whole-time Director	Nil
<i>Current term:</i> Five years with effect from September 14, 2022, liable to retire by rotation	<i>Foreign companies</i>
<i>Period of directorship:</i> Director since September 14, 2022	Nil
<i>Address:</i> C – 102, Anand Vihar, PO: Laxmi Nagar, East Delhi 110 092, Delhi, India	
<i>Occupation:</i> Business	
<i>Date of birth:</i> January 27, 1989	
<i>Age:</i> 36 years	
<i>DIN:</i> 09736525	
Sangeeta Bhatia	<i>Indian companies</i>
<i>Designation:</i> Independent Director	1. Black Opal Consultants Limited; and
<i>Current term:</i> Five years with effect from June 13, 2025	2. Cemindia Projects Limited (<i>formerly known as ITD Cementation India Limited</i>)

Name, designation, current term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
<i>Period of directorship:</i> Director since June 13, 2025	<i>Foreign companies</i>
<i>Address:</i> House No. S-350, Ground Floor, Greater Kailash - 2, South Delhi 110 048, Delhi, India	
<i>Occupation:</i> Professional	
<i>Date of birth:</i> August 14, 1959	
<i>Age:</i> 66 years	
<i>DIN:</i> 06889475	
Sonia Bansal Arora	<i>Indian companies</i>
<i>Designation:</i> Independent Director	1. Fujiyama Power Systems Limited
<i>Current term:</i> Five years with effect from June 13, 2025	<i>Foreign companies</i>
<i>Period of directorship:</i> Director since June 13, 2025	Nil
<i>Address:</i> H. No. – 1/9826, Gali No. 2, West Gaurakh Park, East Delhi 110 032, Delhi, India	
<i>Occupation:</i> Business	
<i>Date of birth:</i> May 4, 1986	
<i>Age:</i> 39 years	
<i>DIN:</i> 10291330	
Aradhita Agarwal Kedia	<i>Indian companies</i>
<i>Designation:</i> Independent Director	1. Comfort Share Trading Private Limited;
<i>Current term:</i> Five years with effect from August 11, 2025	2. Heaven Commercial Private Limited; and
<i>Period of directorship:</i> Director since August 11, 2025	3. Varun Tea Plantations Private limited
<i>Address:</i> 15B, Ballygunge Park Road, Ballygunge 700 019, Kolkata, West Bengal, India	<i>Foreign companies</i>
<i>Occupation:</i> Self-employed	Nil
<i>Date of birth:</i> January 8, 1993	
<i>Age:</i> 32 years	
<i>DIN:</i> 08884190	

Brief profiles of our Directors

Manoj Tayal is the Chairman and Managing Director on our Board. He has been associated with our Company since incorporation. He holds a bachelor’s degree in engineering (electronics) from Bangalore Institute of Technology. He has more than 20 years of experience in electronics manufacturing services business. He is responsible for overall enterprise management and implementation of long-term strategies of our Company.

Vinay Kumar Tayal is a Whole-time Director on our Board. He has been associated with our Company since incorporation. He holds a bachelor’s degree in engineering (electronics engineering) from Bangalore University. He has more than 20 years of experience in electronics manufacturing services business. He is responsible for managing manufacturing operations, driving new projects and ensuring operational efficiencies across our Company.

Manik Tayal is a Whole-time Director on our Board. He has been associated with our Company since February 1, 2014. He holds a bachelor’s degree in engineering from Visvesvaraya Technological University, Belgaum, Karnataka and a master’s degree in business administration in global management from Thunderbird School of Global Management. He has more than 11 years of experience in marketing and business development. He is responsible for marketing and sales, new customer acquisition and geographical expansion related functions of our Company. Prior to joining our Company, he was previously associated with Deloitte Consulting India Pvt. Ltd. as DC business technology analyst.

Sangeeta Bhatia is an Independent Director on our Board. She has been associated with our Company since June 13, 2025. She holds a bachelor’s degree in science from University of Delhi. She also holds a post graduate diploma in international trade from Panjab University. She is a qualified chartered financial analyst certified by the Council of Chartered Financial Analysts. Prior to joining our Company, she was associated with NTPC, Government of India enterprise as an executive director.

Sonia Bansal Arora is an Independent Director on our Board. She has been associated with our Company since June 13, 2025. She holds a bachelor’s degree in commerce (honours course) from University of Delhi. She is also a qualified company secretary certified by the Institute of Company Secretaries of India. She also holds a certificate of enrolment as an advocate issued by the Bar Council of Delhi. She was associated with HCL Technologies Limited as associate manager – secretarial, Avantha Holdings Limited as deputy manager, Jubilant FoodWorks Limited as manager – secretarial, Max Estates Limited as senior manager - secretarial.

Aradhita Agarwal Kedia is an Independent Director on our Board. She has been associated with our Company since August 11, 2025. She holds a bachelor’s degree in social sciences in economics from National University of Singapore. Prior to joining our Company, she was associated with Ellenbarrie Industrial Gases Limited as a director. She is currently serving as a director in Heaven Commercial Private Limited, Varun Tea Plantations Private Limited and Comfort Share Trading Private Limited.

Relationship between our Directors, Key Managerial Personnel and Senior Management

Except as disclosed below, there is no relationship between our Directors, Key Managerial Personnel or Senior Management of our Company.

Director/ Key Managerial Personnel/ Senior Management	Relative	Nature of Relationship
Manoj Tayal	Vinay Kumar Tayal	Brother
Manoj Tayal	Manik Tayal	Brother’s son
Vinay Kumar Tayal	Manoj Tayal	Brother
Vinay Kumar Tayal	Manik Tayal	Brother’s son
Manik Tayal	Manoj Tayal	Father’s brother
Manik Tayal	Vinay Kumar Tayal	Father’s brother

Terms of appointment of Directors

Terms of appointment of our Chairman and Managing Director

Manoj Tayal

Manoj Tayal has been associated with our Company since incorporation. Currently, he is appointed as the Managing Director of our Company pursuant to resolutions dated April 12, 2022, by the Board with effect from April 25, 2022 and employment agreement dated April 23, 2022. He is also designated as Chairman of our Company pursuant to resolutions dated June 13, 2025 and June 14, 2025, by the Board and Shareholders, respectively, till April 24, 2027 read with board resolution dated June 13, 2025 for revision in remuneration of Chairman and Managing Director. He is entitled to the following remuneration and perquisites:

Particulars	Particulars
Salary	₹18.00 million per annum w.e.f. April 1, 2025
Commission	Commission out of the profits of our Company as may be determined by the Board from time to time within the ambit of the Companies Act, 2013 subject to the maximum of 1.25% of cash profit after tax
Benefits, perquisites and allowances	<i>Medical allowances:</i> Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family, subject to ceiling of one month salary in a year
	<i>Travel allowance:</i> Reimbursements of travelling expenses with family to anywhere in India or abroad as per rules of our Company
	<i>Insurance allowance:</i> Medi claim Insurance Policy, premium and personal accidental cover
	<i>Reimbursements:</i> Car, telephone, cell phone, personal computer shall be provided and their maintenance and running expenses shall be borne by our Company. The use of above at residence for official purpose shall not be treated as perquisites
	<i>Other benefits:</i> Benefits like gratuity, provident fund, leave etc. as applicable to the employees of our Company
	<i>Perquisites and allowances:</i> In addition to salary he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board, subject to overall ceiling of remuneration stipulated under section 197 read with Schedule V of the Companies Act, 2013

Terms of appointment of our Whole-time Directors

Vinay Kumar Tayal

Vinay Kumar Tayal has been associated with our Company since incorporation. Currently, he is appointed as Whole-time Director of our Company pursuant to resolutions dated June 13, 2025, by the Board and June 14, 2025, by the Shareholders with effect from April 1, 2025 and employment agreement dated June 14, 2025. He is entitled to the following remuneration and perquisites:

Particulars	Particulars
Salary	₹18.00 million per annum w.e.f. April 1, 2025
Commission	Commission out of the profits of our Company as may be determined by the Board from time to time within the ambit of the Companies Act, 2013 subject to the maximum of 1.25% of cash profit after tax
Benefits, perquisites and allowances	<i>Medical allowances:</i> Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family, subject to ceiling of one month salary in a year <i>Travel allowance:</i> Reimbursements of travelling expenses with family to anywhere in India or abroad as per rules of our Company <i>Insurance allowance:</i> Medi claim Insurance Policy, premium and personal accidental cover <i>Reimbursements:</i> Car, telephone, cell phone, personal computer shall be provided and their maintenance and running expenses shall be borne by our Company. The use of above at residence for official purpose shall not be treated as perquisites <i>Other benefits:</i> Benefits like gratuity, provident fund, leave etc. as applicable to the employees of our Company <i>Perquisites and allowances:</i> In addition to salary he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board, subject to overall ceiling of remuneration stipulated under section 197 read with Schedule V of the Companies Act, 2013

Manik Tayal

Manik Tayal was appointed as a Whole-time Director of our Company pursuant to resolutions dated September 14, 2022, by the Board and September 26, 2022, by the Shareholders for a period of five years with effect from September 14, 2022, and employment agreement dated September 26, 2022 read with board resolution dated June 13, 2025. He is entitled to the following remuneration and perquisites:

Particulars	Particulars
Salary	₹18.00 million per annum w.e.f. April 1, 2025
Commission	Commission out of the profits of our Company as may be determined by the Board from time to time within the ambit of the Companies Act, 2013 subject to the maximum of 1.25% of cash profit after tax
Benefits, perquisites and allowances	<i>Medical allowances:</i> Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family, subject to ceiling of one month salary in a year <i>Travel allowance:</i> Reimbursements of travelling expenses with family to anywhere in India or abroad as per rules of our Company <i>Insurance allowance:</i> Medi claim Insurance Policy, premium and personal accidental cover <i>Reimbursements:</i> Car, telephone, cell phone, personal computer shall be provided and their maintenance and running expenses shall be borne by our Company. The use of above at residence for official purpose shall not be treated as perquisites <i>Other benefits:</i> Benefits like gratuity, provident fund, leave etc. as applicable to the employees of our Company <i>Perquisites and allowances:</i> In addition to salary he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board, subject to overall ceiling of remuneration stipulated under section 197 read with Schedule V of the Companies Act, 2013

Terms of appointment of our Independent Directors

Pursuant to resolution passed by our Board on June 13, 2025, our Independent Directors are entitled to receive a sitting fee of ₹50,000 and ₹25,000 for attending each meeting of our Board and committees constituted by our Board, respectively.

Compensation paid to our Directors

Details of the sitting fees or other remuneration paid to our Directors in Fiscal 2025 are set forth below.

Remuneration to our Managing Director and Whole-time Directors

Details of the remuneration paid to our Managing Director and Whole-time Directors in Fiscal 2025 is set forth below:

			(₹ in million)
Sr. No.	Name of the Director	Remuneration	
1.	Manoj Tayal		19.98
2.	Vinay Kumar Tayal		19.98
3.	Manik Tayal		19.98

Remuneration to our Independent Directors

No remuneration was paid to our Independent Directors in Fiscal 2025, as they were appointed in Fiscal 2026.

Compensation paid to our Directors by our Subsidiaries or Associates

As of the date of the Draft Red Herring Prospectus, our Company does not have any subsidiary or associate.

Bonus or profit-sharing plan for our Directors

None of our Directors are entitled to any bonus or profit-sharing plans of our Company.

Contingent and deferred compensation payable to our Directors

There are no contingent or deferred compensation payable to our Directors, which does not form part of their remuneration.

Shareholding of our Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares.

Except as disclosed in “*Capital Structure – Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*” on page 118, none of our Directors hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our directors have been appointed to our Board pursuant to any arrangement or understanding with major Shareholders, customers, suppliers or others.

Service contracts with Directors

Our Company has not entered into any service contracts, pursuant to which any Directors are entitled to benefits upon termination of employment. Except statutory benefits upon termination of their employment in our Company or superannuation, no Directors are entitled to any benefit upon termination of employment or superannuation.

Interest of Directors

Our Directors may be deemed to be interested to the extent of fees, 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, if any, payable to them.

Our Directors may also be interested to the extent of Equity Shares held by them or that may be subscribed by or allotted to any companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees pursuant to the Offer and any dividend and other distributions payable in respect of such Equity Shares. For further details regarding the shareholding of our Directors, see “*Capital Structure – Shareholding of our Directors, Key Managerial Personnel and members of Senior Management in our Company*” on page 118.

Further, our Directors may also be directors on the board, or are shareholders, kartas, trustees, proprietors, members or partners, of entities with which our Company has had transactions and may be deemed to be interested to the extent of the payments made by our Company, or services provided by our Company, if any, to these entities. *Interest in land and property*

None of our Directors have any interest in any property acquired or proposed to be acquired of our Company or by our Company.

Interest in promotion of our Company

Except for Manoj Tayal, Vinay Kumar Tayal and Manik Tayal, who are also Promoters of our Company, none of our directors have any interest in the promotion or formation of our Company, as on the date of this Draft Red Herring Prospectus.

Loans to or by our Directors

Except as disclosed in “*Restated Financial Information – Note 38 – Related Party Transactions*”, no loans have been availed from or by our Directors of our Company as on the date of this Draft Red Herring Prospectus.

Confirmations

None of our Directors are or have been a director on the board of any listed company whose shares have been/were suspended from being traded on any of the stock exchanges, during his/her tenure, in the five years preceding the date of this Draft Red Herring Prospectus.

None of our Directors have been or are directors on the board of any listed companies which is or has been delisted from any stock exchange(s) during his/her tenure.

No consideration in cash or shares or otherwise has been paid, or agreed to be paid to any of our Directors, or to the firms or companies in which they are interested as a member by any person either to induce such director to become, or to help such director to qualify as a Director, or otherwise for services rendered by him/her or by the firm or company in which he/she is interested, in connection with the promotion or formation of our Company.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (which are crucial for operations of our Company) and our Directors.

Except as disclosed in the “*Restated Financial Information – Note 38 – Related Party Transactions*” on page 392, there is no conflict of interest between the lessor of the immovable properties (which are crucial for operations of our Company) and our Directors.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

Name of Director	Date of Change	Reasons
Aradhita Agarwal Kedia	August 11, 2025	Appointment as an additional independent director ⁽¹⁾
Atul Seksaria	August 7, 2025	Resigned as independent director
Manoj Tayal	June 13, 2025	Designated as chairman
Vinay Kumar Tayal	June 13, 2025	Re-appointed as whole-time director
Atul Seksaria	June 13, 2025	Appointment as an additional independent director ⁽²⁾
Sonia Bansal Arora	June 13, 2025	Appointment as an additional independent director ⁽²⁾
Sangeeta Bhatia	June 13, 2025	Appointment as an additional independent director ⁽²⁾
Aayush Tayal	May 1, 2025	Cessation as whole-time director
Aayush Tayal	September 14, 2022	Appointment as whole-time director ⁽³⁾
Manik Tayal	September 14, 2022	Appointment as an additional director ⁽³⁾
Arun Kumar Tayal	September 14, 2022	Cessation as whole-time director
Pradeep Kumar Tayal	September 14, 2022	Cessation as whole-time director

⁽¹⁾ Regularised as an Independent Director as on August 12, 2025.

⁽²⁾ Regularised as an Independent Director as on June 14, 2025.

⁽³⁾ Regularised as a Whole-time Director as on September 26, 2022.

Borrowing Powers

Pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 and our Articles of Association, subject to applicable laws and pursuant to the resolution passed by our Board dated August 11, 2025 and the special resolution passed by our Shareholders on August 12, 2025, our Board has been authorised to borrow any sum or sums of money, by way of loans or other debt convertible securities or any other borrowings from time to time at their discretion for the purpose of the business of the Company, from any one or more banks, financial institutions, other persons, firms, bodies corporate, notwithstanding that the money to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business), may exceed the aggregate for the time being of the paid-up share capital and free reserves, provided that the total amount borrowed shall not at any time exceed the limit of ₹10,000 million.

Corporate Governance

As on the date of this Draft Red Herring Prospectus, there are six Directors on our Board comprising of one Managing Director, two Whole-time Directors and three women Independent Directors. Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our Company is in compliance and undertakes to take all necessary steps to continue to comply with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

Committees of the Board

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations, and the Companies Act, 2013:

- (i) Audit Committee;
- (ii) Nomination and Remuneration Committee;
- (iii) Stakeholders’ Relationship Committee;
- (iv) Risk Management Committee; and
- (v) Corporate Social Responsibility Committee

Audit Committee

The Audit Committee was constituted by a resolution passed by our Board dated June 13, 2025 and re-constituted on August 11, 2025. The Audit Committee is in compliance with Section 177 and other applicable provisions of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee designation
1.	Sangeeta Bhatia	Independent Director	Chairperson
2.	Manoj Tayal	Chairman and Managing Director	Member
3.	Sonia Bansal Arora	Independent Director	Member

Terms of Reference

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchange(s) from time to time, the following:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- (i) to investigate any activity within its terms of reference;
- (ii) to seek information from any employee;
- (iii) to obtain outside legal or other professional advice;
- (iv) to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- (v) such other powers as may be prescribed under the Companies Act, 2013 and the SEBI Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall include the following:

- (i) oversight of financial reporting process and the disclosure of financial information relating to UKB Electronics Limited to ensure that the financial statements are correct, sufficient and credible;
- (ii) recommendation to the Board of the Company for appointment, re-appointment, replacement, remuneration and other terms of appointment of statutory auditors of the Company and the fixation of the audit fee;
- (iii) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (iv) examining and 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; and
 - g. modified opinion(s) in the draft audit report.
- (v) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- (vi) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter.
- (vii) reviewing and monitoring the auditor’s independence and performance, and effectiveness of audit process;
- (viii) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed, by the independent directors who are members of the Audit Committee;
 - a. Recommend criteria for omnibus approval or any changes to the criteria for approval of the Board;
 - b. Make omnibus approval for related party transactions proposed to be entered into by the Company for every financial year as per the criteria approved;
 - c. Review of transactions pursuant to omnibus approval; and

- d. Make recommendation to the Board, where Audit Committee does not approve transactions other than the transactions falling under Section 188 of the Companies Act, 2013.

Explanation: The term “related party transactions” shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

- (ix) scrutiny of inter-corporate loans and investments;
- (x) valuation of undertakings or assets of the Company, wherever it is necessary;
- (xi) evaluation of internal financial controls and risk management systems;
- (xii) reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- (xiii) 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;
- (xiv) discussion with internal auditors of any significant findings and follow-up thereon;
- (xv) 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;
- (xvi) 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;
- (xvii) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (xviii) reviewing the functioning of the whistle blower mechanism;
- (xix) overseeing the vigil mechanism established by the Company, with the chairperson of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
- (xx) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (xxi) reviewing the utilization of loans and/or advances from/investment by the Company in its subsidiary(/ies) exceeding ₹1,000,000,000 or 10% of the asset size of the subsidiary(/ies), whichever is lower including existing loans/ advances/ investments;
- (xxii) review the financial statements, in particular, the investments made by any unlisted subsidiary;
- (xxiii) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- (xxiv) approving the key performance indicators (“KPIs”) for disclosure in the offer documents, and approval of KPIs once every year, or as may be required under applicable law; and
- (xxv) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses;
- The appointment, removal and terms of remuneration of the chief internal auditor; and
- Statement of deviations in terms of the SEBI Listing Regulations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations;
 - b. annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice in terms of the SEBI Listing Regulations.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by a resolution passed by our Board dated June 13, 2025 and re-constituted on August 11, 2025. The composition and terms of reference of the Nomination and Remuneration Committee are in compliance with Section 178 and other applicable provisions of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee designation
1.	Sonia Bansal Arora	Independent Director	Chairperson
2.	Manoj Tayal	Chairman and Managing Director	Member
3.	Sangeeta Bhatia	Independent Director	Member
4.	Aradhita Agarwal Kedia	Independent Director	Member

Terms of reference

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

- (i) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of the Company, a policy relating to the remuneration of the directors, key managerial personnel and other employees (“**Remuneration Policy**”);
- (ii) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- (iii) Formulation of criteria for evaluation of performance of independent directors and the Board;
- (iv) Devising a policy on Board diversity;
- (v) 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 their appointment and removal and carrying out evaluation of every director’s performance (including independent director);
- (vi) Analysing, monitoring and reviewing various human resource and compensation matters;
- (vii) Determining the Company’s policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- (viii) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (ix) recommend to the board, all remuneration, in whatever form, payable to senior management;
- (x) Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;
- (xi) The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that-
 - a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- (xii) Perform such functions as are required to be performed by the Nomination and Remuneration Committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:
 - a. administering any existing and proposed employee stock option schemes formulated by the Company from time to time (the “**Plan**”);
 - b. determining the eligibility of employees to participate under the Plan;
 - c. granting options to eligible employees and determining the date of grant;

- d. determining the number of options to be granted to an employee;
 - e. determining the exercise price under the Plan; and
 - f. construing and interpreting the Plan and any agreements defining the rights and obligations of the Company and eligible employees under the Plan, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Plan.
- (xiii) Carrying out any other activities as may be delegated by the Board of Directors of the Company, functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated June 13, 2025. The composition and terms of reference of the Stakeholders' Relationship Committee are in compliance with Section 178 and any other applicable law of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The committee currently comprises:

Sr. No.	Name of Director	Designation	Committee designation
1.	Sonia Bansal Arora	Independent Director	Chairperson
2.	Manik Tayal	Whole-time Director	Member
3.	Vinay Kumar Tayal	Whole-time Director	Member

Terms of reference

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required under applicable law, the following:

- (i) considering and looking into various aspects of interest of shareholders, debenture holders and other security holders;
- (ii) resolving the grievances of the security holders of the listed entity 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.;
- (iii) giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
- (iv) review of measures taken for effective exercise of voting rights by shareholders;
- (v) resolving grievances of debenture holders related to creation of charge, payment of interest/ principal, maintenance of security cover and any other covenants;
- (vi) review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent;
- (vii) review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- (viii) carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the Companies Act, 2013 or the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Risk Management Committee

The Risk Management Committee was constituted by a resolution passed by our Board dated June 13, 2025 and re-constituted on August 11, 2025. The composition and terms of reference of the Risk Management Committee are in compliance with Regulation 21 of the SEBI Listing Regulations. The Risk Management Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee designation
1.	Vinay Kumar Tayal	Whole-time Director	Chairperson
2.	Manik Tayal	Whole-time Director	Member
3.	Aradhita Agarwal Kedia	Independent Director	Member

Terms of reference

The Risk Management Committee shall be responsible for, among other things, the following:

- (i) Review, assess and formulate the risk management system and policy of the Company from time to time and recommend for an amendment or modification thereof, which shall include:
 - a) a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, environment, social

- and governance related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;
- b) measures for risk mitigation including systems and processes for internal control of identified risks; and
 - c) business continuity plan;
- (ii) Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
 - (iii) Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
 - (iv) Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity, and recommend for any amendment or modification thereof, as necessary;
 - (v) Keep the Board of the Company informed about the nature and content of its discussions, recommendations and actions to be taken;
 - (vi) Review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any);
 - (vii) To implement and monitor policies and/or processes for ensuring cyber security;
 - (viii) To coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board; and
 - (ix) Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted by a resolution of our Board dated August 31, 2017 and was last reconstituted by a resolution passed by our Board dated August 11, 2025. The composition and terms of reference are in compliance with Section 135 and other applicable provisions of the Companies Act, 2013. The Corporate Social Responsibility Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee designation
1.	Aradhita Agarwal Kedia	Independent Director	Chairperson
2.	Manoj Tayal	Chairman and Managing Director	Member
3.	Vinay Kumar Tayal	Whole-time Director	Member

Terms of reference

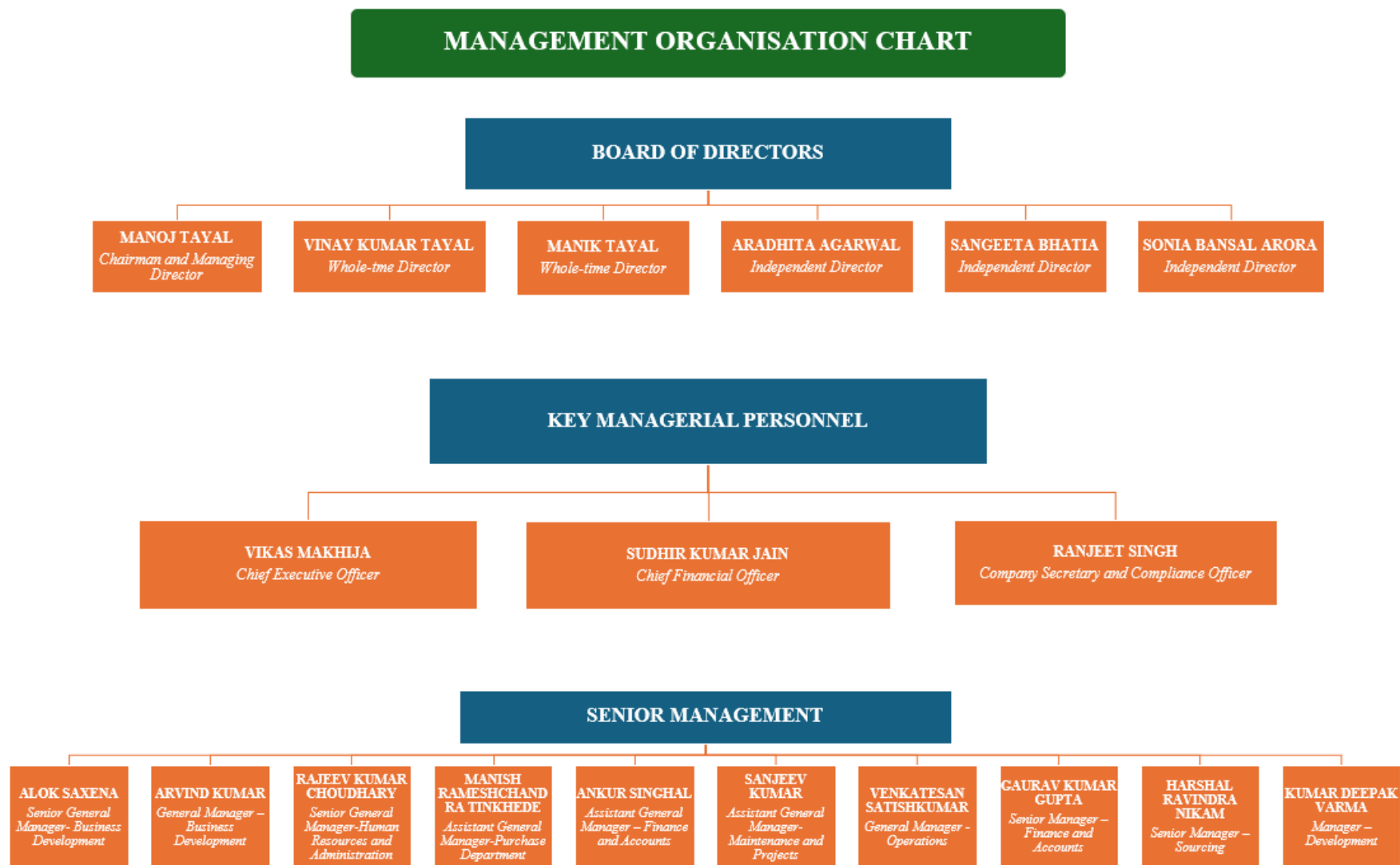
The Corporate Social Responsibility Committee be and is hereby authorized to perform the following functions:

- (i) formulate and recommend to the Board, a “Corporate Social Responsibility Policy” which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, and the rules made thereunder, each as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;
- (ii) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- (iii) monitor the Corporate Social Responsibility Policy of the Company from time to time;
- (iv) identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;
- (v) the Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which 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, 2013;
 - b) the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act, 2013;
 - 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; and
 - e) details of need and impact assessment, if any, for the projects undertaken by the Company.

Provided that the Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect; and

- (vi) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

Management Organisation Structure



Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to our Chairman and Managing Director, Manoj Tayal and our Whole-time Directors, Vinay Kumar Tayal and Manik Tayal, whose details are provided in “- **Brief Profiles of our Directors**” on page 316, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set forth below.

Vikas Makhija is the Chief Executive Officer of our Company. He has been associated with our Company since November 11, 2024. He holds a post diploma in mechanical engineering (machine tool operation and maintenance) from Y.M.C.A. Institute of Engineering, Faridabad. He is responsible for driving growth, managing resources and ensuring our Company’s goals and stakeholders expectation related functions of our Company. He has more than 23 years of experience in operational roles and was previously associated with LG Electronics India Private Limited as general manager, Carrier Aircon Limited as purchase manager, Kunstocom (India) Limited as director and chief operating officer and Paramount Water Systems Private limited as president and chief operating officer. In Fiscal 2025, he received an aggregate compensation of ₹3.01 million.

Sudhir Kumar Jain is the Chief Financial Officer of our Company. He has been associated with our Company since August 17, 2020. He holds a master’s degree in commerce from Chaudhary Charan Singh University, Meerut. He is a qualified chartered accountant certified by the Institute of Chartered Accountants of India. He is responsible for overseeing financial planning, risk management, financial stability, support strategic decision making and compliance with financial regulations related functions of our Company. He has more than 15 years of experience in finance related roles and was previously associated with Aksh Optifibre Limited as the chief financial officer. In Fiscal 2025, he received an aggregate compensation of ₹4.89 million.

Ranjeet Singh is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company since June 26, 2025. He holds a bachelor’s degree in commerce from University of Delhi. He is a member of the Institute of Company Secretaries of India and is also a qualified lawyer. He is responsible for the secretarial and compliance related functions of our Company. He has more than eight years of experience in company secretary roles and was previously associated with Ace Integrated Solutions Limited, Nysaa Retail Private Limited, Royal Enfield and VDK Eduventures Private Limited. Since, he joined our Company in Fiscal 2026, he has not been paid any remuneration from our Company for Fiscal 2025.

Senior Management

In addition to our Chief Financial Officer, Chief Executive Officer and Company Secretary and Compliance Officer, whose details are provided in “- **Key Managerial Personnel**” on page 328, respectively, the details of our other Senior Management as on the date of this Draft Red Herring Prospectus are set forth below.

Alok Saxena is the Senior General Manager - Business Development of our Company. He has been associated with our Company since August 1, 2019. He holds a provisional certificate in electronics engineering from Government Polytechnic College, Shahjahanpur. He has also completed a diploma apprentice in electronics from ITI Limited, Mankapur, Gonda, Uttar Pradesh. He is responsible for driving business development initiatives, onboarding with new strategic sectors and product approval of our Company. He has more than 30 years of experience in business development roles and was previously associated with Serval India Private Limited as general manager – marketing and business development. In Fiscal 2025, he received an aggregate compensation of ₹2.78 million.

Manish Rameshchandra Tinkhede is the Assistant General Manager - Purchase Department of our Company. He has been associated with our Company since July 1, 2021. He holds a bachelor’s degree in engineering from Amravati University. He is responsible for new product sourcing, ensuring cost efficiencies, maintaining vendor relationship and to bring efficiencies in working capital cycle of our Company. He has more than 13 years of experience in purchase and procurement roles and was previously associated with LG Electronics India Private Limited as manager, Andrew Telecommunications India Private Limited as manager procurement. In Fiscal 2025, he received an aggregate compensation of ₹2.99 million.

Sanjeev Kumar is the Assistant General Manager - Maintenance and Projects of our Company. He has been associated with our Company since January 13, 2023. He holds a bachelor’s degree in development and information technology from Annamalai University, diploma in industrial electronics and instrumentation engineering from Hindu Institute of Technology, Sonapat and post graduate diploma in human resource management from Symbiosis Centre for Distance Learning, Pune, India. He is responsible for overseeing and

implementing new projects, maintaining plant maintenance activities and ensuring efficient capital sourcing of our Company. He has 15 years of experience in managerial roles and was previously associated with Dinex Emission Solutions India Private Limited as project manager, Ecocat India Private Limited as senior manager (production methodology and maintenance). In Fiscal 2025, he received an aggregate compensation of ₹2.63 million.

Rajeev Kumar Chaudhary is the Senior General Manager - Human Resources and Administration of our Company. He has been associated with our Company since March 1, 2025. He holds a bachelor's degree in science (physics) from Chaudhary Charan Singh University, Meerut and post graduate diploma in business administration from Symbiosis Centre for Distance Learning, Pune, India. He is responsible for developing and implementing human resource strategy, fostering organisational culture and employee engagement, overseeing learning and development initiatives, managing talent acquisition and workplace safety functions of our Company. He has more than 15 years of experience in human resource roles and was previously associated with Magnum Power Generation Limited as senior executive – personnel and administration, Metzeler Automotive Profiles India Private Limited as manager – human resource (Gurgaon unit), Phoenix Lamps Limited as deputy manager – personnel and administration, Oswal Overseas Limited as personnel officer, Jindal Buildsys Limited as manager (human resources and industrial relations), Ajay Industrial Corporation Limited as head – human resources, Vectus Polymers Private Limited as general manager – human resources. In Fiscal 2025, he received an aggregate compensation of ₹0.22 million.

Ankur Singhal is the Assistant General Manager – Finance and Accounts of our Company. He has been associated with our Company since May 12, 2022. He holds a bachelor's degree in commerce and law both from Chaudhary Charan Singh University, Meerut. He is responsible for overseeing tax related activities, ensuring statutory compliances with local and international tax and developing strategies to optimize tax efficiency of our Company. He has 10 years of experience in finance roles and was previously associated with Anand Automotive Private Limited as manager (finance department), Hero MotoCorp limited as assistant manager (direct taxation) and Jaquar and Company Private Limited as senior officer – internal audit, accounts and finance. In Fiscal 2025, he received an aggregate compensation of ₹2.05 million.

Gaurav Kumar Gupta is the Senior Manager – Finance and Accounts of our Company. He has been associated with our Company since December 19, 2001. He has passed the final examination for bachelor's in commerce and master's in commerce from Chaudhary Charan Singh University, Meerut. He is responsible for managing our Company's cash flow, banking relationships and treasury operations of our Company. He has 23 years of experience in finance roles. In Fiscal 2025, he received an aggregate compensation of ₹1.77 million.

Kumar Deepak Varma is the Manager - Development of our Company. He has been associated with our Company since January 6, 2012. He holds a bachelor's degree in engineering (electronics and telecommunication) from University of Pune. He is responsible for developing and executing strategies to drive revenue growth, increase market share and enhance brand visibility of our Company. He has 13 years of experience in developmental roles. In Fiscal 2025, he received an aggregate compensation of ₹2.07 million.

Harshal Ravindra Nikam is the Senior Manager - Sourcing of our Company. He has been associated with our Company since August 5, 2024. He holds a bachelor's degree in technology (mechanical) from Savitribai Phule Pune University and a diploma in mechanical engineering from Government Polytechnic, Nashik. He is responsible for developing and executing sourcing strategies, lead supplier negotiations, managing key vendor relationships and ensure alignment with our Company's overall procurement and business goals. He has more than 9 years of experience in procurement roles and was previously associated with LG Electronics India Private Limited as assistant manager (PRF procurement), Haier Appliances India Private Limited as assistant manager in commercial (platform division), Commscope India Private Limited as specialist, sourcing III in procurement department, Eka Software Solution Private Limited as senior business consultant, Greaves Electric Mobility Private limited as manager – sourcing and supply chain management and PROSE Technologies India Private Limited as manager – sourcing. In Fiscal 2025, he received an aggregate compensation of ₹1.56 million.

Venkatesan Satishkumar is the General Manager – Operations of our Company. He has been associated with our Company since April 15, 2022. He holds a bachelor's degree in engineering (mechanical) from Regional Engineering College, Silchar and master's degree in business administration from the Institute of Chartered Financial Analysts of India University, Tripura. He is responsible to oversee the day to day operational activities of our Company and to ensure efficient, quality and cost- effective processes. He has 27 years of experience in operations and production roles and was previously associated with Hindusthan National Glass and Industries Limited as vice president – operations, Minda Corporation Limited as plant head (south), Sundaram - Clayton Limited, Kyungshin Industrial Mothersson limited as deputy general manager – production, Wimco Limited as

works manager and INOX Air Products Limited. In Fiscal 2025, he received an aggregate compensation of ₹2.51 million.

Arvind Kumar is the General Manger – Business Development of our Company. He has been associated with our Company since February 17, 2025. He holds a bachelor's degree in arts from University of Delhi and master's degree in business administration from National Institute of Management. He is responsible for identifying growth opportunities, building strategic partnerships and expanding our Company's market presence. He has 13 years of experience in business development roles and was previously associated with Intex Technologies (India) Limited as deputy manager (product development- mobile), Bharat FIH Limited as business development head and Innocom Electronics India Private Limited as chief executive officer. In Fiscal 2025, he received an aggregate compensation of ₹0.39 million.

Status of Key Managerial Personnel and Senior Management

All the Key Managerial Personnel and Senior Management are permanent employees of our Company.

Relationship among Key Managerial Personnel and Senior Management

Except as disclosed in “ - *Relationship between our Directors, Key Managerial Personnel and Senior Management*” on page 317, none of our Key Managerial Personnel and Senior Management are related to each other or to the Directors of our Company.

Bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management are entitled to any bonus or profit-sharing plans of our Company.

Loans to Key Managerial Personnel and Senior Management

No loans have been availed by our Key Managerial Personnel and Senior Management from our Company as on the date of this Draft Red Herring Prospectus.

Shareholding of Key Managerial Personnel and Senior Management in our Company

Except as disclosed in “*Capital Structure - Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*” on page 118, none of our Key Managerial Personnel or Senior Management, hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Except as disclosed in “*Capital Structure - Employee stock options scheme of our Company*” on page 119, our Company has not granted any ESOPs as on the date of this Draft Red Herring Prospectus.

Service Contracts with Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management

There is no contingent or deferred compensation payable to Key Managerial Personnel and Senior Management in Fiscal 2025, which does not form a part of their remuneration.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of the Key Managerial Personnel or Senior Management of our Company have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Interest of Key Managerial Personnel and Senior Management

Other than as disclosed in “ - *Interest of Directors*” above, the Key Managerial Personnel and Senior Management of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (which are crucial for operations of our Company) and our Key Managerial Personnel or Senior Management.

There is no conflict of interest between the lessor of the immovable properties (which are crucial for operations of our Company) and our Key Managerial Personnel or Senior Management.

Changes in Key Managerial Personnel or Senior Management during the last three years

Except as disclosed below and in “ – *Changes in our Board during the last three years*” above, there are no other changes in our Key Managerial Personnel and Senior Management in the three years immediately preceding years the date of this Draft Red Herring Prospectus:

Name	Date of change	Reason for change
Ranjeet Singh	July 15, 2025	Appointment as Company Secretary and Compliance Officer
Vikas Makhija	May 7, 2025	Appointment as Chief Executive Officer
Sudhir Kumar Jain	May 7, 2025	Appointment as Chief Financial Officer
Amita Tiwari	May 3, 2025	Cessation as company secretary due to personal reasons
Rajeev Kumar Chaudhary	March 1, 2025	Appointment as Senior General Manager - Human Resources and Admin
Arvind Kumar	February 17, 2025	Appointment as General Manager – Business Development
Harshal Ravindra Nikam	August 5, 2024	Appointment as Senior Manager - Sourcing
Amita Tiwari	October 21, 2023	Appointment as company secretary
Geetanjali Rajesh Dua	November 4, 2023	Cessation as company secretary due to personal reasons
Sanjeev Kumar	January 13, 2023	Appointment as Assistant General Manager - Maintenance and Projects

The attrition of the Key Managerial Personnel and Senior Management of our Company is not high compared to the industry.

Employee stock option and stock purchase schemes

For details of the employee stock option scheme implemented by our Company, see “*Capital Structure – Employee stock options scheme of our Company*” on page 119.

Payment or Benefit to Key Managerial Personnel and Senior Management of our Company

Except as disclosed in “ - *Terms of appointment of Directors*” on page 317, no non-salary related amount or benefit has been paid or given to any of our Company’s officers including our Directors, Key Managerial Personnel and Senior Management within the two preceding years of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

As on the date of this Draft Red Herring Prospectus, Manoj Tayal, Vinay Kumar Tayal, Manik Tayal and Pradeep Kumar Tayal are the Promoters of our Company.

As on the date of this Draft Red Herring Prospectus, our Promoters' shareholding in our Company is as follows:

Sr. No.	Name of the Promoter	No. of Equity Shares held of face value of ₹2 each	% of pre-Offer issued, subscribed and paid-up Equity Share capital
1.	Manoj Tayal	76,164,925	25.85
2.	Vinay Kumar Tayal	76,164,925	25.85
3.	Manik Tayal	66,292,500	22.50
4.	Pradeep Kumar Tayal	66,292,500	22.50
	Total	284,920,850	96.70

For details of the build-up of the Promoters' shareholding in our Company, please refer to "**Capital Structure – Shareholding of our Promoters and members of our Promoter Group**", on page 111.

Details of our Promoter are as follows:



Manoj Tayal, aged 57 years, is the Promoter, Chairman and Managing Director of our Company

Date of Birth: August 4, 1968

Address: C – 102, Anand Vihar, PO: Laxmi Nagar, East Delhi 110 092, Delhi, India

Permanent Account Number: ABJPT0956G

For the complete profile of Manoj Tayal, along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, other ventures, special achievements and business and financial activities, please see "**Our Management – Board of Directors – Brief profiles of our Directors**" on page 316.



Vinay Kumar Tayal, aged 53 years, is the Promoter and Whole-time Director of our Company

Date of Birth: April 11, 1972

Address: C – 102, Anand Vihar, PO: Laxmi Nagar, East Delhi 110 092, Delhi, India

Permanent Account Number: ACHPT4715G

For the complete profile of Vinay Kumar Tayal, along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, other ventures, special achievements and business and financial activities, please see "**Our Management – Board of Directors – Brief profiles of our Directors**" on page 316.



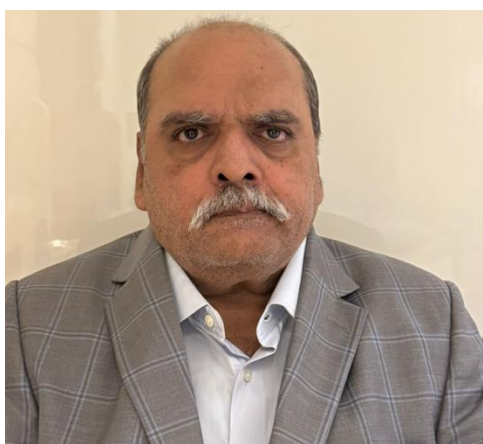
Manik Tayal, aged 36 years, is the Promoter and Whole-time Director of our Company.

Date of Birth: January 27, 1989

Address: C – 102, Anand Vihar, PO: Laxmi Nagar, East Delhi 110 092, Delhi, India

Permanent Account Number: AFPPT1969K

For the complete profile of Manik Tayal, along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, other ventures, special achievements and business and financial activities, please see “***Our Management – Board of Directors – Brief profiles of our Directors***” on page 316.



Pradeep Kumar Tayal, aged 64 years, is the Promoter of our Company.

Date of Birth: March 22, 1961

Address: 1194, Near Shiv Mandir, Hasanpur Lahari, Shamli 247 772, Uttar Pradesh, India

Permanent Account Number: ABBPT8634K

He does not have any formal education. He was a director of our Company for more than 18 years from May 17, 2004 to September 14, 2022 and was responsible for overseeing our Company’s operations and administrative functions. Other than as disclosed, he does not have any other professional experience, directorships, other ventures, special achievements, business and financial activities.

Our Company confirms that the permanent account number, bank account number, passport number, Aadhaar card number and driving license number of our Promoters will be submitted to the Stock Exchanges, to the extent applicable, at the time of filing of this Draft Red Herring Prospectus.

Change in Control of our Company

Manoj Tayal, Vinay Kumar Tayal and Pradeep Kumar Tayal are among the original promoters of our Company. There has been no change in control of our Company in five years immediately preceding the date of this Draft Red Herring Prospectus. Pursuant to the Board resolution dated June 13, 2025, Manik Tayal, has been identified as a Promoter of our Company, in addition to Manoj Tayal, Vinay Kumar Tayal and Pradeep Kumar Tayal. For more details, please see “***Capital Structure – Notes to capital structure- Equity share capital history of our Company***” on page 94.

Interests of Promoters

Our Promoters are interested in our Company: (i) to the extent that they have promoted our Company; (ii) to the extent of their direct or indirect shareholding in our Company; (iii) the dividend payable upon such shareholding and any other distributions in respect of their shareholding in our Company, if any; (iv) commission and profits of our Company, to the extent applicable; and (v) their directorships in our Company, to the extent applicable. For further details, see “***Capital Structure – Notes to the Capital Structure - History of the share capital held by our Promoters***” on page 105. Additionally, our Promoters may be interested in transactions entered by our Company with them, their relatives, or other entities (i) in which our Promoters hold shares, directly or indirectly or (ii) which are controlled by our Promoters.

Further our Promoters may be deemed to be interested in the remuneration paid/ payable to them, benefits and the reimbursement of expenses payable to them as Directors of our Company. For further details, see “***Our***

Management - Terms of appointment of Directors” and “Restated Financial Information – Note 38 - Related Party Disclosures” on page 317 and 392, respectively.

Our Promoters are interested to the extent of personal guarantees given, against loans availed by our Company. For further information, please see **“History and Certain Corporate Matters- Guarantees provided to third parties by our Promoters offering their Equity Shares in the Offer for Sale”** and **“Financial Indebtedness”** on pages 312 and 440, respectively.

No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which our Promoters are interested, in cash or shares or otherwise by any person, either to induce them to become or to qualify him, as a Director or Promoter or otherwise for services rendered by our Promoter, or by such firm or company, in connection with the promotion or formation of our Company.

Except as disclosed below, none of our Promoters are related to each other. For further details, see **“Our Management- Relationship between our Directors, Key Managerial personnel and Senior Management”** on page 317.

Name of Promoter	Name of individual	Nature of relationship
Manoj Tayal	Vinay Kumar Tayal	Brother
	Manik Tayal	Brother’s son
	Pradeep Kumar Tayal	Brother
Vinay Kumar Tayal	Manoj Tayal	Brother
	Manik Tayal	Brother’s son
	Pradeep Kumar Tayal	Brother
Manik Tayal	Manoj Tayal	Father’s brother
	Vinay Kumar Tayal	Father’s brother
	Pradeep Kumar Tayal	Father’s brother
Pradeep Kumar Tayal	Manoj Tayal	Brother
	Vinay Kumar Tayal	Brother
	Manik Tayal	Brother’s son

Interest in property, land, construction of building and supply of machinery

Pursuant to a transfer deed cum sale deed dated July 11, 2023, we sold our industrial land located at C-118, Sector 63, Noida, Gautam Budh Nagar 201 301 (**“Land”**), Uttar Pradesh, to Sambhav Tayal, member of our Promoter Group, along with all the rights. Subsequently, we have leased the Land, where one of our manufacturing facility is located from Sambhav Tayal, pursuant to a lease agreement dated July 11, 2023, for a period of five years. Our Company paid a rent of ₹12.43 million for Fiscal 2025 to Sambhav Tayal, see **“Restated Financial Information – Note 38 – Related Party Transactions”** on page 392.

We have leased some vehicles for business operations from BB Transport, entity forming part of promoter group and as disclosed in **“Restated Financial Information – Note 38 - Related Party Disclosures”** on page 392.

We have leased our registered office from Juhi Tayal, Renu Tayal and Meenu Tayal, members of our Promoter Group, pursuant to the memorandum of understanding dated April 22, 2025, and lease deed dated August 27, 2025, entered into by and amongst our Company and Juhi Tayal, Renu Tayal and Meenu Tayal, for a period of 11 months with effect from April 1, 2025.

Except as disclosed above, our Promoters do not have any interest in any property acquired by our Company in the three years preceding from the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery.

Except as disclosed in **“- Interest in property, land, construction of building and supply of machinery”** above, there is no conflict of interest between the lessors of immovable properties (crucial for operations of our Company) and our Promoters and members of our Promoter Group.

Except as disclosed in **“- Interest in property, land, construction of building and supply of machinery”** above, there is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of our Company) and our Promoters and members of our Promoter Group.

Payment or benefits to Promoter or Promoter Group

Except in ordinary course of business and as disclosed in “***Our Management - Terms of appointment of Directors***” and “***Restated Financial Information – Note 38 – Related Party Transactions***” on pages 317 and 392, respectively, there has been no payment or benefits by our Company to our Promoters or any of the members of our Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or any members of our Promoter Group as on the date of this Draft Red Herring Prospectus.

Experience in the business of the Company

Our Promoters have adequate experience in the line of business of our Company. For details in relation to experience of our Promoters in the business of our Company, please refer to the section titled “***Our Management - Brief profiles of our Directors***” on page 316.

Companies or firms with which our Promoter have disassociated in the last three years

Except as disclosed below, our Promoters have not disassociated themselves from any companies or firms in the three years preceding the date of this Draft Red Herring Prospectus.

Name of the Promoter	Name of the company or firm from which the Promoters have disassociated	Reasons for and circumstances leading to disassociation	Date of disassociation
Manoj Tayal	Yamuna Electronics Manufacturing Cluster Private Limited	Due to personal reasons	March 27, 2025
	UKB Industries Private Limited	Due to amalgamation of the entity	September 24, 2022
Vinay Kumar Tayal	UKB Industries Private Limited	Due to amalgamation of the entity	September 24, 2022

Material guarantees

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

Other ventures of our Promoter

As on date of this Draft Red Herring Prospectus, our Promoters have not been involved in any other venture that is in the same line of activities or business as that of our Company.

Promoter Group

The following individuals and entities constitute our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations.

Natural persons who are part of our Promoter Group

The natural persons who are part of our Promoter Group are as follows:

Name of the Promoter	Name of member of Promoter Group	Relationship with our Individual Promoters
Manoj Tayal	Renu Tayal	Spouse
	Vinay Kumar Tayal	Brother
	Arun Kumar Tayal	Brother
	Pradeep Kumar Tayal	Brother
	Santosh Goyal	Sister
	Kamlesh	Sister
	Ruchi Garg	Sister
	Shivam Tayal	Son
	Brajesh Kumar Gupta	Spouse's father
	Bala Gupta	Spouse's mother
	Vijay Kumar	Spouse's brother
	Vinay Kumar Gupta	Spouse's brother
Vinay Kumar Tayal	Juhi Tayal	Spouse
	Manoj Tayal	Brother
	Arun Kumar Tayal	Brother

Name of the Promoter	Name of member of Promoter Group	Relationship with our Individual Promoters
	Pradeep Kumar Tayal	Brother
	Santosh Goyal	Sister
	Kamlesh	Sister
	Ruchi Garg	Sister
	Sarthak Tayal	Son
	Nitya Tayal	Daughter
	Sharad Kumar	Spouse's father
	Sashi Agarwal	Spouse's mother
	Ankur Singhal	Spouse's brother
	Shweta Mittal	Spouse's sister
Manik Tayal	Arun Kumar Tayal	Father
	Nutan Tayal	Mother
	Sonakshi Tayal	Spouse
	Sambhav Tayal*	Brother
	Sharvil Manik Tayal	Son (minor)
	Tarasha Tayal	Daughter (minor)
	Pankaj Mittal	Spouse's father
	Reeta Mittal	Spouse's mother
	Shiva Mittal	Spouse's brother
	Mansi Mittal	Spouse's sister
Pradeep Kumar Tayal	Meenu Tayal	Spouse
	Manoj Tayal	Brother
	Vinay Kumar Tayal	Brother
	Arun Kumar Tayal	Brother
	Santosh Goyal	Sister
	Kamlesh	Sister
	Ruchi Garg	Sister
	Aayush Tayal	Son
	Nikita Mittal	Daughter
	Beena Rani	Spouse's mother
	Sadhna Goel	Spouse's sister
	Nisha Rani	Spouse's sister
	Monika Gupta	Spouse's sister
	Sarika Gupta	Spouse's sister
	Puja Singhal	Spouse's sister
	Shweta Singhal	Spouse's sister

Entities forming part of our Promoter Group

The entities forming part of our Promoter Group are as follows:

1. Alfa Western System (Sole Proprietorship Firm)
2. Ambuj Trading Co. (Sole Proprietorship Firm)
3. Arun Kumar and Sons (HUF)
4. BB Transport
5. Electro Mech Industries (Partnership Firm)
6. Hare Krishna Trading Co. (Sole Proprietorship Firm)
7. Hollow Structura Systems LLP
8. JSM Infrabuild LLP
9. Juhi Tayal Family Trust
10. Kanti Prasad Mittal Infra Private Limited
11. KPM Infrastructure Private Limited

12. KP Mittal (HUF)
13. Lal Chand Rajneesh Kumar (Partnership Firm)
14. M M Softech Solution Private Limited
15. Manik Kumar & Sons (HUF)
16. Manik Tayal Family Trust
17. Manoj Kumar and Sons (HUF)
18. Manoj Tayal Family Trust
19. Meerut Agro Tech (Partnership Firm)
20. Nitya Tayal Family Trust
21. Pankaj Mittal HUF
22. Pankaj Mittal (Partnership Firm)
23. Pradeep Kumar Gupta HUF
24. Pradeep Kumar and Sons HUF
25. Renu Tayal Family Trust
26. Sambhav Kumar & Sons (HUF)*
27. Shiva Bhatta Co. (Sole Proprietorship Firm)
28. Shri Balaji Associates (Partnership Firm)
29. Sonakshi Tayal Family Trust
30. Synergy International (Sole Proprietorship Firm)
31. UKB Employees Welfare Trust
32. UKB Foundation
33. UKB Social Welfare Trust
34. Vasu Buildcon (Partnership Firm)
35. Vasu Buildtech (Partnership Firm)
36. Vasu Developers (Partnership Firm)
37. Vasu Infrastructure Private Limited
38. Vinay Kumar and Sons (HUF)
39. Vinay Tayal Family Trust
40. Vineet Mittal (Partnership Firm)
41. VKT Enterprises (Partnership Firm)

** Our Company had filed an application dated June 23, 2025, with SEBI seeking an exemption under Regulation 300(1)(c) of the SEBI ICDR Regulations (“**Exemption Application**”), from classifying (i) Sambhav Tayal; (ii) certain body corporates in which 20% or more of the equity share capital is held by Sambhav Tayal (individually) or HUFs or firms of which he is a member, (iii) body corporates in which the body corporates referred in (i) holds 20% or more of the equity share capital, or (iv) HUFs or firms in which the shareholding of Sambhav Tayal is equal to 20% or more (individually), which may also qualify*

as promoter group in terms of the SEBI ICDR Regulations, as members of our Promoter Group and including relevant disclosures, confirmations and undertakings in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, in relation to the same.

By way of a letter dated August 26, 2025 (bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2025/23038/1), SEBI has not acceded to the Exemption Application and has decided not to grant exemption from including/ disclosing Sambhav Tayal and the relevant information pertaining to Sambhav Tayal as required under the SEBI ICDR Regulations.

*Our Company has included disclosures pertaining to the Sambhav Tayal, based on and limited only to the extent of information publicly available from the websites of certain government authorities and other public databases, namely, CIBIL, watchout investors, crime check and NSE and BSE websites, in the sections titled “**Capital Structure**” and “**Our Promoters and Promoter Group**” beginning on page 93 and 332, respectively, of this Draft Red Herring Prospectus, in order to comply with the requirements of the SEBI ICDR Regulations. For details, see “**Risk Factors - Sambhav Tayal, who has been identified as a member of the promoter group has not provided information regarding himself nor any of the entities related to him. All information in relation to Sambhav Tayal and Sambhav Kumar & Sons (HUF) disclosed in the Draft Red Herring Prospectus has been sourced from publicly available information**” on page 41.*

DIVIDEND POLICY

The dividend distribution policy of our Company was approved and adopted by our Board pursuant to its resolution dated June 13, 2025 (“**Dividend Policy**”). In terms of the Dividend Policy, the declaration and payment of dividends on our Equity Shares, if any, will be decided by our Board subject to the criteria as mentioned in the Dividend Policy.

Any future determination as to the declaration and payment of dividends, if any, will be at the discretion of the Board and will depend on a number of factors, including but not limited to, (i) financial parameters and internal factors such as profits earned during the financial year, policy as to how the retained earnings shall be utilized, earnings outlook for next three to five years, expected future capital / liquidity requirements, circumstances under which the shareholders of the listed entities may or may not expect dividend, internal and external factors that shall be considered for declaration of dividend, parameters that shall be adopted with regard to various classes of shares and any other relevant factors and material events; and (ii) external factors such as significant changes in macroeconomic environment materially affecting the businesses in which our Company is engaged in the geographies in which our Company operates, introduction of new regulatory requirements or material changes in existing taxation or regulatory requirements and technological changes which necessitate significant new investments in any of the businesses in which our Company is engaged. For details in relation to risks involved in this regard, see “***Risk Factors – Our Company may not be able to pay dividends in the future. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, profit after tax available for distribution, cash flows, working capital requirements and capital expenditure and the terms of our financing arrangements***” on page 73.

Our Company has not declared and paid any dividend on the Equity Shares in the three Fiscals preceding the date of this Draft Red Herring Prospectus and the period from April 1, 2025 until the date of this Draft Red Herring Prospectus.

SECTION V – FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

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Examination Report of Independent Auditors on the Restated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, Restated Statement of Profit and Loss (including Other Comprehensive Income), Restated Statement of Cash Flows and Restated Statement of Changes in Equity for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 along with the Statement of Material Accounting Policies and other explanatory information of UKB Electronics Limited (formerly as UKB Electronics Private Limited) (collectively, the “Restated Financial Information”)

To.

The Board of Directors

UKB Electronics Limited

(formerly as UKB Electronics Private Limited)

C-14, Sector-67,

Noida-20301, India

Dear Sirs/ Madams,

1. We, “M S K A & Associates”, Chartered Accountants (“**we**” or “**us**” or “**our**” or “**Firm**”), have examined the Restated Financial Information of UKB Electronics Limited (formerly as UKB Electronics Private Limited) (the “**Company**”) comprising the Restated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, Restated Statement of Profit and Loss (including Other Comprehensive Income), Restated Statement of Cash Flows and Restated Statement of Changes in Equity for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 along with the Statement of Material Accounting Policies information and other explanatory information of UKB Electronics Limited (collectively, the “**Restated Financial Information**”), annexed to this report for the purpose of inclusion in the Draft Red Herring Prospectus (“**DRHP**”), prepared by the Company in connection with its proposed Initial Public Offer of equity shares of face value of Rs. 2 each (“**Offer**”). The Restated Financial Information, which have been approved by the board of directors of the Company (the “**Board of Directors**”) at their meeting held on September 1, 2025 have been prepared by the Company in accordance with the requirements of:
 - a) the Sub-section (1) of 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 (the “**SEBI ICDR Regulations**”);
 - 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**”); and
 - d) E-mail dated October 28, 2021, from Securities and Exchange Board of India (“**SEBI**”) to Association of Investment Bankers of India stating that financial statements for all three years and stub period of issuer companies are required to be prepared in accordance with Indian Accounting Standards (“**IND AS**”) (“**SEBI Communication**”).

2. The Company's Board of Directors are responsible for the preparation of Restated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") in connection with the Offer. The Restated Financial Information have been prepared by the management of the Company in accordance with the basis of preparation stated in Note 2.1 of the Restated Financial Information. The Board of Directors of the Company is responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of Restated Financial Information. The Board of Directors of the Company is also responsible for identifying and ensuring that the Company complies with the Act, the SEBI ICDR Regulations and the Guidance Note and SEBI Communication.
3. We have examined the Restated Financial Information taking into consideration:
 - a) the terms of reference and our engagement agreed with you vide our engagement letter dated March 26, 2025 in connection with the Offer.
 - b) the Guidance Note read with SEBI Communication. The Guidance Note also requires that we comply with the ethical requirements as stated in the Code of Ethics issued by the ICAI;
 - c) the concepts of test check 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 SEBI ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to compliance with the Act, the SEBI ICDR Regulations, the Guidance Note and SEBI Communication in connection with the Offer.

4. The Restated Financial Information have been compiled by the management of the Company from:
 - a) The audited financial statements of the Company as at and for the years ended March 31, 2025 and March 31, 2024, audited by us and prepared by the management in accordance with the Indian Accounting Standards as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended ("**Ind AS**"), and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on June 13, 2025 and September 28, 2024, respectively;
 - b) The audited special purpose financial statements of the Company as at and for the year ended March 31, 2023, audited by other auditor i.e. P. C. Bindal & Co., Chartered Accountants ("**Other Auditor**") and prepared by the management in accordance with the basis of preparation, as set out in Note No. 2.1 to Restated Financial Information, which have been approved by the Board of Directors at their meeting held on September 1, 2025.

The audited special purpose financial statements as at and for the year ended March 31, 2023 as referred to in para 4(b) above, have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values, following the accounting policies and the accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101), consistent with that used at the date of transition to Ind AS i.e. April 1, 2022 and as per the presentation, accounting policies and grouping/classifications including Revised Schedule III Disclosures followed as at and for the year ended March 31, 2025, in accordance with Ind AS, pursuant to the SEBI Communication.

5. For the purpose of our examination, we have relied on the:
- a) Auditors' reports issued by us dated June 13, 2025 and September 28, 2024, on the financial statements of the Company as at and for the years ended March 31, 2025 and March 31, 2024, as referred to in Para 4 (a) above;
 - b) Auditors' report issued by the Other Auditors dated September 1, 2025 on the special purpose financial statements of the Company as at and for the year ended March 31, 2023, as referred to in Para 4 (b) above; and
 - c) Audit for the year ended March 31, 2023 was conducted by the Other Auditor and accordingly reliance is placed on the Restated Statement of Assets and Liabilities, Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Statement of Cash Flows and, Restated Statement of Changes in Equity for the year ended March 31, 2023 and the Statement of Material Accounting Policies information, and other explanatory information ("March 2023 Restated Financial Statements") examined by them for the said year. Our opinion on the Restated Financial Information, in so far as it relates to the amounts and disclosures included in respect of the said year is based solely on the report dated September 1, 2025 submitted by the Other Auditor. The Other Auditor have also confirmed that March 2023 Restated Financial Statements:
 - (i) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regroupings/ reclassifications retrospectively in the financial year as at and for the year ended March 31, 2023, to reflect the same accounting treatment as per the accounting policies and grouping/ classifications followed in the audited financial statements of the Company as at and for the year ended March 31, 2025 as more fully described in Note 2.1 to the Restated Financial Information.
 - (ii) There are no qualifications in the auditors' reports on the audited special purpose financial statements of the Company as at and for the year ended March 31, 2023 which require any adjustments to the March 2023 Restated Financial Information; and
 - (iii) March 2023 Restated Financial Statements have been prepared in accordance with the Act, the SEBI ICDR Regulations Guidance Note and SEBI Communication.
6. The audit reports referred to in paragraph 5 included the following matters which did not require any adjustment to the Restated Financial Information:
- (i) **Report on Other Legal and Regulatory requirements paragraphs with respect to our audit report referred in paragraph 5(a) for the year ended March 31, 2025:**

Reporting on books of account

In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2 (h) (vi) of our audit report on reporting under Rule 11(g) reproduced below in the 'Reporting on Audit Trail' paragraph.

Reporting on Audit trail

Based on our examination which included test checks, the Company has used accounting softwares for maintaining its books of account during the year ended March 31, 2025, which has a feature of recording the audit trail (edit log) facility, however, the audit trail feature was not enabled throughout the year for certain fields in the transaction tables in one accounting software at the application level. Further, audit trail feature was not enabled at the database level to log any direct changes.

The audit trail feature, to the extent it was enabled as reported above, has been operated for the relevant transactions recorded in the accounting softwares throughout the year. Further, during the course of our examination, we did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in previous year.

(ii) Report on Other Legal and Regulatory requirements paragraphs with respect to our audit report referred in paragraph 5(a) for the year ended March 31, 2024:

Reporting on books of account

In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2 (h) (vi) of our audit report on reporting under Rule 11(g) reproduced below in the 'Reporting on Audit Trail' paragraph.

Reporting on Audit trail

Based on our examination which included test checks the Company has used accounting softwares for maintaining its books of account during the year ended March 31, 2024, which has a feature of recording the audit trail (edit log) facility, however, the audit trail feature was not enabled throughout the year for certain fields in the transaction tables in one accounting software at the application level. Further, database of the accounting software is managed by the service provider and the Company doesn't have access at the database level within the accounting software to log any direct changes.

The audit trail feature, to the extent it was enabled as reported above, has been operated for the relevant transactions recorded in the accounting softwares throughout the year. Further, during the course of our examination, we did not come across any instance of the audit trail feature being tampered with.

(iii) Other Matter Paragraph with respect to our audit report issued by us referred in paragraph 5(a) for the year ended March 31, 2024:

The comparative financial information of the Company for the year ended March 31, 2023 and the transition date opening balance sheet as at April 1, 2022 included in these financial statements, are based on the statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by the predecessor auditor whose report for the year ended March 31, 2023 and March 31, 2022 dated September 25, 2023 and September 5, 2022 respectively expressed an unmodified opinion on those financial statements, and have been restated to comply with Ind AS. Adjustments made to the previously issued said financial information prepared in accordance with the Companies (Accounting Standards) Rules, 2006 to comply with Ind AS have been audited by us.

Our report is not modified in respect of the above matter.

(iv) The audit report issued by the Other Auditor referred to in Para 5 (b) above included Emphasis of matter paragraph as follows:

We draw attention to note 2.1 to the Special Purpose Ind AS Financial Statements, which describe the purpose and basis of its accounting. These Special Purpose Ind AS Financial Statements have been prepared by the management of the Company, solely for the purpose of the preparation of the Restated Financial Information of the Company for the year ended 31 March 2023, to be included in the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus to be filed by the Company with the Securities and Exchange Board of India ('SEBI'), National Stock Exchange of India Limited and BSE Limited, as applicable, in connection with the proposed Initial Public Offering of equity shares of the Company, as per the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ('SEBI ICDR Regulations'), e-mail dated 28 October 2021 from SEBI to Association of Investment Bankers of India ('SEBI Communication') and the Guidance Note on Reports in Company Prospectus (Revised 2019) issued by ICAI. As a result, these Special Purpose Ind AS Financial Statements may not be suitable for another purpose.

Our report is intended solely for the purpose specified above. This should not be distributed to or used by any other parties. P C Bindal & Co. shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment. 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. Our opinion is not modified in respect of this matter.

The audit report issued by the Other Auditor referred to in Para 5 (b) above included Other matter paragraph as follows:

1. The Statutory Financial Statements of the Company for the year ended March 31, 2023 prepared in accordance with the Accounting Standards specified under Section 133 of the Act, read together with the Companies (Accounting Standards) Rules, 2021 and other accounting principles generally accepted in India, were audited by predecessor auditor Kumar & Goel Chartered Accountants whose report dated September 25, 2023 expressed an unmodified opinion.
2. As informed to us by the management of the Company, the predecessor auditor do not hold a valid peer review certificate as issued by the 'Peer Review Board' of the ICAI and have therefore, expressed their inability to perform any work on the Restated Financial Information for the year ended March 31, 2023 to be included in Offer Documents. Accordingly, in accordance with the SEBI ICDR Regulations, the Guidance Note, and pursuant to SEBI Communication, we have audited the Special Purpose Ind AS Financial Statements of the Company for the year ended March 31, 2023.

Our report is not modified in respect of the above matters.

7. Based on the above and according to the information and explanations given to us and also on reliance placed on examination report of the Other Auditors, we report that:
 - i) the Restated Financial Information have been prepared after incorporating adjustments for the change in accounting policies, material errors and regrouping / reclassifications retrospectively in the financial years ended March 31, 2024 and March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping classifications followed as at and for the year ended March 31, 2025 as more fully described in Note 2.1 to the Restated Financial Information;

- ii) there are no qualifications in the auditors' reports issued by us and the Other Auditor of the Company for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively as referred in para 5 above, which requires any adjustment to the Restated Financial Information. There are Emphasis of Matter, Other Matter Paragraphs and other legal and regulatory matters as referred in para 6 above, which do not require any adjustment to the Restated Financial Information; and
 - iii) the Restated Financial Information have been prepared in accordance with the Act, the SEBI ICDR Regulations, the Guidance Note and SEBI Communication.
- 8. We have not audited any financial statements of the Company as at any date or for any period subsequent to March 31, 2025. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Company as at any date or for any period subsequent to March 31, 2025.
 - 9. 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.
 - 10. This report should not in any way be construed as a reissuance or re-dating of any of the other auditors' reports issued by us or by the Other Auditor, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
 - 11. We have no responsibility to update our report for events and circumstances occurring after the date of this report.
 - 12. Our report is intended solely for use of the Board of Directors and for inclusion in the DRHP to be filed with the SEBI, BSE and NSE, as applicable in connection with the Offer. Our report should not be used, referred to or distributed for any other purpose without prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care towards any other person relying on this examination report.

For M S K A & Associates
Chartered Accountants
Firm Registration Number: 105047W

Vinod Gupta
Partner
Membership No. 503690

UDIN: 25503690BMNTBY9396

Place: Gurugram
Date: September 1, 2025

Particulars	Notes	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Assets				
Non-current assets				
Property, plant and equipment	3	1,795.15	1,033.47	1,041.32
Right of use assets	4	882.44	805.45	855.88
Capital work-in-progress	5	429.71	432.31	0.80
Intangible assets	6	4.60	6.28	7.45
Financial assets				
(i) Investments	7	-	0.10	0.10
(ii) Other financial assets	8(a)	166.01	120.72	97.80
Current tax assets (net)	9	-	-	1.11
Other non-current assets	10	46.65	64.66	33.63
Total non-current assets		3,324.56	2,462.99	2,038.09
Current assets				
Inventories	11	1,768.05	1,261.55	1,437.67
Financial assets				
i) Trade receivables	12	1,707.97	1,283.85	1,079.50
ii) Cash and cash equivalents	13	6.18	54.21	8.07
iii) Other financial assets	8(b)	21.72	39.42	16.78
Other current assets	14	189.53	116.14	168.76
Total current assets		3,693.45	2,755.17	2,710.78
Total Assets		7,018.01	5,218.16	4,748.87
Equity and liabilities				
Equity				
Equity share capital	15	98.22	98.22	62.22
Equity shares pending issuance	15	-	-	36.00
Other equity	16	2,365.41	1,906.41	1,638.94
Total equity		2,463.63	2,004.63	1,737.16
Liabilities				
Non-current liabilities				
Financial liabilities				
i) Borrowings	17	860.49	474.92	472.95
ii) Lease liabilities	18	154.34	102.27	101.03
iii) Other financial liabilities	19	1.75	1.60	7.88
Provisions	20	33.01	25.25	21.67
Deferred tax liabilities (net)	32	60.64	37.55	28.47
Total non-current liabilities		1,110.23	641.59	632.00
Current liabilities				
Financial liabilities				
i) Borrowings	17	1,477.74	1,332.35	1,356.97
ii) Lease liabilities	18	81.56	46.68	33.24
iii) Trade payables	21			
- total outstanding dues of micro and small enterprises		55.81	23.39	49.79
- total outstanding dues of creditors other than micro and small enterprises		1,541.00	994.35	824.73
iv) Other financial liabilities	19	246.34	151.80	87.80
Other current liabilities	22	29.78	19.02	24.47
Provisions	20	3.54	3.00	2.71
Current tax liabilities (net)	23	8.38	1.35	-
Total current liabilities		3,444.15	2,571.94	2,379.71
Total Equity and liabilities		7,018.01	5,218.16	4,748.87

Material accounting policies

2

The accompanying notes 1 to 53 form an integral part of these restated financial information.

As per our report of even date

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No.: 105047W

For and on behalf of the Board of Directors of

UKB Electronics Limited

(Formerly as UKB Electronics Private Limited)

Vinod Gupta

Partner

Membership No.: 503690

Place: Gurugram

Date: 1 September 2025

Manoj Tayal

Chairman and Managing Director

DIN: 01348097

Place: Noida

Date: 1 September 2025

Vinay Kumar Tayal

Whole-time director

DIN: 00359327

Place: Noida

Date: 1 September 2025

Manik Tayal

Whole-time director

DIN: 09736525

Place: Noida

Date: 1 September 2025

Vikas Makhija

Chief Executive Officer

Place: Noida

Date: 1 September 2025

Sudhir Kumar Jain

Chief Financial Officer

Place: Noida

Date: 1 September 2025

Ranjeet Singh

Company Secretary

Membership No.- A44935

Place: Noida

Date: 1 September 2025

UKB ELECTRONICS LIMITED
(Formerly as UKB Electronics Private Limited)
(CIN: U32109DL2004PLC438048)
Restated Statement of Profit and Loss
(Amount in Rupees million, unless otherwise stated)

Particulars	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Income				
Revenue from operations	24	7,872.71	5,793.66	5,295.46
Other income	25	31.34	133.73	37.82
Total Income (I)		7,904.05	5,927.39	5,333.28
Expenses				
Cost of materials consumed	26	5,411.78	3,857.30	3,626.84
Changes in inventories of finished goods and work-in-progress	27	(214.70)	17.58	(31.90)
Employee benefits expense	28	1,221.50	944.03	775.31
Finance costs	29	220.19	206.82	178.88
Depreciation and amortisation expense	30	162.85	148.16	189.79
Other expenses	31	484.61	394.35	326.81
Total expenses (II)		7,286.23	5,568.24	5,065.73
Profit before tax (I-II)		617.82	359.15	267.55
Tax expenses	32			
Current tax		134.67	82.58	79.29
Taxation related to earlier years		(0.52)	-	6.44
Deferred tax expense/ (income)		23.49	9.09	(9.95)
Total tax expenses		157.64	91.67	75.78
Profit for the year		460.18	267.48	191.77
Other Comprehensive Income				
Items that will not be reclassified to profit or loss in subsequent period				
Re-measurement gains / (losses) on defined benefit plans		(1.58)	(0.02)	(1.85)
Income tax effect		0.40	0.01	0.47
Total other comprehensive income for the year, net of tax		(1.18)	(0.01)	(1.38)
Total comprehensive income for the year, net of tax		459.00	267.47	190.39
Earnings per equity share (Nominal value per share Rs. 2)				
Basic earnings per equity share (in Rs.)	33	1.56	0.91	1.03
Diluted earnings per equity share (in Rs.)		1.56	0.91	0.65

Material accounting policies 2
The accompanying notes 1 to 53 form an integral part of these restated financial information.

As per our report of even date
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.: 105047W

For and on behalf of the Board of Directors of
UKB Electronics Limited
(Formerly as UKB Electronics Private Limited)

Vinod Gupta
Partner
Membership No.: 503690
Place: Gurugram
Date: 1 September 2025

Manoj Tayal
Chairman and Managing Director
DIN: 01348097
Place: Noida
Date: 1 September 2025

Vinay Kumar Tayal
Whole-time director
DIN: 00359327
Place: Noida
Date: 1 September 2025

Manik Tayal
Whole-time director
DIN: 09736525
Place: Noida
Date: 1 September 2025

Vikas Makhija
Chief Executive Officer
Place: Noida
Date: 1 September 2025

Sudhir Kumar Jain
Chief Financial Officer
Place: Noida
Date: 1 September 2025

Ranjeet Singh
Company Secretary
Membership No.: A44935
Place: Noida
Date: 1 September 2025

UKB ELECTRONICS LIMITED
(Formerly known as UKB Electronics Private Limited)
(CIN: U32109DL2004PLC438048)
Restated Cash Flow Statement
(Amount in Rupees million, unless otherwise stated)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
A. CASH FLOW FROM OPERATING ACTIVITIES			
Profit before tax	617.82	359.15	267.55
Adjusted for :			
Depreciation and amortisation expense	162.85	148.16	189.79
Profit on sale of property, plant and equipment (net)	(0.29)	(72.24)	(0.56)
Unwinding of interest on security deposits	(0.96)	(0.73)	(0.64)
Provision for doubtful debts	9.85	7.52	-
Provision for doubtful advances	-	2.60	-
Advances written off	3.91	4.00	-
Unrealised foreign exchange loss/ (gain) (net)	(5.60)	(2.96)	(2.89)
Preliminary Expenses written off	-	-	0.76
Finance costs	220.19	206.82	178.88
Interest income	(4.07)	(12.73)	(2.42)
Operating Profit before Working Capital Changes	1,003.70	639.59	630.47
Working capital adjustments:			
Decrease/ (Increase) in other financial assets	14.46	(35.29)	(6.32)
Decrease/ (Increase) in inventories	(506.50)	176.12	(240.64)
Decrease/ (Increase) in trade receivables	(432.71)	(209.75)	(14.58)
Decrease/ (Increase) in other non-current assets	(3.71)	(0.46)	-
Decrease/ (Increase) in other current assets	(77.30)	46.02	111.63
(Decrease)/ Increase in other financial liabilities	5.91	18.11	(8.47)
(Decrease)/ Increase in provisions	6.72	3.85	2.38
(Decrease)/ Increase in other liabilities	10.76	(5.45)	(38.32)
(Decrease)/ Increase in trade payables	583.40	144.06	283.92
Cash generated from operations	604.73	776.80	720.07
Direct taxes paid	(127.12)	(80.12)	(150.31)
Net Cash from Operating activities (A)	477.61	696.68	569.76
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment and intangible assets (including capital advances & payables)	(747.56)	(521.61)	(469.12)
Proceeds from sale of property, plant and equipment	0.35	129.77	1.48
Proceeds from sale of investment	0.10	-	-
Investment in deposits (net)	(46.25)	(6.53)	(29.52)
Interest received	6.61	9.72	2.11
Net Cash used in Investing Activities (B)	(786.75)	(388.65)	(495.05)
C. CASH FLOW FROM FINANCING ACTIVITIES			
Payment of lease liabilities	(67.34)	(52.62)	(38.49)
Interest paid	(199.47)	(186.62)	(166.06)
Proceeds from long term borrowings	553.28	270.50	208.37
Repayment of long term borrowings	(137.59)	(270.93)	(152.04)
Proceeds / (repayment) of short term borrowings	112.23	(22.22)	80.16
Net Cash flow from in/(used) Financing Activities (C)	261.11	(261.89)	(68.06)
Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)	(48.03)	46.14	6.65
Cash and cash equivalents at beginning of year	54.21	8.07	1.42
Cash received pursuant to amalgamation (refer note 44)	-	-	0.00
Cash and cash equivalents at end of the year	6.18	54.21	8.07
Components of cash and cash equivalents			
Cash on hand	0.88	0.90	0.45
Balance with banks:			
In current accounts	5.30	53.31	7.62
	6.18	54.21	8.07

Reconciliation of liabilities arising from financing activities

	31 March 2024	Cash flows	Non-cash changes	Interest accrued	31 March 2025
Long-term borrowings	602.91	415.69	-	3.04	1,021.64
Short-term borrowings	1,204.36	112.23	-	-	1,316.59
Lease liabilities	148.95	(67.34)	154.29	-	235.90

UKB ELECTRONICS LIMITED
(Formerly known as UKB Electronics Private Limited)
(CIN: U32109DL2004PLC438048)
Restated Cash Flow Statement
(Amount in Rupees million, unless otherwise stated)

	31 March 2023	Cash flows	Non-cash changes	Interest accrued	31 March 2024
Long-term borrowings	603.34	(0.43)	-	-	602.91
Short-term borrowings	1,226.58	(22.22)	-	-	1,204.36
Lease liabilities	134.27	(52.62)	67.30	-	148.95

	31 March 2022	Cash flows	Non-cash changes	Interest accrued	31 March 2023
Long-term borrowings	547.01	56.33	-	-	603.34
Short-term borrowings	1,146.42	80.16	-	-	1,226.58
Lease liabilities	123.00	(38.49)	49.77	-	134.27

The accompanying notes 1 to 53 form an integral part of these restated financial information.

Note:

The Statement of cash flow has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS) 7 'Statement of Cash Flows'.

As per our report of even date
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.: 105047W

For and on behalf of the Board of Directors of
UKB Electronics Limited
(Formerly as UKB Electronics Private Limited)

Vinod Gupta
Partner
Membership No.: 503690
Place: Gurugram
Date: 1 September 2025

Manoj Tayal
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Sudhir Kumar Jain
Chief Financial Officer
Place: Noida
Date: 1 September 2025

Ranjeet Singh
Company Secretary
Membership No.- A44935
Place: Noida
Date: 1 September 2025

A. Equity share capital (refer note 15)

Equity shares of Rs. 2 each issued, subscribed and fully paid

	Number	Amount
As at 1 April, 2022	98,22,000	98.22
Issue of share capital	-	-
Cancelled during the year (refer note 44)	(36,00,000)	(36.00)
As at 31 March 2023	62,22,000	62.22
Issue of share capital	36,00,000	36.00
Cancelled during the year	-	-
As at 31 March 2024	98,22,000	98.22
Issue of share capital	-	-
Cancelled during the year	-	-
As at 31 March 2025	98,22,000	98.22

B. Equity shares pending issuance (refer note 15)

	Number	Amount
As at 1 April, 2022	-	-
Addition (refer note 44)	36,00,000	36.00
Issued during the year	-	-
As at 31 March 2023	36,00,000	36.00
Addition	-	-
Issued during the year	(36,00,000)	(36.00)
As at 31 March 2024	-	-
Addition	-	-
Issued during the year	-	-
As at 31 March 2025	-	-

C. Other equity (refer note 16)

Particulars	Reserves and surplus			Total equity
	Securities Premium	Capital Reserve	Retained Earnings	
As at 1 April, 2022	217.44	-	1,230.09	1,447.53
Addition during the year (refer note 44)	-	0.45	-	0.45
Vested in the Company pursuant to scheme of arrangement for amalgamation (refer note 44)	-	-	0.57	0.57
Profit for the year	-	-	191.77	191.77
Other comprehensive income	-	-	(1.38)	(1.38)
As at 31 March 2023	217.44	0.45	1,421.05	1,638.94
Profit for the year	-	-	267.48	267.48
Other comprehensive income	-	-	(0.01)	(0.01)
Total 31 March 2024	217.44	0.45	1,688.52	1,906.41
Profit for the year	-	-	460.18	460.18
Other comprehensive income	-	-	(1.18)	(1.18)
Total 31 March 2025	217.44	0.45	2,147.52	2,365.41

The accompanying notes 1 to 53 form an integral part of these restated financial information.

As per our report of even date
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.: 105047W

For and on behalf of the Board of Directors of
UKB Electronics Limited
(Formerly know as UKB Electronics Private Limited)

Vinod Gupta
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Whole-time director
DIN: 09736525
Place: Noida
Date: 1 September 2025

Sudhir Kumar Jain
Chief Financial Officer
Place: Noida
Date: 1 September 2025

Vikas Makhija
Chief Executive Officer
Place: Noida
Date: 1 September 2025

Ranjeet Singh
Company Secretary
Membership No.- A44935
Place: Noida
Date: 1 September 2025

This note provides a list of the material accounting policies adopted in the preparation of this restated financial information. These policies have been consistently applied to all the years presented, unless otherwise stated.

1. Company information

UKB Electronics Limited ('the Company') is engaged in the manufacturing and sale of electrical and electronic products through its production facilities located across various states of India. The Company was incorporated on May 7, 2004 under the provisions of the Companies Act, 1956. The registered office of the Company is located at C-102, Ground Floor, Anand Vihar, East Delhi, Delhi, India, 110092.

The Company was converted into a public limited company under the Companies Act, 2013 on April 21, 2025 and consequently, the name was changed to "UKB Electronics Limited".

2. Basis for preparation and measurement

2.1 Basis of preparation

The Restated Financial Information relates to the Company and has been specifically prepared for inclusion in the offer document to be filed by the Company with the Securities and Exchange Board of India ("SEBI"), the BSE Limited and the National Stock Exchange of India Limited, in connection with the proposed Initial Public Offer ('IPO') of equity shares of the Company. The Restated Financial Information comprising the restated statement of assets and liabilities as at 31 March 2025, 31 March 2024 and 31 March 2023, the restated statement of profit and loss (including other comprehensive income), the restated statement of cash flows, the restated statement of changes in equity and notes forming part of the Restated Financial information for the years ended 31 March 2025, 31 March 2024 and 31 March 2023, and the material accounting policies adopted in preparation of Restated Financial Information (hereinafter collectively referred to as "Restated Financial Information").

The Restated Financial Information have been prepared by the Management of the Company to comply with the requirements of:

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act");
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('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 (the "Guidance Note").
- d) E-mail dated October 28, 2021, from Securities and Exchange Board of India ("SEBI") to Association of Investment Bankers of India stating that financial statements for all three years and stub period of issuer companies are required to be prepared in accordance with Indian Accounting Standards ("IND AS") ("SEBI Communication")

These Restated Financial Information have been compiled from:

- I. Audited Financial Statements of the Company as at and for the years ended 31 March 2025 and 31 March 2024 prepared in accordance with the Indian Accounting Standards, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015 (Ind AS), as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on June 13, 2025 and September 28, 2024 respectively;

- II. The Audited Special Purpose Financial Statements of the Company as at and for the year ended 31 March 2023, prepared in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Previous GAAP' or 'Indian GAAP') after giving effect to accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Indian Accounting Standards 101 'First-time Adoption of Indian Accounting Standards' (Ind AS 101)) as initially adopted on transition date i.e. April 1, 2022. These Audited Special Purpose Financial Statements prepared in accordance with the Ind AS as described in this paragraph, has been approved by the Board of Directors on September 1, 2025. Suitable restatement adjustments (both re-measurements and reclassifications) as per Ind AS 101, are made to these Financial Statements for the year ended March 31, 2023.

The financial statements of the Company as at and for the year ended March 31, 2024 is the first reporting period for first time adoption of Indian Accounting standards notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended (Ind AS) and accordingly April 1, 2022 is the transition date for the preparation of the financial statements of the Company as at and for the year ended March 31, 2024. Up to the financial year ended March 31, 2023 the Company prepared the financial statements in accordance with the accounting principles generally accepted in India, including the Companies (Accounting Standards) Rules, 2006 as amended, specified under Section 133 of the Act read with the Companies (Accounts) Rules, 2014 ("Indian GAAP") due to which the special purpose Ind AS financial statements were prepared by the Company.

In pursuance to SEBI ICDR Regulations and the Guidance note issued by ICAI, the aforesaid special purpose financial statements have been prepared solely for the purpose of preparation of these Restated Financial Information for inclusion in Offer Documents in relation to the proposed IPO. As such these special purpose financial statements are not suitable for any other purpose other than for the purpose of preparation of Restated Financial Information and are also not financial statements prepared pursuant to any requirements under section 129 of the Companies Act, 2013, as amended.

The accounting policies have been consistently applied by the Company in preparation of the Restated Financial Information. This Restated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of board meeting held to approve and adopt the audited financial statements and audited special purpose financial statements as mentioned above.

The Restated Financial Information have been prepared so as to contain information/disclosures and incorporating adjustments set out below in accordance with the SEBI ICDR Regulations:

- a. Adjustments to the profits or losses of the earlier periods and of the period in which the change in the accounting policy has taken place, recomputed to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these periods, if any;
- b. Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring the groupings as per the restated financial information of the Company for the year ended March 31, 2025 and the requirements of the SEBI ICDR Regulations, if any; and
- c. The resultant impact of tax due to the aforesaid adjustments, if any.

The Restated Financial Information are presented in Indian Rupees "INR" or "Rs." and all values are stated as Rs. Million, unless indicated otherwise. All amounts disclosed in the Restated Financial Information and notes have been rounded off to the nearest "Million" with two decimals, unless otherwise stated.

These restated financial information have been prepared on the historical cost or at amortised cost, except for the following assets and liabilities:

- derivative financial instruments are measured at fair value;
- employee defined benefit assets/(liability) are recognised as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation;

2.2 Material accounting policies

a. Property, plant and equipment (“PPE”)

Property, plant and equipment are stated at cost i.e., cost of acquisition or construction inclusive of freight, erection and commissioning charges, non-refundable duties and taxes, expenditure during construction period, borrowing costs (in case of a qualifying asset) upto the date of acquisition/ installation, net of accumulated depreciation and accumulated impairment losses, if any.

When significant parts of property, plant and equipment (identified individually as component) are required to be replaced at intervals, the Company derecognizes the replaced part, and recognizes the new part with its own associated useful life and it is depreciated accordingly. Whenever major inspection/overhaul/repair is performed, its cost is recognized in the carrying amount of respective assets as a replacement, if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the Statement of Profit and Loss.

Property, plant and equipment are eliminated from restated financial statements, either on disposal or when retired from active use. Losses/gains arising in case retirement/disposals of property, plant and equipment are recognized in the Statement of Profit and Loss in the year of occurrence.

Depreciation on property, plant and equipment are provided to the extent of depreciable amount on the straight line (SLM) Method. Depreciation is provided at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013 as described below:

Class of asset	Useful life (in years)
Factory Building	30
Plant and machinery	15
Electrical installations and equipment	10
Furniture and fittings	10
Vehicles	8
Office equipment	5
Computers	3

Leasehold land and leasehold improvements are amortized over the period of the lease or the useful life of the asset, whichever is lower.

The Company upto March 31, 2023 had used written down value (WDV) method as per the estimated useful life of the property, plant and equipment for depreciation charge except in the case of office equipment, where the useful life was determined by the Company as 15 years based on a technical evaluation conducted by a Chartered Engineer. In the financial year 2023-24, the Company has changed the depreciation method from WDV to straight line method (SLM) as per the estimated useful life of the Company as mentioned above. The aforesaid change in depreciation method is recognised prospectively in accordance with IND AS 8, Accounting Policies, Changes in Accounting Estimates and Errors.

The residual values, useful lives and methods of depreciation/amortization of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

b. Capital work in progress

Capital work in progress is stated at cost, net of impairment loss, if any. Cost includes items directly attributable to the construction or acquisition of the item of property, plant and equipment, and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

c. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization.

Intangible assets with finite lives (i.e. software and licenses) are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and method for an intangible asset is reviewed at least at the end of each reporting period.

Costs relating to computer software are capitalised and amortised on straight line method over their estimated useful economic life of three years.

d. Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

e. Inventories

Raw materials, stores and spares and packing materials:

At lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on weighted average basis.

Work in progress:

At lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on the basis of stage of completion.

Finished goods and by product:

At lower of cost and net realizable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost is determined on weighted average basis.

f. Borrowing costs

Borrowings cost are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing cost directly attributable to the acquisition or construction of qualifying /eligible assets, intended for commercial production are capitalized as part of the cost of such assets. All other borrowing costs are recognized as an expense in the year in which they are incurred. Interest income earned on the temporary investment of surplus funds out of specific borrowings pending their expenditure on qualifying assets are deducted from the borrowing costs eligible for capitalisation. Qualifying assets are assets that necessarily take a substantive period of time to get ready for their use or sale.

g. Revenue Recognition

Revenue from contracts with customers is recognised when control of the goods are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. Such revenue is recognised upon the Company's performance of its contractual obligations and on satisfying all the following conditions:

- (1) Parties to the contract have approved the contract and undertaken to perform their respective obligations;
- (2) Such contract has specified the respective rights and obligations of the parties in connection with the transfer of goods or rendering of services (hereinafter the "Transfer");
- (3) Such contract contains specific payment terms in relation to the Transfer;
- (4) Such contract has a commercial nature, namely, it will change the risk, time distribution or amount of the Company's future cash flow;
- (5) The Company is likely to recover the consideration it is entitled to for the Transfer to customers.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract with the customer. Revenue is recognised when no significant uncertainty exists regarding the collection of the consideration. The amount recognised as revenue is exclusive of all indirect taxes and net of returns and discounts.

- (i) Sales of goods:
Revenue from sale of goods is recognized at the point in time when control of the goods is transferred to the customer, generally on delivery of the goods. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).
- (ii) Revenue from services is recognised in the accounting period in which the services are rendered.
- (iii) Dividend income is recognized when the right to receive payment is established.
- (iv) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

h. Foreign currency transactions

The Restated Financial Information are presented in INR, which is also the Company's functional currency.

Foreign currency transactions are initially recorded in functional currency using the exchange rates at the date the transaction. At each balance sheet date, foreign currency monetary items are reported using the exchange rate prevailing at the year end. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

i. Taxes on income

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date where the Company companies operate and generates taxable income.

Deferred tax

Deferred tax is recognized for all taxable temporary differences and is calculated based on the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted at the reporting date.

Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the assets can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

j. Employee benefits

(i.) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Payments to defined contribution plans are recognised as an expense when employees have rendered service entitling them to the contributions.

(ii.) Defined benefit plans

Liability in respect of Defined benefit plan is determined at the present value of the amounts payable determined using actuarial valuation techniques performed by an independent actuarial at each balance sheet date using the projected unit credit methods. Re-measurement, comprising actuarial gain and losses, the effects of assets ceiling (if applicable) and the return on plan assets (excluding interest), are reflected immediately in the statement of Financial Position with a charge or credit recognized in other comprehensive income in the period in which they occur. Past Service cost is recognized in the Statement of Profit & Loss in the period of plan amendment.

(iii.) Short-term employee benefits

Liabilities recognised in respect of wages and salaries and other short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service and are expensed as the related services are provided.

(iv.) Other long-term employee benefits

Liabilities recognised in respect of other long-term employee benefits such as long term service awards and compensated absences are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date based on the actuarial valuation using the projected unit credit method carried out at the year-end. Re measurement gain or losses are recognised in the statement of profit and loss in the period in which they arise.

k. Leases

Company 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 restoration cost, less any lease incentives received.

The right-of-use assets are subsequently depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. In addition, the right-of-use asset is reduced by impairment losses, if any.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. When a lease liability is remeasured, the corresponding adjustment of the lease liability 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.

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116 and this may require significant judgment. The Company also uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend or terminate the lease if the Company is reasonably certain based on relevant facts and circumstances that the option to extend or terminate will be exercised. If there is a change in facts and circumstances, the expected lease term is revised accordingly.

The discount rate is generally based on the interest rate specific to the lease being evaluated or if that cannot be easily determined the incremental borrowing rate for similar term is used.

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 or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

l. Provisions, Contingent liabilities and Contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past events and 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 a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the restated financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

m. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

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

n. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand, cheques 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 statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

o. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Financial assets

Classification

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. Trade receivable that do not contain a significant financing component are measured at transaction price.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. The Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. 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 in other income in the profit or loss.

Financial assets at fair value through OCI (FVTOCI) (debt instruments)

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the Statement of Profit and Loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the Statement of Profit and Loss.

This category includes derivative instruments and listed equity investments which the Company had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are recognised in the Statement of Profit and Loss when the right of payment has been established.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

The rights to receive cash flows from the asset have expired, or

The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:

- (a) the Company has transferred substantially all the risks and rewards of the asset, or
- (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated at FVTPL. The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on historical credit loss experience and adjustments for forward looking information.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

(b) Financial liabilities

Classification

Financial liabilities - Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities at amortised cost (Loans and borrowings)

This is the category most relevant to the Company. 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.

(c) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

(d) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

p. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability 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:

In the principal market for the asset or liability, or

In the absence of a principal market, in the most advantageous market for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

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.

The Company measures financial instruments such as derivatives and certain investments, at fair value at each balance sheet date.

All assets and liabilities for which fair value is measured or disclosed in the restated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the balance sheet on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

q. Government grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant relates to an asset, the cost of the asset is shown at gross value and grant thereon is treated as capital grant which is recognized as income in Statement of Profit and Loss over the period and in proportion in which depreciation is charged.

When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

In the unlikely event that a grant previously recognized is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognized is expensed in the Statement of Profit and Loss except in case of grant related to assets shall be recognized by increasing the carrying amount of the asset and cumulative depreciation that should have been recognized in Statement of Profit and Loss to date in the absence of grant shall be recognized immediately.

2.4 Significant accounting judgements, estimates and assumptions

In the application of the Company accounting policies, which are described as below, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the restated financial statements:-

Useful lives of depreciable assets

Management reviews the useful lives of depreciable assets at each reporting date. As at the current period end, management assessed that the useful lives represent the expected utility of the assets to the Company. Further, there is no significant change in the useful lives as compared to previous year.

Defined benefit plans

The cost of the defined benefit plan and other postemployment 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 future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Provision and contingent liability

On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in restated financial statements. Contingent losses that are considered possible are not provided for but disclosed as Contingent liabilities in the restated financial statements. Contingencies the likelihood of which is remote are not disclosed in the restated financial statements. Contingent gain are not recognized until the contingency has been resolved and amounts are received or receivable.

Impairment of financial and non-financial assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss rates. 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 period. The Company assesses the investment in equity instrument of subsidiary companies carried at cost for impairment testing, by comparing carrying value with recoverable value, adopting DCF model for arriving value in use etc.

Impairment of Non – Financial Assets exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's-length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model.

2.5 Standards (including amendments) issued but not yet effective

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind As 116 – Leases , relating to sale and lease back transactions, applicable from April 1, 2024. The Company has assessed that there is no significant impact on its financial statements. On May 9, 2025, MCA notifies the amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates. These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after April 1, 2025. The Company has assessed that there is no significant impact on its financial statements.

2.6 Statement of restatement adjustments

For periods up to and including the year ended 31 March 2023, the Company prepared its financial statements in accordance with accounting standards referred to in paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP) notified under section 133 of the Companies Act 2013.

The Restated Financial Information have been compiled from the Audited financial statements of the Company as at and for the years ended 31 March 2025 and 31 March 2024 and the Audited Special Purpose Ind AS financial statements of the Company as at and for the year ended 31 March 2023 (refer basis of preparation para under Note 2).

There is no difference between Restated Financial Information and Audited Financial Statements and Audited Special Purpose Ind AS financial statements of the Company as referred above. Reconciliations between the Restated Financial Information and Audited Financial Statements of the Company for the year ended 31 March 2023 are set out in the following tables and notes-

(A) Reconciliations between restated financial information and audited financial statements of the Company-

1. Reconciliation of total equity as at 31 March 2023 and 1 April 2022-

Particulars	Notes	31 March 2023	1 April 2022
Total Equity (shareholder's funds) as per audited financial statements		1,402.03	1,187.11
Adjustments:			
Provision for expected credit loss on trade receivables	Note-1	(21.00)	(21.00)
Accounting for operating lease as per Ind AS 116	Note-2	(11.52)	-
Measurement of certain financial assets at amortised cost	Note-3	0.64	-
Recognising leasehold land at fair value as deemed cost	Note-4	419.39	419.39
Amortisation of leasehold land at fair value	Note-4	(6.55)	-
Revenue deferral as per Ind AS 115	Note-5	(15.02)	-
Accounting of government grant as per Ind AS 20	Note-6	7.59	10.12
Recognition of Investment at fair value through profit and loss	Note-7	(4.05)	(4.05)
Prior period impact relating to deferred tax accounted as per Ind AS 8	Note-8	11.18	8.32
Deferred tax impacts on above adjustments		(45.53)	(54.14)
Total adjustments		335.13	358.64
Total equity as per restated financial information		1,737.16	1,545.75

2. Reconciliation of profit/(loss) and total comprehensive income for the year ended 31 March 2023-

Particulars	Notes to first time adoption	31 March 2023
Profit after tax as per audited financial statements		213.89
Adjustments:		
Accounting for operating lease as per Ind AS 116	Note-2	(11.52)
Measurement of certain financial assets at amortised cost	Note-3	0.64
Amortisation of leasehold land at fair value	Note-4	(6.55)
Revenue deferral as per Ind AS 115	Note-5	(15.02)
Accounting of government grant as per Ind AS 20	Note-6	(2.53)
Prior period impact relating to deferred tax accounted as per Ind AS 8	Note-8	2.86
Remeasurement of defined benefit obligations reclassified to Other Comprehensive Income (OCI)	Note-9	1.85
Deferred tax impacts on above adjustments		8.15
Total adjustments		(22.12)
Profit for the year as per restated financial information		191.77
Other Comprehensive Income (OCI)	Note-10	
Remeasurement of defined benefit obligations reclassified to Other Comprehensive Income (OCI)	Note-9	(1.85)
Deferred tax impacts on above adjustment		0.47
Total comprehensive income for the year as per restated financial information		190.39

3. Impact of restatement adjustment on the cash flows statement for the year ended 31 March 2023-

The restatement adjustment has not made a material impact on the statement of cash flows.

4. Reconciliation of assets and liabilities presented in the balance sheet prepared as per audited financial statements and as per the restated statement of assets and liabilities is as follows:

Particulars	Notes	Audited as at 31 March 2023	Adjustments	Restated as at 31 March 2023
ASSETS				
Non-current assets				
Property, plant and equipment		1,041.32	-	1,041.32
Right of use assets	2,4	314.98	540.90	855.88
Capital work-in-progress		0.80	-	0.80
Intangible assets		7.45	-	7.45
Financial assets:				
i) Investments	7	4.15	(4.05)	0.10
ii) Other financial assets	3	102.47	(4.67)	97.80
Deferred tax assets (net)	8	5.88	(5.88)	-
Current tax assets (net)		1.11	-	1.11
Other non-current assets		33.63	-	33.63
Total non-current assets		1,511.79	526.30	2,038.09
Current assets				
Inventories	5	1,401.79	35.88	1,437.67
Financial assets:				
i) Trade receivables	1	1,151.40	(71.90)	1,079.50
ii) Cash and cash equivalents		8.07	-	8.07
iv) Other financial assets	6	9.19	7.59	16.78
Other current assets		168.76	-	168.76
Total current assets		2,739.21	(28.43)	2,710.78
Total Assets		4,251.00	497.87	4,748.87
EQUITY AND LIABILITIES				
Equity				
Equity share capital		62.22	-	62.22
Equity Shares pending issuance		36.00	-	36.00
Other equity	11	1,303.81	335.13	1,638.94
Total equity		1,402.03	335.13	1,737.16
LIABILITIES				
Non-current liabilities				
Financial liabilities:				
Borrowings		472.95	-	472.95
Lease liabilities	2	-	101.03	101.03
Other financial liabilities		7.88	-	7.88
Provisions		21.67	-	21.67
Deferred tax liabilities	8	-	28.47	28.47
Total non-current liabilities		502.50	129.50	632.00
Current liabilities				
Financial liabilities:				
i) Borrowings		1,356.97	-	1,356.97
Lease liabilities	2	-	33.24	33.24
ii) Trade payables				
- total outstanding dues of micro and small enterprises		49.79	-	49.79
- total outstanding dues of creditors other than micro and small enterprises		824.73	-	824.73
iii) Other financial liabilities		87.80	-	87.80
Other current liabilities		24.47	-	24.47
Provisions		2.71	-	2.71
Current tax liabilities (net)		-	-	-
Total current liabilities		2,346.47	33.24	2,379.71
Total Equity and Liabilities		4,251.00	497.87	4,748.87

Notes

- The audited financial statements figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.
- There have been no restatement adjustment relating to financial year ended on 31 March, 2025 and 31 March, 2024.

5. Reconciliation of the income and expenses presented in the statement of profit and loss prepared as per audited financial statements and as per as per the restated statement of assets and liabilities is as follows:-

Particulars	Notes	Audited as at 31 March 2023	Adjustments	Restated as at 31 March 2023
INCOME				
Revenue from operations	5	5,346.36	(50.90)	5,295.46
Other income	3	39.72	(1.90)	37.82
Total Income (I)		5,386.08	(52.80)	5,333.28
EXPENSES				
Cost of materials consumed		3,626.84	-	3,626.84
Changes in inventories of finished goods and work-in-progress	5	3.98	(35.88)	(31.90)
Employee benefits expense	9	777.16	(1.85)	775.31
Finance costs	2	166.06	12.82	178.88
Depreciation and amortisation expense	2,4	146.05	43.74	189.79
Other expenses	1,2	365.30	(38.49)	326.81
Total expenses (II)		5,085.39	(19.66)	5,065.73
Profit before tax (I-II)		300.69	(33.14)	267.55
Tax expense:				
Current tax		79.29	-	79.29
Taxation related to earlier years		6.44	-	6.44
Deferred tax charge/(credit)	8	1.05	(11.00)	(9.95)
Total tax expenses		86.78	(11.00)	75.78
Profit for the year		213.91	(22.14)	191.77
Other Comprehensive Income				
Items that will not be reclassified to profit or loss in subsequent period				
Re-measurement gain on defined benefit plans	9	-	(1.85)	(1.85)
Income tax effect	9	-	0.47	0.47
Other comprehensive income for the year, net of tax		-	(1.38)	(1.38)
Total comprehensive income for the year, net of tax		213.91	(23.52)	190.39

Note

- The audited financial statements figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.
- There have been no restatement adjustment relating to financial year ended on 31 March, 2025 and 31 March, 2024.

6 Notes

Note-1

Provision for expected credit loss on trade receivables

Under previous GAAP, the company created 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 Credit Loss model (ECL).

Note-2

Accounting for operating lease as per Ind AS 116

Under the previous GAAP, the operating lease rentals were recognised as expenses in the statement of profit and loss. However, under Ind AS, the company has measured lease liability at the date of transition to Ind AS at the present value of the remaining lease payments, discounted using the its incremental borrowing rate at the date of transition to Ind AS and correspondingly the company has measured a right-of-use asset at the date of transition to Ind AS at amount equal to lease liability (adjusted for accruals and prepayments).

Note-3

Measurement of certain financial assets at amortised cost

Under the previous GAAP, interest free lease security deposits (that are refundable in cash on completion of the lease term) were recorded at their transaction value. Under Ind AS, all financial assets are required to be recognised at fair value. Accordingly, the group has fair valued these security deposits under Ind AS. Difference between the fair value and transaction value of the security deposit has been recognised as right of use asset.

Note-4

Recognising leasehold land at fair value as deemed cost

The company has considered fair value of its leasehold land as deemed cost with the resultant impact being accounted for in the retained earnings and correspondingly, amortisation charges has been done on fair value for the year ended 31 March, 2023.

Note-5

Revenue deferral as per Ind AS 115

Under the previous GAAP, the revenues were recognised on sale of products when all significant risks and rewards have been transferred to the customer. However, under Ind AS it is required that the Company allocates the total sales consideration to the performance obligations as per the contracts with the customer and recognise the revenue as and when and to the extent the company has performed its performance obligations.

Note-6

Accounting of government grant as per Ind AS 20

Under the previous GAAP as per AS 12, subsidies received by the Company against the investment made at the manufacturing plants were directly credited to the Statement of Profit and Loss account on receipt basis. However, under Ind AS, Government grants are routed through the Statement of Profit and Loss when the attached conditions are complied with and when there is reasonable assurance that the grant will be received. Accordingly, the subsidy are recognised on accrual basis. For grant related to expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

Note-7

Recognition of Investment at fair value through profit and loss

Under previous GAAP, investments are carried out at cost. Under Ind AS, all financial assets are required to be recognised at fair value. The resulting fair value adjustment of such investments have been recognised in retained earnings at the date of transition.

Note-8

Prior period error relating to deferred tax accounted as per Ind AS 8

Under previous GAAP, there were few errors in the deferred tax computation wherein timing differences items between book profit and tax profit were not considered, these errors have been corrected in these financial statements in accordance with the requirements of Ind AS 8, 'Accounting Policies, Changes in Accounting Estimates and Errors'. Consequently, the Company have restated the deferred tax assets at the date of transition (i.e. 1st April 2022) and correspondingly, tax expenses in the financial year 2022-23.

Note-9

Remeasurement of defined benefit obligations reclassified to Other comprehensive income (OCI)

Both under Indian GAAP and Ind AS, the company recognised costs related to its post-employment defined benefit plan on an actuarial basis. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind AS, remeasurements [comprising of actuarial gains and losses] are recognised immediately in the balance sheet with a corresponding debit or credit to Other Equity through OCI.

Note-10

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. The concept of other comprehensive income did not exist under previous GAAP.

Note-11

Retained earnings

Retained earnings as at 31 March 2023 has been adjusted consequent to the above Ind AS transition adjustments.

3. Property, plant and equipment

Particulars	Building	Plant and machinery	Furniture and fixtures	Vehicles	Office equipment	Computers	Total
Deemed Cost							
As at 1 April 2022 (refer note I below)	244.58	448.54	9.93	12.37	22.40	5.35	743.17
Additions	8.14	381.56	8.03	13.32	18.01	11.23	440.29
Disposals/ adjustments	-	(2.97)	-	-	(1.43)	-	(4.40)
As at 31 March 2023	252.72	827.13	17.96	25.69	38.98	16.58	1,179.06
Additions	1.42	58.38	4.35	7.36	17.77	4.46	93.74
Disposals/ adjustments	(18.19)	(2.04)	-	-	(2.44)	-	(22.67)
As at 31 March 2024	235.95	883.47	22.31	33.05	54.31	21.04	1,250.13
Additions	425.99	388.44	7.56	25.35	3.44	7.00	857.78
Disposals/ adjustments	-	-	-	(1.08)	-	-	(1.08)
As at 31 March 2025	661.94	1,271.91	29.87	57.32	57.75	28.04	2,106.83
Accumulated Depreciation							
As at 1 April 2022 (refer note I below)	-	-	-	-	-	-	-
Depreciation charge	23.57	97.82	3.14	5.91	5.29	5.49	141.22
Disposals/ adjustments	-	(2.20)	-	-	(1.28)	-	(3.48)
As at 31 March 2023	23.57	95.62	3.14	5.91	4.01	5.49	137.74
Depreciation charge	8.34	60.31	2.08	3.57	15.39	4.86	94.55
Disposals/ adjustments	(12.93)	(0.26)	-	-	(2.44)	-	(15.63)
As at 31 March 2024	18.98	155.67	5.22	9.48	16.96	10.35	216.66
Depreciation charge	14.19	60.29	2.26	4.54	9.36	5.40	96.04
Disposals/ adjustments	-	-	-	(1.02)	-	-	(1.02)
As at 31 March 2025	33.17	215.96	7.48	13.00	26.32	15.75	311.68
Net carrying value							
As at 31 March 2025	628.77	1,055.95	22.39	44.32	31.43	12.29	1,795.15
As at 31 March 2024	216.97	727.80	17.09	23.57	37.35	10.69	1,033.47
As at 31 March 2023	229.15	731.51	14.82	19.78	34.97	11.09	1,041.32

Note I: Deemed cost of property, plant and equipment

Particulars	Building	Plant and machinery	Furniture and fixtures	Vehicles	Office equipment	Computers	Total
Gross carrying amount as per previous GAAP							
As at 1 April 2022	309.81	880.54	25.20	37.59	60.31	25.67	1,339.12
Accumulated depreciation as per previous GAAP							
As at 1 April 2022	65.23	432.00	15.27	25.22	37.91	20.32	595.95
Net carrying amount (deemed cost) as at 1 April 2022	244.58	448.54	9.93	12.37	22.40	5.35	743.17

Notes

- The Company has elected to avail Ind AS 101 exemption to continue with the carrying value under Previous GAAP for all of its property, plant and equipment as its deemed cost on the date of transition from previous GAAP to Ind AS i.e. 1 April, 2022.
- For assets pledged as security - refer note 17.

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4. Right of use assets

Particulars	Leasehold land	Buildings	Total
Deemed Cost			
As at 1 April 2022	599.66	125.01	724.67
Additions	136.49	38.46	174.95
Disposals/ adjustments	-	-	-
As at 31 March 2023	736.15	163.47	899.62
Additions	-	52.00	52.00
Disposals/ adjustments	(51.30)	-	(51.30)
As at 31 March 2024	684.85	215.47	900.32
Additions	-	142.05	142.05
Disposals/ adjustments	-	-	-
As at 31 March 2025	684.85	357.52	1,042.37
Accumulated Depreciation			
As at 1 April 2022	-	-	-
Depreciation charge	6.55	37.19	43.74
Disposals/ adjustments	-	-	-
As at 31 March 2023	6.55	37.19	43.74
Depreciation charge	6.10	45.84	51.94
Disposals/ adjustments	(0.81)	-	(0.81)
As at 31 March 2024	11.84	83.03	94.87
Depreciation charge	9.07	55.99	65.06
Disposals/ adjustments	-	-	-
As at 31 March 2025	20.91	139.02	159.93
Net carrying value			
As at 31 March 2025	663.94	218.50	882.44
As at 31 March 2024	673.01	132.44	805.45
As at 31 March 2023	729.60	126.28	855.88

Note I: Deemed cost of Right of use assets

Particulars	Leasehold land	Total
Gross carrying amount as per previous GAAP		
As at 1 April 2022	180.27	180.27
Fair valuation impact on transition date (refer note 2.6)	419.39	419.39
Accumulated depreciation as per previous GAAP		
As at 1 April 2022	-	-
Net carrying amount (deemed cost) as at 1 April 2022	599.66	599.66

* Fair value as of 31 March, 2022 is taken as deemed cost of leasehold land on transition date i.e. 1 April, 2022.

Note

(a) Leasehold land includes land taken on long term lease from various government authorities.

(b) Leasehold building represents various properties taken on lease accounted for in accordance with principle of Ind AS 116 'Leases'.

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5 Capital work-in-progress

Particulars	Amount
As at 31 March 2022	103.06
Additions	0.80
Disposals/ capitalisations	(103.06)
As at 31 March 2023	0.80
Additions	431.51
Disposals/ capitalisations	-
As at 31 March 2024	432.31
Additions	658.86
Disposals/ capitalisations	(661.46)
As at 31 March 2025*	429.71

*CWIP includes infrastructure pertaining to extension of Plant & Machinery located at Ghiloth, Rajasthan.

Capital work in progress ageing schedule

As at 31 March 2025

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	429.32	0.39	-	-	429.71
Projects temporarily suspended	-	-	-	-	-
Total	429.32	0.39	-	-	429.71

As at 31 March 2024

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	431.51	0.80	-	-	432.31
Projects temporarily suspended	-	-	-	-	-
Total	431.51	0.80	-	-	432.31

As at 31 March 2023

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	0.80	-	-	-	0.80
Projects temporarily suspended	-	-	-	-	-
Total	0.80	-	-	-	0.80

Note- There are no projects as on the reporting period which have materially exceeded cost as compared to its original plan or where completion is overdue.

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6. Intangible assets

Particulars	Software	Total
Deemed Cost		
As at 1 April 2022 (refer note I below)	12.28	12.28
Additions	-	-
Disposals/ adjustments	-	-
As at 31 March 2023	12.28	12.28
Additions	0.50	0.50
Disposals/ adjustments	-	-
As at 31 March 2024	12.78	12.78
Additions	0.07	0.07
Disposals/ adjustments	-	-
As at 31 March 2025	12.85	12.85
Accumulated Amortisation		
As at 1 April 2022 (refer note I below)	-	-
Amortisation charge	4.83	4.83
Disposals/ adjustments	-	-
As at 31 March 2023	4.83	4.83
Amortisation charge	1.67	1.67
Disposals/ adjustments	-	-
As at 31 March 2024	6.50	6.50
Amortisation charge	1.75	1.75
Disposals/ adjustments	-	-
As at 31 March 2025	8.25	8.25
Net carrying value :		
As at 31 March 2025	4.60	4.60
As at 31 March 2024	6.28	6.28
As at 31 March 2023	7.45	7.45

Note I: Deemed cost of Intangible assets

Particulars	Software	Total
Gross carrying amount as per previous GAAP		
As at 1 April 2022	15.19	15.19
Accumulated depreciation as per previous GAAP		
As at 1 April 2022	2.91	2.91
Net carrying amount (deemed cost) as at 1 April 2022	12.28	12.28

Note

1. The Company has elected to avail Ind AS 101 exemption to continue with the carrying value under Previous GAAP for all of its intangible assets as its deemed cost on the date of transition from previous GAAP to Ind AS i.e. 1 April, 2022.

7. Investments	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Investments measured at fair value through profit or loss			
Investment in equity instruments (Unquoted)			
4,05,366 (31 March 2024: 4,05,366, 31 March 2023: 4,05,366) Equity shares of Rs. 10 Each in Yamuna Electronic Manufacturing Cluster Private Limited	4.05	4.05	4.05
10,000 (31 March 2024: 10,000, 31 March 2023: 10,000) Equity shares of Rs. 10 Each in ELCINA Electronic Manufacturing Cluster Private Limited *	-	0.10	0.10
Less: Impairment in value of investments	(4.05)	(4.05)	(4.05)
Total	-	0.10	0.10
Aggregate amount of quoted investments	-	-	-
Aggregate amount of unquoted investments (net of impairment)	-	0.10	0.10
* During the year ended 31 March 2025, the Company has sold its investment in ELCINA Electronic Manufacturing Cluster Private Limited which was measured at FVTPL in accordance with Ind AS 109. The investment was sold at its fair value of Rs. 0.10 million resulting in no gain or loss in the statement of profit and loss.			
8. Other financial assets	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
(Unsecured, considered good unless otherwise stated)			
a) Non-current			
At amortised cost			
Security deposits	33.27	34.23	17.84
Bank deposits *	132.74	86.49	79.96
Total	166.01	120.72	97.80
* The Company has pledged these bank deposits with banks to fulfill collateral and margin requirement towards various bank facilities sanctioned to the Company.			
b) Current			
At amortised cost			
Interest accrued on deposits	1.46	4.00	0.99
Security deposits	-	-	1.49
Subsidy receivable	10.78	27.84	14.30
Loan to employees	1.90	-	-
Receivable from related party (refer note 38)	7.58	7.58	-
Total	21.72	39.42	16.78
9. Current tax assets (net)	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Income tax paid (net of provision)	-	-	1.11
Total	-	-	1.11

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10. Other non-current assets	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
(Unsecured, considered good unless otherwise stated)			
Capital advances	40.09	61.81	31.24
Capital advances, considered doubtful	0.03	0.03	-
Less: Provision for doubtful advance	(0.03)	(0.03)	-
Paid under protest *	2.07	2.07	2.39
Prepaid expenses	4.49	0.78	-
Total	46.65	64.66	33.63

* Rs. 2.07 million (31 March 2024: Rs. 2.07 million, 31 March 2023: Rs. 2.07 million) represents paid under protest on account of order received from custom authorities.

11. Inventories	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
(at lower of cost or net realisable value)			
Raw materials [including goods in transit of Rs. 127.82 million (31 March 2024: Rs. 77.22 million, 31 March 2023: Nil)] *	966.42	703.08	867.40
Work-in-progress	331.67	241.08	258.14
Finished goods #	382.88	258.77	259.29
Consumables and stores and spares	87.08	58.62	52.84
Total	1,768.05	1,261.55	1,437.67

* net of provision for inventory amounting to Rs. 86.58 million (31 March 2024: Rs. 52.55 million, 31 March 2023: Nil).

Finished goods include stock in transit amounting to Rs. 138.58 million (31 March 2024: 35.22 million, 31 March 2023: Rs. 35.88 million).

12. Trade receivables	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
(At amortised cost)			
Unsecured, considered good	1,707.97	1,283.85	1,079.50
Trade receivables, which have significant increase in credit risk	33.01	40.74	33.22
	1,740.98	1,324.59	1,112.72
Less: expected credit loss allowance	(33.01)	(40.74)	(33.22)
Total	1,707.97	1,283.85	1,079.50

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Note 12 continued

Trade receivables ageing schedules

Particulars	Outstanding as at 31 March 2025 from the due date of collection						
	Not due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed							
- considered good	1,067.10	632.36	8.51	-	-	-	1,707.97
- which have significant increase in credit risk	-	-	4.74	10.29	8.36	5.59	28.98
- credit impaired	-	-	-	-	-	-	-
Disputed							
- considered good	-	-	-	-	-	-	-
- which have significant increase in credit risk	-	-	-	2.25	1.02	0.76	4.03
- credit impaired	-	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts (Disputed and non-disputed)	-	-	(4.74)	(12.54)	(9.38)	(6.35)	(33.01)
Total	1,067.10	632.36	8.51	-	-	-	1,707.97

Particulars	Outstanding as at 31 March 2024 from the due date of collection						
	Not Due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed							
- considered good	808.25	454.35	21.25	-	-	-	1,283.85
- which have significant increase in credit risk	-	0.13	4.81	12.75	5.73	13.29	36.71
- credit impaired	-	-	-	-	-	-	-
Disputed							
- considered good	-	-	-	-	-	-	-
- which have significant increase in credit risk	-	-	2.25	1.02	-	0.76	4.03
- credit impaired	-	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts (Disputed and non-disputed)	-	(0.13)	(7.06)	(13.77)	(5.73)	(14.05)	(40.74)
Total	808.25	454.35	21.25	-	-	-	1,283.85

Particulars	Outstanding as at 31 March 2023 from the due date of collection						
	Not Due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed							
- considered good	826.74	205.59	47.17	-	-	-	1,079.50
- which have significant increase in credit risk	-	-	8.98	9.64	1.35	6.03	26.00
- credit impaired	-	-	-	-	-	-	-
Disputed							
- considered good	-	-	-	-	-	-	-
- which have significant increase in credit risk	-	-	-	-	-	7.22	7.22
- credit impaired	-	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts (Disputed and non-disputed)	-	-	(8.98)	(9.64)	(1.35)	(13.25)	(33.22)
Total	826.74	205.59	47.17	-	-	-	1,079.50

Note

(a) There are no unbilled dues as at 31 March 2025, 31 March 2024 and 31 March 2023, hence the same is not disclosed in the ageing schedule.

(b) There are no trade or other receivables which are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

(c) Trade receivables are non-interest bearing and are generally on credit terms of 30 to 90 days. The Company does not hold any collateral security.

(d) Refer Note 42 for information about the Company's exposure to financial risks, and details of impairment losses for trade receivables and fair values.

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13. Cash and cash equivalents

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Balances with banks			
In current accounts	5.30	53.31	7.62
Cash on hand	0.88	0.90	0.45
	6.18	54.21	8.07

For the purpose of statement of cash flows, cash and cash equivalents comprises balances with banks and cash on hand as specified above.

14 Other current assets

(Unsecured, considered good unless otherwise stated)

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Advance to suppliers	70.15	47.87	47.09
Advances to suppliers- Considered doubtful	-	2.57	-
Less: Provision for doubtful advance to suppliers	-	(2.57)	-
Prepaid expenses	4.44	5.54	7.09
Balances with government authorities	105.87	53.74	106.77
Insurance claim receivable	6.52	6.52	6.52
Advance to employees	0.70	2.47	1.29
Other current assets	1.85	-	-
Total	189.53	116.14	168.76

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15 (A) Equity share capital	As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Number of	Amount	Number of	Amount	Number of	Amount
	shares		shares		shares	
Authorized share capital						
Equity shares of Rs. 2 each	1,03,00,000	103.00	1,03,00,000	103.00	1,03,00,000	103.00
	1,03,00,000	103.00	1,03,00,000	103.00	1,03,00,000	103.00
Issued, subscribed and fully paid-up shares						
Equity shares of Rs. 2 each	98,22,000	98.22	98,22,000	98.22	62,22,000	62.22
	98,22,000	98.22	98,22,000	98.22	62,22,000	62.22

Pursuant to Scheme of Arrangement for Amalgamation of erstwhile UKB Industries Private Limited (Formerly known as Manglam Cold Storage Private Limited) with the Company sanctioned by Hon'ble National Company law Tribunal vide its order dated 11 September 2023, The Authorized equity share capital of erstwhile UKB Industries Private Limited of 300,000 equity shares of Rs. 10/- each has been merged with the Company. Further, Consequent to the Scheme of Arrangement for Amalgamation, 36,00,000 equity shares of Rs. 10/- each of the Company stands cancelled and same will be allotted to the Shareholders of erstwhile UKB Industries Private Limited (12 equity shares of the Company for every equity shares of erstwhile UKB Industries Private Limited). (Refer Note 44).

a) Reconciliation of the number of shares and the amount outstanding at the beginning and at the end of the reporting year

Equity Shares	As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Number of	Amount	Number of	Amount	Number of	Amount
	shares		shares		shares	
At the beginning of the year	98,22,000	98.22	62,22,000	62.22	98,22,000	98.22
Issued during the year (refer note 44)	-	-	36,00,000	36.00	-	-
Cancelled during the year	-	-	-	-	(36,00,000)	(36.00)
At the end of the reporting year	98,22,000	98.22	98,22,000	98.22	62,22,000	62.22

Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of Rs 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends, if any in Indian Rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in 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.

b) During the period of five years immediately preceding to reporting date, the Company has not

- (i) issued any bonus shares
- (ii) Bought back any shares
- (iii) issued shares for consideration other than cash except shares issued consequent to the Scheme of Arrangement for Amalgamation (refer note 44).

c) Detail of equity shareholders holding more than 5% aggregate equity shares in the Company

	As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Number of	% shareholding	Number of	% shareholding	Number of	% shareholding
	shares		shares		shares	
Manoj Tayal	25,04,611	25.50%	25,04,611	25.50%	19,96,550	32.09%
Vinay Kumar Tayal	28,97,189	29.50%	28,97,489	29.50%	23,36,990	37.56%
Aayush Tayal	22,09,949	22.50%	22,09,950	22.50%	16,49,450	26.51%
Manik Tayal	22,09,950	22.50%	22,09,950	22.50%	-	-
	98,21,699	100.00%	98,22,000	100.00%	59,82,990	96.16%

d) Shareholding of promoters

Name of Shareholder	As at		As at		As at	
	31 March 2025	% change during the year	31 March 2024	% change during the year	31 March 2023	% change during the year
	No. of shares held		No. of shares held		No. of shares held	
Manoj Tayal	25,04,611	-	25,04,611	8.17%	19,96,550	-
	% of shareholding	25.50%	% of shareholding	25.50%	% of shareholding	32.09%
Vinay Kumar Tayal	28,97,189	0.00%	28,97,489	9.01%	23,36,990	-
	% of shareholding	29.50%	% of shareholding	29.50%	% of shareholding	37.56%
Aayush Tayal	22,09,949	0.00%	22,09,950	9.01%	16,49,450	-
	% of shareholding	22.50%	% of shareholding	22.50%	% of shareholding	26.51%
Manik Tayal	22,09,950	-	22,09,950	31.68%	2,39,010	-
	% of shareholding	22.50%	% of shareholding	22.50%	% of shareholding	3.84%

Note- 0.00% represents percentage less than 0.01%.

(e) Subsequent to the year end, the members of the Company in its Extraordinary General Meeting (EGM) dated 19 May, 2025 has approved the increase in the authorised equity share capital of the Company to Rs. 750.00 million from the existing authorised share capital of Rs. 103.00 million.

(f) Subsequent to the year end, the members of the Holding Company in its Extraordinary General Meeting (EGM) dated 30 May, 2025 has approved the split of its equity share having face value of Rs. 10 each into a revised face value of Rs. 2 each. Further, in the aforesaid mentioned EGM, the members have also approved for issuance of bonus shares in the ratio of 5:1.

(g) Consequent to the aforesaid point no. (e) and (f), the issued, subscribed and paid up equity share capital of the Holding Company has revised to 29,46,60,000 equity shares from its existing equity share of 98,22,000.

(B) Equity shares pending issuance

Equity shares pending issuance *	As at	As at	As at
	31 March 2025	31 March 2024	31 March 2023
	-	36.00	-
	-	36.00	-

* 36,00,000 equity shares of Rs.10 each fully paid up to be issued to shareholders of erstwhile UKB Industries Private Limited (Formerly known as Manglam cold storage Private Limited) pursuant to scheme of arrangement for amalgamation sanctioned by NCLT in its order dated 11 September 2023.

16 Other equity		As at 31 March 2025
a) Capital Reserve Account		
As at 1 April, 2022	-	
Additions during the year	0.45	
As at 31 March 2023	0.45	
Additions during the year	-	
As at 31 March 2024	0.45	
Additions during the year	-	
As at 31 March 2025	0.45	
b) Securities Premium Account		
As at 1 April, 2022	217.44	
Additions during the year	-	
As at 31 March 2023	217.44	
Additions during the year	-	
As at 31 March 2024	217.44	
Additions during the year	-	
As at 31 March 2025	217.44	
c) Retained Earnings		
As at 1 April 2022	1,230.09	
Vested in the Company pursuant to Scheme of Arrangement (Refer Note- 44)	0.57	
Profit for the year	191.77	
Other comprehensive income for the year	(1.38)	
As at 31 March 2023	1,421.05	
Profit for the year	267.48	
Other comprehensive income for the year	(0.01)	
As at 31 March 2024	1,688.52	
Profit for the year	460.18	
Other comprehensive income for the year	(1.18)	
As at 31 March 2025	2,147.52	
Total Other Equity		
As at 31 March 2025	2,365.41	
As at 31 March 2024	1,906.41	
As at 31 March 2023	1,638.94	

Nature and Purpose of reserves other than retained earnings

Capital reserve

Represents vested in the Company towards scheme of arrangement for Amalgamation of erstwhile UKB Industries Private Limited (Formerly known as Manglam Cold Storage Private Limited) with the Company.

Securities Premium

Securities Premium was created consequent to issuance of shares at Premium. These reserves can be utilized in accordance with the provisions of Section 52 of the Companies Act, 2013.

Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Moreover, upon Ind AS transition (1 April, 2022) fair valuation gain due to adopting fair value as deemed cost of land amounting to Rs. 419.39 million has also been transferred to retained earnings, this amount is not free for distribution of dividends.

17 Borrowings	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
At amortised cost			
Non-current borrowings			
Secured			
Term loans (refer note (a))			
From Banks	960.41	554.07	407.46
Vehicle loan (refer note (a))			
From Banks	23.09	5.01	7.72
Unsecured			
From directors and their relatives ((refer note (b))	38.14	43.83	188.16
	<u>1,021.64</u>	<u>602.91</u>	<u>603.34</u>
Less: Current maturities of long term borrowings	(161.15)	(127.99)	(130.39)
Total long term borrowings	<u>860.49</u>	<u>474.92</u>	<u>472.95</u>
Current borrowings			
Secured			
Working capital facilities from banks ((refer note (c))	1,316.59	1,204.36	1,226.58
Current Maturities of long term borrowings	161.15	127.99	130.39
Total short term borrowings	<u>1,477.74</u>	<u>1,332.35</u>	<u>1,356.97</u>
Total borrowings	<u>2,338.23</u>	<u>1,807.27</u>	<u>1,829.92</u>

Following are the details of certain pertinent terms and conditions of the borrowings disclosing undiscounted outstanding balances-

a) Breakup of Term loans, Vehicle loan including Current Maturities

	As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Non-current	Current	Non-Current	Current	Non-Current	Current
HDFC Bank Limited	452.46	132.10	402.04	93.97	221.72	96.37
CITI Bank	-	29.05	29.05	34.02	63.07	34.02
Axis Bank	369.89	-	-	-	-	-
	<u>822.35</u>	<u>161.15</u>	<u>431.09</u>	<u>127.99</u>	<u>284.79</u>	<u>130.39</u>

Indian rupee loan from HDFC bank amounting to Rs 561.48 million (31 March 2024: Rs 491.00 million, 31 March 2023: 310.37 million) carries interest rate ranging between 8.40% p.a. to 9.50% p.a. and repayable in 5.5 years to 6.5 years in quarterly installments. The loans are secured by way of exclusive charge on the movable fixed assets funded out of HDFC bank term loan, a first pari passu charge on movable fixed assets of the Company except those funded exclusively by the term loan lenders, first pari passu charge on immovable properties situated in Ghiloth (A-152-153-154-155 Plant) and immovable properties situated in Supa (A-1/6 & 1/7), second pari passu charge on current assets of the Company and further secured by personal guarantee of Mr. Manoj Tayal and Mr. Vinay Tayal.

Indian rupee loan from CITI bank amounting to Rs 29.05 million (31 March 2024: Rs 63.07 million, 31 March 2023: 97.09 million) carries interest rate 9.50% and repayable in 89 months in equal monthly installments. The loans are secured by way of exclusive charge on the Movable Fixed assets funded out of CITI bank term loan, a first pari passu charge on all movable fixed assets of the borrower except those funded exclusively by the term loan lenders, first pari passu charge on immovable properties situated in Ghiloth (A-152-153-154-155 Plant) and a second pari passu charge on the current assets of the borrower and further secured by personal guarantee of Mr. Manoj Tayal and Mr. Vinay Tayal.

Indian rupee loan from AXIS bank amounting to Rs 369.89 million (31 March 2024: Nil, 31 March 2023: Nil) carries interest rate 8.60% and repayable in 20 equal quarterly installments. The loan is secured by way of exclusive charge on movable fixed assets (funded out of AXIS bank). A first pari passu charge on all movable fixed assets of the borrower except those funded exclusively funded by the term loan lenders, first pari passu charge on immovable property at Industrial Plot No A-152-153-154-155, Industrial Area, Ghiloth and a second pari passu charge on the entire current assets of the company and further secured by personal guarantee of Mr. Manoj Tayal and Mr. Vinay Tayal.

Vehicle loan from HDFC bank amounting to Rs 23.08 million (31 March 2024: Rs 5.01 million, 31 March 2023: 7.72 million) carries interest rate ranging between 7.90% p.a. to 9.00% p.a. and repayable over a period of 2.5 to 5 years through monthly installments.

There is no default as at balance sheet date in repayment of loan and Interest.

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b) Breakup of Unsecured Loan from Directors, Shareholders and their relatives *

	As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Amount	%	Amount	%	Amount	%
Other related parties (refer note 38)	38.14	100%	43.83	100%	188.16	100.00%
	38.14	100.00%	43.83	100.00%	188.16	100.00%

* It carries interest @9.00% p.a. and repayable as per terms and conditions.

c) Working Capital Facilities have been sanctioned under Multiple Banking arrangement as per following terms and conditions:-

(i) Working capital facilities from HDFC bank Limited includes cash credit and short term loan from banks and are secured by first pari-passu charge by way of hypothecation of raw materials, work-in-progress, finished goods and trade receivables both present and future, First Pari-Pasu charge on immovable properties situated in Ghiloth (A-152-153-154-155 Pant) and second pari-passu charge on the fixed assets of the Company. These facilities are further secured by way of personal guarantee of Mr. Manoj Tayal and Mr. Vinay Tayal. The cash credit is repayable on demand. It carries interest of 8.75% p.a linked with 3 month repo rate.

(ii) Working capital facilities from CITI bank includes cash credit and short term loan from banks and are secured by first pari-passu charge by way of hypothecation of raw materials, work-in-progress, finished goods and trade receivables both present and future, First Pari-Pasu charge on Immovable properties situated in Ghiloth (A-152-153-154-155 Pant) and second pari-passu charge on the fixed assets of the Company. These facilities are further secured by way of personal guarantee of Mr. Manoj Tayal and Mr. Vinay Tayal. The cash credit is repayable on demand. It carries Interest in the range of 6.50% to 8.50% p.a.

(iii) Working capital facilities from DBS bank includes cash credit and short term loan from banks and are secured by first pari-passu charge by way of hypothecation of raw materials, work-in-progress, finished goods and trade receivables both present and future, First Pari-Pasu charge on Immovable properties situated in Ghiloth (A-152-153-154-155 Pant) and second pari-passu charge on the fixed assets of the Company. These facilities are further secured by way of personal guarantee of Mr. Manoj Tayal and Mr. Vinay Tayal. The cash credit is repayable on demand. It carries Interest in the range of 6.50% to 8.50% p.a.

(iv) Working capital facilities from HSBC Bank includes cash credit and short term loan from banks and are secured by first pari-passu charge by way of hypothecation of raw materials, work-in-progress, finished goods and trade receivables both present and future, First Pari-Pasu charge on Immovable properties situated in Ghiloth (A-152-153-154-155 Pant) and second pari-passu charge on the fixed assets of the Company. These facilities are further secured by way of personal guarantee of Mr. Manoj Tayal and Mr. Vinay Tayal. The cash credit is repayable on demand. It carries Interest in the range of 6.50% to 8.50% p.a.

(v) Working capital facilities from YES bank includes cash credit and short term loan from banks and are secured by first pari-passu charge by way of hypothecation of raw materials, work-in-progress, finished goods and trade receivables both present and future, First Pari-Pasu charge on Immovable properties situated in Ghiloth (A-152-153-154-155 Pant) and second pari-passu charge on the fixed assets of the Company. These facilities are further secured by way of personal guarantee of Mr. Manoj Tayal and Mr. Vinay Tayal. The cash credit is repayable on demand. It carries Interest of 9.00% p.a. linked with treasury bill benchmark rate.

(vi) Working capital facilities from AXIS bank includes cash credit and short term loan from banks and are secured by first pari-passu charge by way of hypothecation of raw materials, work-in-progress, finished goods and trade receivables both present and future, First Pari-Pasu charge on Immovable properties situated in Ghiloth (A-152-153-154-155 Pant) and second pari-passu charge on the fixed assets of the Company. These facilities are further secured by way of personal guarantee of Mr. Manoj Tayal and Mr. Vinay Tayal. The cash credit is repayable on demand. It carries Interest of 9.00% p.a. linked with treasury bill benchmark rate.

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18 Lease Liabilities	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Non-current			
Lease liabilities	154.34	102.27	101.03
	154.34	102.27	101.03
Current			
Lease liabilities	81.56	46.68	33.24
	81.56	46.68	33.24
19 Other financial liabilities	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Non-current			
Security deposit	1.75	1.60	1.60
Capital creditors	-	-	6.28
	1.75	1.60	7.88
Current			
Payable to employees *	74.38	68.62	50.51
Capital creditors	164.25	78.28	37.29
Interest accrued but not due on borrowings	7.71	4.90	-
	246.34	151.80	87.80
* includes remuneration payable to directors (refer note 38).			
20 Provisions	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Non-current			
Provision for gratuity (unfunded) (refer note 34)	25.10	18.79	15.85
Provision for leave encashment	7.91	6.46	5.82
	33.01	25.25	21.67
Current			
Provision for gratuity (unfunded) (refer note 34)	2.40	2.15	1.93
Provision for leave encashment	1.14	0.85	0.78
	3.54	3.00	2.71

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21 Trade Payables

At amortised cost

Trade payables

- total outstanding dues of micro and small enterprises (refer note 40)
- total outstanding dues of creditors other than micro and small enterprises

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
	55.81	23.39	49.79
	1,541.00	994.35	824.73
	1,596.81	1,017.74	874.52

Notes

- (a) Refer note 38 for related party payables.
- (b) Trade payables are non-interest bearing and are normally settled on 30 to 60 day terms.

Trade payables ageing schedules

Particulars	Outstanding as on 31 March 2025 from due date of payment					
	Not due	Upto 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	34.58	21.23	-	-	-	55.81
(ii) Others	1,108.79	425.83	1.43	4.10	0.85	1,541.00
(iii) Disputed dues of MSME	-	-	-	-	-	-
(iv) Disputed dues of creditors other than MSME	-	-	-	-	-	-
Total	1,143.37	447.06	1.43	4.10	0.85	1,596.81

Particulars	Outstanding as on 31 March 2024 from due date of payment					
	Not due	Upto 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	15.68	7.71	-	-	-	23.39
(ii) Others	442.92	549.32	1.79	0.22	0.10	994.35
(iii) Disputed dues of MSME	-	-	-	-	-	-
(iv) Disputed dues of creditors other than MSME	-	-	-	-	-	-
Total	458.60	557.03	1.79	0.22	0.10	1,017.74

Particulars	Outstanding as on 31 March 2023 from due date of payment					
	Not due	Upto 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	47.19	2.60	-	-	-	49.79
(ii) Others	638.84	184.05	1.62	0.22	-	824.73
(iii) Disputed dues of MSME	-	-	-	-	-	-
(iv) Disputed dues of creditors other than MSME	-	-	-	-	-	-
Total	686.03	186.65	1.62	0.22	-	874.52

22 Other current liabilities

- Advance from customers (contract liability)
- Statutory dues
- Others

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
	1.07	6.32	5.80
	24.55	12.70	18.42
	4.16	-	0.25
	29.78	19.02	24.47

23 Current tax liabilities (net)

- Current tax liability (net of taxes paid)
- Total

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
	8.38	1.35	-
	8.38	1.35	-

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24 Revenue from operations	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Revenue from contracts with customer			
Sale of products	7,639.80	5,626.08	5,128.96
Sale of services	13.92	0.27	4.34
Total	7,653.72	5,626.35	5,133.30
Other operating revenue			
Scrap sales	211.32	157.55	151.34
Export Incentives	7.67	9.76	10.82
Total	218.99	167.31	162.16
Total revenue from operations	7,872.71	5,793.66	5,295.46

(a) Disaggregated revenue information:

Timing of revenue recognition

Goods transferred at a point in time

Sale of electronic goods and scrap sales	7,851.12	5,783.63	5,280.30

Services transferred over the time

Sale of services	13.92	0.27	4.34
Total	7,865.04	5,783.90	5,284.64

(b) Reconciliation of amount of revenue recognised with contract price

Revenue as per contracted price	7,872.71	5,793.66	5,295.46
Adjustments:			
Rebates	-	-	-
Others	-	-	-
Revenue from contracts with customers	7,872.71	5,793.66	5,295.46

(c) Performance obligations

Sale of products:

Performance obligation in respect of sale of goods is satisfied when control of the goods is transferred to the customer, generally on delivery of the goods and payment is generally due as per the terms of contract with customers.

Sale of services:

The performance obligation in respect of services is satisfied over a period of time and acceptance of the customer

(d) Transaction price allocated to the remaining performance obligations:

The performance obligations are part of contracts that have an original expected duration of less than one year. Therefore, the Company has used the practical expedient to not disclose the transaction price allocated to remaining performance obligations.

(e) Contract balances

The following table provides information about Contract balances from contract with customers.

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Trade receivables (refer note 12)	1,707.97	1,283.85	1,079.50
Advances from customers (refer note 22)	1.07	6.32	5.80
25 Other Income	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest income			
- on deposits	4.07	8.12	2.08
- on other advances	-	4.61	0.34
Profit on sale of Property, plant and equipment (net)	0.29	72.24	0.56
Unwinding of discount on security deposits	0.96	0.73	0.64
Liabilities no longer required written back	1.63	9.12	1.22
Foreign Exchange Fluctuation	17.88	14.82	23.77
Subsidy income	4.89	22.90	4.18
Miscellaneous income	1.62	1.19	5.03
Total	31.34	133.73	37.82

26 Cost of material consumed	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Inventory at the beginning of the year	703.08	867.40	693.83
Add: Purchases	5,675.12	3,692.98	3,800.41
	6,378.20	4,560.38	4,494.24
Less: inventory at the end of the year	966.42	703.08	867.40
Cost of raw material consumed	5,411.78	3,857.30	3,626.84
27 Changes in inventories of finished goods and work-in-progress	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Inventories at the end of the year			
Finished goods	382.88	258.77	259.29
Work-in-progress	331.67	241.08	258.14
	714.55	499.85	517.43
Inventories at the beginning of the year			
Finished goods	258.77	259.29	260.38
Work-in-progress	241.08	258.14	225.15
	499.85	517.43	485.53
	(214.70)	17.58	(31.90)

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28 Employee benefit expenses	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Salaries and wages	1,172.33	906.42	738.61
Contribution to provident fund (refer note 34)	15.21	12.93	10.25
Gratuity expense	7.86	5.80	4.40
Staff welfare expenses	26.10	18.88	22.05
	<u>1,221.50</u>	<u>944.03</u>	<u>775.31</u>

29 Finance cost	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest expense			
Interest on working capital facilities	159.32	141.74	110.22
Interest on term loan	36.73	39.75	24.70
Interest on unsecured loans from related parties	3.38	6.09	20.07
Interest on lease liabilities	14.87	15.30	12.82
Interest others	0.74	0.26	0.22
Bank Charges	5.15	3.68	10.85
Total	<u>220.19</u>	<u>206.82</u>	<u>178.88</u>

The Company has capitalised borrowing costs of Rs. 25.27 million (31 March 2024: Rs. 7.24 million, 31 March 2023: Rs. 2.12 million) incurred on the borrowings specifically availed for expansion of production facilities. The interest expense disclosed above is net of the interest amount capitalised.

30 Depreciation and amortisation expense	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Depreciation of Property, plant & equipment (refer note 3)	96.04	94.55	141.22
Depreciation of Right of use assets (refer note 4)	65.06	51.94	43.74
Amortisation of Intangible assets (refer note 6)	1.75	1.67	4.83
Total	<u>162.85</u>	<u>148.16</u>	<u>189.79</u>

31 Other expenses	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Consumption of stores and spares	58.53	49.60	11.27
Packing material consumed	38.21	24.83	31.20
Power & Fuel	131.74	99.84	87.28
Freight & Cartage (Outward)	84.12	59.34	48.29
Rent	6.07	9.57	6.84
Insurance	3.94	6.54	8.34
Repair & Maintenance			
- Plant & Machinery	19.97	20.87	19.82
- Buildings	3.92	4.81	5.41
- Others	7.84	6.83	10.59
Travelling & conveyance expense	21.65	19.35	15.83
Printing and stationary	1.78	1.63	1.91
Postage & telephone	2.47	2.32	1.92
Professional & legal expenses	13.32	11.62	7.39
Auditors' remuneration*	1.60	1.50	0.32
Testing & calibrations charges	19.60	16.66	21.35
Business Promotion expense	5.19	2.46	5.62
Commission expense	0.26	-	0.80
Security charges	24.27	18.92	16.38
CSR Expenditure (refer note 46)	6.00	4.92	4.55
Rates and taxes	8.95	8.73	9.14
Preliminary expenses written off	-	-	0.76
Advances written off	3.91	4.00	-
Provision for doubtful debts	9.85	7.52	-
Provision for doubtful advances	-	2.60	-
Miscellaneous expenses	11.42	9.89	11.80
	484.61	394.35	326.81
* Auditor's remuneration (excluding goods and services tax)			
As auditor:			
Statutory Audit fee	1.50	1.50	0.20
Tax Audit Fee	-	-	0.05
Out of pocket expenses	0.10	-	0.07
Total	1.60	1.50	0.32

32 Deferred tax liabilities (net)

A. Statement of profit and loss:

(i) Profit and loss section

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Current tax	134.67	82.58	79.29
Taxation related to earlier years	(0.52)	-	6.44
Deferred tax expense/ (income)	23.49	9.09	(9.95)
Income tax expense reported in the statement of profit and loss	157.64	91.67	75.78

(ii) Other comprehensive income (OCI)

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Net gain on remeasurements of defined benefit plans	0.40	0.01	0.47
Income tax credit to OCI	0.40	0.01	0.47

B. Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Accounting profit before income tax	617.82	359.15	267.55
At India's statutory income tax rate of 25.168%	155.49	90.39	67.34
Adjustments in respect of current income tax due to:			
Expenses not deductible for tax purposes	2.30	1.31	1.15
Capital gain income taxable at lower rate	-	(0.10)	-
Taxation related to earlier years	(0.52)	-	(6.44)
Others	0.37	0.07	13.73
Income tax expense reported in the statement of profit and loss	157.64	91.67	75.78

C. Deferred tax

Deferred tax relates to the following:

Deferred tax assets on:

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
- Temporary differences in carrying value of property, plant and equipment and intangible assets between books of account and for tax purposes	-	-	5.86
- Provision for doubtful debts and advances	8.32	10.91	8.36
- Expenses allowable on payment basis	12.42	13.46	8.10
- Right of use assets and lease liabilities	5.34	4.70	2.74
- Impact of Ind AS 115 on revenue recognition	-	-	3.78
- Provision for inventory	21.79	13.11	-
- Others	-	0.02	0.02

Deferred tax liability on:

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
- Temporary differences in carrying value of property, plant and equipment and intangible assets between books of account and for tax purposes	(55.41)	(25.72)	-
- Impact of fair valuation of leasehold land	(53.10)	(54.03)	(55.42)
- Subsidy	-	-	(1.91)

Net deferred tax liability

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Net deferred tax liability	(60.64)	(37.55)	(28.47)

(c) Reconciliation of deferred tax expense:

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Opening balance	(37.55)	(28.47)	(38.89)
Deferred tax (charge)/ credit in statement of profit and loss	(23.49)	(9.09)	9.95
Deferred tax (charge)/ credit in other comprehensive income	0.40	0.01	0.47
Closing balance	(60.64)	(37.55)	(28.47)

33. Earnings Per Equity Share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year. Diluted EPS are calculated by dividing the profit for the year attributable to the equity holders of the Company by weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
(a) Net profit after tax (in Rs. million)	460.18	267.48	191.77
(b) Calculation of weighted average equity shares of Rs. 2 each			
Weighted average number of equity shares outstanding during the year (in Nos.)	98,22,000	98,22,000	62,22,000
Split shares subsequent to 31 March 2025 (refer note 15 (f) above)	4,91,10,000	4,91,10,000	3,11,10,000
Bonus shares issue subsequent to 31 March 2025 (refer note 15 (f) above)	24,55,50,000	24,55,50,000	15,55,50,000
Weighted average number of equity shares for calculating Basic EPS (in Nos.)	29,46,60,000	29,46,60,000	18,66,60,000
(c) Effect of dilution *	-	-	10,80,00,000
Weighted average number of equity shares for calculating Diluted EPS (in Nos.)	29,46,60,000	29,46,60,000	29,46,60,000
(d) Nominal value of equity shares (in Rs.)	2.00	2.00	2.00
(e) Basic earnings per share (in Rs.)	1.56	0.91	1.03
(f) Diluted earnings per share (in Rs.)	1.56	0.91	0.65

* There are no potential equity share on 31 March 2025 and 31 March 2024.

The members of the Company in its Extraordinary General Meeting (EGM) dated 30 May, 2025 has approved the split of its equity share having face value of Rs. 10 each into a revised face value of Rs. 2 each. Further, in the aforesaid mentioned EGM, the members have also approved for issuance of bonus shares in the ratio of 5:1.

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34. Employee benefit plans

A. Defined contribution plans

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Provident fund	15.21	12.93	10.25
Total	15.21	12.93	10.25

B. Defined benefit plans (unfunded)

In accordance with the Payment of Gratuity Act, 1972, the Company provides for gratuity, as defined benefit plan. The gratuity plan provides for a lump sum payment to the employees at the time of separation from the service on completion of vested year of employment i.e. five years. The liability of gratuity plan is provided based on actuarial valuation as at the end of each financial year.

Changes in the present value of the defined benefit obligation are, as follows:

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Defined benefit obligation at the beginning of the year	20.94	17.78	12.97
Current service cost	6.43	4.83	3.44
Past service cost	-	(0.27)	-
Interest cost	1.43	1.24	0.96
Benefits paid	(2.88)	(2.66)	(1.44)
Actuarial (gain)/ loss on obligations - OCI	1.58	0.02	1.85
Defined benefit obligation at the end of the year	27.50	20.94	17.78

Amount recognised in statement of profit and loss:

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Current service cost	6.43	4.83	3.44
Past service cost	-	(0.27)	-
Net Interest expense	1.43	1.24	0.96
Amount recognised in statement of profit and loss	7.86	5.80	4.40

Amount recognised in Other Comprehensive Income:

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Actuarial (gain)/loss arising from changes in demographic assumptions	-	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	1.02	0.30	-
Actuarial (gain)/loss arising from experience adjustments	0.56	(0.28)	1.85
Amount recognised in Other Comprehensive Income	1.58	0.02	1.85

The principal assumptions used in determining gratuity liability for the Company's plans are shown below:

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Discount rate	6.70%	7.20%	7.40%
Future salary increases	8.00%	8.00%	8.00%
Attrition Rate (all ages)	10.00%	10.00%	10.00%
Retirement age	60 Years	60 Years	60 years
Inservice mortality	IALM (2012-14)	IALM (2012-14)	IALM (2012-14)

Salary growth rate

The salary growth rate usually consists of at least three components, viz. seniority, regular increments and promotional increase and price inflation.

A quantitative sensitivity analysis for significant assumption as on 31 March 2025 is as shown below:

Gratuity Plan	Sensitivity level	Impact on DBO		
		As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Assumptions				
Discount rate	+0.50%	(1.02)	(0.75)	(0.61)
	-0.50%	1.08	0.81	0.63
Future salary increases	+0.50%	0.76	0.58	0.41
	-0.50%	(0.76)	(0.55)	(0.42)

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year. Sensitivities due to mortality and withdrawals are insignificant and hence ignored. Sensitivities as to rate of inflation, rate of increase of pensions in payments, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

The expected maturity analysis of gratuity at undiscounted basis, is as follows:

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Within the next 12 months (next annual reporting period)	2.40	2.15	1.93
Between 1 to 2 years	2.11	1.76	1.55
Between 2 to 3 years	2.50	1.78	1.66
Between 3 to 4 years	3.85	2.06	3.05
Between 4 to 5 years	2.47	3.25	1.74
Between 6 to 10 years	13.11	9.69	8.29
Total expected payments	26.44	20.69	18.22

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 7.88 years (31 March 2024: 7.87 years, 31 March 2023: 7.57 years).

35. Leases:

The following is the break-up of current and non-current lease liabilities

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Non-current lease liabilities	154.34	102.27	101.03
Current lease liabilities	81.56	46.68	33.24
Total	235.90	148.95	134.27

The following is the movement in lease liabilities during the year:

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Balance at the beginning of the year	148.95	134.27	123.00
Additions	139.42	52.00	36.94
Finance cost accrued during the year	14.87	15.30	12.82
Payment of lease liabilities	(67.34)	(52.62)	(38.49)
Balance at the end of the year	235.90	148.95	134.27

The weighted average incremental borrowing rate applied to lease liabilities of Company is 9.00% p.a.

Rental expense recorded for short-term leases was Rs. 6.07 million for the year ended 31 March 2025 (31 March 2024: Rs. 9.57 million and 31 March 2023: Rs. 6.84 million).

The table below provides details regarding the contractual maturities of lease liabilities as at 31 March 2025 on an undiscounted basis.

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Not later than one year	86.36	58.02	43.62
Later than one year and not later than five years	150.92	112.82	113.74
Later than five years	53.54	-	-
	290.82	170.84	157.36

36. Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)
Outstanding export obligation under EPCG scheme

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
	54.81	57.32	10.85
	59.55	242.50	173.95

The Company has other commitments for purchase orders which are issued after considering requirements as per operating cycle for purchase of services, employee benefits. The Company does not have any long term commitment or material non-cancellable contractual commitments/contracts with respect to contractual expenditure which might have a material impact on the financial statements.

37. Contingent Liabilities

(a) Contingent Liabilities not provided for in respect of :

(a) Claims not acknowledged as debts

- Excise / custom duty

- Income tax

- Goods and service tax

- Provident fund (refer note (b) below)

(b) Letter of Credit

(c) Bank guarantee issued in favour of others

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
	-	19.02	19.02
	17.35	17.35	-
	-	1.52	-
	22.86	22.86	22.86
	202.83	179.87	192.87
	15.47	12.28	4.50

Note: The various matters are subject to legal proceedings in the ordinary course of business. The legal proceeding when ultimately conclude will not, in the opinion of management, result to have a material effect on the operations or the financial position of the Company.

(b) The Company has received a Show Cause Notice and Inspection report dated 7 November 2019 and 14 October 2022 in two separate matters from the Provident Fund Department amounting to Rs. 14.66 million and Rs. 8.20 million respectively. The Company has submitted its reply to the authorities, and the matter is currently pending adjudication and clarifications.

Based on management's assessment, the economic outflow in these cases is remote. Accordingly, no provision has been made in the restated financial information.

(c) There has been a Supreme Court (SC) judgement dated 28 February, 2019, relating to components of salary structure that need to be taken into account while computing the contribution to provident fund under the EPF Act. There are interpretative aspects related to the Judgement including the effective date of application. Pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, was not ascertainable and consequently no effect was given in the books of account.

(d) The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post- employment benefits has been notified in the Official Gazette on 29th September 2020. The draft rules have been released on 13 November, 2020 and suggestions have been invited from stakeholders which are under consideration by the Ministry. The impact of the change will be assessed and accounted in the period in which said rules are notified for implementation.

38. Related party disclosures

A. List of related parties

(a) Holding Company

- None

(b) Key Management Personnel (KMP)

KMP and its relative

- Mr. Manoj Tayal (Managing Director)
- Mr. Vinay Kumar Tayal (Whole-time Director)
- Mr. Manik Tayal (Whole-time Director w.e.f. 14 September 2022)
- Mr. Aayush Tayal (Whole-time Director w.e.f. 14 September 2022)
- Mr. Arun Tayal (Director upto 14 September 2022)
- Mr. Pradeep Tayal (Director upto 14 September 2022 and Father of Aayush Tayal)
- Mrs. Amita Tiwari (Company Secretary w.e.f. 21 October 2023)
- Mrs. Geetanjali Dua (Company Secretary upto 4 November 2023)
- Mr. Ranjeet Singh (Company Secretary w.e.f. 15 July 2025)
- Mr. Atul Seksaria (Independent Director w.e.f. 13 June 2025 and upto 7 August 2025)
- Mr. Aradhita Agarwal Kedia (Independent Director w.e.f. 11 August 2025)
- Mrs. Sangeeta Bhatia (Independent Director w.e.f. 13 June 2025)
- Mrs. Sonia Bansal Arora (Independent Director w.e.f. 13 June 2025)
- Mr. Vikas Makhija (Chief Executive Officer w.e.f. 7 May 2025)
- Mrs. Sudhir Kumar Jain (Chief Financial Officer w.e.f. 7 May 2025)
- Mrs. Nutan Tayal (Wife of Mr. Arun Tayal and Mother of Mr. Manik Tayal)
- Mrs. Meenu Tayal (Wife of Mr. Pradeep Tayal and Mother of Mr. Aayush Tayal)
- Mrs. Renu Tayal (Wife of Mr. Manoj Tayal)
- Mrs. Juhi Tayal (Wife of Mr. Vinay Kumar Tayal)
- Mr. Sambhav Tayal (Son of Mr. Arun Tayal and Brother of Mr. Manik Tayal)
- Mrs. Nikita Tayal (Daughter of Mr. Pradeep Tayal and Sister of Mr. Aayush Tayal)
- Mrs. Reeti Aggarwal (Wife of Mr. Sambhav Tayal)
- Mrs. Sonakshi Mittal (Wife of Mr. Manik Tayal)

(c) Entities on which key management personnel have significant influence

- BB Transport Company

Relationship

Sole Proprietorship firm of Mr. Vinay Kumar Tayal

B. The following transactions were carried out with related parties in the ordinary course of business:-

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest paid			
Arun Tayal	-	-	3.10
Pradeep Tayal	-	0.48	2.70
Manoj Tayal	-	0.42	2.49
Vinay Kumar Tayal	-	0.31	1.73
Nutan Tayal	-	-	0.74
Meenu Tayal	-	0.08	0.25
Renu Tayal	3.38	4.15	5.42
Juhi Tayal	-	0.65	3.63
Nikita Tayal	-	-	0.01
Unsecured loan received			
Vinay Kumar Tayal	-	-	7.50
Unsecured loan repaid			
Arun Tayal	-	-	53.77
Pradeep Tayal	-	32.36	-
Manoj Tayal	-	28.65	1.80
Vinay Kumar Tayal	-	20.95	7.50
Meenu Tayal	-	2.99	-
Nutan Tayal	-	-	12.86
Juhi Tayal	-	43.61	-
Renu Tayal	8.73	15.77	5.80
Nikita Tayal	-	-	0.09
Services received			
BB Transport Company	4.92	3.06	3.27
Rent paid			
Sambhav Tayal	12.43	8.68	-
Sale of land and building			
Sambhav Tayal	-	126.30	-

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Remuneration			
Arun Tayal	-	-	5.68
Pradeep Tayal	-	-	5.68
Manoj Tayal	19.98	12.70	12.48
Vinay Kumar Tayal	19.98	18.45	12.48
Sambhav Tayal	-	-	3.52
Manik Tayal	19.98	18.45	8.00
Aayush Tayal	19.98	18.23	8.03
Nutan Tayal	-	-	1.03
Renu Tayal	-	-	1.03
Juhi Tayal	-	-	1.03
Reeti Aggarwal	-	-	1.65
Sonakshi Mittal	-	-	1.65
Amita Tiwari	0.66	0.29	-
Geetanjali Dua	-	0.32	0.42

* Managerial remuneration does not include gratuity and compensated absences as these are provided in the books of accounts on the basis of actuarial valuation for the Company as a whole and individual amount cannot be determined.

C. Outstanding balances:

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Trade payables			
BB Transport Company	1.40	0.31	0.63
Long term borrowing			
Arun Tayal	-	-	-
Pradeep Tayal	-	-	32.36
Manoj Tayal	-	-	28.65
Vinay Kumar Tayal	-	-	20.95
Nutan Tayal	-	-	-
Meenu Tayal	-	-	2.99
Renu Tayal	38.14	43.83	59.60
Juhi Tayal	-	-	43.61
Remuneration payable			
Manoj Tayal	5.43	2.58	3.44
Vinay Kumar Tayal	5.43	4.87	3.44
Manik Tayal	5.36	4.33	0.87
Aayush Tayal	5.47	3.71	0.55
Other receivables			
Sambhav Tayal	7.58	7.58	-

D. Terms

All transactions and outstanding balances with these related parties are disclosed at undiscounted values, are priced on at arm's length basis and are to be settled within the credit period allowed as per the policy. All related parties balances are unsecured and considered good.

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39. Segment information

The Company deals in only one business segment of manufacturing and sale of electronic goods and ancillary items and the chief operating decision maker (CODM) reviews the operations of the Company as a whole, hence there is no reportable segments as per Ind AS 108 "Operating Segments". The management considers that the various goods and services provided by the Company constitutes single business segment, since the risk and rewards from these services are not different from one another. Most of the activities are revolving around this business and accordingly has only one reportable segment.

Entity wide disclosure details as per Ind AS 108 on operating segments are given below-

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Within India	7,361.86	5,374.62	4,965.00
Outside India	510.85	419.04	330.46
Total Revenue	7,872.71	5,793.66	5,295.46

There are no material non-current assets domiciled outside India.

Revenue from three customers (31 March 2024 : two, 31 March 2023: two) individually accounted for more than 10% of the total revenue.

40. Dues to Micro and Small Enterprises

The dues to Micro and Small Enterprises as required under the Micro, Small and Medium Enterprises Development Act, 2006 to the extent information available with the Company is given below:

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
(I) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:			
Principal amount due to micro and small enterprises	55.81	23.39	49.79
Interest due on above	-	-	-
(II) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-	-
(III) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-
(IV) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-	-
(V) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-	-

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41. Fair values measurements

(i) Financial instruments by category

Particulars	As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	FVTPL	Amortised cost	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial assets						
Investments	-	-	0.10	-	0.10	-
Other financial assets (non-current)	-	166.01	-	120.72	-	97.80
Trade receivables	-	1,707.97	-	1,283.85	-	1,079.50
Cash and cash equivalents	-	6.18	-	54.21	-	8.07
Other financial assets (current)	-	21.72	-	39.42	-	16.78
Total financial assets	-	1,901.88	0.10	1,498.20	0.10	1,202.15
Financial liabilities						
Borrowings (non-current)	-	860.49	-	474.92	-	472.95
Lease liability (current and non-current)	-	235.90	-	148.95	-	134.27
Other financial liabilities (non-current)	-	1.75	-	1.60	-	7.88
Borrowings (current)	-	1,477.74	-	1,332.35	-	1,356.97
Trade payables (current)	-	1,596.81	-	1,017.74	-	874.52
Other financial liabilities (current)	-	246.34	-	151.80	-	87.80
Total financial liabilities	-	4,419.03	-	3,127.36	-	2,934.39

(ii) Fair value hierarchy

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurements as a whole.

Level 1 : quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 : valuation techniques for which the lowest level inputs that has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3 : valuation techniques for which the lowest level input which has a significant effect on fair value measurement is not based on observable market data.

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities, other than those whose fair values are close approximations of their carrying values.

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41. Fair values measurements (contd.)

Assets and liabilities which are measured at amortised cost for which fair values are disclosed at 31 March 2025:

	Date of valuation	Fair value measurement using		
		Total	Quoted prices in active markets	Significant observable inputs
			(Level 1)	(Level 2)
Financial assets				
Security deposits	31-03-2025	33.27	-	-
				Significant unobservable inputs (Level 3)
Financial liabilities				
Non-current borrowings*	31-03-2025	1,021.64	-	-

There have been no transfers between Level 1 and Level 2 during the year.

Assets and liabilities which are measured at amortised cost for which fair values are disclosed at 31 March 2024:

	Date of valuation	Fair value measurement using		
		Total	Quoted prices in active markets	Significant observable inputs
			(Level 1)	(Level 2)
Financial assets				
Security deposits	31-03-2024	34.23	-	-
				Significant unobservable inputs (Level 3)
Financial liabilities				
Non-current borrowings*	31-03-2024	602.91	-	-

There have been no transfers between Level 1 and Level 2 during the year.

Assets and liabilities which are measured at amortised cost for which fair values are disclosed at 31 March 2023:

	Date of valuation	Fair value measurement using		
		Total	Quoted prices in active markets	Significant observable inputs
			(Level 1)	(Level 2)
Financial assets				
Security deposits	31-03-2023	19.33	-	-
				Significant unobservable inputs (Level 3)
Financial liabilities				
Non-current borrowings*	31-03-2023	603.34	-	-

There have been no transfers between Level 1 and Level 2 during the year.

* Includes current maturities of long term borrowings.

Valuation technique used to determine fair value:

- For cash and cash equivalents, trade receivables, loans other financial assets, short term borrowings, trade payables and other current financial liabilities the management assessed that they approximate their carrying amounts largely due to the short-term maturities of these instruments.
- The fair value of security deposits and non-current borrowings is determined using discounted cash flow analysis.

42. Financial risk management objectives and policies

The Company's principal financial liabilities, comprise borrowings, trade payables and capital creditors. The Company's principal financial assets include long term deposits, trade receivables, cash and short-term deposits that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by the Board of Directors that advises on financial risks and the appropriate financial risk governance framework for the Company. The board provides assurance to the Company's management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The management reviews and agrees policies for managing each of these risks, which are summarised below.

I. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include deposits.

The sensitivity analyses of the above mentioned risk in the following sections relate to the position as at 31 March 2025, 31 March 2024 and 31 March 2023.

The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities.

The following assumptions have been made in calculating the sensitivity analysis:

- The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2025, 31 March 2024 and 31 March 2023.

A. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

	Increase/ decrease in basis points	Effect on profit before tax
		Rs. In million
31 March 2025		
INR	+50	(11.50)
INR	-50	11.50
31 March 2024		
INR	+50	(8.82)
INR	-50	8.82
31 March 2023		
INR	+50	(8.21)
INR	-50	8.21

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior year.

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42. Financial risk management objectives and policies (contd.)

B. Foreign currency sensitivity

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

Exposure to foreign currency risk expressed in Indian rupees:-

	(Rs. In million)					
	31 March 2025		31 March 2024		31 March 2023	
	Amount in FC	Amount in Rs.	Amount in FC	Amount in Rs.	Amount in FC	Amount in Rs.
Exposure to foreign currency risk (assets)						
Financial assets						
Trade receivables						
EUR	-	-	44,130	3.98	95	0.01
USD	24,05,832	205.77	23,74,496	197.97	11,06,951	91.00
Cash and cash equivalents						
USD	13,134	1.12	2,33,229	19.45	-	-
Trade payables						
EUR	48,296	4.22	64,676	5.83	27,124	2.43
USD	21,38,968	182.94	21,27,326	177.36	12,66,784	104.14
KRW	1,02,44,29,953	61.45	73,60,504	44.90	-	-

The following tables demonstrate the sensitivity to a reasonably possible change in currency exchange rates, with all other variables held constant. The impact on the Company profit before tax is due to changes in the fair value of monetary assets and liabilities as given below:

	31 March 2025		31 March 2024		31 March 2023	
			Impact on profit before tax			
	Change +1%	Change -1%	Change +1%	Change -1%	Change +1%	Change -1%
Trade receivables						
EUR	-	-	0.04	(0.04)	0.00	(0.00)
USD	2.06	(2.06)	1.98	(1.98)	0.91	(0.91)
Cash and cash equivalents						
USD	0.01	(0.01)	0.19	(0.19)	-	-
Trade payables						
EUR	(0.04)	0.04	(0.06)	0.06	(0.02)	0.02
USD	(1.83)	1.83	(1.77)	1.77	(1.04)	1.04
KRW	(0.61)	0.61	(0.45)	0.45	-	-

The movement in the pre-tax effect on profit and loss is a result of a change in the fair value of monetary assets and liabilities denominated in foreign currency.

II. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions.

Credit risk from investments with banks and other financial institutions is managed by the treasury functions in accordance with the management policies. Investments of surplus funds are only made with approved counterparties who meet the appropriate rating and/or other criteria, and are only made within approved limits. The management continually re-assess the Company's policy and update as required. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty failure.

The maximum credit risk exposure relating to financial assets is represented by the carrying value as at the Balance Sheet date.

A. Trade receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit review and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

At the year end the Company does not have any significant concentrations of bad debt risk.

An impairment analysis is performed at each reporting date on an individual basis for major customers. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 38. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets.

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Balance at the beginning of the year	40.74	33.22	33.22
Allowance for impairment	9.85	7.52	-
Amounts written off against that allowance	(17.58)	-	-
Balance at the end of the year	33.01	40.74	33.22

The following table provides information about the exposure to credit risk and ECLs for trade receivables as at 31 March 2025-

Maturity	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total population	1,067.10	645.61	12.54	9.38	6.35	1,740.98
Expected credit loss rates	0.00%	0.73%	100.00%	100.00%	100.00%	
Expected credit loss allowance	-	4.74	12.54	9.38	6.35	33.01

The following table provides information about the exposure to credit risk and ECLs for trade receivables as at 31 March 2024-

Maturity	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total population	808.25	482.79	13.77	5.73	14.05	1,324.59
Expected credit loss rates	0.00%	1.49%	100.00%	100.00%	100.00%	
Expected credit loss allowance	-	7.19	13.77	5.73	14.05	40.74

The following table provides information about the exposure to credit risk and ECLs for trade receivables as at 31 March 2023-

Maturity	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total population	826.74	261.74	9.64	1.35	13.25	1,112.72
Expected credit loss rates	0.00%	3.43%	100.00%	100.00%	100.00%	
Expected credit loss allowance	-	8.98	9.64	1.35	13.25	33.22

B. Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties.

III. Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

	Less than 12 months	1 to 5 years	> 5 years	Total
As at 31 March 2025				
Borrowings	1,477.74	786.51	73.98	2,338.23
Trade payables	1,596.81	-	-	1,596.81
Lease liabilities (undiscounted)	86.36	150.92	53.54	290.82
Other financial liability	246.34	1.75	-	248.09
	3,407.25	939.18	127.52	4,473.95
	Less than 12 months	1 to 5 years	> 5 years	Total
As at 31 March 2024				
Borrowings	1,332.35	420.82	54.10	1,807.27
Trade payables	1,017.74	-	-	1,017.74
Lease liabilities (undiscounted)	58.02	112.82	-	170.84
Other financial liability	151.80	1.60	-	153.40
	2,559.91	535.24	54.10	3,149.25
	Less than 12 months	1 to 5 years	> 5 years	Total
As at 31 March 2023				
Borrowings	1,356.97	472.95	-	1,829.92
Trade payables	874.52	-	-	874.52
Lease liabilities	43.62	113.74	-	157.36
Other financial liability	87.80	7.88	-	95.68
	2,362.91	594.57	-	2,957.48

IV. Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry. The Company is a manufacturer of electronic goods and the management have assessed risk concentration as low.

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43 . Capital Management

The objective of the Company's capital management structure is to ensure that there remains sufficient liquidity within the Company to carry out committed work programme requirements. The Company monitors the long term cash flow requirements of the business in order to assess the requirement for changes to the capital structure to meet that objective and to maintain flexibility.

The Company manages its capital structure and makes adjustments to it, in light of changes to economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital, issue new shares for cash, repay debt, put in place new debt facilities or undertake other such restructuring activities as appropriate. No changes were made in the objectives, policies or processes during the year ended 31 March 2025.

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Borrowings	2,338.23	1,807.27	1,829.92
Less: Cash and cash equivalents	6.18	54.21	8.07
Net debts	2,332.05	1,753.06	1,821.85
Total equity	2,463.63	2,004.63	1,737.16
Total net debt and equity	4,795.68	3,757.69	3,559.01
Gearing ratio (%)	48.63%	46.65%	51.19%

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44. Accounting for Amalgamation of UKB Industries Private Limited with the Company

(i) Pursuant to scheme of Arrangement for Amalgamation of the erstwhile UKB Industries Private Limited (Formerly known as Manglam Cold Storage Private Limited) with the Company, as approved by the shareholders and subsequently sanctioned by Hon'ble National Company Law Tribunal vide its order dated 11 September 2023, which became effective on 21 September 2023 on filing of certified copy of the order of Hon'ble National Company Law Tribunal in the office of Registrar of Companies, all the properties, assets, both movable and immovable, liabilities including contingent liabilities of erstwhile UKB Industries Private Limited have without further act or deed, been transferred to and vested in the Company at their book values, as a going concern with effect from the appointed date 1 April, 2022.

(ii) Consequent to the Scheme of Arrangement for Amalgamation, 36,00,000 equity shares of Rs. 10 each of the Company stands cancelled and same has been allotted to the Shareholders of erstwhile UKB Industries Private Limited (12 equity shares of the Company for every equity shares of erstwhile UKB Industries Private Limited) in financial year 2023-24.

(iii) For giving effect to the amalgamation, the assets and liabilities including contingent liabilities as at 1 April, 2022 of the erstwhile UKB Industries Private Limited (being the year when pending effectuation of the scheme, the business and activities of erstwhile UKB Industries Private Limited were being run and managed in trust for the Company) for the year ended 31 March, 2023 are incorporated in the accounts as per following details :

a) Impact on Balance Sheet items

Rs. in million	
Particulars	31 March 2023
Assets	
Cash & Cash Equivalents	0.00
Deferred Tax Assets	0.02
Other Current Assets	0.15
Total Assets	0.18
Equity and Liabilities	
Other equity	0.18
Total Liabilities	0.18

b) Impact on Profit & Loss Account

Rs. in million	
Particulars	31 March 2023
Income	
Other Income	0.01
Total Income	0.01
Expenses	
Other Expenses	0.85
Total Expense	0.85
Loss before tax	(0.84)

45. Ratio Analysis and its elements

The following are analytical ratios for the year ended 31 March 2025 and 31 March 2024-

Particulars	Numerator	Denominator	As at 31 March 2025	As at 31 March 2024	% change
Current ratio (with current maturities of long term debts)	Current Assets	Current Liabilities (with current maturities of long term debts)	1.07	1.07	0.11%
Current ratio (without current maturities of long term debts)	Current Assets	Current Liabilities (without current maturities of long term debts)	1.13	1.13	-0.21%
Debt- equity ratio	Debt (Long term)	Total Equity	0.95	0.90	5.27%
Debt service coverage ratio	Profit after tax+ Depreciation and amortisation + Interest on long term debt	(Interest on long term debt + principal repayment of long term debt during the period	1.96	1.00	96.67%
Return on equity ratio	Net Profit After Tax	Average shareholders' equity	20.60%	14.30%	44.07%
Inventory turnover ratio	Cost of Goods Sold	Average Inventory	3.43	2.87	19.50%
Trade receivable turnover ratio	Revenue from operations	Average Trade Receivables	5.26	4.90	7.34%
Trade payable turnover ratio	Total Purchases	Average Trade Payable	4.34	3.90	11.22%
Net capital turnover ratio	Revenue from operations	Current Assets -Current Liabilities (excluding Current Maturity of Long Term Debt)	19.18	18.62	3.03%
Net profit ratio	Net Profit After Tax	Revenue from operations	5.85%	4.62%	26.61%
Return on capital employed	EBIT	Capital Employed- Total Equity and Long term debt and Deferred tax liability	17.23%	14.70%	17.22%
Return on investment	Interest Income	Average invested amount in fixed deposits	3.71%	2.44%	52.22%

Reasons for material variations

- Due to increase in net Profit as compared to previous year.
- Due to a longer fixed deposit period compared to the previous year.

The following are analytical ratios for the year ended 31 March 2024 and 31 March 2023-

Particulars	Numerator	Denominator	As at 31 March 2024	As at 31 March 2023	% change
Current ratio (with current maturities of long term debts)	Current Assets	Current Liabilities (with current maturities of long term debts)	1.07	1.14	-5.96%
Current ratio (without current maturities of long term debts)	Current Assets	Current Liabilities (without current maturities of long term debts)	1.13	1.21	-6.46%
Debt- equity ratio	Debt (Long term Borrowing)	Total Equity	0.90	1.05	-14.42%
Debt service coverage ratio	Profit after tax+ Depreciation and amortisation + Interest on long term debt	(Interest on long term debt + principal repayment of long term debt during the period	1.00	1.28	-22.07%
Return on equity ratio	Net Profit After Tax	Average shareholders' equity	14.30%	11.68%	22.37%
Inventory turnover ratio	Cost of Goods Sold	Average Inventory	2.87	2.73	5.21%
Trade receivable turnover ratio	Revenue from operations	Average Trade Receivables	4.90	4.95	-0.86%
Trade payable turnover ratio	Total Purchases	Average Trade Payable	3.90	5.19	-24.76%
Net capital turnover ratio	Revenue from operations	Current Assets -Current Liabilities (excluding Current Maturity of Long Term Debt)	18.62	11.48	62.22%
Net profit ratio	Net Profit After Tax	Revenue from operations	4.62%	3.62%	27.49%
Return on capital employed	EBIT	Capital Employed- Total Equity and Debt and Deferred tax liability	14.70%	12.42%	18.41%
Return on investment	Interest Income	Average invested amount in fixed deposits	2.44%	0.80%	205.84%

Reasons for material variations

- The Increase in net capital turnover ratio is due to the increase in revenue and decrease in working capital during the year.
- Due to increase in net Profit as compared to previous year.
- Due to a longer fixed deposit period compared to the previous year.

46. Details of Corporate Social Responsibility (CSR) expenditure:

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are promoting education, promoting gender equality by empowering women, healthcare, environment sustainability, art and culture, destitute care and rehabilitation, disaster relief, COVID-19 relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds were primarily utilized through the period/year on these activities which are specified in Schedule VII of the Companies Act, 2013:

A. Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Gross Amount required to be spent as per Section 135 of the Act	6.22	4.92	4.28
Add: Amount Unspent from previous year	-	-	-
Less: Amount excess paid to be carried forward	-	-	-
Total Gross amount required to be	6.22	4.92	4.28

B. Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Amount spent during the year on			
(i) Construction/acquisition of an	-	-	-
(ii) On purposes other than (i) above	6.00	4.92	4.55

C. Details related to amount spent/ unspent	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Particulars			
Contribution to Charitable Trust	-	-	-
Spent on activities related to Eradication of hunger and malnutrition, old age persons and orphans, promoting education, art and culture, healthcare, environment sustainability	6.00	4.92	4.55
Accrual towards unspent			
Ongoing projects	-	-	-
Other than Ongoing projects	-	-	-
Total	6.00	4.92	4.55

D. There are no ongoing CSR projects in process that are being executed by the Company.

E. Details of excess CSR expenditure

Year of activity	Opening balance excess spent	Amount required to be spent during the year	Amount spent during the year	Closing balance excess spent / (Required to be spent)
Year ended 31 March 2023	-	4.28	4.55	0.27
Year ended 31 March 2024	0.27	4.92	4.92	0.27
Year ended 31 March 2025	0.27	6.22	6.00	0.05

47. The Company has sanctioned facilities from banks on the basis of security of current assets. The quarterly returns / statements filed by the Company with such banks are materially in agreement with the books of accounts of the Company except as given below:

Quarter ended	Particulars of Securities Provided	Amount as per books of account (Rs. million)	Amount as reported in the quarterly return/ statement (Rs. million)	Amount of difference (Rs. million)	Reason for material discrepancies
June 2023	Trade debtors	958.90	888.30	70.60	Due to timing differences in reporting to bank and routine book closure period adjustments.
June 2023	Trade creditors	594.77	648.50	(53.73)	
December 2023	Trade debtors	936.52	977.50	(40.99)	
March 2024	Trade creditors	853.60	873.60	(20.00)	

48. Other statutory information:

(i) No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(ii) The Company has not been declared a wilful defaulter by any bank or financial Institution or other lender.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

(v) Utilisation of Borrowed funds and share premium:

The Company has not advanced or loaned or invested funds to any other person or entity, 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.

The Company has not received any fund from any person or entity, 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,

(vi) The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the period (previous 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).

(vii) The Company has not traded or invested in crypto currency or virtual currency during the financial period.

(viii) No Significant Subsequent events other than as disclosed in note 15 "Equity share capital" have been observed which may require an adjustments/disclosure to the restated financial information.

(ix) The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

(x) The Company has used the borrowings from banks for the specific purpose for which it was taken at the balance sheet date.

(xi) There are no amounts that are due to be transferred to the Investor Education Protection Fund in accordance with relevant provisions of the Companies Act 2013 and rules made thereunder.

(xii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

(xiii) There are no loans or advances in the nature of loans are granted to Promoters, Directors, KMPs and their related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

49. The Company has used accounting softwares for maintaining its books of account, which has a feature of recording the audit trail (edit log) facility, except that audit trail feature was not enabled throughout the year for certain fields in the transaction tables in one accounting software at the application level. Further, audit trail feature was not enabled at the database level to log any direct changes.

Further, to the extent enabled, the audit trail feature has been operated for the relevant transactions recorded in the accounting softwares. Also, we did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail feature of previous year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in previous year.

50. The special purpose Ind AS financial statements of the Company for the year ended 31 March 2023 are audited by the another auditor i.e. P. C. Bindal & Co. who expressed an unmodified opinion on these statements on 1 September, 2025.

51. The Company has in-house Research and development (R&D) centre involved in development activities for new products, improvement in existing products and processes. The Company has incurred R&D expenses amounting to Rs. 40.01 million (31 March 2024: Rs. 28.02 million, 31 March 2023: Rs. 27.27 million) which has been clubbed under respective heads in statement of profit and loss.

52. The figures have been rounded off to the nearest million of rupees up to two decimal places. The figure 0.00 wherever stated represents value less than Rs. 5,000/-.

53. Previous years' figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

In terms of our report of even date
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.: 105047W

For and on behalf of the Board of Directors of
UKB Electronics Private Limited
(Formerly as UKB Electronics Private Limited)

Vinod Gupta
Partner
Membership No.: 503690

Place: Gurugram
Date: 1 September 2025

Manoj Tayal
Chairman and Managing Director
DIN: 01348097
Place: Noida
Date: 1 September 2025

Vinay Kumar Tayal
Whole-time director
DIN: 00359327
Place: Noida
Date: 1 September 2025

Manik Tayal
Whole-time director
DIN: 09736525
Place: Noida
Date: 1 September 2025

Vikas Makhija
Chief Executive Officer
Place: Noida
Date: 1 September 2025

Sudhir Kumar Jain
Chief Financial Officer
Place: Noida
Date: 1 September 2025

Ranjeet Singh
Company Secretary
Membership No.- A44935
Place: Noida
Date: 1 September 2025

OTHER FINANCIAL INFORMATION

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company for Fiscals 2025, 2024 and 2023 together with all the annexures, schedules and notes thereto (“**Audited Financial Statements**”) are available on our website at <https://ukblectronics.com/investor-relations/financial-reports/>. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (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 Audited 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 may have significant influence and should not be relied upon or used as a basis for any investment decision. Neither the Company or any of its advisors, nor the Book Running Lead Managers or the Promoter Selling Shareholders, 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 Audited Standalone Financial Statements, or the opinions expressed therein.

The details of accounting ratios derived from the Restated Financial Information and other non-GAAP information required to be disclosed under the SEBI ICDR Regulations are set forth below:

Particulars	(₹ in million other than share data)		
	Fiscal 2025	Fiscal 2024	Fiscal 2023
Restated earnings per Equity Shares – Basic ⁽¹⁾ (in ₹)	1.56	0.91	1.03
Restated earnings per Equity Share – Diluted ⁽²⁾ (in ₹)	1.56	0.91	0.65
Return on Net Worth ⁽³⁾ (%)	22.52	16.88	14.97
Net asset value per Equity Share ⁽⁴⁾ (in ₹)	6.94	5.38	4.35
EBITDA ⁽⁵⁾	969.52	580.40	598.40

Notes:

- (1) Basic earnings per share (₹) is calculated as restated net profit after tax, for the year attributable to equity shareholders divided by weighted average number of equity shares outstanding during the year (after considering the effects of split and bonus issue of shares).
- (2) Diluted earnings per share (₹) is calculated as restated net profit after tax for the year attributable to equity shareholders divided by weighted average number of diluted equity shares attributable to equity shareholders (after considering the effects of split and bonus issue of shares).
- (3) Return on Net Worth is calculated as PAT divided by net worth. Net worth represents 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, derived from Restated Financial Information, but does not include reserves created out of revaluation of assets and amalgamation.
- (4) Net asset value per equity share (₹) is net asset value per equity share has been computed as net assets (total assets minus total liabilities, excluding revaluation reserves) divided by the number of equity shares outstanding as at the year-end.
- (5) EBITDA is calculated as profit before tax plus depreciation and amortization expense plus finance cost less other income.

The Non-GAAP Measures presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with Ind AS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the year/period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not a standardized term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that they are useful to an investor in evaluating us because they are widely used measures to evaluate a company’s operating performance.

See “Risk Factors – We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operations and financial performance in this Draft Red Herring Prospectus that are subject to inherent measurement challenges. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial, or industry-related statistical information of similar nomenclature computed and presented by other companies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool for investors and there can be no assurance that there will not be any issues or such tools will be accurate going forward” on page 68.

Related party transaction

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e., Ind AS 24 read with the SEBI ICDR Regulations, for the Fiscals 2025, 2024 and 2023 and as reported in the Restated Financial Information, see “***Restated Financial Information – Note 38 – Related party disclosures***” on page 392.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*Some of the information in this section, including information with respect to our business plans and strategies, contains forward-looking statements that involve risks and uncertainties. You should read “**Forward-Looking Statements**” on page 19 for a discussion of the risks and uncertainties related to those statements and also “**Risk Factors**”, and “**Restated Financial Information**” on pages 34 and 340, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see “**Restated Financial Information**” on page 340. Our financial year ends on March 31 of each year, so all references to a particular financial year or Fiscal are to the 12-month period ended March 31 of that year. Unless the context otherwise requires, in this section, references to “the Company”, “our Company”, “we”, “us” or “our” refers to UKB Electronics Limited.*

*Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance have been included in this section and elsewhere in this Draft Red Herring Prospectus. Such non-GAAP financial measures should be read together with the nearest GAAP measure. See “**Risk Factor - We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operations and financial performance in this Draft Red Herring Prospectus that are subject to inherent measurement challenges. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial, or industry-related statistical information of similar nomenclature computed and presented by other companies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool for investors and there can be no assurance that there will not be any issues or such tools will be accurate going forward**” on page 68.*

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled “Industry Research Report on Electronics and Electronics Manufacturing Services Industry” dated August 2025 (the “**CARE Report**”) prepared and issued by CARE Analytics and Advisory Private Limited (“**CARE**”), appointed by us pursuant to an engagement letter dated April 1, 2025 and exclusively commissioned and paid for by us to enable investors to understand the industry in which we operate in connection with the Offer. Unless otherwise indicated, financial, operational, industry and other related information derived from the CARE Report and included herein with respect to any particular calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. A copy of the CARE Report will be available on the website of our Company at <https://ukbelectronics.com/investor-relations/> from the date of the Red Herring Prospectus until the Bid/Offer Closing Date. For further information, see “- **Certain sections of this Draft Red Herring Prospectus disclose information from the CARE Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks**” on page 67. Also see, “**Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data**” on page 17.*

OVERVIEW

We are an integrated electronic manufacturing services (“EMS”) provider with end-to-end capabilities in product design, prototyping and manufacturing electronic and electrical products and solutions. We serve leading original equipment manufacturers (“OEMs”), including Fortune 500 companies and multinational corporations such as LG Electronics India Limited, Panasonic Appliances India Company Limited, Carrier Midea India Private Limited, Haier Appliances India Private Limited. Our diverse product portfolio has enabled us to serve diverse industries across different sectors, which makes us one of the few EMS providers in India capable to cater to both business-to-business-to-consumer (“B2B2C”) and business-to-business-to-business (“B2B2B”) markets. (Source: CARE Report). Our ability to provide end-to-end solutions across the entire value chain of the products we supply, along with our ability to understand, anticipate and innovate solutions for the needs of our marquee customer base has been a key factor in the growth of our Revenue from Operations which grew at a CAGR of 21.93% from Fiscal 2023 to Fiscal 2025.

Our key diversified product portfolio groups in EMS are broadly divided in the following categories:

- **Home appliances and consumer electronics:** We are one of the few homegrown players in India, among the peers considered, with the ability to cover the entire lifecycle of product manufacturing with capabilities for

mould designing, wire and cables designing, manufacturing printed circuit board and brass components, injection and blow moulding and product assembly lines and testing facilities. (Source: CARE Report)

Under this category we manufacture products which are used in various electrical and home appliances as provided below:

Products	Description	Usage
Appliance cord assemblies	Custom-designed power cords and interconnect solutions for household and industrial appliances, built to meet global safety standards	Refrigerators, washing machine, LED televisions, air conditioners. kitchen appliances, information technology (“IT”) products
Electronic distribution systems	Integrated wiring harnesses and cable assemblies used for transmitting power and signals across appliances and systems	Refrigerators, washing machine, LED televisions, air conditioners. kitchen appliances
Printed circuit board assemblies (“PCBAs”)	High-precision assemblies of electronic components mounted on PCBs for use in consumer, industrial, and strategic electronics applications	Home appliances
Remotes	Fully assembled and tested handheld infrared and radio frequency devices used for controlling a wide range of consumer electronic products	Home appliances

- **Strategic electronics:** We serve key strategic electronics sectors, such as (i) aerospace and defence; (ii) automotive (including e-mobility) (iii) mass transportation, (iv) industrial automation and renewables. We are one of the leading manufacturers in India with end-to-end capabilities to manufacture e-mobility charging solutions. (Source: CARE Report) We are also one of the leading manufacturers of specialized wires and cables in terms of product volume in Fiscal 2025, among peers considered. (Source: CARE Report) We are among the limited EMS players with a presence in the defence sector, a domain known for its stringent entry barriers. (Source: CARE Report)

Under this category we manufacture products which are used in various strategic electronics sector as provided below:

Products	Description	Usage
E-mobility products, including cables, charging guns, and chargers	End-to-end EV charging guns and charging cables	Automotive
Specialized cables, including LFH, EBXL, silicone, XLPE, degaussing, thermocouple, communication, ground communication and control, and signal cables, Teflon cables	Complete package of wires and cables for use on board of a naval ship for power, control, signaling and communication purpose	Aerospace and defence sector
Speciality cables and electronic distribution system	Thin wall electron beam crosslinked wires and cable and integrated wiring harness for underframe and roof arrangement for railway coaches	Locomotive and the coach manufacturing divisions of Indian Railways
EBXL cables, wire harness and cords assemblies	Electron beam cross-linked cables and power cords engineered for thermal, mechanical, and chemical performance in demanding environments	Industrial automation and renewable sectors



Our ability to provide end-to-end customer service covering the entire spectrum from design to manufacturing, has allowed us to serve 675 customers of which 203 were OEMs between April 1, 2022, and March 31, 2025. In the home appliances and consumer electronics industry, we serve marquee OEMs, Fortune 500 companies and global brands such as LG Electronics India Limited, IFB Industries Limited, Panasonic Appliances India Company Limited, Voltbek Home Appliances Private Limited, Haier Appliances India Private Limited, Dixon Electro Manufacturing Private Limited, Carrier Midea India Private Limited, Liebherr Appliances India Private Limited, Versuni India Home Solutions Limited, among others.

On average, our relationships with our top 10 customers (based on revenue from product sales in Fiscal 2025) as of March 31, 2025, span more than 13 years. In Fiscal 2025, these top 10 customers accounted for ₹5,281.95

million in revenue from product sales, representing 67.08% of our total Revenue from Operations. Customers who have been associated with us for more than 10 years contributed ₹5,205.87 million, ₹4,088.69 million, and ₹3,532.34 million in Fiscal 2025, 2024, and 2023, respectively, which represented 66.13%, 70.57%, and 66.71% of our Revenue from Operations during those periods.

According to CARE Report, out of total customers served between April 2022, and March 2025, 22 customers were India's Fortune 500 organizations, including 10 PSUs. Providing EMS solutions at global level to various marquee customers, our Company has also served one of the Global Fortune 500 company. (Source: CARE Report)

The table below sets forth our revenues from various sectors which we have served for the periods indicated:

Sector	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of Revenue from Operations	Amount (in ₹ million)	Percentage of Revenue from Operations	Amount (in ₹ million)	Percentage of Revenue from Operations
Home appliances and consumer electronics	7,441.49	94.52%	5,650.39	97.53%	5,288.16	99.86%
Strategic electronics	431.22	5.48%	143.27	2.47%	7.30	0.14%
Total	7,872.71	100.00%	5,793.66	100.00%	5,295.46	100.00%

We have more than two-decades of experience in the EMS industry which has enabled us to develop deep insights into the preferences, expectations, and stringent quality requirements of OEMs in India and globally. By leveraging our experience, we strategically invested around ₹1,855.53 million between Fiscal 2023 and 2025 to expand our manufacturing capabilities and deepening our backward integration to meet the expectations of our customers. As a result of our strategic expansion and integration, we have emerged as one of the few homegrown players in India, among peers considered, with the ability to cover the entire lifecycle of product manufacturing with capabilities for mould designing, wire and cables designing, manufacturing printed circuit board and brass components, injection and blow moulding and product assembly lines and testing facilities. (Source: CARE Report)

We operate 11 strategically located Manufacturing Facilities across Pune (Maharashtra), Ahmednagar (Maharashtra), Noida (Uttar Pradesh), Ghiloth (Rajasthan), Goa, Sri City (Andhra Pradesh), and Chennai (Tamil Nadu). Our Manufacturing Facilities are strategically located in proximity to our customers, enabling us to meet their needs in a time and cost-efficient manner. Proximity to our customers is a part of our strategic marketing approach. The locational advantage of our Manufacturing Facilities helps in reducing logistical costs, improves our order turnaround times and helps in enhancing supply chain resilience. Our Pune manufacturing facility (Maharashtra), Ahmednagar manufacturing facility (Maharashtra), Chennai Facility (Tamil Nadu) and Sri City Plant (Andhra Pradesh) are located near ports, thereby creating a seamless channel for facilitating exports.

Our manufacturing operations are backward integrated, allowing us better control over the manufacturing process, drive cost efficiency across the supply chain, and reduce dependence on external suppliers. Our Manufacturing Facilities are designed to be agile and responsive to changes in product demand. Our production, materials handling, and quality management equipment are versatile and can be swiftly reconfigured for alternative product manufacturing. This ensures efficient time-to-market for new products and allows us to quickly adapt to changes in customer schedules or manufacturing batch sizes, which is crucial for large-scale EMS manufacturing with diverse SKUs.

The table below sets forth the details about our Manufacturing Facilities:

Facility		Products manufactured	Facility overview
Uttar Pradesh	Manufacturing Facility 1	Appliance cord assemblies	

Facility		Products manufactured	Facility overview
	Manufacturing Facility 2	PCBA, remote, Electronic distribution systems, EV charging guns	
	Manufacturing Facility 3	Appliance cord assemblies, Electronic distribution systems	
Maharashtra	Manufacturing Facility 4	Electronic distribution systems	
	Manufacturing Facility 5	Speciality wire and cables	
	Manufacturing Facility 6	Appliance cord assemblies	
	Manufacturing Facility 7	Electronic distribution systems and PCBAs	

Facility		Products manufactured	Facility overview
Rajasthan	Manufacturing Facility 8	Speciality wire and cables, electronic distribution systems and EV charging cables	
Goa	Manufacturing Facility 9	Electronic distribution systems	
Tamil Nadu	Manufacturing Facility 10	Electronic distribution systems	
Andhra Pradesh	Manufacturing Facility 11	Electronic distribution systems	

We place a strong emphasis on research and development (“**R&D**”), which enables us to address the requirements of our customers, pursue innovation, enhance existing products with emerging technologies, and optimize costs across our products through value engineering. With innovative measures, our team works on product and material design to enhance performance and reduce costs. We have an R&D facility and design centre located at Noida equipped with advanced technologies including tools like WCAD, Siemens for DFMA, and embedded software tools for programming. As of March 31, 2025, our R&D team comprise of 35 employees, including qualified professionals from diverse backgrounds in engineering, science, and technology. In Fiscal 2025, 2024, and 2023, our total expenditure for R&D activities was ₹40.01 million, ₹28.02 million and ₹27.27 million, respectively, representing 4.13%, 4.83%, and 4.56% of our EBITDA from operations, respectively. As of March 31, 2025, we have two registered design patents and have applied for one patent which is currently pending registration.

Our Promoters and management team has over three decades of experience in the field of EMS and have been instrumental in the growth of our business. Our Promoter and Managing Director, Manoj Tayal, has more than 20 years of experience in establishing sophisticated and globally competitive Manufacturing Facilities. Our Promoter and Director, Vinay Kumar Tayal, has more than 20 years of leadership experience in developing new business verticals and executing growth strategies in the EMS landscape. Our Board is supported by our Key Managerial Personnel and Senior Management, who have diverse experience in finance, operations, human resource management, logistics and supply chain management, technology, and marketing.

We have established a track record of consistent revenue growth and profitability. The following table sets forth certain of our financial information for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from Operations ⁽¹⁾ (₹ million)	7,872.71	5,793.66	5,295.46
EBITDA ⁽²⁾ (₹ million)	969.52	580.40	598.40
EBITDA Margin (%) ⁽³⁾	12.31	10.02	11.30
Restated profit for the year ("PAT") (₹ million) ⁽⁴⁾	460.18	267.48	191.77
PAT Margin (%) ⁽⁵⁾	5.82	4.51	3.60
Return on Net Worth (%) ⁽⁶⁾	22.52	16.88	14.97
Return on Capital Employed (%) ⁽⁷⁾	27.78	20.99	23.29
Net Debt to EBITDA ⁽⁸⁾ (in times)	2.41	3.02	3.04
Net Debt to Equity ⁽⁹⁾ (in times)	1.14	1.11	1.42
Net Working Capital Days ⁽¹⁰⁾	91	104	132
Gross Fixed Asset Turnover Ratio ⁽¹¹⁾ (in times)	3.74	4.63	4.49
Revenue by Sector ⁽¹²⁾			
B2B2C (%)	94.52	97.53	99.86
B2B2B (%)	5.48	2.47	0.14
Revenue by Geography ⁽¹²⁾			
Within India (%)	93.51	92.77	93.76
Outside India (%)	6.49	7.23	6.24

Notes:

- ⁽¹⁾ Revenue from Operations includes revenue from sale of products and services and other operating revenue.
- ⁽²⁾ EBITDA is calculated as profit before tax plus depreciation and amortization expense plus finance cost less other income.
- ⁽³⁾ EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.
- ⁽⁴⁾ PAT means profit after tax for the year.
- ⁽⁵⁾ PAT Margin is calculated as PAT divided by total income. Total income is calculated as Revenue from Operations plus other income.
- ⁽⁶⁾ Return on Net Worth is calculated as PAT divided by net worth. Net worth represents 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, derived from Restated Financial Information, but does not include reserves created out of revaluation of assets and amalgamation.
- ⁽⁷⁾ Return on Capital Employed is calculated as EBIT divided by capital employed. EBIT is calculated as profit before tax plus finance cost less other income. Capital employed is calculated as net worth plus non-current borrowings.
- ⁽⁸⁾ Net Debt to EBITDA ratio is calculated as net debt divided by EBITDA. Net debt is calculated as non-current borrowings plus current borrowing less cash and cash equivalents.
- ⁽⁹⁾ Net Debt to Equity ratio is calculated as net debt divided by net worth. Net debt is calculated as non-current borrowings plus current borrowing less cash and cash equivalents.
- ⁽¹⁰⁾ Net Working Capital Days is calculated as inventory days plus receivable days less payable days. Inventory days is calculated as (closing inventory / COGS) * 365. Receivable days is calculated as (closing trade receivables / Revenue from Operations) * 365. Payable days is calculated as (closing trade payables / COGS) * 365. COGS is calculated as cost of materials consumed plus changes in inventories of finished goods, stock-in-trade and work-in-progress plus purchases of stock-in-trade.
- ⁽¹¹⁾ Gross Fixed Asset Turnover Ratio is calculated as Revenue from Operations divided by closing gross block. Gross block represents the total cost of all property plant and equipment.
- ⁽¹²⁾ Revenue by Sector / Revenue by Geography has been computed based on data extracted from the sales register.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Our business, prospects, results of operations and financial conditions are affected by a number of factors, including the following:

Dependence on home appliances and consumer electronics

Under the home appliances and consumer electronics category, we manufacture products which are used in various electrical and home appliances such as appliance cord assemblies, electronic distribution systems, PCBAs and remotes. The table below sets forth our revenues from various sectors which we have served for the periods indicated:

Sector	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	Percentage of Revenue from Operations	Amount (in ₹ million)	Percentage of Revenue from Operations	Amount (in ₹ million)	Percentage of Revenue from Operations
Home appliances and consumer electronics	7,441.49	94.52%	5,650.39	97.53%	5,288.16	99.86%
Strategic electronics	431.22	5.48%	143.27	2.47%	7.30	0.14%
Total	7,872.71	100.00%	5,793.66	100.00%	5,295.46	100.00%

We derive a significant portion of our revenue from the sale of products from our home appliances and consumer electronics segment. Out of these product offerings, appliances cord assemblies and electronics distribution systems contribute significantly to the Revenue from Operations of the Company. Our Company needs to adapt to emerging trends and changes in consumer tastes and preferences and be upto date with technology in order to cater to our home appliances and consumer electronics business segment appropriately.

Maintaining our customer relationships

Our financial performance has largely been driven by our major customers and a key factor to our future success will be, our ability to continue to deliver value for our customers, increase our customer base, and deepen our relationships with our existing customers. On average, our relationships with our top 10 customers (based on revenue from product sales in Fiscal 2025) as of March 31, 2025, span more than 13 years. In Fiscal 2025, these top 10 customers accounted for ₹5,281.95 million in revenue from product sales, representing 67.08% of our total Revenue from Operations. Customers who have been associated with us for more than 10 years contributed ₹5,205.87 million, ₹4,088.69 million, and ₹3,532.34 million in Fiscal 2025, 2024, and 2023, respectively, which represented 66.13%, 70.57%, and 66.71% of our revenues from operations during those periods.

Significant portion of our Revenue from Operations arises from sales of our products to our customers. The table below sets forth our revenue proportion from our top customers for the relevant Fiscals:

S. No.	Top customers	Fiscal 2025		Fiscal 2024		Fiscal 2023	
		Amount (in ₹ million)	% of Revenue from Operations	Amount (in ₹ million)	% of Revenue from Operations	Amount (in ₹ million)	% of Revenue from Operations
1.	Top five customers	4,362.22	55.41	3,283.36	56.67	2,963.39	55.96
2.	Top 10 customers	5,281.95	67.08	4,194.23	72.40	3,900.43	73.65

We have retained our existing customers and continue to attract new customers. The tables below illustrate our revenue from customers, segregated based on the years of relationship with such customers for the years:

Period of customer relationship	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue from such customers (in ₹ million)	Percentage of Revenue from Operations	Revenue from such customers (in ₹ million)	Percentage of Revenue from Operations	Revenue from such customers (in ₹ million)	Percentage of Revenue from Operations
More than 10 years	5,205.87	66.13%	4,088.69	70.57%	3,532.34	66.71%
More than 5 years but less than 10 years	715.45	9.09%	689.10	11.89%	1,034.86	19.54%
Five years and less	1,951.39	24.78%	1,015.88	17.54%	728.26	13.75%
Total	7,872.71	100.00%	5,793.67	100.00%	5,295.46	100.00%

Our relationships with these customers and the demand for our products from our customers has a significant impact on our results of operations and financial condition and our sales are particularly affected by the market demand and sales levels of our key customers. In the event that we lose one or more of our key customers or if the amount of business we receive from them is reduced for any reason or they commence production of the products we supply to them, in India, our cash flows and results of operations may be affected. Our contracts and supply arrangements with key customers also contain certain standards and performance obligations and our failure to meet such specifications could result in a reduction of business from them, termination of contracts or additional costs and penalties, all of which may adversely impact our results of operations and financial condition.

Raw material cost and availability

Our principal raw materials include copper rod, brass rod and raw materials for PVC compounding like Polyvinyl Chloride Resin, Dioctyl terephthalate, Trioctyl Trimellitate, master batch, printed circuit board, display, electronics components and bought our parts like terminal, housing, terminal position assurance. The cost of our products is dependent on our ability to source these other raw materials at acceptable prices and maintain a stable and sufficient supply of our raw materials. The price and availability of raw materials are subject to volatility and

unavailability caused by various external conditions, including supply and demand dynamics, logistics and processing costs, our bargaining power with suppliers, inflation, governmental regulations and policies, overall economic conditions, production levels, market demand and competition for such materials, production, duties and taxes, and trade restrictions.

The table below sets forth details of cost of materials consumed by us in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Cost of raw materials consumed (₹ million)	5,411.78	3,857.30	3,626.84
Revenue from operations (₹ million)	7,872.71	5,793.66	5,295.46
Cost of raw materials as a percentage of Revenue from Operations	68.74%	66.58%	68.49%

While we have arrangements with our customers to pass on the change in raw material costs on periodical basis, we are exposed to raw material price volatility, which may adversely affect our business, financial condition, and results of operations. Raw materials constitute the largest component of our cost structure. Accordingly, fluctuations in the prices of raw materials may have a significant impact on our financial performance. In the event the holding period of raw materials exceeds our average inventory holding period, we may require additional working capital to maintain such inventory levels, thereby increasing our working capital requirements.

Any increase in the prices of raw materials, which we are unable to fully pass on to our customers, could have a material adverse effect on our business, results of operations, and financial position. Our cash flows may also be impacted by timing mismatches between the procurement of raw materials and the revision of component prices charged to customers to reflect increased raw material costs. Our ability to revise prices depends on several factors, including the nature of our customer relationships, prevailing industry practices for specific raw materials or components, and whether short- to medium-term fluctuations in input costs have already been accounted for during price finalisation.

Further, if any of our key suppliers were to discontinue or interrupt supply, whether due to commercial disagreements, insolvency, supply chain disruptions, or other reasons, we may not be able to procure the required raw materials from alternate sources on comparable commercial terms or within acceptable timelines. Any such disruption could adversely affect our production schedules and may lead to delays or breaches in our contractual delivery obligations to customers. This, in turn, could materially impact our business, financial condition, cash flows, and results of operations.

Design and development of new products

Our business model is significantly dependent on our ability to successfully undertake design and development activities for new products. The design and development process is both time-intensive and capital-intensive and is subject to a high degree of business risk. The development of new products necessitates the allocation of substantial time, capital and other resources, and there can be no assurance that such investments will result in a commensurate increase in our revenues. Consequently, our investments in product development may lead to increased costs without a corresponding enhancement in our financial performance.

Furthermore, our industry is subject to rapid technological advancements and evolving market dynamics. Accordingly, we are required to continually adapt to these changes, which may necessitate significant expenditure towards the implementation of new technologies, upgradation of our manufacturing infrastructure, and recruitment of specialised design personnel. Such efforts need to result in the timely development and successful commercialisation of new products, otherwise we might fail to generate expected revenues, our business, financial condition and results of operations may be affected. Our future performance and competitiveness are substantially dependent on our ability to respond in a timely and cost-effective manner to changes in technology and customer preferences and specifications. In addition, our customers' ability to anticipate market trends and develop products aligned with the evolving requirements of end-users is also an important factor in our continued success.

Operating costs and efficiencies

Our ability to manage our operating costs and efficiencies is critical to maintaining our competitiveness and profitability. We continually undertake efforts to reduce our costs in order to protect our margins, such as enhancing utilization of our manufacturing capacity, and improving productivity and effective negotiations with raw material suppliers. However, our profitability is partially dependent on our ability to spread fixed production costs over higher production volumes. In addition, we may face pressure from our key customers to reduce prices, and in order to maintain our profitability, we must be able to reduce raw material costs and decrease other costs

including direct and indirect costs, and boost our productivity. Our ability to reduce our operating costs in line with customer demand is subject to risks and uncertainties, as our costs depend, in part, on external factors beyond our control. We ensure that the products that we supply to our customers are of high quality and free of defects. We have installed and operate a comprehensive quality management system, conforming to best practices and standards which is audited regularly by third-parties to ensure compliance. To do so entails costs which we incur. Such cost relates to matters such as capital expenditure, manpower, systems deployment, quality control and return material authorization. Quality control is critical to our operations and a failure to prevent the passing down of defects to our customers may lead to significant costs. Further, when selecting new suppliers, we take into consideration their reputation, product quality, price, reliability, infrastructure, delivery time and credit terms.

Cost and availability of skilled manpower

Our success also depends on our ability to attract, hire, train and retain skilled manufacturing personnel. Our inability to recruit, train and retain suitably qualified and skilled personnel could adversely impact our business, results of operations, financial condition and cash flows. In addition to our full-time employees, we hire workers on a contractual basis, for semi-skilled, unskilled and routine job works. As at March 31, 2025, we were supported by 625 permanent employees and 4,699 contract labourers. Our expenses towards salaries, wages and other employee benefit costs were ₹1,221.50 million, ₹944.03 million and ₹765.99 million for Fiscals 2025, 2024 and 2023, respectively. We believe that our Company's growth and work environment combined with our employee satisfaction rate has allowed us to attract talent. If there are any labour shortages, it could increase our production cost and hinder our productivity and ability to meet customers' delivery schedules, any or all of which may have an adverse impact on our results of operations.

Continued macroeconomic growth and urbanisation in India

The growth of disposable income and the consumer segment in India is dependent on the growth of the overall Indian economy. As the Indian economy grows, living standards, per capita income and purchasing power improve, it is expected that domestic consumption will increase. In addition, more consumers will have sufficient disposable income to be able to purchase more of the products which we manufacture for our customers and existing customers will be able to spend more on our higher end range of products, both of which potentially increase the size of our market and demand for our products. We believe that economic growth, increasing urbanization, sustained availability of electricity and higher disposable incomes in India will continue to drive our revenue growth. Conversely, slower economic growth may lead to slower growth or even decline in our revenue. During periods of economic uncertainty, particularly where the disposable income of consumers is affected, consumers may choose other cheaper alternatives. Any such event may adversely affect our results of operations and financial condition.

MATERIAL ACCOUNTING POLICIES

1.1 Material accounting policies

a. Property, plant and equipment ("PPE")

Property, plant and equipment are stated at cost i.e., cost of acquisition or construction inclusive of freight, erection and commissioning charges, non-refundable duties and taxes, expenditure during construction period, borrowing costs (in case of a qualifying asset) upto the date of acquisition/ installation, net of accumulated depreciation and accumulated impairment losses, if any.

When significant parts of property, plant and equipment (identified individually as component) are required to be replaced at intervals, the Company derecognizes the replaced part, and recognizes the new part with its own associated useful life and it is depreciated accordingly. Whenever major inspection/overhaul/repair is performed, its cost is recognized in the carrying amount of respective assets as a replacement, if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the statement of profit and loss.

Property, plant and equipment are eliminated from restated financial statements, either on disposal or when retired from active use. Losses/gains arising in case retirement/disposals of property, plant and equipment are recognized in the statement of profit and loss in the year of occurrence.

Depreciation on property, plant and equipment are provided to the extent of depreciable amount on the straight line (SLM) method. Depreciation is provided at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013 as described below:

Class of asset	Useful life (in years)
Factory building	30
Plant and machinery	15
Electrical installations and equipment	10
Furniture and fittings	10
Vehicles	8
Office equipment	5
Computers	3

Leasehold land and leasehold improvements are amortized over the period of the lease or the useful life of the asset, whichever is lower.

The Company upto March 31, 2023 had used written down value (WDV) method as per the estimated useful life of the property, plant and equipment for depreciation charge except in the case of office equipment, where the useful life was determined by the Company as 15 years based on a technical evaluation conducted by a chartered engineer. In the financial year 2023-24, the Company has changed the depreciation method from WDV to straight line method (SLM) as per the estimated useful life of the Company as mentioned above. The aforesaid change in depreciation method is recognised prospectively in accordance with IND AS 8, Accounting Policies, Changes in Accounting Estimates and Errors.

The residual values, useful lives and methods of depreciation/amortization of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

b. Capital work in progress

Capital work in progress is stated at cost, net of impairment loss, if any. Cost includes items directly attributable to the construction or acquisition of the item of property, plant and equipment, and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

c. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization.

Intangible assets with finite lives (i.e. software and licenses) are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and method for an intangible asset is reviewed at least at the end of each reporting period.

Costs relating to computer software are capitalised and amortised on straight line method over their estimated useful economic life of three years.

d. Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

e. Inventories

Raw materials, stores and spares and packing materials

At lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on weighted average basis.

Work in progress:

At lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on the basis of the stage of completion.

Finished goods and by product:

At lower of cost and net realizable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost is determined on a weighted average basis.

f. Borrowing costs

Borrowings cost are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing cost directly attributable to the acquisition or construction of qualifying /eligible assets, intended for commercial production are capitalized as part of the cost of such assets. All other borrowing costs are recognized as an expense in the year in which they are incurred. Interest income earned on the temporary investment of surplus funds out of specific borrowings pending their expenditure on qualifying assets are deducted from the borrowing costs eligible for capitalisation. Qualifying assets are assets that necessarily take a substantive period of time to get ready for their use or sale.

g. Revenue recognition

Revenue from contracts with customers is recognised when control of the goods are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. Such revenue is recognised upon the Company's performance of its contractual obligations and on satisfying all the following conditions:

- (1) Parties to the contract have approved the contract and undertaken to perform their respective obligations;
- (2) Such contract has specified the respective rights and obligations of the parties in connection with the transfer of goods or rendering of services (hereinafter the "Transfer");
- (3) Such contract contains specific payment terms in relation to the Transfer;
- (4) Such contract has a commercial nature, namely, it will change the risk, time distribution or amount of the Company's future cash flow;
- (5) The Company is likely to recover the consideration it is entitled to for the Transfer to customers.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract with the customer. Revenue is recognised when no significant uncertainty exists regarding the collection of the consideration. The amount recognised as revenue is exclusive of all indirect taxes and net of returns and discounts.

(i) Sales of goods:

Revenue from sale of goods is recognized at the point in time when control of the goods is transferred to the customer, generally on delivery of the goods. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, non cash consideration, and consideration payable to the customer (if any).

(ii) Revenue from services is recognised in the accounting period in which the services are rendered.

(iii) Dividend income is recognized when the right to receive payment is established.

(iv) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

h. Foreign currency transactions

The Restated Financial Information are presented in INR, which is also the Company's functional currency.

Foreign currency transactions are initially recorded in functional currency using the exchange rates at the date the transaction. At each balance sheet date, foreign currency monetary items are reported using the exchange rate prevailing at the year end. Exchange differences arising on settlement or translation of monetary items are recognised in statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

i. Taxes on income

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date where the companies operate and generates taxable income.

Deferred tax

Deferred tax is recognized for all taxable temporary differences and is calculated based on the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted at the reporting date.

Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the assets can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

j. Employee benefits

(i.) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further

amounts. Payments to defined contribution plans are recognised as an expense when employees have rendered service entitling them to the contributions.

(ii.) Defined benefit plans

Liability in respect of defined benefit plan is determined at the present value of the amounts payable determined using actuarial valuation techniques performed by an independent actuarial at each balance sheet date using the projected unit credit methods. Re-measurement, comprising actuarial gain and losses, the effects of assets ceiling (if applicable) and the return on plan assets (excluding interest), are reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they occur. Past Service cost is recognized in the statement of profit AND loss in the period of plan amendment.

(iii.) Short-term employee benefits

Liabilities recognised in respect of wages and salaries and other short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service and are expensed as the related services are provided.

(iv.) Other long-term employee benefits

Liabilities recognised in respect of other long-term employee benefits such as long term service awards and compensated absences are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date based on the actuarial valuation using the projected unit credit method carried out at the year-end. Re measurement gain or losses are recognised in the statement of profit and loss in the period in which they arise.

k. Leases

Company 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 restoration cost, less any lease incentives received.

The right-of-use assets are subsequently depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. In addition, the right-of-use asset is reduced by impairment losses, if any.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. When a lease liability is remeasured, the corresponding adjustment of the lease liability 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.

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116 and this may require significant judgment. The Company also uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend or terminate the lease if the Company is reasonably certain based on relevant facts and circumstances that the option to extend or terminate will be exercised. If there is a change in facts and circumstances, the expected lease term is revised accordingly.

The discount rate is generally based on the interest rate specific to the lease being evaluated or if that cannot be easily determined the incremental borrowing rate for similar term is used.

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 or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

l. Provisions, Contingent liabilities and Contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and 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 a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the restated financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

m. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

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

n. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand, cheques 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 statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

o. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Financial assets

Classification

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income ('OCI'), and fair value through profit or loss. Trade receivable that do not contain a significant financing component are measured at transaction price.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. The Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)

- Financial assets at fair value through other comprehensive income (“**FVTOCI**”) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

A ‘financial asset’ is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (“**SPPI**”) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (“**EIR**”) method. 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 in other income in the profit or loss.

Financial assets at fair value through OCI (FVTOCI) (debt instruments)

A ‘financial asset’ is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and
- b) The asset’s contractual cash flows represent SPPI.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument- by-instrument basis. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

This category includes derivative instruments and listed equity investments which the Company had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are recognised in the statement of profit and loss when the right of payment has been established.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognized (i.e. removed from the Company’s balance sheet) when:

The rights to receive cash flows from the asset have expired; or

The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:

- (a) the Company has transferred substantially all the risks and rewards of the asset; or
- (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated at FVTPL. The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on historical credit loss experience and adjustments for forward looking information.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

(b) Financial liabilities

Classification

Financial liabilities - Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities at amortised cost (loans and borrowings)

This is the category most relevant to the Company. 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.

(c) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

(d) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

p. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability 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:

In the principal market for the asset or liability, or

In the absence of a principal market, in the most advantageous market for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

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.

The Company measures financial instruments such as derivatives and certain investments, at fair value at each balance sheet date.

All assets and liabilities for which fair value is measured or disclosed in the restated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the balance sheet on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

q. Government grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant relates to an asset, the cost of the asset is shown at gross value and grant thereon is treated as capital grant which is recognized as income in statement of profit and loss over the period and in proportion in which depreciation is charged.

When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

In the unlikely event that a grant previously recognized is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognized is expensed in the statement of profit and loss except in case of grant related to assets shall be recognized by increasing the carrying amount of the asset and cumulative depreciation that should have been recognized in statement of profit and loss to date in the absence of grant shall be recognized immediately.

2.3 Significant accounting judgements, estimates and assumptions

In the application of the Company accounting policies, which are described as below, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the restated financial statements:-

Useful lives of depreciable assets

Management reviews the useful lives of depreciable assets at each reporting date. As at the current period end, management assessed that the useful lives represent the expected utility of the assets to the Company. Further, there is no significant change in the useful lives as compared to previous year.

Defined benefit plans

The cost of the defined benefit plan and other postemployment 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 future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Provision and contingent liability

On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in restated financial statements. Contingent losses that are considered possible are not provided for but disclosed as Contingent liabilities in the restated financial statements. Contingencies the likelihood of which is remote are not

disclosed in the restated financial statements. Contingent gain is not recognized until the contingency has been resolved and amounts are received or receivable.

Impairment of financial and non-financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. 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 period. The Company assesses the investment in equity instrument of subsidiary companies carried at cost for impairment testing, by comparing carrying value with recoverable value, adopting DCF model for arriving value in use etc.

Impairment of non – financial assets exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's-length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model.

2.4 Standards (including amendments) issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind As 116 – Leases, relating to sale and lease back transactions, applicable from April 1, 2024. The Company has assessed that there is no significant impact on its financial statements. On May 9, 2025, MCA notifies the amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates. These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after April 1, 2025. The Company has assessed that there is no significant impact on its financial statements.

PRINCIPAL COMPONENTS OF STATEMENT OF PROFIT AND LOSS

The following descriptions set forth information with respect to the principal components of our profit and loss statement.

Income

Total income consists of revenue from operations and other income.

Revenue from operations

Revenue from operations primarily accounts for (i) the revenue from contracts with customer, comprising (a) sale of products, and (b) sale of services; and (ii) other operating revenue, comprising (a) scrap sales, and (b) export incentives.

Other income

Other income primarily interest income on (i) deposits and on other advances; (ii) profit on sale of property, plant and equipment (net); (iii) unwinding of discount on security deposits; (iv) liabilities no longer required written back; (v) foreign exchange fluctuation; (vi) subsidy income; and (vii) miscellaneous income.

Expenses

Our expenses comprise (i) cost of materials consumed, (ii) changes in inventories of finished goods and work-in-progress, (iii) employee benefits expense, (iv) finance costs, (v) depreciation and amortization expense, and (vi) other expenses.

Cost of raw materials consumed

Cost of raw and packing materials consumed primarily comprises of inventory at the beginning of the year and purchases during the year and excludes inventory at the end of the year.

Changes in inventories of finished goods and work-in-progress

Changes in inventories of finished goods and work-in-progress consist of the difference between inventories at the end of the year which includes finished goods and work-in-progress, and inventories at the beginning of the year, which includes finished goods and work-in-progress.

Employee benefits expense

Employee benefits expense primarily consists of (i) salaries and wages; (ii) contribution to provident funds; (iii) gratuity expense; and (iv) staff welfare expenses.

Finance costs

Finance costs primarily consist of (i) interest on working capital facilities; (ii) interest on term loan; (iii) interest on unsecured loans from related parties; (iv) interest on lease liabilities; (v) interest others; and (vi) bank charges.

Depreciation and amortisation expense

Depreciation and amortisation expense primarily relates to (i) depreciation of plant, property and equipment; (ii) depreciation of right of use assets; and (iii) amortisation of intangible assets.

Other expenses

Other expenses primarily consists of (i) consumption of stores and spares; (ii) packing material consumed; (iii) power and fuel; (iv) freight and cartage (outward); (v) rent; (vi) insurance; (vii) repair and maintenance of plant and machinery; (viii) repair and maintenance of buildings; (ix) repair and maintenance of others; (x) travelling and conveyance expense; (xi) printing and stationary; (xii) postage and telephone; (xiii) professional and legal expense; (xiv) auditors' remuneration; (xv) testing and calibrations charges; (xvi) business promotion expense; (xvii) commission expense; (xviii) security charges; (xix) CSR expenditure; (xx) rates and taxes; (xxi) preliminary expenses written off; (xxii) research and development expenses; (xxiii) advances written off; (xxiv) provision for doubtful debts; (xxv) provision for doubtful advances; and (xxvi) miscellaneous expense.

RESULTS OF OPERATIONS BASED ON RESTATED FINANCIAL INFORMATION

The following table sets forth select financial data from our restated statement of profit and loss for the Fiscals 2025, 2024 and 2023, the components of which are also expressed as a percentage of total income for such periods:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	(in ₹ million)	Percentage of total income (%)	(in ₹ million)	Percentage of total income (%)	(in ₹ million)	Percentage of total income (%)
Income						
Revenue from operations						
(i) Revenue from contracts with customer						
(a) Sale of products	7,639.80	96.66	5,626.08	94.92	5,128.96	96.17
(b) Sale of services	13.92	0.18	0.27	0.00	4.34	0.08
Sub-total	7,653.72	96.83	5,626.35	94.92	5,133.30	96.25
(ii) Other operating revenue						
(a) Scrap sales	211.32	2.67	157.55	2.66	151.34	2.84
(b) Export incentives	7.67	0.10	9.76	0.16	10.82	0.20
Sub-total	218.99	2.77	167.31	2.82	162.16	3.04
Total revenue from operations	7,872.71	99.60	5,793.66	97.74	5,295.46	99.29
Other income	31.34	0.40	133.73	2.26	37.82	0.71
Total income (I)	7,904.05	100.00	5,927.39	100.00	5,333.28	100.00
Expenses						
Cost of materials consumed	5,411.78	68.47	3,857.30	65.08	3,626.84	68.00
Changes in inventories of finished goods and work-in-progress	(214.70)	(2.72)	17.58	0.30	(31.90)	(0.60)
Employee benefits expense	1,221.50	15.45	944.03	15.93	765.99	14.36
Finance costs	220.19	2.79	206.82	3.49	178.88	3.35
Depreciation and amortisation expense	162.85	2.06	148.16	2.50	189.79	3.56
Other expenses	484.61	6.13	394.35	6.65	336.13	6.30
Total expenses (II)	7,286.23	92.18	5,568.24	93.94	5,065.73	94.98
Profit before tax (II - I)	617.82	7.82	359.15	6.06	267.55	5.02
Tax expenses						
(i) Current tax	134.67	1.70	82.58	1.39	79.29	1.49
(ii) Taxation related to earlier years	(0.52)	(0.01)	0.00	0.00	6.44	0.12
(iii) Deferred tax expense/ (income)	23.49	0.30	9.09	0.15	(9.95)	(0.19)
Total tax expenses	157.64	1.99	91.67	1.55	75.78	1.42
Profit for the year	460.18	5.82	267.48	4.51	191.77	3.60

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	(in ₹ million)	Percentage of total income (%)	(in ₹ million)	Percentage of total income (%)	(in ₹ million)	Percentage of total income (%)
Other comprehensive income						
Items that will not be reclassified to profit or loss in subsequent period						
(i) Re-measurement gains/(losses) on defined benefit plans	(1.58)	(0.02)	(0.02)	0.00	(1.85)	(0.03)
(ii) Income tax effect	0.40	0.01	0.01	0.00	0.47	0.01
Total other comprehensive income for the year, net of tax	(1.18)	(0.01)	(0.01)	0.00	(1.38)	(0.03)
Total comprehensive income for the year, net of tax	459.00	5.81	267.47	4.51	190.39	3.57
Earnings per equity share (Nominal value per share ₹2)						
Basic earnings per equity share (in ₹)	1.56	0.02	0.91	0.02	1.03	0.02
Diluted earnings per equity share (in ₹)	1.56	0.02	0.91	0.02	0.65	0.01

Fiscal 2025 compared to Fiscal 2024

Total income

Total income increased by ₹1,976.66 million, or 33.35%, from ₹5,927.39 million for Fiscal 2024 to ₹7,904.05 million for Fiscal 2025, primarily due to an increase in sale of products during Fiscal 2025.

Revenue from operations

Revenue from operations increased by ₹2,079.05 million, or 35.88%, from ₹5,793.66 million for Fiscal 2024 to ₹7,872.71 million for Fiscal 2025. The increase in revenue from operations is primarily attributable to the following:

- *Sale of products:* Revenue from sale of products increased by ₹2,013.72 million or 35.79%, from ₹5,626.08 million in Fiscal 2024 to ₹7,639.80 million in Fiscal 2025, which was principally attributable to (i) increase in revenue from home appliances and consumer electronics by ₹1,794.38 million due to an increase in customer base and number of orders from customers; and (ii) increase in business from strategic electronics category due to empanelment with Indian Navy and increased business from Indian Railways in Fiscal 2025.
- *Sale of services:* Revenue from sales of services increased by ₹13.65 million or 5,055.56% from ₹0.27 million in Fiscal 2024 to ₹13.92 million in Fiscal 2025, which was principally attributable to increase in sale of job work services for PCBA and special wires and cables provided to certain of our customers.
- *Scrap sales:* Revenue from scrap sales increased by ₹53.77 million or 34.13%, from ₹157.55 million in Fiscal 2024 to ₹211.32 million in Fiscal 2025, which was in line with our increase in sale of products in Fiscal 2025.
- *Export incentives:* Revenue from export incentives decreased by ₹2.09 million or 21.41%, from ₹9.76 million in Fiscal 2024 to ₹7.67 million in Fiscal 2025, which was principally attributable to export made under advanced authorization scheme, whereby our export incentives decreased on account of an increase in the import of duty free material used for manufacturing of export products (which disallowed certain export incentives being available under the advanced authorization scheme).

Other income

Other income decreased by ₹102.39 million or 76.56%, from ₹133.73 million in Fiscal 2024 to ₹31.34 million in Fiscal 2025, which was principally attributable to a decrease in subsidy income from ₹22.90 million in Fiscal 2024 to ₹4.89 million in Fiscal 2025 and decrease in profit on sale of property, plant and equipment (net) from ₹72.24 million in Fiscal 2024 to ₹0.29 million in Fiscal 2025.

Expenses

Total expenses increased by ₹1,717.99 million or 30.85%, from ₹5,568.24 million in Fiscal 2024 to ₹7,286.23 million in Fiscal 2025, primarily due an increase in cost of material consumed, changes in inventories of work-in-progress, and other expenses. Our total expenses represented 92.18% and 93.94% of our total income in Fiscals 2025 and 2024, respectively. The details of our expenses are set forth below:

- *Cost of materials consumed:* Cost of materials consumed increased by ₹1,554.48 million or 40.30%, from ₹3,857.30 million in Fiscal 2024 to ₹5,411.78 million in Fiscal 2025, which was broadly in line with the increase in revenue of our Company in Fiscal 2025 and also on account of an increase in the price of our primary raw material (i.e. copper) in Fiscal 2025 as compared to Fiscal 2024.
- *Changes in inventories of work-in-progress:* Changes in inventories of work-in-progress was ₹17.58 million in Fiscal 2024 and ₹(214.70) million in Fiscal 2025, primarily on account of an increase in finished and semi-finished goods inventories in Fiscal 2025 as compared to Fiscal 2024.
- *Employee benefits expense:* Employee benefits expense increased by ₹277.47 million or 29.39%, from ₹944.03 million in Fiscal 2024 to ₹1,221.50 million in Fiscal 2025, on account of an increase in employees from 554 in Fiscal 2024 to 625 in Fiscal 2025 and increase in contract manpower from 2,876 in Fiscal 2024 to 4,699 in Fiscal 2025 and normal salary and wage increments in Fiscal 2025.

- *Finance costs:* Finance costs increased by ₹13.37 million or 6.46%, from ₹206.82 million in Fiscal 2024 to ₹220.19 million in Fiscal 2025, on account of increase in short-term borrowings by ₹112.23 million on account of an increase in revenue from operations and long-term borrowings by ₹418.73 million.
- *Depreciation and amortisation expenses:* Depreciation and amortisation expenses increased by ₹14.69 million or 9.91%, from ₹148.16 million in Fiscal 2024 to ₹162.85 million in Fiscal 2025, on account of depreciation charged on building, plant and machinery upon the commercialization of our manufacturing facility in Supa in Fiscal 2025.
- *Other expenses:* Other expenses increased by ₹90.26 million or 22.89%, from ₹394.35 million in Fiscal 2024 to ₹484.61 million in Fiscal 2025, which was principally attributable to an increase in consumption of stores and spares, packing material consumed, power and fuel, freight and cartage (outward), testing and calibration charges, business promotion expense and security charges.

Profit before tax

As a result of the factors outlined above, our profit before tax increased by ₹258.67 million or 72.02%, from ₹359.15 million for Fiscal 2024 compared to ₹617.82 million for Fiscal 2025.

Tax expenses

Total tax expenses increased by ₹65.97 million or 71.96%, from ₹91.67 million for Fiscal 2024 to ₹157.64 million for Fiscal 2025, which was principally attributable to an overall increase in tax expenses as compared to Fiscal 2024 on account of increase in profit for the year.

Profit for the year

As a result of the factors outlined above, our profit for the year increased by ₹192.71 million or 72.04% from ₹267.48 million for Fiscal 2024 compared to ₹460.18 million for Fiscal 2025.

Fiscal 2024 compared to Fiscal 2023

Total income

Total income increased by ₹594.11 million, or 11.14%, from ₹5,333.28 million for Fiscal 2023 to ₹5,927.39 million for Fiscal 2024, primarily due to an increase in sale of products during Fiscal 2024.

Revenue from operations

Revenue from operations increased by ₹498.20 million, or 9.41%, from ₹5,295.46 million for Fiscal 2023 to ₹5,793.66 million for Fiscal 2024. The increase in revenue from operations is primarily attributable to the following:

- *Sale of products:* Revenue from sale of products increased by ₹497.12 million or 9.69%, from ₹5,128.96 million in Fiscal 2023 to ₹5,626.08 million in Fiscal 2024, which was principally attributable to an increase in revenue from home appliances and consumer electronics by ₹362.23 million and increasing in revenue from strategic electronic segment by Rs. 134.89 million due to an increase in customer base on account of 52 customers.
- *Sale of services:* Revenue from sale of services decreased by ₹4.07 million or 93.78% from ₹4.34 million in Fiscal 2023 to ₹0.27 million in Fiscal 2024, which was principally attributable to a decrease in sale of services such as job work provided to certain of our customers in Fiscal 2024 on account of less job work orders due to low demand.
- *Scrap sales:* Revenue from scrap sales increased by ₹6.21 million or 4.10%, from ₹151.34 million in Fiscal 2023 to ₹157.55 million in Fiscal 2024, which was in line with our increase in sale of products in Fiscal 2024.
- *Export incentives:* Revenue from export incentives decreased by ₹1.06 million or 9.80% from ₹10.82 million in Fiscal 2023 to ₹9.76 million in Fiscal 2024, which was principally attributable to export made under advanced authorization scheme, whereby our export incentives decreased on account of an increase in the import of duty free material used for manufacturing of export products (which disallowed certain export incentives being available under the advanced authorization scheme).

Other income

Other income increased by ₹95.91 million or 253.60%, from ₹37.82 million in Fiscal 2023 to ₹133.73 million in Fiscal 2024, which was principally attributable to an increase in profit on sale of property, plant and equipment (net) from ₹0.56 million in Fiscal 2023 to ₹72.24 million in Fiscal 2024 and an increase in subsidy income from ₹4.18 million in Fiscal 2023 to ₹22.90 million in Fiscal 2024.

Expenses

Total expenses increased by ₹502.51 million or 9.92%, from ₹5,065.73 million in Fiscal 2023 to ₹5,568.24 million in Fiscal 2024, primarily due to an increase in cost of materials consumed, employee benefits expense and other expenses. This was partially offset by depreciation and amortisation expenses. Our total expenses represented 93.94% and 94.98% of our total income in Fiscals 2024 and 2023, respectively. The details of our expenses are set forth below:

- *Cost of materials consumed:* Cost of materials consumed increased by ₹230.46 million or 6.35%, from ₹3,626.84 million in Fiscal 2023 to ₹3,857.30 million in Fiscal 2024, which was broadly in line with the increase in revenue from operations of our Company in Fiscal 2024.
- *Changes in inventories of work-in-progress:* Changes in inventories of work-in-progress was ₹(31.90) million in Fiscal 2023 and ₹17.58 million in Fiscal 2024, on account of decrease in inventory of finished and semi-finished goods inventories in Fiscal 2024 as compared to Fiscal 2023.
- *Employee benefits expense:* Employee benefits expense increased by ₹178.04 million or 23.24%, from ₹765.99 million in Fiscal 2023 to ₹944.03 million in Fiscal 2024, on account of an increase in employees from 501 in Fiscal 2023 to 554 in Fiscal 2024 and normal salary and wage increments in Fiscal 2024.
- *Finance costs:* Finance costs increased by ₹27.94 million or 15.62%, from ₹178.88 million in Fiscal 2023 to ₹206.82 million in Fiscal 2024, on account of an increase in long-term borrowings from banks by ₹ 146.61 million.
- *Depreciation and amortisation expenses:* Depreciation and amortisation expenses decreased by ₹41.63 million or 21.93%, from ₹189.79 million in Fiscal 2023 to ₹148.16 million in Fiscal 2024, on account of sale of industrial land and building in Noida during Fiscal 2024.
- *Other expenses:* Other expenses increased by ₹58.22 million or 17.32%, from ₹336.13 million in Fiscal 2023 to ₹394.35 million in Fiscal 2024, which was principally attributable to an increase in the consumption of stores and spares, power and fuel expenses, travelling and conveyance expense, professional and legal expense and provision for doubtful debts.

Profit before tax

As a result of the factors outlined above, our profit before tax increased by ₹91.60 million or 34.24%, from ₹267.55 million for Fiscal 2023 to ₹359.15 million for Fiscal 2024.

Tax expenses

Total tax expenses increased by ₹15.89 million or 20.97%, from ₹75.78 million for Fiscal 2023 to ₹91.67 million for Fiscal 2024, which was principally attributable to an overall increase in tax expenses as compared to Fiscal 2024 on account of increase in profit for the year.

Profit for the year

As a result of the factors outlined above, our profit for the year was ₹267.48 million for Fiscal 2024 compared to ₹191.77 million for Fiscal 2023.

Cash flows

The following table sets forth certain information relating to our cash flows for Fiscals 2025, 2024 and 2023:

(₹ in million)

Particulars	For the Fiscal March 31, 2025	For the Fiscal March 31, 2024	For the Fiscal March 31, 2023
Net cash from operating activities	477.61	696.68	569.76
Net cash used in investing activities	(786.75)	(388.65)	(495.05)
Net cash flow from/ (used in) financing activities	261.11	(261.89)	(68.06)

Net cash from operating activities*Fiscal 2025*

Net cash from operating activities for Fiscal 2025 was ₹477.61 million. Our profit before tax was ₹617.82 million, which was primarily adjusted against finance costs of ₹220.19 million, depreciation and amortisation expense of ₹162.85, provision for doubtful debts of ₹9.85 million, advances written off ₹3.91 million and partially offset by unrealised foreign exchange (gain) (net) of ₹(5.60) million and interest income of ₹(4.07) million. Our operating profit before working capital changes was ₹1,003.70 million in Fiscal 2025. The adjustments in working capital in Fiscal 2025 primarily consisted of (i) trade payables of ₹583.40 million; (ii) other financial assets of ₹14.46 million; (iii) other liabilities of ₹10.76 million; (iv) provisions of ₹6.72 million; (v) other financial liabilities of ₹5.91 million; (vi) inventories of ₹(506.50) million; (vii) trade receivables of ₹(432.71) million; (viii) other current assets of ₹ (77.30) million; and (ix) non-current assets of ₹(3.71) million. Cash generated from operations was ₹604.73 million and direct tax paid was ₹(127.12) million.

Fiscal 2024

Net cash from operating activities for Fiscal 2024 was ₹696.68 million. Our profit before tax was ₹359.15 million, which was primarily adjusted against finance costs of ₹206.82 million, depreciation and amortisation expense of ₹148.16 million, provision for doubtful debts of ₹7.52 million, advances written off ₹4.00 million, provision for doubtful advances of ₹2.60 million and partially offset by profit on sale of property, plant and equipment (net) of ₹(72.24) million, interest income of ₹(12.73) million, unrealised foreign exchange loss/ (gain) (net) of ₹(2.96) million and unwinding of interest on security deposits of ₹(0.73) million. Our operating profit before working capital changes was ₹639.59 million in Fiscal 2024. The adjustments in working capital in Fiscal 2024 primarily consisted of (i) inventories of ₹176.12 million; (ii) trade payables of ₹144.06 million; (iii) other current assets of ₹46.02 million; (iv) other financial liabilities of ₹18.11 million; (v) provisions of ₹3.85 million; (vi) trade receivables of ₹(209.75) million; (vii) other financial assets of ₹(35.29) million; (viii) other liabilities of ₹(5.45) million; and (ix) non-current assets of ₹ (0.46) million. Cash flow from operations was ₹776.80 million and direct tax paid was ₹(80.12) million.

Fiscal 2023

Net cash from operating activities for Fiscal 2023 was ₹569.76 million. Our profit before tax was ₹267.55 million, which was primarily adjusted against depreciation and amortisation expense of ₹189.79 million, finance costs of ₹178.88 million, and partially offset by unrealised foreign exchange loss/ (gain) (net) of ₹(2.89) million and interest income of ₹(2.42) million. Our operating profit before working capital changes was ₹630.47 million in Fiscal 2023. The adjustments in working capital in Fiscal 2023 primarily consisted of (i) inventories of ₹(240.64) million; (ii) other liabilities of ₹(38.32) million; (iii) trade receivables of ₹(14.58) million; (iv) other financial liabilities of ₹(8.47) million; (v) other financial assets of ₹(6.32) million; (vi) trade payables of ₹283.92 million; (vii) other current assets of ₹111.63 million; and (viii) provisions of ₹2.38 million. Cash flow generated from operations was ₹720.07 million and direct tax paid was ₹(150.31) million.

Net cash used in investing activities*Fiscal 2025*

Net cash used in investing activities in Fiscal 2025 was ₹(786.75) million. This reflected (i) purchase of property, plant and equipment and intangible assets (including capital advances and payables) of ₹(747.56) million; and (ii) investments in deposits (net) of ₹(46.25) million. This was partially offset by (i) interest received of ₹6.61 million; (ii) proceeds from sale of property, plant and equipment of ₹0.35 million; and (iii) proceeds from sale of investment of ₹0.10 million.

Fiscal 2024

Net cash used in investing activities in Fiscal 2024 was ₹(388.65) million. This reflected (i) purchase of property, plant and equipment and intangible assets (including capital advances and payables) of ₹(521.61) million; and (ii) investment in deposits (net) of ₹(6.53) million. This was partially offset by (i) proceeds from sale of property, plant and equipment of ₹129.77 million; and (ii) interest received of ₹9.72 million.

Fiscal 2023

Net cash used in investing activities in Fiscal 2023 was ₹(495.05) million. This reflected the (i) purchase of property, plant and equipment and intangible assets (including capital advances and payables) of ₹(469.12) million; and (ii) investment in deposits of ₹ (29.52) million. This was partially offset by (i) interest received of ₹2.11 million; and (ii) proceeds from sale of property, plant and equipment of ₹1.48 million.

Net cash flow from/ (used in) financing activities

Fiscal 2025

Our net cash flow from financing activities was ₹261.11 million in Fiscal 2025. This was primarily due to (i) proceeds from long term borrowings of ₹553.28 million; and (ii) proceeds from short term borrowings of ₹112.23 million. This was partially offset by (i) interest paid of ₹ (199.47) million; (ii) repayment of long-term borrowings of ₹(137.59) million; and (iii) payment of lease liabilities of ₹ (67.34) million.

Fiscal 2024

Our net cash flow used in financing activities was ₹ (261.89) million in Fiscal 2024. This was primarily due to (i) repayment of long-term borrowings of ₹(270.93) million; (ii) interest paid of ₹ (186.62) million; (iii) payment of lease liabilities ₹(52.62) million; (iv) repayment of short-term borrowings of ₹ (22.22) million. This was partially offset by proceeds from long term borrowings of ₹270.50 million.

Fiscal 2023

Our net cash flow used in financing activities was ₹ (68.06) million in Fiscal 2023. This was primarily due to (i) interest paid of ₹ (166.06) million; (ii) repayment of long-term borrowings of ₹ (152.04) million; and payment of lease liabilities of ₹(38.49) million. This was partially offset by (i) proceeds from long term borrowings of ₹208.37 million; and (ii) proceeds of short-term borrowings of ₹80.16 million.

INDEBTEDNESS

As of March 31, 2025, we had ₹2,338.23 million as outstanding borrowings including ₹860.49 million as long-term borrowings and ₹1,477.74 million as short-term borrowings including current maturities of long-term debt. For further information on our indebtedness, see “**Financial Indebtedness**” on page 440.

CONTINGENT LIABILITIES

The details of the contingent liabilities of our Company as per Ind AS 37, as on March 31, 2025, as indicated in our Restated Financial Information, are set forth below:

		(₹ in million)
Contingent liabilities		As at March 31, 2025
(a)	Claims not acknowledged as debts	
-	Income tax	17.35
-	Provident fund ⁽²⁾	22.86
(b)	Letter of credit	202.83
(c)	Bank guarantee issued in favour of others	15.47
Total		258.51

⁽¹⁾ The various matters are subject to legal proceedings in the ordinary course of business. The legal proceeding when ultimately conclude will not, in the opinion of management, result to have a material effect on the operations or the financial position of our Company.

⁽²⁾ Our Company has received a show cause notice and inspection report dated November 7, 2019 and October 14, 2022 in two separate matters from the Provident Fund Department amounting to ₹14.66 million and ₹8.20 million respectively. Our Company has submitted its reply to the authorities, and the matter is currently pending adjudication and clarifications. Based on management's assessment, the economic outflow in these cases is remote. Accordingly, no provision has been made in the restated financial information.

⁽³⁾ There has been a Supreme Court (SC) judgement dated February 28, 2019, relating to components of salary structure that need to be taken into account while computing the contribution to provident fund under the EPF Act. There are interpretative aspects related to the Judgement including the effective

date of application. Pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, was not ascertainable and consequently no effect was given in the books of account.

- (4) The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits has been notified in the Official Gazette on 29th September 2020. The draft rules have been released on November 13, 2020 and suggestions have been invited from stakeholders which are under consideration by the Ministry. The impact of the change will be assessed and accounted in the period in which said rules are notified for implementation.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements that have or which we believe reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenue or expenses, operating results, liquidity, capital expenditure or capital resources.

RELATED PARTY TRANSACTIONS

We have, in the course of their business and operations, entered into transactions with related parties, such as interest paid, unsecured loans received, unsecured loans repaid, services received, rent paid, sale of land and building and remuneration paid.

For further information on our related party transactions, see "**Restated Financial Information – Note 38 - Related party disclosures**" on page 392.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ON MARKET RISKS

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include deposits.

Credit risk

Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Our Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions.

Liquidity risk

Our Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts.

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Draft Red Herring Prospectus, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

SIGNIFICANT ECONOMIC CHANGES THAT MATERIALLY AFFECTED OR ARE LIKELY TO AFFECT REVENUE FROM OPERATIONS

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect our Revenue from Operations identified above in "**- Significant factors affecting our Results of Operations and Financial Conditions**" and the uncertainties described in "**Risk Factors**" on pages 414 and 34, respectively.

KNOWN TRENDS OR UNCERTAINTIES

Other than as described in “**Risk Factors**” on page 34 and this section, to our knowledge there are no known trends or uncertainties that have had or are expected have a material adverse impact on our sales, income or Revenue from Operations.

EXPECTED FUTURE CHANGES IN RELATIONSHIP BETWEEN COST AND REVENUE

Other than as described in this section and “**Our Business**”, and “**Risk Factors**” on pages 258 and 34, respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

EXTENT TO WHICH MATERIAL INCREASES IN NET SALES OR REVENUE FROM OPERATIONS ARE DUE TO INCREASED SALES VOLUME, INTRODUCTION OF NEW PRODUCTS OR SERVICES OR INCREASED SALE PRICES

Changes in Revenue from Operations are as described in “*Fiscal 2025 compared to Fiscal 2024*” on page 431 and “*Fiscal 2024 compared to Fiscal 2023*” on page 432.

SIGNIFICANT DEPENDENCE ON A SINGLE OR FEW CUSTOMERS OR SUPPLIERS

We derive a significant portion of our revenue from sale of goods and services from our top 10 customers. Please see “**Risk Factor – Our business largely depends upon our top 10 customers which contributed to 67.08%, 72.40% and 73.65% of our Revenue from Operations in Fiscals 2025, 2024 and 2023. The loss of any of these customers could have an adverse effect on our business, financial condition, results of operations and cash flows**” on page 34.

TOTAL TURNOVER OF EACH MAJOR INDUSTRY SEGMENT

Our Company is primarily engaged in the segment of manufacturing and sale of electronic goods and ancillary items and the chief operating decision maker reviews the operations of the Company as a whole, hence there is no reportable segment as per Ind AS 108 “Operating Segments”. For further information, see “**Restated Financial Information**” on page 340.

NEW BUSINESS SEGMENTS

There are no new business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

COMPETITIVE CONDITIONS

We operate in a competitive environment. For further information, see “**Business – Competition**”, “**Industry Overview**” and “**Risk Factors**” on pages 296, 153 and 34, respectively.

SEASONALITY

Our business is not affected by material seasonal variations.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS

Except as disclosed in the examination report dated September 1, 2025 relating to the Restated Financial Information, there have been no reservations, qualifications, adverse remarks or emphasis of matters highlighted by our Statutory Auditors. The Statutory Auditors have not made any qualifications in their examination report, which have not been given effect to in the Restated Financial Information.

For further details see “**Risk Factor - Our Statutory Auditors have included certain matters of emphasis and other matters in the examination report issued in connection with the Restated Financial Information**” on page 54.

MATERIAL DEVELOPMENTS SINCE MARCH 31, 2025

Except as disclosed in this Draft Red Herring Prospectus, no circumstances have arisen since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, which materially and adversely affect or are likely to affect our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

Sub-division of Equity Shares

Pursuant to a resolution passed by our Board and Shareholders on May 7, 2025 and May 30, 2025, respectively, our Company sub-divided the face value of its equity shares from ₹10 each to ₹2 each. Accordingly, the issued and paid-up equity share capital of our Company was sub-divided from 9,822,000 equity shares of ₹10 each to 49,110,000 Equity Shares of ₹2 each. For further details, see “*Capital Structure - Notes to capital structure - Equity share capital history of our Company*” on page 94.

Bonus issuance

The Board of Directors at its meeting held on May 7, 2025 had approved the bonus issue in the ratio of five Equity Share for every one Equity Share held on record date i.e., May 7, 2025 which was approved by the shareholders by means of a special resolution dated May 30, 2025. On July 15, 2025, 2025, our Company allotted 245,550,000 Equity Shares of ₹2 each pursuant to bonus issuance to such holders of Equity Shares of our Company, whose names appear in the list of beneficial owners on the record date, i.e., May 7, 2025. For further details, see “*Capital Structure - Notes to capital structure – Equity share capital history of our Company*” on page 94.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2025, as derived from our Restated Financial information. This table should be read in conjunction with the sections titled “**Risk Factors**”, “**Other Financial Information**” and “**Management's Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 34, 406 and 408, respectively.

(₹ in million, except ratios)		
Particulars	Pre-Offer as at March 31, 2025	As adjusted for the proposed Offer ⁽¹⁾
Total borrowings*		
Current borrowings (excluding current maturities) (A)	1,316.59	[•]
Non-current borrowings (including current maturity and interest accrued and not due on borrowings) * (B)	1,029.35	[•]
Total borrowings (C) = (A)+(B)	2,345.94	[•]
Total equity		
Equity share capital* (D)	98.22	[•]
Other equity* (E)	2,365.41	[•]
Total equity (F) = (D)+(E)	2,463.63	[•]
Total borrowings/ Total equity (C)/(F)	0.95	[•]
Non-current borrowings (including current maturity and interest accrued and due on borrowings)/ Total equity (B)/(F)	0.42	[•]

Notes:

⁽¹⁾ The corresponding post Offer capitalization data is not determinable at this stage pending the completion of the Book Building Process and hence has not been furnished. To be updated upon finalization of the Offer Price.

* These terms shall carry the meaning as per division II of Schedule III of the Companies Act, 2013.

The amounts disclosed above are derived from the Restated Financial Information and are not adjusted to effect events mentioned below:

- Pursuant to a Board resolution dated May 7, 2025 and Shareholders resolution dated May 30, 2025, equity shares bearing face value of ₹10 have been sub-divided five Equity Shares of face value of ₹2 each.
- Pursuant to a Board resolution dated May 7, 2025 and Shareholders resolution dated May 30, 2025, bonus Equity Shares have been issued in the ratio of five shares for every one Equity Share held.

FINANCIAL INDEBTEDNESS

Our Company has availed loans in the ordinary course of business for purposes such as, meeting our working capital requirements or business requirements. For details of the borrowing powers of our Board, see “**Our Management - Borrowing Powers**” on page 320.

Set forth below is a summary of our aggregate outstanding borrowings amounting to ₹3,308.33 million, as on June 30, 2025:

(₹ in million)		
Category of borrowing	Sanctioned Amount (in ₹ million)	Outstanding amount (in ₹ million) as of June 30, 2025
Secured borrowings		
Fund-based		
Term loans from banks including current maturities	1,479.90	1,051.03
Vehicle loan from Bank	31.07	21.42
Working capital facilities from Banks #	1,865.00	1,301.77
Total secured fund-based borrowings (A)	3,375.97	2,374.22
Non- fund-based Limit #	1,980.00	898.97
Total Secured non-fund-based borrowings (B)	1,980.00	898.97
Total Secured Limit C = (A+B)	5,355.97	3,273.19
Unsecured borrowings		
From relative of Director	39.70	35.14
Total unsecured borrowing (D)	39.70	35.14
Total borrowing E = (C+D)	5,395.67	3,308.33
Interchangeable working capital limits# (F)	1,085.00	Nil
Net sanctioned limit G = (E-F)	4,310.67	3,308.33

*As certified by P.C. Bindal & Co., Chartered Accountants by way of their certificate dated September 1, 2025.

Out of the above, limits aggregating to ₹1,085.00 million have been included in both Fund-based and non-fund-based facilities on account of interchangeability arrangements sanctioned by banks between fund based limits to non -fund based limits and vice- versa comprising:

- a) ₹405.00 million interchangeable from non-fund based to fund-based facilities, and
- b) ₹680.00 million interchangeable from fund-based to non-fund based facilities.

Key terms of our borrowings are disclosed below:

- **Tenor:** The tenor of the secured facilities availed by our Company typically ranges from 12 months to 60 months.
- **Interest rate:** The applicable rate of interest for the working capital facilities availed by our Company is typically linked to benchmark rates, such as the repo rate or marginal cost of lending rate (MCLR), of a specified lender over a specific period of time plus a specified spread per annum and are subject to mutual discussions between the relevant lenders and our Company, as applicable. Typically, the rate of interest for our secured facilities ranges from treasury bill three months + 2.19% to 8.75% per annum.
- **Security:** In terms of our borrowings where security needs to be created, such security typically includes:
 - (i) First ranking *pari passu* charge on mortgage of immovable property at A-152 to A-155, RIICO Area, Ghiloth, Alwar, Rajasthan in the name of UKB Electronics Private Limited;
 - (ii) Exclusive charge on immovable property at A-1/6 & A-1/7, Supa, Parner Industrial Park, District Ahmednagar, Maharashtra in the name of UKB Electronics Private Limited;
 - (iii) *Pari passu* charge on the Company’s movable fixed assets, both present and future, excluding those specifically charged;
 - (iv) *Pari passu* charge on the Company’s current assets; and
 - (v) Personal guarantees given by Manoj Tayal and Vinay Kumar Tayal.

- **Repayment:** Most of our facilities are typically repayable in accordance with the repayment schedules in the facility documents.
- **Prepayment:** Certain loans availed by us have prepayment provisions which allows for prepayment of the outstanding loan amount and sometimes carry a pre-payment penalty up to 2% on the outstanding amount subject to terms and conditions stipulated under the loan documents. For the vehicle loans availed by us, a prepayment penalty of up to 6% on the outstanding amount can also be incurred.
- **Penal interest:** We are typically bound to pay additional interest to our lenders for defaults in the payment of interest or other monies due and payable. This additional interest is charged as per the terms of our loan agreements and typically ranges from 2.00% to 8.00% per annum, over and above the applicable interest rate, depending on the terms of the loan documentation.
- **Restrictive covenants:** As per the terms of our borrowings, certain corporate actions for which our Company requires prior written consent of the lenders include:
 - (i) Change in control/ownership/management;
 - (ii) Effecting any change in the constitutional documents of our Company;
 - (iii) Effecting any changes to the capital structure or in management set up of our Company including the appointment or removal of key managerial personnel of our Company;
 - (iv) Dilution of our Promoter's equity shareholding below a specified threshold; and
 - (v) Undertake any expansion or invest in any other entity.
- **Events of Default:** As per the terms of our borrowings, the following, amongst others, constitute events of default for the relevant loan agreement:
 - (i) Default in repayment of loan facility;
 - (ii) Failure by the guarantors to comply with any provision of the financing documents;
 - (iii) If any material representation, warranty or statement or undertaking made by our Company is found to be incorrect or untrue, in any respect, when made;
 - (iv) Deterioration of creditworthiness resulting in material adverse effect on the functioning of our Company;
 - (v) Default in getting itself and the facilities rated by a credit rating agency;
 - (vi) Attachment or restraint levied on the assets or property of our Company;
 - (vii) Displacement of our Company's business or seizure or acquisition of shares or assets of our Company as a result of any action taken by the government or governmental authority;
 - (viii) Failure to create and perfect the security within the periods agreed upon in the loan documentations;
 - (ix) Jeopardise or likely to prejudice, impair, depreciate any security provided by our Company in relation to the facility; and
 - (x) Initiation of insolvency or bankruptcy proceedings against our Company or the guarantors.
- **Consequences of occurrence of events of default:** In terms of our borrowings, the following, *inter alia*, are the consequences of occurrence of events of default, whereby our lenders may:
 - (i) Declare the facilities together with accrued interest, penalties, liquidated damages, penalties and all other monies to be immediately due and payable by our Company;
 - (ii) Declare all undisbursed portion of the facilities stands cancelled;

- (iii) Demand that our Company furnish unencumbered cash collateral for the non-fund based facilities and unencumbered collateral as security for the facilities;
- (iv) Enforce all of the security and exercise all the rights specified in the security documents;
- (v) Appoint any independent/concurrent auditors/consultants, as the lenders may deem fit; or
- (vi) Sell, assign, dispose of or otherwise liquidate or direct our Company to sell, assign, dispose of or otherwise liquidate any or all of the secured property or take possession of the proceeds from sale or liquidation of the secured property.

This is an indicative list of the terms and conditions of the outstanding facilities and there may be additional terms including those that may require the consent of the relevant lender, the breach of which may amount to an event of default under various borrowing arrangements entered into by us, and the same may lead to consequences other than those stated above. We have obtained the necessary consent required under the relevant loan documentation for undertaking activities in relation to the Offer, including, *inter alia*, effecting a change in our shareholding pattern and effecting a change in the composition of our Board.

For risks in relation to the financial and other covenants required to be complied with in relation to our borrowings, see ***“Risk Factors – We have incurred indebtedness and an inability to obtain further financing or to comply with repayment and other covenants in our financing agreements could adversely affect our business, results of operations, financial condition and cash flows”*** on page 45.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by regulatory or statutory authorities; (iii) disciplinary actions including penalty imposed by SEBI or stock exchanges against the Promoters in the last five financial years preceding the Offer Documents, including outstanding actions (iv) outstanding claims related to direct and indirect tax matters in a consolidated manner, giving the number of cases and total amount; and (iv) other pending litigation as determined to be material by our Board pursuant to its resolution dated September 1, 2025 (“**Materiality Policy**”) in each case involving our Company, Promoters and Directors (“**Relevant Parties**”). Additionally, in accordance with the SEBI ICDR Regulations, the Company shall disclose following outstanding legal proceedings in the Offer Documents, (i) all criminal proceedings involving the key managerial personnel and senior management of the Company; and (ii) all the actions by regulatory and statutory authorities against such key managerial personnel and senior management of the Company.*

Further, there are no disciplinary actions including penalties imposed by the SEBI or the Stock Exchanges against our Promoters in the last five Financial Years including any outstanding action. Further, except as disclosed below there are no outstanding, (i) criminal proceedings; and (ii) actions by regulatory authorities and statutory authorities, against any Key Managerial Personnel and Senior Management of our Company. Further, as on the date of this Draft Red Herring Prospectus, our Company does not have any group company.

For the purpose of identification of material litigation or arbitration under (iv) above, our Board has considered and adopted the Materiality Policy with regard to outstanding litigation to be disclosed by our Company involving the Relevant Parties, in this Draft Red Herring Prospectus. In terms of the Materiality Policy, the following shall be considered ‘material’ for the purposes of disclosure in this Draft Red Herring Prospectus:

- (i) Monetary threshold: The monetary amount of claim or amount involved by or against the Relevant Parties in any such pending proceeding exceeds (i) 2% of turnover, as per the latest annual Restated Financial Information of our Company; (ii) 2% of net worth, as per the latest annual Restated Financial Information of our Company, except in case the arithmetic value of the net worth is negative; or (iii) 5% of the average of absolute value of profit or loss after tax, as per the last three annual Restated Financial Information of our Company, whichever is lower. Accordingly, outstanding litigation involving the Relevant Parties have been considered material and disclosed in this section where the aggregate amount involved in such litigation exceeds ₹15.32 million i.e. 5% of the average of absolute value of profit or loss after tax, as per the last three annual Restated Financial Information of our Company (“**Materiality Threshold**”).*
- (ii) Subjective threshold: Such pending matters which are not quantifiable or do not exceed the monetary threshold, involving the Relevant Parties, whose outcome, in the opinion of the Board, would materially and adversely affect our Company’s business, prospects, performance, operations, financial position, reputation or cash flows or where a decision in one case is likely to affect the decision in similar cases even though the amount involved in the individual cases may not exceed the monetary threshold.*
- (iii) Tax matters: In the event any tax matters involve an amount exceeding the monetary threshold proposed in (i) above, in relation to the Relevant Parties, individual disclosures of such tax matters will be included.*

It is clarified that for the purpose of the litigation approach, unless otherwise decided by the board of directors of our Company, pre-litigation notices received by the Relevant Parties our Key Managerial Personnel and Senior Management from third parties (excluding actions as covered under (ii) and (iv) above or notices threatening criminal action or first information reports) shall, in any event, not be considered as litigation until such time that Relevant Parties, our Key Managerial Personnel and Senior Management are impleaded as defendants or respondents in litigation proceedings before any judicial/arbitral forum or governmental authority or such matters where the summons has not been received by the Relevant Parties, our Key Managerial Personnel and Senior Management.

Additionally, for the purposes of (ii) above, unless otherwise decided by the board of directors of the Company, notices issued by statutory or regulatory authorities received by the Relevant Parties, Key Managerial Personnel or the Senior Management, which are correspondences in the ordinary course of business for the Relevant Parties, Key Managerial Personnel or the Senior Management have not been considered as litigation. For the purposes

of (iv) above, show cause notices, demand notices and any claims received in writing by the Relevant Parties have been considered for disclosing the number of cases and total amount in relation to claims related to direct and indirect taxes in a consolidated manner; and requests for information or clarifications, if any, received without any claim amount have not been considered.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has adopted the Materiality Policy for the purpose of disclosure of material creditors in this Draft Red Herring Prospectus. For identification of material creditors, a creditor of our Company shall be considered to be material for the purpose of disclosure in the Offer Documents, if the amounts due to such creditor exceeds 5% of the restated total trade payables of our Company as of the end of the latest financial period covered in the Restated Financial Information. For outstanding dues to micro, small or medium enterprise (“**MSME**”) and other creditors, the disclosure will be based on information available with our Company regarding the status of the creditors as micro, small or medium enterprise (“**MSME**”), as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended read with the rules and notifications thereunder.

All terms defined in a particular litigation disclosure pertain to that litigation only. Unless stated otherwise, the information provided below is as on the date of this Draft Red Herring Prospectus.

Litigation involving our Company

Outstanding litigation against our Company

Criminal proceedings

Nil

Actions by regulatory/ statutory authorities

1. The Employees’ Provident Fund Organisation (the “**EPFO**”) had issued a show cause notice dated November 7, 2019 to our Company, in relation to, among others, failure to produce records and documents for verification under the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, failure to pay dues on special allowance, non-enrolment of twenty-two employees and certain trainees as employee provident fund members and failure to upload details of contractors and sub-contractors on the principle employer portal. Our Company submitted a reply dated November 19, 2019, to the EPFO in relation to the queries raised by them. The matter is currently pending.
2. The Regional Provident Fund Commissioner (Compliance), Regional Office, Pune (the “**Commissioner**”), had issued an inspection notice dated October 14, 2022, to our Company, stating that it has failed to enroll all eligible employees as provident fund members and there has been subterfuge of provident fund wages by not including ‘others and ‘special wages’ under basic wages while computation. Our Company was directed to remit the dues and submit all statutory returns and upload pending KYC details and e-nominations in respect of all employees by the Commissioner and delay in payment would result in penal damages as per Section 14-B and 7Q of the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952. The matter is currently pending.

Other material pending proceedings

Nil

Material tax proceedings

1. The Assistant Commissioner of Income Tax, Central Circle 32, New Delhi issued a demand notice for assessment year 2019-2020, dated March 30, 2024 (“**Notice**”), under Section 156 of the Income Tax Act, 1961, against our Company, raising a demand of ₹17.35 million. The notice was issued as some information was received in relation to our Company by the Income Tax Department during the search under Section 132 of the Income Tax Act, which was conducted on November 17, 2021, on the Galaxy Group. The Income Tax Department alleged that transactions amounting to ₹37.81 million had escaped taxation, therefore, reassessment proceedings were initiated under Section 147 of the Income Tax Act, 1961. Our Company has challenged this stating no transactions have occurred between the Galaxy Group and our Company filed an

appeal before the Joint Commissioner (appeals) or the Commissioner of Income-tax (Appeals) against the notice and assessment order, each dated March 30, 2024, on April 4, 2024. The matter is currently pending.

Outstanding litigation by our Company

Criminal proceedings

1. Our Company filed a complaint against Anuj Kumar, sole proprietor of Astha Enterprises (“**Defendant**”). The Defendant had approached our Company for supply of products manufactured by our Company and assured that the partial payment for the supply would be made with credit term of 30 days against the post-dated cheque amounting to ₹2.80 million. Pursuant to delivery of the products, our Company presented the cheque which was dishonoured due to insufficient funds. Thereafter, the Defendant issued another post-dated cheque amounting to ₹3.12 million towards discharge of partial liability and our Company presented the cheque but it was returned by the bank because the payment was stopped by the drawer, i.e., the Defendant. Subsequently, our Company filed a case under Section 138 of the Negotiable Instruments Act, 1881 and sought relief under Section 406 of the IPC along with Section 138 of the Negotiable Instruments Act, 1881 before the Chief Metropolitan Magistrate, East District, Karkardooma Court, New Delhi on October 13, 2023. The matter is currently pending.
2. Our Company filed a complaint against Mehul Gupta, sole proprietor of Mahadev Lamps (“**Defendant**”). The Defendant approached our Company for supply of material and products and placed an order with our Company. The Defendant agreed to provide the payment within 45 days against a post-dated cheque amounting to ₹0.39 million. When our Company approached the bank to encash the cheque, the bank returned the cheque stating that the payment was stopped by the Defendant. Despite multiple telephonic and email reminders, the Defendant ignored to respond and attempted to deny the acknowledged liability on vague and baseless grounds. Our Company sent a legal cum demand notice dated June 11, 2019, to the Defendant calling upon him to pay the due amount within the period of 15 days. The Defendant failed to make the payment and subsequently a case under Section 138 of the Negotiable Instruments Act, 1881 was filed by our Company before the Court of Chief Metropolitan Magistrate, East District, Karkardooma Court, New Delhi on November 18, 2015. The matter is currently pending.
3. Our Company filed a complaint against Shadhana Kanoria, sole proprietor of Siddharth Enterprises (“**Defendant**”). The Defendant had approached our Company for procurement of wire cables, as they are engaged in the business of electrical material supply and assured that the payment for the supply would be made via a post-dated cheque amounting to ₹0.36 million. Pursuant to delivery of the products, our Company presented the cheque to the bank, which was dishonoured due to insufficient funds and the said cheque was returned unpaid on September 21, 2015 because the payment was stopped by the drawer, i.e., the Defendant. Subsequently, our Company sent a legal notice dated October 1, 2015 to the defendant calling upon the defendant to pay the amount due to our Company. The defendant did not respond to the legal notice and thereafter, our Company filed a case under Section 138 of the Negotiable Instruments Act, 1881 before the Chief Metropolitan Magistrate, East District, Karkardooma Court, New Delhi on November 18, 2015. The matter is currently pending.

Other material pending proceedings

1. Our Company filed a suit against SBI General Insurance Company Limited (“**Respondent**”) to claim the amount due under the fire policy dated August 23, 2016. On July 6, 2017, our Company informed the Respondent that the insured premise had caught fire due to electrical short circuit. The Respondent appointed Bhatawadekar Insurance Surveyor and Loss Assessors Private Limited (“**Surveyor**”) to examine and inspect the loss or damage suffered by our Company. The Surveyor submitted the initial assessment and also the requirement to submit the estimate of loss. The Surveyor visited the insured premise multiple times and recommended an interim payment of ₹40 million which was paid by the Respondent. Our Company conveyed the disagreements it had with the survey post which the Surveyor prepared their final report dated May 31, 2018, along with an addendum dated September 1, 2018, whereby the assessment of loss was enhanced to ₹75.04 million. However, our Company lodged a claim with the Surveyor for ₹94.12 million factoring in all the losses caused due to the fire. Therefore, our Company filed a case before the National Consumer Disputes Redressal Commission at New Delhi on January 29, 2019 for directing the Respondent to pay an amount of ₹35.42 million which was deducted from the claim lodged by our Company, ₹8.34 million on account of non-approval and non-disbursement of claim amount in terms of undertaken period of computation of claim and ₹25 million on account of compensation towards loss of business due to non-approval and non-disbursement of claim amount. Thereafter, our Company vide notice dated September 16, 2021, also invoked arbitration

under Section 21 of the Arbitration and Conciliation Act, 1996 against the Respondent. The Respondent vide letter dated September 24, 2021, called upon our Company to recall/withdraw the notice of arbitration. The matter is currently pending.

Litigation involving our Promoters

Outstanding litigations against our Promoters

Criminal proceedings

Nil

Disciplinary actions including penalties imposed by the Stock Exchanges in the last five Financial Years preceding the date of this Draft Red Herring Prospectus

Nil

Actions by regulatory/ statutory authorities

Nil

Other material pending proceedings

Nil

Outstanding litigations by our Promoters

Criminal proceedings

Nil

Other material pending proceedings

Nil

Litigation involving our Directors

Outstanding litigations against our Directors

Criminal proceedings

Nil

Actions by regulatory/ statutory authorities

Nil

Other material pending proceedings

Nil

Outstanding litigations by our Directors

Criminal proceedings

Nil

Other material pending proceedings

Nil

Litigation involving our Key Managerial Personnel and Senior Management

Outstanding litigations against our Key Managerial Personnel and Senior Management

Criminal proceedings

Nil

Actions by regulatory/ statutory authorities

Nil

Outstanding litigations by our Key Managerial Personnel and Senior Management

Criminal proceedings

Nil

Tax proceedings

There are no outstanding tax proceedings involving our Company, Promoters or Directors except the ones mentioned below:

Nature of case	Number of cases ⁽¹⁾	Aggregate amount involved to the extent ascertainable ⁽¹⁾ (₹ in million)
Company		
Direct tax	1	17.35
Indirect tax	5 ⁽²⁾	23.85
Promoters		
Direct tax	Nil	N.A.
Indirect tax	Nil	N.A.
Directors		
Direct tax	Nil	N.A.
Indirect tax	Nil	N.A.

⁽¹⁾ As certified by P.C. Bindal & Co., Chartered Accountants, by way of their certificate dated September 1, 2025.

⁽²⁾ As on the date of this certificate, our Company has received five show cause notices under the Goods and Services Tax Act, 2017 aggregating to ₹23.85 million. Our Company is in the process of filing necessary replies in respect of these show cause notices. Further, no demand notice pursuant to the aforesaid show cause notices has been received by our Company.

Outstanding dues to creditors

In terms of the Materiality Policy, such creditors are considered 'material' to whom the amount due exceeds 5 % of the restated trade payables of our Company, on a consolidated basis, as at March 31, 2025. The consolidated trade payables of our Company as at March 31, 2025, was ₹1,596.81 million, owed to a total of 718 creditors. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹79.84 million as at March 31, 2025.

The details of outstanding dues owed to MSME creditors, material creditors and other creditors, as at March 31, 2025, are set out below:

Type of creditors	Number of creditors ⁽¹⁾	Amount involved ⁽¹⁾ (₹ in million)
Dues to micro, small and medium enterprises	117	55.81
Dues to material creditors	1	824.77
Dues to other creditors	600	716.23
Total	718	1,596.81

⁽¹⁾ As certified by P.C. Bindal & Co., Chartered Accountants by way of their certificate dated September 1, 2025.

The details pertaining to outstanding overdues to the material creditors along with names and amounts involved for each such material creditor are available on the website of our Company at <https://ukbelectronics.com/investor-relations/shareholders-information/>.

Confirmation

There are no findings or observations of any of the inspections by SEBI or any other regulatory authority in India involving our Company, Relevant Parties, Key Managerial Personnel and Senior Management, which are material

and which needs to be disclosed, or non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

Material Developments

Except as stated in the section “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 408, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months from the date of the filing of this Draft Red Herring Prospectus.

GOVERNMENT AND OTHER APPROVALS

Our business requires various approvals issued by relevant central and state authorities under various rules and regulations. Set out below is an indicative list of consents, licenses, registrations, permissions, and approvals obtained by our Company which are considered material and necessary for the purposes of undertaking their respective businesses and operations (“Material Approvals”). Some of these may expire in the ordinary course of business, the applications for renewal of which are submitted in accordance with applicable procedures and requirements.

Unless otherwise stated, these Material Approvals are valid as on the date of this Draft Red Herring Prospectus. Except as disclosed in this section, no further Material Approvals are required for carrying on the present business operations of our Company Entities. For further details in connection with the regulatory and legal framework within which we operate, see “Key Regulations and Policies in India” on page 299.

For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see “Risk Factors – Failure to obtain or renew approvals, licenses, registrations and permits to operate our business in a timely manner, or at all, may adversely affect our business, financial condition, results of operations and cash flows” on page 47. For details of approvals and other authorisations obtained by the Company and the Selling Shareholders in relation to the Offer, see “Other Regulatory and Statutory Disclosures – Consents” on page 459. For incorporation details of our Company, see “History and Certain Corporate Matters – Brief history of our Company” on page 308.

I. Material Approvals obtained in relation to the business and operations of our Company

We require various approvals, licenses and registrations under regulatory bodies, central and several state-level acts, rules and regulations to carry on our business activities and operations in India. Our Company has obtained the following Material Approvals pertaining to their respective businesses and operations, as applicable:

1. Consent to establish (CTE) and consent to operate (CTO) from the relevant state pollution control boards under the Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981, including exemptions for all the Manufacturing Facilities;
2. Authorization under the E-waste (Management) Rules, 2022 for the Manufacturing Facility 1;
3. Fire NOC obtained from the relevant local fire department or fire service authority within the relevant state for all the Manufacturing Facilities, Warehouses and offices;
4. License under the Factories Act, 1948 for all the Manufacturing Facilities;
5. Trade license from the relevant state gram panchayat and municipal corporation, as applicable, for our Manufacturing Facilities;
6. Registration under the Electricity Supply Act, 1948, as applicable;
7. Extended Producer Responsibility (EPR) Authorization issued by the Central Pollution Control Board or relevant state pollution control board;
8. Certificate of Industrial Entrepreneur Memorandum issued by the Ministry of Commerce and Industry (Department for Promotion of Industry and Internal Trade) for our Manufacturing Facilities;
9. Certifications obtained from the International Organization for Standardization certifications by the Company;
10. Registration from the Bureau of Indian Standards obtained by the Company for its products;
11. UL certifications obtained by the Company for its products;
12. Calibration certificate under the Legal Metrology Act, 2009 for the Manufacturing Facilities, Warehouses and offices; and

13. Registration under the Shops and Establishments Act of the relevant state for the Warehouses and offices.

II. Tax related approvals obtained by our Company Entities

1. Our PAN is AAACU6815C, issued by the Income Tax Department, Government of India.
2. Our TAN is DELU02479B, issued by the Income Tax Department, Government of India.
3. GST registrations from the commercial tax department of the relevant states.
4. Certificate of registration issued under the provisions of the State Tax on Profession, Trades, Calling and Employment Act, 1976 of the relevant states.
5. Our Importer-Exporter Code is 0501026886 issued by Director General of Foreign Trade under the provisions of Foreign Trade (Development and Regulation) Act, 1992.
6. Our Legal Entity Identifier is 2549002ER28PCQD96K69.

III. Labour and employee related approvals obtained by our Company Entities

1. Registration issued by the Employees' Provident Fund Organisation, India under the EPF Act.
2. Registration under the Employees State Insurance Corporation Act, 1948, for the states where our business operations are spread.
3. Registration issued under the provisions of the Shops and Establishments (Regulation of Employment and Condition of Service) Act, 1979 for the offices operated by the Company.

IV. Material Approvals pending in respect of our Company Entities

Material Approvals or renewals applied for but not received

1. Certificate of registration under Contract Labour (Regulation and Abolition) Act, 1970 and rules for Manufacturing Facility 7 and Manufacturing Facility 11.
2. License under the Factories Act, 1948 for Manufacturing Facility 7 and Manufacturing Facility 9.
3. Fire NOC from the state municipal council for Manufacturing Facility 8, Warehouse I, Warehouse II and Warehouse III.
4. Registration under the Electricity Supply Act, 1948 for Manufacturing Facility 10 and Manufacturing Facility 11.
5. Certificate of registration issued under the provisions of the Andhra Pradesh Tax on Professions, Trades, Callings, and Employments Act, 1987 for Manufacturing Facility 11.
6. Consent to operate from the relevant state pollution control boards under the Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981 for Manufacturing Facility 3 and Manufacturing Facility 6.
7. Trade license from the state gram panchayat for Manufacturing Facility 7.
8. Registration under the Shops and Establishments Act, 1947 from the relevant state authorities for Warehouse I and Warehouse II.

Material Approvals expired and not applied for renewal

Nil

Material Approvals required but not applied for or obtained

Nil

V. Intellectual Property

As on the date of this Draft Red Herring Prospectus, our Company has made the following application for obtaining trademark registration:

Sr. No.	Description	Class of trademark under the Trademarks Act	Application number	Status
1.	GLADIUS	9	2614609	Registered
2.	LENTUS	9	2614608	Registered
3.	UKB	9	778127	Registered
4.	CUPRUS	9	2614607	Registered
5.	U.K.B.	9	6509790	Formalities check pass

We have applied for registration of the trademarks of the word “GLADIUS”, “LENTUS”, “CUPRUS” and “UKB” in foreign jurisdictions such as United States of America, China and United Kingdom. As on the date of this Draft Red Herring Prospectus, the table below sets forth the details of the trademarks which have been granted registration in the aforementioned jurisdiction:

Sr. No.	Description	Jurisdiction	Assigning Authority	Application number	Status
1.	UKB	United Kingdom	International Bureau of the World Intellectual Property Organization	1792265	Protection granted
2.	U.K.B.	United Kingdom	International Bureau of the World Intellectual Property Organization	1819026	Protection granted
3.	LENTUS	United Kingdom	International Bureau of the World Intellectual Property Organization	1835569	Protection granted
4.	GLADIUS	United Kingdom	International Bureau of the World Intellectual Property Organization	1835567	Protection granted
5.	CUPRUS	United Kingdom	International Bureau of the World Intellectual Property Organization	1835568	Protection granted
6.	CUPRUS	China	International Bureau of the World Intellectual Property Organization	1835568	Protection granted

Designs

As on the date of this Draft Red Herring Prospectus, our Company has two registered designs and one pending application for registration. The table below sets forth the details:

Sr. No.	Description	Class under the Designs Act, 2000 and Designs Rules, 2001	Application number	Status
1.	PLUG	13-03	430177-001	Registered
2.	Ev gun	13-02	430176-001	Registered

Sr. No.	Description	Class under the Designs Act, 2000 and Designs Rules, 2001	Application number	Status
3.	PLUG	13-03	453782-001	Pending

OUR GROUP COMPANY

Pursuant to a resolution of our Board dated September 1, 2025 and as per the SEBI ICDR Regulations, for the purpose of identification of group companies, our Company has considered the companies (other than subsidiaries, if any) with which (i) there were related party transactions with companies (other than the subsidiaries, if any) as described under Ind AS 24, with such company during any of the financial periods being included in the Offer Documents; and (ii) any other companies considered material by our Board pursuant to the Materiality Policy.

With respect to point (ii) above, such companies (other than the subsidiaries, if any) shall be considered 'material' that are a part of the Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations and have entered into one or more transactions with the Company during the most recent financial year or relevant stub period, if any, as per the Restated Financial Information of the Company which is disclosed in the this Draft Red Herring Prospectus, as the case may be, which individually or in the aggregate, exceed 10% of the total consolidated Revenue from Operations of the Company for such period. Accordingly, based on the parameters outlined above, our Company does not have any Group Company.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate approvals

- Our Board has authorised the Offer pursuant to a resolution dated August 11, 2025.
- Our Shareholders have authorised the Fresh Issue, pursuant to a special resolution passed at their general meeting held on August 12, 2025.
- Our Board has taken on record the consent and authorization of the Promoter Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated September 1, 2025.
- This Draft Red Herring Prospectus was approved pursuant to resolutions passed by our Board on September 1, 2025.

Approvals from the Selling Shareholders

Each of the Promoter Selling Shareholders has, severally and not jointly, confirmed and authorised the transfer of its respective portion of the Offered Shares pursuant to the Offer for Sale, as set out below:

Name of the Promoter Selling Shareholder	Date of consent letter	Maximum value of Offered Shares
Manoj Tayal	August 31, 2025	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹1,350 million
Vinay Kumar Tayal	August 31, 2025	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹1,350 million
Manik Tayal	August 31, 2025	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹1,300 million

Each Promoter Selling Shareholder specifically confirms that, as required under Regulation 8 of the SEBI ICDR Regulations, it has held the Equity Shares proposed to be offered and sold by it in the Offer for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus and, to the extent that the Equity Shares being offered by such Promoter Selling Shareholder in the Offer have not been held by it for a period of at least one year prior to the filing of this Draft Red Herring Prospectus, where such Equity Shares have resulted from a bonus issue, such bonus issue has been on Equity Shares held for a period of at least one year prior to the filing of this Draft Red Herring Prospectus. Further, in this regard, our Company confirms that such bonus issue was not and shall not be undertaken by capitalizing or by utilization of its revaluation reserves or unrealized profits.

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of our Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI, RBI or governmental authorities

Our Company, Promoters, members of our Promoter Group, our Directors, or persons in control of our Company and each of the Promoter Selling Shareholders are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority or court.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Each of our Company, our Promoters, members of our Promoter Group and the Promoter Selling Shareholders, severally and not jointly, confirm that it is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Directors associated with the securities market

As of the date of the Draft Red Herring Document, none of our Directors are associated with the securities market in any manner. Further, no outstanding action has been initiated by SEBI against any of our Directors in the five

years preceding the date of this Draft Red Herring Prospectus. We confirm that the names of any Directors is not appearing in the list of directors of struck-off companies by RoC or the MCA.

Eligibility for the Offer

Our Company is eligible to undertake the Offer in accordance with the eligibility criteria provided in Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- our Company has net tangible assets of at least ₹30.00 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;
- our Company has an average operating profit of at least ₹150.00 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;
- our Company has a net worth of at least ₹10.00 million in each of the three preceding full years (of 12 months each), calculated on a restated and consolidated basis; and
- there has been no change of name of our Company at any time during the one year immediately preceding the date of filing of this Draft Red Herring Prospectus.

Set forth below are our Company's net tangible assets, operating profit and net worth, derived from our Restated Financial Information included in this Draft Red Herring Prospectus:

(₹ in million, except as stated)			
Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Restated net tangible assets ⁽¹⁾	1,864.20	1,373.08	1,029.48
Restated monetary assets ⁽²⁾	6.18	54.21	8.07
% of restated monetary assets to restated net tangible assets	0.33%	3.95%	0.78%
Restated operating profit ⁽³⁾	806.67	432.24	408.61
Average pre-tax operating profit for Fiscals 2025, 2024 and 2023	549.17		
Consolidated Net worth, as restated ⁽⁴⁾	2,043.79	1,584.79	1,281.32

⁽¹⁾ The restated net tangible assets means the means the sum of all net assets of our Company excluding right of use assets, intangible assets, and prepaid expenses reduced by total liabilities excluding lease liabilities and deferred tax liabilities of our Company.

⁽²⁾ Restated monetary assets comprise of cash and balances with banks.

⁽³⁾ Restated pre-tax operating profit means restated profit before tax excluding other income and finance costs.

⁽⁴⁾ Net worth means 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, derived from Restated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

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, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which, the entire application money will be unblocked/ refunded forthwith.

We are eligible to undertake the Offer as per Rule 19(2)(b) of the SCRR read with Regulations 6(1) of the SEBI ICDR Regulations. The Offer also includes a reservation of up to [●] Equity Shares of face value ₹[●] each aggregating up to ₹[●] million (constituting up to [●]% of the post-offer paid-up equity share capital, for subscription by Eligible Employees). The Offer and the Net Offer shall constitute [●]% and [●]%, respectively, of the post-offer paid-up equity share capital of our Company. Accordingly, in accordance with Regulation 32(1) of the SEBI ICDR Regulations we are required to allot not more than 50% of the Net Offer to QIBs, 5% of which shall be allocated to Mutual Funds exclusively. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors out of which (a) one third of such portion shall be reserved for Bidders with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two third of such portion shall be reserved for Bidders with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Investors

and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. In the event we fail to do so, the full application money shall be refunded to the Bidders.

Further, our Company confirms that it is eligible to make the Offer in terms of Regulations 5 and 7(1) of the SEBI ICDR Regulations, to the extent applicable. Our Company is in compliance with the following conditions specified in Regulations 5 and 7(1) of the SEBI ICDR Regulations:

- (a) neither our Company, nor the Promoter Selling Shareholders, our Promoters, the members of our Promoter Group, or our Directors are debarred from accessing the capital market by SEBI;
- (b) none of our Promoters or our Directors are promoters or directors of any other company which is debarred from accessing capital market by SEBI;
- (c) neither our Company, nor our Promoters or Directors is a Wilful Defaulter or a Fraudulent Borrower;
- (d) none of our Promoters and our Directors are declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018;
- (e) as on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person with any option to receive Equity Shares of our Company;
- (f) the Equity Shares of our Company held by the Promoters are in the dematerialised form; and
- (g) all 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.

Each of the Promoter Selling Shareholders, severally and not jointly, confirm that the Equity Shares that will be offered by it in the Offer for Sale are eligible to be offered for sale in the Offer in compliance with Regulation 8 of the SEBI ICDR Regulation.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”)

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER 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 MANAGERS, BEING MOTILAL OSWAL INVESTMENT ADVISORS LIMITED, IIFL CAPITAL SERVICES LIMITED (*FORMERLY KNOWN AS IIFL SECURITIES LIMITED*) HAVE 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, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND PROMOTER SELLING SHAREHOLDERS ARE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY SUCH PROMOTER SELLING SHAREHOLDER IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF AND/OR TO THE RESPECTIVE EQUITY SHARES OFFERED BY SUCH PROMOTER SELLING SHAREHOLDER, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS, BEING MOTILAL OSWAL INVESTMENT ADVISORS LIMITED, IIFL CAPITAL SERVICES LIMITED (*FORMERLY KNOWN AS IIFL SECURITIES LIMITED*) HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 1, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE

V (A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, AS AMENDED OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

Disclaimer from our Company, our Directors, our Promoters, the Promoter Selling Shareholders and the Book Running Lead Managers

Our Company, our Directors, our Promoters, the Promoter Selling Shareholders and the BRLMs 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 at <https://ukbelectronics.com/> or any affiliate of our Company or of any of the Promoter Selling Shareholders, would be doing so at his or her own risk.

Each of the Promoter Selling Shareholders accept no responsibility for any statements made or undertakings provided other than those specifically confirmed or undertaken by such Promoter Selling Shareholder, and only in relation to itself and/or to the respective Equity Shares offered by such Promoter Selling Shareholder through the Offer for Sale.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided in the Underwriting Agreement.

All information, to the extent required in relation to the Offer, shall be made available by our Company, each of the Promoter Selling Shareholders (only with respect to itself and its respective portion of the Offered Shares) and the BRLMs 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 Centres or elsewhere.

Bidders who Bid in the Offer will be required to confirm and would be deemed to have represented to our Company, the Promoter Selling Shareholders, Underwriters and their respective directors, partners, designated partners, trustees, officers, employees, 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 issue, 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, the Promoter Selling Shareholders, the Underwriters and their respective directors, partners, designated partners, trustees, officers, employees, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for our Company, the Promoter Selling Shareholders and their respective directors and officers, group companies, 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, the Promoter Selling Shareholders and their respective affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of jurisdiction

The Offer 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, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from RBI), NBFCs-SI or trusts under applicable trust law and who are authorised under their respective constitutions to hold and invest in equity shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with Insurance

Regulatory and Development Authority of India (“**IRDAI**”), permitted provident funds with a minimum corpus of ₹250.00 million (subject to applicable law) and permitted pension funds with a minimum corpus of ₹250.00 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, 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, Government of India (“**GoI**”) and permitted Non-Residents including Foreign Portfolio Investors (“**FPIs**”) and Eligible NRIs, Alternate Investment Funds (“**AIFs**”), and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person in 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 the Offer will be subject to the jurisdiction of appropriate court(s) in New Delhi, India only.

Eligibility and transfer restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act, or any other applicable law of the United States (or any state or jurisdiction therein) and unless so registered, shall 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 in accordance with any 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 the applicable laws of the jurisdictions where such offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the 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 in accordance with applicable laws.

Disclaimer clause of the BSE Limited

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by the 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 filing with the RoC.

Disclaimer clause of the National Stock Exchange of India Limited

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by the 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 filing with the RoC.

Listing

The Equity Shares proposed to be Allotted pursuant to the Red Herring Prospectus and the Prospectus proposed to be listed on the BSE and the NSE. Applications will be made to the Stock Exchanges for obtaining permission for the listing and trading of the Equity Shares being issued and sold in the Offer and [●] will be the Designated Stock Exchange, with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the Bidders in pursuance of the Red Herring Prospectus in accordance with applicable law. 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. Any expense incurred by our Company on behalf of any of the Promoter Selling

Shareholders with regard to interest on such refunds as required under the Companies Act, 2013 and any other applicable law will be reimbursed by such Promoter Selling Shareholder as agreed among our Company and the Promoter Selling Shareholders in writing, in proportion to its respective portion of the Offered Shares. Provided that no Promoter Selling Shareholder shall be responsible or liable for payment of any expenses or interest, unless such delay is solely and directly attributable to an act or omission of such Promoter Selling Shareholder and such liability shall be limited to the extent of its respective Offered Shares.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by SEBI. Each of the Promoter Selling Shareholders, severally and not jointly, shall extend commercially reasonable co-operation to our Company, as may be required solely in relation to its respective portion of the Offered Shares, in accordance with applicable law, to facilitate the process of listing the Equity Shares on the Stock Exchanges.

If our Company does not allot Equity Shares pursuant to the Offer within three Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by the 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 or such other rate as may be prescribed by the SEBI.

Consents

Each of the Promoter Selling Shareholders undertake to provide such reasonable assistance as may be requested by our Company, to the extent such assistance is required from such Promoter Selling Shareholder in relation to its Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by SEBI.

Consents in writing of: (a) each of the Promoter Selling Shareholders, our Directors, our Promoters, Promoter Group, our Company Secretary and Compliance Officer, our Statutory Auditors, the legal counsel to the Company, the bankers to our Company, lenders to our Company (wherever applicable), industry report provider (CARE), independent chartered engineer, independent chartered accountant, practicing company secretary, the BRLMs and Registrar to the Offer have been obtained; and (b) the Syndicate Members, Escrow Collection Bank, Public Offer Account Bank, Sponsor Bank, Refund Bank and Monitoring Agency to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013. Further, such consents obtained under (a) have not been withdrawn up to the date of this Draft Red Herring Prospectus.

Experts to the Offer

Our Company has received written consent dated September 1, 2025 from M S K A & Associates, Chartered Accountants, our Statutory Auditor to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated September 1, 2025 relating to the Restated Financial Information and (ii) the statement of special tax benefits dated September 1, 2025 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.

Our Company has received written consent dated September 1, 2025 from P.C. Bindal & Co., Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, 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 various certifications issued by them in their capacity as an independent chartered accountant to our Company and such consent has 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.

Our Company has received written consent dated September 1, 2025, from the independent chartered engineer, namely Aayushman Chauhan, to include their name in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013, to the extent and in their capacity as a chartered engineer, and in respect of the certificates issued by him.

Our Company has received written consent dated September 1, 2025, from Raghav Bansal & Associates, Practising Company Secretaries, to include their name in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013, to the extent that and in their capacity as practising company secretary, and in respect of the certificates issued by him..

Particulars regarding public or rights issues during the last five years

Our Company has not undertaken any public issue or any rights issue, during the five years preceding the date of this Draft Red Herring Prospectus.

Commission or brokerage on previous issues in the last five years

Since this is the initial public offering 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 during the five years preceding the date of this Draft Red Herring Prospectus.

Capital issues in the preceding three years by our Company, our listed group companies, subsidiaries and associates of our Company

Our Company has not made any capital issue during the three years preceding the date of this Draft Red Herring Prospectus. As on the date of this Draft Red Herring Prospectus, our Company does not have any group company, subsidiary or associate.

Performance vis-à-vis objects – public/rights issues of our Company

Our Company has not made any public issues or rights issues during the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects - public/rights issue of any listed subsidiary/listed Promoters of our Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiary or corporate promoter.

Price information of past issues handled by the Book Running Lead Managers

Motilal Oswal Investment Advisors Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Motilal Oswal Investment Advisors Limited

Sr. No.	Issue name	Designated stock exchange	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180 th calendar days from listing
1.	Gem Aromatics Limited	NSE	4,512.50	325	August 28, 2025	333.10	Not applicable	Not applicable	Not applicable
2.	Sri Lotus Developers and Realty Limited	NSE	7,920.00	150.00	August 6, 2025	178.00	Not applicable	Not applicable	Not applicable
3.	National Securities Depository Limited	BSE	40,109.54	800.00	August 6, 2025	880.00	Not applicable	Not applicable	Not applicable
4.	GNG Electronics Limited	NSE	4,604.35	237.00	July 30, 2025	355.00	42.55% [-1.42%]	Not applicable	Not applicable
5.	HDB Financial Services Limited	NSE	125,000.00	740.00	July 2, 2025	835.00	2.51% [-2.69%]	Not applicable	Not applicable
6.	Sambhv Steel Tubes Limited	NSE	5,400.00	82.00	July 2, 2025	110.00	55.74% [-2.69%]	Not applicable	Not applicable
7.	Ellenbarrie Industrial Gases Limited	NSE	8,525.25	400.00	July 1, 2025	486.00	41.09% [-2.69%]	Not applicable	Not applicable
8.	Schloss Bangalore Limited	NSE	35,000.00	435.00	June 2, 2025	406.00	-6.86% [3.34%]	Not applicable	Not applicable
9.	Dr. Agarwals Health Care Limited	BSE	30,272.60	402.00	February 4, 2025	396.90	+3.82% [-6.18%]	-12.44% [+2.44%]	+12.38% [+2.57%]
10.	Laxmi Dental Limited	BSE	6,980.60	428.00	January 20, 2025	528.00	+0.37% [-1.17%]	-4.98% [+1.92%]	+12.24% [+6.41%]

Source: www.nseindia.com and www.bseindia.com

Notes:

1. The S&P CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index, depending upon the designated stock exchange.
 2. Price is taken from NSE or BSE, depending upon designated stock exchange for the above calculations.
 3. The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th days
 4. Not applicable – period not completed.
2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Motilal Oswal Investment Advisors Limited

Financial year	Total no. of IPOs	Total funds raised (in millions)	Nos. of IPOs trading at discount on as on 30 th calendar days from listing date			Nos. of IPOs trading at premium on as on 30 th calendar days from listing date			Nos. of IPOs trading at discount as on 180 th calendar days from listing date			Nos. of IPOs trading at premium as on 180 th calendar days 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%
2025-2026	8	231,071.64	-	-	1	1	1	1	-	-	-	-	-	1
2024-2025	7	108,356.97	-	-	2	1	-	4	-	1	1	-	1	3
2023-2024	7	62,704.34	-	-	2	-	1	4	-	-	2	-	2	3

The information for each of the financial years is based on issues listed during such financial year.

Notes: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

Data for number of IPOs trading at premium/discount taken at closing price on NSE or BSE on the respective date, depending upon the designated stock exchange.

IIFL Capital Services Limited (formerly known as IIFL Securities Limited)

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by IIFL Capital Services Limited (formerly known as IIFL Securities Limited)

Sr. No.	Issuer name	Issue size (in ₹ million)	Issue price (₹)	Designated stock exchange as disclosed in the red herring prospectus filed	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.	Aegis Vopak Terminals Limited	28,000.00	235.00	BSE	June 2, 2025	220.00	+3.74%, [+2.86%]	+5.09%, [-1.92%]	N.A.
2.	Schloss Bangalore Limited	35,000.00	435.00	NSE	June 2, 2025	406.00	-6.86%, [+3.34%]	-8.17%, [-1.17%]	N.A.
3.	Oswal Pumps Limited	13,873.40	614.00	NSE	June 20, 2025	634.00	+17.96%, [-0.57%]	N.A.	N.A.
4.	Arisinfra Solutions Limited	4,995.96	222.00	NSE	June 25, 2025	205.00	-33.84%, [-0.72%]	N.A.	N.A.
5.	Ellenbarrie Industrial Gases Limited	8,525.25	400.00	NSE	July 1, 2025	486.00	+41.09%, [-2.69%]	N.A.	N.A.
6.	HDB Financial Services Limited	1,25,000.00	740.00	NSE	July 2, 2025	835.00	+2.51%, [-2.69%]	N.A.	N.A.
7.	Smartworks Coworking Spaces Limited	5,825.55	407.00 ⁽¹⁾	NSE	July 17, 2025	435.00	+11.79%, [-1.91%]	N.A.	N.A.
8.	GNG Electronics Limited	4,604.35	237.00	NSE	July 30, 2025	355.00	+42.55%, [-1.42%]	N.A.	N.A.
9.	Aditya Infotech Limited	1,300.00	675.00 ⁽²⁾	NSE	August 5, 2025	1,015.00	N.A.	N.A.	N.A.
10.	Bluestone Jewellery and Lifestyle Limited	15,406.50	517.00	NSE	August 19, 2025	510.00	N.A.	N.A.	N.A.

Source: www.nseindia.com; www.bseindia.com, as applicable

(1) A discount of ₹37 per equity share was offered to eligible employees bidding in the employee reservation portion.

(2) A discount of ₹60 per equity share was offered to eligible employees bidding in the employee reservation portion.

*Benchmark Index taken as NIFTY 50 or S&P BSE SENSEX, as applicable. Price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered for all of the above calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th / 90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. NA means Not Applicable. The above past price information is only restricted to past 10 initial public offers.

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by IIFL Capital Services Limited (formerly known as IIFL Securities Limited)

Financial year	Total no. of IPO's	Total funds raised (in ₹ million)	No. of IPOs trading at discount – 30 th calendar days from listing			No. of IPOs trading at premium – 30 th calendar days from listing			No. of IPOs trading at discount – 180 th calendar days from listing			No. of IPOs trading at premium – 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24	15	154,777.80	-	-	4	3	4	4	-	-	1	5	4	5
2024-25	16	481,737.17	-	-	1	6	4	5	-	2	-	6	4	3
2025-26	10	2,54,231.01	-	1	1	-	2	4	-	-	-	-	-	-

Source: www.nseindia.com; www.bseindia.com, as applicable

Note: Data for number of IPOs trading at premium/discount taken at closing price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered.

NA means Not Applicable.

Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in circular number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website of the Book Running Lead Managers, as set forth in the table below:

Sr. No.	Name of the BRLMs	Website
1.	Motilal Oswal Investment Advisors Limited	www.motilaloswalgroup.com
2.	IIFL Capital Services Limited (formerly known as IIFL Securities Limited)	www.iiflcap.com

Stock market data of the Equity Shares

This being the initial public offering 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 Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges or any such period as prescribed under the applicable laws, to enable the investors to approach the Registrar to the Offer for redressal of their grievances. The Registrar to the Offer shall obtain the required information from the Self Certified Syndicate Banks (“SCSBs”) for addressing any clarifications or grievances of ASBA Bidders.

Bidders can contact the Company Secretary and Compliance Officer and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, 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. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs or Registrar to the Offer, in the manner provided below. Our Company, the Selling Shareholders, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the applicable provisions of the SEBI ICDR Regulations.

All Offer related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary, with whom the Bid cum Application Form was submitted giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, Unified Payments Interface Identity (“UPI ID”), Permanent Account Number (“PAN”), address of Bidder, number of the Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked (for Bidders other than UPI Bidders) or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. For Offer-related grievances, investors may contact the BRLMs, details of which are given in “**General Information – Book Running Lead Managers**” on page 85.

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole 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 BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid / Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

The SEBI ICDR Master Circular streamlines the process to handle investor issues arising out of the UPI Mechanism *inter alia* in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/ non allotment within prescribed timelines and procedures.

In terms of SEBI ICDR Master Circular issued by the SEBI, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, in terms of SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Separately, in accordance with the SEBI ICDR Master Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issue, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled/withdrawn/deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation/withdrawal/deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original Bid Amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non-Allotted/partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLMs shall be liable to compensate the investor by ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer.

Disposal of investor grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSBs in case of ASBA bidders for the redressal of routine investor grievances shall be 10 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 shall obtain authentication on the SCORES platform and shall comply with the SEBI circulars in relation to redressal of investor grievances through SCORES.

Our Company has appointed Ranjeet Singh, as the Company Secretary and Compliance Officer. For further details, see “*General Information – Company Secretary and Compliance Officer*” on page 85. Each of the Promoter Selling Shareholders, severally and not jointly, have authorised the Company Secretary and Compliance Officer and the Registrar to the Offer to redress any complaints received from Bidders solely to the extent of the statements specifically made, confirmed or undertaken by the Promoter Selling Shareholders in the Offer Documents in respect of themselves and their respective Offered Shares.

Our Company has also constituted Stakeholders' Relationship Committee to resolve the grievances of the security holders of our Company. For further details, see "***Our Management – Committees of the Board – Stakeholders' Relationship Committee***" on page 324.

Our Company has not received any investor grievances during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by the Securities and Exchange Board of India

Our Company had filed an application dated June 23, 2025, with SEBI seeking an exemption under Regulation 300(1)(c) of the SEBI ICDR Regulations, from classifying (i) Sambhav Tayal; (ii) certain body corporates in which 20% or more of the equity share capital is held by Sambhav Tayal (individually) or HUFs or firms of which he is a member, (iii) body corporates in which the body corporates referred in (i) holds 20% or more of the equity share capital, or (iv) HUFs or firms in which the shareholding of Sambhav Tayal is equal to 20% or more (individually), which may also qualify as promoter group in terms of the SEBI ICDR Regulations, as members of our Promoter Group and including relevant disclosures, confirmations and undertakings in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, in relation to the same.

By way of a letter dated August 26, 2025 (bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2025/23038/1), SEBI has not acceded to the Exemption Application and has decided not to grant exemption from including/ disclosing Sambhav Tayal and the relevant information pertaining to Sambhav Tayal as required under the SEBI ICDR Regulations.

Our Company has included disclosures pertaining to the Sambhav Tayal, based on and limited only to the extent of information publicly available from the websites of certain government authorities and other public databases, namely, CIBIL, watchout investors, crime check and NSE and BSE websites, in the sections titled "***Capital Structure***" and "***Our Promoters and Promoter Group***" beginning on page 93 and 332, respectively, of this Draft Red Herring Prospectus, in order to comply with the requirements of the SEBI ICDR Regulations. For details, see "***Risk Factors - Sambhav Tayal, who has been identified as a member of the promoter group has not provided information regarding himself nor any of the entities related to him. All information in relation to Sambhav Tayal and Sambhav Kumar & Sons (HUF) disclosed in the Draft Red Herring Prospectus has been sourced from publicly available information***" on page 41.

Other confirmations

Any person connected with the Offer shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Offer.

SECTION VII – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted pursuant to this Offer are and shall be subject to the provisions of the Companies Act, 2013, the SEBI ICDR Regulations, SCRA, SCRR, our Memorandum of Association, our Articles of Association, SEBI Listing Regulations, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the Abridged Prospectus and other terms and conditions as may be incorporated in the Confirmation Allotment Note, Allotment Advice and other documents and certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital, transfer of securities and listing and trading of securities, offered from time to time, by SEBI, Government of India (“GoI”), the Stock Exchanges, RoC, RBI, and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as maybe prescribed by SEBI, GoI, the Stock Exchange, the RoC, the RBI, and/or other authorities while granting its approval for the Offer.

The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Promoter Selling Shareholders. For details in relation to the sharing of Offer expenses, see “*Objects of the Offer – Offer related expenses*” on page 131.

Ranking of Equity Shares

The Equity Shares being offered/Allotted and transferred pursuant to the Offer will be subject to the provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, SCRR, our Memorandum of Association and our Articles of Association and will rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of rights to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment as per the applicable law. For further details, see “*Main Provisions of the Articles of Association*” beginning on page 502.

Mode of payment of dividend

Our Company will pay dividends, if declared, to the Shareholders, as per the provisions of the Companies Act, 2013, the SEBI Listing Regulations, our Memorandum of Association and our Articles of Association, and any guidelines or directives that may be issued by the GoI in this respect or any other applicable law. Any dividends declared, after the date of Allotment in the Offer, will be payable to the Allottees who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, see “*Dividend Policy*” and “*Main Provisions of the Articles of Association*” beginning on pages 339 and 502, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹2 each and the Offer Price is ₹[●] per Equity Share. The Floor Price is ₹[●] per Equity Share and the Cap of the Price Band is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Offer Price, Price Band and the minimum Bid Lot will be decided by our Company, in accordance with applicable laws and, in consultation with the BRLMs, and shall be published by our Company in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of New Delhi, where our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date, and shall be made available to the Stock Exchanges for the purpose of uploading the same 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 respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for Equity Shares offered by way of the Book Building Process.

At any given point in time there will be only one denomination for the Equity Shares.

Employee Discount

Employee discount, if any, may be offered to Eligible Employees bidding in the Employee Reservation Portion respectively. Eligible Employees bidding in the Employee Reservation Portion respectively at a price within the Price Band can make payment at Bid Amount, that is, Bid Amount net of employee discount, if any, as applicable at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion respectively at the Cut-Off Price have to ensure payment at the higher end of the Price Band, less employee discount, if any, as applicable, at the time of making a Bid.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, the Equity Shareholders will have the following rights:

1. right to receive dividends, if declared;
2. right to attend general meetings and exercise voting powers, unless prohibited by law;
3. right to vote on a poll either in person or by proxy and e-voting in accordance with the provisions of the Companies Act, 2013;
4. right to receive offers for rights shares and be allotted bonus shares, if announced;
5. right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
6. right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and
7. such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see “*Main Provisions of the Articles of Association*” beginning on page 502.

Allotment of Equity Shares only 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. Hence, the Equity Shares offered through the Red Herring Prospectus can be applied for in dematerialised form only. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form.

In this context, two agreements have been entered into between our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated March 29, 2023, among NSDL, our Company and the Registrar to the Offer.
- Tripartite agreement dated June 24, 2025 among CDSL, our Company and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares will be in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of [●] Equity Shares of face value of ₹2 each, subject to a minimum Allotment of [●] Equity Shares of face value of ₹2 each for QIBs and RIIs. For NIIs, allotment shall not be less than the Minimum Non-Institutional Application Size. For the method of Basis of Allotment, see “*Offer Procedure*” beginning on page 480.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in New Delhi, India.

Joint Holders

Subject to the provisions of our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Period of subscription list of the Offer

For details, see “- *Bid/ Offer Period*” on page 470.

Nomination Facility

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, 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 to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. 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 nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. 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 and Corporate Office or to the Registrar and Share Transfer Agents of our Company.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, will, on the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as holder of 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, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participants.

Bid/Offer Period

BID/OFFER OPENS ON*	[●]
BID/OFFER CLOSING ON**#	[●]

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

** Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for Qualified Institutional Buyers one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/ Offer Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds for Anchor Investors/ unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

* In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated by

the intermediary 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, in accordance with applicable law. For (i) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (ii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iii) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer 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 two Working Days from the Bid/Offer Closing Date by the SCSB for such delay in unblocking, in accordance with applicable law. The Bidders shall be compensated by the manner specified in the SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking/ unblocking of funds, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the Self Certified Syndicate Bank(s) (“SCSB”), to the extent applicable.

The above timetable is indicative and does not constitute any obligation on our Company or any of the Promoter Selling Shareholders or the BRLMs. 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 three Working Days of Bid/ Offer Closing Date or such time as may be prescribed by SEBI, with reasonable support and co-operation of each of the Promoter Selling Shareholders, as may be required in respect of its respective portion of the Offered Shares, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company, in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges or delay in receipt of final certificates from SCSBs, etc. 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. Each of the Promoter Selling Shareholders, severally and not jointly, confirms that it shall extend commercially reasonable co-operation to our Company, as may be required solely in relation to its respective Offered Shares, in accordance with applicable law, to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within three Working Days from the Bid/Offer Closing Date or such time as prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working days of Bid/ Offer Closing Date or such time prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))
Bid/Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIIs, other than QIBs, Non-Institutional Investors and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs where Bid Amount is more than ₹0.50 million)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Investors categories#	Only between 10.00 a.m. on the Bid/ Offer Opening Date and up to 4.00 p.m. IST on Bid/ Offer Closing Date

Upward or downward Revision of Bids or cancellation of Bids by RIIs and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. on the Bid/ Offer Opening Date and up to 5.00 p.m. IST on Bid/ Offer Closing Date

* UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/ withdraw their Bids.

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

- (i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Investors; and
- (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on a daily basis within 60 minutes of the bid closure time from the Bid/Offer Opening Date till the Bid/Offer Closing Date by obtaining such information from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the Registrar to the Offer on a daily basis.

It is clarified that Bids shall be processed only after the application monies are blocked in the application supported by blocked amount (“ASBA”) Account and 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.

To avoid duplication, the facility of re-initiation provided to members of the 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.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and, in any case, no later than 12.00 p.m. (Indian Standard Time) on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted on the Stock Exchange platform only during Working Days, during the Bid/ Offer Period and shall not be accepted on Saturdays and holidays as declared by the Stock Exchanges. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing. Further, 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 the BSE and NSE, respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public/bank 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.

Our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations provided that the Cap Price will be less than or equal to 120% of the Floor Price provided that the Cap Price shall be at least 105% of the Floor Price and the Floor Price will not be less than the face value of the Equity Shares. Subject to compliance with the foregoing, the revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company, for reasons to be recorded in writing, may extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer

Period, if applicable, will 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 BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Banks, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-vis 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.

Employee Discount

Employee Discount, if any, will be offered to Eligible Employees bidding in the Employee Reservation Portion respectively. Eligible Employees bidding in the Employee Reservation Portion respectively at a price within the Price Band can make payment based on, Bid Amount net of Employee Discount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, if any, at the time of making a Bid.

Minimum Subscription

If our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR or the minimum subscription of 90% of the Fresh Issue on the Bid/ Offer Closing Date; or subscription level falls below aforesaid minimum subscription after the Bid/ Offer Closing Date due to withdrawal of Bids or technical rejections or any other reason; or in case of devolvement of Underwriting, aforesaid minimum subscription is not received within 60 days from the date of Bid/ Offer Closing Date or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares in the Offer, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI ICDR Master Circular. If there is a delay beyond two Working Days after our Company becomes liable to pay the amount, our Company, and every Director of our Company, who are officers in default, shall pay interest at the rate of 15% per annum. It is clarified that each of the Promoter Selling Shareholders shall, severally and not jointly, be liable to refund money raised in the Offer together with any interest for delays in making refunds as per applicable law, only to the extent of its respective portion of Offered Shares. Notwithstanding the foregoing, no liability to make any payment of interest shall accrue on any Promoter Selling Shareholder and such interest shall be borne by our Company unless any delay of the payments to be made hereunder, or any delay in obtaining listing and/or trading approvals or any approvals in relation to the Offer is solely and directly attributable to an act or omission of such Promoter Selling Shareholder.

The requirement for minimum subscription is not applicable to the Offer for Sale. In the event of undersubscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, the Allotment for the valid Bids will be made in the following order: (i) such number of Equity Shares will first be Allotted by the Company such that 90% of the Fresh Issue portion is subscribed; (ii) upon achieving (i) above, all the Equity Shares held by the Promoter Selling Shareholders and offered for sale in the Offer for Sale will be Allotted (in proportion to the Offered Shares being offered by each Promoter Selling Shareholder); and (iii) once Equity Shares have been Allotted as per (i) and (ii) above, such number of Equity Shares will be Allotted by the Company towards the balance 10% of the Fresh Issue portion.

Undersubscription, if any, in any category except the QIB Category, would be met with spill-over from the other categories at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for disposal of odd Lots

Since the Equity Shares will be treated in dematerialised form only, and the market lot for the Equity Shares will be one Equity Share, there are no arrangements for disposal of odd lots.

New financial instruments

Our Company is not issuing any new financial instruments through the Offer.

Restrictions, if any on transfer and transmission of Equity Shares

Except for lock-in of pre-Offer equity shareholding of our Company, minimum Promoters' contribution and Anchor Investor lock-in in the Offer, as detailed in "*Capital Structure – History of the share capital held by our Promoters - Build-up of Promoters' shareholding in our Company*" on page 105 and except as provided in our Articles as detailed in "*Main Provisions of the Articles of Association*" beginning on page 502, there are no restrictions on transfers and transmission of shares/debentures and on their consolidation/splitting.

Option to receive Equity Shares in dematerialized form

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. 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 Offer, subject to applicable laws.

Withdrawal of the Offer

The Offer shall be withdrawn in the event that 90% of the Fresh Issue portion of the Offer is not subscribed.

Our Company and the Promoter Selling Shareholders, in consultation with the BRLMs, reserves the right not to proceed with the Offer, in whole or in part thereof, after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer and price band advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks, in case of UPI Bidders, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer and price band advertisements have appeared and the Stock Exchanges will also be informed promptly.

If our Company, in consultation with the BRLMs withdraws the Offer after the Bid/Offer Closing Date and thereafter determines that it will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Offer 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 three Working Days of the Bid/ Offer Closing Date or such other time period as prescribed under applicable law. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

OFFER STRUCTURE

The Offer is of up to [●] Equity Shares of face value of ₹2 each, for cash at a price of ₹[●] per Equity Share aggregating up to ₹8,000 million comprising a Fresh Issue of up to [●] Equity Shares of face value of ₹2 each, aggregating up to ₹4,000 million by our Company and an Offer for Sale of up to [●] Equity Shares of face value of ₹2 each, aggregating up to ₹4,000 million by the Promoter Selling Shareholders.

The Offer comprises of a Net Offer of up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million and Employee Reservation Portion of up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million. The Employee Reservation Portion shall not exceed [●]% of our post-Offer paid-up Equity Share capital. The Offer and the Net Offer shall constitute [●]% and [●]%, respectively, of the post-Offer paid-up Equity Share capital of our Company. A discount of up to [●]% to the Offer Price (equivalent of ₹[●] per Equity Share) may be offered to Eligible Employees bidding in the Employee Reservation Portion in accordance with the SEBI ICDR Regulations and details of which will be announced at least two Working Days prior to the Bid / Offer Opening Date.

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹800 million, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects prior to completion of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result in listing of the Equity Shares of our Company on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement, if undertaken, shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety).

In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulation 31 of the SEBI ICDR Regulations.

Particulars	Eligible Employees [#]	Qualified Institutional Buyers ("QIB") ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for Allotment or allocation ^{*(2)}	Up to [●] Equity Shares of face value of ₹2 each	Not more than [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	Not less than [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million available for allocation or Offer less allocation to QIB Bidders and RIIs	Not less than [●] Equity Shares of face value of ₹2 each available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Investors
Percentage of Offer Size available for Allotment or allocation	The Employee Reservation Portion shall constitute up to [●]% of the post-Offer paid-up Equity Share capital of our Company.	Not more than 50% of the Net Offer shall be available for allocation to QIB Bidders. However, 5% of the Net QIB Category 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 Net QIB Category. The unsubscribed portion in the Mutual Fund	Not less than 15% of the Net Offer or the Offer less allocation to QIB Bidders and Retail Individual Investors shall be available for allocation. One-third of the Non-Institutional Category will be available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Category will be available for allocation to Bidders	Not less than 35% of the Net Offer or the Offer less allocation to QIB Bidders and Non-Institutional Investors will be available for allocation

Particulars	Eligible Employees [#]	Qualified Institutional Buyers (“QIB”) ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
Basis of Allotment if respective category is oversubscribed*	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000 (net of Employee Discount, if any). In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹200,000 (net of Employee Discount, if any), subject to total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any).	Portion will be added to the Net QIB Category Proportionate as follows (excluding the Anchor Investor Portion): a) [●] Equity Shares of face value of ₹2 each shall be available for allocation on a proportionate basis to Mutual Funds only; and b) [●] Equity Shares of face value of ₹2 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above Up to 60% of the QIB Category (of up to [●] Equity Shares of face value of ₹2 each) 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	with a Bid size of more than ₹1,000,000. The Equity Shares available for allocation to Non-Institutional Investors under the Category shall be subject to the following: (a) One-third of the Non-Institutional Category will be available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000; and (b) Two-thirds of the Non-Institutional Category will be available for allocation to Bidders with a Bid size of more than ₹1,000,000. The unsubscribed portion in either of the aforementioned subcategories may be allocated to Bidders in the other sub-category of Non-Institutional Investors. The Allotment of Equity Shares to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability in the Non-Institutional Category, and the remainder, if any, shall be allotted in accordance with the conditions specified in Schedule XIII to the SEBI ICDR Regulations	The allotment to each RII shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis. For further details, see “Offer Procedure” beginning on page 480
Mode of Bid [^]	ASBA Process only (including the UPI Mechanism)	ASBA process only (excluding UPI Mechanism) (except in case of Anchor Investors)	ASBA Process only (including the UPI Mechanism), to the extent of Bids up to ₹500,000	ASBA Process only (including the UPI Mechanism)
Minimum Bid	[●] Equity Shares of face value of ₹2 each and in multiples of [●] Equity Shares thereafter.	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹2 such	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹2 each such that the Bid	[●] Equity Shares of face value of ₹2 each and in multiples of [●] Equity Shares of face

Particulars	Eligible Employees [#]	Qualified Institutional Buyers ("QIB") ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
		that the Bid Amount exceeds ₹200,000.	Amount exceeds ₹200,000	value of ₹2each thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹2 each, so that the maximum Bid Amount by each Eligible Employee in Eligible Employee Portion does not exceed ₹500,000 (net of Employee Discount, if any).	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹2 each not exceeding the size of the Net Offer (excluding the Anchor Portion), subject to applicable limits to each Bidder.	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹2each not exceeding the size of the Net Offer (excluding the QIB Category), subject to limits applicable to Bidder.	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹2 each so that the Bid Amount does not exceed ₹200,000.
Mode of Allotment	Compulsorily in dematerialised form			
Bid Lot	[●] Equity Shares of face value of ₹2 each and in multiples of [●] Equity Shares of face value of ₹2 each thereafter			
Allotment Lot	[●] Equity Shares of face value of ₹2each and in multiples of one Equity Share thereafter	[●] Equity Shares of face value of ₹2each and in multiples of one Equity Share thereafter	For NIIs allotment shall not be less than the minimum non-institutional application size.	[●] Equity Shares of face value of ₹2each and in multiples of one Equity Share thereafter
Trading Lot	One Equity Share			
Who can apply ⁽³⁾⁽⁴⁾⁽⁵⁾	Eligible Employees	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013 ("Companies Act"), scheduled commercial banks, Mutual Funds, Foreign Portfolio Investors ("FPIs") (other than individuals, corporate bodies and family offices), Venture Capital Funds ("VCFs"), Alternate Investment Funds ("AIFs"), Foreign Venture Capital Investors ("FVCIs") registered with Securities and Exchange Board of India ("SEBI"), multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with Insurance Regulatory and Development Authority of India ("IRDAI"), provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum	Resident individuals, Non-Resident Individuals ("NRIs"), Hindu Undivided Families ("HUFs") (in the name of the karta), companies, corporate bodies, scientific institutions, societies, trusts, family offices and FPIs who are individuals, corporate bodies and family offices which are re-categorised as category II FPIs (as defined in the SEBI FPI Regulations) and registered with SEBI.	Resident individuals, Eligible NRIs and HUFs (in the name of the karta)

Particulars	Eligible Employees [#]	Qualified Institutional Buyers ("QIB") ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
		corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under subsection (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the Government of India ("GoI") through resolution F. No.2/3/2005-DD-II dated November 23, 2005, 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 NBFCs - SI in accordance with applicable laws.		
Terms of Payment	In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids⁽⁴⁾ In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder, or by the Sponsor Bank(s) through the UPI Mechanism (other than Anchor Investors), that is specified in the ASBA Form at the time of submission of the ASBA Form			

Assuming full subscription in the Offer.

[#] Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹500,000 (net of Employee Discount, if any). However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000 (net of Employee Discount, if any). In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of undersubscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

[^] The SEBI ICDR Master Circular has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the Bidders.

⁽¹⁾ Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis in accordance with the SEBI ICDR Regulations, 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 ₹500 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 ₹50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by our Company, in consultation with the BRLMs. In the event of under-subscription in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Category. For further details, see "Offer Procedure" beginning on page 480.

⁽²⁾ Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b) of the SCRR and Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs. Such number of Equity Shares representing 5% of the Net QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Category shall be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Category, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Category for proportionate allocation to all QIBs. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors, of which (a) one-third portion shall

be reserved for Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000; and (b) two-thirds portion shall be reserved for Bidders with a Bid size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Investors, subject to valid Bids being received at or above the Offer Price and not less than 35% of the Net Offer shall be available for allocation to RILs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price.

- (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) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-in Date as indicated in the Confirmation Allotment Note CAN.
- (5) Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Bids by FPIs with certain structures as described under “**Offer Procedure - Bids by Foreign Portfolio Investors**” on page 486 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.

Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid. Employee Discount, if any, will be offered to Eligible Employees Bidding in the Employee Reservation Portion, and, at the time of making a Bid. Eligible Employees Bidding in the Employee Reservation Portion can make payment based on Bid Amount net of Employee Discount, if any, at the time of making a Bid. Eligible Employees Bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, if any, at the time of making a Bid. In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall 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 BRLMs 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.

Subject to valid Bids being received at or above the Offer Price, under subscription, if any, in any category except the QIB Category, would be met with spill-over from the other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange, on proportionate basis as per the SEBI ICDR Regulations.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the SEBI circular number 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, 2013, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (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 Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) interest in case of delay in allotment or refund; and (xiii) disposal of applications.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with Applicable Laws and did not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus. Further, our Company, the Promoter Selling Shareholders and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Pursuant to NSDL circular number NSDL/CIR/II/28/2023 dated August 8, 2023 and CDSL circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023, our Company may request the Depositories to suspend/ freeze the ISIN in depository system till listing/ trading effective date. Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of the Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Offer shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid/ Offer Opening Date.

Book Building Procedure

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Category to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLMs, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Category (other than the Anchor Investor Portion). Further, 5% of the Net QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net 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 Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Category, the balance Equity Shares available for allocation in

the Mutual Fund Portion will be added to the remaining QIB Category for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors, in accordance with the SEBI ICDR Regulations, of which one-third of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹1,000,000 and under- subscription in either of these two sub-categories of the Non-Institutional Category may be allocated to Bidders in the other sub-category of the Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Net Offer shall be available for allocation to Retail Individual Portion, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, up to [●] Equity Shares of face value of ₹[●] each, aggregating up to ₹[●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price (net of Employee Discount, if any).

Undersubscription, if any, in any category, except in the Net 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 and in consultation with the BRLMs and the Designated Stock Exchange, subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the Net QIB Category, will not be allowed to be met with spill-over from any other category or a combination of categories. In the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000 (net of Employee Discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any).

Investors must ensure that their Permanent Account Number (“PAN”) is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct Taxes on February 13, 2020, and press release dated June 25, 2021 and September 17, 2021, CBDT circular number 7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023, read with subsequent circulars issued in relation thereto.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including depository participant’s identity number (“DP ID”), client identification number (“Client ID”), PAN and unified payments interface identity number (“UPI ID”), as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI. Our Company has appointed the Sponsor Banks to act as a conduit between the Stock Exchanges and National Payments Corporation of India (“NPCI”) in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

NPCI through its circular number NPCI/UPI/OC No. 127/ 2021-22 dated December 9, 2021, *inter alia*, has enhanced the per transaction limit from ₹200,000 to ₹500,000 for applications using UPI in initial public offerings.

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 Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send short message service (“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 Working 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-Offer BRLMs will be required to compensate the concerned investor.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Further, in accordance with the SEBI ICDR Master Circular, all UPI Bidders shall provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

- (i) a syndicate member;
- (ii) a stockbroker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);
- (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity); or
- (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity).

Electronic registration of Bids

- (i) The Designated Intermediary may register the Bids using the online 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 online facilities for Book Building on a regular basis before the closure of the Offer.
- (ii) On the Bid/Offer 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.
- (iii) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.
- (iv) QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered Office and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the BSE Limited (“BSE”) (www.bseindia.com) and the National Stock Exchange of India Limited (“NSE”) (www.nseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. UPI Bidders shall Bid in the Offer 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, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. UPI Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. In accordance with the SEBI ICDR Master Circular, the ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the Bidders. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. This circular shall be applicable for all categories of investors viz. RII, QIB, NII and other reserved categories and also for all modes through which the applications are processed.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient credit balance such that an amount equivalent to full Bid Amount can be blocked therein, at the time of submitting the Bid. as the application

made by a ASBA Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the investor's bank accounts, pursuant to the SEBI ICDR Master Circular.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis [^]	[●]
Non-Residents including Foreign Portfolio Investors (“FPIs”), Eligible Non-Resident Investors (“NRIs”) applying on a repatriation basis, foreign Venture Capital Investors (“FVCIs”) and registered bilateral and multilateral institutions	[●]
Anchor Investors ^{^^}	[●]
Eligible Employees Bidding in the Employee Reservation Portion [#]	[●]

* Excluding the electronic Bid cum Application Form.

[^] Electronic Bid cum Application Form will be made available for download on the website of the BSE (www.bseindia.com) and NSE (www.nseindia.com).

^{^^} Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLMs.

[#] Bid cum Application Forms for Eligible Employees will be available only at our branches and offices in India.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. For RIIs using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis to enable the Sponsor Banks to initiate UPI Mandate Request to UPI Bidders for blocking of funds.

In case of ASBA Forms, the relevant Designated Intermediaries shall capture and 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.

The Sponsor Banks 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 Banks will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Banks 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 UPI switch data, Core Banking System (“CBS”) data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

Pursuant to NSE circular number 23/2022 dated July 22, 2022 and BSE circular number 20220722-30 dated July 22, 2022, has mandated that trading members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹500,000 and NIB and QIB bids above ₹200,000, through SCSBs only.

For all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 p.m. on the Bid/Offer 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 processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation on compliance with the UPI Circulars.

For ASBA Forms (other than UPI Bidders using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s).

The Sponsor Banks shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer 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 Offer Bidding process.

Participation by the Promoters and Promoter Group of our Company, BRLMs, the Syndicate Members and their associates and affiliates and the persons related thereto

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in the Offer in any manner, except towards fulfilling their respective underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation.

Except as stated below, neither the BRLMs nor any persons related to the BRLMs can apply in the Offer under the Anchor Investor Portion:

- (i) mutual funds sponsored by entities which are associate of the BRLMs;
- (ii) insurance companies promoted by entities which are associate of the BRLMs;
- (iii) Alternate Investment Funds (“AIFs”) sponsored by the entities which are associate of the BRLMs;
- (iv) Foreign Portfolio Investors (“FPIs”) other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the BRLMs; or
- (v) pension funds sponsored by entities which are associate of the BRLMs;

Except to the extent of the Offered Shares, our Promoters and the members of our Promoter Group will not participate in the Offer. Further, persons related to our Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

For the purposes of the above, a QIB who has the following rights shall be deemed to be a person related to our Promoters or Promoter Group:

- (i) rights under a shareholders’ agreement or voting agreement entered into with our Promoters or Promoter Group;
- (ii) veto rights; or
- (iii) right to appoint any nominee director on the Board.

Further, an Anchor Investor shall be deemed to be an “associate of the BRLMs” if:

- (i) 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
- (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or
- (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

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 BRLMs reserve the right to reject any Bid without assigning any reason thereof, subject to applicable laws.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value (“NAV”) in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments

in case of index funds or sector or industry specific schemes. 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 Non-resident Indians (“NRIs”)

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident forms should authorise their SCSB to block their Non-Resident External (“NRE”) accounts (including UPI ID, if activated), or foreign currency non-resident accounts (“FCNR Accounts”), and eligible NRI Bidders bidding on a non-repatriation basis by using resident forms should authorise their SCSB to block their Non-Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. NRIs applying in the Offer 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 ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Participation of Eligible NRIs in the Offer shall be subject to the Foreign Exchange Management Act (“FEMA”) Non-debt Instrument Rules. Only bids accompanied by payment in Indian rupees or fully convertible foreign exchange will be considered for allotment.

In accordance with the FEMA Non-Debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up Equity Share capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and Overseas Citizen of India (“OCI”) put together shall not exceed 10% of the total paid-up Equity Share capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

For details of restrictions on investment by NRIs, see “*Restrictions on Foreign Ownership of Indian Securities*” beginning on page 500.

Bids by Hindu Undivided Families (“HUFs”)

Bids by Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: “Name of sole or first bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids by HUFs may be considered at par with Bids from individuals.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares of face value of ₹2 each and in multiples of [●] Equity Shares of face value of ₹[●] each thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹500,000 (net of Employee Discount, if any). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount, if any). Allotment in the Employee Reservation Portion will be as detailed in the section “*Offer Structure*” beginning on page 475.

However, Allotments to Eligible Employees in excess of ₹200,000 (net of Employee Discount, if any) shall be considered on a proportionate basis, in the event of under-subscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). Subsequent under-subscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under the Employee Reservation Portion by Eligible Employees shall be:

- Made only in the prescribed Bid cum Application Form or Revision Form.

- Only Eligible Employees (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) would be eligible to apply in this Offer under the Employee Reservation Portion.
- In case of joint bids, the sole/ first Bidder shall be the Eligible Employee.
- Bids by Eligible Employees may be made at Cut-off Price.
- Only those Bids, which are received at or above the Offer Price, net of Employee Discount, if any, would be considered for allocation under this portion.
- The Bids must be for a minimum of [●] Equity Shares of face value of ₹2 each and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee subject to a maximum Bid Amount of ₹500,000 on a net basis.
- Eligible Employees bidding in the Employee Reservation Portion can Bid through the UPI mechanism
- If the aggregate demand in this portion is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.
- Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids.
- Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form or Revision Form.

In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any).

Bids by Foreign Portfolio Investors (“FPIs”)

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company 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 Non-Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilise the multi-investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids.

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 BRLMs reserves the right to reject any Bid without assigning any reason, subject to applicable laws.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Non-Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

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 Offer 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, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI 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.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

- (a) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
- (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents.

Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with SEBI master circular bearing reference number SEBI/HO/AFD-2/CIR/P/2022/175 dated December 19, 2022, provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the multiple investment managers ("MIM") Structure, and bear the same PAN, are liable to be rejected. 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 in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids:

- FPIs which utilise the MIM structure, indicating the name of their respective investment managers in such confirmation;
- Offshore derivative instruments ("ODI") 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 confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form *“exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus.”*

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the **“FPI Group”**) shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

Bids by Securities and Exchange Board of India (“SEBI”) registered Venture Capital Funds (“VCFs”), Alternate Investment Funds (“AIFs”) and Foreign Capital Investors (“FVCIs”)

SEBI VCF Regulations as amended, inter alia prescribe the investment restrictions on VCFs, registered with SEBI. SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the SEBI VCF Regulations, the venture capital funds which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations 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. SEBI FVCI Regulations prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A Category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All 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 BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of AIFs, VCFs and FVCIs shall also be subject to the FEMA Non-Debt Instruments Rules.

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.

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 BRLMs 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 the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

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, whichever is lower. Further, the aggregate equity investments in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments, cannot exceed 20% of the bank's paid-up share capital and reserves. However, a banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans/investments made to a company.

Bids by Self-Certified Syndicate Banks ("SCSBs")

SCSBs participating in the Offer 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, in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, read with the Investments – Master Circular dated October 27, 2022, each as amended, are broadly set forth below:

- (a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;
- (b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- (c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.*

Insurance companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250.00 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, systematically important non-banking finance company (“NBFC-SI”), insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserve 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 BRLMs, 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, in consultation with the BRLMs, may deem fit.

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:

- (a) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.
- (b) 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 Category. 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.
- (c) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- (d) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date and will be completed on the same day.
- (e) Our Company may finalise allocation to the Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLMs, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:
 - (i) maximum of two Anchor Investors, where allocation under 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, 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, subject to minimum Allotment of ₹50 million per Anchor Investor.

- (f) 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 BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.
- (g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- (h) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.
- (i) 50% of the Equity Shares Allotted to the Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
- (j) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) shall apply in the Offer under the Anchor Investor Portion. See “– *Participation by the Promoters and Promoter Group of our Company, BRLMs, the Syndicate Members and their associates and affiliates and the persons related thereto*” above.
- (k) Bids made by QIBs under both the Anchor Investor Portion and the QIB Category will not be considered multiple Bids.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI 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 auditors, and (iv) such other approval as may be required by the NBFC-SI, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI shall be as prescribed by RBI from time to time.

For more information, please read the General Information Document.

The above information is given for the benefit of the Bidders. Bidders are advised to make their independent investigations and ensure that any single Bid from it does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by it under applicable law or regulation or as specified in the Red Herring Prospectus and the Prospectus.

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, the Promoter Selling Shareholders and/or the Book Running Lead Managers 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 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 Investors 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 Bid(s) during the Bid/Offer Period and withdraw or lower the size of their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date.

Do's:

1. Check if you are eligible to apply as per the terms of this Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
3. Ensure that you have Bid within the Price Band;
4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
5. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e., bank account number or UPI ID, as applicable) and PAN in the Bid cum Application Form and if you are a UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
6. 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;
7. UPI Bidders Bidding using the UPI Mechanism in the Offer shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
8. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;
9. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 5:00 pm on the Bid/Offer Closing Date;
10. Ensure that the signature of the first bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;
11. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the first bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
12. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
14. 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 number MRD/DoP/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, and (iii) persons/entities exempt from

holding a PAN under applicable law, 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 beneficial 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;

15. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
18. 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, if applicable, are submitted;
19. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
20. Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI mechanism) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI mechanism) and the PAN entered into the online initial public offerings (“**IPO**”) system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI mechanism) and PAN available in the Depository database;
21. In case of QIBs and NIIs, ensure that while Bidding through a Designated Intermediary, the ASBA Form 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);
22. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form or have otherwise provided an authorisation to the SCSB or the Sponsor Banks, 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. In case of UPI Bidder Bidding through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
23. Ensure that the Demographic Details are updated, true and correct in all respects;
24. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;
25. The ASBA Bidders shall ensure that bids above ₹500,000, are uploaded only by the SCSBs;
26. Bidders (except UPI Bidders Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of UPI Bidders, once the Sponsor Banks issues the Mandate Request, the UPI Bidders would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request to authorise the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

27. Bidding through 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 authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, a UPI Bidder Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the UPI Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Banks issue a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;
28. 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;
29. UPI Bidders 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 Banks to authorise blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.
30. Bids by Eligible NRIs HUFs and any individuals, corporate bodies and family offices which are recategorized as category II FPI and registered with SEBI for a Bid Amount of less than ₹200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the Non-Institutional Category for allocation in the Offer; and
31. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.

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 on the list available on the website of SEBI and updated from time to time and at such other websites as may be prescribed by SEBI from time to time is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid Lot;
2. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
3. Do not Bid for a Bid Amount exceeding ₹200,000 for Bids by Retail Individual Investors and ₹500,000 for Bids by Eligible Employees Bidding in the Employee Reservation Portion (net of Employee Discount, if any);
4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;
5. Do not Bid/revise the Bid amount to less than the floor price or higher than the cap price;
6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);
9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
10. Do not submit the Bid for an amount more than funds available in your ASBA Account;
11. 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;
12. 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;

13. 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);
14. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Draft Red Herring Prospectus;
15. Do not Bid for Equity Shares more than specified by the respective Stock Exchanges for each category;
16. In case of ASBA Bidders (other than UPI Bidders using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;
17. If you are UPI Bidder and are using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID;
18. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;
19. Anchor Investors should not bid through the ASBA process;
20. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;
21. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
22. Do not submit the GIR number instead of the PAN;
23. Anchor Investors should submit Anchor Investor Application Form only to the BRLMs;
24. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;
25. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for Physical Applications);
26. 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 on or before the Bid/Offer Closing Date;
27. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;
28. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a UPI Bidder Bidding through the UPI Mechanism. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Offer;
29. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account;
30. 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;
31. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;
32. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism;
33. Do not Bid if you are an OCB; and
34. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Member shall ensure that they do not upload any bids above ₹500,000.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

For helpline details of the BRLMs in accordance with the SEBI ICDR Master Circular, see “*General Information – Book Running Lead Managers*” on page 85.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see “*General Information – Company Secretary and Compliance Officer*” on page 85.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

The BRLMs 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 RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and the BRLMs shall continue to coordinate with intermediaries involved in the said process.

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 Stock Exchanges, along with the BRLMs and the Registrar to the Offer, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in the SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer 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 1% of the Net Offer to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the RIIs, NIIs 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. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

The Allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Category, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000, and (ii) two-third of the portion available to Non-Institutional Investors shall be reserved for Bidders with a Bid size of more than ₹1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Investors. The allotment to each Non-Institutional Investor shall not be less than the minimum NII application size, subject to the availability of Equity Shares in the Non-Institutional Category, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

The allotment of Equity Shares to each RII shall not be less than the minimum bid lot, subject to the availability of shares in Retail category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Anchor Investor Escrow Account

Our Company, in consultation with the BRLMs 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 Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, real time gross settlement (“RTGS”), national automated clearing house (“NACH”) or national electronic fund transfer (“NEFT”) to the Escrow Account(s). For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

- (a) In case of resident Anchor Investors: “[●]”
- (b) 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 Company, the Promoter Selling Shareholders, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer and price band advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of New Delhi, where our Registered Office is located).

In the pre-Offer and price band advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer 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 the SEBI ICDR Regulations.

The information set out above is given for the benefit of the Bidders. Bidders 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.

In accordance with RBI regulations, Overseas Corporate Body (“OCB”) cannot participate in the Offer.

Allotment Advertisement

The Allotment Advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, before 9:00 p.m. IST, on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from all the Stock Exchanges is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the equity shares of the Issuer are proposed to be listed, then the Allotment Advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

Our Company, the BRLMs and the Registrar to the Offer shall publish an allotment advertisement not later than one Working Day after the commencement of trading, disclosing the date of commencement of trading in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of New Delhi, where our Registered Office is located).

Signing of the Underwriting Agreement and Filing with the RoC

- a) Our Company, the Promoter Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price but prior to the filing of the Prospectus.
- b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which would then be termed as the Prospectus. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

“Any person who:

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013, for fraud involving an amount of at least ₹1 million or 1% of the turnover of our Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of our 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:

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within such other time period as may be prescribed by the SEBI or applicable law will be taken;
- the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- if Allotment is not made within the prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws for the delayed period;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- where release of block on the applicable amount for unsuccessful Bidders or part of the application amount in case of proportionate Allotment, a suitable communication shall be sent to the Bidders;
- adequate arrangements shall be made to collect ASBA applications;
- that if our Company or the Promoter Selling Shareholders do not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given by our Company as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer and price band advertisements were published. The Stock Exchanges shall be informed promptly;

- that if our Company and/or the Promoter Selling Shareholders withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event our Company or the Promoter Selling Shareholders subsequently decide to proceed with the Offer;
- that no further issue of securities shall be made till the securities offered through the Offer Document are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with applicable law; and
- adequate arrangements shall be made to collect all Bid cum Application Forms from Bidders.

Undertakings by the Promoter Selling Shareholders

Each of the Promoter Selling Shareholders, severally and not jointly, specifically undertakes and/or confirms the following in respect to itself as a Promoter Selling Shareholder and its respective portion of the Offered Shares:

- that the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and are in dematerialised form;
- the Promoter Selling Shareholder is the legal and beneficial owner of its respective portion of the Offered Shares with valid and marketable title, and shall be transferred pursuant to the Offer, free and clear of any encumbrances;
- the Promoter Selling Shareholder shall transfer its respective portion of the Offered Shares in an escrow demat account in accordance with the Share Escrow Agreement;
- the Promoter Selling Shareholder shall not 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 in the Offer; and
- the Promoter Selling Shareholder shall not have recourse to the proceeds from the Offer for Sale until receipt by our Company of the final listing and trading approvals from the Stock Exchanges in accordance with applicable law.

Utilisation of proceeds from the Offer

Our Board certifies that:

- (i) all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-Section (3) of Section 40 of the Companies Act, 2013;
- (ii) details of all monies utilised out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
- (iii) details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DPIIT (formerly Department of Industrial Policy and Promotion) issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the “**Consolidated FDI Policy**”), which consolidates and supersedes all previous press note, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. Under the FEMA Non-debt Instruments Rules and current Consolidated FDI Policy, 100% foreign investment is permitted in ‘Manufacturing’ sector in India under automatic route. The responsibility of granting approval for foreign investment under the Consolidated FDI Policy (defined herein below) and FEMA has been entrusted to the concerned ministries / departments.

In terms of Press Note 3 of 2020, dated April 17, 2020 (“**Press Note**”), issued by the DPIIT, the Consolidated FDI Policy and the FEMA Non-Debt Instruments Rules has been amended to state that all investments, subscription, purchase or sale of equity instrument under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

Transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see “**Offer Procedure – Bids by Eligible Non-resident Indians**” and “**Offer Procedure – Bids by Foreign Portfolio Investors**” on page 485 and 486, respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States, and unless so registered, 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 of the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where such offers and sales are made.

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.

For further details, see “**Offer Procedure**” beginning on page 480.

The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of

this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalized terms used in this section have the meanings that have been given to such terms in the Articles of Association of our Company. The provisions of the Articles of Association of our Company (“Articles”) are detailed below. Further, except for the following, there is no material clause of Article of Association which have been left out from disclosure having a bearing on the Offer.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

UKB ELECTRONICS LIMITED

APPLICABILITY OF TABLE F

Subject as hereinafter provided and insofar as these Articles do not modify or exclude them, the regulations contained in Table ‘F’ of Schedule I of the Companies Act, 2013, as amended, shall apply to the Company only so far as they are not inconsistent with any of the provisions contained in these Articles or modification thereof or are not expressly or by implication excluded from these Articles.

The regulations for the management of the Company and for the observance of the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by Special Resolution as prescribed or permitted by the Companies Act, 2013, as amended, be such as are contained in these Articles.

I. DEFINITIONS AND INTERPRETATION

1. In these Articles:

- (i) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modifications thereof in force at the date on which the Articles become binding on the Company. In these Articles:

“**Act**” means Companies Act, 2013 and any amendments, re-enactments or other statutory modifications thereof for the time being in force, including all rules, regulations, notifications and circulars made thereunder, to the extent notified and in force.

“**Alternate Director**” shall have the meaning assigned to it in Article 152 of these Articles.

“**Annual General Meeting**” means the annual General Meeting (*defined below*) held in accordance with Section 96 of the Act.

“**Articles**” means the Articles of Association of the Company as amended from time to time in accordance with the Act.

“**Auditors**” shall mean and include those persons appointed as such for the time being by the Company.

“**Beneficial Owner**” means the beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996, as amended.

“**Board**” or “**Board of Directors**” means the board of directors of the Company as constituted from time to time in accordance with the applicable Law and the terms of these Articles.

“**Board Meeting**” means a meeting of the Directors duly called, constituted and held or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles and the Act.

“**Company**” means UKB Electronics Limited, a company incorporated under the Companies Act, 1956.

“Chairman” or “Chairperson” means the chairperson of the Board of Directors for the time being of the Company or the person elected or appointed to preside over the Board and/ or General Meetings of the Company.

“Debenture” includes debenture stock, bonds or any other instrument evidencing a debt, whether constituting a charge on the assets of the Company, or not.

“Depositories Act” means the Depositories Act, 1996, as amended or any statutory modification or re- enactment thereof for the time being in force.

“Depository” means a Depository as defined under clause (e) of sub-section (1) of Section 2 of the Depositories Act and includes a company formed and registered under the Companies Act, 1956, which has been granted a Certificate of Registration under sub section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992, as amended.

“Director” means a director of the Board appointed from time to time in accordance with the terms of these Articles and the provisions of the Act.

“Dividend” means the dividend including the interim dividend, as defined under the Act.

“Equity Share Capital” means in relation to the Company, its equity Share capital within the meaning of Section 43 of the Act, as amended from time to time.

“Encumbrance” means any encumbrance, including, without limitation, charge, claim, community property interest, pledge, hypothecation, condition, equitable interest, lien (statutory or other), deposit by way of security, bill of sale, option or right of pre-emption, beneficial ownership (including usufruct and similar entitlements), option, security interest, mortgage, easement, encroachment, public/ common right, right of way, right of first refusal, or restriction of any kind, including any restriction on use, voting, transfer, receipt of income or exercise of any other attribute of ownership, any provisional, conditional or executorial attachment and any other interest held by a third party.

“General Meeting” means any duly convened meeting of the Shareholders of the Company and includes an extra-ordinary General Meeting.

“Independent Director” shall have the meaning assigned to the said term under the Act and the applicable Law.

“INR” or “Rs.” means the Indian Rupee, the currency and legal tender of the Republic of India.

“Law” includes all Indian statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, determinations, directives, writs, decrees, injunctions, judgments, rulings, awards, clarifications and other delegated legislations and orders of any governmental authority, statutory authority, tribunal, board, court, stock exchange or other judicial or quasi-judicial adjudicating authority and, if applicable, foreign law, international treaties, protocols and regulations.

“Managing Director” means a director who, by virtue of these Articles or an agreement with the Company or a resolution passed in the General Meeting, or by the Board of Directors, is entrusted with substantial powers of management of the affairs of the Company and includes a director occupying the position of managing director, by whatever name called.

“Member” means a member of the Company within the meaning of sub-section 55 of Section 2 of the Act, as amended from time to time.

“Memorandum” or “Memorandum of Association” means the memorandum of association of the Company, as may be altered from time to time.

“Ordinary Resolution” shall have the meaning assigned to it in Section 114 of the Act.

“Original Director” shall have the meaning assigned to it in Article 152 of these Articles.

“Paid up Capital” means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of Shares issued by the Company and also includes any amount credited as paid-up in respect of Shares of the Company but does not include any other amount received in respect of such Shares, by whatever name called.

“Person” means any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, partnership, unlimited or limited liability company, joint venture, governmental authority, Hindu undivided family, trust, union, organization or any other entity that may be treated as a person under applicable Law.

“Preference Share Capital” means in relation to the Company, its preference Share capital within the meaning of Section 43 of the Act, as amended from time to time.

“Proxy” means an instrument whereby any person is authorized to vote for a member at a General Meeting on a poll and shall include an attorney duly constituted under a power-of-attorney.

“Registrar” or **“RoC”** or **“Registrar of Companies”** means Registrar of Companies, National Capital Territory of Delhi & Haryana at New Delhi.

“Seal” means the common seal of the Company.

“SEBI” means Securities and Exchange Board of India.

“Secretary” or **“Company Secretary”** means company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980, as amended, who is appointed by the Company to perform the functions of a company secretary as per the provisions of the Act.

“Securities” means and includes equity Shares, scrips, stocks, bonds, Debentures or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for equity Shares, and any other marketable securities as may be defined and specified under Securities Contract Regulation Act, 1956, as amended.

“Shares” means a share in the Share Capital of the Company and includes stock.

“Share Capital” means the Equity Share Capital and Preference Share Capital of any face value together with all rights, differential rights, obligations, title, interest and claim in such Shares and includes all subsequent issue of such Shares of whatever face value or description, bonus Shares, conversion Shares and Shares issued pursuant to a stock split or the exercise of any option or other convertible security of the Company.

“Shareholder” shall mean a Member of the Company.

“Special Resolution” shall have the meaning assigned to it in Section 114 of the Act.

- (ii) The terms *“writing”* or *“written”* include printing, typewriting, lithography, photography and any other mode or modes (including electronic mode) of representing or reproducing words in a legible and non-transitory form.
- (iii) The headings hereto shall not affect the construction hereof.
- (iv) Any reference to a particular statute or provisions of the statute shall be construed to include reference to any rules, regulations or other subordinate legislation made under the statute and shall, unless the context otherwise requires, include any statutory amendment, modification or re-enactment thereof.
- (v) Any reference to words importing the masculine gender shall also include the feminine and neuter gender and *vice versa*.
- (vi) Any reference to words importing the singular, shall include, where context admits or requires, the plural and *vice versa*.

- (vii) Any reference to an agreement or other document shall be construed to mean a reference to the agreement or other document, as amended or novated from time to time.
- (viii) Any reference to a decision of the Board and/ or any committee of the Board shall, in the absence of an express statement to the contrary, refer to a simple majority decision of the Board and/ or the relevant committee of the Board or of the Shareholders.
- (ix) Any reference to the Equity Shares or any class of Preference Shares held by the shareholders or persons holding a right to subscribe to Equity Shares, shall include the Equity Shares or such class of Preference Shares issued and allotted in relation to such Equity Shares or Preference Shares pursuant to any stock split, bonus issuance or consolidation undertaken by the Company.

II. PUBLIC COMPANY

- 2. The Company is a public company within the meaning of the Act.

III. SHARE CAPITAL AND VARIATION OF RIGHTS

- 3. The authorized Share Capital of the Company shall be as set out in clause V of the Memorandum of Association with the power to increase or reduce such capital from time to time in accordance with the Articles and the legislative provisions for the time being in force in this regard and with the power also to divide the Shares in the Share Capital for the time being into Equity Share Capital and Preference Share Capital, and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions, in accordance with the provisions of the Act and these Articles.
- 4. Subject to the provisions of the Act and these Articles, the Shares in the capital of the Company for the time being shall be under the control of the Board, who may issue, allot or otherwise dispose of the Shares or any of them to such persons, in such proportion, on such terms and conditions, either at a premium or at par or at a discount (subject to compliance with Sections 52 and 53 and other provisions of the Act), at such time as it may from time to time deem fit, and with the sanction of the Company in a General Meeting, to give to any person or persons the option or right to call for any Shares, either at par or premium during such time and for such consideration as the Board deems fit, and may issue and allot Shares on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business. Any Shares so allotted may be issued as fully paid-up Shares and if so issued, shall be deemed to be fully paid-up Shares. *Provided that*, the option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in a General Meeting. As regards all allotments, from time to time made, the Board shall duly comply with Sections 23 and 39 of the Act, as the case may be.
- 5. Subject to these Articles and the provisions of the Act, the Company may, from time to time, by Ordinary Resolution, increase the Share Capital by such sum, to be divided into Shares of such amount, as may be specified in the resolution.
- 6. Subject to the provisions of the Act, the Company may from time to time by Ordinary Resolution, undertake any of the following:
 - (i) consolidate and divide all or any of its Share Capital into Shares of larger amount than its existing Shares;
 - (ii) convert all or any of its fully paid-up Shares into stock, and reconvert that stock into fully paid-up Shares of any denomination;
 - (iii) sub-divide its Shares, or any of them, into Shares of smaller amount, such that the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in case of the Share from which the reduced Share is derived; or
 - (iv) cancel any Shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any Person, and diminish the amount of its Share Capital by the amount of Shares so cancelled. A cancellation of Shares pursuant to this Article shall not be deemed to be a reduction of the Share Capital within the meaning of the Act.

7. Subject to the provisions of these Articles, the Act, other applicable Law and subject to such other approvals, permissions or sanctions as may be necessary, the Company may issue any Shares with or without differential rights upon such terms and conditions and with such rights and privileges (including with regard to voting rights and dividend) as may be permitted by the Act or the applicable Law or guidelines issued by the statutory authorities and/ or listing requirements and that the provisions of these Articles.
8. Subject to the provisions of the Act, any preference Shares may be issued on the terms that they are, or at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the Shares may, by Special Resolution determine.
9. The period of redemption of such preference Shares shall not exceed the maximum period for redemption provided under the Act.
10. Where at any time, it is proposed to increase its subscribed Share Capital by the issuance/ allotment of further Shares either out of the unissued Share Capital or increased Share Capital then, such further Shares may be offered to:
 - (i) Persons who, at the date of offer, are holders of equity Shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on those Shares by sending a letter of offer subject to the following conditions: (a) the offer shall be made by notice specifying the number of Shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined; (b) the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the Shares offered to him or any of them in favour of any other Person and the notice referred to in (a) shall contain a statement of this right, *provided that* the Board may decline, without assigning any reason therefore, to allot any Shares to any Person in whose favour any Member may renounce the Shares offered to him; and (c) after expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the Shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Members and the Company;

Nothing in sub-Article (i)(b) above shall be deemed to extend the time within which the offer should be accepted; or to authorize any Person to exercise the right of renunciation for a second time on the ground that the Person in whose favour the renunciation was first made has declined to take the Shares comprised in the renunciation. The notice referred to in sub- Article (i)(a) above shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing Shareholders at least three days before the opening of the offer.
 - (ii) employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to such conditions as may be prescribed under the Act and other applicable Laws; or
 - (iii) any Persons, if authorized by a Special Resolution, whether or not those Persons include the Persons referred to in (i) or (ii) above, either for cash or for a consideration other than cash, subject to the compliance with applicable Laws.
11. Nothing in Article 10 above shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into Shares in the Company or to subscribe for Shares in the Company; *provided that* the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution adopted by the Company in a General Meeting.
12. Notwithstanding anything contained in Article 11, where any Debentures have been issued, or loan has been obtained from any government by the Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such Debentures or loans or any part thereof shall be converted into Shares in the Company on such terms and conditions as appear to the government to

be reasonable in the circumstances of the case even if terms of the issue of such Debentures or the raising of such loans do not include a term for providing for an option for such conversion

13. In determining the terms and conditions of conversion under Article 12, the Government shall have due regard to the financial position of the company, the terms of issue of debentures or loans, as the case may be, the rate of interest payable on such debentures or loans and such other matters as it may consider necessary.
14. Where the Government has, by an order made under Article 12, directed that any debenture or loan or any part thereof shall be converted into shares in a company and where no appeal has been preferred to the Tribunal under Article 12 or where such appeal has been dismissed, the memorandum of such company shall, stand altered and the authorized share capital of such company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.
15. Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to National Company Law Tribunal which shall after hearing the Company and the government pass such order as it deems fit. A further issue of Shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules made thereunder.
16. Save as otherwise provided in the Articles, the Company shall be entitled to treat the registered holder of the Shares in records of the depository as the absolute owner thereof as regards receipt of dividend or bonus or service of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction, or as by Law required, be bound to recognize any equitable or other claim to or interest in such Shares on the part of any other Person.
17. Any Debentures, debenture stock or other Securities may be issued at a discount, premium or otherwise, if permissible under the Act, and may be issued on the condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption, surrender, drawings, allotment of Shares, attending (but not voting) at General Meetings, appointment of Directors and otherwise. Debentures with the rights to conversion into or allotment of Shares shall not be issued except with the sanction of the Company in General Meeting by a Special Resolution and subject to the provisions of the Act.
18. The Company shall, subject to the applicable provisions of the Act, compliance with all the Laws, consent of the Board, and consent of its Shareholders' by way of Special Resolution, have the power to issue American Depository Receipts or Global Depository Receipts on such terms and in such manner as the Board deems fit including their conversion and repayment. Such terms may include at the discretion of the Board, limitations on voting by holders of American Depository Receipts or Global Depository Receipts, including without limitation, exercise of voting rights in accordance with the directions of the Board.
19. If at any time the Share Capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied accordingly. To every such separate General Meeting of the holders of the Shares of that class, the provisions of these Articles relating to General Meetings shall *mutatis mutandis* apply.
20. The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.
21. Subject to the provisions of the Act, the Company may issue bonus Shares to its Members out of (i) its free reserves; (ii) the securities premium account; or (iii) the capital redemption reserve account, in any manner as the Board may deem fit.
22. Subject to the provisions of Sections 68 to 70 and other applicable provisions of the Act, the Company shall have the power to buy-back its own Shares or other Securities, as it may consider necessary.

23. Subject to the provisions of the Act, the Company shall have the power to make compromise or make arrangements with creditors and Members, acquire, consolidate, demerge, amalgamate or merge with other company or companies in accordance with the provisions of the Act and any other applicable Laws.
24. Subject to the provisions of the Act, the Company may, from time to time, by Special Resolution reduce in any manner and with, and subject to, any incident authorised and consent required under applicable Law:
 - (i) the Share Capital;
 - (ii) any capital redemption reserve account; or
 - (iii) any securities premium account.

IV. CAPITALISATION OF PROFITS

25. The Company in General Meeting may, upon the recommendation of the Board, resolve –
 - (i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account or otherwise available for distribution; and
 - (ii) that such sum be accordingly set free for distribution in the manner specified in Article 26 below amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
26. The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provision contained in Article 27 below, either in or towards:
 - (i) paying of any amounts for the time being unpaid on any Shares held by such Members respectively; or
 - (ii) paying up in full, un-issued Shares of the Company to be allotted and distributed, credited as fully paid, to and amongst such Members in the proportions aforesaid; or
 - (iii) partly in the way specified in Article 25(i) and partly in that specified in Article 25(ii);
 - (iv) a securities premium account and a capital redemption reserve account may, for the purposes of this Article, only be applied in the paying up of un-issued Shares to be issued to members of the Company as fully paid bonus Shares.
 - (v) the Board shall give effect to the resolution passed by the Company in pursuance of this Article.
27. Whenever such a resolution as aforesaid shall have been passed, the Board shall:
 - (i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares, if any; and
 - (ii) generally, do all acts and things required to give effect thereto.
28. The Board shall have power to:
 - (i) make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of Shares or Debentures becoming distributable in fractions; and
 - (ii) authorise any Person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing Shares.
29. Any agreement made under such authority shall be effective and binding on such Members.

V. COMMISSION AND BROKERAGE

30. The Company may exercise the powers of paying commissions conferred by Section 40(6) of the Act (as amended from time to time), *provided that* the rate per cent or amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
31. The rate or amount of the commission shall not exceed the rate or amount prescribed under the applicable rules.
32. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or partly in the one way and partly in the other.
33. The Company may also, on any issue of Shares or Debentures, pay such brokerage as may be lawful.

VI. LIEN

34. The Company shall have a first and paramount lien upon all the Shares/ Debentures (other than fully paid up Shares/ Debentures) registered in the name of each Member (whether solely or jointly with others) to the extent of monies called or payable in respect thereof, and upon the proceeds of sale thereof for all monies (whether presently payable or not) called or payable at a fixed time in respect of such Shares/ Debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect. Such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/ Debentures. Fully paid-up Shares shall be free from all liens. Unless otherwise agreed, the registration of a transfer of Shares/ Debentures shall operate as a waiver of the Company's lien if any, on such Shares/ Debentures. In case of partly paid Shares, Company's lien shall be restricted to the monies called or payable at a fixed time in respect of such Shares. *Provided that* the Board may at any time declare any Shares/ Debentures wholly or in part to be exempt from the provisions of this Article.
35. Subject to the provisions of the Act, the Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has a lien. *Provided that* no sale shall be made -
- (i) unless a sum in respect of which the lien exists is presently payable; or
 - (ii) until the expiration of 14 (fourteen) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Share or the person entitled thereto by reason of his death or insolvency.
36. A Member shall not exercise any voting rights in respect of the Shares in regard to which the Company has exercised the right of lien.
- 37.
- (i) To give effect to any such sale, the Board may authorise some Person to transfer the Shares sold to the purchaser thereof.
 - (ii) The purchaser shall be registered as the holder of the Shares comprised in any such transfer.
 - (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 38.
- (i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
 - (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the Shares before the sale, be paid to the Person entitled to the Shares at the date of the sale.

VII. CALLS ON SHARES

39. Subject to the provisions of the Act, the Board may, from time to time, make calls upon the Members in respect of any money unpaid on their Shares (whether on account of the nominal value of the Shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.

Provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call.

40. Each Member shall, subject to receiving at least 14 (fourteen) days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his Shares.
41. A call may be revoked or postponed at the discretion of the Board.
42. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
43. The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.
44. If a sum called in respect of a Share is not paid before or on the day appointed for payment thereof, the Person from whom the sum is due shall pay interest thereof from the day appointed for payment thereof to the time of actual payment at 10% (ten percent) per annum or at such lower rate, if any, as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.
45. Any sum which by the terms of the issue of a Share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the Share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue, such sum becomes payable. In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
46. The Board may, if it thinks fit, subject to the provisions of the Section 50 of the Act, agree to and receive from any Member willing to advance the same, whole or any part of the monies due upon the Shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest at twelve per cent per annum. *Provided that* money paid in advance of calls on any Share may carry interest but shall not confer a right to dividend or to participate in profits. The Board may at any time repay the amount so advanced.

The Member shall not be entitled to any voting rights in respect of the monies so paid by him until the same would, but for such payment, become presently payable.

The provisions of these Articles shall *mutatis mutandis* apply to any calls on Debentures or any other securities of the Company.

VIII. DEMATERIALIZATION OF SECURITIES

47. The Company shall be entitled to treat the Person whose name appears on the register of Members as the holder of any Share or whose name appears as the beneficial owner of Shares in the records of the Depository, as the absolute owner thereof. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of members for the purposes of the Act.

Provided however that provisions of the Act or these Articles relating to distinctive numbering shall not apply to the Shares of the Company, which have been dematerialized.

48. Notwithstanding anything contained herein, the Company shall be entitled to dematerialize its Shares, Debentures and other Securities pursuant to the Depositories Act and offer its Shares, Debentures and other Securities for subscription in a dematerialized form. The Company shall be further entitled to maintain a register of Members with the details of Members holding Shares both in material and dematerialized form in any medium as permitted by Law including any form of electronic medium.
49. Every Person subscribing to the Shares offered by the Company shall receive such Shares in dematerialized form. Such a Person who is the beneficial owner of the Shares can at any time opt-out of a Depository, if permitted by the Law, in respect of any Shares in the manner provided by the Depositories Act and the regulations made thereunder and the Company shall in the manner and within the time prescribed, issue to the beneficial owner the required certificate of Shares.

50. If a Person opts to hold his Shares with a depository, the Company shall intimate such Depository the details of allotment of the Shares, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the Shares.
51. All Shares held by a Depository shall be dematerialized and shall be in a fungible form.
 - (a) Notwithstanding anything to the contrary contained in the Act or the Articles, a depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of Shares on behalf of the beneficial owner.
 - (b) Save as otherwise provided in (i) above, the depository as the registered owner of the Shares shall not have any voting rights or any other rights in respect of Shares held by it.
 - (c) The rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996, as amended from time to time or any statutory modification thereto or re-enactment thereof.
52. Except as ordered by a court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, every Person holding Shares of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be the absolute owner of such Shares and shall also be deemed to be a Shareholder of the Company. The beneficial owner of the Shares shall be entitled to all the liabilities in respect of his Shares which are held by a Depository.
53. Notwithstanding anything in the Act or the Articles to the contrary, where Shares are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of disks, drives or any other mode as prescribed by Law from time to time.
54. In the case of transfer of Shares or other marketable Securities where the Company has not issued any certificates and where such Shares or Securities are being held in an electronic and fungible form, the provisions of the Depositories Act shall apply.

IX. TRANSFER OF SHARES

55. Transferability of Shares

The Securities or other interest of any Member shall be freely transferable, *provided that* any contract or arrangement between 2 (Two) or more Persons in respect of transfer of Securities shall be enforceable as a contract. The instrument of transfer of any Share in the Company shall be duly executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the Share until the name of the transferee is entered in the register of Members in respect thereof. A common form of transfer shall be used in case of transfer of Shares. The instrument of transfer shall be in writing and shall be executed by or on behalf of both the transferor and transferee and shall be in conformity with all the provisions of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of Shares and the registration thereof.

56. Where Shares are converted into stock:

- (i) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the Shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; *Provided that* the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the Shares from which the stock arose.
- (ii) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the Shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred that privilege or advantage.

57. Save as otherwise provided in the Act or any applicable Law, no transfer of a Share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company together with the certificate or certificates of Shares, and is no such certificate is in existence, then the letter of allotment of the Shares. Application for the registration of the transfer of a Share may be made either by the transferor or by the transferee *provided that* where such application is made by the transferor, no registration shall, in the case of a partly paid Share be affected unless the Company gives notice of the application to the transferee in the manner prescribed under the Act, and subject to the provisions of these Articles, the Company shall, unless objection is made by the transferee, within 2 (two) weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee. On giving not less than 7 (seven) days previous notice in accordance with the Act or any other time period as may be specified by Law, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine, *provided that* such registration shall not be suspended for more than 30 (thirty) days at any one time or for more than 45 (forty-five) days in the aggregate in any year.
58. Subject to the provisions of the Act, these Articles, the Securities (Contracts) Regulation Act, 1956, as amended, any listing agreement entered into with any recognized stock exchange and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within 30 (thirty) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. *Provided that* the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares or other securities.
59. Only fully paid Shares or Debentures shall be transferred to a minor acting through his/ her legal or natural guardian. Under no circumstances, Shares or Debentures be transferred to any insolvent or a person of unsound mind.
60. The instrument of transfer shall after registration be retained by the Company and shall remain in their custody. All instruments of transfer which the Directors may decline to register, shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine.
61. The Board may, subject to the right of appeal conferred by Section 58 of the Act decline to register—
- (a) the transfer of a Share, not being a fully paid Share, to a person of whom they do not approve; or
 - (b) any transfer of Shares on which the Company has a lien.
62. The Board may decline to recognize any instrument of transfer unless—
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of Section 56 of the Act;
 - (b) the instrument of transfer is accompanied by the certificate of the Shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) the instrument of transfer is in respect of only one class of Shares.
63. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other documents.
64. The Company may close the register of Members or the register of debenture-holders or the register of other security holders for any period or periods not exceeding in the aggregate forty-five days in each

year, but not exceeding thirty days at any one time, subject to giving of previous notice of at least 7 (seven days) or such lesser period as may be specified by SEBI.

X. TRANSMISSION OF SHARES

65. On the death of a Member, the survivor or survivors where the Member was a joint holder of the Shares, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only Person(s) recognised by the Company as having any title to his interest in the Shares. Nothing in this Article shall release the estate of the deceased joint holder from any liability in respect of any Share which had been jointly held by him with other Persons.

66. Any Person becoming entitled to a Share in consequence of the death or insolvency of a Member may, upon such evidence being produced as the Board may from time to time require, and subject as hereinafter provided, elect, either:

- (a) to be registered as holder of the Share; or
- (b) to make such transfer of the Share as the deceased or insolvent Member could have made.

All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

67. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent Member had transferred the Share before his death or insolvency.

68. If the Person so becoming entitled shall elect to be registered as holder of the Shares, such person shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

69. If the Person aforesaid shall elect to transfer the Share, he shall testify his election by executing an instrument of transfer in accordance with the provisions of these Articles relating to transfer of Shares.

70. All the limitations, restrictions and provisions contained in these Articles relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

71. A Person becoming entitled to a Share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to the General Meetings of the Company, *provided that* the Board may, at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Share, until the requirements of the notice have been complied with.

XI. FORFEITURE OF SHARES

72. If a Member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

73. The notice issued under Article 72 shall:

- (i) name a further day (not being earlier than the expiry of 14 (fourteen) days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (ii) state that, in the event of non-payment on or before the day so named, the Shares in respect of which the call was made will be liable to be forfeited.

74. If the requirements of any such notice as aforesaid is not complied with, any Share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
75. A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
76. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
77. A Person whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by the Person to the Company in respect of the Shares.
78. The liability of such Person shall cease if and when the Company shall have received payment in full of all such monies in respect of the Shares.
79. A duly verified declaration in writing that the declarant is a Director, the manager or the Secretary of the Company, and that a Share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Person claiming to be entitled to the Share.
80. The Company may receive the consideration, if any, given for the Share on any sale or disposal thereof and may execute a transfer of the Share in favour of the Person to whom the Share is sold or otherwise disposed of.
81. The transferee shall there upon be registered as the holder of the Share.
82. The transferee shall not be bound to ascertain or confirm the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity to invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.
83. The provision of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, become payable at a fixed time, whether on account of the nominal value of the Share or by way of premium, as the same had been payable by virtue of a call duly made and notified.

XII. SHARES AND SHARE CERTIFICATES

84. The Company shall cause to be kept a register of Members in accordance with Section 88 of the Act. The Company shall be entitled to maintain in any country outside India a “foreign register” of Members or Debenture holders resident in that country.
85. A Person subscribing to Shares of the Company shall have the option either to receive certificates for such Shares or hold the Shares with a Depository in electronic form. Where Person opts to hold any Share with the Depository, the Company shall intimate such Depository of details of allotment of the Shares to enable the Depository to enter in its records the name of such Person as the beneficial owner of such Shares.
86. Every person whose name is entered as a Member in the register of Members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or sub-division or consolidation or renewal of any of its Shares as the case may be or within a period of six months from the date of allotment in the case of any allotment of Debenture or within such other period as the conditions of issue shall be provided –
- (a) one certificate for all his Shares without payment of any charges; or
 - (b) several certificates, each for one or more of his Shares, upon payment of twenty rupees for each certificate after the first.

87. Every member shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the Directors so time determine) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of Shares shall be under the seal of the Company, if any, and shall specify the number and distinctive numbers of Shares to which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve. *Provided that* in respect of a Share or Shares held jointly by several Persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate for a Share to one of several joint holders shall be sufficient delivery to all such holders.
88. If any Share stands in the names of 2 (Two) or more Persons, the Person first named in the Register of Members of the Company shall as regards voting at General Meetings, service of notice and all or any matters connected with the Company, except the transfer of Shares and any other matters herein otherwise provided, be deemed to be sole holder thereof but joint holders of the Shares shall be severally as well as jointly liable for the payment of all deposits, instalments and calls due in respect of such Shares and for all incidents thereof according to these Articles.
89. The Board may subject to the provisions of the Act, accept from any Member on such terms and conditions as they think fit, a surrender of his Shares or stock or any part thereof.
90. If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued on payment of Rs. 20 for each certificate. Such share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company. Every such certificate shall be issued in the manner prescribed under Section 46 of the Act and the rules framed thereunder. Particulars of every share certificate issued shall be entered in the register of members against the name of the person, to whom it has been issued, indicating the date of issue. *Provided that* notwithstanding what is stated above, the Board shall comply with such rules or regulations or requirements of any stock exchange or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act, 1956 or any other act, or rules applicable thereof in this behalf. *Provided that* no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is not further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares.
- Provided that* notwithstanding what is stated above, the Directors shall comply with such rules or regulations and requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, as amended or any other act or rules applicable in this behalf.
- The provisions of this Article shall *mutatis mutandis* apply to issue of certificates for any other Securities, including Debentures, of the Company.
91. Subject to the provisions of Section 89 of the Act, a Person whose name is entered in the register of Members of the Company as the holder of the Shares but who does not hold the beneficial interest in such Shares shall file with the Company, a declaration to that effect in the form prescribed under the Act and the Company shall make necessary filings with the Registrar as may be required, within a prescribed period as set out in the Act and the rules framed thereunder.
92. Subject to provisions of Section 90 of the Act, every individual, who acting alone or together, or through one or more persons or trust, including a trust and Persons resident outside India, holds beneficial interests, of not less than twenty-five per cent. or such other percentage as may be prescribed under the Act, in Shares of the Company or the right to exercise, or the actual exercising of significant influence or control as defined in sub-section (27) of Section 2 of the Act, over the Company shall make a declaration to the Company, specifying the nature of his interest and other particulars, in such manner and within such period of acquisition of the beneficial interest or rights and any change thereof. The

Company shall maintain a register of the interest declared by such individuals and changes therein which shall include the name of individual, his date of birth, address, details of ownership in the Company and such other details as may be prescribed under the Act.

XIII. SHAREHOLDERS' MEETINGS

93. An Annual General Meeting shall be held each year within the period specified by the Law. Not more than 15 (fifteen) months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96 of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General Meeting shall be called during business hours on a day that is not a national holiday (declared as such by the Central Government) and shall be held either at the registered office or at some other place within the city in which the registered office of the Company is situate, as the Board may determine. Every Member of the Company shall be entitled to attend every General Meeting either in person or by proxy.
94. All notices of, and other communications relating to, any General Meeting shall be forwarded to the auditor of the Company, and the auditor shall, unless otherwise exempted by the Company, attend either by himself or through his authorised representative, who shall also be qualified to be an auditor, any General meeting and shall have right to be heard at such meeting on any part of the business which concerns him as the auditor.
95. All General Meetings other than the Annual General Meeting shall be called extraordinary General Meetings.
96. The business of an Annual General Meeting shall be the consideration of financial statements and the reports of the Board of Directors and auditors; the declaration of any dividend; the appointment of Directors in place of those retiring; the appointment of, and the fixing of the remuneration of, the auditors; in the case of any other meeting, all business shall be deemed to be special.
97. No business shall be discussed at any General Meeting except election of a Chairperson while the chair is vacant.
98. (i) The Board may, whenever it thinks fit, call an extraordinary General Meeting.
- (ii) The Board shall on the requisition of such number of Member or Members of the Company as is specified in Section 100 of the Act, forthwith proceed to call an extra-ordinary General Meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all other provisions of Section 100 of the Act shall for the time being apply.
- (iii) A General Meeting of the Company may be convened by giving not less than clear 21 (Twenty-One) days' notice either in writing or through electronic mode in such manner as prescribed under the Act, *provided that* a General Meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by majority in number of Members entitled to vote and who represent not less than 95% (ninety-five percent) of such part of the paid-up Share Capital of the Company as gives a right to vote at such General Meeting.
- (iv) Notice of every General Meeting shall be given to the Members and to such other Person or Persons as required by and in accordance with Section 101 and 102 of the Act and it shall be served in the manner authorized by Section 20 of the Act.
- (v) A General Meeting may be called after giving shorter notice if consent, in writing or by electronic mode, is accorded thereto in accordance with the provisions of Section 101 of the Act. *Provided that* where any Member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those Members shall be taken into account for the purposes of this Article in respect of the former resolution or resolutions and not in respect of the latter.
- (vi) Any accidental omission to give notice to, or the non-receipt of such notice by, any Member or other Person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

- (vii) Subject to the provisions contained under Section 115 of the Act, where, by any provision contained in the Act or in these Articles, special notice is required of any resolution, notice of the intention to move such resolution shall be given to the Company by such number of Members holding not less than one per cent of total voting power or holding Shares on which such aggregate sum not exceeding five lakh rupees, has been paid-up and the Company shall immediately after receipt of the notice, give its members notice of the resolution at least 7 (seven) days before the meeting, exclusive of the day of dispatch of notice and day of the meeting, in the same manner as it gives notice of any General Meetings.

XIV. PROCEEDINGS AT SHAREHOLDERS' MEETINGS

99. No business shall be transacted at any General Meeting, unless a quorum of Members is present at the time when the meeting proceeds to transact business.
100. Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in Section 103 of the Act.
101. In the event a quorum as required herein is not present within 30 (thirty) minutes of the appointed time, then subject to the provisions of Section 103 of the Act, the General Meeting shall stand adjourned to the same place and time 7 (seven) days later or to such other date and such other time and place as the Board may determine, *provided that* the agenda for such adjourned General Meeting shall remain the same. The said General Meeting if called by requisitionists under Section 100 of the Act shall stand cancelled.
102. In case of an adjourned meeting or of a change of day, time or place of meeting, the Company shall give not less than 3 (three) days' notice to the Members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the Company is situated.
103. The required quorum at any adjourned General Meeting shall be the same as that required at the original General Meeting.
104. If at the adjourned meeting also a quorum is not present within 30 (thirty) minutes from the time appointed for holding such meeting, the Members present shall be the quorum and may transact the business for which the meeting was called.
105. The Chairperson may, with the consent of Members at any meeting at which a quorum is present, and shall, if so directed at the meeting, adjourn the meeting, from time to time and from place to place.
106. No business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
107. When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
108. Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
109. Before or on the declaration of the results of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairperson of the meeting on his/ her own motion and shall be ordered to be taken by him/ her on a demand made in accordance with Section 109 of the Act.
110. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.
111. Notwithstanding anything contained elsewhere in these Articles, the Company:
- (i) shall, in respect of such items of business as the Central Government may, by notification, declare or which are under any other applicable Law required to be transacted only by means of postal ballot; and
 - (ii) may, in respect of any item of business, other than ordinary business and any business in respect of which Directors or auditors have a right to be heard at any meeting, transact by means of postal ballot,

in such manner as may be prescribed, instead of transacting such business at a General Meeting and any resolution approved by the requisite majority of the Members by means of such postal ballot, shall be deemed to have been duly passed at a General Meeting convened in that behalf and shall have effect accordingly.

112. Directors may attend and speak at General Meetings, whether or not they are Shareholders.
113. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act and the Articles.
114. The Chairperson of the Board of Directors or in his absence the vice-Chairperson of the Board shall, preside as chairperson at every General Meeting, annual or extraordinary.
115. If there is no such Chairperson or if he is not present within 15 (fifteen minutes) after the time appointed for holding the General Meeting or is unwilling to act as the Chairperson of the General Meeting, the Directors present shall elect one of their members to be the Chairperson of the General Meeting.
116. If at any General Meeting no Director is willing to act as the Chairperson or if no Director is present within 15 (fifteen) minutes after the time appointed for holding the General Meeting, the Members present shall choose one of their Members to be the Chairperson of the General Meeting. If a poll is demanded on the election of the Chairperson, it shall be taken forthwith in accordance with the provisions of the Act and the Chairperson elected on show of hands shall exercise all the powers of the Chairperson under the said provisions. If some other person is elected Chairperson as a result of the poll, he shall be the Chairperson for the rest of the meeting.

XV. VOTES OF MEMBERS

117. Subject to any rights or restrictions for the time being attached to any class or classes of Shares:
 - (i) on a show of hands, every Member present in Person shall have 1 (one) vote; and
 - (ii) on a poll, the voting rights of Members shall be in proportion to their Share in the paid-up Share Capital.
118. The Chairperson shall not have a second or casting vote in the event of an equality of votes at General Meetings of the Company.
119. At any General Meeting, a resolution put to vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the voting on any resolution on show of hands) demanded by any Member or Members present in Person or by proxy, and having not less than one-tenth of the total voting power or holding Shares on which an aggregate sum of not less than Rs. 5,00,000 (Indian Rupees Five Lakh) or such higher amount as may be prescribed has been paid up.
120. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
121. A Member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.
122. In case of joint holders, the vote of the senior who tenders a vote, whether in Person or proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names are stated in the register of Members of the Company.
123. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
124. No Member shall be entitled to exercise any voting rights either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any Shares registered in his/ her name on which any calls or other sums presently payable by him in respect of Shares in the Company have not been paid.

125. No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such General Meeting and whether given personally or by proxy or otherwise shall be deemed valid for all purpose. Any such objection made in due time shall be referred to the Chairperson of the General Meeting whose decision shall be final and conclusive.
126. A declaration by the Chairperson of the meeting of the passing of a resolution or otherwise by show of hands and an entry to that effect in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.
127. Any poll duly demanded on the question of adjournment shall be taken forthwith. A poll demanded on any other question (not being a question relating to the election of a Chairperson or adjournment of the meeting) shall be taken at such time not exceeding 48 hours from the time when the demand was made, as the Chairperson may direct.
128. The Chairperson of a General Meeting, may with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
129. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question of which a poll has been demanded.
130. Where a poll is to be taken, the Chairperson of the meeting shall appoint two scrutinisers to scrutinise the votes given on the poll and to report thereon to him/ her in accordance with Section 109 of the Act.
131. The Chairperson shall have power, at any time before the result of the poll is declared to remove a scrutinisher from office and to fill vacancies in the office of scrutinisher arising from such removal or from any other cause.
132. Of the two scrutinisers, one shall always be a Member (not being an officer or employee of the Company) present at the meeting, provided such a Member is available and willing to be appointed.
133. The Chairperson of the meeting shall have power to regulate the manner in which a poll shall be taken.
134. The result of the poll shall be deemed to be decision of the meeting on the resolution on which the poll was taken.
135. The Chairperson of any meeting shall be the sole judge of the validity of every vote tendered at such meeting.
136. On a poll taken at meeting of the Company, a Member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.
137. Where a resolution is passed at an adjourned meeting of the Company, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.
138. At every Annual General Meeting of the Company, there shall be laid on the table the Directors' report, audited statements of accounts, auditor's report (if not already, incorporated in the audited statements of accounts), the proxy register with proxies and the register of Directors' holdings.

XVI. PROXY

139. Subject to the provisions of the Act and these Articles, any Member of the Company entitled to attend and vote at a General Meeting of the Company shall be entitled to appoint a proxy to attend and vote instead of himself and the proxy so appointed shall have no right to speak at the meeting.
140. The proxy shall not be entitled to vote except on a poll.
141. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office not less

than 48 (forty eight) hours before the time for holding the meeting or adjourned meeting at which the Person named in the instrument proposes to vote; or in the case of a poll, not less than 24 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

142. An instrument appointing a proxy shall be in the form as prescribed under the Act and the rules framed thereunder.
143. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Shares in respect of which the proxy is given; *provided that* no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or the adjourned meeting at which the proxy is used.

XVII. DIRECTORS

144. The business of the Company shall be managed by the Directors who may pay all expenses incurred in setting up and registering the Company and may exercise all such powers of the Company as are not restricted by the Act or by these Articles.
145. Subject to the provisions of the Act, the number of Directors shall not be less than 3 (three) and more than 15 (fifteen), *provided that* the Company may appoint more than 15 (fifteen) directors after passing a Special Resolution. At least one Director shall reside in India for a total period of not less than 182 (One hundred and eighty-two) days in each financial year.
146. The Directors need not hold any qualification Shares in the Company.
147. The Board of Directors shall appoint the Chairperson of the Company. The same individual may, at the same time, be appointed as the Chairperson as well as the Managing Director of the Company.
148. Subject to the provisions of the Act, a Director, other than the managing director or whole-time-director, shall be paid sitting fees for each meeting of the Board or a Committee thereof attended by him, subject to the ceiling prescribed under the Act.
149. The Directors may also be paid travelling and other expenses for attending and returning from meeting of the Board of Directors (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the Company. The Directors may also be remunerated for any extra services done by them outside their ordinary duties as Directors, subject to the provisions of Section 197 of the Act.
150. Subject to the applicable provisions of the Act, if any Director, being willing shall be called upon to perform extra services for the purposes of the Company, the Company shall remunerate such Director by such fixed sum or percentage of profits or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration provided above.
151. Subject to the provisions of Section 197 and the other applicable provisions of the Act, the remuneration of Directors may be fixed at a particular sum or a percentage of the net profits or partly by one way and partly by the other.
152. In the event that a Director is absent for a continuous period of not less than 3 (three) months from India (an “**Original Director**”), subject to these Articles, the Board may appoint another Director (an “**Alternate Director**”), not being a person holding any alternate directorship for any other Director or holding directorship in the Company, for and in place of the Original Director. The Alternate Director shall be entitled to receive notice of all meetings and to attend and vote at such meetings in place of the Original Director and generally to perform all functions of the Original Director in the Original Director’s absence. No Person shall be appointed as an Alternate Director to an Independent Director unless such Person is qualified to be appointed as an Independent Director of the Company. Any Person so appointed as Alternate Director shall not hold office for a period longer than that permissible to the Original Director and shall vacate the office if and when the Original Director returns to India.

153. The office of a Director shall automatically become vacant, if he is disqualified under any of the provisions of the Act. Further, subject to the provisions of the Act, a Director may resign from his office at any time by giving a notice in writing to the Company and the Board shall on receipt of such notice take note of the same and the Company shall intimate the Registrar and also place the fact of such resignation in the report of Directors laid in the immediately following General Meeting. Such Director may also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within 30 (thirty) days of resignation. The resignation of a Director shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the Director in the notice, whichever is later.
154. At any Annual General Meeting at which a Director retires, the Company may fill up the vacancy by appointing the retiring Director who is eligible for re-election or some other Person if a notice for the said purpose has been left at the office of the Company in accordance with the provisions of the Act. The directors liable to retire by rotation shall not include independent directors, the managing director and any director or directors whose appointment terms, as governed by any agreement referred to in Article 157, exempt them from retirement by rotation. Among the directors subject to retirement by rotation, those who have held office the longest since their last appointment shall retire. In cases where two or more directors were appointed on the same day, the director to retire shall be determined, in the absence of an agreement amongst themselves, by lot.
- No Person shall be appointed as a Director unless he furnishes to the Company his Director Identification Number under Section 154 of the Act or any other number as may be prescribed under Section 153 of the Act and a declaration that he is not disqualified to become a Director under the Act.
155. No Person appointed as a Director shall act as a Director unless he gives his consent to hold the office as a Director and such consent has been filed with the Registrar within 30 (Thirty) days of his appointment in the manner prescribed in the Act.
156. Subject to the provisions of the Act, the Directors shall have the power, at any time and from time to time to appoint any Persons as Additional Director in addition to the existing Directors so that the total number of Directors shall not at any time exceed the number fixed for Directors in these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, but shall be eligible for re-appointment as Director.
157. The Company may by Ordinary Resolution, of which special notice has been given in accordance with the Section 169 of the Act, remove any Director including the Managing Director, if any, before the expiration of the period of his office. Notwithstanding anything contained in these Articles or in any agreement between the Company and such Director, such removal shall be without prejudice to any contract of service between him and the Company.
158. If the office of any Director appointed by the Company in General Meeting, is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled up by the Board at a meeting of the Board but any Person so appointed shall retain his office so long only as the vacating Director would have retained the same if such vacancy had not occurred.
159. In the event of the Company borrowing any money from any financial corporation or institution or government or any government body or a collaborator, bank, Person or Persons or from any other source, while any money remains due to them or any of them the lender concerned may have and may exercise the right and power to appoint, from time to time, any Person or Persons to be a Director or Directors of the Company and the Directors so appointed, shall not be liable to retire by rotation, subject however, to the limits prescribed by the Act. Any Person so appointed may at any time be removed from the office by the appointing authority who may from the time of such removal or in case of death or resignation of Person, appoint any other or others in his place. Any such appointment or removal shall be in writing, signed by the appointee and served on the Company. Such Director need not hold any qualification Shares.
160. The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/ or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly or reasonably.

XVIII. MANAGING DIRECTOR OR WHOLE TIME DIRECTOR

161. The Board may, from time to time, subject to Section 196 and other applicable provisions of the Act, appoint one or more of their bodies to the office of the Managing Director or whole-time Director for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
162. Subject to the provisions of any contract between him and the Company, the Managing Director/ whole-time director, shall be subject to the same provisions as to resignation and removal as the other Directors and his appointment shall automatically terminate if he ceases to be a Director.
163. Subject to the provisions of the Act, a Managing Director or whole-time director may be paid such remuneration (whether by way of salary, commission or participation in profits or partly in one way and party in other) as the Board may determine.
164. The Board, subject to Section 179 and any other applicable provisions of the Act, may entrust to and confer upon a Managing Director or whole-time director any of the powers exercisable by them upon such terms and conditions and with such transfers, as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers.

XIX. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

165. Subject to the provisions of the Act, a chief executive officer, manager or a company secretary may be appointed by the Board on such terms and conditions and remuneration as it may deem fit and the chief executive officer, manager or company secretary so appointed may be removed by means of a resolution of the Board.
166. Subject to the supervision and control of the Board of Directors, day to day management of the Company shall be in the hands of the Managing Director/ Whole-time Directors. The Board of Directors may from time to time entrust to and confer upon a Managing Director/Whole-time Director for the time being such of the powers exercisable as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes, and upon such terms and conditions and with such restrictions as they think expedient, and may subject to the provisions of the Act and these Articles confer such powers either collaterally with, or to the exclusion of and in substitution for all or any of the Directors in that behalf; and may from time to time revoke, withdraw, alter or vary all or any of such powers.

XX. MEETINGS OF THE BOARD

167. The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
168. A Director may, and the manager or the Secretary of the Company upon the requisition of a Director shall, at any time convene a meeting of the Board.
169. Subject to the provisions the Act, the Board shall meet at least 4 (four) times in a year in such a manner that not more than 120 (one hundred and twenty) days shall intervene between 2 (two) consecutive meetings of the Board.
170. The quorum for the meeting of the Board shall be one third of its total strength or 2 (two) Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio-visual means shall also be counted for the purpose of quorum. *Provided that* where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength of the Board, the number of remaining Directors, that is to say the number of Directors who are not interested and present at the meeting being not less than 2 (two), shall be the quorum during such time.
171. The continuing Directors may act notwithstanding any vacancy in the Board; but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a General Meeting of the Company, but for no other purpose.

172. If quorum is found to be not present within 30 (thirty) minutes from the time when the meeting should have begun or if during the meeting, valid quorum no longer exists, the meeting shall be reconvened at the same time and at the same place 7 (seven) days later. At the reconvened meeting, the Directors present and not being less than 2 (two) Persons shall constitute the quorum and may transact the business for which the meeting was called and any resolution duly passed at such meeting shall be valid and binding on the Company.
173. Subject to the provisions of the Act allowing for shorter notice periods, a meeting of the Board shall be convened by giving not less than 7 (seven) days' notice in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means.
174. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
175. The Managing Director shall be entitled to take the chair as chairperson of the meetings of the Board. In his absence, the Board may appoint a vice-chairman of the Board of Directors to preside over the meeting. If at any meeting the Chairperson is not present within 5 (five) minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be Chairperson of the meeting.
176. In case of equality of votes, the Chairperson of the Board shall have a casting vote at Board meetings of the Company.
177. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such Member or Members of its body as it thinks fit.
178. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
179. A committee may elect a Chairperson of its meetings and may also determine the period for which he is to hold office. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 5 (Five) minutes after the time appointed for holding the meeting, the Members present may choose one of their Members to be Chairperson of the meeting.
180. A committee may meet and adjourn as it thinks fit.
181. Questions arising at any meeting of a committee shall be determined by a majority of votes of the Directors present. The chairperson of the committee, if any, shall not have any second or casting vote.
182. Subject to these Articles and Sections 175, 179 and other applicable provisions of the Act, a circular resolution in writing, executed by or on behalf of a majority of the Directors or members of the Committee, shall constitute a valid decision of the Board or committee thereof, as the case may be, *provided that* a draft of such resolution together with the information required to make a fully-informed good faith decision with respect to such resolution and appropriate documents required to evidence passage of such resolution, if any, was sent to all of the Directors or members of the committee (as the case may be) at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed under the Act, and has been approved by a majority of the Directors or members who are entitled to vote on the resolution.
183. All acts done in any meeting of the Board or of a committee thereof or by any Person acting as a Director shall, notwithstanding that it may be afterwards discovered that his appointment was invalid by reason of any defect for disqualification or had terminated by virtue of any provisions contained in the Act, or in these Articles, be as valid as if every such Director or such Person had been duly appointed and was qualified to be a Director.
184. Subject to the provisions of the Act, no Director shall be disqualified by his office from contracting with the Company, nor shall any such contract entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director contracting or being so interested be liable to account to the Company for any profit realized by any such contract by reason only of such Director holding that office or of the fiduciary relations thereby established; *provided that* every Director who is in any way whether directly or indirectly concerned or interested in a contract or

arrangement, entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board and shall not participate in such meeting as required under Section 184 and other applicable provisions of the Act, and his presence shall not count for the purposes of forming a quorum at the time of such discussion or vote.

XXI. POWERS OF THE DIRECTORS

185. The Directors shall have powers for the engagement and dismissal of managers, engineers, clerks and assistants and shall have power of general directions, management and superintendence of the business of the Company with full power or do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company and to make and sign all such contracts, and other government papers and instruments that shall be necessary, proper or expedient, for the authority and direction of the Company except only such of them as by the Act or by these Articles are expressly directed to be exercised by the Members in the General Meeting.
186. Subject to Section 179 of the Act, the Directors shall have the right to delegate any of their powers covered under Section 179(3)(d) to Section 179(3)(f) to any committee of the Board, managers, or any other principal officer of the Company as they may deem fit and may at their own discretion revoke such powers.
187. The Board of Directors shall, or shall authorize Persons in their behalf, to make necessary filings with governmental authorities in accordance with the Act and other applicable Law, as may be required from time to time.
188. Subject to the provisions of the Act and these Articles, the Board shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorized to exercise and do; *provided that* the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act, or any other statute or by the Memorandum of Association or by these Articles or otherwise, to be exercised or done by the Company in a General Meeting; provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of Association of the Company or in these Articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in General Meeting, but no regulation made by the Company in General meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
189. Subject to the provisions of the Act and the and any other applicable Law for the time being in force, the Directors shall have the power, from time to time and at their discretion, to borrow, raise or secure the payment of any sum of money for and on behalf of the Company in such manner and upon such terms and conditions in all respects as they think fit and through the issue of Debentures or bonds of the Company or by mortgage or charge upon all or any of the properties of the Company both present and future including its uncalled capital then available.
190. The Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, *hundies* and bills or may authorise any other Person or Persons to exercise such powers.

XXII. BORROWING POWERS

191. Subject to the provisions of the Act, the Board may from time to time, at their discretion raise or borrow or secure the payment of any sum or sums of money for and on behalf of the Company. Any such money may be raised or the payment or repayment thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable Debentures of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and Securities of the Company or by other means as the Board deems expedient.
192. The Board of Directors shall not except with the consent of the Company by way of a Special Resolution, borrow monies where the monies to be borrowed together with the monies already borrowed by the

Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up Share Capital, free reserves and securities premium of the Company.

XXIII. DIVIDEND AND RESERVES

193. The Company in a General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
194. Subject to the provisions of the Act, the Board may from time to time pay to the Members such interim dividends as appear to it to be justified by the profits of the Company.
195. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares of the Company) as the Board may, from time to time, think fit. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
196. Subject to the rights of Persons, if any, entitled to Shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the Shares in the Company, dividends may be declared and paid according to the amounts of the Shares.
197. No amount paid or credited as paid on a Share in advance of calls shall be treated, for the purpose of these Articles, as paid on the Share. However, any amount paid in advance of calls on a Share may carry interest, as determined by the Board in accordance with applicable Law but shall not entitle the holder of the Share to participate in respect of that amount in any dividend subsequently declared.
198. All dividends shall be apportioned and paid proportionately to the amounts, paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid, but if any Share is issued on terms providing that it shall rank for dividend as from a particular date such Share shall rank for dividend accordingly.
199. The Board may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the Shares.
200. Any dividend, interest or other monies payable in cash in respect of Shares may be paid by electronic mode or by cheque or demand draft sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of Members of the Company, or to such Person and to such address as the holder or joint holders may in writing direct.
201. Every such cheque shall be made payable to the order of the Person to whom it is sent.
202. Any one of two or more joint holders of a Share may give effectual receipts for any dividends, bonuses or other payments in respect of such Share.
203. Notice of any dividend, whether interim or otherwise, that may have been declared shall be given to the Persons entitled to Share therein in the manner mentioned in the Act.
204. No dividend shall bear interest against the Company.
205. A Shareholder can waive/ forgo the right to receive the dividend (either final and/ or interim) to which he is entitled, on some or all the equity Shares held by him in the Company. However, the Shareholder cannot waive/ forgo the right to receive the dividend (either final and/ or interim) for a part of percentage of dividend on Share(s).
206. Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration to any Shareholder entitled to the payment of the dividend, the Company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount

of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the 'Unpaid Dividend Account'.

207. The company shall, within a period of ninety days of making any transfer of an amount as per Article 205 to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be prescribed.
208. If any default is made in transferring the total amount referred to in Article 205 or any part thereof to the Unpaid Dividend Account of the Company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent per annum and the interest accruing on such amount shall ensure to the benefit of the members of the company in proportion to the amount remaining unpaid to them.
209. Any money transferred to the 'Unpaid Dividend Account' of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company along with the interest accrued, if any, to the Fund known as Investor Education and Protection Fund established under Section 125 of the Act. There shall be no forfeiture of unclaimed or unpaid dividends before the claim becomes barred by law.
210. All Shares in respect of which the Dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund along with a statement containing such details as may be prescribed. *Provided that* any claimant of Shares so transferred shall be entitled to claim the transfer of Shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be prescribed.
211. The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid or unclaimed with the Company.

XXIV. INSPECTION OF ACCOUNTS

212. (i) The Board shall cause proper books of account to be maintained under Section 128 and other applicable provisions of the Act.
- (ii) The Board shall, from time to time, in accordance with the Act, determine whether and to what extent and at what times and places and under what conditions or regulations all books of the Company or any of them, shall be open to the inspection of Members not being Directors.
- (iii) No Member (not being a Director) or other Person shall have any right of inspecting any account book or document of the Company except as conferred by Law or authorised by the Board or by the Company in General Meetings.
- (iv) Each Director shall be entitled to examine the books, accounts and records of the Company, and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the Company.

XXV. SECRECY

213. Every manager, auditor, trustee, member of a Committee, officer, servant, agent, accountant or other Persons employed in the business of the Company shall, if so required by the Board, before entering upon the duties, sign a declaration pledging himself to observe strict secrecy respecting all *bona fide* transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by any General Meeting or by the Law of the country and except so far as may be necessary in order to comply with any of the provisions in these Articles and the provisions of the Act.

XXVI. WINDING UP

214. The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016, as amended. (to the extent applicable).

XXVII. THE SEAL

215. (i) The Board shall provide for the safe custody of the seal of the Company.
- (ii) The seal shall not be affixed to any instrument except by the authority of resolution of the Board or a committee of the Board authorised by it in that behalf, and except in the presence of at least 1 (One) Director or Company Secretary or any other official of the Company as the Board may decide and that 1 (One) Director or Company Secretary or such official shall sign every instrument to which the Seal of the Company is so affixed in their presence. The Share certificates will, however, be signed and sealed in accordance with Rule 5 of the Companies (Share Capital and Debentures) Rules, 2014, as amended.

XXVIII. AUDIT

216. Subject to the provisions of the Act, the Company shall appoint an auditor at an Annual General Meeting to hold office from the conclusion of that Annual General Meeting until the conclusion of the sixth Annual General Meeting from such Annual General Meeting, and every auditor so appointed shall be informed of his appointment within 15 days.
217. The Directors may fill up any casual vacancy in the office of the auditors within 30 (Thirty) days subject to the provisions of Section 139 and 140 of the Act and the rules framed thereunder.
218. The remuneration of the auditors shall be fixed by the Company in the Annual General Meeting or in such manner as the Company may in the General Meeting determine.

XXIX. STATUTORY REGISTERS

219. The Company shall keep and maintain, at its registered office or such other place as may be allowed under the Act, all statutory registers (as and when required) namely register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of contracts and arrangements etc., minutes book of General Meeting, for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act.
220. The registers and documents referred to in Article 219 and copies of annual returns shall kept at the registered office of the Company or any other place where the register, documents or copies of the annual return are kept in the manner as prescribed under the Act, by the persons entitled thereto under the Act, on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Act.
221. Subject to the provisions of the Act, copy or extract of the registers and documents referred to in (i) and copies of annual return, if allowed under the Act or the Rules, can be obtained from the registered office of the Company or any other place where the register, documents or copies of the annual return are kept in the manner as prescribed under the Act and the Rules by the persons entitled thereto, on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

XXX. GENERAL AUTHORITY

222. Wherever in the Act, it has been *provided that* the Company shall have any right, privilege or authority or that the Company cannot carry out any transaction unless the Company is so authorized by its Articles then in that case, these Articles hereby authorize and empower the Company to have such rights, privilege or authority and to carry out such transaction as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

XXXI. INDEMNITY

223. Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the National Company Law Tribunal.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company and includes contracts entered into until the date of this Draft Red Herring Prospectus) which are, or may be deemed material will be attached to the copy of the Red Herring Prospectus and filed with the RoC (except for such contracts and documents executed after the filing of the Red Herring Prospectus). Copies of the contracts and documents for inspection referred to hereunder, may be inspected at our Registered Office, from 10.00 am to 5.00 pm on all Working Days and will also be available on the website of our Company at <https://ukbelectronics.com/investor-relations/> from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, except for such contracts and documents that will be entered into or executed subsequent to the completion of the Bid/Offer 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 Offer

1. Offer Agreement dated September 1, 2025 entered into among our Company, the Promoter Selling Shareholders and the BRLMs.
2. Registrar Agreement dated September 1, 2025 entered into among our Company, the Promoter Selling Shareholders and the Registrar to the Offer.
3. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.
4. Cash Escrow and Sponsor Bank Agreement dated [●] entered into among our Company, the Promoter Selling Shareholders, the BRLMs, the Syndicate Members, Banker(s) to the Offer and the Registrar to the Offer.
5. Share Escrow Agreement dated [●] entered into among the Promoter Selling Shareholders, our Company and the Share Escrow Agent.
6. Syndicate Agreement dated [●] entered into among the Members of the Syndicate, our Company, the Promoter Selling Shareholders and the Registrar to the Offer.
7. Underwriting Agreement dated [●] entered into among our Company, the Promoter Selling Shareholders and the Underwriters.

Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended from time to time.
2. Certificate of incorporation dated May 7, 2004 issued by the RoC, in the name of U K B Electronics Private Limited.
3. Certificate of incorporation dated July 15, 2024 issued by the Registrar of Companies, Central Processing Centre, in the name of UKB Electronics Private Limited.
4. Certificate of incorporation dated April 21, 2025 issued by the Registrar of Companies, Central Processing Centre, in the name of UKB Electronics Limited.
5. Resolution of our Board dated August 11, 2025 approving the Offer and other related matters.
6. Shareholders' resolution dated August 12, 2025 approving the Fresh Issue and other related matters.
7. Resolution of our Board dated September 1, 2025 approving this Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.

8. Resolution of our Board dated September 1, 2025 taking on record the consent and authorization of the Promoter Selling Shareholders to participate in the Offer for Sale.
9. Consent letter and authorization from the Promoter Selling Shareholders consenting to participate in the Offer for Sale.
10. Copies of the annual reports of our Company for the Fiscals 2025, 2024 and 2023.
11. The examination report dated September 1, 2025 of the Statutory Auditors on our Restated Financial Information.
12. The report dated September 1, 2025 on the statement of special tax benefits available to the Company, its shareholders from the Statutory Auditors.
13. Consent dated September 1, 2025 from M S K A & Associates, Chartered Accountants, our Statutory Auditors, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated September 1, 2025 on our Restated Financial Information; (ii) their report dated September 1, 2025 on the statement of special tax benefits included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
14. Consent dated September 1, 2025 from P.C. Bindal & Co., to include their name as an independent chartered accountants under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and be named as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of their certificate dated September 1, 2025
15. Consent dated September 1, 2025 from the independent chartered engineer, namely Aayushman Chauhan, to include their name in this Draft Red Herring Prospectus and be named as an “expert” as defined under Section 2(38) of the Companies Act, 2013, to the extent and in their capacity as an independent chartered engineer, and in respect of the certificates issued by him.
16. Consent dated September 1, 2025 from Raghav Bansal & Associates, Practising Company Secretaries, to include their name in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013, to the extent that and in their capacity as practising company secretary, and in respect of the certificates issued by him.
17. Resolution of our Board dated April 12, 2022 designating Manoj Tayal as the Managing Director of our Board.
18. Resolution of our Board dated June 13, 2025, and shareholders’ resolution dated June 14, 2025 appointing Manoj Tayal as the Chairman of our Board.
19. Employment agreement dated April 23, 2022 entered into between UKB Electronics Limited and Manoj Tayal.
20. Resolution of our Board dated June 13, 2025 and shareholders’ resolution dated June 14, 2025 appointing Vinay Kumar Tayal as the Whole-time Director of our Board.
21. Employment agreement dated June 14, 2025 entered into between UKB Electronics Limited and Vinay Kumar Tayal.
22. Resolution of our Board dated September 14, 2022 and shareholders’ resolution dated September 26, 2022 appointing Manik Tayal as the Whole-time Director of our Board.
23. Employment agreement dated September 26, 2022 entered into between UKB Electronics Limited and Manik Tayal.

24. Resolution of our Board dated June 13, 2025 approving the remuneration of Whole-time directors and Managing Director.
25. Scheme of amalgamation for amalgamation of UKB Industries Private Limited into our Company.
26. Copy of the order dated September 11, 2023 passed by the National Company Law Tribunal, Ahmedabad Bench approving the Scheme of Amalgamation.
27. Certificate relating to weighted average cost of acquisition per equity share dated September 1, 2025 issued by P.C. Bindal & Co., Chartered Accountants.
28. Certificate relating to basis for offer price dated September 1, 2025 issued by P.C. Bindal & Co., Chartered Accountants.
29. Certificate relating to financial indebtedness dated September 1, 2025 issued by P.C. Bindal & Co., Chartered Accountants.
30. Certificate relating to utilisation of the loans to be repaid from the Net Proceeds dated September 1, 2025 issued by P.C. Bindal & Co., Chartered Accountants.
31. Certificate relating to utilisation of the Net Proceeds towards capital expenditure dated September 1, 2025 issued by P.C. Bindal & Co., Chartered Accountants.
32. Certificate dated September 1, 2025, from P.C. Bindal & Co., Chartered Accountants, certifying the KPIs of our Company.
33. Resolution dated September 1, 2025, passed by the Audit Committee approving the key performance indicators.
34. Resolution dated September 1, 2025, passed by the Board of Directors of our Company approving the objects of the Offer.
35. Consents of the Promoter Selling Shareholders, our Directors, our Promoters, members of the Promoter Group, our Compliance Officer and Company Secretary, our Statutory Auditors, the legal counsel to the Company, the bankers to our Company, lenders to our Company (wherever applicable), the BRLMs and Registrar to the Offer.
36. Consent letter dated August 1, 2025 from CARE to rely on and reproduce part or whole of the CARE Report and include their name in this Draft Red Herring Prospectus.
37. Industry report titled “*Industry Research Report on Electronics and Electronics Manufacturing Services Industry*” dated August 2025 prepared and issued by CARE, commissioned and paid for by our Company and engagement letter dated April 1, 2025.
38. In-principle listing approvals dated [●] and [●] from the BSE and the NSE, respectively.
39. Undertaking dated [●], 2025 submitted by the BRLMs to the SEBI in relation to disclosure of the Pre-IPO Placement by way of public advertisement and the Price Band advertisement.
40. Undertaking dated [●] submitted by the BRLMs to SEBI in relation to the utilization of the proceeds from the Pre-IPO Placement.
41. Tripartite Agreement dated March 29, 2023 among our Company, NSDL and the Registrar to the Offer.
42. Tripartite Agreement dated June 24, 2025 among our Company, CDSL and the Registrar to the Offer.
43. Due diligence certificate to SEBI from the BRLMs, dated September 1, 2025.
44. 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 our Shareholders, subject to compliance with the provisions contained in the Companies Act, 2013 and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Manoj Tayal

Designation: Chairman and Managing Director

Date: September 1, 2025

Place: Noida, Uttar Pradesh, India

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Vinay Kumar Tayal
Designation: Whole-time Director

Date: September 1, 2025

Place: Noida, Uttar Pradesh, India

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Manik Tayal
Designation: Whole-time Director

Date: September 1, 2025

Place: Noida, Uttar Pradesh, India

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sangeeta Bhatia

Designation: Independent Director

Date: September 1, 2025

Place: Melbourne, Australia

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sonia Arora Bansal

Designation: Independent Director

Date: September 1, 2025

Place: Noida, Uttar Pradesh, India

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Aradhita Agarwal Kedia

Designation: Independent Director

Date: September 1, 2025

Place: Srinagar, Jammu and Kashmir, India

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Sudhir Kumar Jain

Date: September 1, 2025

Place: Noida, Uttar Pradesh, India

DECLARATION

I, Manoj Tayal, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Promoter Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY MANOJ TAYAL

Date: September 1, 2025

Place: Noida, Uttar Pradesh, India

DECLARATION

I, Vinay Kumar Tayal, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Promoter Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY VINAY KUMAR TAYAL

Date: September 1, 2025

Place: Noida, Uttar Pradesh, India

DECLARATION

I, Manik Tayal, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Promoter Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY MANIK TAYAL

Date: September 1, 2025

Place: Noida, Uttar Pradesh, India