(Please scan the QR to view the Red Herring Prospectus)

RED HERRING PROSPECTUS
Dated: March 18, 2025
Please read section 32 of the Companies Act, 2013
100% Book Built Offer

ATC ENERGIES SYSTEM LIMITED

CORPORATE IDENTITY NUMBER: U31909MH2020PLC345131

REGISTERED OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Unit No. 3, Plot No. 33, New India Industrial Estate, Mahal IN AR, Off MC Rd., Andheri East, Mumbai – 400 093, Maharashtra, India	Kiran Honnaya Shettigar Company Secretary and Compliance Officer	**Email:** cs@atcgroup.co **Tel:** +91 7208878270	www.atcgroup.co

PROMOTER OF OUR COMPANY: SANDEEP GANGABISHAN BAJORIA

DETAILS OF THE OFFER TO THE PUBLIC

TYPE	FRESH OFFER SIZE	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIBS, NIIS AND RIIS
Fresh Issue and an Offer for Sale	Up to 43,23,600 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] lakhs	Up to 10,80,000 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] lakhs	Initial public offer of up to 54,03,600 equity shares of face value of ₹10 each ("**Equity Shares**") aggregating up to ₹ [●] lakhs ("**Offer**")	The Offer is being made in terms of Regulation 229(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"). For details in relation to share reservation among Qualified Institutional Buyers, Non-Institutional Investors and Retail Individual Investors, see "*Offer Structure*" on page 240.

OFFER FOR SALE

DETAILS OF OFFER FOR SALE BY THE SELLING SHAREHOLDER AND WEIGHTED AVERAGE COST OF ACQUISITION

NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OFFERED/ AMOUNT	WEIGHTED AVERAGE COST OF ACQUISITION# (IN ₹ PER EQUITY SHARE)
Sandeep Gangabishan Bajoria	Promoter Selling Shareholder	Up to 10,80,000 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] lakhs	0.03

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 of our Company. The face value of each Equity Share is ₹ 10/-. The Floor Price, Cap Price and Offer Price as determined and justified by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of the market demand for the Equity Shares by way of the book building process, as stated in *"Basis for Offer Price*" on page 97 of this Red Herring Prospectus, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of our Company, or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this 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 this 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 in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 27 of this Red Herring Prospectus.

OUR COMPANY'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. The Selling Shareholder accepts responsibility for and confirm the statements made by the Selling Shareholder in this Red Herring Prospectus to the extent of information specifically pertaining to them and their respective portion of the offered shares and assume responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE") in terms of the Chapter IX of the SEBI ICDR Regulations, as amended from time to time. Our Company has received in-principle approval dated February 06, 2025 from the National Stock Exchange of India Limited for using its name in this Offer document for listing our shares on the EMERGE Platform of the National Stock Exchange of India Limited. For the purposes of the Offer, the Designated Stock Exchange is National Stock Exchange of India Limited ("NSE").

BOOK RUNNING LEAD MANAGER

Name of Book Running Lead Manager	Contact Person	Email and Telephone
Indorient Financial Services Limited	Mr. Ivor Anil Misquith	**Telephone**: +91 79772 12186 **Email:** compliance-ifsl@indorient.in

REGISTRAR TO THE OFFER

Name of Registrar	Contact Person	Email and Telephone
KFIN Technologies Limited	Mr. M. Murali Krishna	**Tel:** +91 40 6716 2222 / 18003094001 **E-mail:** aesl.ipo@kfintech.com

BID/OFFER PERIOD

ANCHOR INVESTOR BID/OFFER PERIOD*	**MONDAY, MARCH 24, 2025***	**BID/ OFFER OPENS ON***	**TUESDAY, MARCH 25, 2025**	**BID/OFFER CLOSES ON****	**THURSDAY, MARCH 27, 2025**^**

#As certified by Statutory Auditor by way of their certificate dated March 17, 2025.
** Our Company may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*
*** Our Company may, in consultation with the Book Running Lead Manager, 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.*
^UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Offer Closing Date.

(Please scan the QR to view the Red Herring Prospectus)

RED HERRING PROSPECTUS
Dated: March 18, 2025
Please read section 32 of the Companies Act, 2013
100% Book Built Offer

ATC ENERGIES SYSTEM LIMITED

Our Company was incorporated as 'ATC Energies System Private Limited' a private limited company under the Companies Act, 2013, pursuant to the certificate of incorporation issued by the RoC on September 2, 2020. The name of our Company was subsequently changed to 'ATC Energies System Limited', upon conversion into a public company, pursuant to a board resolution dated February 20, 2024 and a shareholder resolution dated February 21, 2024, and a fresh certificate of change of name was issued on May 1, 2024 by the Registrar of Companies, CPC.

Corporate Identity Number: U31909MH2020PLC345131
Registered Office: Unit No. 3, Plot no. 33, New India Industrial Estate, Mahal IN AR, Off MC Rd., Andheri East, Mumbai–400 093, Maharashtra, India.
Contact Person: Kiran Honnaya Shettigar, Company Secretary and Compliance Officer; **Tel:** + 917208878270
E-mail: cs@atcgroup.co, **Website:** www.atcgroup.co

OUR PROMOTER: SANDEEP GANGABISHAN BAJORIA

INITIAL PUBLIC OFFERING OF UP TO 54,03,600 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] LAKHS (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO 43,23,600 EQUITY SHARES OF FACE VALUE ₹ 10 EACH AGGREGATING UP TO ₹ [●] LAKHS BY OUR COMPANY (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 10,80,000 EQUITY SHARES (THE "OFFERED SHARES") BY SANDEEP GANGABISHAN BAJORIA AGGREGATING UP TO ₹ [●] LAKHS (THE "SELLING SHAREHOLDER", AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDER, THE "OFFERED SHARES") (SUCH OFFER FOR SALE BY THE SELLING SHAREHOLDER, THE "OFFER FOR SALE" AND TOGETHER WITH THE FRESH ISSUE, "THE OFFER"). THE OFFER WILL CONSTITUTE [●] % OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE SEE SECTION TITLED "*TERMS OF THE OFFER*" BEGINNING ON PAGE 229 OF THE RED HERRING PROSPECTUS. THE OFFER INCLUDES UP TO 2,71,200 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WHICH WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE OFFER LESS MARKET MARKETMAKER RESERVATION PORTION I.E. OFFER OF UPTO 51,32,400 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS IS HEREINAFTER REFFERED TO AS THE "NET OFFER". THE OFFER AND NET OFFER WILL CONSTITUTE [●] % AND [●] %.

THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT SIZE HAS BEEN DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN ALL EDITIONS OF THE FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF JANSATTA (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND MUMBAI EDITIONS OF PRATHAKAL (A WIDELY CIRCULATED MARATHI DAILY NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA 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 EMERGE PLATFORM OF THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED FOR UPLOADING ON THEIR WEBSITE IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS, AS AMENDED.

THE FACE VALUE OF EQUITY SHARES IS ₹ 10 EACH. THE FLOOR PRICE IS ₹ 112 PER EQUITY SHARE WHICH IS 11.20 TIMES OF THE FACE VALUE AND THE CAP PRICE IS ₹ 118 PER EQUITY SHARE WHICH IS 11.80 TIMES OF THE FACE VALUE. THE MINIMUM BID LOT IS 1,200 EQUITY SHARES AND IN MULTIPLES OF 1,200 EQUITY SHARES THEREAFTER.

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

This is an Offer in terms of Rule 19(2)(b) of the SCRR, read with Regulation 229(2) and Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**" and such portion, the "**QIB Portion**"), provided that our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("**Anchor Investor Portion**"), out of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("**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 Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, 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 Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders ("**Non-Institutional Portion**") and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders using the UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA Process. For further details, see "*Offer Procedure*" on page 245 of this Red Herring Prospectus.

ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titles "*Offer Procedure*" beginning on Page 245 of this Red Herring Prospectus.

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 of our Company. The face value of the Equity Shares is ₹ 10 each. The Floor Price, the Offer Price or the Price Band, as determined by our Company in consultation with the BRLM, in accordance with the SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" on page 97, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares of our Company, or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in 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 in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 27 of this Red Herring Prospectus.

OUR COMPANY'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, the Selling Shareholder accepts responsibility for, and confirm, that the statements specifically made or confirmed by such Selling Shareholder in this Red Herring Prospectus to the extent that the statements and information specifically pertain such Selling Shareholder and the Equity Shares offered by such Selling Shareholder under the Offer for Sale, are true and correct in all material respects and assumes responsibility that such statements are not misleading in any material respect. The Selling Shareholder assume no responsibility for any other statements, including, inter alia, any of the statements made by or relating to our Company in this Red Herring Prospectus.

LISTING

The Equity Shares, once offered through the Red Herring Prospectus are proposed to be listed on the EMERGE Platform of the National Stock Exchange of India Limited ("**NSE EMERGE**"). In terms of the Chapter IX of the SEBI ICDR Regulations, as amended from time to time, our Company has received 'in-principle' approvals from NSE for the listing of the Equity Shares pursuant to letter dated February 6, 2025. For the purposes of the Offer, the Designated Stock Exchange shall be National Stock Exchange of India Limited ("NSE").

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE OFFER
Indorient Financial Services Limited B-805, Executive Spaces, Rustomjee Central Park, Andheri Kurla Road, Chakala, Mumbai – 400 093, Maharashtra, India. **Telephone**: +91 79772 12186 **Email:** compliance-ifsl@indorient.in **Website**: www.indorient.in **Investor Grievance ID**: wecare@indorient.in **Contact Person:** Ivor Anil Misquith **SEBI Registration Number:** INM000012661	**KFIN Technologies Limited** Selenium Tower B, Plot No – 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad– 500 032, Telangana, India. **Telephone**: +91 40 6716 2222 / 18003094001 **E-mail**: aesl.ipo@kfintech.com **Investor grievance e-mail**: einward.ris@kfintech.com **Website**: www.kfintech.com **Contact person**: M. Murali Krishna **SEBI registration number**: INR000000221

BID/OFFER PROGRAMME

ANCHOR INVESTOR BID/OFFER PERIOD*	**MONDAY, MARCH 24, 2025**
BID/OFFER OPENS ON	**TUESDAY, MARCH 25, 2025****
BID/OFFER CLOSES ON	**THRUSDAY, MARCH 27, 2025^**

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

*** Our Company may, in consultation with the BRLM, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulation.*

^UPI mandate end time and date shall be at 5:00 p.m. on the Bid/offer Closing Date.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as assigned below. References to statutes, rules, regulations, guidelines and policies will, unless the context otherwise requires, be deemed to include all amendments, modifications and replacements notified thereto, as of the date of this Red Herring Prospectus, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

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

The terms not defined herein but used in "Objects of the Offer", "History and Certain Corporate Matters", "Financial Indebtedness", "Basis of Offer Price", "Statement of Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "Financial Information", "Outstanding Litigation and Other Material Developments" "Offer Procedure" and "Description of Equity Shares and Terms of Articles of Association", on pages 83, 161, 202, 97, 104, 108,155, 188, 204, 245 and 288 respectively, will have the meaning ascribed to such terms in those respective sections.

General Terms

Term	Description
ATC Energies System Limited/ our Company / the Company / the Issuer/ the Issuer Company	ATC Energies System Limited, a public limited company incorporated under the Companies Act, 2013 and having its Registered Office at Unit No. 3, Plot No. 33, New India Industrial Estate, Mahal IN AR, Off MC Rd., Andheri East, Mumbai – 400 093, Maharashtra, India.
We / us / our	Unless the context otherwise indicates or implies, refers to our Company as on the date of this Red Herring Prospectus.

Company Related Terms

Term	Description
Articles of Association / Articles / AoA	Articles of Association of our Company, as amended from time to time
Audit Committee	Audit Committee of our Board. For more details see "*Our Management – Corporate Governance*" on page 173
Auditors / Statutory Auditors	Statutory auditors of our Company, currently being M/s. A Kasliwal & Company, Chartered Accountants
Banker to our Company	Kotak Mahindra Bank Limited, IndusInd Bank Limited, and ICICI Bank Limited as disclosed in the section titled "*General Information*" beginning on page 59
Board / Board of Directors	Board of Directors of our Company, as constituted from time to time or any duly constituted committee thereof. For details see "*Our Management – Board of Directors*" on page 166
Chief Financial Officer / CFO	Chief Financial Officer of our Company, namely Piyush Vijaykumar Kedia. For details, see "*Our Management – Key Managerial Personnel*" on page 181
Companies Act	The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such provisions that are in force
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely Kiran Honnaya Shettigar. For details, see *"Our Management – Key Managerial Personnel"* on page 181

Term	Description
Corporate Social Responsibility Committee / CSR Committee	The Corporate Social Responsibility committee of our Company. For details see "*Our Management – Corporate Governance*" on page 173
DIN	Director's Identification Number
Director(s)	The director(s) on the Board of Directors, as appointed from time to time
Dun and Bradstreet Report or D&B Report	Industry Research Report on Lithium-Ion Batteries dated June 2024 prepared and issued by Dun and Bradstreet Information Services India Private Limited commissioned and paid for by the Company.
Equity Shares	The equity shares of our Company of face value of ₹ 10 each, fully paid up, unless otherwise specified in the context thereof
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares in our Company
Executive Director(s)	Executive director(s) on our Board. For further details of the Executive Director, see "*Our Management*" on page 166
Face Value	The face value of our Equity Shares, being ₹ 10 per Equity Share.
Group Companies	As on the date of this Red Herring Prospectus our Company does not have any Group Companies. For details see "*Group Companies*" on page 186
HUF	Hindu Undivided Family
IFRS	International Finance and Reporting Standards
Ind AS	Indian Accounting Standards
Indian GAAP	Generally Accepted Accounting Principles of India
Independent Architect	Independent Architect being Mayur Choukse – Proprietor of Architectural Firm: Aarambh Design Studio
Independent Director(s)	The Non-Executive, Independent Director(s) on our Board appointed as per the Companies Act, 2013 and the Listing Regulations. For details of our Independent Directors, see "*Our Management-Board of Directors*" on page 166
IPO Committee	The IPO Committee of our Board. For details see "*Our Management – Corporate Governance*" on page 173.
ISIN	International Securities Identification Number being INE0V0Q01019
Key Managerial Personnel / KMP	Key Managerial Personnels of our Company. For details see "*Our Management – Key Managerial Personnel*" on page 181
Manufacturing Facilities	The two manufacturing facilities of our Company which are located at the following addresses: 1. **Factory- Vasai:** 104, 105, 106, 108, 206, 207 & 208 Aarkay Gold Industrial Estate, Near NJ Industrial Estate, Chinchpada, Vasai- East, Palghar – 401 208, Maharashtra, India. 2. **Factory- Noida:** Property No. C-12, Sector 58, G.B. Nagar, Noida – 201 301, Uttar Pradesh, India.
Managing Director / MD	The Managing Director of our Company, namely Sandeep Gangabishan Bajoria. For details, see "*Our Management – Board of Directors*" on page 166
Materiality Policy	The Materiality Policy adopted by our Board pursuant to a resolution of our Board dated May 2, 2024 for identification of the material: (a) outstanding material litigation proceedings; (b) Group Companies; and (c) material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Red Herring Prospectus, the Draft Red Herring Prospectus and the Prospectus
Memorandum of Association / Memorandum/ MoA	The Memorandum of Association of our Company, as amended from time to time
Nomination and Remuneration	The Nomination and Remuneration Committee of our Company. For details see "*Our Management – Corporate Governance*" on page 173

Term	Description
Committee / NRC Committee	
Non – Executive Director(s)	A Director, not being an Executive Director. For further details of the Non- Executive Director, see *"Our Management – Board of Directors"* on page 166
Non-residents	A person resident out of India, as defined under Foreign Exchange Management Act, 1999
Peer Review Auditor	Independent Auditor having a valid peer review certificate in our case being M/s. A Kasliwal & Company, Chartered Accountants having its office at 232, Udyog Bhavan, Sonawala Lane, Goregaon East, Mumbai – 400 063, Maharashtra, India
Promoter(s)	The Promoter of our Company namely, Sandeep Gangabishan Bajoria. For details see in "*Our Promoter and Promoter Group*" on page 183
Promoter Group	Such persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in "*Our Promoter and Promoter Group*" on page 183
Registered and Corporate Office	Unit No. 3, Plot No. 33, New India Industrial Estate, Mahal IN AR, Off MC Rd., Andheri East, Mumbai – 400 093, Maharashtra, India
Registrar of Companies / RoC	Registrar of Companies, Maharashtra at Mumbai. For further information, see "*General Information*" on page 59
Restated Financial Statements/ Restated Financial Information"	Restated financial statements for six months period ended September 30, 2024 and Fiscals 2024, 2023 and 2022 as included in "*Financial Information*" on page 188
SEBI	Securities Exchange Board of India constituted under the SEBI Act, 1992
Selling Shareholder/ Promoter Selling Shareholder	Individual Selling Shareholder i.e. Sandeep Gangabishan Bajoria
Senior Management	Senior Management of our Company. For details see "*Our Management – Key Managerial Personnel and Senior Management*" on page 181
Subscribers to MOA	Initial Subscribers to MOA
Stakeholders Relationship Committee	The Stakeholders' Relationship Committee of our Company. For details see described in "*Our Management – Corporate Governance*" on page 173
Subsidiaries	As on the date of this Red Herring Prospectus, our Company does not have any subsidiary. For details see "*Our Subsidiaries*" on page 165
Whole-time Director(s)	Zubair Rahman being the Whole Time Director of our Company. For details see "*Our Management – Board of Directors*" on page 166
Wilful Defaulter(s) or a Fraudulent Borrower	A person or an offeror/ issuer who or which is categorised as a wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India, as defined under Regulation 2(1)(111) of SEBI ICDR Regulations

Offer Related Terms

Term	Description
Abridged Prospectus	A memorandum containing such salient features of a prospectus as may be specified by SEBI in this regard
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allot /Allotted/ Allotment of Equity Shares	Unless the context otherwise requires, allotment of Equity Shares offered pursuant to the Fresh Issue and transfer of the Offered Shares by the Selling Shareholder pursuant to the Offer for Sale to successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted

Term	Description
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus
Anchor Investor Allocation Price	Price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the BRLM during the Anchor Investor Bidding Date
Anchor Investor Application Form	Application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bid/Offer Period or Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLM will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be issued and 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 BRLM
Anchor Investor Pay-In Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the BRLM, 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 accordance with the SEBI ICDR Regulations
Application	An indication to make an offer during the Offer Period by an applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Offer Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form
Application Form	The Form in terms of which an Applicant shall make an Application and which shall be considered as the application for the Allotment pursuant to the terms of this Red Herring Prospectus
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the ASBA Account and will include applications made by RIIs using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by RIIs using the UPI Mechanism
Assignment Agreement	Assignment Agreement dated July 29, 2024 executed between Sandeep Gangabishan Bajoria and the Company in relation of the trademarks
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a Retail Individual Investor linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a Retail Individual Investor Bidding through the UPI Mechanism
ASBA Bidders	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
ASBA Application Location(s)/ Specified Cities	Such branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Sponsor Bank and Public Offer Account Bank(s), as the case may be
Bankers to the Offer Agreement	Agreement dated February 24, 2025 entered into amongst the Company, Book Running Lead Manager, the Registrar and the Bankers to the Offer

Term	Description
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in "*Offer Procedure*" on page 245
Bid	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid in the Offer
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	1200 Equity Shares and in multiples of 1200 Equity Shares thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of The Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and all editions of Prathakal (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), and in case of any revision, the extended Bid/Offer Closing Date shall also be widely disseminated by notification to the Stock Exchange by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and Sponsor Bank(s), as required under the SEBI ICDR Regulations. Our Company in consultation with the BRLM, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.
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 The Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and all editions of Prathakal (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), and in case of any revision, the extended Bid/ Offer Period also be widely disseminated by notification to the Stock Exchange by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and Sponsor Bank(s), as required under the SEBI ICDR Regulations
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 accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors
Bidder / Applicant / Investor	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 ASBA Bidder and an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	The book building process as described in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made

Term	Description
Book Running Lead Manager or BRLM	The Book Running Lead Manager to the Offer, namely Indorient Financial Services Limited
Broker Centre	Broker centres notified by the Stock Exchange where ASBA Bidders can submit the ASBA Forms, provided that RIBs may only submit ASBA Forms at such broker centres if they are Bidding using the UPI Mechanism, to a Registered Broker and details of which are available on the websites of the respective Stock Exchange. The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchange (www.bseindia.com and www.nseindia.com) and updated from time to time
Business Day	Monday to Saturday (except 2nd and 4th Saturday of a month and public holidays)
CAN or Confirmation of Allocation Note	The notice or advice or intimation of allocation of the Equity Shares sent to Anchor Investors who have been allocated Equity Shares on / after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band, i.e. ₹ 118 per Equity Share, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price
Client ID	Client identification number maintained with one of the Depositories in relation to the Bidder's beneficiary account
Collection Centres	Centres at which the Designated Intermediaries shall accept the ASBA account
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI, as per the list available on the websites of BSE and NSE, as updated from time to time
Controlling Branches of SCBs	Such branches of SCSBs which co-ordinate Applications under this Offer made by the Applicants with the Lead Manager, the Registrar to the Offer and the Stock Exchange, a list of which is provided on http://www.sebi.gov or at such other website as may be prescribed by SEBI from time to time
Cut-off Price	The Offer Price, as finalised by our Company, in consultation with the BRLM which shall be any price within the Price Band. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Cut-Off Time	For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cutoff time of 5:00 pm on after the Bid/Offer Closing Date
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/ husband, investor status, occupation, PAN, DP ID, Client ID and bank account details and UPI ID, where applicable
Depository/ Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, being NSDL and CDSL
Depository Participant/ DP	A depository participant as defined under the Depositories Act, 1996
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms, a list of which, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the websites of the respective Stock Exchanges (www.bseindia.com and www.nseindia.com) as updated from time to time
Designated Date	The date on which funds are transferred from the Escrow Account to the Public Offer Account or the Refund Account, as appropriate, or the funds blocked by the SCSBs are transferred from the ASBA Accounts to the Public Offer Account, as the case may be, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors or IPO Committee may Allot Equity Shares to successful Bidders in the Offer
Designated Intermediaries	In relation to ASBA Forms submitted by RIBs with an application size of up to ₹ 0.20 million and Non-Institutional Bidders Bidding with an application size of up to ₹0.50 million (not using the UPI mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs

Term	Description
	In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders, Designated Intermediaries shall mean Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs, a list of which, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchange (www.bseindia.com and www.nseindia.com) as updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect ASBA Forms, a list of which is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and updated from time to time, and at such other websites as may be prescribed by SEBI from time to time
Designated Stock Exchange	EMERGE Platform of the National Stock Exchange of India Limited ("NSE EMERGE")
Draft Red Herring Prospectus or DRHP	The Draft Red Herring Prospectus dated September 24, 2024, filed with the Designated Stock Exchange in accordance with section 32 and the SEBI ICDR Regulations.
Eligible FPIs	FPIs that are eligible to participate in the Offer in terms of applicable law and 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 purchase the Equity Shares offered thereby
Electronic Transfer of Funds	Refund through ECS, NEFT, Direct Credit of RTGS as applicable
Eligible NRIs	NRI(s) eligible to invest under the relevant provisions of the FEMA Rules, on a non-repatriation basis, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares
Escrow Account(s)	Accounts opened with the Escrow Collection Bank(s) and in whose favour Anchor Investors will transfer money through direct credit/ NEFT/ RTGS/NACH in respect of Bid Amounts when submitting a Bid
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as Bankers to an Offer under the BTI Regulations, and with whom the Escrow Account(s) will be opened, in this case being ICICI Bank Limited
FII/ Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws of India
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
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fugitive Economic Offender	An individual who is a fugitive economic offender as defined under the Fugitive Economic Offenders Act, 2018
Floor Price	The lower end of the Price Band, i.e. ₹ 112 subject to any revision(s) 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
Fresh Issue	The fresh issue component of the Offer comprising of an issuance of up to 43,23,600 Equity Shares of face value ₹ 10 each at ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] lakhs by our Company
Foreign Venture Capital Fund	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000
FPI/ Foreign Portfolio Investors	A Foreign Portfolio Investor who has been registered pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
General Information Document or GID	The General Information Document for investing in public offers, prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchange and the BRLM
Gross Proceeds	The Offer proceeds from the Fresh Issue
IPO	Initial Public Offering
KPI	Key Performance Indicators
Market Maker	Market Maker to the Offer. In our case, Alacrity Securities Limited is the sole Market Maker.

Term	Description
Market Maker Agreement	The agreement dated March 6, 2025 entered amongst our Company, the Book Running Lead Manager and the Market Maker to the Offer in relation to the Offer.
Market Maker Reservation Portion	2,71,200 Equity Shares of face value of ₹10 each at ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating to ₹[●] Lakh reserved for subscription by the Market Maker.
Mutual Fund	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	Up to 5% of the Net QIB Portion, or 31,200 Equity Shares, which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Offer	The Offer, excluding the Market Maker Reservation Portion, of 51,32,400 Equity Shares of Face Value of ₹ 10 each fully paid for cash at a price of ₹ [●] Equity Shares aggregating to ₹ [●] Lakhs by our Company
Net Proceeds	The Gross Proceeds less our Company's share of the Offer-related expenses applicable to the Fresh Issue. For further details about use of the Net Proceeds and the Offer related expenses, see "*Objects of the Offer*" on page 83
Net QIB Portion	QIB Portion, less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Investors or NII(s) or Non-Institutional Bidders or NIB(s)	All Bidders, that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount of more than ₹ 0.20 million (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 35% of the Net Offer comprising of 17,96,400 Equity Shares which shall be available for allocation to NIIs in accordance with the SEBI ICDR Regulations, to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price. The allocation to the NIIs shall be as follows: a) One-third of the Non-Institutional Portion shall be reserved for applicants with an application size of more than ₹0.20 million and up to ₹1.00 million; and b) Two-thirds of the Non-Institutional Portion shall be reserved for applicants with an application size of more than ₹1.00 million Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of non-institutional investors
Non-Resident or NR	A person resident outside India, as defined under FEMA
OCB	Overseas Corporate Body
Offer	The initial public offer of up to 54,03,600 Equity Shares of face value ₹ 10 each for cash at a price of ₹ [●] per Equity Share (including a share premium of [●] per Equity Share) aggregating up to ₹ [●] lakhs consisting of a Fresh Issue of up to 43,23,600 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] lakhs by our Company and an Offer for Sale of up to 10,80,000 Equity Shares of face value ₹ 10 each aggregating up to [●] lakhs, by the Selling Shareholder.
Offer Agreement	The agreement dated August 27, 2024 amongst our Company, the Selling Shareholder and the BRLM, pursuant to the SEBI ICDR Regulations, based on which certain arrangements are agreed to in relation to the Offer, along with any addendums thereto.
Offer for Sale	The offer for sale of up to 10,80,000 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] lakhs by the Selling Shareholder in the Offer
Offer Price	₹ [●] per Equity Share, being the final price within the Price Band, at which the Equity Shares will be Allotted to successful Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company in consultation with the BRLM, in accordance with the Book Building Process on the Pricing Date and in terms of the Red Herring Prospectus.
Offered Shares	Up to 10,80,000 Equity Shares of face value ₹ 10 each being offered by Selling Shareholder as part of the Offer for Sale
Other Investors	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.

Term	Description
Price Band	Price band of a minimum price of ₹ 112 per Equity Share (Floor Price) and the maximum price of ₹ 118 per Equity Share (Cap Price) and includes any revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company in consultation with the Book Running Lead Manager, and will be advertised in all editions of English national daily newspaper, The Financial Express, all editions of Hindi national daily newspaper, Jansatta and all editions of the Marathi daily newspaper Prathakal (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with a wide circulation, 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 available to the Stock Exchange for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company in consultation with the BRLM, will finalise the Offer Price
Prospectus	The Prospectus to be filed with the RoC, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations containing, amongst other things, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account Agreement	Agreement dated February 24, 2025 entered into by our Company, the Registrar to the Offer, the Book Running Lead Manager, and the Public Offer Bank/Banker to the Offer for collection of the Application Amounts.
Public Offer Account Bank(s)	The banks which are clearing members and registered with SEBI under the BTI Regulations, 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 ICICI Bank Limited.
Public Offer Account(s)	Bank account to be opened in accordance with the provisions of the Companies Act, 2013, with the Public Offer Account Bank(s) to receive money from the Escrow Accounts and from the ASBA Accounts on the Designated Date.
QIB Portion	The portion of the Net Offer (including the Anchor Investor Portion) being not more than 30% of the Net Offer, consisting of upto 15,39,600 Equity Shares which shall be allocated to QIBs, including the Anchor Investors (which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLM up to a limit of 60% of the QIB Portion) subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price.
Qualified Institutional Buyers / QIBs	A qualified institutional buyer, as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations. However, non-residents which are FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Offer.
QIB Bid/ Offer Closing Date	In the event our Company in consultation with the BRLM, decides to close Bidding by QIBs one day prior to the Bid/Offer Closing Date, the date one day prior to the Bid/Offer Closing Date; otherwise, it shall be the same as the Bid/Offer Closing Date
Red Herring Prospectus or RHP	This red herring prospectus dated March 18, 2025, including any corrigenda or addenda thereto, issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto.
Refund Account(s)	The 'no-lien' and 'non-interest bearing' account to be opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made
Refund Bank(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Banker(s) to the Offer at which the Refund Accounts has been opened in case listing of the Equity Shares does not occur, in this case being ICICI Bank Limited
Registered Broker	Stock-brokers registered with the Stock Exchange having nationwide terminals other than the members of the Syndicate, and eligible to procure Bids in terms of the circular No. CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI
Registrar Agreement	The agreement dated August 27, 2024 entered amongst our Company, the Selling Shareholder and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer, along with any addendums thereto.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations as per the lists available on the website of BSE and NSE, and the UPI Circulars
Registrar, or Registrar to the Offer	The Registrar to the Offer namely KFIN Technologies Limited.
Resident Indian	A person resident in India, as defined under FEMA

Term	Description
Reserved Category/ Categories	Categories of persons eligible for making applications under the Reservation Portion
Retail Individual Bidders or RIB(s) or Retail Individual Investors or RII(s)	Individual Bidders (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs) who have Bid for the Equity Shares for an amount not more than ₹0.20 million in any of the Bidding options in the Offer
Retail Portion	The portion of the Offer being not less than 35% of the Net Offer consisting of atleast 17,96,400 Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable QIB Bidders and Non-Institutional Bidders 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 Bidders Bidding in the Retail Portion can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date
SCORES	Securities and Exchange Board of India Complaints Redress System, a centralized web-based complaints redressal system launched by SEBI vide circular no. CIR/OIAE/1/2014 dated December 18, 2014
SEBI ICDR Master Circular	SEBI Circular bearing number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154, dated November 11, 2024.
Self-Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed by SEBI 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 provided as Annexure 'A' to the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, as updated from time to time.
Specified Locations	The Bidding centres where the Syndicate shall accept Bid cum Application Forms from relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time.
Share Escrow Agent	Escrow agent to be appointed pursuant to the Share Escrow Agreement, namely KFIN Technologies Limited.
Share Escrow Agreement	The agreement dated February 24, 2025 , into amongst our Company, the Selling Shareholder, and the Share Escrow Agent, being KFIN Technologies Limited for deposit of the Equity Shares offered by the Selling Shareholder in escrow and credit of such Equity Shares to the demat account of the Allottees.
Sponsor Bank(s)	The Banker(s) to the Offer registered with SEBI which is appointed by the Company to act as a conduit between the Stock Exchange and the National Payments Corporation of India in order to push the UPI Mandate Requests and / or payment instructions of the RIBs using the UPI Mechanism and carry out any other responsibilities in terms of the UPI Circulars, in this case being ICICI Bank Limited.
Stock Exchange	Unless the context requires otherwise, stock exchange refers to EMERGE Platform of National Stock Exchange of India Limited.
Syndicate or members of the Syndicate	Together, the BRLM and the Syndicate Members [as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations]
Underwriters	Underwriters to the Offer being Indorient Financial Services Limited and Alacrity Securities Limited

Term	Description
Underwriting Agreement	The agreement dated March 6, 2025 entered into amongst the Underwriters and our Company on or after the Pricing Date, but prior to filing of the Prospectus
UPI	Unified Payments Interface, which is an instant payment mechanism developed by NPCI
UPI Bidders	Collectively, individual investors applying as RIBs in the Retail Portion, and individuals applying as Non-Institutional Investors with a Bid Amount of up to ₹ 0.50 million in the Non-Institutional Portion and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.
UPI Circulars	Collectively, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/OW/P/2021/2481/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI Master Circular dated November 11, 2024 (each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations the RTA Master Circular and SEBI master circular no. SEBI/HO/MIRSD/POD- 1/P/CIR/2024/37 dated May 07, 2024, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022, and any subsequent circulars or notifications issued by SEBI and Stock Exchange in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI application, by way of a SMS directing the UPI Bidder to such UPI application) to the UPI Bidder initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The Bidding mechanism that may be used by a UPI Bidder to make a Bid in the Offer in accordance with the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	A wilful defaulter, as defined under the SEBI ICDR Regulations
Working Day	All days, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, Working Day shall mean all days except all Saturdays, Sundays and public holidays on which commercial banks in Mumbai are open for business and (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchange, "Working Day" shall mean all trading days of Stock Exchange, excluding Sundays and bank holidays in India, as per the circulars issued by SEBI, including the SEBI UPI Circulars

Technical/ Industry Related Terms

Term	Description
5G	fifth-generation technology standard for cellular networks
ACC	advanced chemistry cells
Ah	Ampere hour
ATMP	Assembly, Testing, Marking, and Packaging
BIS	Bureau of Indian Standards
Bn	Billion
BMS	Battery management system
BRICS	Brazil, Russia, India, China, and South Africa
CAGR	Compound Annual Growth Rate
CEA	Consumer electronics applications
COVID-19	Coronavirus disease

Term	Description
CY	Calendar Year
DRC	Democratic republic of Congo
E2W	Electric Two-Wheeler
ECLGS	Emergency Credit Linked Guarantee Scheme
ESDM	Electronic System Design & Manufacturing
ESG	Environmental, Social, and Governance
EV	Electric Vehicle
FAME	Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles
G7	the United States, Japan, Germany, France, Italy, the United Kingdom, and Canada
GoI	Government of India
GVA	Gross Value Added
GW	Gigawatt
Gwh	Gigawatt hour
HEV	Hybrid Electric Vehicles
IEA	International Energy Agency
IMF	International Monetary Fund
IoT	Internet of Things
Kg	Kilogram
LIB	lithium-ion battery or Li-ion battery
LiCoO2	Lithium-cobalt oxide
LiFePo4	Lithium Iron phosphate
Li-ion	lithium ion
M-SIPS	Modified Special Incentive Package Scheme
mAh	Milliampere-hour
MSME	micro, small and medium enterprise
NEMMP	National Electric Mobility Mission Plan
NMTMBS	The National Mission on Transformative Mobility and Battery Storage
NiCad / Ni-Cd	nickel cadmium
NiMH	nickel metal hydride
OEM	Original equipment manufacturer
Pb-Acid	lead-acid
PDA	Personal digital assistant
PLI	Production-Linked Incentive
PMP	Phased Manufacturing Program
R&D	Research and Development
RE	renewable energy
RfP	Request for Proposal
ROW	Rest of the World
RTC	Round-The-Clock
SA	Stationary applications
SLI	tarting, lighting and ignition
SPECS	Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors
TA	Transportation applications
Tn	Trillion
TWh	terawatt hours
UPS	Uninterruptible Power Supply
USGS	United States Geological Survey
VRLA	valve regulated lead acid
WEO	World Economic Outlook
Wh	Watt-hour
Y-o-Y	Year on Year

Conventional and General Terms or Abbreviations

Term	Description
A/c	Account
AGM	Annual general meeting
AIF	An alternative investment fund as defined in and registered with SEBI under the SEBI AIF Regulations

Term	Description
B2B	Business-to-Business
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Calendar Year / year	Unless the context otherwise requires, shall refer to the twelve-month period ending December 31
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act, 1956	Companies Act, 1956, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires
Companies Act, 2013 / Companies Act	Companies Act, 2013 and the rules, regulations, notifications, modifications and clarifications thereunder
Consolidated FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any amendments or substitutions thereof, issued from time to time
Contract Labour Act	The Contract Labour (Regulation and Abolition) Act, 1970.
CSR	Corporate social responsibility
Demat	Dematerialised
Depositories Act	Depositories Act, 1996 read with the rules and regulations thereunder
Depository / Depositories	NSDL and CDSL
DIN	Director Identification Number
DP ID	Depository Participant's Identification Number
DP / Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EBITDA	Earnings before interest, tax, depreciation, and amortisation
EGM	Extraordinary general meeting
EPS	Earnings per share
EUR	Euro
FAQs	Frequently asked questions
FCNR	Foreign currency non-resident account
FDI	Foreign direct investment
FDI Circular or Consolidated FDI Policy	The Consolidated Foreign Direct Investment Policy bearing DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer of Issue of Security by a Person Resident outside India) Regulations, 2017
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year / Fiscal / FY / F.Y.	Period of twelve months ending on March 31 on that particular year, unless stated otherwise
FI	Financial institutions
FPI(s)	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
GDP	Gross domestic product
Central Government / GoI	Government of India

Term	Description
GST	Goods and service tax
HUF	Hindu undivided family
IT Act	The Information Technology Act, 2000
I.T. Act	The Income Tax Act, 1961
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards of the International Accounting Standards Board
Ind AS	Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015
Indian GAAP	Generally Accepted Accounting Principles in India, being, accounting principles generally accepted in India including the accounting standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended
IRDAI	Insurance Regulatory and Development Authority of India
IT	Information technology
MCA	Ministry of Corporate Affairs, Government of India
MCLR	Marginal cost of fund-based lending rate
Mn / mn	Million
MCA	Ministry of Corporate Affairs, Government of India
N.A / NA	Not applicable
NACH	National Automated Clearing House
National Investment Fund	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India
NAV	Net asset value
NBFC	Non-Banking Financial Companies
NBFC - SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
NCLT	National Company Law Tribunal
NEFT	National electronic fund transfer
Negotiable Instruments Act	The Negotiable Instruments Act, 1881
Non-Resident	A person resident outside India, as defined under FEMA
NPCI	National payments corporation of India
NRE Account	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NRI/ Non-Resident Indian	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NRO Account	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NSDL	National Securities Deposit Limited
NSE	National Stock Exchange of India Limited
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date had taken benefits under the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E Ratio	Price/earnings ratio
PAN	Permanent account number allotted under the I.T. Act
PAT	Profit After Tax
R&D	Research and development

Term	Description
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RONW	Return on net worth
Rs. / Rupees/ ₹ / INR	Indian Rupees
RTGS	Real time gross settlement
SCORES	SEBI Complaints Redress System
SCRA	Securities Contracts (Regulation) Act, 1956, as amended form time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended form time to time
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended form time to time
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended form time to time
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended form time to time
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended form time to time
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended form time to time
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended form time to time
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended form time to time
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended form time to time
SEBI Mutual Funds Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended form time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended form time to time
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended form time to time
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations
Specified Securities	Equity shares and/or convertible securities
State Government	Government of a state of India
Stock Exchange	Unless the context requires otherwise, refers to EMERGE platform of the National Stock Exchange of India Limited.
STT	Securities transaction tax
TAN	Tax deduction account number
TDS	Tax deducted at source
U.S. Securities Act	United States Securities Act of 1933, as amended
US GAAP	Generally Accepted Accounting Principles in the United States of America
USA/ U.S/ US	The United States of America
USD/ US$/ $	United States Dollars
VAT	Value added tax
VCFs	Venture capital funds as defined in, and registered with SEBI under, the SEBI VCF Regulations
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.

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

Certain Conventions

All references to "India" in this Red Herring Prospectus are to the Republic of India and its territories and possessions and 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.

All references in this Red Herring Prospectus to the "US", "U.S." "USA" or "United States" are to the United States of America and its territories and possessions.

Unless indicated otherwise, all references to a year in this Red Herring Prospectus are to a calendar year and references to a Fiscal or a Fiscal Year are to the year ended on March 31, of that calendar year.

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

Time

All references to time in this Red Herring Prospectus are to Indian Standard Time ("**IST**").

Financial Data

Unless indicated or the context requires otherwise, the financial information and financial ratios in this Red Herring Prospectus are derived from our Restated Financial Information. The Restated Financial Information included in this Red Herring Prospectus comprise the restated statement of assets and liabilities as at the six months period ended September 30, 2024 and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the restated statements of profit and loss and the restated cash flow statement for the six months period ended September 30, 2024 and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the summary statement of significant accounting policies, and other explanatory information, together with the annexures and the notes thereto, prepared in accordance with Sections 26 and 32 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations, as amended and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI. See "*Summary of the Offer Document - Summary of Restated Financial Information*" and "*Financial Information*" on pages 23 and 188, respectively.

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 and accordingly, all references to a particular 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.

There are significant differences between Indian GAAP, Ind AS, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in the Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Red Herring Prospectus should accordingly be limited.

Unless otherwise indicated, any percentage amounts, as set forth in this Red Herring Prospectus, including in the sections titled "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 27, 135 and 192 respectively, have been calculated on the basis of the Restated Financial Statements of our Company included in this Red Herring Prospectus

Currency and Units of Presentation

All references to "Rupee(s)", "Rs.", "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India.
All references to "$", "US $", "U.S. Dollars" or "USD" are to United States Dollars, the official currency of the United States of America.
All references to "€" or "Euro" are to the official currency of the European Union.
All references to "£" or "GBP" are to the Great British Pound, the official currency of the United Kingdom of Great Britain and Norther Ireland.
All references to "¥" or "YEN" are to the Japanese Yen, the official currency of Japan.

All the figures in this Red Herring Prospectus have been presented in lakhs or in whole numbers where the numbers have been too small to present in lakhs, unless stated otherwise. One lakh represents 1,00,000 and one million represents 10,00,000.

Exchange Rates

This Red Herring Prospectus contains conversion of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and the other currencies used in the Red Herring Prospectus:

(in ₹)

Currency	Exchange rate			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
USD	83.79	83.36	82.21	75.81
EUR	93.53	89.45	89.61	84.66
GBP	112.16	104.58	101.87	99.55
100JPY	59.11	54.94	61.80	62.23

Source: www.fbil.org.in
Note: Exchange rate is rounded off to two decimal point.

Industry and market Data

Unless stated otherwise, information pertaining to the industry in which our Company operates in, contained in this Red Herring Prospectus is derived from the Dun and Bradstreet Report on Lithium Ion Battery which has been exclusively commissioned and paid for by our Company, for the purpose of understanding the industry in connection with this Offer, since no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's services, that may be similar to the Dun and Bradstreet Report. This Red Herring Prospectus contains certain data and statistics from the Dun and Bradstreet Report, which is available on the website of our Company at www.atcgroup.co.

Dun and Bradstreet Information Services Private Limited is an independent agency which has no relationship with our Company, our Promoter, any of our Directors, Key Managerial Personnel, Senior Management or the Book Running Lead Manager.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but accuracy, completeness and underlying assumptions of such third-party sources are not guaranteed. Although the industry and market data used in this Red Herring Prospectus is reliable, the data used in these sources may have been re-classified by us for the purposes of presentation however, no material data in connection with the Offer has been omitted. Data from these sources may also not be comparable. Further,

Dun and Bradstreet Information Services India Private Limited has confirmed that to the best of its knowledge no consent is required from any Government or other source from which any information is used in the Dun and Bradstreet Report.

The Dun and Bradstreet Report is subject to the following disclaimer:

"*This study has been undertaken through extensive secondary research, which involves compiling inputs from publicly available sources, including official publications and research reports. Estimates provided by Dun & Bradstreet ("**Dun and Bradstreet**") and its assumptions are based on varying levels of quantitative and qualitative analysis including industry journals, company reports and information in public domain.*

Dun & Bradstreet has prepared this study in an independent and objective manner; and it has taken all reasonable care to ensure its accuracy and completeness. We believe that this study presents a true and fair view of the industry within the limitations of, among others, secondary statistics, and research, and it does not purport to be exhaustive. The results that can be or are derived from these findings are based on certain assumptions and parameters/ conditions. As such, a blanket, generic use of the derived result or the methodology is not encouraged.

Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying the assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could defer materially from such forecasts, estimates, predictions, or such statements.

The recipient should conduct its own investigation and analysis of all facts and information contained in this report is a part and the recipient must rely on its own examination and terms of the transaction, as and when discussed. The recipient must not construe any of the contents in this report as advised 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."

For details of risks in relation to Dun and Bradstreet Report, see "*Risk Factors – This Red Herring Prospectus contains information from industry sources including the industry report commissioned from Dun and Bradstreet Information Services India Private Limited. Prospective investors are advised not to place undue reliance on such information*" on page 42. Accordingly, no investment decision should be made solely on the basis of such information.

In accordance with the SEBI ICDR Regulations, "*Basis for Offer Price*" beginning on page 97 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified herein. Accordingly, no investment decision should be made solely on the basis of such information.

FORWARD LOOKING STATEMENTS

This Red Herring Prospectus contains certain statements which are not statements of historical facts and may be described as "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "*aim*", "*anticipate*", '*are likely'*, "*believe*", "*continue*", "*expect*", "*estimate*", "*intend*", "*will likely*", "*likely* to", "*may*", "*seek to*", "*shall*", "*objective*", "*plan*", "*project*", "*propose*", "*will*", "*will continue*", "*will pursue*", "*will achieve*", "*can*", "*could*", "*goal*", "*should*" or other words or phrases of similar import. Similarly, statements that describe our Company's strategies, objectives, plans or goals are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. However, these are not the exclusive means of identifying forward looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Red Herring Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations 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 our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates 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, investments, or the industry in which we operate, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations, taxes, changes in competition in the industry in which we operate and incidents of any natural calamities and/or acts of violence. Certain important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- Our commercial success is largely dependent upon our ability to successfully anticipate market needs and leverage our systems, processes and operations to upgrade, develop, enhance existing products and introduce new products that meets our customer's requirements.
- Our expansion into new product categories and an increase in the number of products offered by us may expose us to new challenges and more risks.
- One of the objects of our Offer is to undertake upgradation of IT and physical infrastructure to pave way for future growth and expansion.
- Our inability to maintain product quality, attractive pricing and delivery schedules could result in loss of market share, brand value, thereby impacting our sales, also leading to warranty claims and replacement cost.
- Our operations are labour intensive and could be adversely affected by strikes or increased wage demands by our employees or any other kind of disputes with our employees.
- Our industry is competitive and we face significant competition from both established and un-organised companies, which may have a negative effect on our ability to add new customers, retain existing customers and grow our business. Our inability to compete effectively will adversely affect our business, results of operations, financial condition and cash flows.
- Failure to obtain or renew the required licenses and permits from government, regulatory authorities in a timely manner; and to comply with changes in laws, regulations, government policies and regulatory actions relating to the sectors/ areas in which we operate will adversely affect our business, results of operations, financial condition and cash flows.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 27, 135 and 192, respectively. By their nature, certain market risk disclosures are only estimates and could be

materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of our future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs, assumptions, current plans, estimates and expectations, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Neither our Company, our Directors, our Promoter, the Book Running Lead Manager, the Selling Shareholder, the Syndicate Members nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Share forming part of the Offer from the date of this Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchange. In accordance with the SEBI ICDR Regulations, the Selling Shareholder shall ensure (through our Company) that the investors are informed of material developments in relation to statements and undertakings specifically confirmed or undertaken by the Selling Shareholder in relation to it and the Offered Shares from the date of this the Red Herring Prospectus, until the time of the grant of listing and trading permission by the Stock Exchange for this Offer.

SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of the terms of the Offer included in this Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Red Herring Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including the sections titled "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Our Promoter and Promoter Group", "Financial Information", "Outstanding Litigation and Other Material Developments" and "Offer Procedure" on pages 27, 51, 71, 83, 108, 135, 183, 188, 204 and 245 respectively of this Red Herring Prospectus.

Summary of Primary business of our Company

ATC Energies System Limited, incorporated in September 2020, is dedicated to providing efficient and affordable lithium and li-ion batteries. With factories in Vasai, Thane, and Noida, NCR, the Company utilizes advanced technology and quality testing infrastructure over a combined area of 3,160 sq. mt. Mr. Sandeep Bajoria, a first-generation entrepreneur with 25 years of experience, leads the company. Initially supplying mini batteries for the banking industry, ATC Energies has expanded its product range to include batteries of all sizes for various industries. The Company adheres to strict safety and quality standards, holding multiple ISO certifications and RoHS compliance.

For further details please refer to the chapter titled *'Our Business'* on page 135**.**

Summary of the Industry in which our Company operates

The lithium-ion battery industry is experiencing rapid growth, revolutionizing power sources from electric vehicles to consumer electronics. The global market for these batteries surged to an estimated USD 64.8 billion in 2023 from USD 40 billion in 2019, reflecting a compound annual growth rate (CAGR) of 13%. The market is projected to continue its exponential expansion, reaching over USD 146 billion by 2028, with a projected CAGR of 17.6%. This impressive growth trajectory highlights the critical role of lithium-ion batteries in advancing the clean energy transition and shaping the future of energy.

For further details please refer to the chapter titled '*Industry Overview*' on page 108**.**

Our Promoter

Our Promoter is Sandeep Gangabishan Bajoria. For further details, see "*Our Promoter and Promoter Group*" on page 183**.**

Offer Size

Offer of Equity Shares[1]	Up to 54,03,600 Equity Shares of face value of ₹ 10 each, aggregating up to ₹ [●] lakhs
of which:	
Fresh Issue[2]	Up to 43,23,600 Equity Shares of face value of ₹ 10 each, aggregating up to ₹ [●] lakhs
Offer for Sale	Up to 10,80,000 Equity Shares of face value of ₹ 10 each, aggregating up to ₹ [●] lakhs by the Selling Shareholder
Market Maker Reservation Portion	Up to 2,71,200 Equity Shares of face value of ₹10 each, aggregating up to ₹ [●] lakhs
Net Offer	Up to 51,32,400 Equity Shares of face value of ₹ 10 each, aggregating up to ₹ [●] lakhs

Notes:

1. *The Offer has been authorized by a resolution of our Board dated May 2, 2024 and the Fresh Issue has been authorized by a special resolution of our Shareholder dated May 6, 2024, which was subsequently ratified by the Board Resolution and Shareholders Resolution dated January 21, 2025 and February 3, 2025, respectively.*

2. *The Equity Shares being offered by the Selling Shareholder have been held for a period of at least one year immediately preceding the date of this Red Herring Prospectus with NSE and are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 of the SEBI ICDR Regulations. For details of authorizations received for the Offer for Sale, see "Other Regulatory and Statutory Disclosures" on page 215.*

The above table summarises the details of the Offer. For further details of the Offer, see "*The Offer*" and "*Offer Structure*" on pages 51 and 240, respectively.

The Offer and Net Offer shall constitute [●] % and [●] % of the post Offer paid up Equity Share capital of our Company, respectively.

Objects of the Offer

The Net Proceeds are proposed to be used by our Company in accordance with the details set forth below:

Particulars	Estimated amount[(3)] (₹ in lakhs)	Estimated amount as a percentage of Net Proceeds (%)
Repayment and/or pre-payment, in full, the borrowing availed by our Company with respect to purchase of our Noida factory	952.83	**[●]**
Funding the capital expenditure requirements towards refurbishment, civil and upgradation works at our Noida factory *(1)*	672.16	**[●]**
Funding the capital expenditure requirement towards IT upgradation at our Noida factory and Vasai factory and our registered office [(2)]	746.88	**[●]**
Funding working capital requirements of our Company	950.00	**[●]**
General Corporate Purposes *(3)*	[●]	
Total	[●]	[●]

Notes:

1. *Total estimated cost as per the cost assessment report dated August 22, 2024 issued by Mayur Choukse – Proprietor of Architectural Firm: Aarambh Design Studio in respect of refurbishment, civil and upgradation works at our Noida factory.*
2. *Total estimated cost as per the cost assessment report dated August 22, 2024 issued by Mayur Choukse – Proprietor of Architectural Firm: Aarambh Design Studio in respect of IT equipment installation and upgradation works at our factories located in Noida and Vasai as well as our registered office in Andheri, Mumbai.*
3. *To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with RoC. In compliance with SEBI ICDR the amounts utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Offer.*

For further details, see "*Objects of the Offer*" on page 83.

Aggregate Pre-Offer shareholding of our Promoter, the Promoter Group (other than our Promoter) and the Selling Shareholder as a percentage of the pre-Offer paid-up Equity Share Capital

1. The aggregate pre-Offer shareholding of our Promoter, as a percentage of the pre-Offer paid-up Equity Share capital of our Company is set out below:

Name of the Shareholder	Equity Shares of face value of ₹ 10 each	Percentage of pre-Offer paid-up equity share capital (%)
Sandeep Gangabishan Bajoria	1,54,51,380	96.18
Total	1,54,51,380	96.18

2. The aggregate pre-Offer shareholding of the members of the Promoter Group (other than our Promoter), as a percentage of the pre-Offer paid- up Equity Share capital of our Company is set out below:

Name of the Shareholder	Equity Shares of face value of ₹ 10 each	Percentage of pre-Offer paid-up equity share capital (%)
Aasha Piyush Kedia	1,60,650	1.00
Pradeep Gangabishan Bajoria	1,60,650	1.00
Total	3,21,300	2.00

3. The aggregate pre-Offer shareholding of the Selling Shareholder, as a percentage of the pre-Offer paid- up Equity Share capital of our Company is set out below:

Name of the Shareholder	Equity Shares of face value of ₹ 10 each	Percentage of pre-Offer paid-up equity share capital (%)
Sandeep Gangabishan Bajoria	1,54,51,380	96.18
Total	1,54,51,380	96.18

For further details, see "*Capital Structure*" on page 71.

Summary of Restated Financial Information:

(in ₹ lakhs except per share data)

Particulars	As at and for the Six months period ended September 30, 2024	As at and for the Fiscal ended March 31, 2024	As at and for the Fiscal ended March 31, 2023	As at and for the Fiscal ended March 31, 2022
Equity Share Capital	1,606.50	1,606.50	255.00	255.00
Net Worth	3,887.27	3,310.13	2,220.97	1,445.41
Total Borrowings	2,425.69	1,050.79	1,058.97	1,180.53
Total Income	2,257.01	5,151.40	3,322.44	3,651.89
Profit After Tax	577.15	1,089.16	775.57	1,186.14
Earnings per share (basic & diluted) *(in ₹)*	3.59	6.78	4.83	7.38
Adjusted NAV per equity share	24.20	20.60	13.82	9.00

For further details, see "*Financial Information – Restated Financial Statements*" on page 188.

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

There are no qualifications from the Statutory Auditors in the examination report that have not been given effect to in the Restated Financial Information.

Summary of Outstanding Litigation and Material Developments

A summary of outstanding litigation proceedings of our Company, Directors, Promoter and Subsidiaries as disclosed in "*Outstanding Litigation and Material Developments*" on page 204, in terms of the SEBI ICDR Regulations and the materiality policy approved by our Board pursuant to resolution dated May 2, 2024 as of the date of this Red Herring Prospectus is set forth below:

(in ₹ lakhs, unless otherwise specified)

Name of the Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceeding	Disciplinary actions by the SEBI or Stock Exchange against our Promoter	Material Civil Litigations*	Aggregate Amount Involved (₹ in lakhs)**
Company						
By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Company	Nil	Nil	Nil	Nil	Nil	Nil
Directors (other than promoter)						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Promoter						
By our Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiaries						
By our Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
Against our Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
Group Companies						
By our Group Companies	Nil	Nil	Nil	Nil	Nil	Nil
Against our Group Companies	Nil	Nil	Nil	Nil	Nil	Nil

** In accordance with the Materiality Policy*
***To the extent quantifiable*
For further details, see "Outstanding Litigation and Material Developments" on page 204.

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

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" beginning on page 204.

Risk Factors

Specific attention of the investors is invited to "*Risk Factors*" on page 27. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer.

Summary of Contingent Liabilities

As on the date of this Red Herring Prospectus, our Company does not have any contingent liabilities.

Summary of Related Party Transactions

Summary of the related party transactions of our Company for the six months period ended September 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023, and 2022, as per GAAP and AS 18 – Related Party Disclosures read with the SEBI ICDR Regulations, derived from Restated Financial Information read with SEBI ICDR Regulations are set forth in the table below:

(In ₹ lakhs)

Particulars	Relationship	Nature of transaction	Six months period ended September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Sandeep Gangabishan Bajoria	Promoter & Director	Factory Rent	18.00	36.00	-	-
Agarwal Trading Company	Proprietorship firm	Sale	886.64	2,216.55	1,783.39	2,549.52
Agarwal Trading Company	Proprietorship firm	Purchase	-	13.63	112.78	44.76
Hind Industries	Partnership Firm	Sale	404.59	711.34	449.25	790.38
Hind Industries	Partnership Firm	Purchase	-	-	0.64	-
Zubair Rahman	Director	Remuneration	36.00	72.00	48.00	10.25
Neelam Bajoria	Director's Relative	Professional Fees	3.00	4.60	3.00	3.00
Santosh Sandeep Bajoria	Director's Relative	Salary	30.00	58.00	36.00	21.00
Sandeep Gangabishan Bajoria	Promoter & Director	Loan Received	-	-	-	167.20
Sandeep Gangabishan Bajoria	Promoter & Director	Loan Repaid	-	-	101.33	-
Akshat Toshniwal	Company Secretary	Remuneration to KMP	1.52	-	-	-
Kiran Honnaya Shettigar	Company Secretary	Remuneration to KMP	0.52	-	-	-

For details of the related party transactions in accordance with GAAP and AS 18, see "*Financial Information –Note* 26 – *Related Party Disclosures*" beginning on page 188.

Financing arrangements

There have been no financing arrangements whereby our Promoter, members of the Promoter Group, our Directors and their relatives (as defined in Companies Act, 2013) have financed the purchase of any securities of our Company by any other person other than in the normal course of the business of the financing entity during a period of six months immediately preceding the date of this Red Herring Prospectus.

Weighted average price at which the Equity Shares were acquired by our Promoter and Selling Shareholder in the last three year, one year preceding and eighteen months the date of this Red Herring Prospectus

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

Period	Weighted average cost of acquisition per Equity Share (in ₹)*	Cap Price is 'x' times the weighted average cost of acquisition	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)
Last one year preceding the date of this Red Herring Prospectus	0.00	NA	NA
Last 18 months preceding the date of this Red Herring Prospectus	0.00	NA	NA
Last three years preceding the date of this Red Herring Prospectus	0.00	NA	NA

**As certified by M/s. A. Kasliwal and Company, Chartered Accountants, by way of their certificate dated March 18, 2025.*

Average cost of acquisition of Equity Shares of our Promoter Selling Shareholder

The average cost of acquisition per Equity Share of the Equity Shares held by our Selling Shareholder, as at the date of this Red Herring Prospectus, is set forth below:

Name	Number of Equity Shares	Average cost of acquisition per Equity Share$ (₹)
Promoter Selling Shareholder		
Sandeep Gangabishan Bajoria	1,54,51,380	0.03

$As certified by M/s. A. Kasliwal and Company, Chartered Accountants, by way of their certificate dated March 18, 2025.

For further details of the acquisition of Equity Shares of our Promoter, see "*Capital Structure – Details of Shareholding of our Promoter, members of Promoter Group in our Company*" at page 77.

Details of Pre-IPO Placement

Our Company is not considering any pre-IPO placement of the Equity Shares of the Company.

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

Other than as disclosed in "*Capital Structure*" on page 71, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Red Herring Prospectus.

Split or Consolidation of Equity Shares in the last one year

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

Exemption from complying with any provisions of securities laws

Our Company has not made any application under Regulation 300(1)(c) of the SEBI ICDR Regulations for seeking an exemption from complying with any provisions of securities laws by SEBI as on the date of this Red Herring Prospectus.

SECTION II – RISK FACTORS

Any investment in equity shares involves a high degree of risk. You should carefully consider all the information in this Red Herring Prospectus, including the risks, uncertainties and challenges described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares or the industry in which we operate. Additional risks and uncertainties not presently known to us or that we deem immaterial may also impair our business, results of operations, financial condition or cash flows. In order to obtain a complete understanding about us, you should read this section in conjunction with sections entitled "Our Business", "Industry Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 135, 108 and 192, respectively, as well as the other financial and statistical information contained in this Red Herring Prospectus. If any or a combination of the following risks, or other risks and uncertainties that are not currently known or are now deemed immaterial, actually materialize, our business, financial condition, results of operations and prospects may suffer, the trading price of our Equity Shares may decline, and all or part of your investment in our Equity Shares may be lost. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned here.

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. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section.

This Red Herring Prospectus also contains certain 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 Red Herring Prospectus. For further information, see section entitled "Forward-Looking Statements" on page 19.

Unless otherwise indicated, the financial information included herein is based on our Restated Financial Information included in this Red Herring Prospectus. For further information, see section entitled "Financial Information" on page 188. Unless the context otherwise requires, in this section, references to "we", "us", or "our" refers to ATC Energies System Limited on a standalone basis and references to "the Company" or "our Company" refers to ATC Energies System Limited.

*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 Lithium-Ion Batteries*" dated June, 2024 (the "**D&B Report**") prepared and issued by Dun and Bradstreet Information Services India Private Limited, appointed on* May 14, 2024 *and exclusively commissioned and paid for by us in connection with the Offer. A copy of the D&B Report will be available on the website of our Company at www.atcgroup.co from the date of the Red Herring Prospectus. There are no parts, data or information (which may be relevant for the proposed issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see section entitled "Risk Factors – 36. This Red Herring Prospectus contains information from industry sources including the industry report commissioned from Dun and Bradstreet Information Services India Private Limited. Prospective investors are advised not to place undue reliance on such information." on page 42. Also see section entitled "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 16.*

Internal risk factors

Risks relating to business and operations

1. ***The lithium battery industry is vulnerable to supply chain disruptions caused by its reliance on a few critical raw materials like lithium, nickel, cobalt, graphite, and manganese, which, if disrupted, can lead to shortages and higher costs and adversely impact our profitability.***

The production of Lithium-ion batteries requires a variety of raw materials including lithium, cobalt, nickel, manganese, and graphite. These materials are not evenly distributed around the world, and some countries such as China have a significant dominance in the production of these materials.

Lithium is extracted from two very different sources brine or hard rock and are found in high elevation areas of Bolivia, Argentina and Chile in South America with China being the largest producer. Nickel is found primarily in two types of deposit -sulphide found in Russia, Canada, Australia and laterite found in Indonesia, Philippines and New Caledonia. Cobalt is predominantly mined as a by- product of copper or nickel mining. Over 70% of cobalt is produced in the Democratic Republic of Congo (DRC) and Glencore (Switzerland) is the largest global producer. Graphite is the dominant anode material and can be found naturally or produced synthetically. Natural graphite mining is dominated by China contributing 80%, though global production is becoming more diversified. Manganese resources are more widely distributed around the world than the other battery metals and remain available at relatively low cost.

The demand for lithium, driven primarily by battery-related applications, is expected to increase significantly in the coming years. Currently, around 60 percent of lithium production is dedicated to batteries, but this figure could rise to 95 percent by 2030. To meet the growing demand for lithium, there will need to be a substantial increase in mining activities. However, it is important to note that lithium mining projects require significant investments and face various challenges, including environmental concerns and local opposition. Additionally, as the technological advancements in battery technology continue to evolve, there may be a need for more lithium-heavy batteries, further increasing the demand for lithium. This concentration of supply of raw materials can make the Lithium-ion battery supply chain vulnerable to disruptions, such as political instability or natural disasters.

Supply-demand imbalances often arise from fluctuations in demand for lithium-ion batteries driven by consumer electronics sales, electric vehicle adoption rates, and renewable energy projects. Geopolitical relationships, such as trade disputes and sanctions in key producing regions, can disrupt the supply chain, leading to market uncertainty and price volatility. Additionally, changes in government policies or environmental regulations can impact raw material prices by altering production costs or restricting supply.

Currency fluctuations further exacerbate price volatility, affecting import costs for battery makers. Moreover, raw materials being traded on commodity markets are susceptible to speculative trading and global economic conditions, adding to market uncertainties. Such uncertainties in price of our raw material could result in increase in the overall cost of our products. (*Source "Dun & Bradstreet research report on Lithium Ion Battery")*

Our Company procures 100% of its lithium cell requirement through imports. Restrictions, if any, on the import or usage of lithium cells due to change in policy or law may directly affect our raw material costs and therefore increase the cost of production for the Company thereby adversely affecting our revenues.

Any inability on our part to procure sufficient quantities of raw materials, on commercially acceptable terms, may lead to a decline in our sales volumes and profit margins which could adversely affect our business, results of operations and financial condition.

2. We do not have long term contracts or exclusive arrangements with any of our suppliers, and a significant increase in the cost of, or a shortfall in the availability, or deterioration in the quality, of such input materials could have an adverse effect on our business and results of operations.

We do not currently have long term contracts or exclusive supply arrangements with any of our suppliers from whom we purchase the raw materials. The key raw materials needed in making our lithium-ion batteries mainly includes lithium-ion cells and Battery Management System which are imported. During the six months period ended September 30, 2024, and the financial years ended March 31, 2024, 2023, 2022, our cost of material consumed was ₹ 956.41 Lacs, ₹ 2,913.69 Lacs, ₹ 1,923.77 Lacs and ₹ 1,815.77 Lacs, constituting 61.04 %, 77.08%, 83.31%, and 81.86% respectively, of our total expenses. Set out below is the split of our cost of purchases, from domestic and overseas suppliers, during the six months period ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022*:*

(₹ in lakhs)

Suppliers	**Six months period ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Cost of Purchases	**As a % of total expenses**	**Cost of Purchases**	**As a % of total expenses**	**Cost of Purchases**	**As a % of total expenses**	**Cost of Purchases**	**As a % of total expenses**
Domestic	447.74	28.58%	532.91	14.10%	288.84	12.51%	248.32	11.19%
Overseas	558.21	35.63%	2,901.61	76.76%	1668.35	72.25%	2,777.13	125.20%
Total	**1,005.95**		**3,434.52**		**1,957.19**		**3,025.45**	

The price and availability of such input materials is subject to, supply side disruptions and is dependent on several factors beyond our control, including overall economic conditions, taxes and duties, the prevailing Indian regulatory environment, foreign exchange rate, production levels and competition.

The failure of our suppliers to deliver raw material in the necessary quantities or as per the required schedule, of a specified quality/standard/specification, may adversely affect our production processes thereby giving rise to contractual penalties or liabilities, loss of customers and/or an adverse effect on our reputation, which may in turn result in an adverse effect on our business, financial condition and results of operations. Additionally, a material shortage in supply of raw material could result in the failure to meet our sales obligations, which may in turn result in a loss of revenue and cash flows. We do not rely on a single source or supplier for raw materials, instead, have alternative sources. Although we have not encountered any significant disruptions in the sourcing and/or supply of our raw materials, we cannot assure you that such disruptions will not occur and/or we shall continue to be able to source raw materials in a cost-effective manner

3. We are dependent on, and derive a substantial portion of our revenue from, two customers, namely M/s Agarwal Trading Company and M/s Hind Industries - both categorised as "Promoter Group entities". Reduction in orders from these customers could have a material adverse effect on our business, results of operations and financial condition. The dependency on these two customers may lead to real or potential conflicts of interest for our Company

Our Promoter, Sandeep Gangabishan Bajoria is the proprietor and partner of our Promoter Group Entities namely M/s Agarwal Trading Company and M/s Hind Industries, respectively. Our Promoter Group Entities are engaged in business of trading the products procured from our Company. For instance, M/s Agarwal Trading Company is engaged in the business of selling our batteries to its customers and M/s Hind Industries is engaged in the business of selling our batteries and charging device to its customers.

In the six months period ended September 30, 2024 and Fiscal 2024, 2023 and 2022, our top two customers accounted for 57.40%, 57.20%, 67.40%, 91.60% respectively, of our restated revenue from operations.

While we have brought down the dependency on these two customers since we commenced business, we expect that these two customers will continue to comprise a significant percentage of our operating revenue in the future. Consequently, if we are unable to expand our sales volumes to our existing customers, maintain our relationship with our key customers or increase and diversify our customer base, we may experience material fluctuations or decline in our revenue and reduction in our operating margins, as a result of which our business, results of operations and financial condition could be materially and adversely affected.

Also, there may be potential conflict of interest in allocating business opportunities between us and our Promoter Group Entities. We cannot assure you that there will not be any conflict of interest between our Company, and our Promoter Group Companies in future. A Memorandum of Understanding has been executed between the Company and M/s Agarwal Trading Company dated January 21, 2021 and between the Company and M/s Hind Industries dated September 1, 2021, wherein it has been agreed that they shall not engage in the business similar to that of our Company and restricting them from procuring and selling products similar to those made by our Company. While necessary procedures and practices may be adopted as permitted by law to address any instances of conflict of interest, if and when they may arise, we cannot assure you that these or other conflicts of interest will be resolved in an impartial manner. However, there can be no assurance that such entities will not compete with our existing business or any future business that we might undertake or that we will be able to suitably resolve such a conflict without an adverse effect on our business and financial performance.

4. We have had negative cash flows in the past and may have negative cash flows in the future.

The following table sets out our cash flows derived from the Restated Summary Statements for the periods/ years indicated:

(in ₹ lakhs)

Particulars	Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net Cash generated from / (utilised in) operating activities	(110.76)	264.18	263.74	133.33
Net Cash used in investing activities	(1,310.17)	(74.52)	(85.60)	(800.98)

Net cash (utilised in) / generated from financing activities	1,307.73	(70.94)	(174.70)	665.67

Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, prospects, results of operations and financial condition may be materially and adversely affected. We cannot assure you that our net cash flow will be positive in the future.

For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations –Cash flows*" on page 192.

5. We are significantly reliant on the banking industry for sale of our products.

A significant portion of our revenue is derived from sales for the banking industry, which exposes us to risks associated with this sector. For the six months period ended September 30, 2024, approximately 57% of our total revenue was attributable to the banking industry. In Fiscals 2024, 2023 and 2022, this was approximately 58%, 70% and 92% respectively.

Given this high dependency, any downturn in the banking sector, changes in banking regulations, or adverse economic conditions affecting banks could materially and adversely affect our business, financial condition, and results of operations. Furthermore, consolidation within the banking industry could reduce the number of potential customers, leading to increased competition and potentially lower demand for our products.

While we are actively seeking to diversify our customer base and reduce this dependency, there can be no assurance that we will be successful in doing so in a timely manner, or at all. Our continued reliance on the banking industry for a substantial portion of our revenue makes us particularly vulnerable to the risks and uncertainties faced by this sector**.**

6. Heavy dependence on raw material imports from China poses a substantial risk for us, as disruptions due to political tensions or trade disputes can lead to supply chain interruptions, quality control issues, and heightened competition, which could adversely affect our business, results of operations and financial condition.

Our business faces a significant risk due to its heavy reliance on imports from China. China holds a dominant position in the global battery market, serving as a primary source for producing raw materials mainly cells and Battery Management System needed for making lithium-ion battery packs. This dependency on Chinese imports exposes our Company to various risks that can impact their operations and profitability.

Political tensions, trade disputes, or changes in trade policies between China and India can disrupt the flow of our raw materials, leading to supply chain disruptions and operational challenges. Tariffs, export restrictions, or retaliatory measures can increase costs and limit access to critical components, affecting the competitiveness and profitability of battery businesses.

Additionally, our over reliance on Chinese supplier for our key components and raw material used in lithium-ion battery production increases vulnerability to supply chain disruptions. Heightened geopolitical tensions involving China may escalate trade-related uncertainties and geopolitical risks for our businesses reliant on imports from the country. Shifts in diplomatic relations, trade policies, or geopolitical alliances could disrupt supply chains, increase trade barriers, or lead to market access restrictions, affecting the business operations and strategic decisions of battery manufacturers.

Non-availability or inadequate quantity of raw material in making our products, could have a material adverse effect on our business. Further, any discontinuation of production by these suppliers or a failure of these suppliers to adhere to the delivery schedule or the required quality and quantity could hamper our production schedule. There can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials to us.

Further, we cannot assure you that our suppliers will continue to be associated with us on reasonable terms, or at all. Since our suppliers are not contractually bound to deal with us exclusively, we may face the risk of our competitors offering better terms to such suppliers, which may cause them to cater to our competitors alongside us. Further, the amount of raw materials procured and the price, at which we procure such materials, may fluctuate from time to time. In addition, the availability and price of our raw materials may be subject to a number of factors beyond our control, including economic factors, seasonal factors, environmental factors and changes in government policies and regulations, including those relating to the excipient industry in general. We cannot assure you that we will always be able to meet our raw material

requirements at prices acceptable to us, or at all, or that we will be able to pass on any increase in the cost of raw materials to our customers.

7. The loss of any of our key customers or significant reduction in production and sales of, or demand for our products from our significant customers may adversely affect our business, results of operations and financial condition.

We generate a significant portion of our revenue from, and are therefore dependent on, certain key customers (including our Promoter Group Entities) for a substantial portion of our business. Set out in the table below is the contribution of our top 3, 5 and 10 customers to our revenue from operations during the six months period ended September 30, 2024 and Fiscal 2024, Fiscal 2023, and Fiscal 2022:

Particulars	Six months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations (in ₹ lakhs)	As a % of revenue from operations	Revenue from operations (in ₹ lakhs)	As a % of revenue from operations	Revenue from operations (in ₹ lakhs)	As a % of revenue from operations	Revenue from operations (in ₹ lakhs)	As a % of revenue from operations
Top 3 customers	1,528.05	67.93	3,543.61	69.20	2,764.08	83.40	3,517.53	96.40
Top 5 customers	1,811.25	80.52	4,319.37	84.40	2,919.30	88.10	3,570.74	97.90
Top 10 customers	2,131.28	94.75	4,758.42	92.90	3,067.14	92.60	3,612.70	99.00
From Promoter Group Entities	1,291.23	57.40	2,927.89	57.20	2,232.64	67.40	3,339.90	91.60

We do not have firm commitment long-term supply agreements with our customers and instead rely on purchase orders and forecasts to govern the volume and other terms of our sales of products. Further, we do not have exclusivity arrangements with our customers. Consequently, there is no commitment on the part of the customers to continue to place new work orders with us and as a result, our sales from period to period may fluctuate significantly as a result of changes in our customers' vendor preferences and we may be unable to procure repeat orders from our customers.

Since we are significantly dependent on certain key customers for a significant portion of our sales, the loss of any one of our key customers, a significant reduction in demand from such customers or the downturn in business by such customers could have an adverse effect on our business, results of operations and financial condition. We may continue to remain dependent upon our key customers for a substantial portion of our revenues.

8. We have in past entered into related party transactions and we may continue to do so in the future.

Since the inception of our Company, we have entered into related party transactions with our Promoter, individuals and entities forming a part of our promoter group. All these transactions entered into between the Company with the Promoter, individuals, and entities forming part of our promoter group during the six months period ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022 have been conducted in compliance with all applicable laws. For further details, please refer to the section titled "*Summary of Offer Document – Summary of Related Party Transactions*" on page 23 and "*Financial Information*" on page 188. While we believe that all our related party transactions have been conducted on an arm's length basis, we cannot assure you that we may not have achieved more favourable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future. The related party transactions entered by the Company are in compliance with the applicable provisions of Companies Act, 2013.

9. Our Promoter is interested in our Company in the form of rental income from leasing of 5 factory units at Vasai in addition to provision of interest free unsecured loan.

Our Promoter is interested in our Company to the extent of ₹ 18.00 Lacs in the form of rental amount received from Unit No.(s) 104, 105, 206, 207 and 208 of our Vasai Factory for the six months period ended September 30, 2024 and of ₹ 36.00 Lacs for Financial Year ended March 31, 2024 [Previous Years – NIL]. 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. All related party transactions that we may enter into post-listing, will be subject to an approval by our Audit Committee, Board, or Shareholders, as required under the Companies Act and the SEBI Listing Regulations. Such related party transactions in the future or any other future transactions may potentially involve conflicts of interest which may be detrimental to the interest of our Company and we cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, financial condition, results of operations, cash flows and prospects. For further information on the interest of our Promoter, see chapter titled "*Our Promoters and Promoter Group - Interest of our Promoters*" on page 183, "*Summary of Offer Document – Summary of Related Party Transactions*" on page 23 and "*Financial Information*" on page 188.

10. If there is a decline in demand for the products where our batteries are used, it could significantly decrease the demand of our products and thereby affect our business, financial condition, results of operations.

The demand for our products is dependent, among other things, on the conditions of the global and, in particular, the Indian economy. For instance, the demand for batteries used in electric vehicles is significantly affected by the number of electric cars and other motor vehicles in India and elsewhere. A decline in economic activity in India or in international markets may have an adverse effect on consumer and industrial demand for new vehicles. Sales of new vehicles in India are affected by the time of year, weather, interest rates, fuel prices and the overall economic environment. If industrial or consumer demand for new vehicles decreases, it would have a corresponding impact on the demand for our products. Similarly, batteries used in other products such as electrical appliances and everyday devices like smartphones and laptops are dependent on the purchasing power of the end users which again may be affected by various factors such as economic conditions, income levels, consumer confidence, etc. If the demand for our products decreases, it may materially and adversely affect our business, financial condition, results of operations, cash flows and business prospects.

11. Our Company has a high working capital requirement and if our Company is unable to raise sufficient working capital the operations of our Company will be adversely affected.

Our Company's business operations are subject to high working capital requirements. Currently, our Company meets its working capital requirements through a mix of internal accruals and working capital facilities from banks. Our Company's working capital requirements (i.e., sum of Current Assets other than cash & cash equivalent, as reduced by Current Liabilities other than short term borrowings) as on the six months period ended September 30, 2024 and Fiscal years ended March 31, 2024, March 31, 2023, and March 31, 2022 was ₹ 4,192.41 lakhs, ₹ 3,307.51 lakhs, ₹ 2,350.29 lakhs, and ₹ 1,680.48 lakhs, respectively. Our net working capital turnover ratio as on the six months period ended September 30, 2024 and Fiscal years ended March 31, 2024, March 31, 2023, and March 31, 2022 was 0.60, 1.81, 1.64, and 3.30. The inventory turnover ratio has been (0.38 as on the six months period ended September 30, 2024, 1.12 in Fiscal 2024, 0.80 in Fiscal 2023, and 1.82 in Fiscal 2022] primarily because of high average inventory levels [mainly raw materials]. For details pertaining to our present and future working capital position, see *"Objects of the Offer – Funding to meet Working Capital Requirements"* on page 89

As on March 03, 2025, our Company had sanctioned working capital facilities aggregating to ₹ 499 lakhs, with an outstanding amount of ₹ 493.15 lakhs as on the same date. While we believe that our internal accruals and working capital facilities availed from our lenders will be sufficient to address our working capital requirements, we cannot assure you that we will continue to generate sufficient internal accruals and / or be able to raise adequate working capital from lenders to address our future needs. Our inability to meet our present working capital requirements or our enhanced working capital requirements will have an adverse impact on our results of operation, business and financial condition. For further details pertaining to our present working capital position, see "*Financial Indebtedness' and 'Management's Discussion and Analysis of Financial Condition and Results of Operation*" on pages 202 and 192, respectively.

In addition, our Promoter have also extended personal and corporate guarantees, as applicable, for some of the debt facilities availed by our Company. For further details see chapter *"Financial Indebtedness"* on page 202. Any inability to continue to provide such guarantee or their inability to honour such guarantee could result in an acceleration of such facilities and / or adversely impact our ability to raise debt which could impact our cash flows, result in cash flow mismatch and adversely affect our financial condition.

12. Our Company has not placed purchase orders for capital expenditure

We have not yet placed purchase orders for the capital expenditure planned for our business expansion. While we do have an architect's cost assessment report and underlying quotations available, the actual placement of purchase orders will happen upon receipt of IPO proceeds. This could pose risks related to potential delays in project timelines and possible variations in costs due to changes in market conditions or supplier availability. If we face any delays or unforeseen cost

increases, it could adversely affect our business operations and financial condition. This could lead to change in supplier/ vendor.

13. We do not own our Registered Office and the Vasai factory units have been taken on leave and licence or lease. Any termination of these agreements may require us to vacate such premises and adversely affect our business operations.

The premises which we occupy as our Registered Office is originally leased by Joya Dipankar Dasgupta to M/s. Hind Industries vide leave and license agreement dated July 18, 2022 ("Rent Agreement") for a period of 36 months with effect from August 1, 2022 to July 31, 2025. M/s. Hind Industries is a partnership firm owned by Sandeep Gangabishan Bajoria (our Promoter) and Pradeep Gangabishan Bajoria (member of our Promoter Group). M/s. Hind Industries, vide its letter date May 20, 2024, has granted consent to our Company to share the business place with M/s. Hind Industries on a rent free basis. We cannot assure that the Rent Agreement or consent for using this Office would not be terminated or revoked and any such termination or revocation could result in shifting of our Registered Office. If we are required to relocate our business operations, we may suffer a disruption in our operations.

Our factory units at Vasai are on leave & license from the Promoter (5 units) and certain third parties (2 units). For details of these units, see "Business – Property" on page 153. If any such lease agreement is not renewed on terms and conditions that are favourable to us, or at all, we may suffer a disruption in our operation which could have a material adverse effect on our business, financial condition and results of operations. If we do not comply with certain conditions of the lease, the lessor may terminate the lease, which could have an adverse effect on our operations and there can be no assurance that renewal of lease agreement with the owner will be entered into. In the event of non-renewal of lease, we may be required to shift our office to a new location and there can be no assurance that the arrangement we enter into in respect of new premises would be on such terms and conditions as the present one.

14. Our Company has not insured for specific risks associated with the business. Our inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.

While we have standard insurance coverage mainly on our fixed assets and inventories located at our Registered Office and factories at Vasai, Mumbai and Noida, NCR, the Company has not insured for any specific risks related to running the business which include the following, but not limited to:

- Professional Liability/ Error and Omissions;
- General Liability;
- Workers' Compensation

We cannot guarantee that any claims under our insurance policies will be paid fully, partially, or on time. Unforeseen events like fires, floods, or accidents could lead to liabilities or losses affecting our Manufacturing Facility and/or Registered Office. There may be losses that we haven't insured against, or our coverage may not be sufficient. Even if we have insurance for certain losses, we might not be able to recover the full claim from the insurance companies. Any damage beyond our limited coverage, or losses from uninsured events, will need to be covered by us. The table below summarizes our total insurance coverage, claims filed, and amounts received for the same periods.

(in ₹ Lakhs)

Particulars	Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Insurance coverage	5,000.00	5,000.00	5,000.00	5,000.00
Loss Incurred and Claimed	-	6.82	1.58	-
Claim Admitted	-	4.87	0.54	-

Although our Company has not experienced any such risk affecting the business and Company at large, we cannot assure you that, we will not experience any such event in the future. We cannot assure you that our Company will be able to mitigate the loss or protect the business or its employees in case of any unfortunate event. Our business can be affected due to unexpected events, which could cause us to suffer various damages and losses, ultimately affecting our business and results of operations.

15. None of the Directors of our Company have experience of being a Director of a listed company.

The Directors of our Company do not have the experience of being a promoter or director of public listed company. Accordingly, they have limited exposure to management of affairs of the listed company which inter-alia entails several compliance requirements and scrutiny of affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, the Company will require to adhere strict standards pertaining to accounting, corporate governance and reporting that it did not require as an unlisted company. The Company will also be subject to the SEBI Listing Regulations, which will require it to file audited annual and unaudited semi-annual reports with respect to its business and financial condition. If the Company experiences any delays, it may fail to satisfy its reporting obligations and/or it may not be able to readily determine and accordingly report any changes in its results of operations as promptly as other listed companies. Further, as a publicly listed company, the Company will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of the Company' disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, the Directors of the Company will have to provide increased attention to such procedures.

16. There have been certain delays in payment of statutory dues in the past. Any delay in payment of statutory does in the future may result in the imposition of penalties and in turn may have an adverse effect on our business, financial conditions, results of operations and cash flows.

Our Company is required to pay certain statutory dues including Employee Provident Fund (EPF) contributions as under the certain statutory dues including employee provident fund contributions and employee state insurance contributions under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and Goods and Services Tax. (GST) as under the Goods and Services Tax act, 2017. Such delays occurred in the ordinary course of making such payments, inter alia due to, administrative or logistical issues, clerical errors, and technical difficulties. The details of such delays are set out below:

Employees Provident Fund

Financial Year	Total amount of all establishments paid	Total no. of establishments	Establishments with delayed payments	Reasons	Corrective Action taken
2021-2022	0.20	1	1	The payment for April 2021, which was due on May 15, 2021, encountered delays due to technical issues with the EPF portal on May 15, 2021 and May 16, 2021 which fell on a Saturday and Sunday. As a result, the payment was made on May 17, 2021	To prevent future delays, we have instituted a policy requiring team members to provide the EPF sheet by the 10th of each month, ensuring that payments are made on or before the 15th. We have experienced no further delays since April 2021
2020-2021	0.01	1	1	being the first year, the company was advised by consultant that the applicable EPF was to be calculated from February 2021 onwards. Consequently, there was a delay in the payment for March 2021	

Goods & Services Tax

Financial Year	Return type	Total number of establishments	Establishments with delayed filings	Reasons	Corrective Action taken
2024-2025	GSTR3B	2	2	The GST returns for Vasai and Noida were delayed by one day due to issues with internet connectivity	The Company has taken the delays in statutory filings very seriously and has instructed their team to get the GST data reconciled and prepared much in advance and ensure the timely filing of the same. The Company has outsourced the GST Filing to third party professional for timely adherence to Statutory dues compliances.
2023-2024	GSTR3B	2	0	There were no delays in filing GST returns	
2022-2023	GSTR3B	2	2	In April 2022, the GSTR 3B returns for both Noida and Vasai were delayed by three days because the accountant in charge was on sick leave	
2021-2022	GSTR3B	2	2	The returns were delayed due to the COVID-19 lockdown	
2020-2021	GSTR3B	1	1	The returns were delayed due to the COVID-19 lockdown	

As on date of filing the RHP, there are no delayed Statutory Dues. However, we cannot assure that there will not be any delays in the future. Any delays in payment of statutory dues in the future, may result in the imposition of penalties and in turn may have an adverse effect on our business, financial condition, results of operation and cash flows.

17. *Disruptions in supply-chain logistics can impact our sales and results of operation.*

We use third party transportation providers for the delivery of our raw materials as well as dispatch of products to customers. We do not have any long-term contract with such third party logistics providers for the deliveries. While there have been no major instances of discontinuance of logistics services in the past, it's imperative to acknowledge the potential impact should these third-party logistics providers encounter operational disruptions, display reluctance to fulfil assigned tasks, or become inaccessible to support our operations. Such circumstances have the potential to impede our company's ability to adhere to its projections and forecasts.

18. We provide warranty on our products. If we are subject to warranty claims and costs incurred because of product recalls, it could expose us to costs and liabilities and adversely affect our reputation, business, revenues and profitability.

We are exposed to risks associated with warranty claims that we provide on our products. Such claims may arise if any of our products are deemed or proven to be unsafe, ineffective, defective or fail to perform as expected or if they result in bodily injury or property damage or both or if we are alleged to have engaged in practices such as improper, insufficient or improper labelling of products or providing inadequate warnings.

While products that have come back to us under warranty for repair has been immaterial in the past, there can be no assurances that we will not become subject to significant warranty claims in the future or that we will be able to successfully defend ourselves against any such claims, should they arise. If we are unable to defend ourselves against such claims, among other things, we may be subject to civil liability for physical injury, death or other losses caused by our products and to criminal liability and the revocation of our business licenses if our products are found to be defective. In addition, we may be required to recall the relevant products, suspend sales or cease sales.

Our customers may hold us responsible for some or all of the repair or replacement costs of defective products under such warranties provided by us or by our customers, and such warranty or product liability claims or costs incurred for a product recall could have an adverse effect on our business, results of operations and financial condition.

19. Our Industry is labour intensive and our business operations may be adversely affected by strikes, work stoppages or increased wage demands by our employees.

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

20. Our facilities are dependent on adequate and uninterrupted supplies of electricity and fuel; shortage or disruption in electricity or fuel supplies may lead to disruption in operations, higher operating cost and consequent decline in operating margins.

Adequate and cost-effective supply of electrical power and fuel is critical to our Manufacturing Facilities. There may be cuts in the supply of power provided by the respective state electricity boards from time to time and therefore we have stand-by captive generator sets for our operations to ensure that there is no stoppage in our production. An interruption in or limited supply of electricity may result in suspension of our operations. A prolonged suspension in production could materially and adversely affect our business, financial condition or results of operations. In addition to the production losses that we would incur during production shutdowns in the absence of supply of electrical power, we would not be able to immediately return to full production volumes following power interruptions, however brief. Any interruption of power, even if short, could give rise to inefficiencies when we resume production.

21. We have exported our product namely Electric 2-Wheeler batteries to African Countries. Any adverse events affecting these countries could have an adverse impact on our results from operations.

We generated ₹ Nil and ₹ 615.71 lakhs in export sales, respectively, for the six months period ended September 30, 2024 and Fiscal 2024 which represented Nil and 12.02 %, respectively, of our revenue from operations for the respective period [Previous Years – NIL]. During this period, we exported our product namely, Electric 2-Wheeler batteries to two countries in Africa. These export destination countries impose varying duties on our products. There can be no assurance that the duties imposed by such countries will not increase. Any change or increase in such duties may adversely affect our business, financial condition and results of operations.

Additionally, export destination countries may also enter into free trade agreements or regional trade agreements with countries other than India. Such agreements and alteration of existing tax treaties may lead to increased competition or may even place us at a competitive disadvantage compared to manufacturers in other countries and could adversely affect our business, financial condition and results of operations. Further, changes in import policies or an economic slowdown in countries to which we export our products may have a significant adverse impact on our business, financial condition and result of operations.

22. We may not be able to scale our business quickly enough to meet our customers' growing needs and if we are not able to grow efficiently, our operating results could be harmed.

Since our incorporation, we have experienced significant growth in our operations, which has placed a strain on our management, administrative, operational and financial infrastructure. We anticipate that additional investments in our infrastructure spending will be required to scale our operations and increase productivity, to address the needs of our customers, to further develop and enhance our products.

Our success will depend in part upon the ability of our senior management to manage our projected growth effectively. To do so, we must continue to increase the productivity of our existing employees and to hire, train and manage new employees as needed. To manage the expected growth of our operations and personnel, we will need to continue to improve our operational, financial and management controls and our reporting systems and procedures. The additional investments we are making will increase our cost base, which will make it more difficult for us to offset any future revenue shortfalls by reducing expenses in the short term. While we have not experienced any shortcomings in the past in

successfully scaling our operations and increasing productivity, however if we fail to achieve the same in the future, we will be unable to execute our business plan, which could materially adversely affect our business prospects and results of operations.

23. Our failure to identify and understand evolving industry trends and preferences to develop new products to meet our customers' demands or our limitation including on account of knowledge of new segments into which we are expanding may adversely affect our business.

We expect to continue to dedicate financial and other resources to our product development efforts in order to maintain our competitive position. Investing in product development, including developing new products and enhancing existing products, is expensive and time consuming, and there is no assurance that such activities will result in significant new marketable products or enhancements to our products, design improvements, cost savings, revenues or other expected benefits. If such efforts are unable to generate an adequate return on our investment, our business and results of operations may be materially and adversely affected.

In the past, as part of our growth and expansion plan, we have supplied batteries for new industries / end use applications including Drone, Robotics, Emergency Equipment etc. Any inability to do such diversification in the future to expand our business will cause adverse effect on business. There can be no assurance that we will be able to develop or secure the necessary technological knowledge that will allow us to enhance our product portfolio. If we are unable to obtain such knowledge in a timely manner, or at all, we may be unable to effectively implement our strategies, and our business and results of operations may be adversely affected.

24. Some of our agreements may be under stamped or inadequately stamped and if any financial or judicial implication arises out of the same it may have an adverse effect on the Company's business and reputation.

Some of our agreements may be under-stamped or unregistered. An inadequately stamped document is inadmissible as evidence before any judicial forum. It may be further noted that such inadequately stamped document is capable of being impounded upon presentation before a governmental or judicial authority and an applicable penalty may be imposed up to 10 times the value of the stamp duty payable. At present, there are no documents which, in the view of the Company, are insufficiently stamped or unregistered. However, in the event any such claims are raised in the future, the said risk factor has been included to address potential implications.

25. We are dependent on our Promoter, Directors, Key Managerial Personnel and our senior management for the execution of our business strategy. The loss of, or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.

We are highly dependent on the continued contributions and customer relationships of our Promoter and Directors. Our Promoter, Sandeep Gangabishan Bajoria is responsible for the execution of our business strategy and have been actively involved in the day–to-day operations and management since the incorporation of the Company. If our Promoter and Directors are unable or unwilling to continue in their present position, we may not be able to replace them easily or at all. The loss of their services could impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

Our performance also depends largely on the efforts, expertise and abilities of our Key Managerial Personnel, senior management, and our operational personnel who possess significant experience in the industry in which we operate. Our Key Management Personnel, Company Secretary is associated with the Company for a period of less than one year therefore they may not have been accustomed to the Company affairs till date. We believe that the inputs and experience of our KMP and senior management, in particular, and other key personnel are valuable for the development of our business, operations and the strategic directions taken by our Company. We cannot assure you that these individuals or any other member of our senior management team will not leave us or join a competitor or that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. Moreover, we may be required to substantially increase the number of our qualified personnel in connection with any future growth plans, and we may face difficulty in doing so due to the intense competition in the technology industry for such personnel. We may also be required to increase our levels of employee compensation more rapidly than in the past in order to remain competitive in retaining our workforce.

For details of our management and key managerial personnel, see *"Management – Key Managerial Personnel*" on page 181.

26. We engage in foreign currency transactions, which expose us to adverse fluctuations in foreign exchange rates. Fluctuations in the exchange rate between the Rupee and other currencies may adversely affect our operating results.

Although we closely follow our exposure to foreign currencies, they are not always sufficient to protect us against incurring potential losses if currencies fluctuate significantly. In addition, the policies of the RBI may also change from time to time, which may limit our ability to effectively hedge our foreign currency exposures and may have an adverse effect on our results of operations and cash flows. Although India remains our largest market, our sales to customers located outside India in the six months period ended September 30, 2024 and Fiscals 2024, 2023, and 2022 contributed to ₹ Nil, ₹ 615.71 lakhs, ₹ Nil, and ₹ Nil, respectively, which represented Nil , 12.02 %, Nil, and Nil of our total revenue from operations, respectively. In addition to this, our raw material imports were ₹ 558.21 lakhs, ₹ 2,901.61 lakhs, ₹ 1,668.35 lakhs and ₹ 2,777.13 lakhs for the six months period ended September 30, 2024, and Fiscals 2024, 2023 and 2022 respectively which represented 55.49%, 84.48%, 85.24% and 91.79% of our total raw material purchase.

If, in the future, foreign exchange rates or interest rates move contrary to our expectations, or if our risk management procedures prove to be inadequate, we could incur derivative-related or other charges and opportunity losses independent of the relative strength of our business, which could affect our results of operations, financial condition and cash flows.

27. We rely on the continued operations of our facilities and any slowdown, shutdown or disruption may be caused by natural and other disasters causing unforeseen damages which may lead to disruptions in our business and operations could have an adverse effect on our business, results of operations, financial condition and cash flows.

We operate from our facilities located in Vasai in Maharashtra and Noida in Uttar Pradesh. For further information, see "*Our Business – Properties*" on page 153. Any disruptions, breakdown or shutdown of our facilities, due to, inter alia, (i) breakdown or failure of equipment, (ii) disruption in power supply or processes, (iii) performance below expected levels of efficiency, (iv) obsolescence, (v) labour disputes, (vi) infectious diseases or epidemics (such as the COVID-19 pandemic), and (vii) political instability, could result in the damage or destruction of a significant portion of our facilities, significant delays in the transport of our products and raw materials and/or otherwise adversely affect our business, results of operations, financial condition, cash flows and future prospects.

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

28. We face competition from both domestic as well as international players and our inability to compete effectively may have a material adverse impact on our business and results of operations.

We face competition globally in our business, which is based on many factors, including product quality and reliability, product design and development, technology, manufacturing capabilities, price and brand recognition. We compete with competitors to retain our existing business as well as to acquire new business. Some of our competitors may have certain advantages, including greater financial, technical and/ or marketing resources, which could enhance their ability to finance, fund international growth, respond more quickly to technological changes and/ or operate in more diversified geographies and product portfolios. For further details of our competition, see "*Industry Overview*" and "*Our Business – Competition*" on pages 108 and 151, respectively.

Our success depends in part on our ability to provide technologically advanced products, maintain strict quality standards, respond flexibly and rapidly to customers' design requirements and schedule changes, deliver products and on time and on a reliable basis at competitive prices and seek to create enhanced relationships with our customers. There can also be no assurance that we will be able to establish a compelling advantage over our competitors. Further, we may also not be able to utilize our available capacity, which in turn could have material adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

29. Any delays in the schedule of implementation of our proposed objects could have an adverse impact on our business, financial condition and results of operations.

We propose to utilize our Net Proceeds for funding the capital expenditure requirements towards a) Refurbishment, civil and upgradation works at our Noida factory b) IT upgradation at our Noida factory and Vasai factory and our registered office**.** For further information, see "*Objects of the Offer*" on page 83. Further, the details of our proposed schedule of implementation and deployment of proceeds is as per "*Objects of the Offer - Proposed schedule of implementation and deployment of Net Proceeds*" on page 84. We are subject to risks associated with delays in the schedule of implementation of our proposed objects. These include risks on account of market conditions, delay in procuring and operationalizing assets or necessary licenses and approvals, competition, price fluctuations, interest rate fluctuations and other external factors. In the event we are unable to adhere to our proposed schedule of implementation of our objects, we may be subject to cost escalations which in-turn could have a material adverse impact on our business, financial condition and results of operations.

30. Our commercial success is largely dependent upon our ability to successfully forecast demand for our products and plan production schedules and utilize and manage our resources to make existing products, develop and introduce new products that meets the end users' needs on a timely basis. Any failure to do so, might impact our ability to compete effectively and impact our business, cash flows, financial condition, results of operations, and growth prospects.

Our inability to forecast the level of customer demand for our products and production costs as well as our inability to accurately schedule our raw material purchases and production and manage our inventory may adversely affect our business and cash flows from operations.

In addition, in the event of significant cuts in production schedules announced by customers with little advance notice, we may be unable to respond with corresponding production and inventory reductions. Significant reduction in demand for our products from a major customer may have an adverse effect on our business, financial condition, results of operations, and prospects.

Our customers have high and exacting standards for product quantity and quality as well as delivery schedules and any failure to meet our customers' expectations could result in the cancellation of orders. We typically commit to order raw materials and bought-out components from our own suppliers based on orders. Cancellation by customers or delay or reduction in their orders or instances where anticipated orders fail to materialize can result in mismatch between our inventories of raw materials and bought-out components and of finished products, thereby increasing our costs relating to maintaining our inventory and reduction of our margins, which may adversely affect our profitability and liquidity.

31. Information relating to our capacities and capacity utilization of our facilities included in this Red Herring Prospectus is based on various assumptions and estimates and actual capacity utilization may vary.

Information relating to our capacities and capacity utilization of our facilities included in this Red Herring Prospectus is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of supplies and assumptions relating to potential utilization levels and operational efficiencies. Actual utilization rates may differ significantly from the estimated capacities or historical estimated capacity utilization information of our facilities. Undue reliance should therefore not be placed on our capacity or historical estimated capacity utilization information for our existing facilities included in this Red Herring Prospectus. We cannot assure that we shall be able to utilize our facility to their full capacity or up to an optimum capacity, and non-utilization of the same may lead to loss of profits or can result in losses, and may adversely affect our business, results of operations and financial condition. See "*Business –Capacity and capacity utilization*" on page 145**.**

32. We may not be able to successfully manage the growth of our business if we are unable to maintain adequate internal systems, processes and controls

We have experienced considerable growth since we commenced business in September 2020, and we have expanded our operations and product portfolio. We cannot assure you that our growth strategies will continue to be successful or that we will be able to continue to expand further, or at the same rate.

Our inability to execute our growth strategies in a timely manner or within budget estimates or our inability to meet the expectations of our customers and other stakeholders, could have an adverse effect on our business, results of operations and financial condition. Our future prospects will depend on our ability to grow our business and operations. Further, in order to manage our growth effectively, we must implement, upgrade and improve our operational systems, procedures and internal controls on a timely basis. While there have been no such instances in the past, however, if we fail to implement these systems, procedures and controls on a timely basis, or if there are weaknesses in our internal controls that would result in inconsistent internal standard operating procedures, we may not be able to meet our customers' needs,

hire and retain new employees or operate our business effectively. Failure to manage growth effectively could adversely affect our business and results of operations.

33. Interest free, unsecured loan taken by our Company from the Promoter, Sandeep Gangabishan Bajoria, may be recalled at any time.

As of March 03, 2025, our Company has an outstanding unsecured loan balance of ₹ 547.59 lakhs towards our Promoter, Sandeep Gangabishan Bajoria. This interest free, unsecured loan was availed for working capital requirement which may be recalled at any time and our Company may need to borrow monies at higher rates of interest than presently available or utilise our Company's internal accruals, which may have an adverse impact on the profitability and future growth of our Company.

We cannot assure you that our Company will not convert all or part of the outstanding unsecured loan advanced to our Company into Equity Shares which may lead to the dilution of investors' shareholdings in our Company. Any such future equity issuances by us to the Promoter 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.

34. 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, cash flows and results of operations.

We are required to obtain, renew and maintain certain approvals, registrations, permissions and licenses from regulatory authorities, to carry out / undertake our operations. These approvals, licenses, registrations and permissions may be subject to numerous conditions. If we fail to obtain and maintain some or all of these approvals or licenses, or renewals thereof, in a timely manner or at all, or if we fail to comply with applicable conditions or it is claimed that we have breached any such conditions, our license or permission for carrying on a particular activity may be suspended or cancelled and we may not be able to carry on such activity, which could adversely affect our business, results of operations, cash flows and financial condition. See "*Government and Other Approvals*" on page 208.

35. Compliance with, and changes in, safety, health and environmental laws and various labour, workplace and related laws and regulations including terms of approvals granted to us, may increase our compliance costs and as such adversely affect our business, results of operations and financial condition.

We are subject to a broad range of safety, health, environmental, labour, workplace and related laws and regulations in the jurisdictions in which we operate, which impose controls on the disposal and storage of raw materials, noise emissions, air and water discharges on the storage, handling, discharge and disposal of chemicals, employee exposure to hazardous substances and other aspects of our operations. For example, the laws in India limit the amount of hazardous and pollutant discharge that our facilities may release into the air and water. The discharge of substances that are chemical in nature or of other hazardous substances into the air, soil or water beyond these limits may cause us to be liable to regulatory bodies and incur costs to remedy the damage caused by such discharges. Any of the foregoing could subject us to litigation, which may increase our expenses in the event we are found liable and could adversely affect our reputation.

We are also subject to the laws and regulations governing relationships with employees in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits. Our business is also subject to, among other things, the receipt of all required licenses, permits and authorizations including local land use permits, manufacturing permits, building and zoning permits, and environmental, health and safety permits. There is a risk that we may inadvertently fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities.

The adoption of stricter health and safety laws and regulations, stricter interpretations of existing laws, increased governmental enforcement of laws or other developments in the future than that are prevailing as of now may require that we make additional capital expenditures, incur additional expenses or take other actions in order to remain compliant and maintain our current operations. Complying with, and changes in, these laws and regulations or terms of approval may increase our compliance costs and adversely affect our business, prospects, results of operations and financial condition.

36. Excess rate of attrition amongst the personnel engaged by out Company may have an adverse impact on our business operations.

Our operations are dependent on our ability to attract and retain qualified personnel. 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.

As set out below are the details of our attrition for our permanent employees for the period indicated:

Particulars	Period ended February 28, 2025	March 31, 2024	March 31, 2023	March 31, 2022
Total number of permanent employees	81	84	80	87
Attrition rate of our permanent employees*	23.03%	21.95%	45.51%	1.83%

**Attrition rate has been calculated by dividing the total number of permanent employees who resigned during the year/ period with the average of opening and closing total head count of the permanent employees during the respective year/ period.*

For additional information on our employee breakdown by functionality as of February 28, 2025, please see "*Our Business – Human Resources*" on 150. We cannot guarantee that attrition rates among our permanent employees won't rise, which could lead to higher training and recruitment costs, adversely affecting our profitability and financial condition. Hiring and training replacements for qualified personnel who leave may take a considerable amount of time. We may also need to accelerate increases in employee compensation to stay competitive in attracting the talent essential for our business. The costs of hiring and retaining staff impact our profitability and are influenced by various factors, including our ability to recruit and integrate new hires, manage turnover, devote resources to training and professional development, and effectively oversee our workforce.

37. In addition to the existing indebtedness of our Company, we may incur further indebtedness during the course of business.

As on March 03, 2025, the total fund-based financial indebtedness of our Company, including loan from promoter, was ₹ 2,772.75 lakhs. In addition to the indebtedness for the existing operations, our Company may incur further indebtedness during the course of the business. We cannot assure you that our Company will be able to obtain further loans at favourable terms. Increased borrowings, if any, may adversely affect our debt-equity ratio and our ability to borrow at competitive rates. In addition, we cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under-budget our working capital requirements, which may lead to delays in arranging additional working capital requirements, loss of reputation, levy of liquidated damages and can cause an adverse effect on our cash flows.

We have not defaulted on any of our loans. However, any failure to service the indebtedness of our Company or otherwise perform our obligations under our financing agreements entered with our lenders or which may be entered into by our Company, could trigger cross default provisions, penalties, acceleration of repayment of amounts due under such facilities which may cause an adverse effect on our business, financial condition and results of operations. For details of our indebtedness, please refer to the section titled — "*Financial Indebtedness*" on page 202 of this Red Herring Prospectus.

38. Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. Our business is working capital intensive and we are required to obtain consents from certain of our lenders prior to the declaration of dividend as per the terms of the agreements executed with them. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our operations, financial condition and results of operations. Our Company has not declared dividends in the past and there can be no assurance that our Company will declare dividends in the future. For further details, please refer to the section titled "Fi*nancial Indebtedness*" and the section titled "*Dividend Policy*" on pages 202 and 187 respectively, of this Red Herring Prospectus.

39. Our Promoters and members of the Promoter Group have significant control over the Company and have the ability to direct our business and affairs; their interests may conflict with your interests as a shareholder.

Upon completion of the Offer, our Promoter and Promoter Group will own 72.06 % of the Post-Offer Equity Share capital of the Company. As a result, the Promoter and Promoter Group will have the ability to exercise significant influence over all matters requiring shareholders' approval, including the election of directors and approval of significant corporate transactions. The Promoter and Promoter Group will also have an effective veto power with respect to any shareholder action or approval requiring a majority vote. Such concentration of ownership may also have the effect of delaying,

preventing or deterring a change in control. For further details of Promoter's shareholding, please refer section titled "*Capital Structure*" beginning on Page 71 of this Red Herring Prospectus.

40. This Red Herring Prospectus contains information from industry sources including the industry report commissioned from Dun and Bradstreet Information Services India Private Limited. Prospective investors are advised not to place undue reliance on such information.

This Red Herring Prospectus includes information derived from third party industry sources and from a report dated June 2024 titled "Industry Research Report on Lithium-Ion Batteries" prepared by Dun and Bradstreet Information Services India Private Limited *(the "D&B Report")* pursuant to an engagement with our Company. Neither we, nor the Promoter, nor Directors, nor the BRLM, nor any other person connected with the Offer has verified the information in the D&B Report and other information under "*Industry Overview*" on page 108, and we cannot guarantee the accuracy, adequacy or completeness of any such information. Moreover, the industry sources including the D&B Report contains certain industry and market data, based on certain assumptions. Further, the reports use certain methodologies for market sizing and forecasting. There are no standard data gathering methodologies in the markets in which we operate, and methodologies and assumptions vary widely among different industry sources. Such assumptions may change based on various factors.

We cannot assure you that such assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Red Herring Prospectus. Further, the D&B Report or any other industry data or sources are not recommendations to invest in our Company. Prospective investors are advised not to place undue reliance on the D&B Report or extracts thereof as included in this Red Herring Prospectus, when making their investment decisions. See chapters titled "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation*" and "*Industry Overview*" on pages 16 and 108, respectively.

41. Our Company will not receive any proceeds from the Offer for Sale portion of the Offer.

The Offer includes an Offer for Sale of up to 10,80,000 Equity Shares of face value ₹ 10 each, in the aggregate, by the Selling Shareholder. Our Company will not receive any proceeds of the Offer for Sale by the Selling Shareholder. However, in the event that the Offer is withdrawn or not completed for any reason whatsoever, all the Offer related expenses will be exclusively borne by our Company. The expenses of the Selling Shareholder will, at the outset, be borne by our Company and each Selling Shareholder will reimburse our Company for such expenses incurred by our Company on behalf of such Selling Shareholder, in relation to the Offer, upon successful completion of the Offer in the manner as prescribed under applicable law and agreed amongst the Company and the Selling Shareholder. See chapter titled "*Objects of the Offer*" on page 83.

42. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows.

Our Restated Financial Statements of assets and liabilities, restated financial statements of profit and loss and cash flows for the six months period ended September 30, 2024 and Fiscals 2024, 2023, and 2022 have been prepared in accordance with the Indian GAAP. We have not attempted to quantify the impact of Ind AS, US GAAP, IFRS or any other system of accounting principles on the financial data included in this Red Herring Prospectus, nor do we provide conciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. US GAAP and IFRS differ in significant respects from Indian GAAP. Accordingly, the degree to which the Restated Financial Statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.

43. The deployment of funds raised through this Offer shall not be subject to any Monitoring Agency.

Since, the Offer size is less than ₹10,000 Lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Offer. The funds raised from this Offer, will be deployed as defined in the Objects. For further details, please refer to the section titled *"Objects of the Offer"* beginning on page 83 of this Red Herring Prospectus. The fund requirement and deployment mentioned in the Objects of the Offer are based on internal management estimates and have not been appraised by any bank or financial institution. Any inability on our part to effectively utilize the Offer proceeds could adversely affect our financials. However, our Audit Committee will monitor the utilization of the proceeds of this Offer and prepare the statement for utilization of the proceeds of this Offer. Also, in accordance with Section 27 of the Companies Act, 2013, a company shall not vary the objects of the Offer without the Company being authorized to do so by our shareholders by way of special resolution and other compliances as applicable in this regard. Our Promoter shall provide exit opportunity to such

shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI in this regard.

44. Employee fraud or misconduct could harm us by impairing our ability to attract and retain customers and subject us to significant legal liability and reputational harm.

Our business is exposed to the risk of employee misappropriation, fraud or misconduct. Our employees could make improper use or disclose confidential information, which could result in regulatory sanctions and serious reputational or financial harm. While we strive to monitor, detect and prevent fraud or misappropriation by our employees, through various internal control measures, we may be unable to adequately prevent or deter such activities in all cases. While we have not been able to identify such issues in the past, there could be instances of fraud and misconduct by our employees, which may go unnoticed for certain periods of time before corrective action is taken.

In addition, we may be subject to regulatory or other proceedings, penalties or other actions in connection with any, fraud or misappropriation by our employees, which could adversely affect our goodwill, business prospects and future financial performance. We may also be required to make good any monetary loss to the affected party. Even when we identify instances of fraud and other misconduct and pursue legal recourse or file claims with our insurance carriers, we cannot assure you that we will recover any amounts lost through such fraud or other misconduct.

Risks Related to the Offer and the Equity Shares

45. 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 you may be unable to resell the Equity Shares at or above the Offer Price.

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Indian Stock Exchange 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, there will be liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Offer.

The market price of the Equity Shares after the Offer can be volatile as a result of several factors beyond our Company's control, including volatility in the Indian and global securities markets, our results of operations, the performance of our competitors, developments in the Indian and global key lithium battery industry, changing perceptions in the market about investments in this sector in India, investor perceptions of our future performance, adverse media reports about us or our sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's economic liberalisation and deregulation policies, and significant developments in India's fiscal regulations. In addition, the Stock Exchange may experience significant price and volume fluctuations, which may have a material adverse effect on the market price of the Equity Shares.

General or industry specific market conditions or stock performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance may also affect the price of the Equity Shares. In particular, the stock market as a whole in the past has experienced extreme price and volume fluctuations that have affected the market price of many companies in ways that may have been unrelated to the companies' operating performances. For these reasons, investors should not rely on recent trends to predict future share prices, results of operations or cash flow and financial condition.

46. Any further issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding.

Our Company may be required to finance our growth through future equity offerings. Any future equity issuances by our Company, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of the Equity Shares by the Promoter 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. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares. There can be no assurance that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that the Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

47. Sale of Equity Shares by our Promoter and Promoter Group in future may adversely affect the market price of the Equity Shares.

After the completion of the Offer, our Promoter and Promoter Group will own a significant percentage of our Company's issued Equity Shares. Sale of a large number of the Equity Shares by the Promoter could adversely affect the market price of the Equity Shares. Similarly, the perception that any such primary or secondary sale may occur, could adversely affect the market price of the Equity Shares. No assurance may be given that the Promoter will not dispose of, pledge or encumber their Equity Shares in the future.

48. There are restrictions on daily movements in the trading price of the Equity Shares, which may adversely affect a shareholder's ability to sell Equity Shares or the price at which Equity Shares can be sold at a particular point in time.

Following the listing of Equity Shares through the Offer, the Equity Shares will be subject to a daily "circuit breaker" imposed on listed companies by the Stock Exchange, which does not allow transactions beyond certain volatility in the trading price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian Stock Exchange. The percentage limit on the Equity Shares' circuit breaker will be set by the Stock Exchange based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchange are not required to inform our Company of the percentage limit of the circuit breaker, and they may change the limit without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the trading price of the Equity Shares beyond the circuit breaker limit set by the Stock Exchange. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

49. The determination of the Price Band and Offer Price is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer.

The determination of the Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the BRLM. Furthermore, the Offer Price of the Equity Shares will be determined by our Company consultation with the Book Running Lead Managers through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for the Offer Price*" on page 97 and may not be indicative of the market price for the Equity Shares after the Offer. For further details, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLM*" on page 225. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, our financial performance and results post-listing, and other factors beyond our Company's control. Our Company 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.

50. There is no guarantee that the Equity Shares will be listed on the NSE in a timely manner or at all.

There is no guarantee that the Equity Shares will be listed on the NSE in a timely manner or at all. In accordance with Indian law, permission for listing and trading of the Equity Shares will not be granted until certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. In accordance with current regulations and circulars issued by SEBI, the Equity Shares are required to be listed on the NSE 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 the 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. Further, there can be no assurance that the Equity Shares once listed will continue to remain listed on the Stock Exchange. Indian laws permit a company to delist its equity shares on compliance with prescribed procedures including the requirement to obtain the approval of its shareholders. Further, certain instances of non-compliance with applicable laws can result in the delisting of the Equity Shares. We cannot assure you, therefore, that the Equity Shares, once listed, will continue to remain listed.

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

Under the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the 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 that you are in, does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related

transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in our Company may be reduced.

52. QIBs and Non-Institutional Investors 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.

Pursuant to the regulations under the SEBI Act, QIBs and Non-Institutional Investors 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 Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date. While our Company is required to complete Allotment pursuant to the Offer within 3 Working Days from the Bid/Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

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

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted.

54. Our Company may be subject to pre-emptive surveillance measures like Additional Surveillance Measure (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchange in order to enhance market integrity and safeguard the interest of investors, once the Equity Shares of our Company are listed.

The Equity Shares of our Company may be subject to general market conditions which may include significant price and volume fluctuations, once the Equity Shares of our Company are listed. The price of the Equity Shares may fluctuate after the Offer due to several factors such as volatility in the Indian and global securities market, our performance and profitability, or any other political or economic factor. The occurrence of these factors may lead to the surveillance measures stipulated by SEBI and the Stock Exchange for placing securities under the GSM or ASM framework being triggered in relation to the Equity Shares. If the Equity Shares are covered under such surveillance measures implemented by SEBI and the Stock Exchange, we may be subject to certain additional restrictions in relation to trading of the 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 the Equity Shares or may in general cause disruptions in the development of an active trading market for the Equity Shares.

External Risks

55. You may not be able to immediately sell any of the Equity Shares you subscribe to in this Offer on an Indian Stock Exchange.

The Equity Shares are proposed to be listed on the Stock Exchange. Pursuant to Indian laws and regulations, certain actions must be completed before the Equity Shares can be listed and commence trading, including the crediting of Equity Shares in the investor's demat accounts within the timeline specified under applicable law. Further, in accordance with Indian law, permission for listing and trading of the Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. The Allotment of Equity Shares in the Offer and the credit of Equity Shares to the investor's demat account with the relevant depository participant and listing is expected to be completed within the period as may be prescribed under applicable law. Any failure or delay in obtaining the approvals or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. Our Company cannot assure you that the Equity Shares will be credited to investor's demat accounts, or that trading in the Equity Shares will commence, within the prescribed time periods or at all which could restrict your ability to dispose of the Equity Shares. 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.

56. A slowdown in economic growth in India could adversely affect our Company's business.

The structure of the Indian economy has undergone considerable changes in the last decade. These include increasing importance of external trade and of external capital flows. Any slowdown in the growth of the Indian economy or manufacturing sector or any future volatility in global process could adversely affect our Company's business, financial condition and results of operations. India's economy could be adversely affected by a general rise in interest rates, fluctuations in currency exchange rates, adverse conditions affecting commodity and electricity prices or various other factors.

Further, conditions outside India, such as slowdowns in the economic growth of other countries, could have an impact on the growth of the Indian economy and government policy may change in response to such conditions. The Indian economy and financial markets are also significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States, Europe or China or Asian emerging market countries, may have an impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss of investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets, and could have an adverse effect on our Company's business, financial condition and results of operations and the price of the Equity Shares.

Increasing employee compensation in India may erode some of our Company's competitive advantage and may reduce our Company's profit margins, which may have a material adverse effect on our Company's business, financial condition, cash flows and results of operations.

Employee compensation in India has historically been significantly lower than employee compensation in the United States and Western Europe for comparably skilled professionals. However, compensation increases in India may erode some of this competitive advantage and may negatively affect our Company's profit margins. Employee compensation in India is increasing at a faster rate than in the United States and Western Europe, which could result in increased costs relating to managers and other mid-level professionals. Our Company may need to continue to increase the levels of our Company's employee compensation to remain competitive and manage attrition. Compensation increases may have a material adverse effect on our Company's business, financial condition, cash flows and results of operations.

57. Adverse geopolitical conditions such as an increased tension between India and its neighbouring countries, conflict amongst some of the countries in Europe and the Middle East, could adversely affect our business, results of operations and financial condition.

Adverse geopolitical conditions such as increased tensions between India and its neighbouring countries, resulting in any military conflict in the region could adversely affect our business and operations. Such events may lead to countries including the Government of India imposing restrictions on the import or export of products or input materials, among others, and affect our ability to procure input materials required for our manufacturing operations. We could also be affected by the introduction of or increase in the levy of import tariffs in India, or in the countries to which we export our products, or changes in trade agreements between countries. For instance, the government of India has imposed additional tariffs in the nature of countervailing duty and anti-dumping duty on a number of items imported from China. Any such measure which affects our input material supply or reciprocal duties imposed on Indian products by China or other countries may adversely affect our results of operations and financial condition. Further, the ongoing war amongst some of the countries in Europe and the Middle East that is currently impacting, inter alia, global trade, prices of oil and gas and could have an inflationary impact on the Indian economy.

58. Our Company may be affected by competition law in India and any adverse application or interpretation of the Competition Act could adversely affect our Company's 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 customers 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.

On April 11, 2023, the Competition (Amendment) Bill 2023 received the assent of the President of India to become the Competition (Amendment) Act, 2023 ("**Competition Amendment Act**"), amending the Competition Act and giving the CCI additional powers to prevent practices that harm competition and the interests of consumers. It has been enacted to increase the ease of doing business in India and enhance transparency. 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 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 Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered by us could be within the purview of the Competition Act. Further, the CCI has extraterritorial 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 by us cannot be predicted with certainty at this stage. 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.

59. Changing laws, rules and regulations and legal uncertainties in India, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.

The regulatory and policy environment in which we operate is evolving and is subject to change.

Unfavourable changes in or interpretations of existing, 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. 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. Further, any future amendments may affect our tax benefits such as exemptions for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemptions for interest received in respect of tax-free bonds, and long-term capital gains on equity shares. The Government of India has announced the union budget for the Fiscal Year 2024-2025, and the Finance Bill, 2024 (the "Finance Bill") has received assent from the President of India on February 15, 2024, and has been enacted as the Finance Act, 2024 (the "Finance Act") with effect from April 1, 2024 or in the case of certain sections of the Finance Act, as otherwise notified by the Government of India. We cannot predict whether any amendments made pursuant to the Finance Act would have an adverse effect on our business, financial condition and results of operations.

Furthermore, changes in capital gains tax or tax on capital market transactions or the sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance. For further discussion on capital gains tax, see "*Risks Relating to this Offer — Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares*" on page 48.

We cannot predict the impact of any changes in or interpretations of existing, or the promulgation of, new laws, rules and regulations applicable to us and our business. Unfavourable changes in or interpretations of existing, 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, our business, operations or group structure being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs and expend resources relating to compliance with such new requirements, which may also require significant management time, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

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

Our Company's borrowing costs and our Company's access to the debt capital markets depend significantly on the credit ratings of India. India's sovereign rating is Baa3 with a "stable" outlook (Moody's), BBB– with a "positive" outlook (S&P) and BBB– with a "stable" outlook (Fitch). Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our Company's ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our Company's control. This could have an adverse effect on our Company's ability to fund our Company's growth on favourable terms or at all, and consequently adversely affect our Company's business and financial performance and the price of the Equity Shares.

Further, any future equity issuances by us, including to comply with minimum public shareholding norms applicable to listed companies in India 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.

In case there is any disposal, pledge or encumbrance of the Equity Shares (in accordance with applicable law including procuring regulatory approvals, as required) by any of our significant shareholders may affect the trading price of the Equity Shares.

61. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war 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.

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. Therefore, any downturn in the macroeconomic environment in India could adversely affect our business, results of operations, financial condition, cash flows and future prospects. The Indian economy could be adversely affected by various factors, such as the impact of COVID-19 or other pandemics, epidemics, political and regulatory changes, including adverse changes in the Government's liberalisation policies, social disturbances, religious or communal tensions, terrorist attacks and other acts of violence or war such as ongoing Ukraine-Russia conflict, natural calamities, volatility in interest rates, volatility in commodity and energy prices, a loss of investor confidence in other emerging market economies and any worldwide financial instability.

62. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

63. Financial difficulty and other problems in certain financial institutions in India could have a material adverse effect on the business, results of operations, future cash flows and financial condition of our Company.

Indian financial system may be affected by financial difficulties faced by all or some of the Indian financial institutions whose commercial soundness may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is sometimes referred to as "systemic risk", may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges. Any such difficulties or instability of the Indian financial system in general could create an adverse market perception about Indian financial institutions and banks and adversely affect the business of our Company.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian company are generally taxable in India. Capital gains arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on gains made upon the sale of the Equity Shares. The Finance Act, 2019 has 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 certain securities, other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have come into effect from July 1, 2020. Under the Finance Act 2020, any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. Further, the Finance Act, 2021, which followed, removed the requirement for DDT to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. We 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.

Further, the Government of India has recently introduced various amendments to the Income Tax Act, vide the Finance Act, 2024. We have not fully determined the impact of these recent and proposed laws and regulations on our business, financial condition, future cash flows and results of operations. Unfavourable changes in or interpretations of existing, 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.

65. Investors may have difficulty enforcing foreign judgments against our Company or the management of our Company.

Our Company is incorporated under the laws of India and all the Directors and Key Managerial Personnel of our Company reside in India. A majority of the assets, and the assets of the Directors and officers of our Company, are also located in India. Where investors wish to enforce foreign judgments in India, they may face difficulties in enforcing such judgments. India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India exercises reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions. In order to be enforceable, a judgment obtained in a jurisdiction which India recognises as a reciprocating territory must meet certain requirements of the Code of Civil Procedure, 1908, of India (Civil Code). Further, the Civil Code only permits enforcement of monetary decrees not being in the nature of any amounts payable in respect of taxes or, other charges of a like nature or in respect of a fine or other penalty and does not provide for the enforcement of arbitration awards. Judgments or decrees from jurisdictions not recognised as a reciprocating territory by India cannot be enforced or executed in India. Even if a party were to obtain a judgment in such a jurisdiction, it would be required to institute a fresh suit upon the judgment and would not be able to enforce such judgment by proceedings in execution. Further, the party which has obtained such judgment must institute the new proceedings within three years of obtaining the judgement.

As a result, you may be unable to: (i) effect service of process outside of India upon our Company and such other persons or entities; or (ii) enforce in courts outside of India judgments obtained in such courts against our Company and such other persons or entities. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI to repatriate any amount recovered pursuant to the execution of such foreign judgment, and any such amount may be subject to income tax in accordance with applicable laws.

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

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. For instance, the economic downturn in the U.S. and several European countries during a part of Fiscals 2008 and 2009 adversely affected market prices in the global

securities markets, including India. Following the United Kingdom's exit from the European Union (Brexit), there still remains significant uncertainty around the impact of Brexit on the general economic conditions in the United Kingdom and the European Union and any consequential impact on global financial markets. In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. Further, the recent collapse of the Silicon Valley Bank also caused economic downturn. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general.

A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of the Equity Shares.

67. Under Indian law, foreign investors are subject to investment restrictions that limit our Company's ability to attract foreign investors, which may adversely impact 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 certain exceptions) if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. In addition, 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. Our Company cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all. For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" beginning on page 284.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT and the FEMA Rules, any investment, subscription, purchase or sale of equity instruments by entities, investments 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. Our Company cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms, in a timely manner or at all.

68. Our Company's ability to raise foreign capital may be constrained by Indian law.

As an Indian company, our Company is subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions could constrain our Company's ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, our Company cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to our Company without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our Company's business growth, financial condition and results of operations.

69. If security or industry analysts do not publish research or publish unfavourable or inaccurate research about the business of our Company, the price and trading volume of the Equity Shares may decline.

The trading market for the Equity Shares may depend, in part, on the research and reports that securities or industry analysts publish about us or our business. Our Company may be unable to sustain coverage by established and / or prominent securities and industry analysts. If either none or only a limited number of securities or industry analysts maintain coverage of our Company, or if these securities or industry analysts are not widely respected within the general investment community, the trading price for the Equity Shares would be negatively impacted. In the event our Company obtains securities or industry analyst coverage, if one or more of the analysts downgrade the Equity Shares of our Company or publish inaccurate or unfavourable research about our business, the price of the Equity Shares may decline. If one or more of these analysts cease coverage of our Company or fail to publish reports on our Company regularly, the demand for the Equity Shares of our Company could decrease, which might cause the price and trading volume of the Equity Shares of our Company to decline.

SECTION III – INTRODUCTION

THE OFFER

The present Offer of up to 54,03,600 Equity Shares of face value ₹ 10 each in terms of Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors held on May 2, 2024 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013, at the Extraordinary General Meeting of the members held on May 6, 2024 which were subsequently ratified by the Board Resolution and Shareholders Resolution dated January 21, 2025 and February 3, 2025, respectively.

The following table summarizes details of the Offer:

PRESENT OFFER IN TERMS OF THE RED HERRING PROSPECTUS	
Particulars	**Details of Equity Shares**
Offer of Equity Shares [(1)]	Up to 54,03,600 Equity Shares of face value of ₹10 each, aggregating up to ₹ [●] lakhs
of which:	
Fresh Issue [(1)]	Up to 43,23,600 Equity Shares of face value of ₹10 each, aggregating up to ₹ [●] lakhs
Offer for Sale [(2)]	Up to 10,80,000 Equity Shares of face value of ₹10 each, aggregating up to ₹ [●] lakhs by the Selling Shareholder
Market Maker Reservation Portion	Up to 2,71,200 Equity Shares of face value of ₹10 each, aggregating up to ₹ [●] lakhs
Net Offer to the Public	Up to 51,32,400 Equity Shares of face value of ₹10 each, aggregating up to ₹ [●] lakhs
The Offer comprises of:	
A. QIB Portion[(3)(4)]	Not more than 15,39,600 Equity Shares of face value of ₹10 each aggregating to ₹ [●] lakhs
of which:	
(i) Anchor Investor Portion	Up to 9,22,800 Equity Shares of face value of ₹10 each
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to 6,16,800 Equity Shares of face value of ₹10 each
of which:	
a. Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to 31,200 Equity Shares of face value of ₹10 each
b. Balance for all QIBs including Mutual Funds	Up to 5,85,600 Equity Shares of face value of ₹10 each
B. Non-Institutional Portion[(3)(4)]	Not less than 17,96,400 Equity Shares of face value of ₹10 each aggregating to ₹ [●] lakhs
of which:	
C. Retail Portion[(3)(4)]	Not less than 17,96,400 Equity Shares of face value of ₹10 each aggregating to ₹ [●] lakhs
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as at the date of this Red Herring Prospectus)	1,60,65,000 Equity Shares of face value of ₹10 each
Equity Shares outstanding post the Offer	[●] Equity Shares of face value of ₹10 each
Use of Net Proceeds	See "*Objects of the Offer*" on page 83 for information on the use of proceeds arising from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.
Offer Opens on	Tuesday, March 25, 2025

Offer Closes on	Thursday, March 27, 2025

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

Notes:

1. *The Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Offer is being made by our Company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – Offer paid up equity share capital of our Company are being offered to the public for subscription.*
2. *The Offer has been authorized by the Board of Directors vide a resolution passed at its meeting held on May 2, 2024 and by the Shareholders of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on May 6, 2024, which were subsequently ratified by the Board Resolution and Shareholders Resolution dated January 21, 2025 and February 3, 2025, respectively.*
3. *The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Offer shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Offer Price. Accordingly, we have allocated the Net Offer i.e., not more than 30% of the Net Offer to QIB and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Investors and not less than 35% of the Net Offer shall be available for allocation to non-institutional bidders.*
4. *Subject to valid Bids being received at or above the Offer Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.*

Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled "*Offer Procedure*" beginning on page 245 of this Red Herring Prospectus.

SUMMARY FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Financial Information. The summary financial information presented below should be read in conjunction with "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 188 and 192, respectively.

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SUMMARY OF RESTATED ASSETS AND LIABILITIES

(₹ in lakhs)

Particulars	As at Six months period ended September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
I. EQUITY AND LIABILITIES				
(1) Shareholder's Funds				
(a) Equity Share Capital	1,606.50	1,606.50	255.00	255.00
(b) Reserves and Surplus	2,280.77	1,703.63	1,965.97	1,190.41
(2) Non-Current Liabilities				
(a) Long-term Borrowings	1,619.75	552.25	554.11	648.92
(b) Deferred tax liabilities (Net)	1.05	4.01	3.57	5.25
(c) Long-term Provisions	16.95	12.29	6.17	2.35
(3) Current Liabilities				
(a) Short-term borrowings	805.94	498.54	504.85	531.61
(b) Trade payables				
A. Total outstanding dues of micro enterprises and small enterprises	0.59	0.40	6.52	17.40
B. Total outstanding dues of Creditors other than micro enterprises and small enterprises.	377.54	192.42	156.77	352.21
(c) Other current liabilities	227.24	188.39	444.64	359.12
(d) Short-term provisions	246.05	241.42	174.05	242.63
Total	**7,182.39**	**4,999.85**	**4,071.65**	**3,604.91**
II.ASSETS				
(1) Non-current assets				
(a) Property, Plant and Equipment & Intangible Assets				
(i) Property, Plant & Equipment	1,485.79	(1,996.49)	(1,921.21)	757.65
(ii) Intangible assets	-	-	-	-
(c) Long term loans and advances	6.53	74.18	22.28	24.18
(2) Current assets				
(a) Inventories	3,024.12	3,050.18	2,304.33	1,695.06
(b) Trade Receivables	1,605.69	629.42	518.70	457.99

(c) Cash and bank Balances				
(i) Cash and cash equivalents	14.20	127.41	8.69	5.25
(ii) Other bank balances	632.05	182.46	147.47	165.98
(d) Other current assets	414.02	250.54	309.25	498.80
Total	**7,182.39**	**4,999.85**	**4,071.65**	**3,604.91**

SUMMARY OF RESTATED STATEMENT OF PROFIT AND LOSS

(₹ in lakhs)

Particulars	Six months period ended September 30, 2024	Year ended March 31, 2024[$]	Year ended March 31, 2023	Year ended March 31, 2022
I. Revenue from operations	2,249.41	5,120.37	3,313.54	3,648.30
II. Other Income	7.60	31.03	8.89	3.59
III. Total Income	**2,257.01**	**5,151.40**	**3,322.44**	**3,651.89**
IV. Expenses:				
Cost of materials consumed	956.41	2,913.69	1,923.77	1,815.77
Changes in inventories of finished goods	205.10	93.25	(316.17)	(221.85)
Employee benefit expense	190.43	415.70	330.34	246.54
Finance cost	67.19	62.76	53.13	33.14
Depreciation and amortization expense	68.04	125.91	109.18	66.12
Other expenses	79.66	181.39	226.81	278.50
IV Total Expenses	**1,566.82**	**3,792.70**	**2,327.05**	**2,218.23**
V. Profit before exceptional and extraordinary items and tax	**690.19**	**1,358.70**	**995.38**	**1,433.66**
VI. Exceptional items	-	-	-	-
VII Profit before extraordinary items and tax	**690.19**	**1,358.70**	**995.38**	**1,433.66**
VIII. Extraordinary Items	-	-	-	-
IX. Profit before tax	**690.19**	**1,358.70**	**995.38**	**1,433.66**
X. Tax expense:				
(1) Current tax	115.99	241.37	174.03	242.62
(2) Income Tax Adjustment of Earlier years	-	27.74	47.46	1.00
(4) Deferred tax	(2.95)	0.44	(1.68)	3.90
XI. Total Tax Expenses	**113.04**	**269.55**	**219.81**	**247.52**
XII. Profit for the period / year	**577.15**	**1,089.16**	**775.57**	**1,186.14**
XIII. Earning per equity share:				
Basic EPS (In Rs.)	3.59	6.78	4.83	7.38
Diluted EPS (In Rs.)	3.59	6.78	4.83	7.38

SUMMARY OF RESTATED CASH FLOW STATEMENT

(₹ in lakhs)

	Particulars	Six months period ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
A	**CASH FLOWS FROM OPERATING ACTIVITIES**				
	Profit before extraordinary items & tax	690.19	1,358.70	995.38	1,433.66
	Adjustments for : -				
	Depreciation and amortization expense	68.04	125.91	109.18	66.12
	Finance Cost	67.19	62.76	53.13	33.14
	Interest Income	(7.60)	(11.10)	(8.35)	(3.59)
	Income Tax Adjustment of earlier years	-	(27.74)	(47.46)	(1.00)
	Operating profit before working capital changes	**817.82**	**1,508.54**	**1,101.88**	**1,528.34**
	Change in working Capital				
	Inventories	26.06	(745.86)	(609.27)	(1,638.44)
	Trade receivables	(976.27)	(110.72)	(60.71)	120.42
	Other Current assets	(163.48)	58.71	189.55	(435.48)
	Long term Provision	4.66	6.12	3.82	1.97
	Other Current Liabilities	38.85	(256.25)	85.52	324.87
	Long-term loans and advances	67.65	(51.90)	1.90	0.72
	Trade Payables	185.31	29.53	(206.32)	284.43
	Net (Increase) in Working Capital	**(817.21)**	**(1,070.37)**	**(595.52)**	**(1,341.52)**
	Cash generated from / (used in) Operating Activities	0.60	438.18	506.36	186.82
	Income tax Paid	111.36	174.00	242.61	53.49
	Net Cash from Operating Activities	**(110.76)**	**264.18**	**263.74**	**133.33**
B	**Cash Flow from Investing Activities:**				
	Purchase of fixed assets & Capital Advances	(868.17)	(50.63)	(112.47)	(638.59)
	Interest Income	7.60	11.10	8.35	3.59
	Investment/(maturity) of deposits (having original maturity of more than 3 months)	(449.60)	(34.99)	18.51	(165.98)
	Net Cash from investment activities	**(1,310.17)**	**(74.52)**	**(85.60)**	**(800.98)**

C	**Cash Flow from Financing Activities:**				
	(Repayments) of / Proceeds from Short Term borrowings	307.40	(6.32)	(26.76)	531.61
	Proceeds from Long Term borrowings	1,068.49	-	6.52	167.20
	Repayments of Long Term borrowings	(0.98)	(1.86)	(101.33)	-
	Finance Cost	(67.19)	(62.76)	(53.13)	(33.14)
	Net Cash from Financing Activities	**1,307.73**	**(70.94)**	**(174.70)**	**665.67**
	Net Increase / (Decrease) in Cash and Cash Equivalents	(**113.20**)	**118.72**	**3.44**	**(1.98)**
	Cash & Cash equivalents at the beginning of the period / year	127.41	8.69	5.25	7.23
	Cash & Cash equivalents at the end of the period / year	**14.20**	**127.41**	**8.69**	**5.25**

GENERAL INFORMATION

Our Company was incorporated as '*ATC Energies System Private Limited*', as a private limited company under the Companies Act, 2013, pursuant to the certificate of incorporation issued by the Registrar of Companies, Manesar on September 2, 2020. The name of our Company was subsequently changed to *'ATC Energies System Limited'*, upon conversion into a public company, pursuant to a board resolution dated February 20, 2024 and a shareholders resolution dated February 21, 2024 and a fresh certificate of change of name was issued on May 1, 2024 by the Registrar, CPC, Manesar.

Corporate Identity Number: U31909MH2020PLC345131

Company Registration Number: 345131

Registered Office:

ATC Energies System Limited
Unit No. 3, Plot No. 33, New India Industrial Estate,
Mahal, IN AR, Off MC Road, Andheri East,
Mumbai – 400 093, Maharashtra, India.

For details in relation to the changes in the registered office of our Company, see "*History and Certain Corporate Matters - Changes in our registered office*" on page 161.

Address of the Registrar of Companies

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

The Registrar of Companies, Mumbai at Maharashtra
100, Everest, Marine Drive,
Mumbai – 400 002, Maharashtra, India.

Board of Directors

Our Board comprises the following Directors as on the date of filing of this Red Herring Prospectus:

Name	Designation	DIN	Address
Sandeep Gangabishan Bajoria	Chairman and Managing Director	06597817	Flat No. 502, A Wing, Panchsheel-4, Raheja Township, Malad East, Mumbai – 400 097, Maharashtra, India.
Piyush Vijaykumar Kedia	Executive Director and Chief Financial Officer	00635105	Jamuna Niwas, 1st Floor, 32/A, JaiBharat Society, 3rd Road, Khar West, Mumbai – 400 052, Maharashtra, India.
Nilesh Victor Correia	Non-Executive Director	07847807	A/1502, 15th Floor, Empress Building, Holy Cross Road, I C Colony, Borivali West, Mumbai – 400 103, Maharashtra, India.
Zubair Rahman	Whole Time Director	08267547	314, Phulat, Muzzaffarnagar, Uttar Pradesh – 251 201, India.
Ashwin Manoharlal Agarwal	Independent Director	10547086	303/304, Asmita Sand Dunes, Sunder Nagar, Opposite Radha Krishna School, Malad West, Mumbai – 400 064, Maharashtra, India.
Himanshi Tiwari	Independent Director	10545195	Makan No. 268, Ward No. 17, Bos Coloney Maihar, bora company ke pass, Maihar, Satna – 485 771, Madhya Pradesh, India.

For brief profiles and further details of our Directors, see "*Our Management*" on page 166.

Company Secretary and Compliance Officer

Kiran Honnaya Shettigar is the Company Secretary and Compliance Officer of our Company. His contact details are as follows:

Kiran Honnaya Shettigar
ATC Energies System Limited
Unit No. 3, Plot No. 33, New India Industrial Estate,
Mahal, IN AR, Off MC Road, Andheri East,
Mumbai – 400 093,
Maharashtra, India.
Telephone: +91 72088 78270
E-mail: cs@atcgroup.co

Investor Grievances

Investors can contact the Company Secretary and Compliance Officer, the Book Running Lead Manager or the Registrar to the Offer in case of any pre-Offer or post-Offer related matters, 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.

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

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchange 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 Book Running Lead Manager 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 Book Running Lead Manager where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Manager

Indorient Financial Services Limited
B-805, Executive Spaces, Rustomjee Central Park,
Andheri Kurla Road, Chakala,
Mumbai – 400 093,
Maharashtra, India
Telephone: +91 79772 12186
E-mail: compliance-ifsl@indorient.in
Investor Grievance ID: wecare@indorient.in
Website: www.indorient.in
Contact Person: Ivor Anil Misquith
SEBI Registration Number: INM000012661

Indorient Financial Services Limited is the sole Book Running Lead Manager to the Offer, and accordingly, there is no inter se allocation of responsibilities in the Offer. The details of responsibilities of the Book Running Lead Manager are as follows:

Sr. No.	Activity
1.	Capital Structuring with relative components and formalities such as type of instruments, etc.
2.	Due diligence of Company's operations/management/business plans/legal etc. Drafting, design and reviewing of Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus including memorandum containing salient features of the Prospectus. The Book Running Lead Manager shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchange, RoC and SEBI including finalization of Prospectus and RoC filing, follow up and coordination till final approval from all regulatory authorities
3.	Drafting and approval of all statutory advertisement
4.	Drafting and approval of all publicity material other than statutory advertisement as mentioned in 3 above including media monitoring, corporate advertisement, brochure etc.
5.	Appointment of other intermediaries viz., Registrar's, Printers, Advertising Agency, Sponsor Bank and Bankers to the Offer (including coordinating all agreements to be entered with such parties)
6.	Preparation of road show presentation and FAQs for the road show team
7.	Domestic institutions/banks/mutual funds marketing strategy • Finalizing the list and division of investors for one to one meetings, and • Finalizing investor meeting schedules
8.	Non-Institutional and Retail marketing of the Issue, which will cover, inter alia, • Formulating marketing strategies, preparation of publicity budget • Finalize Media and PR strategy • Finalizing centers for holding conferences for press and brokers • Finalizing collection centres; • Follow-up on distribution of publicity and Offer material including form, prospectus and deciding on the quantum of the Offer material
9.	Co-ordination with Stock Exchange for Book Building software, bidding terminals, and mock trading.
10.	Finalization of pricing, in consultation with the Company
11.	Post-Offer activities, which shall involve managing Anchor book related activities and submission of letters to regulators post completion of Anchor issue, management of escrow accounts, coordinating underwriting, coordination of non-institutional allocation, finalization of the basis of allotment based on technical rejections, essential follow-up steps including follow-up with bankers to the Offer and Self Certified Syndicate Banks and coordination with various agencies connected with the post-Offer activity such as registrars to the issue, bankers to the issue, Self-Certified Syndicate Banks etc. listing of instruments, demat credit and refunds/ unblocking of funds announcement of allocation and dispatch of refunds to Bidders, etc.,
12.	Coordination with Stock Exchange for the media compliance report.
13.	Ensure compliance with the SEBI UPI Circulars and shall conduct all activities as mentioned in the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, including but not limited to ensuring appointment of a nodal officer by the SCSB and submission of their details to SEBI, ensuring fulfilment of the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, ensuring fulfilment of the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and ensuring that 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. The functions and duties of Book Running Lead Manager set out in the SEBI UPI Circulars and in the circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, are deemed to form part of this Agreement.

Legal Counsel to the Offer

M/s. Crawford Bayley & Co.
State Bank Building, 4th Floor,
NGN Vaidya Marg,
Fort, Mumbai – 400 023,
Maharashtra, India.
Telephone: +91 22 2266 3353
Email: Sanjay.asher@crawfordbayley.com
Contact Person: Sanjay Asher

Statutory Auditor to our Company

M/s. A Kasliwal & Company, Chartered Accountants
232, Udyog Bhawan, Sonawala Lane,
Goregaon East, Mumbai – 400 063,
Maharashtra, India.
Telephone: +91 9819096877
Email: ambarkasliwal@gmail.com
Firm Registration Number: 011727C
Peer review number: 016084

Changes in Statutory Auditors

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

Sr. No.	Particulars of the Auditors	Date of Change	Reason
1.	**Subhash Soni & Co., Chartered Accountants**, 32A, 3rd Floor, 380/82, Amruteshwar CHS Ltd., JSS Road, Chira Bazaar, Mumbai – 400 002, Maharashtra, India. **Email**: sultania_subhash@yahoo.com **Contact Person**: Subhash Soni **Firm Registration No.**: 117948W **Membership No.**: 103208	January 12, 2024	Resignation due to pre-occupation in other assignments.
2.	**M/s. A Kasliwal & Company, Chartered Accountants,** 232, Udyog Bhawan, Sonawala Lane, Goregaon East, Mumbai – 400 063, Maharashtra, India Telephone: +91 9819096877 **Email**: ambarkasliwal@gmail.com **Firm Registration Number**: 011727C **Peer review number**: 016084	January 23, 2024	Appointed as the statutory auditors
3.	**M/s. A Kasliwal & Company, Chartered Accountants,** 232, Udyog Bhawan, Sonawala Lane, Goregaon East, Mumbai – 400 063, Maharashtra, India Telephone: +91 9819096877 **Email**: ambarkasliwal@gmail.com **Firm Registration Number**: 011727C **Peer review number**: 016084	September 30, 2024	Re-appointed as the statutory auditors for a period of 5 years

Registrar to the Offer

KFIN Technologies Limited
Selenium Tower B, Plot No – 31 & 32, Gachibowli,
Financial District, Nanakramguda, Serilingampally,
Hyderabad – 500 032, Telangana, India.
Telephone: +91 40 6716 2222 / 18003094001
E-mail: aesl.ipo@kfintech.com
Investor grievance e-mail: einward.ris@kfintech.com
Website: www.kfintech.com
Contact person: M. Murali Krishna
SEBI Registration Number: INR000000221

Banker(s) to the Offer/ Refund Bank(s)/ Sponsor Bank(s)

ICICI BANK LIMITED
Capital Market Division, 5th Floor
Backbay Reclamation, Churchgate
Mumbai – 400 020,
Maharashtra, India.
Telephone: +91 88797 69912
Attention: Varun Badai
Website: www.icicibank.com
Email: ipocmg@icicibank.com

Bankers to our Company

Kotak Mahindra Bank Limited
27 BKC, C27, G Block,
Bandra Kurla Complex,
Bandra East, Mumbai – 400 051,
Maharashtra, India.
Telephone: 0120 - 6571050
Contact Person: Ankit Awasthi
Website: www.kotak.com
Email: ankit.awasthi1@kotak.com

IndusInd Bank Limited
Ground Floor, Building No. 8,
Solitaire Corporate Park, Chakala,
Andheri East, Mumbai – 400 093,
Maharashtra, India.
Telephone: +91 9673528307
Contact Person: Parul Singh
Website: www.indusind.com
Email: parul.sing@indusind.com

ICICI Bank Limited
Sadhguru Darshan, Road No. 3,
Liberty Garden, Malad (W),
Mumbai – 400 064,
Maharashtra, India.
Telephone: +91 8169467608

Contact Person: Sahana Prabhu
Website: www.icicibank.com
Email: sahana.prabhu@icicibank.com

Market Maker to the Offer
Alacrity Securities Limited
101-102/B, Hari Darshan,
Bhogilal Fadia Road,
Kandivali West, Mumbai – 400 067,
Maharashtra, India
Telephone: +91 95944 99983
Contact Person: Kishore V Shah
Website: www.alacritysec.com
Email: alacritysec@gmail.com
SEBI Registration No: INZ000215936

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a UPI Bidders using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.

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 provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. This list is also available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 appearing in the "list of mobile applications for using UPI in public issues" displayed on the SEBI website as updated from time to time or any such other website as may be prescribed by SEBI from time to time. Details of nodal officers of SCSBs, identified for Bids made through the UPI Mechanism, are available at www.sebi.gov.in.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investor and RIBs) 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 (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time or any other website prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time or any other website prescribed by SEBI from time to time.

Registered Brokers

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

RTAs

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10 and Stock Exchange at https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx and https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures or any such other websites 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 name and contact details, is provided on the website of the Stock Exchange at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, or any such other websites as updated from time to time.

Experts

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

Our Company has received written consent dated August 29, 2024 from the Statutory Auditor, namely, M/s. A Kasliwal & Co., Chartered Accountants, to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this 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 (i) their examination report dated March 17, 2025 on the Restated Financial Information; and (ii) their report dated March 17, 2025 on the statement of possible special tax benefits in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

In addition, our Company has received written consent dated August 22, 2024 from Mayur Choukse – Proprietor of Architectural Firm: Aarambh Design Studio, as Independent Architect to include its name as an "expert" as defined under Section 2(38) and other applicable provisions of the Companies Act, 2013 in respect of the cost assessment report dated August 22, 2024, on capital expenditure towards (a) Refurbishment, Civil and Upgradation Works at Company's factory in Noida (b) IT equipment installation and upgradation works at their factories located in Vasai, Mumbai and Noida as well as our Registered Office and such consent has not been withdrawn as on the date of this 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 also received a written consent dated September 21, 2024 from Aditya Kaushik – Proprietor of Engineering Firm: Point Solutions, as a Chartered Engineer to include its name as an "expert" as defined under Section 2(38) and other applicable provisions of the Companies Act, 2013 in respect of the 'Plant Capacity Utilization' certificate dated September 21, 2024, to determine the installed and production capacity of the Company's Manufacturing Facilities located in Vasai, Mumbai and Noida. Such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Monitoring Agency

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

Appraising Entity

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

Credit Rating

As this is an offer of Equity Shares, there is no credit rating for the Offer.

IPO Grading

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

Debenture Trustees

As this is an offer of Equity Shares, no debenture trustee has been appointed for the Offer.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Filing of this Red Herring Prospectus

This Red Herring Prospectus is being filed with the EMERGE Platform of National Stock Exchange of India Limited.

The Red Herring Prospectus shall not be filed with SEBI, nor shall SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI ICDR, 2018. However, pursuant to Regulation 246(5), the soft copy of Red Herring Prospectus shall be submitted to SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring Prospectus and Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in. A copy of the Red Herring Prospectus/ Prospectus along with the documents required to be filed under Section 26, Section 28 and Section 32 of the Companies Act, 2013 will be delivered to the Registrar of Company, Maharashtra at Mumbai at 100, Everest, Marine Drive, Mumbai – 400 002, Maharashtra, India.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms within the Price Band, which will be decided by our Company in consultation with the BRLM, and if not disclosed in the Red Herring Prospectus, will be advertised all editions of Financial Express, an English national daily newspaper and all editions of Jansatta, a Hindi national daily newspaper and editions of Prathakal, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company in consultation with the BRLM, after the Bid/Offer Closing Date. For further details, see "*Offer Procedure*" on page 245.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the RIBs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Except for Allocation to RIBs, Non-Institutional Bidders and the QIBs in the Net QIB Portion, Allocation in the Offer will be on a proportionate basis. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs (other than Anchor Investors) and Non-Institutional Investors will be on a

proportionate basis while allocation to Anchor Investors will be on a discretionary basis. For further details, see "*Terms of the Offer*" and "*Offer Procedure*" on pages 229 and 245 respectively.

The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

Bidders should note the Offer is also subject to: (i) obtaining final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment within three Working Days of the Bid/Offer Closing Date or such other time period as prescribed under applicable law, and (ii) acknowledgment of the RoC for filing of the Prospectus with the RoC.

For further details on the method and procedure for Bidding, see "*Offer Structure*", "*Offer Procedure*" and "*Terms of the Offer*" on pages 240, 245 and 229, respectively.

Illustration of Book Building and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Offer Procedure*" on page 245.

Underwriting Agreement

The Underwriting Agreement is dated March 6, 2025. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

Name, Address, Telephone Number and Email Address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (in ₹ lakhs)
Indorient Financial Services Limited **Address**: B-805, Executive Spaces, Rustomjee Central Park, Andheri Kurla Road, Chakala, Mumbai 400 093, Maharashtra, India **Tel. No.:** +91 79772 12186 **Email**: compliance-ifsl@indorient.in **Website**: www.indorient.in **SEBI Registration No.:** INM000012661	up to 8,10,540	Equivalent to the number of shares underwritten at the Offer Price
Alacrity Securities Limited **Address**: 101-102/B, Hari Darshan, Bhogilal Fadia Road, Kandivali West, Mumbai – 400 067, Maharashtra, India **Tel No.:** +91 95944 99983 **Email:** alacritysec@gmail.com	Up to 45,93,060	Equivalent to the number of shares underwritten at the Offer Price

Website: www.alacritysec.com **SEBI Registration No:** INZ000215936		

As per Regulation 260(2) of SEBI ICDR Regulations, 2018, the Book Running Lead Manager has agreed to underwrite to a minimum extent of 15% of the Offer out of its own account. In the opinion of the Board of Directors (based on certificate given by the Underwriters), the resources of the above-mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full.

The above-mentioned is indicative underwriting amount and will be finalised after determination of Offer Price and actual allocation in accordance with provisions of the SEBI ICDR Regulations.

In the opinion of our Board (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board / IPO Committee, will at its meeting accept and enter into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement.

DETAILS OF MARKET MAKING ARRANGEMENT FOR THIS OFFER

The Company and the Book Running Lead Manager have appointed Alacrity Securities Limited as the Market Maker to the Offer.

Our Company has entered into Market Making Agreement dated March 6, 2025 with the Market Maker, to fulfil the obligations of market making:

The details of Market Maker are set forth below:

Name	Alacrity Securities Limited
Correspondence Address	101-102/B, Hari Darshan, Bhogilal Fadia Road, Kandivali West, Mumbai –400067, Maharashtra, India
Telephone	022-69527500
Email	alacritysec@gmail.com
Website	www.alacritysec.com
Contact Person	Kishore V Shah
SEBI Registration Number	INZ000215936

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI ICDR Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time.

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of EMERGE Platform of NSE and SEBI from time to time.
3. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and EMERGE Platform of NSE from time to time.
4. The Market Maker is required to comply with SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012, SEBI ICDR Regulations and relevant Exchange Circulars including.

5. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
6. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to issue their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
7. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
8. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
9. There would not be more than five Market Makers for a scrip at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
10. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on EMERGE Platform of NSE and Market Maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
11. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Offer Size. Any Equity Shares allotted to Market Maker under this Offer over and above 25% of Offer Size would not be taken into consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Offer Size, the Market Maker will resume providing 2-way quotes.
12. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems or any other problems. All controllable reasons require prior approval from the Exchange, while force majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
13. The Market Maker shall have the right to terminate the said arrangement by giving a one (1) month advance notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

    In case of termination of the above-mentioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI ICDR Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time.

14. Risk containment measures and monitoring for Market Makers:

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

15. Punitive Action in case of default by Market Makers:

EMERGE Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties/fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Stock Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

16. Price Band and Spreads:

SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for offer size up to ₹250 crores, the applicable price bands for the first day shall be:

i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price
ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the offer price

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

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

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

All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

CAPITAL STRUCTURE

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

(in ₹ lakhs, except share data or indicated otherwise)

		Aggregate nominal value	Aggregate value at Offer Price[(1)]
A.	**AUTHORIZED SHARE CAPITAL**		
	2,50,00,000 Equity Shares of face value ₹10 each	2,500.00	[●]
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	1,60,65,000 Equity Shares of face value ₹10 each	1,606.50	[●]
C.	**PRESENT OFFER**		
	Offer of up to 54,03,600 Equity Shares of face value ₹ 10 each[(2)] at a price of ₹ [●] per equity share (including a share premium of ₹ [●]) per Equity Share aggregating to ₹ [●] lakhs.	540.36	[●]
	Of which		
	Fresh Issue of up to 43,23,600 Equity Shares of face value ₹ 10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●]) per Equity Share aggregating up to ₹ [●] lakhs [(2)]	432.36	[●]
	Offer for Sale of up to 10,80,000 Equity Shares of face value ₹10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●]) per Equity Share aggregating up to ₹ [●] lakhs [(3)]	108.00	[●]
	Which includes		
	Market Reservation Portion of up to 2,71,200 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] lakhs	271.20	[●]
	Net Offer to the public of up to 51,32,400 Equity Shares	513.24	[●]
D.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER[(1)]**		
	Upto 2,03,88,600 Equity Shares of face value ₹10 each	[●]	[●]
E.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer	Nil	
	After the Offer [(1)]	[●]	

Notes:

1. *To be included upon finalization of the Offer Price.*
2. *The Offer has been authorised by our Board pursuant to its resolution dated May 2, 2024 and the Fresh Issue has been authorised by our Shareholders pursuant to their resolution dated May 6, 2024. Further, our Board have taken on record the approval for the Offer for Sale by the Selling Shareholder pursuant to its resolution dated May 6, 2024, which were subsequently ratified by the Board Resolution and Shareholders Resolution dated January 21, 2025 and February 3, 2025, respectively.*
3. *Selling Shareholder confirms that the Offered Shares held by him respectively, are eligible for being offered for sale in the Offer as required under Regulation 8 of the SEBI ICDR Regulations. For details on authorisation of the Selling Shareholder in relation to their respective portion of the Offered Shares, see "The Offer" and "Other Regulatory and Statutory Disclosures" on pages 51 and 215, respectively.*

For details of changes to our Company's authorised share capital in the last 10 years, see "*History and Certain Corporate Matters – Amendments to the Memorandum of Association*" on page 161**.**

Notes to the Capital Structure:

1. **Share capital history of our Company:**

(a) Equity share capital

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

Date of allotment	No of Equity Shares	Face value (₹)	Offer Price per equity share (₹)	Nature of considerations	Reasons / nature of allotment	Name of allottees	Cumulative no of equity shares	Cumulative paid-up equity share capital (in ₹)
September 2, 2020	50,000	10	10	Cash	Subscription to the MoA	Allotment of 49,000 Equity Shares to Sandeep Gangabishan Bajoria, 500 Equity Shares to Asha Piyush Kedia and 500 Equity Shares to Pradeep Gangabishan Bajoria	50,000	5,00,000
December 1, 2021	25,00,000	10	Not Applicable	Other than cash	Bonus issue in the ratio 50:1	Allotment of 24,25,000 Equity shares to Sandeep Gangabishan Bajoria, 25,000 Equity shares to Asha Piyush Kedia, 25,000 Equity Shares to Pradeep Gangabishan Bajoria and 25,000 Equity shares to Zubair Rahman.	25,50,000	2,55,00,000
February 21, 2024	1,35,15,000	10	Not Applicable	Other than cash	Bonus issue in the ratio 5.30:1	Allotment of 1,29,98,780 Equity shares to Sandeep Gangabishan Bajoria, 1,35,150 Equity Shares to Asha Piyush Kedia, 1,35,150 Equity Shares to Pradeep Gangabishan Bajoria, 1,88,150 Equity Shares to Zubair	1,60,65,000	16,06,50,000

Date of allotment	No of Equity Shares	Face value (₹)	Offer Price per equity share (₹)	Nature of considerations	Reasons / nature of allotment	Name of allottees	Cumulative no of equity shares	Cumulative paid-up equity share capital (in ₹)
						Rahman, 18,020 Equity Shares to Ankur Ashok Jain, 10,600 Equity Shares to Rajnish Kumar, 10,600 Equity Shares to Shekhar Shantaram Ghag, 10,600 Equity Shares to Sunny Chhaganlal Sagar, 5,300 Equity Shares to Bhushan Vasant Shinde and 2650 Equity Shares to Vaisakh Haridas.		

(b) **History of Preference share capital**

As on the date of this Red Herring Prospectus, our Company does not have any Preference Share Capital.

2. **Equity shares issued for consideration other than cash or out of revaluation of reserves**

Our Company has not issued any Equity Shares out of revaluation reserves since its incorporation. Except as disclosed below, our Company has not issued any equity shares for consideration other than cash or any bonus issues since its incorporation:

Date of allotment	No of Equity Shares	Face value (₹)	Offer Price per equity share (₹)	Nature of considerations	Name of allottees	Reasons/nature of allotment
December 1, 2021	25,00,000	10	Not Applicable	Other than cash	Allotment of 24,25,000 Equity shares to Sandeep Gangabishan Bajoria, 25,000 Equity shares to Asha Piyush Kedia, 25,000 Equity Shares to Pradeep Gangabishan Bajoria and 25,000 Equity shares to Zubair Rahman.	Bonus issue in the ratio 50:1
February 21, 2024	1,35,15,000	10	Not Applicable	Other than cash	Allotment of 1,29,98780 Equity shares to Sandeep Gangabishan Bajoria, 1,35,150 Equity Shares to Asha Piyush Kedia, 1,35,150 Equity Shares to Pradeep Gangabishan Bajoria, 1,88,150 Equity Shares to Zubair Rahman, 18,020 Equity Shares to Ankur Ashok Jain, 10,600 Equity Shares to Rajnish Kumar, 10,600 Equity Shares to Shekhar	Bonus issue in the ratio 5.30:1

Date of allotment	No of Equity Shares	Face value (₹)	Offer Price per equity share (₹)	Nature of considerations	Name of allottees	Reasons/nature of allotment
					Shantaram Ghag, 10,600 Equity Shares to Sunny Chhaganlal Sagar, 5,300 Equity Shares to Bhushan Shinde and 2650 Equity Shares to Vaisakh Haridas.	

3. **Allotment of equity shares pursuant to schemes of arrangement**

Our Company has not issued or allotted any equity shares pursuant to any schemes of arrangement approved under sections 391-394 of the Companies Act, 1956 or sections 230 - 234 of the Companies Act, 2013.

4. **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 a period of one year preceding the date of this Red Herring Prospectus.

5. **Issue of Equity Shares under employee stock option schemes**

Our Company has not issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme.

6. **Shareholding pattern of our Company**

The table below presents the equity shareholding pattern of our Company as on the date of this Red Herring Prospectus:

Category (I)	Category of shareholder (II)	Number of shareholders (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 Equity Shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of Equity 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 underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted Equity 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)
								Number of Voting Rights										
								Class (Equity Shares)	Class (Others)	Total	Total as a % of (A+B+C)			Number (a)	As a % of total Equity Shares held (b)	Number (a)	As a % of total Equity Shares held (b)	
(A)	Promoter and Promoter Group	3	1,57,72,680	-	-	1,57,72,680	98.18	1,57,72,680		1,57,72,680	98.18	-	-	-	-	-	-	1,57,72,680
(B)	Public	7	2,92,320		-	2,92,320	1.82	2,92,320		2,92,320	1.82	-	-	-	-	-	-	2,92,320
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**10**	**1,60,65,000**		**-**	**1,60,65,000**	**100.00**	**1,60,65,000**		**1,60,65,000**	**100.00**		**-**	**-**	**-**	**-**	**-**	**1,60,65,000**

* *This reflects the total number of folios, including Shareholders holding Equity Shares under more than one folio*

7. **Details of shareholding of the major Shareholders of our Company.**

As on the date of this Red Herring Prospectus, our Company has 10 Shareholders.

a) Set forth below are details of Shareholders holding 1% or more of the paid-up equity share capital of our Company as on the date of this Red Herring Prospectus and as of 10 days prior to the date of this Red Herring Prospectus.

Sr. No.	Shareholder	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre-Offer Equity Share capital (%)*
1.	Sandeep Gangabishan Bajoria	1,54,51,380	96.18
2.	Asha Piyush Kedia	1,60,650	1.00
3.	Pradeep Gangabishan Bajoria	1,60,650	1.00
4.	Zubair Rahman	2,23,650	1.39
	Total	**1,59,96,330**	**99.57**

**The percentage is calculated against the total share capital of our Company*.

b) Set forth below are details of Shareholders holding 1% or more of the paid-up equity share capital of our Company as of one year prior to the date of this Red Herring Prospectus.

Sr. No.	Shareholder	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre-Offer Equity Share capital (%)*
1.	Sandeep Gangabishan Bajoria	1,54,51,380	96.18
2.	Asha Piyush Kedia	1,60,650	1.00
3.	Pradeep Gangabishan Bajoria	1,60,650	1.00
4.	Zubair Rahman	2,23,650	1.39
	Total	**1,59,96,330**	**99.57**

** The percentage is calculated against the total share capital of our Company*.

c) Set forth below are details of Shareholders holding 1% or more of the paid-up equity share capital of our Company as of two years prior to the date of this Red Herring Prospectus.

Sr. No.	Shareholder	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre-Offer Equity Share capital (%)*
1.	Sandeep Gangabishan Bajoria	24,73,500	97
2.	Asha Piyush Kedia	25,500	1
3.	Pradeep Gangabishan Bajoria	25,500	1
4.	Zubair Rahman	25,500	1
	Total	**25,50,000**	**100**

***** *The percentage is calculated against the total share capital of our Company*.

8. **Details of Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company**

Sr No	Name	Number of Equity Shares	Percentage of the pre-Offer Equity Share capital* (%)	Percentage of the post-Offer Equity Share capital* (%)
Directors				
1.	Sandeep Gangabishan Bajoria	1,54,51,380	96.18	[●]
2.	Piyush Vijaykumar Kedia	-	-	[●]
3.	Nilesh Correia	-	-	[●]
4.	Zubair Rahman	2,23,650	1.39	[●]
5.	Ashwin Agarwal	-	-	[●]
6.	Himanshi Tiwari	-	-	[●]
Key Managerial Personnel*				

1.	Piyush Vijaykumar Kedia (CFO)	-	-	-
2.	Kiran Honnaya Shettigar (CS and Compliance Officer)	-	-	-
Senior Managerial Personnel				
1.	Rajnish Kumar	12,600	0.08	[●]

**Shareholding of Sandeep Gangabishan Bajoria and Zubair Rehman being the Key Managerial Personnel of the Company are included in the heading of Directors.*

9. **Details of Shareholding of our Promoter, members of Promoter Group in our Company**

As on the date of this Red Herring Prospectus, our Promoter, Sandeep Gangabishan Bajoria holds 1,54,51,380 Equity Shares aggregating to approximately 96.18% of the issued, subscribed and paid-up Equity Share capital of our Company.

Set forth below is the build-up of the equity shareholding of our Promoter and promoter group, since incorporation of our Company.

Date of allotment/ transfer / acquisition of equity shares	**No of Equity Shares**	**Face value (₹)**	**Issue/ Transfer/ Acquisition price per equity share (₹)**	**Nature of considerations**	**Nature of transaction**	**Percentage of Equity Share capital of the Company (%)**	**No. of Equity Shares**	**Percentage of Equity Share capital of the Company (%)***
Sandeep Gangabishan Bajoria								
September 2, 2020	49,000	10	10	Cash	Subscription to MOA	98	49,000	[●]
July 9, 2021	(500)	10	10	Cash	Transfer of 500 shares to Zubair Rahman	97	48500	[●]
December 1, 2021	24,25,000	10	Not Applicable	Other than Cash	Bonus issuance in the ratio of 50 Equity Shares for every 1 Equity shares	97	24,73,500	[●]
February 20, 2024	(3400)	10	88	Cash	Transfer of 3,400 shares to Ankur Ashok Jain	96.87	24,70,100	[●]
February 20, 2024	(1,000)	10	88	Cash	Transfer of 1,000 shares to Bhushan Vasant Shinde	96.83	24,69,100	[●]
February 20, 2024	(2,000)	10	88	Cash	Transfer of 2000 shares to Rajnish Kumar	96.75	24,67,100	[●]
February 20, 2024	(2,000)	10	88	Cash	Transfer of 2000 shares to Shekhar Shantaram Ghag	96.67	24,65,100	[●]
February 20, 2024	(2,000)	10	88	Cash	Transfer of 2000 shares to Sunny Chhaganlal Sagar	96.59	24,63,100	[●]
February 20, 2024	(500)	10	88	Cash	Transfer of 500 shares to Vaisakh Haridas	96.57	24,62,600	[●]
February 20, 2024	(10,000)	10	88	Cash	Transfer of 10,000 shares to Zubair Rehman	96.18	24,52,600	[●]
February 21, 2024	1,29,98,780	10	Not Applicable	Other than Cash	Bonus issuance in the ratio of 5.30 Equity shares for every 1 equity shares.	96.18	1,54,51,380	[●]
Asha Piyush Kedia								
September 2, 2020	500	10	10	Cash	Subscription to MOA	1	500	[●]

Date of allotment/ transfer / acquisition of equity shares	No of Equity Shares	Face value (₹)	Issue/ Transfer/ Acquisition price per equity share (₹)	Nature of considerations	Nature of transaction	Percentage of Equity Share capital of the Company (%)	No. of Equity Shares	Percentage of Equity Share capital of the Company (%)*
December 1, 2021	25,000	10	Not Applicable	Other than Cash	Bonus issuance in the ratio of 50 Equity Shares for every 1 Equity shares	1	25,500	[●]
February 21, 2024	1,35,150	10	Not Applicable	Other than cash	Bonus issuance in the ratio of 5.30 Equity shares for every 1 equity shares.	1	1,60,650	[●]
Pradeep Gangabishan Bajoria								
September 2, 2020	500	10	10	Cash	Subscription to MOA	1	500	[●]
December 1, 2021	25,000	10	Not Applicable	Other than Cash	Bonus issuance in the ratio of 50 Equity Shares for every 1 Equity shares	1	25,500	[●]
February 21, 2024	1,35,150	10	Not Applicable	Other than cash	Bonus issuance in the ratio of 5.30 Equity shares for every 1 equity shares.	1	1,60,650	[●]
Total	**1,57,72,680**					**98.18**	**1,57,72,680**	[●]

** Subject to finalisation of Basis of Allotment.*

10. There are no financing arrangements wherein the Promoter, Promoter Group, the Directors of our Company and their relatives, have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six (6) months immediately preceding the date of filing of the Red Herring Prospectus.

11. All the Equity Shares held by our Promoter were fully paid-up on the respective dates of acquisition of such Equity Shares. Further, none of the Equity Shares held by our Promoter are pledged as of the date of this Red Herring Prospectus.

12. The entire shareholding of our Promoter is in dematerialised form as of the date of this Red Herring Prospectus. Except as disclosed below, the members of the Promoter Group (other than our Promoter) do not hold any Equity Shares as on the date of this Red Herring Prospectus:

Sr. No.	Shareholder	Pre - Offer		Post - Offer	
		Number of Equity Shares of face value of ₹ 10 each	Percentage of Equity Share capital (%)	No. of Equity Shares	Percentage of Equity Share capital (%)*
1.	Asha Piyush Kedia	1,60,650	1.00	[●]	[●]
2.	Pradeep Gangabishan Bajoria	1,60,650	1.00	[●]	[●]

** Subject to finalisation of Basis of Allotment*

(a) Details of Promoters' contribution and lock-in for three years

Pursuant to Regulation 236 and 238 of the SEBI (ICDR) Regulations, an aggregate of 20% of the fully diluted post-Offer capital of our Company held by the Promoter shall be locked in for a period of three years from the date of Allotment ("**Minimum Promoter' Contribution**"), and the Promoters' shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of one year from the date of Allotment.

The lock-in of the Minimum Promoter's Contribution would be created as per applicable laws and procedures and details of the same shall also be provided to the Stock Exchange before the listing of the Equity Shares.

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

(b) Details of the Equity Shares to be locked-in for three years from the date of Allotment as Minimum Promoter's Contribution are set forth in the table below*:

Name of the Promoter	Number of Equity Shares locked-in	Date of allotment of Equity Shares and when made fully paid-up	Nature of transaction	Face Value per Equity Share (₹)	Offer/ Acquisition price per Equity Share (₹)	Percentage of the pre-Offer paid-up capital (%)	Percentage of the post-Offer paid-up capital (%)	Date up to which the Equity Shares are subject to lock-in
Sandeep Gangabishan Bajoria	40,80,000	February 21, 2024	Bonus Issue	10	[●]	25.40%	[●]	[●]
Total	**40,80,000**	[●]	[●]	[●]	[●]	**25.40%**	[●]	[●]

** To be included in the Prospectus.*

(c) Our Promoter 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 the Minimum Promoters' Contribution. Our Promoter have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoter's Contribution from the date of filing of this 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. The Minimum Promoters' Contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as "promoter" under the SEBI ICDR Regulations.

For details on the build-up of the Equity Share capital held by our Promoter, see "*Details of the Build-up of our Promoter's shareholding*" on page 77.

(d) The Promoter's Contribution has been brought to the extent of not less than the specified minimum lot and from persons defined as 'promoter' under the SEBI (ICDR) Regulations.

(e) The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoter's Contribution under Regulation 237 of the SEBI (ICDR) Regulations. In this computation, as per Regulation 237 of the SEBI (ICDR) Regulations, our Company confirms that the Equity Shares which are being locked-in do not, and shall not, consist of:

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

Reg No.	Promoter's Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237(1)(a)(i)	Specified Securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or	The minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible**

	capitalization of intangible assets is involved in such transaction.	
237(1)(a)(ii)	Specified Securities acquired during the preceding three years, resulting from a bonus issue by utilisation of revaluation reserves or unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum promoters' contribution;	The minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible**
237(1)(b)	Specified Securities acquired by promoters during the preceding one year, at a price lower than the price at which the specified securities are being offered to the public in the initial public offer.	The minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible**
237(1)(c)	Specified securities allotted to the promoters during the preceding one year at a price less than the Offer Price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms or limited liability partnerships, where the partners of the erstwhile partnership firms or limited liability partnerships are the promoters of the issuer and there is no change in the management. Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible.	The minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible**
237(1)(d)	Specified securities pledged with any creditor	Our Promoter has not pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible**

Our Company has not been formed by the conversion of a partnership firm into a company in the past one year and thus, no Equity Shares have been issued to our Promoter upon conversion of a partnership firm in the past one year. All the Equity Shares held by the Promoter are held in dematerialized form.

Other than the Equity Shares locked-in as Promoter's Contribution for a period of three years as stated in the table above, the entire pre-Offer capital of our Company, including the excess of minimum Promoter's Contribution, as per Regulation 237 (1) (a) and (b) and 238 of the SEBI (ICDR) Regulations, shall be locked in for a period of one year from the date of Allotment of Equity Shares in the Offer. Such lock – in of the Equity Shares would be created as per the bye laws of the Depositories.

13. **Other Requirements in respect of '*lock-in*'**

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoter prior to the Offer may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code as applicable.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by our Promoter which are locked in as per the provisions of Regulation 237 (a) and (b) and 238 of the SEBI (ICDR) Regulations, may be transferred to and amongst Promoter(s) / members of the Promoter Group or to a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of Takeover Code, as applicable.

In terms of Regulation 242 of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoter can be pledged only with any scheduled commercial banks or public financial institutions or a systemically important non-banking finance company or a housing finance company as collateral security for loans granted by such banks or financial institutions, provided that such loans have been granted for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans.

In terms of Regulation 242 of the SEBI ICDR Regulations, locked in Equity Shares held by the Promoter may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans subject to the following conditions:

i. In respect of Equity Shares which are locked in for a period of one year, the pledge of the Equity Shares is one of the terms of the sanction of the loan.

ii. In respect of Equity Shares which are locked in for a period of three years, the loan has been granted by such scheduled commercial bank or public financial institution or systemically important non-banking finance company or housing finance company to our Company for the purpose of financing one or more of the Objects of the Offer and the pledge of the Equity Shares is one of the terms of the sanction of the loan.

An oversubscription to the extent of 10% of the Offer can be retained for the purposes of rounding off to the nearer multiple of minimum allotment lot, while finalizing the Basis of Allotment. Consequently, the actual allotment may go up by a maximum of 10% of the Offer as a result of which, the post-offer paid up capital after the Offer would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to lock- in shall be suitably increased so as to ensure that 20% of the Post Offer paid-up capital is locked in for three years.

14. There has been no acquisition of equity shares with any special rights including any right to nominate Directors on our Board, in the immediately preceding three years (including the immediately preceding one year) by our Promoter, the Selling Shareholder, members of the Promoter Group and Shareholders.

Lock-in of Equity Shares Allotted to Anchor Investors

In terms of Schedule XIII of the SEBI ICDR Regulations, the Equity Shares, if any, allotted to Anchor Investors shall be locked in for a period of 90 days on the fifty per cent of the shares allotted to the anchor investors from the date of allotment and a lock in of 30 days on the remaining 50 per cent of the shares allotted to the anchor investors from the date of Allotment of such Equity Shares.

15. Our Company has made the above-mentioned issuances and allotments of Equity Shares from the date of incorporation of our Company till the date of filing of the Draft Red Herring Prospectus in compliance with the relevant provisions of the Companies Act, 2013, to the extent applicable.

16. Our Company, our Promoter, our Directors and the BRLM have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Offer.

17. The post-Offer paid up Equity Share Capital of our Company shall not exceed the authorised Equity Share Capital of our Company.

18. There have been no financing arrangements whereby 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 Red Herring Prospectus.

19. No person connected with the Offer, including, but not limited to, our Company, the members of the Syndicate, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

20. Except for the Pre-IPO Placement, if any, there neither have been and there will be no further issue/offer of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of the Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchange or all application monies have been refunded, as the case may be.

21. This Offer is being made through Book Building Method.

22. No person connected with the Offer shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

23. As per RBI regulations, OCBs are not allowed to participate in this Offer.

24. Our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Red Herring Prospectus.

25. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

26. Our Company shall ensure that any transactions in Equity Shares by our Promoter and the Promoter Group during the period between the date of filing the Red Herring Prospectus and the date of closure of the Offer, shall be reported to the Stock Exchange within 24 hours of the transaction.

27. All Equity Shares offered pursuant to the Offer shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus.

28. As on the date of this Red Herring Prospectus, the BRLM and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The BRLM and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

29. As on the date of this Red Herring Prospectus, we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed Offer. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.

30. Our Promoter and the members of our Promoter Group will not subscribe in the Offer.

31. Except as disclosed below, none of our Directors, Key Management Personnel or Senior Management hold any Equity Shares in our Company:

Sr. No.	Name of the Shareholders	No. of Equity Shares	% of Pre-Offer Equity Share Capital
1.	Sandeep Gangabishan Bajoria – Chairman and Managing Director	1,54,51,380	96.18
2.	Zubair Rahman – Whole Time Director	2,23,650	1.39
3.	Rajnish Kumar – Production Head	12,600	0.08

32. An over-subscription to the extent of 1% of the Offer subject to the maximum post Offer paid up capital of ₹ 25 cr. can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Offer. Consequently, the actual allotment may go up by a maximum of 1% of the Offer, as a result of which, the post-Offer paid up capital after the Offer would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to 3-year lock- in shall be suitably increased; so as to ensure that 20% of the post Offer paid-up capital is locked in.

33. Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Offer.

OBJECTS OF THE OFFER

The Offer comprises of a Fresh Issue of up to 43,23,600 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] lakhs by our Company and an Offer for Sale of up to 10,80,000 Equity Shares of face value ₹ 10 each aggregating to ₹ [●] lakhs by the Selling Shareholder. For details, please refer chapter titled "*The Offer*" on page 51.

OFFER FOR SALE

The Selling Shareholder will be entitled to his portion of the proceeds from the Offer for Sale after deducting proportionate Offer related expenses and relevant taxes thereon. The proceeds of the Offer for Sale shall be received by the Selling Shareholder and will not form part of the Net Proceeds. Our Company will not receive any proceeds received from the Offer for Sale. Except for the listing fees which shall be solely borne by our Company, all Offer related expenses will be shared, upon successful completion of the Offer, between our Company and the Selling Shareholder on a pro-rata basis, in proportion to the Equity Shares issued and allotted by our Company in the Fresh Offer and the Equity Shares offered by the Selling shareholder in the Offer for Sale. For further details of the Offer for Sale, please refer chapter titled "*The Offer*" beginning on page 51. The Equity Shares offered for sale by the Selling Shareholder in the Offer are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations. The table below sets forth the details of offer for sale by the Selling Shareholder.

The details of the Offer for Sale are set out below:

Name of the Selling Shareholder*	Aggregate amount of Offer for Sale	Number of Equity Shares offered in the Offer for Sale	Date of consent letter
Sandeep Gangabishan Bajoria	Up to [●]	Up to 10,80,000	August 10, 2024

** The Selling Shareholder has confirmed and authorized his participation in the Offer for Sale in relation to the Offered Shares. The Shareholder confirms that the Offered Shared have been held by him for a period of at least one year prior to the filing of this Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations.*

Objects of the Fresh Offer

The Net Proceeds of the Fresh Issue, i.e., Gross Proceeds of the Fresh Issue less the offer expenses apportioned to our Company are proposed to be utilised in the following manner:

1. Repayment and/or pre-payment, in full, of the borrowing availed by our Company with respect to purchase of our Noida factory including land and building;
2. Funding the capital expenditure requirements towards refurbishment, civil and upgradation works at our Noida factory;
3. Funding the capital expenditure requirement towards IT upgradation at our Noida factory, Vasai factory and our registered office;
4. Funding working capital requirements of our Company;
5. General Corporate Purposes

(Collectively referred to herein as the "**Objects**"/ "**Objects of the Offer**")

In addition, our Company expects to achieve the benefits of listing of Equity Shares on the NSE EMERGE including enhancing our visibility and our brand image amongst our existing and potential customers and creating a public market for our Equity Shares in India.

The main objects and objects incidental and ancillary to the main objects clause, as set out in our Memorandum of Association, enables us to undertake the existing business activities and the activities for which funds are being raised by us through the offer. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our MoA.

Net Proceeds

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

(₹ in lakh)

Particulars	Amount*
Gross Proceeds from the Offer [(1)]	[●]
Less: Offer related expenses in relation to the Fresh Issue to be borne by our Company[(2)]	[●]
Net Proceeds [(1)]	[●]

[(1)] To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with RoC.
[(2)] The Offer related expenses shall vary depending upon the final offer size and the allotment of Equity Shares. For further details, please refer to heading titled 'Offer Related Expenses' on page number 93 of the RHP.

Utilization of Net Proceeds

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

(₹ in lakhs)

Sr. No.	Particulars	Estimated Amount [(1)]
1	Repayment and/or pre-payment, in full, the borrowing availed by our Company with respect to purchase of our Noida factory	952.83
2	Funding the capital expenditure requirements towards refurbishment, civil and upgradation works at our Noida factory [(2)]	672.16
3	Funding the capital expenditure requirement towards IT upgradation at our Noida factory and Vasai factory and our registered office [(3)]	746.88
4	Funding working capital requirements of our Company	950.00
5	General Corporate Purposes [(4)]	[●]
	Total (Net Proceeds)	[●]

[(1)] To be finalized on determination of the Offer Price and updated in the Prospectus prior to filing with the ROC.
[(2)] Total estimated cost as per the cost assessment report dated August 22, 2024 issued by Mayur Choukse – Proprietor of Architectural Firm: Aarambh Design Studio in respect of refurbishment, civil and upgradation works at our Noida factory.
[(3)] Total estimated cost as per the cost assessment report dated August 22, 2024 issued by Mayur Choukse – Proprietor of Architectural Firm: Aarambh Design Studio in respect of IT equipment installation and upgradation works at our factories located in Noida and Vasai as well as our registered office in Andheri, Mumbai.
[(4)]To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with RoC. In compliance with SEBI ICDR the amounts utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Offer.

Proposed Schedule of Implementation and Deployment of Net Proceeds

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

(₹ in lakhs)

Objects	Amount to be funded from Net Proceeds*	Amount to be deployed from the Net Proceeds in Fiscal 2025	Amount to be deployed from the Net Proceeds in Fiscal 2026
Repayment and/or pre-payment, in full, borrowing availed by our Company with respect to purchase of our Noida factory	952.83	-	952.83
Funding the capital expenditure requirements towards refurbishment, civil work and upgradation works at our Noida factory[(1)]	672.16	-	672.16
Funding the capital expenditure requirement towards IT upgradation at our Noida factory and Vasai factory and our registered office [(2)]	746.88	-	746.88
Funding working capital requirements of our Company	950.00	-	950.00
General Corporate Purposes [(3)]	[●]	-	[●]
Total	[●]	-	[●]

[(1)] Total estimated cost as per the cost assessment report dated August 22, 2024 issued by Mayur Choukse – Proprietor of Architectural Firm: Aarambh Design Studio in respect of refurbishment, civil and upgradation works at our Noida factory.
[(2)] Total estimated cost as per the cost assessment report dated August 22, 2024 issued by Mayur Choukse – Proprietor of Architectural Firm: Aarambh Design Studio in respect of IT equipment installation and upgradation works at our factories located in Noida and Vasai as well as our registered office in Andheri, Mumbai.

(3) To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with RoC. In compliance of SEBI ICDR the amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Offer.

The fund requirements, the proposed deployment of funds and the intended use of the Net Proceeds as set-out above are based on our current business plans, management estimates of future growth projections, vendor quotations, current circumstances of our business and prevailing market conditions, which are subject to change. Further, the fund requirements and proposed deployment of funds described herein have not been appraised by any bank or financial institution. For details, please refer Risk Factor – "*Any delays in the schedule of implementation of our proposed objects could have an adverse impact on our business, financial condition and results of operations.*" on page 38.

We may have to revise our funding requirements and deployment from time to time on account of various factors, such as, financial and market conditions, competition, business and strategy, negotiation with lenders and our vendors, interest/exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the proposed utilization of the Net Proceeds and changing the allocation of funds from its planned allocation including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable law.

Additionally, we have relied on the Report dated August 22, 2024 issued by Independent Architect, Mayur Choukse in relation to the estimated cost of refurbishment, civil and upgradation works at our Noida factory and IT equipment installation and upgradation works at our factories located in Noida and Vasai as well as our registered office in Andheri, Mumbai.

We propose to deploy the Net Proceeds towards the Objects in financial year 2026. However, if the Net Proceeds are not completely utilized for the objects stated above by the end of the above-mentioned period, such amounts will be utilized (in part or full) in subsequent periods (not beyond Fiscal 2027), as determined by us, in accordance with applicable law.

In case we require additional capital towards meeting the objects of the Offer, our Company may explore arrange of options including utilizing internal accruals and availing additional debt from existing and/or future lenders. Presently, our Company has availed a loan against the Noida factory Property ("**Noida Factory Loan**") from Kotak Mahindra Bank Limited ("**Bank**") dated May 18, 2024 for an amount of ₹ 1,000 lakhs and vide sanction letter dated 13th August 2024, an amount of ₹ 100 lakhs. We believe that such alternate arrangements would be available to fund any such shortfalls. If the actual utilization towards any of the objects is lower than the proposed deployment, such balance will be used for funding future growth opportunities, and/or towards funding any of the other existing objects (if required), and/or general corporate purposes within the permissible limit in accordance with applicable law.

Means of Finance

We intend to finance the Objects from the Net Proceeds and Internal Accruals. Accordingly, there is no requirement to make firm arrangements of finance as prescribed under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Offer and existing internal accruals.

Subject to applicable law, if the actual utilization towards the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with Regulation 230(2) of the SEBI ICDR Regulations. In case of a shortfall in raising the requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilizing our internal accruals and seeking additional debt from existing and/or future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilisation of funds earmarked for the purpose set forth above, increased funding requirements for a particular purpose may be financed by surplus funds, if any, available in respect of other purposes for which funds are being raised in the Fresh Issue. Any variation in the utilisation of the Net Proceeds as disclosed in Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Offer Proceeds. As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management. For further details on the risks involved in our business plans and

executing our business strategies, please see the section titled "*Risk Factors*" beginning on page 27 of this Red Herring Prospectus.

Details of the Objects of the Offer

I. Repayment and/or pre-payment, in full, of borrowing availed by our Company with respect to purchase of our Noida factory

Our Company has entered into various borrowing arrangements with banks in ordinary course of our business including borrowings in the form of Loan against property for purchase of our Noida Factory. For details of our outstanding financial indebtedness, see '*Financial Indebtedness*' on page 202.

We propose to repay an estimated amount of ₹ 952.83 lakhs from the Net proceeds. This represents the principal amount which is expected to be outstanding as on March 31, 2025 as per repayment schedule received from the bank. This repayment will be towards the original ₹ 1,000 Lakhs loan availed by our Company from Kotak Mahindra Bank on 18th May, 2024. Pursuant to the terms of the financing arrangements, prepayment of certain borrowings may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will be funded from the internal accruals of our Company.

We believe that such repayment will help reduce our outstanding indebtedness and debt servicing costs and enable utilisation of our internal accruals for further investment in our business growth and expansion. Additionally, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

The details of the borrowing availed by our Company, which are proposed to be repaid from the Net Proceeds is mentioned below:

Name of the Lender	**Nature of borrowings**	**Purpose**	**Amount sanctioned (₹ in lakhs)**	**Principal amount outstanding as on March 31, 2025 (₹ in lakhs)**	**Repayment date/ Schedule/ Tenor**	**Interest Rate (% p.a.)**	**Pre-payment conditions/ penalty**
Kotak Mahindra Bank	Loan Against Noida Property vide sanction letter dated 18th May 2024	Business	1,000.00	952.83	120 months	9.30%	Full Prepayment on the payment of 1% plus applicable taxes as prepayment charges from own sources after six months
Total			**1,000.00**	**952.83**			

Our Statutory Auditors, A. Kasliwal & Company, Chartered Accountants have confirmed that the above borrowings have been utilised for the purpose of which they are availed pursuant to their certificate dated March 17, 2025.

Property Mortgage:

Loans are secured against Noida Factory.

There have neither been any delays or defaults by us in relation to the above-mentioned borrowing intended to be repaid/prepaid using the Net Proceeds nor has there been any rescheduling/restructuring of such borrowing. Given the nature of these borrowing and the terms of repayment, the aggregate outstanding amounts under the borrowing may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of its existing borrowings prior to Allotment. Further, our Company may draw down further funds under existing loans. Accordingly, in case inter alia if the above loan is pre-paid or further drawn down prior to the completion of the Offer, we may utilize the Net Proceeds towards repayment/pre-payment of such additional indebtedness. However, the aggregate

amount to be utilised from the Net Proceeds towards prepayment or repayment of borrowings (including refinanced or additional facilities availed, if any), in full or part, would not exceed ₹ 952.83 lakhs.

II. Funding of Capital Expenditure requirements of our Company towards Refurbishment, Civil And Upgradation Works at our Noida Factory

Pursuant to the purchase of our Noida factory, we intend to invest towards refurbishing, civil and upgradation works at our Noida Factory situated at C-12, Sector 58, Gautam Budh Nagar, Noida – 201 301, Uttar Pradesh, India admeasuring approximately 15,500 square feet. Our Company proposes to use part of Net Proceeds to the extent up to ₹ 672.16 lakhs to meet this capital expenditure which is the total estimated cost for this work.

This has been estimated by our management in accordance with our business plan approved by our IPO Committee pursuant to its meeting dated August 29, 2024 and quotations received from third party suppliers and has been certified by Independent Architect, Mayur Choukse vide Cost Assessment Report – Civil dated August 22, 2024.

Refurbishment, Civil and Upgradation Works

The cost associated with the civil work based on Cost Assessment Report are set out below:

Name of the Package	***Details of the Package***	***Rate per sq. ft (₹)***	***Area = 15,500 sq. ft.*** ***Amount (₹ in lakhs)***
INTERIOR FINISHING WORK	• Preliminary works – site clearing, site mobilization • Civil correction • Wet and dry flooring works • Wall finishing works • Doors and door portals. • Site fabricating furniture. • Miscellaneous items	1,250.00	193.75
PLUMBING, FINISHING, FITTINGS & FIXTURES - CAFÉ BOH	• Vitrified tile supply and laying. • All plumbing line laying and sanitary and CP fittings. • Waterproofing.	75.00	11.62
FIRE FIGHTING WORK	• Fire-fighting hydrant and suppression system. • Fire extinguisher for hub room, general service area, server room	50.00	7.75
ELECTRIFICATION	• Power & Lighting Distribution • Receptacles - Modification to existing electrical infrastructure • Earthing • Electrical Panels • Light Fixtures • UPS S&I	400.00	62.00
SECURITY SYSTEM	• Fire alarm system • Public address system • Access control system • CCTV Surveillance system	400.00	62.00
MODULAR FURNITURE	• Workstations • Chairs • Executive desking • Storages • Pedestals	1,400.00	217.00

NETWORKING WORKS	• Data and voice cabling as per the drawing • Assembling laying and punching	50.00	7.75
DESIGN AND SUPERVISION	• Design, consulting and execution monitoring	50.00	7.75
	Total pre GST		569.62
	+ GST @ 18 %		102.54
	Total post GST		672.16

The details given above are taken from the quotation dated June 14, 2024 received from M/s SALASAR INFRA & INTERIOR PROJECTS LLP located at F - 62, Centrium, Near Lokhandwala Circle, Lokhandwala Township, Kandivali - East, Mumbai - 400 101. The subsequent quotation was received on February 25, 2025, reaffirming the details, and the quotation remains valid until June 30, 2025.

We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.

Quotation received from the vendor mentioned above is valid as on the date of this Red Herring Prospectus. However, we have not entered into any definitive agreements with vendor and there can be no assurance that the same vendor would be engaged to eventually supply the material and services or at the same costs. If there is any increase in the costs, the additional costs shall be paid by our Company from its internal accruals see "*Risk Factor– "29. Any delays in the schedule of implementation of our proposed objects could have an adverse impact on our business, financial condition and results of operations.*" on page 38 of this Red Herring Prospectus.

The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost, resulting in increase in the estimated cost. Such cost escalation would be met out of our internal accruals.

III. Funding of Capital Expenditure requirements of our Company towards IT Upgradation at our Noida Factory and Vasai Factory and our Registered Office

Our business intends to make capital expenditure towards IT upgradation at our Noida Factory situated at C-12, Sector 58, Gautam Budh Nagar, Noida – 201 301, Uttar Pradesh, India, at our Vasai Factory situated at 104, 105, 106, 108, 206, 207, & 208 Aarkay Gold Industrial Estate, Near NJ Industrial Estate, Chinchpada, Vasai- East, Palghar – 401 208 and our registered situated at Unit No. 3, Plot No. 33, New India Industrial Estate, Mahal IN AR, Off MC Rd., Andheri East, Mumbai – 400 093. Our Company proposes to use part of Net Proceeds to the extent up to ₹ 746.88 lakhs to meet this capital expenditure

Key objectives for the IT upgrade:

a) Modernise workstations to improve employee efficiency. Most of the existing workstations are 3 years old running outdated operating systems and software. This leads to slower performance and incompatibility with newer applications
b) Upgrade servers and networking equipment's to enhance security and data protection. Current servers are nearing end of life with limited storage and outdated security protocols.
c) Lay a platform for future expansion and scalability
d) Upgrade networking infrastructure for better connectivity and performance. Routers and switches are outdated with limited support for modern networking standards.

The cost of IT upgradation has been estimated by our management in accordance with our business plan approved by our IPO Committee pursuant to its meeting dated August 29, 2024 and quotations received from third party suppliers and has been certified by Independent Architect, Mayur Choukse vide Cost Assessment Report – Civil dated August 22, 2024.

IT UPGRADATION

The cost associated with the IT upgradation at our Noida Factory, Vasai Factory and our registered office as per the Cost Assessment Report are set out below:

Items	Andheri Office	Vasai Factory	Noida Factory	Total Quantity	Unit Cost *(₹ in lakhs)*	Total Cost *(₹ in lakhs)*
High-Performance Servers	1	2	2	5	27.06	135.30

Items	Andheri Office	Vasai Factory	Noida Factory	Total Quantity	Unit Cost *(₹ in lakhs)*	Total Cost *(₹ in lakhs)*
High End CCTV cameras	2	5	12	19	2.10	39.90
Networking Equipment	2	3	4	9	14.90	134.10
SAN Storage	1	2	2	5	55.00	275.00
Software Licenses	4	25	40	69	0.35	24.15
Security Solutions Services	-	-	-	-	-	24.50
Total (pre GST)						632.95
GST @ 18%						113.93
Total (post GST)						746.88

Note:
The details given above are taken from the quotation dated June 18, 2024 received from M/s Slone Infosystems Limited located at 203, 2nd Floor, Mohini Heights CHSL, 5th Road, Khar West, Mumbai - 400 052. The subsequent quotation was received on February 25, 2025, reaffirming the details, and the said quotation remains valid until June 30, 2025.

We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.

Quotation received from the vendor mentioned above is valid as on the date of this Red Herring Prospectus. However, we have not entered into any definitive agreements with vendor and there can be no assurance that the same vendor would be engaged to eventually supply the material and services or at the same costs. If there is any increase in the costs, the additional costs shall be paid by our Company from its internal accruals see "*Risk Factor– 29. Any delays in the schedule of implementation of our proposed objects could have an adverse impact on our business, financial condition and results of operations.*" on page 38 of this Red Herring Prospectus.

The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost, resulting in increase in the estimated cost. Such cost escalation would be met out of our internal accruals.

IV. Funding To Meet Working Capital Requirements

Our business is working capital intensive. Our business requires working capital majorly for investment in trade receivables, inventories and payment to trade payables and funding day to day operations. Based on the existing and estimated working capital requirement of our Company, and key assumptions for such working capital requirements our Company will have a working capital requirement to the extent of ₹950.00 Lakhs from the Net Proceeds of the Offer and balance from internal accruals and short-term borrowings. The incremental and proposed working capital requirements and key assumptions with respect to the determination of the same are mentioned below:

Details of Estimation of Working Capital requirement are as follows :

(in ₹ lakhs)

Particulars	As at 31.03.2022	As at 31.03.2023	As at 31.03.2024	As at 30.09.2024	As at 31.03.2025	As at 31.03.2026
	Actual	**Actual**	**Actual**	**Actual**	**Estimated**	**Estimated**
Current Assets						
(a) Trade Receivables	457.99	518.70	629.42	1,605.69	866.56	1,181.75
(b) Inventories	1,695.06	2,304.33	3,050.18	3,024.12	3,150.51	4,317.84
(c) Other current assets	498.80	309.25	250.54	414.02	425.00	468.92
Total [A]	**2,651.85**	**3,132.28**	**3,930.14**	**5,043.83**	**4,442.07**	**5,868.51**

Current Liabilities						
(a) Trade payables	369.61	163.29	192.82	378.13	193.33	277.93
(b) Other current liabilities	359.12	444.64	188.39	227.24	225.00	270.00
(c) Short-term provisions	242.63	174.05	241.42	246.05	293.97	459.64
Total [B]	**971.36**	**781.98**	**622.63**	**851.42**	**712.30**	**1,007.57**
Working Capital [A-B]	**1,680.48**	**2,350.29**	**3,307.51**	**4,192.41**	**3,729.77**	**4,860.94**
Working Capital Gap				**884.90**	**(462.64)**	**1,131.17**
Funding Pattern						
- Potential IPO Proceeds				**-**	**-**	**950.00**
- Internal Accruals & Short Term Borrowings				**884.90**	**(462.64)**	**181.17**

Note:
Pursuant to the certificate dated March 17, 2025 issued by A. Kasliwal and Company, Chartered Accountants, Statutory Auditors of the Company, have complied and confirmed the working capital estimates, as approved by the Board pursuant to the resolution passed by the Company in its separate Board Meeting and Audit Committee meeting dated March *17, 2025.*

Assumptions for working capital requirements:

The table below sets forth the details of holding levels (in days) for Fiscal 2022, Fiscal 2023, Fiscal 2024, half year 2025 as well as projections for Fiscal 2025 and Fiscal 2026:

(in days)

Particulars	For Fiscal 2022	For Fiscal 2023	For Fiscal 2024	For Half Year 2025	For Fiscal 2025	For Fiscal 2026
	Actual	**Actual**	**Actual**	**Actual**	**Projected**	**Projected**
Trade Receivables	52	54	41	90	48	47
Inventories	201	454	325	476	344	324
Other current assets	50	34	18	33	27	23
Trade Payables	29	50	19	52	18	17
Other current liabilities	59	70	18	26	19	19
Short-term provisions	40	27	23	29	25	32

Notes:
(i). Trade Receivable days = Average Trade Receivable for the period / Revenue from Operations for the period X 365
(ii). Inventories days = Average Inventory for the period / Cost of Goods Sold for the period X 365
(iii). Other Current Assets days = Closing Other Current Assets for the period / Revenue from Operations for the period X 365
(iv). Trade Payable days = Average Trade Payables for the period / Purchase of raw materials for the period X 365
(v). Other Current Liabilities days = Closing Other Current Liabilities for the period / Total Expenses for the period X 365
(vi). Short Term Provisions days = Closing Short Term Provisions for the period / Total Expenses for the period X 365
(vii). For the half-year ended 2025, all the above calculations from (i) to (vi) have been done using 182 days instead of 365 days.

Pursuant to the certificate dated March 17, 2025 issued by A. Kasliwal and Company, Chartered Accountants, Statutory Auditors of the Company, have complied and confirmed the working capital estimates, as approved by the Board pursuant to the resolution passed by the Company in its separate Board Meeting and Audit Committee meeting dated March 17, 2025.

Justification for "Holding Period" Levels:

Particulars	Details

<table>
<tr><td>Trade Receivable Days</td><td>Trade receivables are the amount owed to the Company by customers following sale of goods on credit. Trade receivable days are computed as a function of revenue from operations. Our company has estimated the holding level for Trade Receivables days as ranging from 41 days to 54 days considering the normal credit period in the Battery business. Typically, the trade receivables cycle is approx. 1.4 months to 1.6 months. The marginal increase in Trade Receivable days is mainly due to the new corporate clients, being added, to whom credit has to be given as per industry norms. The Company has high Trade receivable for the six months period ended September 30, 2024 as major sales happened in Quarter 2 of the Fiscal 2025.

We are expecting this to increase marginally to 48 days in Fiscal 2025 and 47 days in March 2026. This credit period is offered to customers because to penetrate new customers and attract more orders, Company will be required to offer reasonable credit period so that it will encourage new customers to have a long-term business relation with us and also has a competitive edge.</td></tr>
<tr><td>Inventory Holding Days</td><td>Throughout Fiscal Years 2022, 2023, our average inventory turnover days consistently rose, aligning with the growth in our revenue. For the Fiscal March 2024, the inventory days recorded a substantial decrease to 325 days from 454 days in Fiscal March 2023, attributed to a significant boost in sales throughout the period. Looking ahead to Fiscal Year 2025, our plan is to maintain the average inventory holding days at approximately 344 days and 324 days in the fiscal year 2026. The high inventory in six months ended September 30, 2024 was due to the purchases made in Quarter 2 of the Fiscal 2025.

In Fiscal year 2023, high activity period resulted in higher inventory levels, moreover as the prices of the inventory are on a rising mode the higher level of inventory carrying is not deterrent on the financial health of the company.

Higher Inventory level and holding days is necessary to meet the rapid demands of new orders effectively, in line with our strategic inventory management objectives.

Company imports 85-90% of inventory like cells, circuits etc which take time to order, goods shipped, transit time and subsequent delivery in company godown. The Breakup of Imports of last three years are as under:

(₹ in Lakhs)
<table><tr><th colspan="2">As at September 30, 2024</th><th colspan="2">Fiscal 2024</th><th colspan="2">Fiscal 2023</th><th colspan="2">Fiscal 2022</th></tr><tr><th>Import Cost</th><th>% of total purchases</th><th>Import Cost</th><th>% of total purchases</th><th>Import Cost</th><th>% of total purchases</th><th>Import Cost</th><th>% of total purchases</th></tr><tr><td>558.21</td><td>55.49%</td><td>2,901.61</td><td>84.48%</td><td>1,668.35</td><td>85.24%</td><td>2,777.13</td><td>91.79%</td></tr></table>
Post receiving the goods in godown, the company has to manufacture and assemble all those circuits and cells as per tailor made requirements of the customers. Keeping in view the nature of business, the company is required to keep and hold the inventory at higher levels. The Raw Material Inventory turnover ratio and holdings days are as under:

<table><tr><th colspan="3">As at September 30, 2024</th><th colspan="3">Fiscal 2024</th><th colspan="3">Fiscal 2023</th><th colspan="3">Fiscal 2022</th></tr><tr><th>Closing (₹ Lakhs)</th><th>Turn-over Ratio</th><th>Holding Days</th><th>Closing (₹ Lakhs)</th><th>Turn-over Ratio</th><th>Holding Days</th><th>Closing (₹ Lakhs)</th><th>Turn-over Ratio</th><th>Holding Days</th><th>Closing (₹ Lakhs)</th><th>Turn-over Ratio</th><th>Holding Days</th></tr><tr><td>2,784.44</td><td>0.43</td><td>422</td><td>2,605.40</td><td>1.38</td><td>265</td><td>1,766.30</td><td>0.99</td><td>368</td><td>1,473.21</td><td>2.08</td><td>175</td></tr></table></td></tr>
<tr><td>Other current assets days</td><td>Other current assets relate to Advance to Suppliers for the Raw Material requirement to fulfil the Sales. Accordingly, in line with increase in business operations, there will be need to purchase materials and by making advance payments to enhance cost efficiency of products.

It also includes GST credit available to the company and TDS c/f in case excess TDS is deducted by our customers and is in line with additional business requirements.</td></tr>
</table>

Trade Payables Days	In Fiscal Years 2022 and 2023 and 2024, our average credit cycle period exhibited variations, with figures of 29 days, 50 days to 19 days respectively. The significant increase in trade payables from Fiscal 2022 to Fiscal 2023 was primarily driven by the post effects of the Covid-19 pandemic. Subsequently, in Fiscal years 2024 we managed to maintain the credit cycle period within the minimum anticipated range. Looking forward to fiscal Year 2025 and 2026, we have set objectives to reduce the creditor cycle period to approximately 18 days and 17 days respectively due to fulfilment of raw material orders on time by the vendors and thereby making payment effectively within creditor's terms. Though most of the imports are made against advance payments, some part of imports and local purchases does provide us the credit period. It is our endeavour to reduce the credit dependence to the minimum. This strategic move is aimed at enhancing our business's overall value, which in turn, will allow us to negotiate more favourable terms and establish long-lasting relationships with our creditors.
Other current Liabilities days	Other current liabilities include expenses payable, salary payable as on period end, statutory dues and taxes payable including PT and GST. These payables including salaries & taxes are cleared promptly in the next regular cycle. This figure is expected to increase due to increase in size of the overall business.
Short Term Provisions days	Short term payable majorly includes Income Tax payable and current portion of the gratuity provision made. The Gratuity provision is required to be included in short Term Provisions as per the Accounting Standard issued by the Institute of Chartered Accountants of India, New Delhi

Pursuant to the certificate dated March 17, 2025 issued by A. Kasliwal and Company, Chartered Accountants, Statutory Auditors of the Company, have complied and confirmed the working capital estimates, as approved by the Board pursuant to the resolution passed by the Company in its separate Board Meeting and Audit Committee meeting dated March 17, 2025.

Reason for substantial increase of working capital requirement are mentioned below: -

1. Our Company's business is a working capital intensive and to address the current issue of limited working capital and achieve exponential growth, the company plans to infuse funds into working capital from the Offer Proceeds. Additionally, the company aims to establish partnerships with new clients by offering products at competitive prices and extending more favourable credit terms. These strategic initiatives are expected to drive future growth.
2. In our dynamic business environment, where customer demands fluctuate and inventory management plays a pivotal role, maintaining a robust working capital is imperative. Adequate working capital not only facilitates seamless inventory management but also enables us to meet customer demand promptly and efficiently. Unforeseen contingencies such as supply chain disruptions or production delays can adversely impact our operations. Having a surplus of working capital provides a cushion against such challenges, allowing us to navigate unforeseen obstacles without compromising on service levels or operational efficiency.
3. To survive in competitive market, company is planning to enter into big corporates, new markets and expand our business. This strategic decision is not just about reaching new markets, it's about solidifying our position in the industry and fostering sustainable growth. By venturing into untapped territories, we aim to unlock fresh opportunities, broaden our customer base, and diversify our revenue streams.
4. Our methodology for estimating orders relies predominantly on historical data, ongoing feedback from customers regarding their present and anticipated consumption trends, and a comprehensive analysis of overall market demand, encompassing our understanding of expected trends and patterns. The pricing structure of our products is subject to fluctuations based on the inputs involved, thus necessitating month-to-month or shorter-term order arrangements. Presently, we do not have any long-term supply contracts with a fixed pricing, as this is feasible only for very large orders of single products.

7. The existing working capital requirements:

i. The inventories increased by ₹745.86 Lakhs (32.37%) from March 31, 2023 to March 31, 2024 and Increased by ₹609.26 Lakhs (35.94%) from March 31, 2022 to March 31, 2023. Such an increase was due to increase in business operations of the Company and higher production and procurement of goods in order to take advantage of favourable market conditions. Since lithium battery industry is a growing industry, to meet the growing demands the Company will increase its inventories as depicted in estimations for FY 2024-25 and FY 2025-26.

ii. The Trade receivables increased by ₹976.27 lakhs (155.10%) from March 31, 2024 to Sept 30, 2024, increased by ₹110.72 Lakhs (21.35%) from March 31, 2023 to March 31, 2024 and increased by ₹60.71 Lakhs (13.25 %) from March 31, 2022 to March 31, 2023. This increase is attributed to higher sales on credit terms and increased business volume. The increase in six months ended September 30, 2024 was due to the high sales in Quarter-2 of Fiscal 2025. To reach a higher customer base and increase the volume of sales, the Company will have to undertake credit sales resulting in an upward trend in trade receivables as depicted in estimations for FY 2024-25 and FY 2025-26.

iii. To meet the increasing demands, the purchase of raw material is done on credit basis. The company has been trying to pay the suppliers in time and has reduced the trade payable period year on year. The Company plans to further reduce the reliance of trade credit to finance its operations and as a result of the same, the projections for FY 2024-25 and FY 2025-26 depict a diminishing increase in the Trade Payables days.

iv. The average debtor collection cycle has decreased from 54 days in FY 2023 to 41 days in FY 2024 and the average creditor payment cycle has also reduced substantially. As a result, the working capital requirement of the company has increased in FY 2023-24.

V. General Corporate Purpose

We propose to deploy the balance Net Proceeds aggregating to ₹ [●] lakhs towards general corporate purposes, subject to such utilisation not exceeding 25% of the Gross Proceeds from the Fresh Issue, in compliance with Regulation 230 (2) of the SEBI ICDR Regulations. The general corporate purposes for which we propose to utilize the Net Proceeds includes meeting day to day expenses which includes amongst other things, short-term working capital requirements, meeting any expense of the Company, including salaries and wages, administration, insurance, repairs and maintenance, payment of taxes and duties, servicing of borrowings including payment of interest; brand building and other marketing expenses; meeting expenses incurred in the ordinary course of business and towards any exigencies, and any other purpose as considered expedient and as approved periodically by our Board or a duly constituted committee thereof, subject to compliance with applicable law, including the necessary provisions of the Companies Act.

The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount available under this head and our business requirements, from time to time. Our management, in accordance with the policies of our Board, shall have flexibility in utilising surplus amounts, if any.

We confirm that any Offer related expenses shall not be considered as a part of General Corporate Purpose. Further in case, our actual Offer expenses turn to be lesser than the estimated Offer expenses of ₹ [●] lakhs, such surplus amount shall be utilized for General Corporate Purpose in such a manner that the amount for General Corporate Purposes, as mentioned in the Red Herring Prospectus, shall not exceed 25% of the amount raised by our Company through this Offer.

Estimated Offer Related Expenses

The total expenses for this Offer are estimated not to exceed ₹ [●] lakhs which is [●] % of Offer Size. The details of Offer expenses are tabulated below:

(₹ in lakhs)

Particulars	Amount	% of Total Offer Expenses	% of Total Offer size
Book Running Lead Manager fees [including underwriting]	[●]	[●]	[●]
Brokerage, selling commission and other uploading fees (1)(2)(3)	[●]	[●]	[●]
Fees payable to Registrar to the Offer	[●]	[●]	[●]
Fees to the legal advisor, audit / chartered accountant fees	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to regulators including stock exchange	[●]	[●]	[●]
Printing and distribution expenses	[●]	[●]	[●]
Fees payable to Industry Report provider	[●]	[●]	[●]
Miscellaneous	[●]	[●]	[●]
Total Expenses	**[●]**	**[●]**	**[●]**

Offer expenses include goods and services tax, where applicable. Offer expenses will be incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change.

1) Selling commission payable to the SCSBs on the portion for RIBs and Non-Institutional Bidders which are directly procured and uploaded by the SCSBs, would be as follows:

*Portion for RIBs**	*0.25% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*0.15% of the Amount Allotted (plus applicable taxes)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the 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 NSE. No additional processing fees shall be payable to the SCSBs on the applications directly procured by them. The total selling commission payable to SCSBs will be subject to a maximum cap of ₹1.00 lakh (plus applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹1.00 lakh, then the amount payable to Members of the Syndicate, RTAs, CDPs, Registered Brokers would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹1.00 lakh.

2) Processing fees payable to the SCSBs on the portion for RIBs and Non-Institutional Bidders (excluding UPI Bids) which are procured by the members of the Syndicate / sub-Syndicate / Registered Broker / CRTAs / CDPs and submitted to SCSB for blocking, would be as follows:

*Portion for Retail Bidders**	*₹ 10 per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹ 10 per valid application (plus applicable taxes)*

** Processing fees payable to the SCSBs on the ASBA Form for Non-Institutional Bidder and Qualified Institutional Bidders with bids above ₹ 5.00 Lakh would be ₹ 10 plus applicable taxes, per valid application form.*
Notwithstanding anything contained above the total processing fee payable under this clause will not exceed ₹ 0.5 lakh (plus applicable taxes) and in case if the total processing fees exceeds ₹ 0.5 lakh (plus applicable taxes) then processing fees will be paid on pro-rata basis for Retail Individual Investors and Non-Institutional Investors, as applicable.

3) Brokerage Selling commission and processing/ uploading charges on the portion for Retail Individual Investors and Non-Institutional Investors which are procured by members of the Syndicate Members, Registered Brokers, CRTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers would be as follows:

*Portion for RIBs**	*0.25% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*0.15% of the Amount Allotted (plus applicable taxes)*

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

The Selling Commission payable to the brokers will be determined (i) for RIBs and Non-Institutional Bidders (up to ₹ 5.00 Lakh), on the basis of the application form number / series, provided that the application is also bid by the respective 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 Bidders (above ₹ 5.0 Lakh), Syndicate ASBA Form bearing SM Code & Sub-Syndicate Code of the application form submitted to SCSBs for Blocking of the Fund and uploading on the Exchange's platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number, is bid by an SCSB, the Selling Commission will be payable to the Syndicate / Sub-Syndicate Member and not the SCSB.

Bidding charges payable to Registered Brokers on the applications made using 3-in-1 accounts, would be ₹ 10 plus applicable taxes, per valid application bid by the Broker. Bidding charges payable to SCSBs on the QIB Portion and Non Institutional Bidders (excluding UPI Bids) which are procured by the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSBs for blocking and uploading would be ₹ 10 per valid application (plus applicable taxes). Bidding charges payable on the application made using 3-in-1 accounts will be subject to a maximum cap of ₹ 1.00 lakh (plus applicable taxes). The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of NSE

Selling commission / bidding charges payable to the Registered Brokers on the portion for RIBs and Non-Institutional Bidders which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

Portion for RIBs and Non-Institutional Bidder	*₹ 10 per valid application (plus applicable taxes)*
Bidding charges / processing fees for applications made by UPI Bidders would be as under:	
Payable to members of the Syndicate (including their sub-Syndicate Members)/ RTAs / CDPs	*₹ 10 per valid application (plus applicable taxes)*
Payable to Sponsor Bank	*₹ 6.5 per valid application (plus applicable taxes)* *The Sponsor Banks shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws*

The total uploading charges / processing fees payable to Members of the Syndicate, RTAs, CDPs, Registered Brokers as listed under (3) will be subject to a maximum cap of ₹1.00 lakh (plus applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹1.00 lakh, then the amount payable to Members of the Syndicate, RTAs, CDPs, Registered Brokers would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹1.00 lakh

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Banks Agreement. The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant registered broker and other intermediaries.

Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, 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.

Interim Use of Net Proceeds

Pending utilisation of the Net Proceeds for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, as may be approved by our Board or a duly constituted committee thereof.

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 equity shares of any other listed company.

Shortfall of Funds

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

Bridge Financing Facilities

As on the date of this Red Herring Prospectus our Company has not raised any bridge loans from any bank or financial institution which are proposed to be repaid from the Net Proceeds.

Appraising entity

None of the Objects for which the Net Proceeds will be utilized have been appraised by any bank or financial institution. The funding requirements of our Company and the deployment of the proceeds of the Offer are currently based on available quotations and management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including but not limited to variations in interest rate structures, changes in our financial condition and current commercial conditions of our Business and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

Monitoring of Utilisation of Funds

As the proposed size of the Offer is less than ₹10,000 lakhs, in terms of Regulation 262 of the SEBI ICDR Regulations, we are not required to appoint of a monitoring agency for the monitoring the utilisation of Net Proceeds. Our Board will monitor the utilization of Net Proceeds through its Audit Committee.

Pursuant to Regulation 32 of the Listing Regulations, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a Fiscal Year, we will utilize such unutilized amount in the next financial year. Further, in accordance with Regulation 32(1)(a) of the Listing Regulations our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Prospectus.

Variations in Objects

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Offer without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoter or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

Other Confirmations

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

While there are no conflict of interest between the suppliers of raw materials and third-party service providers (which are crucial for operations of the Company) and our Company, Promoter, members of the Promoter Group, Subsidiaries, Group Companies and their directors, we are dependent and derive a substantial portion of our revenue from, two customers, namely M/s Agarwal Trading Company and M/s. Hind Industries. For further information, see "Risk Factor – "*We are dependent on, and derive a substantial portion of our revenue from, two customers, namely M/s Agarwal Trading Company and M/s Hind Industries - both categorised as "Promoter Group entities". Reduction in orders from these customers could have a material adverse effect on our business, results of operations and financial condition. The dependency on these two customers may lead to real or potential conflicts of interest for our Company",* on page 29 of this Red Herring Prospectus.

While there is no conflict of interest between the lessors of the immovable properties (which are crucial for operations of the Company) and our Company, Promoters, members of the Promoter Group, Subsidiaries, Group Companies and their directors, we rely on our Promoter to the extent of leasing out 5 factory units at Vasai, owned by him, in addition to provisions of interest free unsecured loan. For further information, see Risk Factor – "*Our Promoter is interested in our Company in the form of rental income from leasing of 5 factory units at Vasai in addition to provision of interest free unsecured loan.",* on page 31 of this Red Herring Prospectus.

BASIS OF OFFER PRICE

The Offer Price and the Price Band will be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10/- each and the Offer Price is 11.20 times of the face value at the lower end of the Price Band and 11.80 times of the face value at the upper end of the Price Band.

Investors should refer to "*Risk Factors*", "*Our Business*", "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 27, 135, 188 and 192, respectively, of the Red Herring Prospectus, to have an informed view before making an investment decision.

Qualitative Factors:

Some of the qualitative factors and our strengths which form the basis for the Offer Price are:

- Diversified Product Portfolio catering to a wide range of industries / end use applications
- In-house Designing Capabilities using advanced machines and manpower
- Focus on Quality Compliance, Control and Quality Standards
- Experienced Leadership team

For further details, see "Risk Factors" and "Our Business" on pages 27 and 135, respectively.

Quantitative Factors:

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

1. Basic and Diluted Earnings per share (EPS), as adjusted for changes in capital

For Year Ended	Basic EPS	Diluted EPS	Weight
March 31, 2022	7.38	7.38	1
March 31, 2023	4.83	4.83	2
March 31, 2024	6.78	6.78	3
Weighted Average	**6.23**	**6.23**	
Six months period ended September 30, 2024	3.59	3.59	

Notes:

a) The figures disclosed above are based on the Restated Financial Statements of the Company

b) The face value of each Equity share is ₹ 10

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

d) Basic Earnings Per Share = Restated Net Profit after tax / Weighted average number of equity shares outstanding during the year.

e) Diluted Earnings Per Share = Restated Net Profit after tax / Weighted average number of diluted potential equity shares outstanding during the year

f) Basic and Diluted EPS calculations are in accordance with Accounting Standard 20 "Earnings per Share", notified under section 133 of Companies Act, 2013 read together along with paragraph 7 of Companies (Accounting) Rules, 2014.

2. Price/ Earning (P/E) Ratio in relation to the Price Band of ₹ 112 to ₹ 118 per equity share:

Particulars	(P/E) Ratio at the lower end of the Floor Price (no. of times)*	(P/E) Ratio at the higher end of the Price Band (no. of times)*
Based on Basic and Diluted EPS as per the Restated Financial Statements for the year ended March 31, 2024	16.52	17.40

Based on Weighted Average Basic and Diluted EPS	17.98	18.94

3. Industry Peer Group P/E ratio

Particulars	P/E ratio (no. of times)*
Highest	36.08
Lowest	26.00
Average	31.04

***P/E ratio for the peer group has been computed based on the closing market price of equity shares on BSE Limited as on February 25, 2025, divided by the diluted EPS for financial year ended March 31, 2024*

4. Average return on Net Worth (RoNW)

For the year ended	RoNW (%)	Weight
March 31, 2022	139.18	1
March 31, 2023	42.31	2
March 31, 2024	39.38	3
Weighted Average	**56.99**	
Six months period ended September 30, 2024*	16.04	

**Not Annualised*

Notes:

a) RoNW has been computed by dividing restated net profit after tax with the average restated Net worth of beginning and the end of the year / period

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

c) As certified by M/s. A Kasliwal & Company, Chartered Accountants, the Statutory Auditor of our Company pursuant to their certificate dated March 17, 2025

d) Net Worth = Share Capital + Balance in Profit and Loss Account + Securities Premium Account

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

Particulars	NAV (₹)
Year Ended March 31, 2022	9.00
Year Ended March 31, 2023	13.82
Year Ended March 31, 2024	20.60
Six months period ended September 30, 2024	24.20
NAV per Equity Share at Floor Price	42.92
NAV per Equity Share at Cap Price	44.19
NAV at Offer Price*	[●]
Offer Price per share*	[●]

***to be updated at Prospectus*

Note:

a) NAV per equity share =Restated Net worth at the end of the year / weighted average number of Equity shares outstanding at the end of the year adjusted for changes in capital.

b) Net worth is computed as the sum of the aggregate of paid-up Equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares

c) As certified by M/s. A. Kasliwal & Company, Chartered Accountants, the Statutory Auditor of our Company pursuant to their certificate dated March 17, 2025

6. Comparison of Accounting Ratio with Industry Peers

Name of the Company	Current Market Price (₹)	Face Value (₹)	Basic EPS (₹)	P/E (x) times	RoNW (%)	Net Asset Value per share (₹)
ATC Energies System Limited	[●]	10.00	6.78	[●]	39.38	20.60
Peer Group						
Eveready Industries India Limited	331.25	5.00	9.18	36.08	18.91	53.20
High Energy Batteries India Limited	497.65	2.00	19.14	26.00	21.29	97.85

Notes:

a) The figures for our Company are based on Restated Financial Statements for the year ended March 31, 2024.

b) The figures for the Peer Group are based on / computed based on the Consolidated Financial Statements for the year ended March 31, 2024.

c) Current Market Price (CMP) is the closing price as on February 25, 2025 and is sourced from www.bseindia.com. For our company, CMP = Offer Price

d) P/E Ratio has been computed based on the CMP as divided by the Basic EPS as on March 31, 2024.

e) RoNW has been computed by dividing restated net profit after tax with the average Net worth of beginning and the end of the year / period

f) The Offer Price determined by our Company in consultation with the BRLM is justified by our Company in consultation with the BRLM on the basis of the above parameters.

g) The face value of our equity shares is ₹10/- per share and the Offer Price is of ₹ [●] per share is [●] times of the face value

h) Listed peers are as identified by us based on similar line of business with our Company, however not comparable with size of our Company.

i) Net Worth = Share Capital + Balance in Profit and Loss Account + Securities Premium Account

7. Key Performance Indicators (KPIs)

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analysing the growth in comparison to our peers. The KPIs disclosed below have been approved, by a resolution of our Audit Committee dated March 17, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Red Herring Prospectus. Further, the KPIs herein have been certified by M/s. A Kasliwal & Company, Chartered Accountants, the Statutory Auditor of our Company by their certificate dated March 17, 2025. Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

(in ₹ lakhs except % and ratios)

Particulars*	Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations[(1)]	2,249.41	5,120.37	3,313.54	3,648.30
EBITDA[(2)]	817.82	1,516.35	1,148.80	1,529.34
EBITDA Margin[(3)]	36.36%	29.61%	34.67%	41.92%
PAT[(4)]	577.15	1,089.16	775.57	1,186.14
PAT Margin[(5)]	25.66%	21.27%	23.41%	32.51%
Net Worth[(6)]	3,887.27	3,310.13	2,220.97	1,445.41
Return on Equity[(7)]	16.04%	39.38%	42.31%	139.18%

Return on Capital Employed[8]	16.11%	42.66%	42.91%	103.13%
Current Ratio (Times) [9]	3.43	3.78	2.56	1.88

Notes:

1. *This amount is Revenue from Operations as appearing in the Restated Financial Statements.*
2. *EBITDA = profit for the period / year, plus tax expenses, finance costs, depreciation and amortization expenses, extraordinary items. and reduced by other income.*
3. *EBITDA Margin= EBITDA divided by Revenue from Operations*
4. *This amount is Profit for the period/year as appearing in the Restated Financial Statements.*
5. *PAT Margin = Profit for the year/period divided by Revenue from Operations.*
6. *Net Worth = Shareholders' Funds as shown in the Restated Financial Statements*
7. *Return on Equity = Net Profit (Loss) after tax for the year / period divided by Average Shareholder Equity as adjusted for changes in capital*
8. *Return on Capital Employed = earnings before interest and taxes divided by average capital employed. Capital Employed is Total Assets less Current Liabilities.*
9. *Current Ratio = Current assets divided by Current Liabilities*

KPI	Explanation
Revenue from Operations	Revenue from operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size of our business.
EBITDA	EBITDA provides information regarding the operational efficiency of our business as it considers all sources of our core income.
EBITDA Margin	EBITDA Margin is an indicator of the operational profitability and financial performance of Company's business
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin	PAT margin is an indicator of the overall profitability and financial performance of our business.
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the Company
Return on Equity	Return on Equity is an indicator of our efficiency as it measures our profitability. It shows how efficiently we generate profits from our shareholders.
Return on Capital Employed	Return on capital employed provides how efficiently the Company generates earnings from the capital employed in the business.
Current Ratio	It indicates how business can maximize the current assets on its balance sheet to satisfy its current debt and other payables.

* *As approved by resolution of the Audit Committee of our Board dated March 17, 2025 and as certified by M/s. A. Kasliwal & Company, Chartered Accountants, the Statutory Auditor of our Company pursuant to their certificate dated March 17, 2025.*

8. Set forth below are the details of comparison of key performance of indicators with our listed individual peers:

Six months period ended September 30, 2024

(in ₹ lakhs except % and ratios)

Particulars	ATC Energies System Limited	Eveready Industries India Limited	High Energy Batteries India Limited
Revenue from Operations [1]	2,249.41	71,198	3,225.91
EBITDA[2]	817.82	9,754	728.17
EBITDA Margin [3]	36.36%	13.69%	22.57%

PAT[4]	577.15	5,892	467.73
PAT Margin[5]	25.66%	8.28%	14.50%

Fiscal 2024

(in ₹ lakhs except % and ratios)

Particulars	ATC Energies System Limited	Eveready Industries India Limited	High Energy Batteries India Limited
Revenue from Operations [1]	5,120.37	1,31,428	7,814
EBITDA[2]	1,516.35	14,032.37	2,255.30
EBITDA Margin [3]	29.61%	10.68%	28.86%
PAT[4]	1,089.16	6,676.94	1,715.87
PAT Margin[5]	21.27%	5.08%	21.96%

Fiscal 2023

(in ₹ lakhs except % and ratios)

Particulars	ATC Energies System Limited	Eveready Industries India Limited	High Energy Batteries India Limited
Revenue from Operations [1]	3,313.54	1,32,773	9,283
EBITDA[2]	1,148.80	11,008.49	3,109.02
EBITDA Margin [3]	34.67%	8.29%	33.49%
PAT[4]	775.57	2,762.40	2,049.51
PAT Margin[5]	23.41%	2.08%	22.08%

Fiscal 2022

(in ₹ lakhs except % and ratios)

Particulars	ATC Energies System Limited	Eveready Industries India Limited	High Energy Batteries India Limited
Revenue from Operations [1]	3,648.30	1,20,676	7,955
EBITDA[2]	1,529.34	12,061.49	2,947.54
EBITDA Margin [3]	41.92%	9.99%	37.05%
PAT[4]	1,186.14	4,647.01	1,794.98
PAT Margin[5]	32.51%	3.85%	22.56%

Notes:

1. *This amount is Revenue from sales of products*
2. *EBITDA = profit for the period / year, plus tax expenses, finance costs, depreciation and amortization expenses, extraordinary items and reduced by other income*
3. *EBITDA Margin= EBITDA divided by Revenue from Operations*
4. *This amount is Profit for the period/year as appearing in the Financial Statements*
5. *PAT Margin = Profit for the year/period divided by Revenue from Operations*
6. *Financial Information for our company is taken from Restated Financial Statements. Financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from their annual reports for the six months period ended September 30, 2024 and the financial year ended March 31, 2024, March 31, 2023, and March 31, 2022.*

9. Weighted average cost of acquisition

A. The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities) excluding shares issued under ESOP/ESOS and issuance of bonus shares.

There has been no issuance of Equity Shares (excluding shares issued under ESOP/ESOS and issuance of bonus shares), during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre- Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

B. The price per share of our Company based on the secondary sale / acquisition of shares (equity /convertible securities)

There have been no secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Offer share capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

C. In case there are no such transactions to report under (A) and (B), then the information shall be disclosed for price per share of the Issuer Company based on last 5 primary or secondary transactions (secondary transactions where promoter / promoter group entities or shareholder(s) selling shares through offer for sale in IPO or shareholder(s) having the right to nominate director(s) in the Board of the Issuer Company, are a party to the transaction), not older than 3 years prior to the date of filing of the RHP, irrespective of the size of transactions.

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

Secondary Transactions:

Date of Transfer	Name of transferor	Name of transferee	No. of Shares	Face value of Equity Shares (₹)	Transfer Price Per Equity Share (₹)
February 20, 2024	Sandeep Gangabishan Bajoria	Ankur Ashok Jain	3,400	10.00	88.00
February 20, 2024	Sandeep Gangabishan Bajoria	Bhushan Vasant Shinde	1,000	10.00	88.00
February 20, 2024	Sandeep Gangabishan Bajoria	Rajnish Kumar	2,000	10.00	88.00
February 20, 2024	Sandeep Gangabishan Bajoria	Shekhar Shantaram Ghag	2,000	10.00	88.00
February 20, 2024	Sandeep Gangabishan Bajoria	Sunny Chhaganlal Sagar	2,000	10.00	88.00
February 20, 2024	Sandeep Gangabishan Bajoria	Vaisakh K Haridas	500	10.00	88.00
February 20, 2024	Sandeep Gangabishan Bajoria	Zubair Rehman	10,000	10.00	88.00

D. Weighted average cost of acquisition, floor price and cap price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor price (i.e. ₹ 112/-)	Cap price (i.e. ₹ 118 /-)

Weighted average cost of acquisition of primary / new issue as per paragraph a above	NA	NA	NA
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph b above.	NA	NA	NA
Weighted average cost of acquisition of primary issuances / secondary transactions as per paragraph c above			
-Primary Transactions	NA	NA	NA
-Secondary Transactions	13.97*	8.02	8.45

** As adjusted for changes in capital.*

E. The Offer Price is [●] times of the face value of the equity shares

The face value of our share is ₹10/- per share and the Offer Price is of ₹ **[●]** per share are **[●]** times of the face value. Our Company in consultation with the Book Running Lead Manager believes that the Offer Price of ₹ **[●]** per share for the Public Issue is justified in view of the above quantitative and qualitative parameters. Investor should read the abovementioned information along with the section titled "Risk Factors" beginning on page 27 of this Red Herring Prospectus and the financials of our Company as set out in the chapter titled "*Financial Information - Restated Financial Statements*" beginning on page 188 of this Red Herring Prospectus.

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

To,

The Board of Directors,
ATC Energies System Limited
Unit No. 3, Plot No. 33, New India Industrial Estate,
Mahal IN AR, Off MC Rd., Andheri East,
Mumbai – 400 093,
Maharashtra, India.
(The **"Company")**

AND

Indorient Financial Services Limited
B/805, Rustomjee Central Park,
Andheri Kurla Road, Chakala,
Mumbai – 400 093, Maharashtra, India

(Indorient Financial Services Limited referred to as the "**Book Running Lead Manager**"/ "**BRLM**")

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the "Equity Shares" and such offering, the "Offer") of 'ATC Energies System Limited' (the "Company")

This report is issued in accordance with the Engagement Letter dated 23rd January,2024.

We hereby report that the enclosed **Annexure I** states the possible special tax benefits available to the Company and its shareholders, under direct and indirect taxes (together "**the Tax Laws**"), presently in force in India as on the signing date. These possible special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and its shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company and its shareholders may or may not choose to fulfill.

We were informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing Tax Laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company comprising a fresh issue of the Equity Shares by the Company particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on this Statement.

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "**Guidance Note**") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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.

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

i) the Company and its shareholders will continue to obtain these possible special tax benefits in future; or

ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/ would be met with.

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

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Tax 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. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

We hereby give consent to include this Statement in the Draft Red Herring Prospectus, Red Herring Prospectus, and the Prospectus, and in any other material used in connection with the proposed Offer. The Statement is not to be used, referred to or distributed for any other purpose without our prior written consent.

Terms capitalised and not defined herein shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

For and on behalf of
For **A Kasliwal & Company**
Chartered Accountants
FRN 011727C

Ambar Kasliwal
M. No.402210
UDIN:-
Place: Mumbai
Date: March 17, 2025

ANNEXURE I

A. Special Tax Benefits Available to the Company

1. Benefits under Direct Tax Laws

Special Tax Benefit u/s 115BAB of the Income Tax Act 1961:

A beneficial Corporate Income Tax Rate of 15% (plus surcharge of 10% and applicable health and education cess of 4%) with effect from tax year 2019/20 for newly set-up domestic manufacturing companies can be availed.

The beneficial rate of 15% (plus surcharge of 10% and applicable health and education cess) can be exercised at the option of the company and is applicable on satisfaction of the following conditions, cumulatively:

i. The company is incorporated on or after 1 October 2019 and commences manufacture or production of any article or thing on or before 31 March 2024.
ii. The 'business' is not formed by splitting up or reconstruction of business already in existence (exception provided for undertaking formed as a result of re-establishment, reconstruction, or revival of business).
iii. Does not use plant and machinery previously used for any purpose in India, and no depreciation has been claimed on the same.
iv. Does not use any building previously used as a hotel or convention center for which deductions under provisions of the Income-tax Act have been claimed or allowed.
v. The company is not engaged in any business other than the business of manufacture or production of any article or thing and research or distribution of such article or thing manufactured or produced. The following businesses will not be treated as business of manufacture or production of any article or thing:
    - Development of computer software in any form or in any media.
    - Conversion of marble blocks or similar items into slabs.
    - Bottling of gas into cylinder.
    - Printing of books or production of cinematograph films.
    - Any other business notified in this behalf.
vi. The company has not claimed a benefit for establishing its unit in an SEZ, benefit of accelerated depreciation, or benefit of additional depreciation, investment allowances, expenditure on scientific research, and any deduction in respect of certain income other than deduction in respect of employment of new employees.
vii. The company has not claimed set-off of loss and unabsorbed depreciation carried forward from any earlier years, including set-off of any unabsorbed depreciation and losses relating to loss/depreciation on amalgamation, provided such loss is attributable to the deductions referred to in (vi) above.
viii. In case difficulty arises in non-fulfilment of certain conditions in this section, the Indian Revenue Department may issue guidelines for removing the difficulty.
ix. The option of seeking the benefit of a reduced CIT rate of 15% is furnished in the prescribed manner before the due date of furnishing of income.
x. Domestic transfer pricing provision will be applicable for these companies.
xi. Companies exercising this option have been excluded from the applicability of provisions of MAT and MAT credit.

Benefit of the above provision of reduced tax rate will not be available in the year of non-compliance and all the subsequent years and other provisions of the Income-tax Act will apply as if the option has not been exercised from the year of non-compliance. However, such company may exercise an option to be governed under provisions of reduced tax rate of 22% (plus surcharge of 10% and applicable health and education cess).

2. Benefits under Indirect Tax Laws

There is no special benefit availed/ available to the company under various Indirect Tax Laws.

B. Special Tax Benefits Available to the Shareholders

Solely in relation to the offer, there are no special indirect tax benefits available to the shareholders of the Company

Notes:

1. The above Statement is as per the current Tax Laws prevalent as on the date of issuance of this certificate.

2. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.

3. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.

4. The possible special tax benefits are subject to conditions and eligibility criteria which need to be examined for tax implications.

5. The tax benefits discussed in the Statement are not exhaustive and are only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences 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 issue.

6. In respect of non-residents, the tax rates and the consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

7. For the purpose of reporting here, we have not considered the general tax benefits available to the company or shareholders.

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

SECTION IV – ABOUT THE COMPANY

INDUSTRY OVERVIEW

Global Macroeconomic Scenario

The global economy, estimated at 3.1% in 2023, is expected to show resilience at 3.1% in 2024 before rising modestly to 3.2% in 2025. Between 2021 – 2022, global banks were carrying a historically high debt burden after COVID-19. Central banks took tight monetary measures to control inflation and spike in commodity prices. Russia's war with Ukraine further affected the global supply chains and inflated the prices of energy and other food items. These factors coupled with war-related economic sanctions impacted the economic activities in Europe. Any further escalation in the war may further affect the rebound of the economy in Europe.

While China, the largest manufacturing hub of world, was facing a crisis in the real estate sector and prices of properties were declining between 2020 - 2023, with the reopening of the economy, consumer demand is picking up again. The Chinese authorities have taken a variety of measures, including additional monetary easing, tax relief for corporates, and new vaccination targets for the elderly. The Chinese Government took several steps to help the real estate sector including cracking down on debt-ridden developers, announcing stimulus for the sector and measures to encourage the completion and delivery of unfinished real estate projects. The sector is now witnessing investments from developers and demand from buyers.

Global headline inflation is set to fall from an estimated 6.8% in CY 2023 to 5.8% in CY 2024 and to 4.4% in CY 2025. This fall is swifter than anticipated across various areas, amid the resolution of supply-related problems and tight monetary policies. Reduced inflation mirrors the diminishing impact of price shocks, particularly in energy, and their subsequent influence on core inflation. This decrease also stems from a relaxation in labour market pressure, characterized by fewer job openings, a slight uptick in unemployment, and increased labour availability, occasionally due to a significant influx of immigrants.

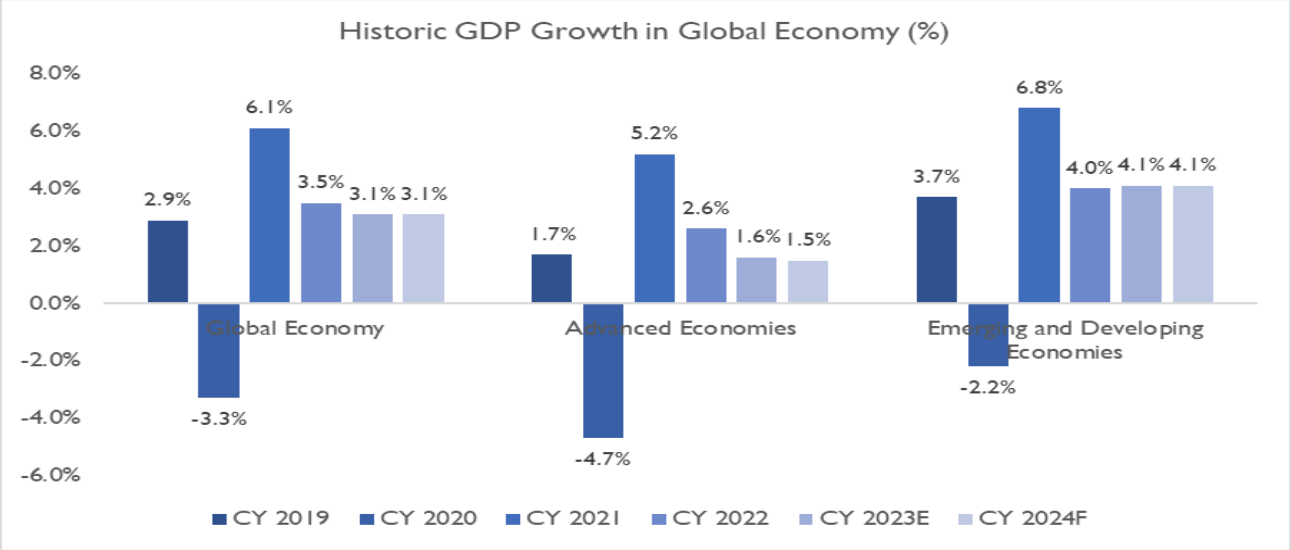
Global GDP Growth Scenario

The global economy started to rise from its lowest levels after countries started to lift the lockdown in 2020 and 2021. The pandemic lockdown was a key factor as it affected economic activities resulting in a recession in the year CY 2020, as the GDP growth touched -3.3%.

In CY 2021 disruption in the supply chain affected most of the advanced economies as well as low-income developing economies. The rapid spread of Delta and the threat of new variants in mid of CY 2021 further increased uncertainty in the global economic environment.

Global economic activities experienced a sharper-than-expected slowdown in CY 2022. One of the highest inflations in decades, seen in 2022, forced most of the central banks to tighten their fiscal policies. Russia’s invasion of Ukraine affected the global food supply resulting in a further increment in the cost of living.

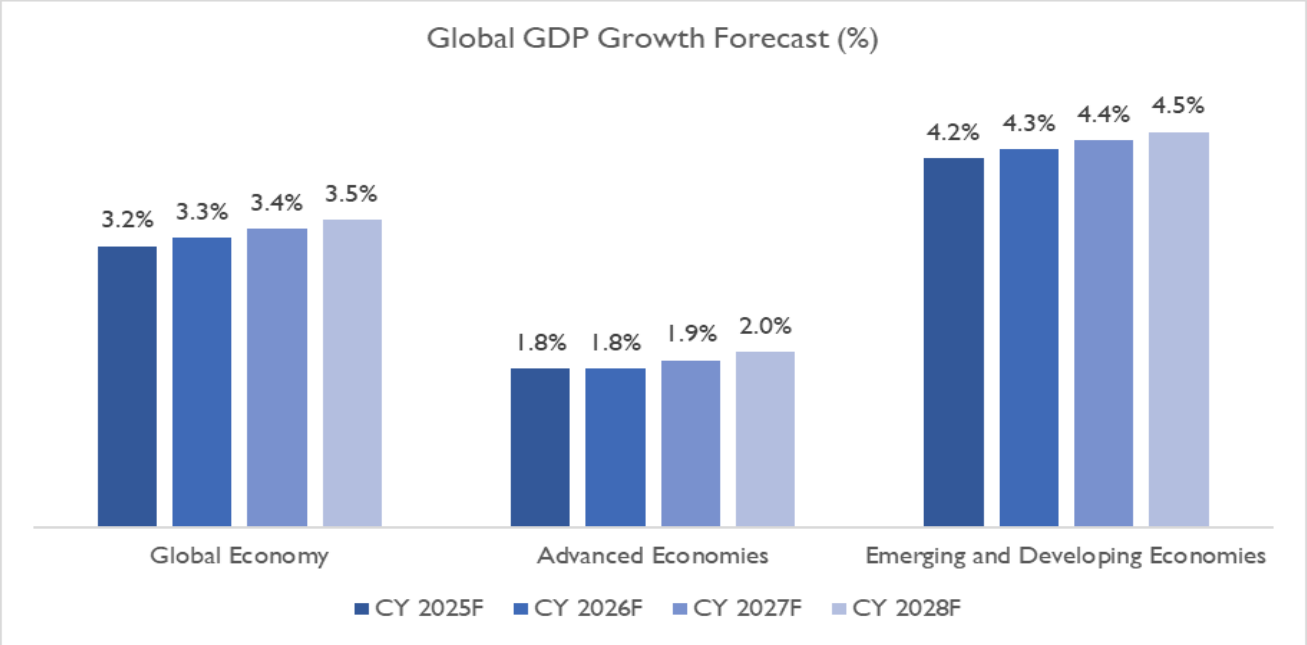
Further, despite initial resilience earlier in 2023, marked by a rebound in reopening and progress in curbing inflation from the previous year's highs, the situation remained precarious. Economic activity lagged behind its pre-pandemic trajectory, particularly in emerging markets and developing economies, leading to widening disparities among regions. Numerous factors are impeding the recovery, including the lasting impacts of the pandemic and geopolitical tensions, as well as cyclically-driven factors such as tightening monetary policies to combat inflation, the reduction of fiscal support amidst high debt levels, and the occurrence of extreme weather events. As a result, global growth declined from 3.5% in CY 2022 to 3.1% in CY 2023.



Note: Advanced Economies and Emerging & Developing Economies are as per the classification of the World Economic Outlook (WEO). This classification is not based on strict criteria, economic or otherwise, and it has evolved over time. It comprises of 40 countries under the Advanced Economies including the G7 (the United States, Japan, Germany, France, Italy, the United Kingdom, and Canada) and selected countries from the Euro Zone (Germany, Italy, France etc.). The group of emerging market and developing economies (156) includes all those that are not classified as Advanced Economies (India, China, Brazil, Malaysia etc.)

In the current scenario, global GDP growth is estimated to have recorded a moderate growth of 3.1% in CY 2023 as compared to 3.5% growth in CY 2022. While high inflation and rising borrowing costs are affecting private consumption, on the other hand, fiscal consolidation is affecting government consumption.

Slowed growth in developed economies will affect the GDP growth in CY 2024 and global GDP is expected to record a flat growth of 3.1% in CY 2024. The crisis in the housing sector, bank lending, and industrial sectors are affecting the growth of global GDP. Inflation forced central banks to adopt tight monetary policies. After touching the peak in 2022, inflationary pressures slowly eased out in 2023. This environment weighs in for interest rate cuts by many monetary authorities.



Source – IMF Global GDP Forecast Release 2024, D&B Estimates

India Macroeconomic Analysis

GDP Growth Scenario

India's economy showed resilience with GDP growing at estimated 7.6% in FY 2024. The GDP growth in FY 2024 represents a return to pre pandemic era growth path. Even amidst geopolitical uncertainties, particularly those affecting global energy and commodity markets, India continues to remain one of the fastest growing economies in the world.

Country	Real GDP Growth (2023)	Project GDP Growth 2024
India	7.8%	6.8%
China	5.2%	4.6%
Russia	3.6%	3.2%
Brazil	2.9%	2.2%
United States	2.5%	2.7%
Japan	1.9%	0.9%
Canada	1.1%	1.2%
Italy	0.9%	0.7%
France	0.7%[1]	0.7%
South Africa	0.6%	0.9%
United Kingdom	0.1%	0.5%
Germany	-0.3%	0.2%

Source: The International Monetary Fund
Countries considered include - Largest Developed Economies and BRICS (Brazil, Russia, India, China, and South)
Countries have been arranged in descending order of GDP growth in 2023.

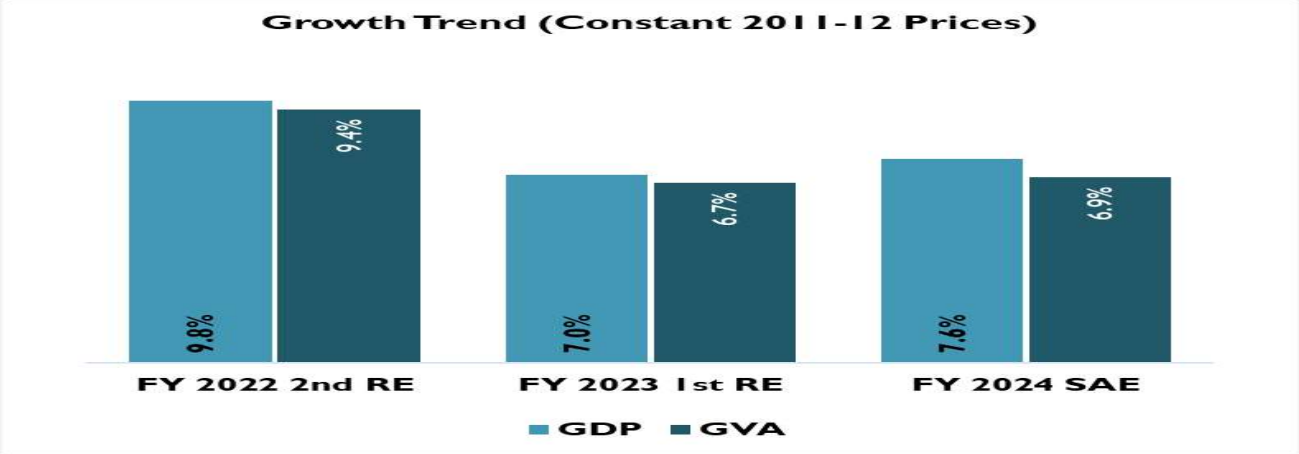
There are few factors aiding India's economic recovery – notably its resilience to external shocks and rebound in private consumption. This rebound in private consumption is bringing back the focus on improvements in domestic demand, which together with revival in export demand is a precursor to higher industrial activity. Already the capacity utilization rates in Indian manufacturing sector are recovering as industries have stepped up their production volumes. As this momentum sustains, the country may enter a new capex cycle. The universal vaccination program by the Government has played a big part in reinstating confidence among the population, in turn helped to revive private consumption.

Realizing the need to impart external stimuli, the Government stepped up its spending on infrastructure projects which in turn had a positive impact on economic growth. The capital expenditure of central government increased by 37.4% increase in capital expenditure (budget estimates), to the tune of Rs 10 trillion in the Union Budget 2023-2024. The announcement also included 30% increase in financial assistance to states at Rs 1.3 trillion for capex. The improvement was accentuated further as the Interim Budget 2024-2025 announced an 11.1% increase in the capital expenditure outlay at Rs 11.11trillion, constituting 3.4% of the GDP. This has provided the much-needed confidence to private sector, and in turn attracted private investment.

On the lending side, the financial health of major banks has witnessed an improvement which has helped in improving the credit supply. With capacity utilization improving, there would be demand for credit from corporate sector to fund the next round of expansion plans. Banking industry is well poised to address that demand. Underlining the improving credit scenario is the credit growth to micro, small and medium enterprise (MSME) sector as the credit outstanding to the MSME sector by scheduled commercial banks in the financial year FY 2023 grew by 12.3% to Rs 22.6 trillion compared to FY 2022. The extended Emergency Credit Linked Guarantee Scheme (ECLGS) by the Union Government has played a major role in improving this credit supply.

As per the second advance estimates 2023-24, India's GDP in FY 2024 grew by 7.6% compared to 7.0% in the previous fiscal on the back of solid performances in manufacturing, mining, and construction sectors. The year-on-year increase in growth rate is also partly due to by a strong growth in investment demand led by public capital expenditure.

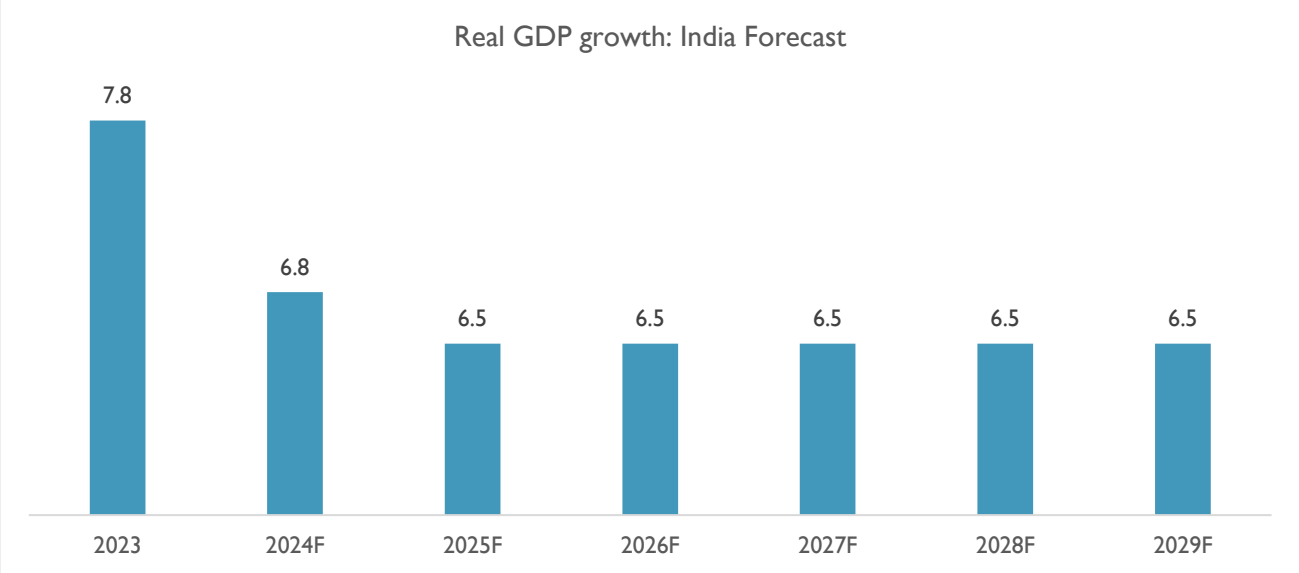
[1] European Commission



Source: Ministry of Statistics & Programme Implementation (MOSPI), National Account Statistics, 2023-24
RE stands for Revised Estimates, SAE stands for Second Advance Estimates

India's Economic Growth Outlook

Looking ahead to 2024, India's projected GDP growth of 6.8% in 2024 stands out as the fastest among major emerging markets, significantly outpacing China's 4.6% and Brazil's 2.2%. This robust growth trajectory is expected to sustain at 6.5% annually from 2025 to 2029, reflecting strong economic fundamentals and continued momentum.



Source: IMF

This decent growth momentum in near term (2024) is accompanied by a slowdown in inflation, as well as various other factors in the medium to long term that will support the economy. These include enhancements in physical infrastructure, advancements in digital and payment technology, improvements in the ease of doing business and a higher quality of fiscal expenditure to foster sustained growth.

India's optimistic economic outlook is underpinned by its demographic dividend, which brings a substantial workforce that boosts labor participation and productivity. The burgeoning middle class and urbanization contribute to increased domestic consumption, driven by rising incomes and purchasing power. Extensive investments in infrastructure, encompassing roads, railways, ports, and digital connectivity, are enhancing productivity and efficiency, with government initiatives like the Smart Cities Mission and PM Gati Shakti creating a conducive growth environment. This digital transformation, catalyzed by initiatives such as Digital India, is fostering a tech-driven economy marked by enhanced internet penetration, digital payments, and e-governance, thereby fueling growth in sectors like fintech, e-commerce, and digital services. The push to position India as a global manufacturing hub through Make in India and PLI schemes is further boosting industrial output, exports, and domestic production capabilities. Compared to other major emerging markets facing demographic and

economic challenges, India's combination of demographic strengths, policy reforms, and strategic initiatives positions it as a standout performer and a significant driver of global economic growth in the foreseeable future.

Overview: Lithium Ion Battery

Storage battery or rechargeable battery is a type of electrical battery comprising one or more electrochemical cells enabling electrochemical reactions which are electrically reversible. Some of the popular and commercial battery chemistry that are used world over include lead–acid, nickel metal hydride (NiMH), nickel cadmium (NiCad), lithium ion (Li-ion), and lithium-ion polymer (Li-ion polymer). These storage batteries have higher initial cost than disposable battery but can be recharged and used many times. These batteries find wide application in motor vehicles as well as back-up power supply units.

Amongst all, Lead acid batteries are one of the oldest rechargeable batteries with more than 150 years of existence. With a proven arrangement for reliable and low-cost energy storage, lead-acid batteries play an important role in our day-to-day life and still hold a substantial share in the overall battery market. Lead acid battery demand is broadly segment into two – automotive batteries and industrial batteries Automotive batteries (including batteries sold to OEMs and replacement batteries) form the largest component, accounting for close to 50% of total battery sale. Industrial batteries can be further divided into three: conventional flooded lead battery, valve regulated lead acid (VRLA) battery and nickel cadmium battery.

In industrial segment, it finds application in a wide range of industries such as Telecom, Railways, Power Control, Solar and UPS, amongst other. Also, the industry has been witnessing significant technological advancements to push its deployment in new and emerging application segments such as EV and energy storage application. Although, the lithium-ion batteries have built a remarkable presence in EVs and grid scale storage applications, but lead-acid batteries continue to stay ahead in terms of production costs, adoption.

In India, lead acid batteries hold a dominant position which can be attributed primarily to the cost advantage of lead acid batteries. The domestic capability to manufacture lead acid batteries, including sealed lead acid ones, is well established, with numerous players in the sector. This has resulted in low production costs due to easy access to raw materials, labor, and utilities, making these batteries available at a lower cost.

Lithium-ion battery

A lithium-ion battery or Li-ion battery (LIB) is a type of rechargeable battery. These are widely used in portable electronics, PDAs, iPods, cell phones, laptops, electronic toys etc. and are growing in popularity for its application electric vehicle and energy storage application in solar energy. In many applications, the industry is witnessing shift from conventional batteries to lithium-ion batteries because of their customizable property where in the number of cells in the battery can be adjusted based on the energy requirement. Structurally, EV battery is different from the Li-ion battery used in portable electronic batteries used in tablets, phones, and laptops. ***The EV battery contains a series of small cells grouped in a module. Several modules are then tightly assembled to make a traction battery pack.***

Lithium is the also lightest solid element and possesses the highest oxidation potential. Li-On battery have higher energy density compared to the standard lead acid and NiMH batteries, which make it a preferred material for EV. Furthermore, longevity of Li-ion battery and its reducing cost are another major reason for this shift. *As per industry estimates, Lead acid batteries that cost around INR 7,000 lasts only but a lithium-ion battery that costs INR 30,000. Currently, batteries account for almost 40-50% of the cost of an electric vehicle.*

Li-On Batteries Structure

Lithium-Ion battery is made of one or more power generating compartments called cells where each cell essentially comprises of three components. -positive electrode, negative electrode, and electrolyte. A positive electrode connects to the battery's positive terminal, a negative electrode connects to the negative terminal and chemical called an electrolyte is in between them. Lithium-ion batteries comprise a family of battery chemistries that employ various combinations of anode and cathode materials.

Lithium-ion batteries are often clubbed together with group of batteries that contain lithium, but their chemical composition may differ widely and so do their performance. Li-ion battery uses an intercalated lithium compound as one electrode

material, compared to the metallic lithium used in a non-rechargeable lithium battery. In the Li-ion batteries, lithium ions move from the negative electrode (anode) to the positive electrode (cathode) during discharge and vice-versa when charging.

In lithium batteries, cathode materials largely include minerals such as aluminium, cobalt, lithium, manganese, and nickel, with anode made up of graphite. The positive electrode is typically made from a chemical compound called Lithium-cobalt oxide (LiCoO2) or Lithium Iron phosphate (LiFePo4). The negative electrode is generally made from carbon(graphite). Following are major advantages and disadvantage of Li-ion Battery.

Advantages

- Amongst all the rechargeable batteries, li-ion battery has highest energy density which typically range 50-260 Wh/kg, compared to 60-120 Wh/kg for a nickel-metal hydride (NiMH) battery, 45-80 Wh/kg for Nickel-cadmium battery and only 30-50 Wh/kg for a lead-acid battery.
- Does not need prolonged priming when new. One regular charge is all that's needed. LIBs hold a charge well. They usually lose approximately 5% of their charge each month, against a 20% monthly loss for NiMH batteries.
- Low Maintenance - no periodic discharge is needed; there is no memory.
- LIBs do not require complete discharge prior to recharging.
- LIBs can handle more charge/discharge cycles.
- Lithium is 100% recyclable

Limitations

- Requires protection circuit to maintain voltage and current within safe limits.
- LIBs are highly sensitive to higher temperatures. Higher temperature leads to a much faster degradation rate than normal.
- LIBs start to degrade the moment they leave the factory. Subject to aging, even if not in use - storage in a cool place at 40% charge reduces the aging effect.
- If a LIB is fully discharged, it gets totally damaged.
- There exists a small possibility that if the LIB pack fails, it may burst open into flame.
- Transportation restrictions - shipment of larger quantities may be subject to regulatory control. This restriction does not apply to personal carry-on batteries.
- Expensive to manufacture about 40% higher in cost than nickel-cadmium.

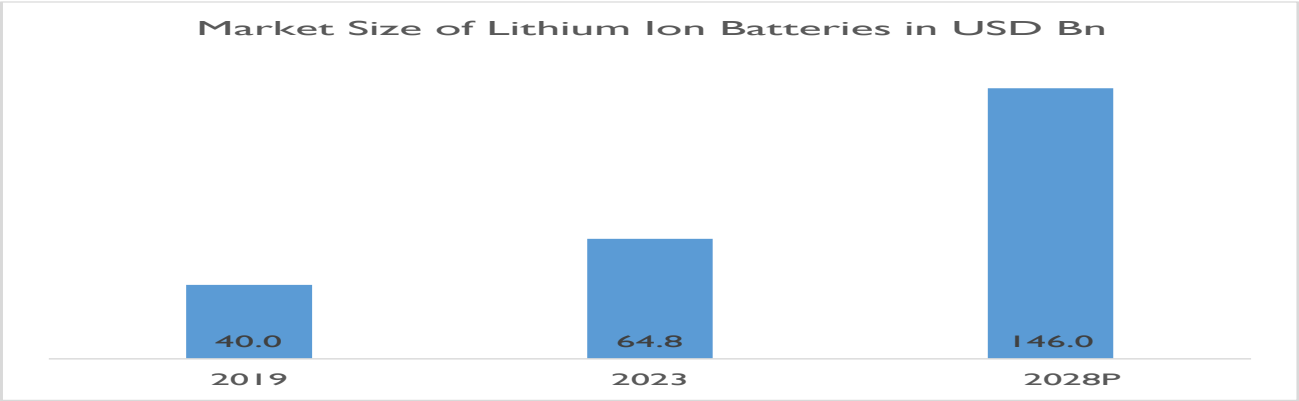
Manufacturers of Li-ion batteries have experimented with the materials used on the cathode & anode as well as varying composition of electrolyte which causes lithium-ion batteries to vary in their energy density levels. Li-ion battery have a high energy density[2] and low self-discharge. Following are few the most popular lithium-ion battery chemistries, along with their respective energy densities, use cases, benefits, and constraint.

Global Lithium-Ion Battery Industry

Market Scenario

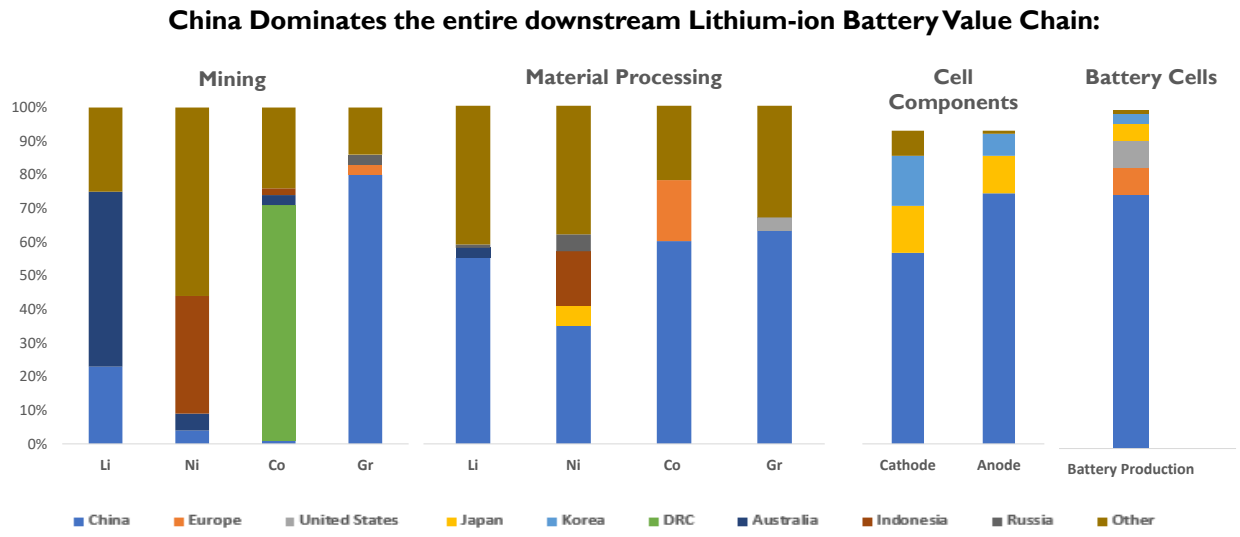
The lithium-ion battery industry is experiencing a remarkable surge, transforming the way humans power their lives. From electric vehicles (EVs) to consumer electronics, these versatile batteries are playing a pivotal role in the clean energy transition. The global lithium-ion battery market has witnessed a significant leap, reaching an estimated USD 64.8 billion in 2023, compared to USD 40 billion in 2019. This translates to a compound annual growth rate (CAGR) of 13%, indicating a steady and consistent expansion. Going forward, the market is projected to soar even further, reaching over USD 146 billion by 2028, with a projected CAGR of 17.6%. This exponential growth trajectory underscores the immense potential of lithium-ion batteries in shaping the future of energy.

[2] *Energy density is the measure of how much energy a battery contains in proportion to its weight and is typically presented in Watt-hours per kilogram (Wh/kg). A watt-hour is a measure of electrical energy that is equivalent to the consumption of one watt for one hour.*



Source: Dun & Bradstreet Desk Research

Lithium-ion battery supply chains consist of multiple complex stages that are spread around the world. They involve extracting minerals, refining chemicals, synthesizing materials, fabricating cells, and assembling modules. Below graphics explains the Lithium -ion battery supply chain.



Raw Material Availability

In addition to the above, there is a growing concern over the scarcity of raw materials used in Li-ion batteries. The demand for lithium, driven primarily by battery-related applications, is expected to increase significantly in the coming years. Currently, around 60 percent of lithium production is dedicated to batteries, but this figure could rise to 95 percent by 2030. While lithium reserves exist worldwide, high-grade deposits are mainly concentrated in a few countries, including Argentina, Australia, Chile, and China.

To meet the growing demand for lithium, there will need to be a substantial increase in mining activities. However, it is important to note that lithium mining projects require significant investments and face various challenges, including environmental concerns and local opposition. Additionally, as the technological advancements in battery technology continue to evolve, there may be a need for more lithium-heavy batteries, further increasing the demand for lithium.

Li-ion battery Recycling:

Lithium-ion battery are high reactive properties and improper handling is dangerous for environment as these batteries are capable of poisoning water bodies, soil and air. Therefore, amidst growing lithium-ion battery demand, scarcity of critical input resources and to secure a steady supply of price sensitive commodities at low environmental cost, ***investing in battery recycling infrastructure*** **is critical**. Given the finite resource availability, it become essential to invest in into technologies aimed at extending the use life of components and recovering the embedded materials.

Industry sources suggest, a li-ion battery in EV is about has a shelf life of about 8 years and after 5 to 8 years of use its capacity drops to below 70-80% which is not sufficient enough for EV give the desired range. However, after use in vehicles for about 7-8 year, the used lithium-ion battery still preserves about 70-80% of its capacity that can be tested and used for stationary energy storage applications like in homes, offices, streetlights, data centres, amongst others for at least an additional three to five years which thereby can help in increasing the overall battery usage life cycle. It is a tested process and is being applied mainly in some international market such as Europe, China and US. This is one of the effective ways where Indian battery solution providers can apply to mitigate battery-disposal issues. However, this method does not address the of sourcing critical elements like lithium and cobalt, which are essential to produce new EV batteries. As per industry sources, the seven principal components (cobalt, lithium, copper, graphite, nickel, aluminium, and manganese) constitute more than 90% of the total economic value of a spent lithium-ion battery which can be extracted, recycled, and used for new EV application. Thermal treatment process for the electrolyte followed by a mechanical and chemical treatment process to extract lithium and other component is applied on discharged and dismantled batteries.

Recycling Benefit

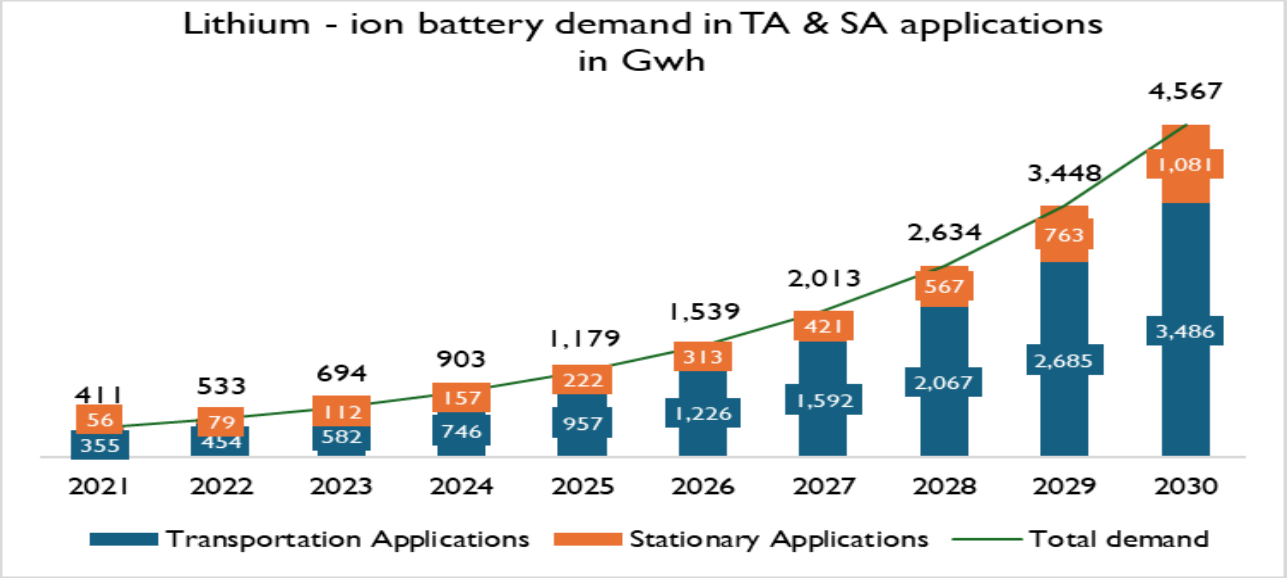
Each of the metals used in Lithium Ion Battery have either ESG issues or supply security issues, or both. For example, 70% of the world's cobalt is being mined in DR Congo region and it is projected that we will run out of cobalt by 2030 which make recycling an essential economic activity to support the lithium supply.

Prior research conducted reveals that 70% reduction in energy consumption when lithium-ion cell is produced from recycled cobalt vis-à-vis virgin raw material. For lithium, instead of resource depletion, the uninterrupted supply from suppliers remains crucial. The country may face undersupply of lithium soon which favor large scale recycling of batteries.

Besides being energy intensive, traditional lithium mining is a water-guzzling process which requires about 500,000 gallons of water to produce 1 tonne of Lithium which has associated social and ecological implication.

The rapid surge in electric vehicle (EV) demand has brought about a parallel growth in EV battery production, with projections indicating a global gigafactory capacity of over five terawatt hours (TWh) annually by 2030. This surge in production has also spotlighted the emerging opportunities within the battery recycling sector as these batteries near their end-of-life stage.

Global Demand Scenario

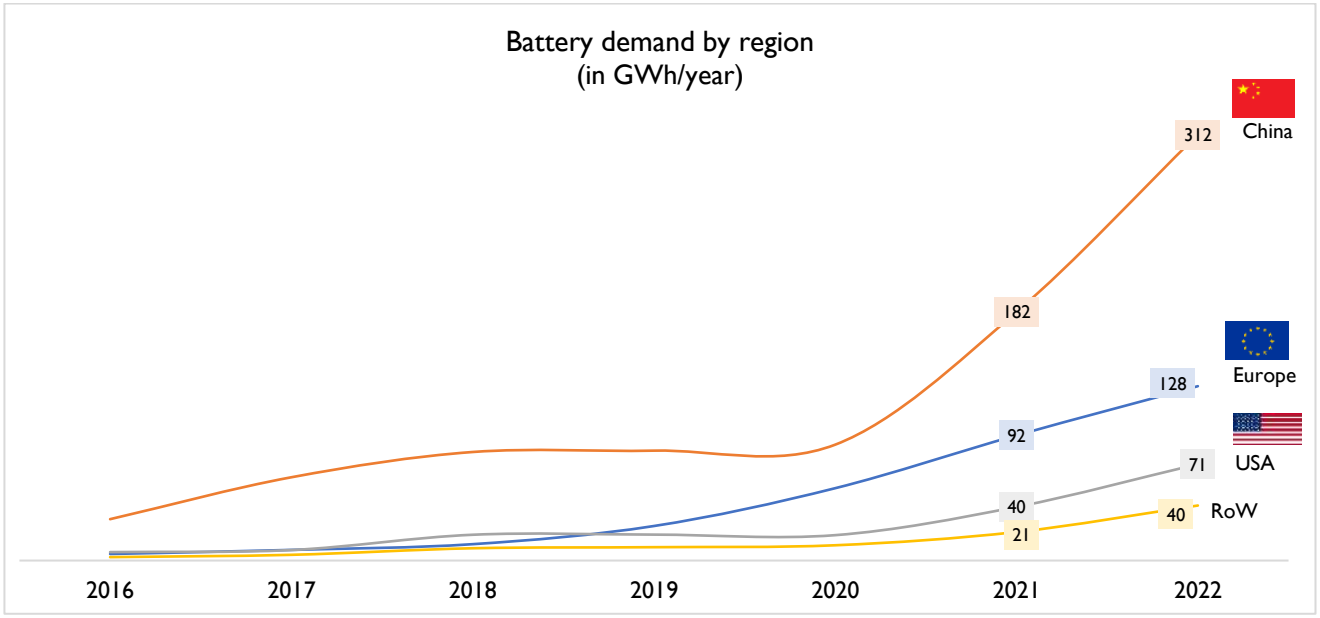


Source: (Niti Aayog, D&B analysis)
Note: As per Niti Aayog latest report, the historical projection is available from 2022 – 2030 and actual figure is for 2021.

The lithium-ion battery sector is witnessing remarkable growth across transportation and stationary applications, as evidenced by the latest projections. The demand is expected to rise significantly, with total demand increasing from 411 GWh in 2021 to 4,567 GWh in 2030. In the transportation segment, driven by the surging adoption of electric vehicles worldwide, the demand is forecasted to skyrocket from 355 gigawatt-hours (GWh) in 2021 to a staggering 3,486 GWh by 2030, nearly a tenfold increase. This exponential growth can be attributed to mounting environmental concerns, favorable government policies, technological advancements, and rising consumer demand for sustainable mobility solutions. Concurrently, the stationary applications segment, encompassing energy storage systems for renewable sources like solar and wind, is poised for substantial expansion. The demand is projected to surge from a modest 56 GWh in 2021 to a significant 1,081 GWh by the end of this decade, a remarkable twentyfold increase. This trajectory is driven by the global transition towards clean energy sources, the need for reliable energy storage solutions, and advancements in battery technologies that enhance cost-effectiveness and efficiency. Overall, the lithium-ion battery market is expected to witness an unprecedented surge in demand, catalyzed by the worldwide push for sustainable energy solutions, technological innovations, and supportive policy frameworks.

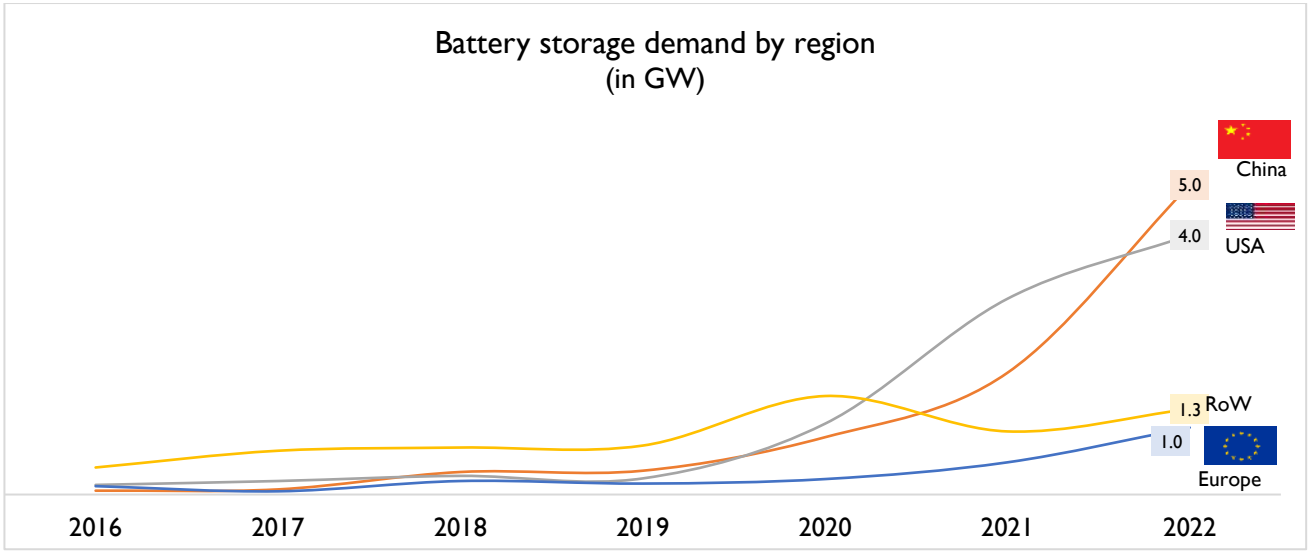
Global Outlook for Li-ion Batteries:

The global market for lithium-ion (Li-ion) batteries is experiencing rapid growth, driven by advancements in battery technology, supportive government policies, and increasing awareness of environmental sustainability. As the demand for energy storage solutions increases across various sectors, understanding regional dynamics in Li-ion battery demand and production becomes crucial for stakeholders in the value chain.



Sources: IEA Report.
Notes: ROW stands for Rest of the World

Growth in Battery Storage Demand



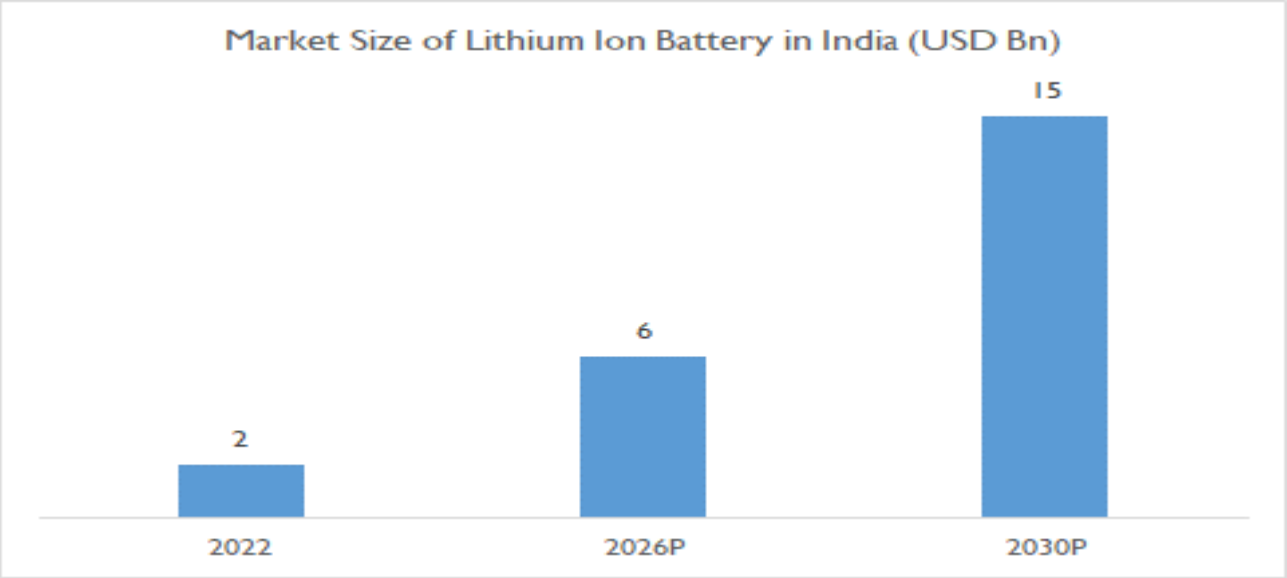
Sources: IEA Report
Notes: ROW stands for Rest of the World

The growth of lithium-ion battery storage capacity in various countries is driven by a combination of factors, reflecting global trends towards electrification, renewable energy adoption, and sustainable development.

Indian Lithium-ion battery Outlook

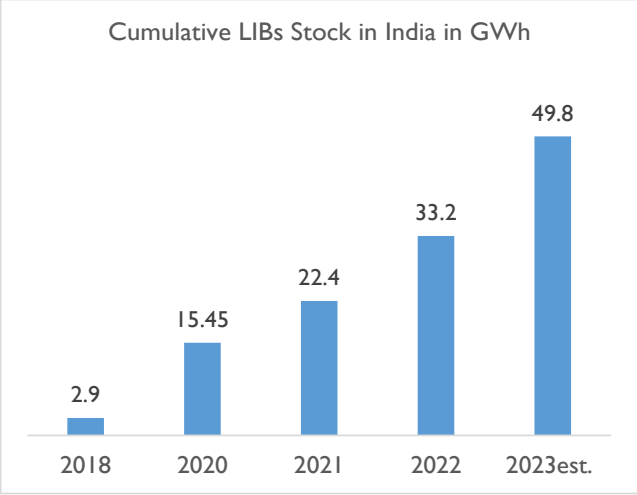
Market Scenario

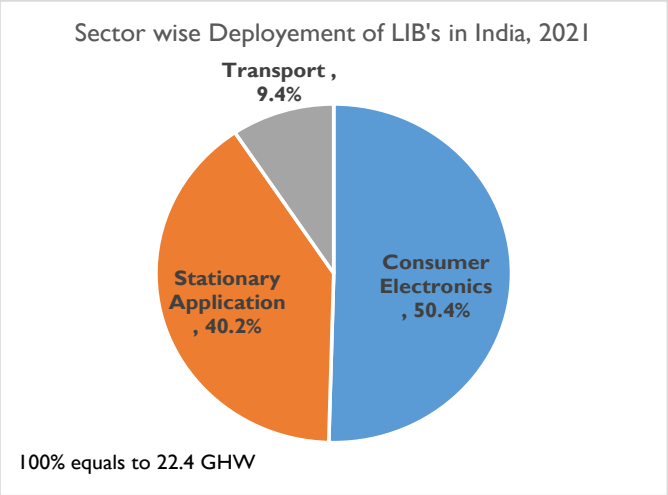
In value term, the size of the lithium-ion battery in India was estimated at around 2 billion which under (the accelerated scenario) is expected to grow to USD 6 Bn by 2026 and further to USD 15 Bn in 2030, driving by the increasing demand across the major end using vertical.



Sources: Niti Aayog

The lithium-ion industry demand is witnessing healthy demand growth in India backed by rising usage in diversified end user industry. The country's cumulative lithium-ion battery market in India have grown from 2.9 GWh in 2018 to 22.4 GWh in 2021 and is estimated to have grown further to 49.8 GWh in 2023. Between 2020-23, the market demand is estimated to have grown by 47% CAGR. This expansion is driven by advancements in battery technology, heightened investment in renewable energy infrastructure, and supportive government policies promoting green energy and sustainable transportation. Leading companies in the market are concentrating on increasing production capacity, improving battery efficiency, and ensuring sustainable supply chains to meet the growing demand while addressing environmental and resource-related challenges.





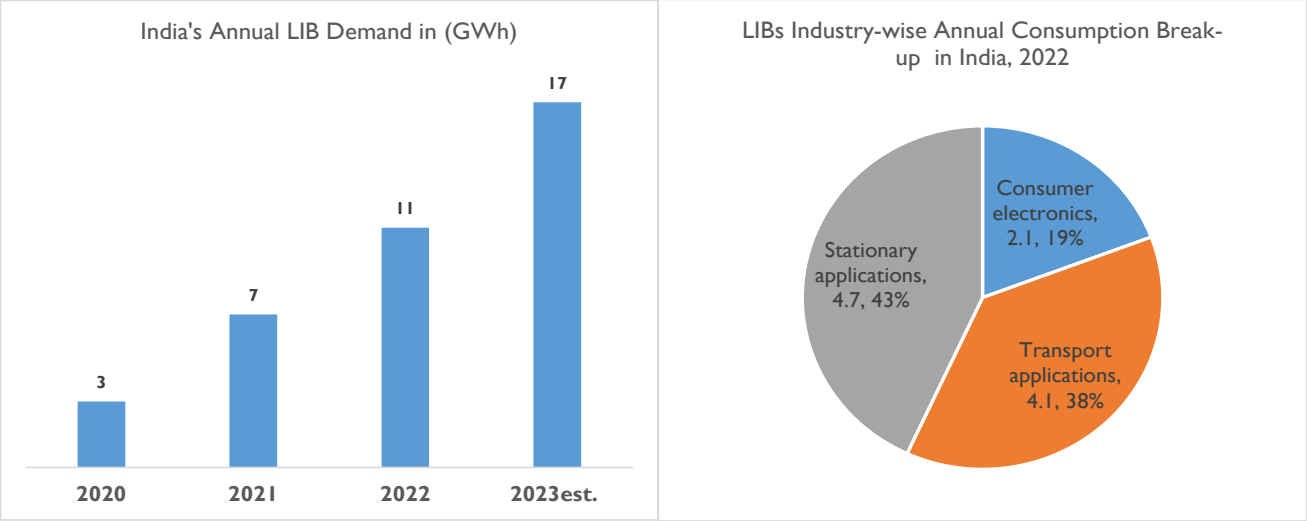
Sources: Dun & Bradstreet Desk Research and NITI Ayog Publication

The current deployment of Li-ion batteries (LIBs) in India is predominantly driven by consumer electronics, including smartphones, laptops, notebooks, and tablets. Amongst several consuming sector, consumer electronic account for maximum deployment of 11.3 GWh followed by LIBs deployment in Stationary Application at 9GWh and transport application at 2.1 GWh translating into respective market share of 50.4%, 40.2% and 9.4%. Increasing consumer electronics adoption and continued development of smart devices backed by growing income has supported the consumption of lithium-ion batteries. This sector is expected to grow further with increased digitalization and technological integration in daily life.

Though consumer electronics have dominated LIBs consumption in India in the past, but the sector has been losing its share to the other two segments. In 2020, consumer electronic accounted for 61% of LIBs deployment while stationary application and EV sector account for 36% share and 3% share, respectively. Since 2016, the market for advanced cells, particularly LIBs, has grown exponentially, primarily due to their increasing usage in grid scale battery-based storage system in RE sector and accelerated EV adoption in India. This trend is expected to continue, transforming the LIBs consumption landscape in India.

ANNUAL LIBS DEMAND

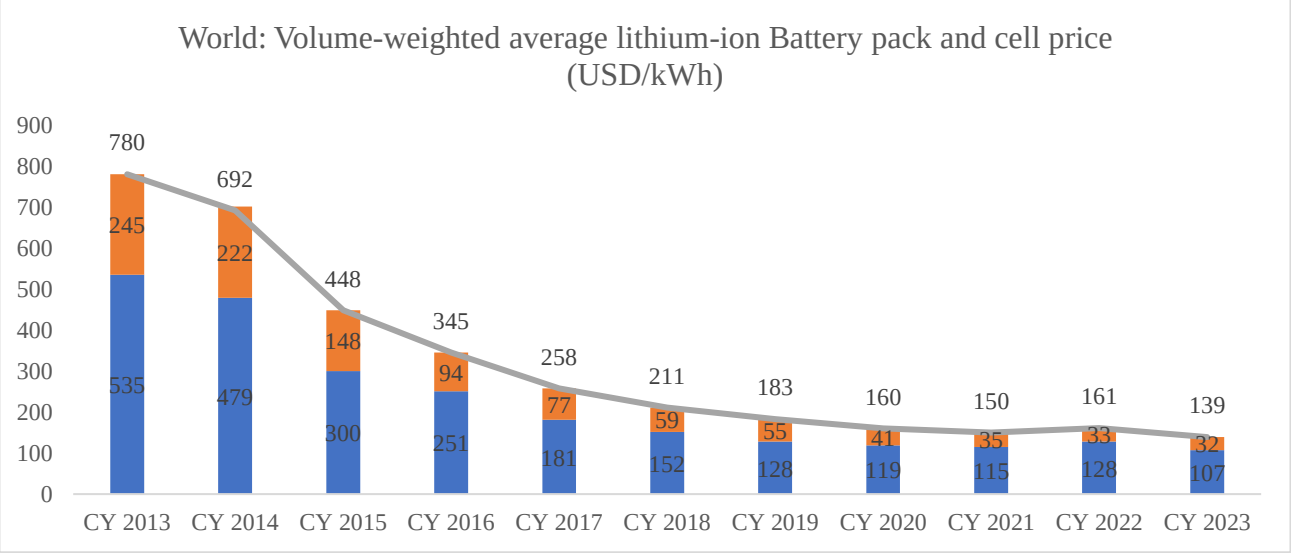
India annual Lithium-ion battery demand is estimated to have grown from 3GWh in 2020 to ~11 GWh in 2022 while 2023 it is estimated to have accelerate further to nearly 17 GWh in 2023. Annually, stationary application and transport application were estimated to have accounted for 43% and 38% share with annual demand of 4.7 GWh and 4.1 GWh, respectively while Consumer Electronics segment was estimated to account for a 19% share, with 2.1 GWh lithium-ion battery consumption.



Sources: Dun & Bradstreet Desk Research and Advanced Chemistry Cell Battery Reuse and Recycling Market in India publication BY NITI Ayog and the UK government

Lithium-ion battery price tends

Previously, the biggest disadvantage of lithium-ion adoption was its higher price. However, the price of Li-ion cell & battery pack has been plummeting since 2010, on the back of incremental innovation in battery chemistry as well as economies of scale due to pick up in electric vehicle sale. The average price for Li-ion battery pack across all sectors, which was at USD 780 per kWh in 2013 have dropped to USD 139 per kWh in 2023. With lithium-ion battery pack accounting for anywhere between 30 to 50% of electric vehicle cost, this drop in battery cost have helped in bringing the cost of electric vehicle. However, after experiencing its first increase to USD 161 per kWh (a 7% year-over-year rise) in 2022, reversing the downward trend since 2010, the cost declined to USD 139 per kWh (a 14% year-over-year decrease) in 2023. This fluctuation highlights the dynamic nature of the market and the impact of various factors influencing battery technology costs. Although at the current price level too Li-Ion electric vehicle have high-cost differential with conventional vehicle, it is expected to come down as the price hits USD 100 per kWh. As per experts and players in battery technology industry, lithium battery prices are expected to fall again in 2024 as supply side of lithium extraction and refining strengthen while prices are expected to USD 100 per kWh by 2026 and to USD 73 per kWh by 2030.



Source: Bloomberg NEF Annual Battery Survey

Lithium-ion battery price in India 2024

Capacity (Watt per hour)	Total price (INR)
6 Ah / 75 Wh	2,250
12 Ah / 150 Wh	4,500
20 Ah / 250 Wh	7,500
30 Ah / 385 Wh	11,550
40 Ah / 500 Wh	15,000
20 Ah / 1000 Watt hour	30,000
40 Ah / 2000 Watt hour:	60,000
100 Ah / 5000-Watt hour:	150,000

Sources: Dun & Bradstreet Desk Research

Although India is dependent on imports for Li-Ion battery, this dropping cost will work out to India's advantage too. The lukewarm response to EV sector earlier was due to the higher cost of the battery which increases the overall ownership cost of EV. As the battery price drops this challenge will be solved, making the FAME II eligible E2Ws affordable to common masses.

New Product Launches and its use cases

Product	Use Case
High-Capacity Lithium-ion Inverter Batteries	Traditional lead-acid inverter batteries are being challenged by new high-capacity lithium-ion offerings. Companies like Luminous, Exide, and Tata Power are launching models boasting longer backup times, deeper discharge cycles, and faster recharge capabilities. These features are perfect for homes and businesses experiencing frequent power cuts.
Long-Life Smartphone Batteries	Smartphone manufacturers are integrating advanced lithium-ion batteries with extended lifespans. Brands like Samsung and Motorola are focusing on innovations like graphene-based electrodes and improved thermal

	management systems, leading to phones that stay charged longer.
Specialized Lithium-ion Batteries for EVs	Catering to the burgeoning EV market, companies like Reliance and Mahindra are developing lithium-ion batteries specifically designed for electric two-wheelers and three-wheelers. These batteries offer higher energy density, improved range, and faster charging times, making EVs a more attractive option for consumers.
Home Energy Storage Solutions:	Companies like Log9 Materials and Nsure are introducing lithium-ion battery packs for home energy storage. These systems allow homeowners to store solar power generated during the day and utilize it during peak hours, reducing dependence on the grid and electricity bills

India Demand Scenario in End user Industry consuming Lithium-Ion Batteries

Lithium-ion batteries are suitable power source for consumer electronics, power sectors, stationary application, industrial sector, and e-mobility. As Li-Ion have very extremely high energy densities compared to other established technologies (nickel-cadmium (Ni-Cd), nickel-metal hydride (NiMH) and lead-acid (Pb-Acid) batteries), it is ideal power source for EV or mobile phone, where excess weight is a liability.

Based on the application, LIB battery can be classified into three broad categories:

Consumer electronics applications (CEAs)	**Stationary applications (SAs)**	**Transportation applications (TAs)**
LIBs are used in electronics like mobile phones, tablets, laptops, cameras, etc. These rechargeable batteries are of a smaller size.	SAs include the batteries used for commercial and industrial applications like • Grid-connected battery energy storage for renewable integration • Behind the meters application: ➢ Energy storage for telecom and data centres, ➢ Industrial logistics like forklifts, medical devices, and power tools ➢ Commercial and industrial energy storage for solar rooftops Rural electrification	TAs include batteries for SLI application and onboard batteries for e-mobility applications. **e-mobility – battery storage:** ➢ Battery EV (light-duty, medium-duty and heavy-duty ➢ Hybrid EV **SLI – starting, lighting and ignition:** ➢ Plug-in hybrid EV ➢ Batteries in cars, trucks, bikes, and other internal combustion motorised vehicles

Consumer Electronics

The consumer electronics sector remains a dominant force, constituting approximately 51% of India's cumulative lithium-ion battery (LIB) deployment in 2021. This segment encompasses a range of major appliances including laptops, mobile phones, power banks, notebooks, and tablets. India is one of the largest consumer electronics markets in Asia Pacific Region. Economic growth, rising income, increasing consumer aspiration, innovation, have led to surge in demand for various electronic products. Technology transitions such as the rollout of 5G networks and IoT are expected to drive the accelerated adoption of electronics products in India.

India boasts a staggering 1.2 billion telecom users and over 0.7 billion smartphone users, solidifying its position as one of the foremost markets for mobile devices. The smartphone market in India has seen a ten-fold increase from approximately 14.5 million shipments in 2011 to around 146 million in 2023, making it one of the world's 2nd most lucrative markets. For

smartphones, the average battery capacity considered in estimating battery demand is 3000 mAh until 2024, and it's projected to rise to 4000 mAh thereafter. Similarly, the annual market for laptops and notebooks stands at approximately 13.5 million units, with an expected cumulative sales volume of around 150 million by 2030. Here, the average battery capacity factored into the computation of battery demand is 4400 mAh until 2024, increasing to 4500 mAh thereafter. The current market size of consumer electronics batteries in India is estimated to be approximately 11.3 gigawatt-hours (GWh), with LIBs constituting the majority share. Market expansion is evident, driven by increased sales in both urban and rural areas. This upward trend in demand is anticipated to persist until 2030. The explosive growth in consumer electronics/ appliances has benefitted li-ion batteries, which is an integral component of consumer electronic products. Cumulative LIB demand from Consumer electronic segment between 2022-2030 is estimated to be 36.4 GWh

On supply side, India was lagging in electronic hardware manufacturing, but recent years have seen a pickup in this domain backed by Government initiatives. The Government has identified growth of electronics manufacturing sector as a thrust area. These include Make in India programme, Electronic System Design & Manufacturing (ESDM), Modified Special Incentive Package Scheme (M-SIPS), rationalization of duty structure, phase manufacturing programme and preferential market access, amongst several others. In addition to above, the government has launched "Atmanirbhar Bharat Abhiyan" and Production Linked Incentives (PLI) scheme that is facilitating domestic manufacturing and driving the demand of battery demand.

Transport Applications: Electrical Vehicle

EV Sale in '000	FY 2018	FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	Grand Total
E-2 Wheelers	2.0	28.0	26.8	44.8	252.6	728.1	944.1	2,026.5
E-3 Wheelers	92.0	116.0	143.1	90.9	172.5	401.9	632.5	1,648.9
E-4 Wheelers	1.2	1.9	2.4	5.2	18.6	47.5	90.4	167.2
E-Buses	0.0	0.1	0.4	0.4	1.2	2.0	3.7	7.8
Grand Total	95.2	146.0	172.7	141.2	445.0	1,179.4	1,670.7	3,850.3

Society of Manufacturers of Electric Vehicles (SMEV)

India's transportation sector is swiftly transitioning towards sustainability, led by the surge in electric vehicles (EVs). Electric two-wheelers, three-wheelers, and four-wheelers are reshaping urban mobility, driven by government incentives and environmental awareness. Increasing fuel price and concerns about emission related pollution have increased the interest for electric vehicles among consumers. Total EV sales in FY 2024 observed, 42% y-o-y increase. While the consolidated sales of EVs were 1,035 thousand unit in FY 2024, surging by 33.4% against 185.9% increase over the previous year. India's electric mobility program is driven by Government backed demand initiative model, which is at the core of the flagship Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles in India (FAME). The Union Government has set a target of converting 30% of vehicle fleet to electric by 2030, which is amongst the most aggressive plans that are being implemented across the globe. This aggressive policy framework has created a small but fast-growing EV industry in India, which is currently dominated by electric two wheelers. The rate of increase was sharp in FY 2023 due to lower volume level. The share of EVs in total registered vehicle continued to grow strong to 6.3% in 2023 from below 1% (0.7%) in 2020. The increasing surge in EV sale is largely attributed to the pent-up demand from the second wave slowdown which got triggered due to revised FAME subsidies, high fuel prices and launch of new electric vehicles along with improved charging infrastructure.

The EV-Ready India dashboard has projected an impressive 45.5% CAGR in total EV sale between 2022-2030, indicating EV sales to reach 16 Mn units by 2030. The increasing demand for EVs is fueling the adoption of lithium-ion batteries (LIBs), paving the way for a greener automotive future in India. Growing public and private investment in electric vehicles have accelerated the R&D investment in overall EV eco system including Lithium-ion battery. The total cumulative demand of batteries for electric mobility is estimated to grow to ~381 GWh by 2030, accounting 64% share in the cumulative LIB battery demand between 2022-30.

STATIONARY APPLICATION

The Indian government's commitment to transitioning to a low-carbon economy through clean energy adoption presents suitable opportunities for energy storage. Advances in battery technology and cost reductions across the supply chain have made battery storage more viable. The introduction of advanced chemistry cells (ACCs) has enabled the development of application-specific storage solutions more efficiently. Lithium-ion batteries play a crucial role in storing intermittent energy, ensuring a stable power supply. Amplus Solar and Tata Power have both deployed lithium-ion battery systems for uninterrupted power delivery and grid stabilization.

India is currently at the forefront of an energy transformation, swiftly transitioning towards cleaner, more reliable, and sustainable forms of renewable energy (RE). The Government of India (GoI) has set an ambitious target of achieving 500 gigawatts (GW) of installed RE capacity by 2030, comprising 170 GW of wind power and 280 GW of solar power, a significant increase from the current capacities of approximately 42 GW and 48 GW, respectively.

Due to the intermittent nature of RE sources, integrating them into the grid on such a massive scale poses various challenges, including the unpredictability of output timing and value. So, the government is developing **Solar Round-The-Clock (RTC)** hybrid systems combine solar energy with other renewable sources such as wind, along with energy storage solutions, to provide a continuous and reliable power supply. Lithium-ion batteries play a crucial role in these systems by storing excess energy generated during peak production times and releasing it during periods of low or no production, such as at night or during cloudy weather. This ensures a stable and uninterrupted power supply, making renewable energy more viable and reliable. Below development announced in this space in India are expected to drive the lithium-ion battery demand for grid scale energy storage solution.

EMERGING AREAS OF APPLICATION

Beside above, lithium-ion battery demand is also expected to emerge from following segments.

Robotics and Automation:

The surge in robotics and automation adoption across industries such as manufacturing, logistics, and healthcare is driving the need for efficient, high-capacity batteries, with lithium-ion technology emerging as the favoured solution. GreyOrange, an Indian firm specializing in AI-driven robotics systems for warehouses and supply chains, integrates lithium-ion batteries into their autonomous robots to optimize operations. Additionally, this company pioneers service robots and automation solutions powered by lithium-ion batteries, enhancing mobility, and extending operational hours.

Drones:

The commercial and recreational use of drones is rapidly growing in India, with applications ranging from agriculture to surveillance. Drones require lightweight, high-energy-density batteries, making lithium-ion batteries ideal. Aarav Unmanned Systems and idea Forge design drones for various purposes, powered by lithium-ion batteries for extended flight times and efficiency.

Medical Devices:

The medical industry's need for portable and dependable power sources, particularly for ventilators, diagnostic equipment, and other portable medical devices, is growing, notably amid the COVID-19 pandemic. Medtronic, a frontrunner in medical technology, relies on lithium-ion batteries to power its portable medical devices like insulin pumps and ventilators, ensuring reliable and uninterrupted operation. Similarly, BPL Medical Technologies provides a suite of portable medical devices such as patient monitors and defibrillators, all powered by lithium-ion batteries to maintain consistent performance.

Internet of Things (IoT):

The rapid growth of IoT devices, reliant on durable and enduring power sources, is an emerging trend. Lithium-ion batteries are ideal for these applications, offering high energy density and longevity. Companies like SenseGiz specialize in IoT solutions, employing lithium-ion batteries in their smart sensors and tracking devices for security, healthcare, and asset tracking applications. Similarly, Tagbox delivers IoT-based cold chain monitoring solutions, leveraging lithium-ion batteries to power sensors and ensure real-time data accuracy.

These segments collectively contribute to the growing demand for lithium-ion batteries in India, driven by advancements in technology, supportive government policies, and the global shift towards sustainable energy solutions.

Demand Drivers

Underlying Growth Drivers

Economic Growth	• Excluding the Pandemic years (FY2020-21), India's GDP is growing at 7-7.5% rate annually since FY 2014 favouring growth in consumption and investment demand.
Income Growth	• The country's Per capita income has increased from INR 68,572 in FY 2014 to INR 86,668 in FY 2023, registering a CAGR of 4.1% in the last 10 years.
Access To Large Market	• With over 1.42 Bn population, India emerged as the world most populous country in April' 23. India's population is projected to reach 1.54 Bn by 2032.
Demographics Advantage	• More than two-thirds of its population or 68% comprises people between the ages of 15 and 64 while with a median age of 31 by 2030, India will remain one of the youngest nations in the world.
Urbanisation	• The share of Urban population to total population in India grew from 27.8% to 31% between 2001-2011 and is further estimated to grow to 41.7% by 2030.
Per Capita Consumption	• Rural per capita consumption to grow 4.3 times by 2030, compared to 3.5 times in urban India
Rising Consumerisim	• India's consumption expenditure to grow from USD 1.5 trillion in 2021 to USD 6 Trillion by 2030 backed by the 370 Mn aspirational consumer age between 0-25 who will have grown up in India which have relatively better digital reach than before.
Increasing Millennial Population	• By 2030, India will have nearly 90 Mn new households headed by millennials
Affluent and Elite to drive spending	• India's affluent population and elite population is expected to grow by 2.1 X and 2.3X between 2019-2030
Digital Economy Growth	• India's digital economy is expected to reach USD 1 Tn by 2030 from USD 90 Bn
Internet User Growth	• India has second largest Internet users base which reached 881.25 Mn as on 31st Dec 2023, growing at CAGR of 8% between 2018-23.
Increase in Digital Payment	• Digital payments gross transaction value is expected to grow from USD 0.6 Tn in 2022 to USD 3.1 Tn (2030)
Government Inititiatives	• PLI Scheme, BIS standard For EV battery, FAME -I and Fame -II, driving the EV demand and EV batteries.

MAJOR TRENDS IN LITHIUM-ION BATTERY SEGMENT

***Transition from Lead Acid to Lithium Ion*:**

India, like many other countries, is witnessing a transformative shift in its automotive sector as it embraces sustainable mobility solutions. Central to the EV revolution is the transition from traditional lead-acid batteries to advanced lithium-ion batteries, which has been a game-changer in the Indian EV space.

The historical usage of lead-acid batteries in electric vehicles (EVs) in India dates back to the late 1990s and early 2000s, when India witnessed the emergence of a few pioneering electric vehicle manufacturers. These early adopters recognized the potential of EVs and identified lead-acid batteries as the go-to power source for most EVs due to their relative affordability and availability.

The widespread use of lead-acid batteries in early EVs was evident in the first generation of electric two-wheelers and three-wheelers. Electric rickshaws, commonly known as e-rickshaws or auto-rickshaws, started to gain popularity as a clean and economical mode of transportation in congested urban areas. However, as EV adoption gradually increased, the limitations of lead-acid batteries became more apparent, prompting the need for a significant transition to more advanced battery technology. This shift led to the emergence of lithium-ion batteries as the preferred power source for EVs in the country.

Two factors have played key roles in the transition that has happened in Indian EV battery space, in favour of lithium ion – these are technological advancement and favourable Government regulations. While the changes brought about by technological advancement was not specific to India, the transition triggered by Government regulations was purely an India specific phenomenon.

Technological Advancements

The rapid development and advancements in lithium-ion battery technology have been a major catalyst for the transition from lead-acid to lithium-ion batteries in the Indian EV market. Lithium-ion batteries offer superior energy density, longer cycle life, and faster charging capabilities compared to lead-acid batteries

Increased Energy Efficiency and Range

- Lithium-ion batteries boast of a significantly higher energy storage capacity compared to lead-acid batteries. The ability to store more electrical energy in the same 1 kg battery pack became a game-changer for electric vehicles. A lead-acid battery could store approximately 25 watt-hours of electricity in a 1 kg battery, whereas a lithium-ion battery could store up to 150 watt-hours, providing a remarkable six times more storage capacity.
- This increased energy storage capacity allowed EVs equipped with lithium-ion batteries to cover longer distances on a single charge, effectively addressing one of the main concerns of early EV adopters – range anxiety. Subsequently, EV owners could confidently use their vehicles for daily commuting and longer journeys without the worry of running out of charge.
- Furthermore, the higher energy storage capacity of lithium-ion batteries also contributed to more powerful performance. They could discharge faster and supply more power, making them well-suited for various driving conditions and providing a smoother driving experience.

Better Acceleration

- Lithium-ion batteries-based cars provide better mileage due to their lightweight nature. As a vehicle accelerates from a standstill, it needs to overcome its inertia, and the weight of the battery can significantly impact this process. Lithium-ion batteries are notably lighter than lead-acid batteries, making them more efficient in propelling the vehicle forward from a standstill. This characteristic is particularly advantageous for Hybrid Electric Vehicles (HEVs), where efficient energy utilization during acceleration is essential for optimizing fuel efficiency and reducing emissions.

- The lightweight property of lithium-ion batteries resulted in smoother and more responsive acceleration, offering a better driving experience for EV owners. In contrast, lead-acid batteries' heavier weight made acceleration less efficient and might have led to slower pick-up speeds and reduced overall driving range.

Extended Cycle Life

- Lead-acid batteries have a relatively low depth of discharge, which directly impact their cycle life. The depth of discharge refers to the percentage of the battery's total capacity that is utilized during each charge and discharge cycle. In the case of lead-acid batteries, they were typically not discharged more than 30-40% of their total capacity. This limited depth of discharge resulted in a shorter cycle life for lead-acid batteries.
- On the other hand, lithium-ion batteries were designed to be discharged up to 90% of their total capacity. This deeper discharge capability allows for more efficient use of the battery's energy storage, translating to longer and more robust cycle life. The ability to discharge the battery to a greater extent without damaging its performance significantly contributed to the longer lifespan of lithium-ion batteries.

Reduced Frequency of Replacements

- Due to their extended cycle life, lithium-ion batteries outperformed lead-acid batteries in terms of longevity. Lead-acid batteries often needed to be replaced within 4 to 15 years, depending on their type and usage. This relatively short lifespan led to higher maintenance costs for EV owners, making lead-acid batteries less economical in the long run.
- In contrast, lithium-ion batteries were designed to last longer, with a higher number of charge and discharge cycles before showing signs of degradation. The reduced frequency of replacements for lithium-ion batteries not only lowered maintenance costs but also contributed to a more sustainable and eco-friendly approach to EV ownership.

Enhanced Cost Efficiency for Owners

- The longer life span of lithium-ion batteries directly translated to enhanced cost efficiency for EV owners. Despite the initial higher upfront cost of lithium-ion batteries compared to lead-acid batteries, the extended lifespan made them a more cost-effective investment in the long term.
- EV owners benefited from reduced maintenance and replacement expenses over the lifespan of the lithium-ion battery, offsetting the initial higher cost of purchase. Additionally, the improved energy storage capacity and longer driving range of lithium-ion batteries further contributed to cost savings, as EV owners could travel longer distances on each charge.

KEY CHALLENGES IN INDIAN MARKET

Low mineral reserves: - a major challenge in the Primary Production of Lithium Battery in India

In Li-ion batteries, cathode materials vary, but common formulations include minerals such as lithium, aluminium, cobalt, manganese, and nickel, while the anode is made of graphite. India lacks in reserves of some of the most important Li-ion components including lithium, cobalt, nickel and even in the copper used in conductors, cables, and busbars.
Lithium presence is largely confined to countries like Chile, Australia, Argentina, China, and United state while Cobalt, another critical material that goes into the manufacturing batteries for electric vehicles, is largely mined in Democratic republic of Congo (DRC), Australia, Cuba and Philippines, and has a very fragile supply chain. Few studies indicate sufficient lithium resources available globally to meet growing requirement, however, reliable supply, availability at affordable prices of raw material and processed functional materials used in the anode and cathode, poses a challenge.

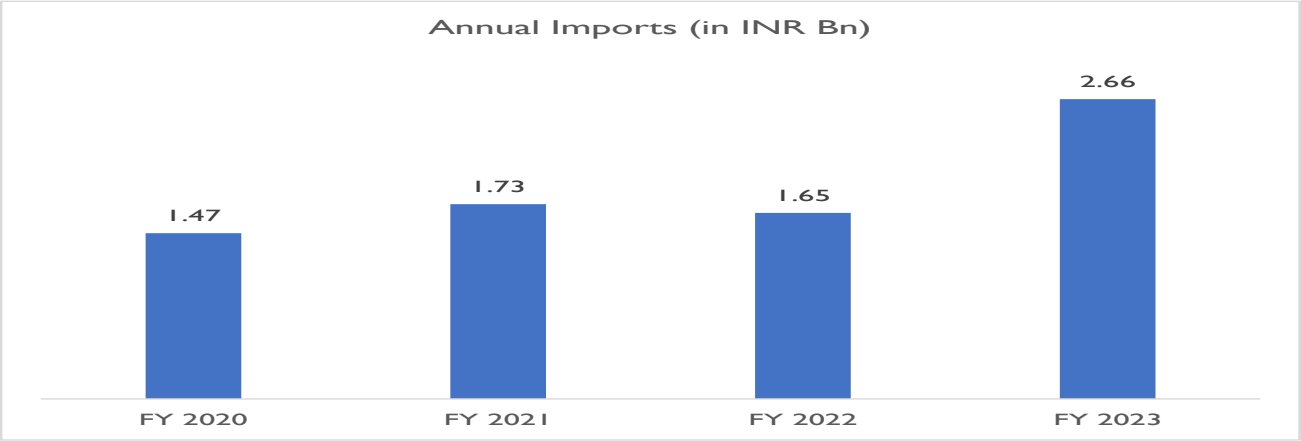
Lithium	**Country-wise Reserves**	**% share in total Reserve**	**Cobalt**	**Country-wise Reserves in Metric Tons**	**% share in total Reserve**
Chile	9,300,000	**35.8%**	Congo (Kinshasa)	4,000,000	47.9%

Australia	6,200,000	**23.8%**	Australia	1,500,000	18.0%
Argentina	2,700,000	**10.4%**	Indonesia	600,000	7.2%
China	2,000,000	**7.7%**	Cuba	500,000	6.0%
United States	1,000,000	**3.8%**	Philippines	260,000	3.1%
Canada	930,000	**3.6%**	Russia	250,000	3.0%
Zimbabwe	310,000	**1.2%**	Canada	220,000	2.6%
Brazil	250,000	**1.0%**	China	140,000	1.7%
Portugal	60,000	**0.2%**	Madagascar	100,000	1.2%
Other countries*	3,300,000	**12.7%**	United States	69,000	0.8%
			Papua New Guinea	47,000	0.6%
			Turkey	36,000	0.4%
			Morocco	13,000	0.2%
			Others	610,000	7.3%
Total	26,000,000		**Total**	**8,345,000**	**100.0%**

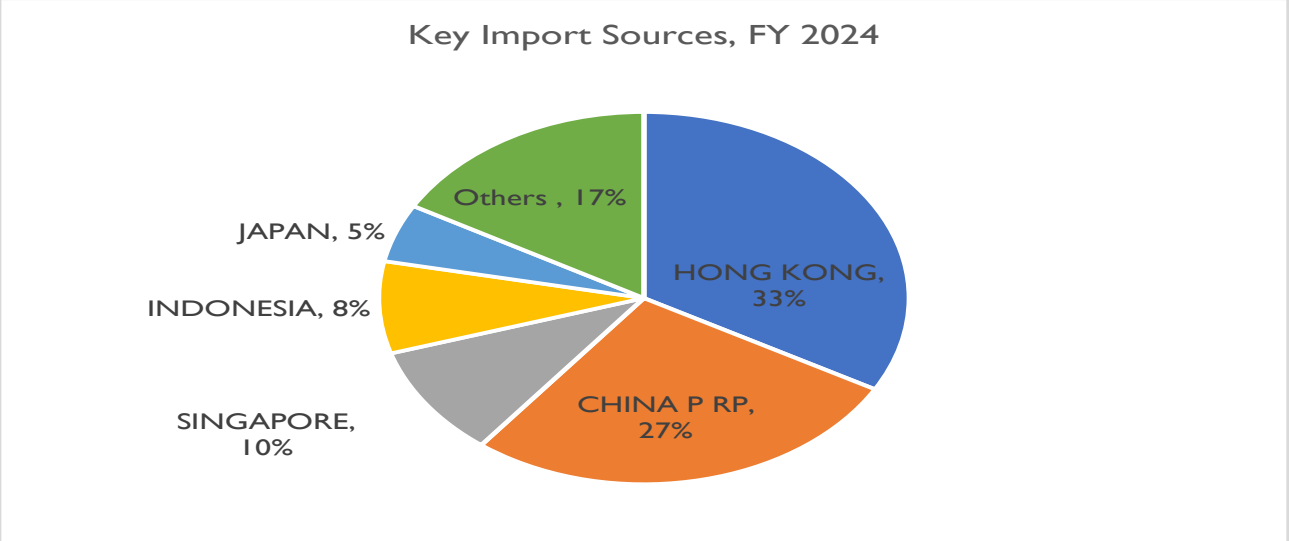
Sources: USGS, MINERAL COMMODITY SUMMARIES, 2023

Import dependency: key challenges & initiatives done to lower the dependency.

The country has limited domestic production capacity, relying heavily on imports of lithium -ion cell[3] from countries like Hong Kong and China and Singapore.



[3] 850650 Lithium



This reliance exposes India to supply chain disruptions and price volatility. Additionally, the scarcity of raw materials such as lithium, cobalt, and nickel, which are essential for manufacturing lithium-ion cells, further exacerbates the dependency on imports. Establishing a self-sufficient supply chain is complex due to these material shortages. Moreover, the high capital investment required to set up lithium-ion cell manufacturing plants is a significant barrier. The costs associated with technology, infrastructure, and skilled labour deter many potential investors. Technological gaps also pose a challenge; advanced manufacturing technologies and expertise are concentrated in countries with established industries, making it difficult for India to compete and innovate.

On demand side where the Indian Government has set an ambitious target to achieve 30% of new vehicle registrations to be electric and 450GW of renewables (for which nearly134GWh will be required) by 2030, it becomes critical to have a secure supply to support this vision. Consequently, the government to ensure secure supply has the target of reaching a cell manufacturing capacity of 50GWh by 2030. Thus, it has been taking announcing several measure that will the strengthen the domestic capabilities and reduce the import dependency in the coming years**.**

- One of the significant steps is the establishment of Khanij Bidesh India Ltd (KABIL), a joint venture involving three Central Public Sector Enterprises. KABIL is tasked with identifying, acquiring, developing, and processing critical minerals and metals, such as such as lithium, cobalt, copper, and nickel, both in India and abroad. This initiative aims to ensure a stable supply of essential raw materials, aligning with the vision of Atmanirbhar Bharat (self-reliant India).
- The government has also launched the Faster Adoption and Manufacturing of Electric Vehicles (FAME) scheme, which provides incentives for the adoption of electric vehicles. The requirement for EV manufacturers to assemble the traction battery packs locally to gain FAME-II incentives have led to the proliferation of battery pack assemblers in India.
- In the interim Budget 2024-25, INR 2,671.33 crores is allocated towards the FAME-II scheme to subsidize and promote clean energy vehicles.
- Furthermore, the government has allowed 100% FDI in electric mobility and has encouraged domestic manufacturing of battery packs, leading to the widespread adoption of lithium-ion battery technology over lead-acid batteries in mobile and stationary applications.
- The government trebled import duty on assembled battery packs to 15% from April 2021 while for lithium-ion cell used in manufacturing of lithium-ion accumulators for EV it was doubled to 10% to boost the domestic manufacturing.
- In the union Budget 2023-24, the government removed the import duty on capital goods and machinery (which ranged between 5-20% import duty) required to manufacture lithium-ion cells to nil per cent that applicable till March 2024.
- Another crucial initiative is the National Mission on Transformative Mobility and Battery Storage, which aims to facilitate research and development in the field of battery technology. To further boost domestic

manufacturing, the government approved the PLI scheme for Advanced Chemistry Cell (ACC) manufacturing on May 12, 2021. With a total outlay of Rs. 18,100 crore over five years, the PLI scheme aims to establish a competitive ACC battery manufacturing setup in the country with a target capacity of 50 Giga Watt hours (GWh), and an additional 5 GWh for niche ACC technologies.

- The PLI scheme provides production-linked subsidies based on the applicable subsidy per KWh and the percentage of value addition achieved on actual sales by the manufacturers who set up production units. This initiative is expected to significantly reduce the import dependence of ACC batteries. The first round of the ACC PLI bidding concluded in March 2022, resulting in the allocation of a total capacity of 30 GWh to three beneficiary firms. The program agreements with the selected firms were signed in July 2022. Furthermore, the Ministry of Heavy Industries released a Request for Proposal (RfP) on January 24, 2024, for shortlisting and selecting bidders under the PLI scheme. This initiative aims to set up ACC manufacturing units with a total capacity of 10 GWh, supported by a budgetary outlay of Rs. 3,620 crore.

Through these comprehensive measures, India aims to build a robust domestic manufacturing ecosystem for lithium-ion cells, reduce its dependency on imports, and position itself as a significant player in the global battery market.

Regulatory Landscape

The Indian government has been actively promoting domestic manufacturing of Lithium-ion batteries as part of its efforts to boost the adoption of electric mobility and reduce the country's dependence on imports. Several policies and initiatives have been introduced to incentivize and support the growth of the EV battery manufacturing ecosystem in India. Some of the key government policies are:

National Electric Mobility Mission Plan (NEMMP):

The National Electric Mobility Mission Plan (NEMMP), launched in 2013, is a comprehensive and ambitious initiative aimed at achieving substantial electrification of the Indian automotive sector. The plan focuses on promoting hybrid and electric vehicles (EVs) to enhance national fuel security and reduce the country's dependence on traditional fossil fuels.
A key goal of NEMMP 2020 is to achieve a significant increase in the sales of hybrid and electric vehicles. The government has set an ambitious target of 6-7 million annual sales of such vehicles starting from 2020. To achieve this target, the government plans to provide fiscal and monetary incentives to accelerate the adoption of these nascent technologies. Buyers of hybrid and electric vehicles will receive monetary support to incentivize their purchases.
Additionally, NEMMP policy aims to encourage domestic manufacturing of electric vehicle components, with a specific focus on batteries. To attract investments in the EV battery manufacturing sector, the government has introduced various incentives, subsidies, and tax benefits. These measures are designed to create a favorable environment for battery manufacturers to establish and expand their production capacities within the country.
Several steps have been implemented under the NEMMP framework to promote the adoption of electric vehicles and support the growth of the EV battery manufacturing sector. These include:

- **Tax Saving on EV Loans:**
- **Reduced GST Rates**:
- **Incentives for Charging Infrastructure:**
- **Exemption of Permit:**

Faster Adoption and Manufacturing of Hybrid and Electric Vehicles (FAME) India Scheme:

The Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles in India (FAME India) scheme is a significant initiative launched by the Indian government to promote the adoption and manufacturing of electric and hybrid vehicle technology. The scheme was initially introduced in 2015 and subsequently updated as FAME India Phase II in 2019, with an allocated budget of Rs. 10,000 Crore for a period of three years starting from 1st April 2019.

FAME India Phase II was initially designed as a three-year subsidy program with the primary goal of supporting the electrification of public and shared transportation in the country. With an extension until March 2024, the scheme aims to facilitate the adoption of electric and hybrid vehicles across various segments, including electric buses, three-wheelers,

four-wheeler passenger cars, and two-wheelers. The ambitious targets set by the government include the deployment of approximately 7,000 electric and hybrid buses, 500,000 electric three-wheelers, 55,000 electric four-wheeler passenger cars, and 1 million electric two-wheelers.

Production-Linked Incentive (PLI) Scheme

The Production Linked Incentive (PLI) scheme, known as the '**National Programme on Advanced Chemistry Cell (ACC) Battery Storage**,' was introduced in 2020 with the primary objective of promoting domestic manufacturing of advanced chemistry cell batteries, particularly lithium-ion batteries. The scheme aims to enhance India's manufacturing capabilities in the battery sector and reduce the country's reliance on imported batteries. In addition, the PLI scheme is not only aimed at supporting the growth of the electric vehicle sector but also facilitating the demand for battery storage solutions in stationary applications.

The National Mission on Transformative Mobility and Battery Storage (NMTMBS)

NMTMBS established in 2019, is a strategic initiative by the Indian government to drive mobility initiatives and promote the development of sustainable transportation solutions. One of the key objectives of the mission is to set up large-scale manufacturing plants for electric vehicle (EV) batteries and components, fostering the growth of a robust EV ecosystem in the country.

Phased Manufacturing Program (PMP)

The Phased Manufacturing Program (PMP) is a strategic initiative by the Indian government aimed at promoting the localization of Electric Vehicle (EV) components, including batteries, in a systematic manner. The primary objective of the program is to increase the domestic value addition in the production of these components, ultimately reducing the overall cost of EVs and enhancing their affordability for consumers.

The PMP focuses on encouraging indigenous manufacturing of electric vehicles, their assemblies, sub-assemblies, and various parts. It envisions a graded duty structure that promotes progressive indigenization over a period. By gradually reducing import duties on EV components, the government aims to incentivize and support the growth of domestic manufacturing in the EV sector.

Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors (SPECS):

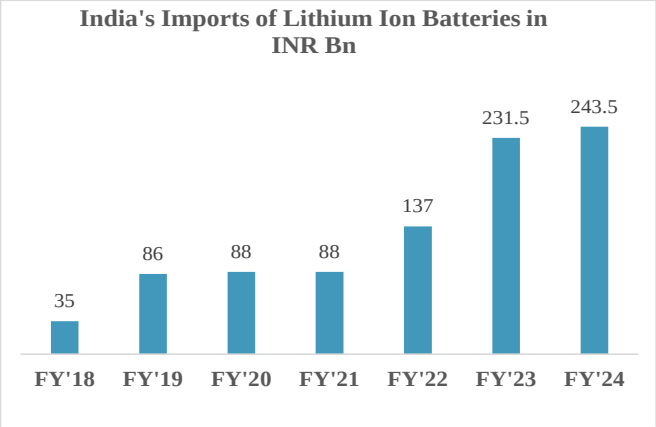
The Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors (SPECS) is a transformative policy initiative that addresses the challenges faced by the domestic manufacturing of electronic components and semiconductors in India. It is designed to bolster the electronics manufacturing ecosystem in the country.

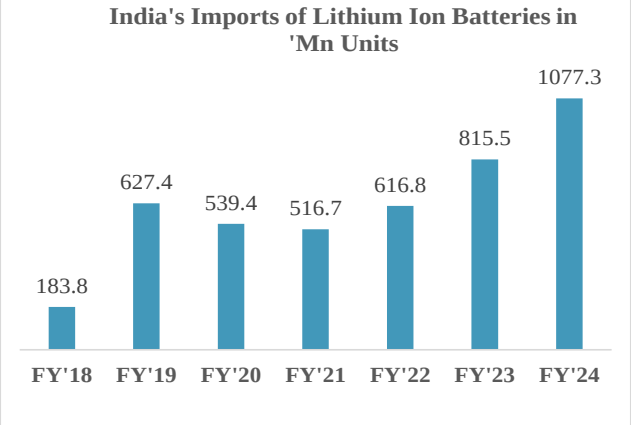
The scheme provides financial incentives of 25% on capital expenditure for a specific list of electronic goods. These goods represent the downstream value chain of electronic products, including electronic components, semiconductor/display fabrication units, ATMP (Assembly, Testing, Marking, and Packaging) units, specialized sub-assemblies, and capital goods required for manufacturing the aforementioned goods. The focus on high-value-added manufacturing enhances the overall competitiveness of the electronics industry in India.

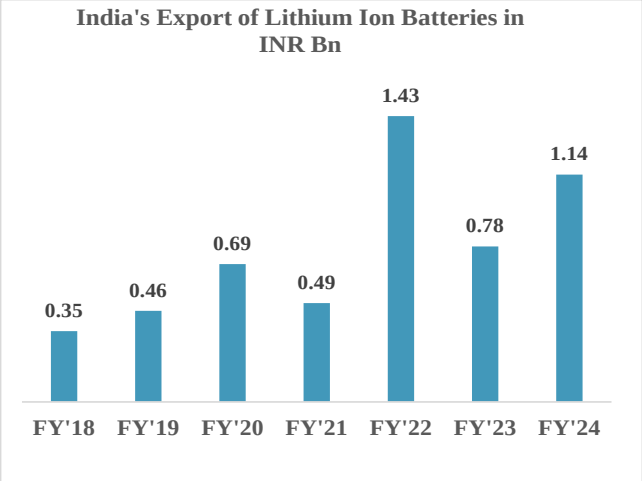
FOREIGN TRADE ANALYSIS

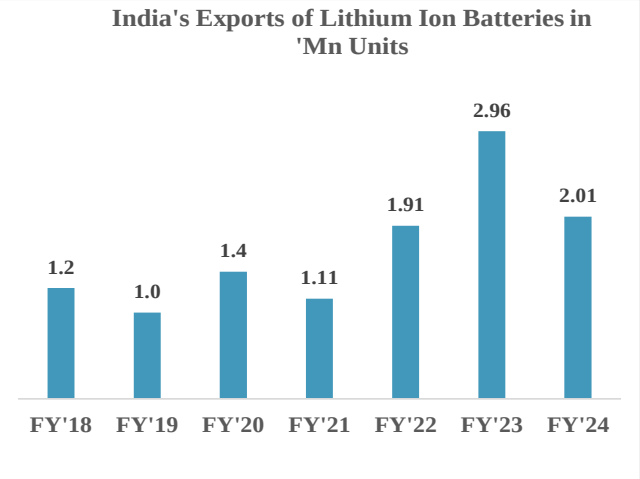
India primarily imports Li-ion cells and utilizes it further to manufacture battery packs of different capacity for various applications. India remained a net importer of lithium-ion cells and battery during FY 2019-FY 2024. India imported lithium-ion cell and battery worth INR 243.5Bn during FY 2024. indicating just a 5% growth over the previous year. Between FY 2019-24, the imports registered a robust CAGR of 28% while in FY 2024, it recorded 69.3% yearly growth in the previous year. Muted imports in FY 2024 can be attributed to government initiatives to attract investments from domestic and multinational companies to set up manufacturing facilities in India, and the exploration of domestic lithium reserves in Jharkhand, Rajasthan, and Jammu & Kashmir.

By volume, imports measured 1,077.3 Mn units in FY 2024, which grew by 32% y-o-y. Increasing import reflects reviving demand scenario for Li-ion cell that goes into manufacturing of battery packs of different capacity for its application several sector especially EV sector. Between FY 2019-24, India's lithium-ion batteries import have grown at a solid pace of 28.9% CAGR.





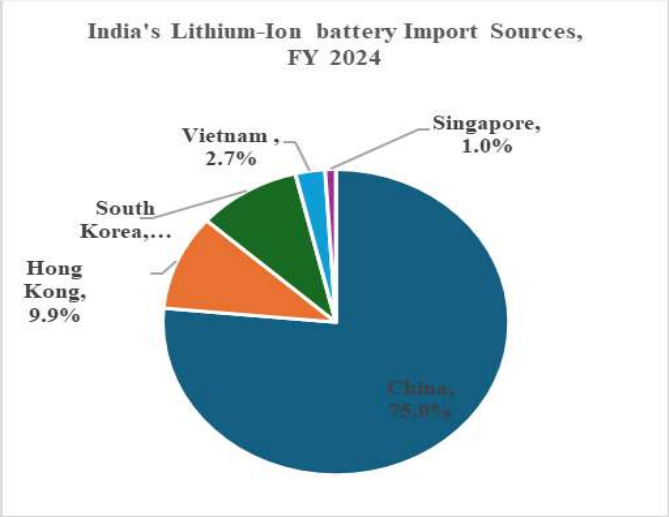


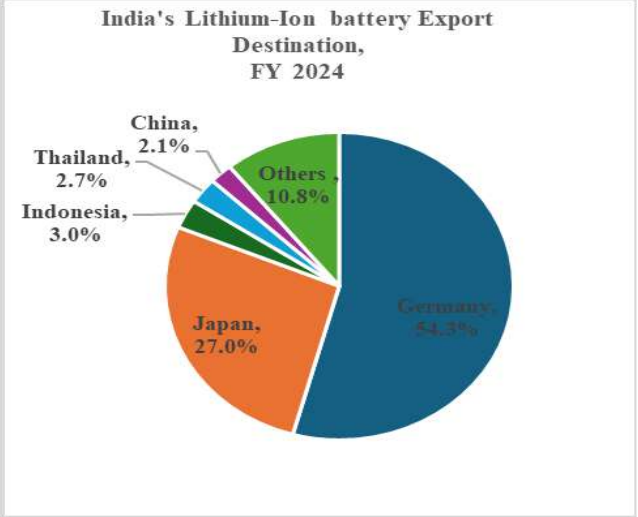


Source: Department of Commerce

India's export of lithium-ion has too witnessed growing trend indicating India's improving manufacturing strength. India's annual export value of lithium-ion battery grew at a robust pace of 46.3% to reach INR 1.14 Bn in FY 2024 compared to a fall of 45.6% in FY 2023. The increase in export is largely attributed to strengthening global demand. In volume terms, export fell by 32% in FY 2024 to reach 2.01 Mn units, compared to a 55% y-o-y surge in FY 2023. India's Li-ion battery export have grown at CAGR of 41.8% in value terms and by 11.8% by volume terms. The trend of higher export revenues with substantially lower corresponding volumes, is probably indicative of improved price realization.

TRADING PARTNERS





Sources: Department of Commerce

China with 75% share, remained India's largest import source for lithium-ion cell and batteries followed by Hong Kong, South Korea, Vietnam, and Singapore. These top five countries contributed 98.1% share in India's overall import value during FY 2024.

For export, Germany emerged as India's largest export partner for lithium-ion cell during FY 2024. Other export destination for lithium-ion cell export from India included Japan, Indonesia, Thailand, and China.

COMPETITIVE LANDSCAPE

The storage battery market in India is consolidated Exide Industries and Amar Raja Batteries Ltd are considered the leaders in Indian storage battery segment. Together, these two players account for major in the storage battery market. Both the players cater to the OEMs as well as replacement in automotive and serve to wide range of industries in industrial segment including Telecom, Grid scale energy storage, Railways, Power Control, Solar and UPS. H B L Power Systems Ltd., High Energy Batteries (India) Ltd., Luminous Power Technologies Pvt. Ltd., and Okaya Power Pvt. Ltd., amongst other players operating in the storage battery segment.

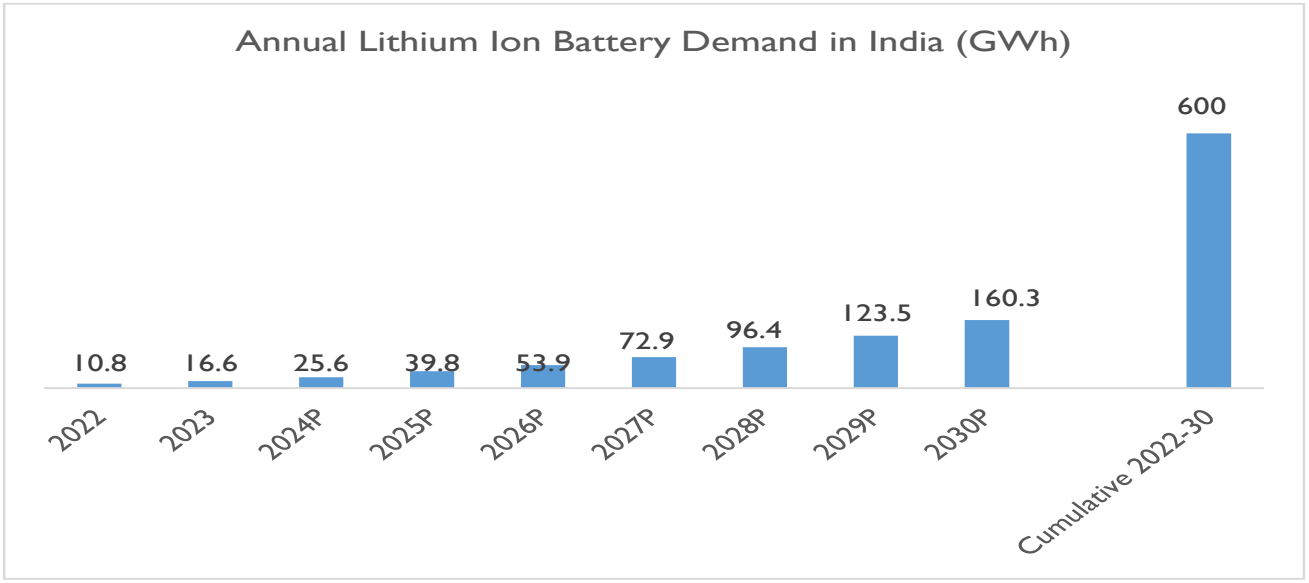
In Lithium-ion segment, India has seen good is witnessing a good progress in battery pack manufacturing segment and there exists intense competition amongst manufacturer for importing cells from China and assembling them into packs to fulfill domestic demand. As per JMK research stakeholder consultation, of the total cost of LiBs, cells account for 65%, the battery pack 15%, BMS 15%, and the balance being the outer box. Currently, battery pack and associated BMS manufacturing is entirely dominated by domestic players. Indian manufacturer can produce most of the sub-components that go in a battery pack viz-a-viz copper harness, terminal, non-reactive glue, and outer casing, while thermal pads are imported by India and BMS and outer box are also primarily supplied by the Indian battery pack assemblers only.

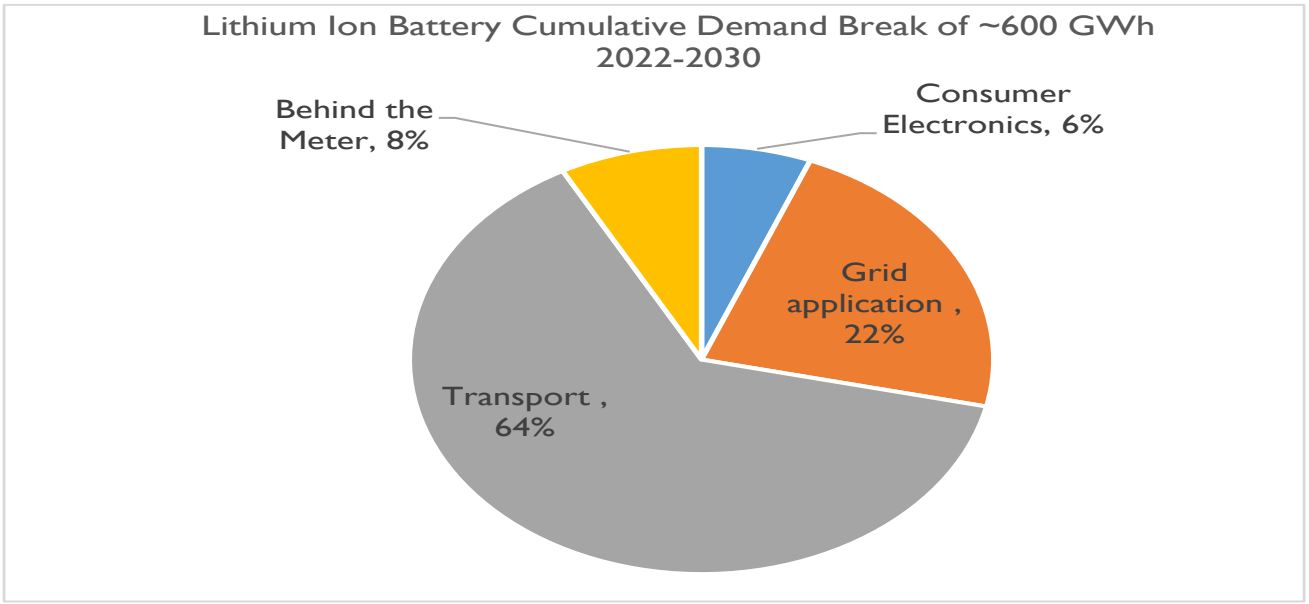
Currently, while few firms are engaged in trading in battery packs and cells imported from abroad, many battery manufacturers prefer to manufacture batteries locally which have superior quality though costlier when compared to Chinese counterparts. The LiB pack manufacturing market in India is fragmented and comprised of numerous active players including Coslight India, Okaya, Exicom, Trontek, Amptek, Lohum Cleantech, Cygni, Grinntech, Pure EV etc. Most players have been serving both the EV and stationary markets with companies in this segment compete based on configuration of battery packs, quality, durability, recharge cycle, and application. Witnessing progress in the battery pack manufacturing, the industry stakeholders are relishing development in next stage of value chain that is cell manufacturing. Existing battery manufacturers like Amara Raja and Exide which are also leading players in LAB manufacturers in India, have already announced their plans to start lithium-ion cell manufacturing. Beside existing battery manufacturer, the lucrative cell manufacturing business is also attracting automotive component manufacturing, like Lucas TVS and Denso, and automobile manufacturing, like Suzuki Motor Corporation, the parent of Maruti Suzuki, the largest carmaker in India and Tata group. In addition to above and after the revised PLI ACC scheme, the country's big business conglomerates the

likes of Adani Group, Larsen and Toubro Ltd (L&T), Bharat Heavy Electricals Ltd. (BHEL), and Reliance Industries Ltd., which have no previous experience in battery manufacturing, have also shown interest in investing in cell manufacturing in India.

INDIA BATTERY DEMAND FORECAST

Tracing the global growth trend, the lithium-ion battery is witnessing healthy demand growth in domestic market too. In 2022, LIB demand in India was estimated at 11GWH. The projected annual demand for Li-ion batteries (LIBs) in India expected grow to 160.3 GWh by 2030, taking the total cumulative demand to 600 GWh by 2030.





Source: Niti Aayog, D&B Analysis

The largest demand between 2022-30 is projected to come from EV at 381.4 GWh (64%), followed by stationary storage (grid scale) at 134.2GWh (22%), BTM at 47.3GWh (8%) and consumer electronic at 36.4 GWh (6%).

The increasing demand scenario underscores the critical need for the Indian battery manufacturing industry to secure its supply chain and enhance domestic value addition to meet the projected demand. The anticipated growth in LIB demand presents substantial economic opportunities, including job creation and technological advancements, while aligning with India's goals for a low-carbon economy. Strategic developments in the battery manufacturing sector are essential to

capitalize on these opportunities and mitigate potential trade imbalances resulting from import dependencies. Overall, the substantial increase in LIB demand across various sectors, particularly in grid storage and electric mobility, highlights the transformative impact of battery technology on India’s energy future.

OUR BUSINESS

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

All financial information included herein is based on our "Financial Information" included on page 188 of this Red Herring Prospectus. Unless otherwise indicated or context requires otherwise, the financial information included herein is derived from our Restated Financial Information for the six months period ended September 30, 2024, and Fiscals ended March 31, 2024, March 31, 2023, and March 31, 2022 included in this Red Herring Prospectus. For further information, see "Financial Information" on page 188.

Unless otherwise indicated, industry and market data used in this chapter has been derived from the "Industry Research Report on Lithium-Ion Batteries" prepared by Dun & Bradstreet Information Services India Private Limited as commissioned and paid by the Company. For details, see "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation" on page 16.

OVERVIEW

We produce and supply of lithium ion batteries. We provide efficient and low-cost lithium and li-ion batteries by developing a full scale vertically integrated energy storage solutions for various industries and end user such as banking, automobiles etc. Our factories are located at Vasai, Thane and Noida, NCR with latest machines and technology comprising an in-house integrated development and assembling system as well as quality testing infrastructure spread over combined area of around 3,160 sq.mt., wherein a range of customised as well as standardized lithium batteries are made.

Our Promoter, is a first-generation entrepreneur with an experience of over 25 years in various sectors including chemical, electricals and industrial equipment. He commenced his entrepreneurial journey by trading in equipment. Leveraging his vast experience and network of customers he gradually forayed into setting up a manufacturing facility of lithium ion batteries.

We commenced our business producing mini size batteries [upto 100Wh] primarily catering to the Banking Industry for POS and ATM Machines. Over the years, we have expanded our product portfolio to manufacture batteries of all sizes i.e. large [above 2,000 Wh], medium [751-2,000 Wh], small [101-750 Wh] and mini for a wide range of industries and other end use applications.

We have an in-house team for designing, engineering and customising the products to suit the end use of our customers. The scope of our services typically includes designing and engineering the products to suit the end use of our products.

INDUSTRIES / END USE APPLICATIONS

Industry	Products

BANKING SECTOR	**POS MACHINES ATM's**	
MECHANICS	**DRONES**	
AUTOMOBILES ELECTRICAL VEHICLES	**TWO WHEELER VEHICLES**	
AUTOMOBILES ELECTRICAL VEHICLES	**THREE WHEELER VEHICLES**	
INDUSTRIAL	**UPS INVERTORS**	
INDUSTRIAL	**ENERGY STORAGE SYSTEMS**	
INDUSTRIAL	**WEIGHING SCALE**	
TECHNOLOGY	**ROBOTICS**	

Other end use applications include agriculture equipment, LED, Medical Equipment, Oil & Gas Testing Equipment etc.

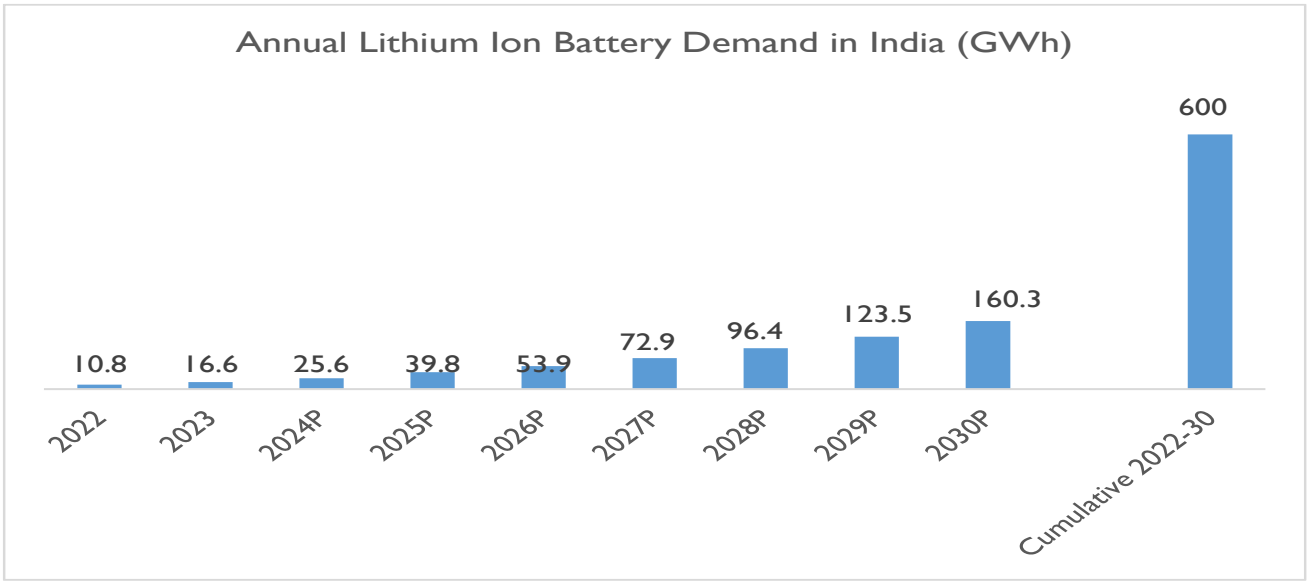
While lithium reserves exist worldwide, high-grade deposits are mainly concentrated in a few countries, including Argentina, Australia, Chile, and China (*Source: Dun & Bradstreet Report*). We import 85-90% of our raw materials

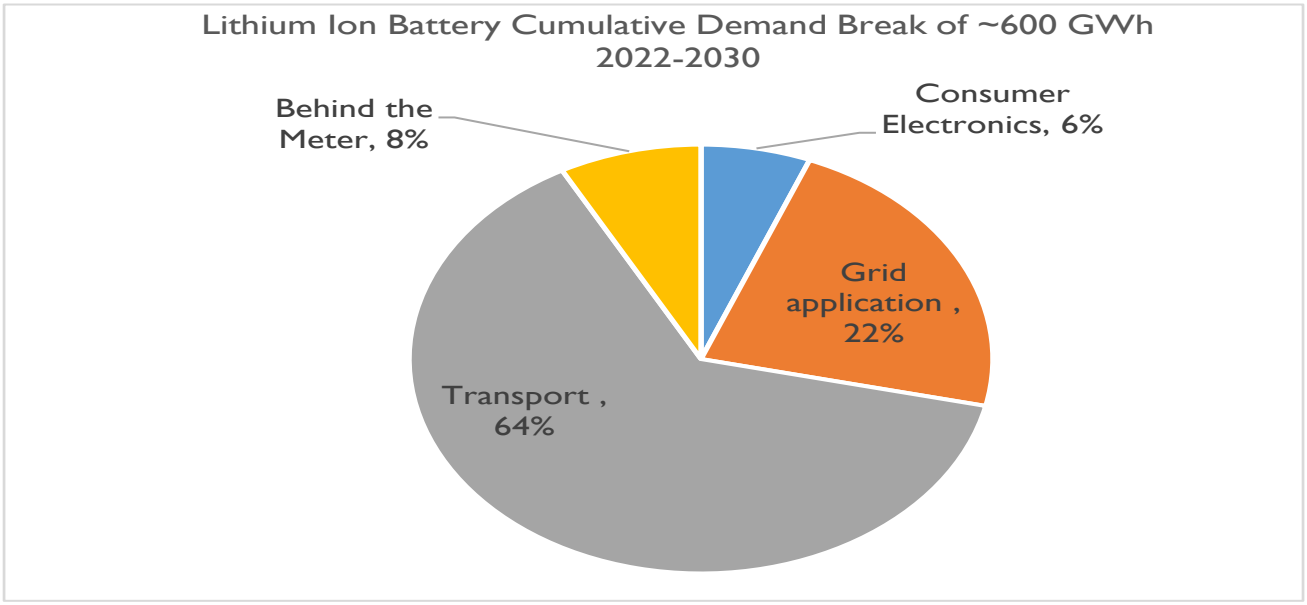
requirements from China, the balance is sourced locally. The quantity of polluting metals, such as cadmium, lead, mercury, etc if present, in the Li-ion batteries is within the accepted international levels, and thus, unlike most other batteries, they cause minimal hazard during disposal.

Our Company is accredited with the following certifications - ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, RoHS [Restriction on Hazardous Substances]. We adhere to strict quality control measures during our processes to extract full life of the products. Alongside our customer-focused approach, our Research and Development team looks for opportunities for next generation and innovative products. The continuous research, development and introduction of latest production technologies of renewable energy storage solutions on a global level by various countries is complementing our Company's future growth story.

Industry Opportunity

Tracing the global growth trend, the lithium-ion battery is witnessing healthy demand growth in domestic market too. In 2022, LIB demand in India was estimated at 11GWH. The projected annual demand for Li-ion batteries (LIBs) in India expected grow to 160.3 GWh by 2030, taking the total cumulative demand to 600 GWh by 2030.





Source: (Niti Aayog, D&B analysis)

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The increasing demand scenario underscores the critical need for the Indian battery manufacturing industry to secure its supply chain and enhance domestic value addition to meet the projected demand. The anticipated growth in LIB demand presents substantial economic opportunities, including job creation and technological advancements, while aligning with India's goals for a low-carbon economy. Strategic developments in the battery manufacturing sector are essential to capitalize on these opportunities and mitigate potential trade imbalances resulting from import dependencies. Overall, the substantial increase in LIB demand across various sectors, particularly in grid storage and electric mobility, highlights the transformative impact of battery technology on India's energy future. (*Source: Company commissioned and paid Dun & Bradstreet Report*).

KEY PERFORMANCE INDICATORS OF OUR COMPANY

The following table sets out parameters in relation to our financial performance as of and for the relevant dates / period:

(₹ in lakhs except % and ratios)

Particulars	Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations[(1)]	2,249.41	5,120.37	3,313.54	3,648.30
EBITDA[(2)]	817.82	1,516.35	1,148.80	1,529.34
EBITDA Margin[(3)]	36.36%	29.61%	34.67%	41.92%
PAT[(4)]	577.15	1,089.16	775.57	1,186.14
PAT Margin[(5)]	25.66%	21.27%	23.41%	32.51%
Net Worth[(6)]	3,887.27	3,310.13	2,220.97	1,445.41
Return on Equity (%)[(7)]	16.04%	39.38%	42.31%	139.18%
Return on Capital Employed (% age)[(8)]	16.11%	42.66%	42.91%	103.13%
Current Ratio (Times) [(9)]	3.43	3.78	2.56	1.88

Notes:

1. *This amount is Revenue from Operations as appearing in the Restated Financial Statements.*
2. *EBITDA = profit for the period / year, plus tax expenses, finance costs, depreciation and amortization expenses, extraordinary items and reduced by other income.*
3. *EBITDA Margin= EBITDA divided by Revenue from Operations*
4. *This amount is Profit for the period/year as appearing in the Restated Financial Statements.*
5. *PAT Margin = Profit for the year/period divided by Revenue from Operations.*
6. *Net Worth = Shareholders' Funds as shown in the Restated Financial Statements*
7. *Return on Equity = Net Profit (Loss) after tax for the year / period divided by Average Shareholder Equity as adjusted for changes in capital*
8. *Return on Capital Employed = earnings before interest and taxes divided by average capital employed. Capital Employed is Total Assets minus Current Liabilities.*
9. *Current Ratio = Current assets divided by Current Liabilities*

KPI	Explanation
Revenue from Operations	Revenue from operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size of our business.
EBITDA	EBITDA provides information regarding the operational efficiency of our business as it considers all sources of our core income.

EBITDA Margin	EBITDA Margin is an indicator of the operational profitability and financial performance of Company's business.
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin	PAT margin is an indicator of the overall profitability and financial performance of our business.
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the Company.
Return on Equity	Return on Equity is an indicator of our efficiency as it measures our profitability. It shows how efficiently we generate profits from our shareholders.
Return on Capital Employed	Return on capital employed provides how efficiently the Company generates earnings from the capital employed in the business.
Current Ratio	It indicates how business can maximize the current assets on its balance sheet to satisfy its current debt and other payables.

** As approved by resolution of the Audit Committee of our Board dated March 17, 2025 and as certified by M/s. A. Kasliwal & Company, Chartered Accountants, the Statutory Auditor of our Company pursuant to their certificate dated March 17, 2025.*

PRODUCT SIZE, CAPACITY AND PRICING

Over the years, we have developed our expertise to manufacture lithium batteries of all sizes serving a wide range of industries / end use applications. A snapshot of the battery sizes we serve along with their capacity range and indicative price range is provided below:

Battery Size*	Capacity Range [in Watt hour – Wh]	Price Range (₹)*
Mini	Up to 100	40 – 1,600
Small	101-750	1,601 – 13,000
Medium	751-2000	13,001 – 40,000
Large	2000+	40,001 – 11,00,000

**There are a wide range of products within each battery size category. The price range is an indicative selling price per unit at the lowest and highest end of the spectrum for each battery size category.*

COMPETITIVE STRENGTHS

Our key competitive strengths include the following:

1. ***Diversified product portfolio catering to various industries / end use applications offering diverse range of solutions***

   Our diversified and comprehensive product portfolio is a critical strength of our business. While we commenced our business producing mini size batteries for the Banking Industry, we have established ourselves as a player providing all sizes of battery cells for a wide range of industry and business end use applications. We have the ability to curate and customise products which can be tailored according to the specific needs and standards of our customers. This adaptability not only enhances market resilience against economic fluctuations in any single industry but also positions us as a versatile and reliable supplier, capable of innovating and meeting the evolving technological needs of diverse customers.

   Our battery-size agnostic and industry / end use application agonistic approach truly make us available for all industrial as well as domestic applications. Moreover, the ability to serve a wide range of applications underscores the company's expertise and leadership in lithium battery technology, fostering stronger customer relationships and opening up new growth opportunities across different market segments.

2. ***Focus on quality and performance***

A strong focus on quality and performance of our product offerings is a crucial strength for our company. Emphasizing high standards in product quality ensures reliability, safety, and superior performance, which are essential in critical applications such as electric vehicles, medical devices, and renewable energy storage. Our stringent quality control measures and protocols at each critical step in our processes has not only minimized the risk of product failures and costly recalls but also built consumer trust and loyalty.

Since inception our Company has served 250+ customers both corporate and retail. With a combination of our product quality, sales and marketing efforts as well as customer connect, we are actively creating a strong brand and product recall. We started our company producing mini battery cells with end use application for POS & ATM machines for various Banks and clocked a revenue from them of ₹ 3,339.90 lakhs during year ended March 31, 2022 which has marginally decreased to ₹ 2,962.71 lakhs for Fiscal ended March 31, 2024, and ₹ 1,291.23 lakhs for the six months period ended September 30, 2024. This has been a result of good product quality and strong brand recall value. Such demonstrations have helped us acquire new customers and retain existing ones. We believe that this reputation for quality and reliability differentiates us from competitors enabling us to command premium pricing and maintain a strong market position.

3. Experienced Leadership and Workforce Team

Our Promoter, Sandeep Gangabishan Bajoria has 25 years of experience as an entrepreneur and has been instrumental in driving our growth since inception of our business. Experienced leadership and a skilled workforce is of paramount importance to our existence. Our promoter, is a veteran in this space and brings strategic vision, industry insights, and robust decision-making capabilities, driving the company towards sustained growth and innovation. His expertise helps in navigating market complexities, fostering partnerships, and identifying new business opportunities. Our knowledgeable and proficient workforce has ensured high-quality production, efficient operations, and continuous improvement in technology and processes. This combined expertise enhances the company's ability to develop cutting-edge products, respond adeptly to market demands, and maintain a competitive edge. The vision and foresight of our management enables us to explore and seize new opportunities and accordingly position ourselves to introduce new products to capitalize on the growth opportunities in the sector. For details on the qualifications and experience of our Promoters and senior management team, please refer to section titled "*Our Management*" beginning on page 166 of this Red Herring Prospectus.

4. Stable financial performance

We have demonstrated stable financial performance over the years with growth in terms of revenues and profitability. Over the last three years, we have focused our attention towards expanding our product portfolio which has resulted in an increase in our revenue from operations and profits. Our revenue from operations has grown from ₹ 3,648.30 lakhs in Fiscal 2022 to ₹ 5,120.37 lakhs in Fiscal 2024. The revenue from operations for the six months period ended September 30, 2024 was ₹ 2,249.41 lakhs. Our profit for this period has marginally dropped from ₹ 1,186.14 lakhs in the Fiscal 2022 to ₹ 1,089.16 lakhs in Fiscal 2024. The profit for the six months period ended September 30, 2024 was ₹ 577.15 lakhs. The stable growth in revenue, profits, ROCE enable us to fund our strategic initiatives and pursue opportunities for growth.

OUR GROWTH STRATEGIES

1. Expand scale of business operations and improving operational efficiencies

Our primary focus is to improve our operational efficiency at our manufacturing facilities which will lead to cost minimization and better resource utilization. Higher operational efficiency results in greater production volumes and higher sales, and therefore allows us to spread fixed costs over the increased sales quantity, thereby increasing profit margins of the Company. This includes investing in automation, new technology, and better equipment to upgrade our products and improve quality based on what customers want. We strive to achieve economies of scale to gain increased negotiating power on procurement and to realize cost savings through centralized deployment and management of production and other support functions.

The lithium-ion industry demand is witnessing healthy demand growth in India backed by rising usage in diversified end user industry. The country's cumulative lithium-ion battery market in India has grown from 2.9 GWh in 2018 to 22.4 GWh in 2021 and is estimated to have grown further to 49.8 GWh in 2023. Between 2020-23, the market demand is estimated to have grown by 47% CAGR. This expansion is driven by advancements in battery technology, heightened investment in renewable energy infrastructure, and supportive government policies promoting green energy and sustainable transportation. Leading companies in the market are concentrating on increasing production capacity, improving battery efficiency, and ensuring sustainable supply chains to meet the growing demand while addressing environmental and resource-related challenges (*Source: Company commissioned and paid Dun & Bradstreet Report*).

We believe that growth in the emerging areas of application such as electric vehicles, robotics and automation, drones, medical devices, and Internet of Things, will lead to a growing demand for lithium-ion batteries. *(Emerging areas of application have been sourced from "Industry Research Report on Lithium Ion Battery" from Dun & Bradstreet – Refer page 123 of the RHP)* We believe that expansion in scale of business operations and improving operational efficiencies will result in consistency in our operational margin, which was 36.36 %, 29.61%, 34.67% and 41.92% for the six months period ended September 30, 2024 and Fiscals ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively.

2. *Expand geographical footprint*

Since commencing our operations, we have primarily supplied our products in the states of Maharashtra, Haryana and Tamil Nadu. We gradually intend to expand our operations to multiple locations to enhance our market presence. We plan to continue our strategy of diversifying and expanding our presence in these regions for the growth of our business. We are selective in expanding to new locations and look at new geographies where we can deliver quality services without experiencing significant delays and interruptions due of local considerations. Through further diversification of our operations geographically, we hope to hedge against risks of operations in only specific areas and protection from fluctuations resulting from business concentration in limited geographical areas. By establishing our operations in key regions, we aim to tap into new markets and reduce transportation costs and delivery lead times. This approach will help us leverage local resources and talent, which could resultantly drive innovation and operational improvements. We will look to build partnerships with local suppliers to ensure a reliable supply chain and robust support network.

3. *New inclusions in company's product portfolio*

We plan to expand and diversify our products portfolio to address the diverse needs of our customer and stay ahead in the industry. We are working on high-capacity lithium batteries to support applications requiring extended battery life and higher power output. We are also working on new eco-friendly battery options align with our sustainability goals, featuring recyclable materials and green assembling processes.

Our modular battery packs will provide customizable and scalable solutions for various applications, from consumer electronics to industrial machinery. This strategic expansion of our product portfolio will enable us to serve a broader range of industries and applications, ensuring sustained growth in the lithium battery sector.

4. *Widening key customer base by focusing on marketing*

We plan to widen our corporate and retail customer base that will drive our growth and market presence. We will implement targeted marketing campaigns to reach new industries and sectors that can benefit from offerings. By leveraging data analytics, we can identify potential customers and tailor our messaging to address their specific needs and pain points.

We are enhancing our digital presence through SEO optimization, social media engagement, and content marketing, ensuring that our expertise and innovative products are visible to a wider audience. Participating in industry trade shows and conferences allows us to showcase our technology and build direct relationships with potential clients. This marketing strategy will enable us to connect with new markets and fuel our expansion.

OUR LOCATIONS: OFFICE & FACTORIES

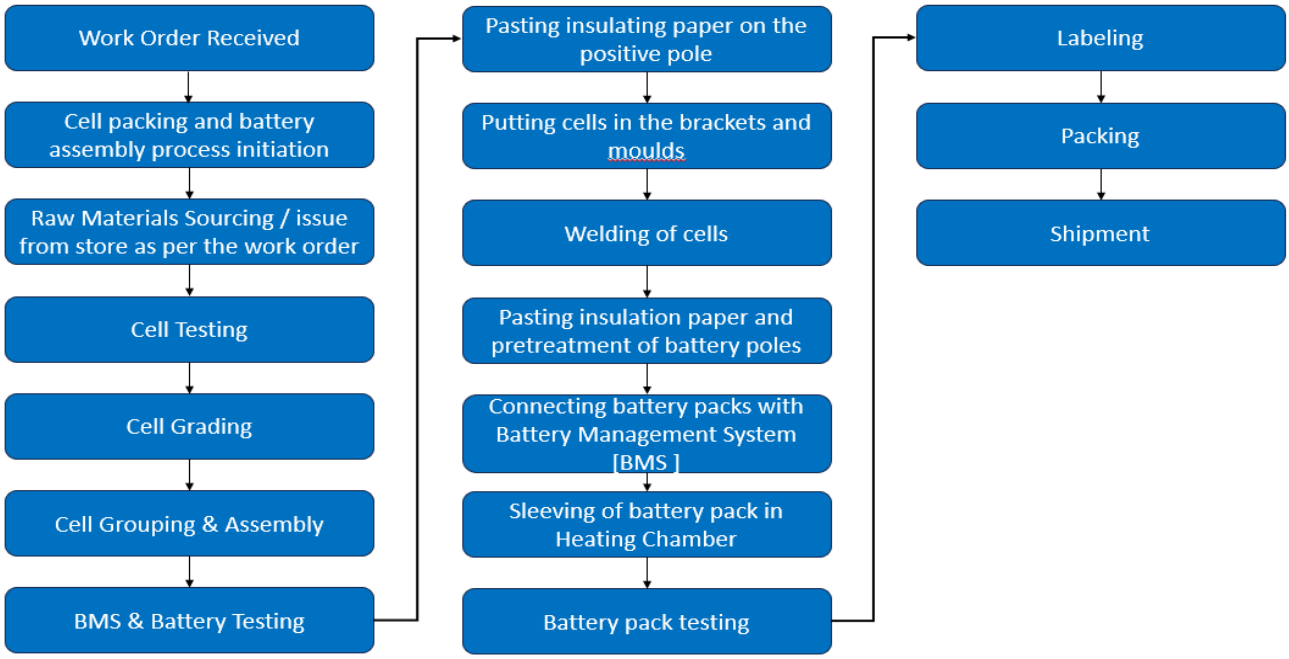
Registered Office	Unit No. 3, Plot No. 33, New India Industrial Estate, Off Mahakali Caves Road, Andheri East, Mumbai - 400 093

In addition to our Registered Office, we have our factory units located in Vasai, Thane and Noida, NCR. Details of the location, area and key machineries used in the process to assemble batteries is given below:

Factory Location	Area (in sq.mt)	Year of commencing operations	Key equipment used
Factory at Vasai, Thane 104, 105, 106, 108, 206, 207 & 208 Aarkay Gold Industrial Estate, Near Blue Bell & Narayani Industrial Estate, Chinchpada	435	January 2021	1] Temp Chamber 2] LCTS 3] Vibration Tester 4] Battery Formation and Grouping System (BFGS) 5] Fiber Laser Welding (LASER) 6] Resistance Spot Welding (SPOT) 7] Battery Charge and Discharge System (BCDS) 8]Battery Comprehensive Tester (BCT) 9] Ultra Sonic Welding Machine
Factory at Noida, NCR Property No. C-12, Sector 58, G.B. Nagar, Noida- 201301	2,725	July 2021	

PROCESS WORKFLOW

Our workflow beginning from receipt of work order till the final shipment is dispatched is shown below:



Key steps in the process workflow

1. *Raw Material Sourcing*: This is one of the most critical steps in the entire process especially since 85-90% of the raw material is procured from China. We look to forge partnerships with suppliers, both overseas as well as India, who can provide high-quality lithium compounds, cathode materials, electrolytes, and other components on a timely basis.

2. *Cell Testing:*

	The Battery Formation and Grouping System is an important process in the production and quality assurance of lithium batteries. This system ensures that each battery cell meets specific performance and safety standards before being assembled into battery packs. Freshly assembled cells undergo several iterations of controlled charge-discharge cycles to simulate actual usage conditions. Formation allows for the detection of defects in the cells early in the production process. Cells that do not meet performance criteria can be rejected before they proceed further in the production line. The initial cycles help to determine the actual capacity of each cell. This data is used to categorize cells into groups with similar capacities for consistent performance in battery packs.

3. *Cell Grading*

	Cell grading process is performed using a Cell Sorting Machine, which automates the grading and sorting of battery cells based on various performance metrics like Capacity, Voltage, Internal Resistance etc. The purpose of cell grading is to ensure only high-quality cells are used in battery packs, reducing the likelihood of defects and failures and to identify and discard cells that do not meet safety standards, thereby preventing potential hazards like short-circuiting.

4. *Cell Grouping and assembly*

	It's the process of selecting and combining cells with similar attributes to form battery packs so as to ensure the uniformity of the final battery pack. Key aspects include: 1. Capacity Matching: Cells are grouped based on their capacity. This ensures that all cells in a battery pack discharge and charge at the same rate, which is crucial for maintaining balance and extending the pack's overall lifespan. 2. Internal Resistance Matching: Cells are also matched based on their internal resistance. Similar resistance levels among cells prevent uneven heating and degradation, enhancing the pack's performance and safety. 3. Voltage Matching: Ensuring cells have similar voltages before assembling them into packs helps in maintaining balance during the initial charge-discharge cycles of the battery pack.

5. *BMS Testing*

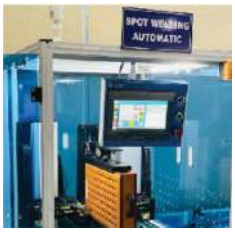
The Battery Management System (BMS) is a crucial component in lithium battery packs, responsible for monitoring and managing the battery's performance, safety, and longevity. It ensures that the battery operates within safe parameters by monitoring voltage, current, temperature, and state of charge. This step verifies that the battery protection circuit's functional indicators are within the specified parameter range.

6. *Battery Testing*

	The Battery Testing System device plays a vital role in the testing the capacity, cycle life, performance, safety, internal resistance of the battery pack

7. *Pasting insulating paper on the positive pole*: A small piece of insulating paper is applied to the cell poles to prevent short circuit

8. *Welding of Cells*

	Spot welding is a process used to join two or more metal surfaces together by applying pressure and heat generated from an electric current to the weld area. In lithium battery manufacturing, spot welding is primarily used to connect the battery cells to create battery packs. Spot welding ensures a reliable and consistent electrical connection between the cells and the connecting tabs or strips. These connections are crucial for the efficient and safe operation of the battery pack, as they ensure that current can flow smoothly through the cells.

9. *Pasting Insulation Paper and Pre-treatment of Battery Poles:* Post the welding process, if necessary, thin layers of active materials are applied onto electrode foils through a combination of coating and drying processes.

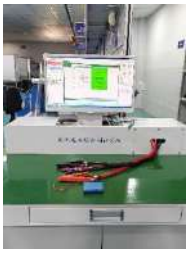
10. *Welding of BMS and Battery Packs*

	Welding is used to attach sensors and other electronic components to the battery cells and the BMS circuit. This ensures accurate monitoring of each cell's condition. The BMS is integrated into the battery pack using welding to ensure stable connections. This includes connecting the BMS to the main positive and negative terminals of the battery pack.

11. *Sleeving of battery Pack*

	Sleeving involves enclosing the battery pack in a protective sleeve made of PVC. This process ensures the battery pack is insulated, protected from physical as well as environmental damage, and maintained in a compact and safe form.

12. *Battery Pack Testing*

	Battery Comprehensive Testers are advanced instruments that go beyond basic voltage checks. They perform a variety of functions including discharge/charge tests, internal resistance measurement, short circuit and overcurrent protection checks, providing a detailed picture of battery health. These testers measure various parameters like open circuit voltage, capacity, discharge current, internal resistance, temperature, and efficiency, providing a comprehensive data set for battery health assessment.

13. Labelling, Packing and Dispatch

	Finished products are labelled and packed in durable casings and ready for dispatch.

CAPACITY AND CAPACITY UTILISATION

Installed Capacity

Our factory, equipment, processes and workforce remain the same irrespective of the size and specification of the lithium-ion batteries that we make. We follow a "made to order" approach where we curate batteries for our customers based on their requirements. Given this fact, it's difficult to quantify the installed production capacity and actual utilisation since the output is entirely dependent on the orders we get and the batteries we make.

Having said this, we are giving an indicative installed capacity for each category of battery size at both factory locations. Do note that there is a wide range of product sizes within each battery size category.

Battery Size*	**Annual Installed Capacity (in units)**	
	Vasai Factory	**Noida Factory**
Mini	40,000 – 10,40,000	1,00,000 – 26,00,000
Small	5,200 – 40,000	13,000 – 1,00,000
Medium	2,600 – 5,200	6,500 – 13,000
Large	250 – 2,600	625 – 6,500

**Mini – Upto 100Wh; Small- 101Wh – 750Wh; Medium- 751Wh – 2000Wh; Large- 2001Wh & above.*

Calculations based on assembly line installed capacity at maximum working hours i.e. 20.5 hours per day for 25 days per month

Actual Capacity

The actual count of batteries produced during the six months period ended September 30, 2024 and the fiscals 2024, 2023 and 2022 is encapsulated in the table below:

(in units)

Factory	**Battery Size**	**Six months period ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Vasai	Mini	1,35,500	6,75,663	2,70,947	3,25,558
	Small	175	271	281	173
	Medium	6	96	333	251

	Large	0	0	1	1
	Subtotal (A)	**1,35,681**	**6,76,030**	**2,71,562**	**3,25,983**
Noida	Mini	5,97,926	1,84,019	1,43,550	1,45,614
	Small	2,049	13,813	1,996	285
	Medium	1,574	2,286	449	539
	Large	5	952	1,463	814
	Subtotal (B)	**6,01,554**	**2,01,070**	**1,47,458**	**1,47,252**
	Grand Total (A+B)	**7,37,235**	**8,77,100**	**4,19,020**	**4,73,235**

**Mini – Upto 100Wh; Small- 101Wh – 750Wh; Medium- 751Wh – 2000Wh; Large- 2001Wh & above.*

Source: As certified by Chartered Engineer Certificate dated January 22, 2025, for the six-month period ended September 30, 2024, and September 21, 2024, for Fiscal 2022, Fiscal 2023, and Fiscal 2024, issued by Aditya Kaushik.

Revenues based on Battery Size

The data given below shows our revenues from the sale of lithium-ion batteries of different sizes since inception. While we began with mini size, we have increased our product portfolio to include small, medium and large sizes as well.

Battery Size*	**Six months period ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	₹ in lakhs	**%**	**₹ in lakhs**	**%**	**₹ in lakhs**	**%**	**₹ in lakhs**	**%**
Mini	1,542.38	69%	3,283.41	64%	2,345.16	71%	3,340.05	92%
Small	215.63	9%	813.18	16%	137.18	4%	28.16	1%
Medium	482.88	21%	973.65	19%	811.95	25%	244.88	7%
Large	8.52	1%	50.13	1%	19.24	1%	35.21	1%
Total	**2,249.41**	**100%**	**5,120.37**	**100%**	**3,313.54**	**100%**	**3,648.30**	**100%**

**Mini – Upto 100Wh; Small- 101Wh – 750Wh; Medium- 751Wh – 2000Wh; Large- 2001Wh & above.*

RAW MATERIALS

Raw Materials like battery cells, BMS, components etc constitute a major share of our Inventory holdings accounting for 92%, 85%, 77%, and 87% of the overall inventory balance for the six months period ended September 30, 2024 and as at Fiscal 2024, Fiscal 2023, and Fiscal 2022 respectively and our inventory holding days were 476, 325, 454 and 201 days for the six months period ended September 30, 2024 and Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively.

While the visibly high inventory holding period is partially explained by rapid business growth that we have seen since we commenced operations, the main reason is that majority of our raw materials which are core component of the finished goods are imported from China and have a long lead time. The entire supply chain process right from ordering, shipment, transit time and delivery are a rather lengthy one. Keeping in mind the time taken in this entire import process plus making provision for potential supply chain shocks / disruption, we tend to stock ourselves more than required so that they do not impact our ability to meet the growing demand.

REVENUE AND CUSTOMER PROFILE

We used to cater to only domestic clients until Fiscal 2023, however we started with exports during Fiscal 2024. We will continue to look for opportunities to expand our customer footprint beyond domestic boundaries.

Revenue Profile – Based on Customer Location

Customer Location	Six months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ lakhs	%	₹ lakhs	%	₹ lakhs	%	₹ lakhs	%
Domestic	2,249.41	100%	4,504.66	88%	3,313.54	100%	3,648.30	100%
Export	-	-	615.71	12%	-	-	-	-
Total	2,249.41	**100%**	**5,120.37**	**100%**	**3,313.54**	**100%**	**3,648.30**	**100%**

Revenue Split – Based on Industries / End Use Applications

Industry / End Use Application	Battery Size*	Six months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
		₹ lakhs	%	₹ lakhs	%	₹ lakhs	%	₹ lakhs	%
Banking	Mini	1,291.23	57%	2,962.73	57%	2,304.28	70%	3,339.90	92%
Electric Vehicle	Medium, Small & Mini	15.35	1%	778.88	17%	759.00	23%	223.48	6%
Drone	Small, Medium & Mini	240.39	11%	586.24	12%	-	-	-	-
UPS Invertors	Medium, Small, & Mini	12.58	1%	165.75	3%	700.20	2%	23.14	1%
Energy Storage Systems	Large, Medium & Small	156.65	7%	222.59	5%	51.19	2%	23.71	1%
Industrials	Large, Medium, Small & Mini	385.41	17%	195.79	4%	0.31	-	36.57	1%
Weighing Scale	Medium & Mini	33.28	1%	109.38	2%	29.33	1%		-
Robotics	Medium, Mini & Small	86.74	4%	53.09	-	84.39	3%	-	-
Emergency Equipment	Mini & Small	5.03	-	20.21	-	12.27	-	-	-
Medical Equipment	Small & Mini	8.24	-	1.59	-	0.48	-	1	-
Others	-	14.51	1%	24.12	-	2.27	-	1.50	-
Total		**2,249.41**	**100%**	**5,120.37**	**100%**	**3,313.54**	**100%**	**3,648.30**	**100%**

**Mini – Upto 100Wh; Small- 101Wh – 750Wh; Medium- 751Wh – 2000Wh; Large- 2001Wh & above.*

Top 10 customers:

Supplier	Six months period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ Lakhs	%	₹ Lakhs	%	₹ Lakhs	%	₹ Lakhs	%
Customer 1	886.64	39.42	2,216.55	43.29	1,783.39	53.82	2,549.52	69.88
Customer 2	404.59	17.99	711.34	13.89	449.25	13.56	790.38	21.66
Customer 3	-	-	615.71	12.02	-	-	-	-
Customer 4	236.82	10.53	586.24	11.45	-	-	-	-
Customer 5	94.83	4.22	189.53	3.70	29.42	0.89	-	-
Customer 6	-	-	140.28	2.74	-	-	-	-
Customer 7	80.66	3.59	98.81	1.93	-	-	-	-
Customer 8	-	-	86.27	1.68	36.13	1.09	-	-
Customer 9	-	-	58.99	1.15	-	-	-	-
Customer 10	-	-	54.70	1.07	-	-	-	-
Customer 11	-	-	-	-	-	-	177.63	4.87
Customer 12	-	-	-	-	-	-	32.53	0.89
Customer 13	-	-	-	-	-	-	20.68	0.57
Customer 14	-	-	-	-	-	-	13.50	0.37
Customer 15	-	-	-	-	-	-	10.07	0.28
Customer 16	-	-	-	-	-	-	8.85	0.24
Customer 17	-	-	-	-	-	-	6.11	0.17
Customer 18	-	-	-	-	531.44	16.04	3.43	0.09
Customer 19	-	-	-	-	83.59	2.52	-	-
Customer 20	-	-	-	-	71.64	2.16	-	-
Customer 21	-	-	-	-	31.36	0.95	-	-
Customer 22	-	-	-	-	31.30	0.94	-	-
Customer 23	-	-	-	-	19.63	0.59	-	-
Customer 24	143.18	6.37	-	-	-	-	-	-
Customer 25	140.02	6.22	-	-	-	-	-	-
Customer 26	87.43	3.89	-	-	-	-	-	-
Customer 27	34.08	1.51	-	-	-	-	-	-
Customer 28	23.03	1.02	-	-	-	-	-	-
Total	**2,131.28**	**94.75**	**4,758.42**	**92.93**	**3,067.14**	**92.56**	**3,612.70**	**99.02**

Top 10 suppliers:

Supplier	Six months period ended September 30, 2024		Fiscal 2022		Fiscal 2023		Fiscal 2022	
	₹ Lakhs	%	₹ Lakhs	%	₹ Lakhs	%	₹ Lakhs	%
Supplier 1	400.33	39.80	2,929.06	84.61	1,681.52	85.60	2,807.18	91.74
Supplier 2	-	-	98.82	2.85	-	-	-	-
Supplier 3	-	-	47.92	1.38	-	-	-	-
Supplier 4	65.52	6.51	46.57	1.35	-	-	-	-
Supplier 5	-	-	43.18	1.25	-	-	-	-
Supplier 6	-	-	37.08	1.07	-	-	-	-
Supplier 7	-	-	33.22	0.96	-	-	-	-
Supplier 8	-	-	19.46	0.56	-	-	-	-
Supplier 9	80.10	7.96	17.67	0.51	10.01	0.51	-	-
Supplier 10	-	-	16.46	0.48	-	-	-	-
Supplier 11	-	-	-	-	112.78	5.74	44.76	1.46
Supplier 12	-	-	-	-	6.02	0.31	-	-
Supplier 13	-	-	-	-	4.99	0.25	7.38	0.24
Supplier 14	-	-	-	-	8.67	0.44	18.67	0.61
Supplier 15	-	-	-	-	8.21	0.42	22.04	0.72
Supplier 16	-	-	-	-	18.26	0.93	-	-
Supplier 17	-	-	-	-	4.53	0.23	-	-
Supplier 18	-	-	-	-	19.25	0.98	-	-
Supplier 19	-	-	-	-	-	-	8.21	0.27
Supplier 20	-	-	-	-	-	-	15.62	0.51
Supplier 21	-	-	-	-	-	-	5.55	0.18
Supplier 22	-	-	-	-	-	-	6.02	0.20
Supplier 23	-	-	-	-	-	-	24.40	0.80
Supplier 24	99.00	9.84	-	-	-	-	-	-
Supplier 25	90.93	9.04	-	-	-	-	-	-
Supplier 26	90.64	9.01	-	-	-	-	-	-

Supplier 27	70.00	6.96	-	-	-	-	-	-
Supplier 28	28.73	2.86	-	-	-	-	-	-
Supplier 29	13.28	1.32	-	-	-	-	-	-
Supplier 30	10.30	1.02	-	-	-	-	-	-
Total	**948.83**	**94.32**	**3,289.42**	**95.02**	**1,874.23**	**95.41**	**2,959.84**	**96.73**

UTILITIES AND INFRASTURE FACILITIES

Water

Water is required for primarily for drinking and sanitation purposes. Our production processes are not water intensive. Continuous supply of water is ensured by the owner of Industrial Estate where the factory unit is located in Vasai, Thane. As for the factory located at Noida, NCR, we have our own borewell facility to ensure steady supply of water.

Power

Our production processes require uninterrupted supply of Electric & Power for our factories. Our power requirements are met through Maharashtra State Electricity Distribution Co. Ltd. Board (MSEB) for our Mumbai factory and by Pashchimanchal Vidyut Vitran Nigam Limited for our Noida factory. To meet exigencies in case of power failure, we have also installed D.G. sets at factories at both locations

Human Resources

As on February 28, 2025 we had 81 employees out of which approximately 33% were women. Manpower is a mix of experienced and youth which gives us the dual advantage of stability and growth. Our workforce which includes skilled, semi-skilled, and unskilled resources, combined with our experienced management team, has enabled us to execute our growth plans effectively. Their department wise segmentation is given below:

Functions	Employee Count [as on 28 February, 2025]
Management	5
Sales & Marketing	13
Technical	3
Tech Support	5
Production Staff	31
Research, Development, Quality Control	2
Human Resources & Administration	6
Accounts & Finance	2
Support Staff	14
Total	**81**

The attrition rate of our Company for the 11 months ended February 28, 2024 and Fiscals 2024, 2023 and 2022 was 23.03 %, 21.95 %, 45.51 % and 1.83 % respectively. Our employees are not unionised into any labour or workers' union and have not experiences any major work stoppage due to labour disputes or cessation of work during 11 months ended February 28, 2025 and Fiscals 2024, 2023, and 2022.

Given the nature of our business and composition of our staff (which is a combination of skilled, semi-skilled and unskilled members), we conduct periodic on-the-job (a) training for fire and safety drills (b) technical training for our workers and (c) soft skill training sessions for our workers and engineers.

COLLABORATIONS, TIE UPS & JOINT VENTURES

As on the date of this Red Herring Prospectus, our Company has not entered into any collaborations, tie ups or joint-venture agreements or arrangements.

COMPETITION

The competition landscape in the lithium-ion battery assembly sector in India is rapidly evolving, driven by increasing demand for electric vehicles (EVs), renewable energy storage solutions, and consumer electronics. The competition is intensifying due to growing demand, significant investments, government support, and the entry of both domestic and international players. We face intense competition from firms of all scale – large or small, whether domestic or those international players who have step up shop in India. We compete with organized as well as unorganized players on the based on our capability to consistently deliver quality products, competitive pricing, after sales and warranty, availability of product, product quality and product range.

SALES & MARKETING

1. Online Presence: In addition to our official website, we utilize B2B trading and media platforms to showcase our offerings and connect with potential customers in our target industries. This proactive approach to digital marketing enables us to stay relevant in a competitive marketplace and effectively reach our target audience.

2. Industry Events: To keep pace with evolving industry dynamics, we actively participate in trade shows and exhibitions to showcase our battery solutions and network with key industry stakeholders. These events provide opportunities to engage with potential customers, industry experts, and partners, allowing us to demonstrate the unique features and benefits of our products first-hand. By maintaining a visible presence at these gatherings, we not only stay abreast of emerging trends and innovations but also solidify our position as a reputable player in the market.

   Exhibition participation details:

Sr. No.	Event	Year
1.	Bharat Drone Expo	2023
2.	Krishi Expo, Hisar	2023
3.	RIDE ASIA	2023
4.	RIDE ASIA - EV	2024

3. Customer Education: To increase customer understanding and knowledge about lithium batteries, we educate customers through workshops, webinars, and educational campaigns. These initiatives serve as invaluable platforms to raise awareness about the numerous benefits of lithium batteries, including superior performance, longevity, and environmental sustainability. In August 2023, our Company had sponsored the launch event of DA One sports to empower customers with the knowledge to make informed decisions and maximize the value of our products

4. After-Sales Support: As a part of our marketing strategy, we prioritize offering after-sales support to our customers. By providing quality customer service, warranties, and reliable technical support not only enhances customer satisfaction but also fosters long-term loyalty. The company's commitment to post-purchase care not only resolves customer queries but also creates positive word-of-mouth referrals and repeat business.

LOGISTICS

As for our imported raw materials (which constitutes ~ 85-90% of the total raw materials procured), the delivery is managed by us through our clearing and forwarding agents from the ports to our factory locations. Raw Materials sourced locally is transported by us from the supplier location to our factories with the help of a local logistic partner. In case of Finished

goods, customers mostly arrange for the products to be collected from our factory premises with the help of logistic partners managed by them.

ENVIRONMENT, HEALTH & SAFETY AND WASTE MANAGEMENT

Our activities are subject to various environmental laws and regulations which govern, among other matters, waste water discharges, air emissions, handling, storage disposal of hazardous substances, plastic and battery waste management and employee health and safety. For further information, see *"Key Regulations and Policies"* on page 155 of this Red Herring Prospectus. We continue to ensure compliance with applicable health and safety regulations and other requirements in our operations. We have complied, and will continue to comply, with all applicable environmental and associated laws, rules and regulations. We have obtained, or are in the process of obtaining or renewing, all material environmental consents and licenses from the relevant governmental agencies that are necessary for us to carry on our business. For further information, see *"Government and Other Approvals"* on page 208 of this Red Herring Prospectus.

OUR PROPERTIES

Intellectual Property

The trademarks used by our Company are registered under the ownership of Sandeep Gangabishan Bajoria, our Promoter at the Mumbai Registration Office. He is interested in the use of trademarks to promote, advertise, distribute and sell products in India and abroad. Sandeep Gangabishan Bajoria, by way of an assignment agreement entered into with the Company on July 29, 2024, has assigned his rights, unconditionally, in the favour of our Company for use of such trademarks, towards which a humble consideration of ₹ 1/- has been paid.

Sr. No.	Trademark Image	Trademark Name	Trademark Type	Application Number	Date Of Application	Classes	Valid Upto
1		ATC Batteries	Device Mark	4987851	29-05-2021	9	29-05-2031
2		ATC GROUP	Device Mark	4730964	03-11-2020	9	03-11-2030
3		ATC GROUP	Device Mark	4730965	03-11-2020	10	03-11-2030
4		ATC GROUP	Device Mark	4730966	03-11-2020	13	03-11-2030
5		ATC GROUP	Device Mark	4730967	03-11-2020	15	03-11-2030
6		ATC GROUP	Device Mark	4730968	03-11-2020	24	03-11-2030
7		ATC GROUP	Device Mark	4730969	03-11-2020	27	03-11-2030

8		ATC GROUP	Device Mark	4730970	03-11-2020	28	03-11-2030
9		ATC GROUP	Device Mark	4730971	03-11-2020	32	03-11-2030
10		ATC GROUP	Device Mark	4730972	03-11-2020	34	03-11-2030
11		ATC GROUP LET THE POSITIVE ENERGIES FLOW	Device Mark	4987856	29-05-2021	9	29-05-2031
12		ATC Lithium Batteries	Device Mark	4987853	29-05-2021	9	29-05-2031
13		ATC Lithium EV Batteries	Device Mark	4987854	29-05-2021	9	29-05-2031
14		ATC Lithium Solar Batteries	Device Mark	4987855	29-05-2021	9	29-05-2031

Properties:

Owned Property

Property Location	Area	Agreement Date	Seller	Usage
Property No. C-12, Sector-58, Gautam Buddha Nagar, Noida, U.P, Gautam Buddha Nagar, 201301, Uttar Pradesh	Plot Area = 1,022 Sq. Mt. along with built up structure having total RCC covered area = 2,275.41 Sq. Mt. and total shed area of 450.50 Sq. Mt. i.e. total covered area = 2,725.91 Sq. Mt.	May 24, 2024	M/s AKG Steel Industries	Manufacturing Unit - Factory

Leave and License Properties

Sr no.	Location of the property	Lease Rent	Tenor		Lease/ Leave and License/ Rent	Usage
			From	To		
1.	Unit No. 3, Plot No. 33, New India Industrial Estate, Off Mahakali Caves Road, Andheri East, Mumbai - 400 093	Rent Free	August 1, 2022	July 31, 2025	Property leased by Hind Industries where Promoter, Sandeep	Registered and Corporate Office

					Gangabishan Bajoria is a partner	
2.	Unit No. 104, 105, 206, 207, 208, Aakey Gold, Industrial Estate, Near N J Industrial Estate, Chinchpada Road, Vasai East, Palghar, Thane	Rs.3,00,000/- per month combined for Unit No 104,105, 206,207 and 208	April 1, 2024	February 28, 2025	Owned by Promotor, Mr Sandeep Gangabishan Bajoria	Manufacturing Unit – Factory
3.	Unit No.106, 108, Aakey Gold, Industrial Estate, Near N J Industrial Estate, Chinchpada Road Vasai East, Palghar, Thane	Rs. 26,000/- per unit per month for the first 12 months, (i.e. Calendar Year 2021) Rs. 28,600/- per unit per month for the next 12 months, (i.e. Calendar Year 2022) Rs. 31,460/- per unit per month for the next 12 months, (i.e. Calendar Year 2023) Rs. 34,606/- per unit per month for the next 12 months, (i.e. Calendar Year 2024) Rs. 38,067/- per unit per month for the next 12 months, (i.e. Calendar Year 2025)	January 1, 2021	December 31, 2025	Leave and License. The licensor for Unit No. 106 is Mr. Jain Jagesh Mangilal, and the licensor for Unit No. 108 is Mrs. Chounal Sunita Govind.	Manufacturing Unit – Factory

INSURANCE

Our operations are subject to various risks associated with our industry. Accordingly, we have procured the "***IFFCO TOKIO Bharat Laghu Udyam Suraksha Policy***" to insure our factories and registered office. The coverage includes our building premises, fixed assets and stock. We also maintain marine cargo open policy and insurance policies for our vehicles. These insurance policies are reviewed periodically to ensure that the coverage is adequate. We believe that our insurance coverage is in accordance with industry custom, including the terms of and the coverage provided by such Insurances. Our policies are subject to standard limitations. Therefore, insurance might not necessarily cover all losses incurred by us and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of our insurance policies. There have been no material insurance claims during the six months period ended September 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, the amount of claim being ₹ Nil in the six months period ended September 30, 2024, ₹ 4.87 Lakhs in Fiscal 2024, ₹ 0.54 Lakhs in Fiscal 2023 and Nil in Fiscal 2022. Therefore, there is no instance of a claim exceeding the liability insurance cover.

KEY REGULATIONS AND POLICIES

The following description is a summary of certain sector specific key laws and regulations in India, which are applicable to our Company and our Subsidiaries. The information detailed in this section has been obtained from publications available in the public domain. The regulations set forth may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The information detailed in this section is based on the current provisions of applicable law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Key regulations applicable to our Company in India

GENERAL

Bureau of Indian Standards Act, 2016 (the "BIS Act")

The Bureau of Indian Standards Act, 2016 provides for the establishment of bureau for the standardisation, marking and quality certification of goods. Functions of the bureau include, inter alia, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license. A person may apply to the bureau for grant of license or certificate of conformity, if the articles, goods, process, system or service confirms to an Indian Standard.

The Legal Metrology Act, 2009 ("Legal Metrology Act")

The Legal Metrology Act, along with the relevant rules, establishes and enforces standards of weights and measures, regulates 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 Central Government is empowered to appoint a director to exercise the powers and to discharge duties. 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 Legal Metrology (Packaged Commodities) Rules, 2011, with amendments up to June 2017 ("Legal Metrology Rules")

The Legal Metrology Rules are ancillary to the Legal Metrology Act and set out to define various manufacturing and packing terminology. It lays out specific prohibitions where manufacturing, packing, selling, importing, distributing, delivering, offering for sale would be illegal and requires that any form of advertisement where the retail sale price is given must contain a net quantity declaration. Circumstances which are punishable are also laid out.

Electricity Act, 2003

The Electricity Act is the central legislation which covers, among others, generation, transmission, distribution, trading and use of electricity. Under the Electricity Act, the transmission, distribution and trade of electricity are regulated activities that 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 by 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, with the aim of promotion of co-generation and generation of electricity from renewable sources of energy shall specify

the terms and conditions for the determination of tariff. The Electricity Act currently requires the GoI to, from time to time, prepare the national electricity policy and tariff policy, in consultation with the state governments and Central Electricity Authority.

ENVIRONMENTAL LAWS

The Environment (Protection) Act, 1986 ("EPA") read with The Environment (Protection) Rules, 1986

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emit any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution. Penalties for violation of the EPA include fines up to ₹1.00 million or imprisonment of up to five years, or both. As per the Environment Protection Rules, every person who carries on an industry, operation or process requiring consent under Water Act or Air Act or both or authorization under the Hazardous Wastes Rules is required to submit to the concerned state pollution control board an environmental audit report for that financial year in the prescribed form.

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

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the relevant state pollution control boards. Under the Water Act, any individual, industry or institution discharging industrial or domestic waste into water must obtain the consent of the relevant state pollution control board, which is empowered to establish standards and conditions that are required to be complied with. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

Under the Air Act, the relevant state pollution control board may inspect any industrial plant or manufacturing process and give orders, as it may deem fit, for the prevention, control and abatement of air pollution. Further, industrial plants and manufacturing processes are required to adhere to the standards for emission of air pollutants laid down by the relevant state pollution control board, in consultation with the Central Pollution Control Board. The relevant state pollution control board is also empowered to declare air pollution control areas. Additionally, consent of the state pollution control board is required prior to establishing and operating an industrial plant. The consent by the state pollution control board may contain provisions regarding installation of pollution control equipment and the quantity of emissions permitted at the industrial plant. Whoever contravenes any of the provisions of the Air Act or any order or direction issued is punishable with imprisonment for a term which may extend to 3 months or with a fine of ₹10,000 or with both, and in case of a continuing offence, with an additional fine which may extend to ₹5,000 for every day during which such contravention continues after initial conviction.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 ("Hazardous Wastes Rules")

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste. Under the Hazardous Waste Rules, "hazardous waste", inter alia, 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 and operator of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment or third party resulting from the improper handling and management and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

The Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989 ("Hazardous Chemical Rules")

Pursuant to the Environment Protection Act, the Central Government is empowered to make rules pertaining to any industry which deals with any hazardous chemical, including flammable gases and liquids. An elaborate list of chemicals, and the quantity limits is provided under the Schedules of the rules. The Hazardous Chemical Rules also deal with the procedure to be followed in the case a major accident occurs, including whom to notify and how. Further, a full safety report on the concerned activity must be submitted with the information specified to the concerned authority, within the time limit.

Plastic Waste Management Rules, 2016

The Ministry of Environment, Forest and Climate Change published the Plastic Waste Management Rules, 2016 with the aim of facilitating collection and recycling of plastic waste. It delegates responsibility to the waste generators for waste segregation and disposal. Plastic Waste Management (Amendment) Rules, 2018 prescribed a central registration system for the registration of the producer/importer/brand owner. Recently, the government has proposed draft Plastic Waste Management Rules, 2021 which aims to ban the manufacture, import, stocking, distribution, sale and use of specific single use plastic from January 1, 2022. The draft has also extended the applicability of rules to brand owner, plastic waste processor, including the recycler and co-processor etc.

Battery Waste Management Rules, 2022

The Battery Waste Management Rules, 2022, aim to ensure environmentally sound management of waste batteries by regulating their collection, recycling, and disposal. These rules mandate Extended Producer Responsibility (EPR), making manufacturers, importers, and assemblers responsible for the lifecycle management of batteries. Companies must ensure proper collection and recycling of used batteries, maintain records of waste batteries handled, and adhere to prescribed safety and environmental standards to minimize environmental and health risks. This regulatory framework promotes sustainable practices and helps mitigate the environmental impact of battery waste.

The Noise Pollution (Regulation & Control) Rules, 2000 ("Noise Regulation Rules")

The Noise Regulation Rules regulate noise levels in industrial, commercial, residential and silence zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near educational institutions, courts, hospitals, or other institutions.

LABOUR RELATED LEGISLATIONS

The employment of workers, depending on the nature of the activity, is currently regulated by a wide variety of generally applicable labour legislations, including the Industrial Disputes Act, 1947, the Contract Labour (Regulation and Abolition) Act, 1970, Industrial Employment (Standing Orders) Act, 1946, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Employee's Compensation Act, 1923, the Trade Unions Act, 1926, the Payment of Bonus Act, 1965, the Equal Remuneration Act, 1976, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Child Labour (Protection Regulation) Act, 1986, the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Apprentices Act, 1961.

In order to rationalise and reform labour laws in India, the Government has enacted the following codes:

- Code on Wages, 2019, which regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. It subsumes four existing laws, namely the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, and the Equal Remuneration Act, 1976.

- Industrial Relations Code, 2020, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. It subsumes the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

- Code on Social Security, 2020, which amends and consolidates laws relating to social security. It governs the constitution and functioning of social security organisations such as the employees' provident fund and the employees' state insurance corporation, regulates the payment of gratuity, the provision of maternity benefits, and compensation in the event of accidents to employees, among others. It subsumes various legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.

- Occupational Safety, Health and Working Conditions Code, 2020, amends and consolidates laws regarding the occupational safety, health and working conditions of persons employed in an establishment. It subsumes various legislations including the Factories Act, 1948, and the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996.

Certain portions of the Code on Wages, 2019, have come into force upon notification by the Ministry of Labour and Employment. The remainder of these codes shall come into force on the day that the Government shall notify for this purpose.

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, 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 shops and establishments and other rights and obligations of the employers and employees. All industries have to be registered under the shops an establishments legislations of the state where they are located. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations.

FOREIGN INVESTMENT LAWS

Foreign Exchange Management Act, 1999 (the "FEMA")

Foreign investment in India is primarily governed by the provisions of FEMA. Pursuant to FEMA, the GoI and the RBI have promulgated various regulations, rules, circulars and press notes in connection with various aspects of foreign exchange with facilitation of external trade and payments for promoting orderly developments and maintenance of foreign exchange market in India.

FEMA Rules

The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 by Notification No. FEMA. 395/2019-RB dated October 17, 2019 ("FEMA Rules") to prohibit, restrict, or regulate transfer by or issue security to a person resident outside India. As laid down by the FEMA Rules, no prior consents and approvals are required from the RBI for Foreign Direct Investment ("FDI") under the "automatic route" within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the RBI. At present, the FDI Policy does not prescribe any cap on the foreign investments in the sector in which the Company operates. Therefore, foreign investment up to 100% is permitted in the Company under the automatic route.

Foreign Trade (Development and Regulation) Act, 1992 ("FTA")

In India, the main legislation concerning foreign trade is FTA. The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. As per the provisions of the Act, the Government: (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; and (iii) is authorized to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette. FTA read with the Indian Foreign Trade Policy 2015 –2020 (extended up to September 30, 2021) provides that no export or import can be made by a company without an Importer-Exporter Code ("IEC") unless such person or company is specifically exempt. An application for an importer exporter code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce. An importer-exporter code number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

Export Promotion Capital Goods Scheme ("The EPCG Scheme")

The EPCG Scheme provides that importers can benefit from reduced duties on the import of capital goods provided that they fulfil an export obligation to export a prescribed amount of their goods manufactured or services rendered (such amount being a multiple of the duty saved) within a specified period. Export obligations can be fulfilled by physical exports or by way of "deemed exports", which are transactions deemed to be exports.

INTELLECTUAL PROPERTY LAWS

The Trade Marks Act, 1999 ("Trade Marks Act")

The Trade Marks Act provides for the registration and better protection of trade marks for goods and services and for the prevention of the use of fraudulent marks. The registration of a trademark under the Trade Marks Act confers on the proprietor the exclusive right to the use of the trade mark, and the right to obtain relief in respect of infringement of the trade mark. The registration of a trademark shall be for a period of ten years but may be renewed from time to time as prescribed under the Trade Marks Act. The Trade Marks Act also prescribes penalties for the falsification or false application of trade marks. Further, pursuant to the notification of the Trademarks (Amendment) Act, 2010, simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. It also seeks to simplify the law relating to the transfer of ownership of trademarks by assignment or transmission and to bring the law in line with international practices.

The Patents Act, 1970 ("Patents Act")

The Patents Act governs the patent regime in India. A patent is an intellectual property right relating to inventions and grant of exclusive right, for limited period, provided by the Government to the patentee, for excluding others from making, using, selling and importing the patented product or process or produce that product. In addition to the broad requirement that an invention must satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria.

Designs Act, 2000 ("DA") and the Designs Rules, 2001 ("DR")

The DA regulates and protects the originality of an article's design and prohibits the piracy of registered designs. The primary objective of the DA is to protect new or original designs from getting copied, and ensure that the creator, originator or artisan of the design is not deprived of their rightful gains for the creation of their design. The central government also drafted the DR under the authority of the DA for the purposes of specifying certain prescriptions regarding the practical aspects related to designs such as payment of fees, register for designs, classification of goods, address for service, restoration of designs, etc. A registered design is valid for a period of ten years from the date of registration and can be renewed for a second period of 5 years.

OTHER LAWS

The Goods and Services Tax ("**GST**") is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 ("**CGST**"), relevant state's Goods and Services Act, 2017 ("**SGST**"), Union Territory Goods and Services Act, 2017 ("**UTGST**"), Integrated Goods and Services Act, 2017 ("**IGST**"), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Further, the Income-tax Act, 1961 (the "**Income Tax Act**") is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or rules made there under depending upon its "Residential Status" and "Type of Income" involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

The Customs Act, 1962 as amended, regulates import of goods into and export of goods from India by providing for levy and collection of customs duties on goods in accordance with the Customs Tariff Act, 1975. Any Company requiring to import or export goods is first required to get registered under the Customs Act and obtain an Importer Exporter Code under FTDR. Customs duties are administrated by Central Board of Indirect Tax and Customs under the Ministry of Finance.

In addition to the above, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder, and other applicable statutes imposed by the Centre or the State Government and authorities for our day-to-day business and operations.

Further, presently we carry on our operations and business in foreign jurisdictions and may continue to expand our operations. For further details, see "*Our Business*" on page 135. Our business and operations in such foreign jurisdictions are and will be subject to applicable local laws.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of Our Company

Our Company was incorporated as '*ATC Energies System Private Limited*', as a private limited company under the Companies Act, 2013, pursuant to the certificate of incorporation issued by the Registrar of Companies on September 2, 2020. The name of our Company was subsequently changed to '*ATC Energies System Limited*', upon conversion into a public company, pursuant to a board resolution dated February 20, 2024 and a shareholders resolution dated February 21, 2024 and a fresh certificate of change of name was issued on May 1, 2024 by the RoC.

Changes in the registered office of our Company

As on the date of this Red Herring Prospectus, there has been no change in the registered office of our Company since incorporation.

Main Objects of our Company

The main objects contained in our Memorandum of Association are as follows:

1. *To carry on the business as manufacturers, assemblers, processors, producers, suppliers, repairers, purchasers, sellers, importers, exporters, makers, fabricators and dealers in all batteries, stationary batteries, lithium ion battery packs, starting batteries, storage batteries, traction batteries, alkaline batteries, dry batteries, button batteries, solar power batteries, mini batteries, emergency lights, dry cells and other batteries used in or required for industrial, transport, commercial and consumptive purpose, their components, parts, ingredients, substances, systems, consumable accessories or fittings including battery plates, cases, wires, knobs, accessories, distilled water, armature and armature winding, electrical wires and accessories, electrical motors, generators, accumulators, battery chargers, relays, transformers, auto transformers, electrical switches, plugs, sockets, circuit breakers, actuators, connectors, measuring instruments, multimeters, power adapters, networking cables, POS and ATM machine accessories and multi testers, electrical connectors and automobile parts.*

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried out.

Amendments to our Memorandum of Association in the last 10 years

Set out below are the amendments to our Memorandum of Association since incorporation of our Company:

Date of Shareholders' resolution	Nature of amendment
May 17, 2021	Clause V.(a) The Authorised Share Capital of the Company is Rs. 3,00,00,000/- (Rupees Three Crore Only) divided into 30,00,000 (Thirty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each.
February 5, 2024	Clause V.(a) The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each.
February 21, 2024	Clause I. The name of the Company is ATC Energies System Limited. Clause III(b) (2). To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license to Central Government, State Government, Semi Government Bodies, Statutory authorities, quasi-judicial Bodies or any other Competent authority under respective acts in relation to main Object of the Company or for extending any of the powers of the Company or for effecting and modification of the

Date of Shareholders' resolution	Nature of amendment
	constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company. Clause 50. To enter into partnership or into any arrangement for sharing profit, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of the Company. Clause 51. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies corporations and such other organisations for technical, or any other such assistance for carrying out all or any of the main objects of the Company or for purpose of activity research and development of manufacturing projects on the basis of know-how, or technical collaboration and necessary formulas and patent rights for furthering the main objects of the Company. Clause 52. To borrow or raise or secure the payment of money or to receive on deposit at Interest or otherwise and at such time or time as may be thought fit, by hundies, promissory notes or deposit or by taking credits or opening current or overdraft account with any bank, whether with or without any security or such other mean as the Directors may in their absolute discretion deem expedient and in particular by the issue of debentures, or debenture-stocks, convertible into shares and security for any such amount borrowed, raised or received or any such debentures or debenture-stocks so issued, to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the Company, both present or future, including its called capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or payoff any such securities provided the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.

Major events and milestones of our Company

The table below sets forth the major events and milestones in the history of our Company:

Year	Particulars
September 2020 – January 2021	Our first plant for producing mini and small lithium batteries was successfully started and operationalized in Vasai, Palghar.
April 2021 – July 2021	We marked a significant milestone with the establishment of our second plant in Noida, Uttar Pradesh. This new facility, operational with a total area three times larger than our Vasai plant, represents a major expansion of our production capabilities, allowing us to better serve our growing customer base and meet increasing demand.
March 2022	Our company achieved a significant milestone by surpassing a Profit After Tax (PAT) of ₹10 crores.
March 2024	The company has expanded its market reach from serving a single industry in 2020 to delivering its products to ten different industries

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, or revaluation of assets in the last 10 years

Our Company has not acquired any material business or undertaken any mergers or amalgamations or divestments of business or undertaking in the last 10 years preceding the date of this Red Herring Prospectus.

Time and cost over-runs

There have been no material time and cost over-runs in respect of our business operations.

Defaults or re-scheduling, restructuring of borrowings with financial institutions/banks

There have been no defaults on repayment of any loan availed from any banks or financial institutions. Further, there has been no re-scheduling/ re-structuring in relation to borrowings availed by our Company from any financial institutions or banks.

Lock-out and strikes

As on the date of this Red Herring Prospectus, there have been no lockouts or strikes at any time in our Company.

Accumulated Profits or Losses of our Subsidiary

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

Significant financial and strategic partners

As of the date of this Red Herring Prospectus, our Company does not have any significant financial or strategic partners.

Material Agreements in relation to business operations of our Company

As on the date of this Red Herring Prospectus, our Company does not have any material agreements in relation to the business operations of our Company.

Details of subsisting shareholders' agreements

As on the date of this Red Herring Prospectus, our Company does not have any subsisting shareholders' agreements.

Other material agreements

Neither our Promoters nor any of the Promoter Group members, Shareholders, Key Managerial Personnel, Senior Management Personnel, Directors or employees of our Company have entered into an agreement, 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.

Except the Assignment Agreement dated July 29, 2024, executed between our Company and Sandeep Gangabishan Bajoria (Our Promoter) and the other agreements mentioned in the DRHP, there are no other agreements/arrangements entered into by our Company or clauses/covenants applicable to our Company which are material, not in the ordinary course of business and which are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer. For details on business agreements of our Company, see "*Our Business*" on page 135.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants

For information on key products or services launched by our Company, please see "*Our Business*" on page 135.

Our Company has not exited from existing markets. For details of capacity and facility creation, see "*Our Business*" on page 135.

Agreements with Key Managerial Personnel, Director, or any other employee

There are no agreements entered into by a Key Managerial Personnel or Director 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.

Holding Company

As on the date of this Red Herring Prospectus, our Company does not have a holding company.

Subsidiaries

As of the date of this Red Herring Prospectus, our Company does not have any Subsidiaries. For details see "*Our Subsidiaries*" on page 165.

Associate Company

As on date of this Red Herring Prospectus, our Company does not have any associate companies.

Joint Venture

As on date of this Red Herring Prospectus, our Company does not have any joint ventures.

OUR SUBSIDIARIES

As of the date of this Red Herring Prospectus, our Company does not have any subsidiaries.

OUR MANAGEMENT

Board of Directors

The Articles of Association require that our Board shall comprise of not less than three Directors and not more than fifteen Directors, provided that our Shareholders may appoint more than fifteen Directors after passing a special resolution in a general meeting.

As on the date of this Red Herring Prospectus, our Board comprises of six Directors, including three Executive Directors (Including our Chairman and Managing Director), one Non – Executive Director and two Independent Directors including one Independent Woman Director. Our Company is in compliance with the corporate governance laws prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

Sr. No.	Name, designation, date of birth, address, occupation, nationality, period and term and DIN	Age (years)	Directorships in other companies
1.	**Sandeep Gangabishan Bajoria** **Designation:** Chairman and Managing Director **Date of birth:** June 12, 1974 **Address:** Flat No. 502, A-Wing, Panchsheel - 4, Raheja Township, Malad East, Mumbai – 400 097, Maharashtra, India. **Occupation**: Business **Current term:** December 1, 2020 to November 30, 2025 **Period of directorship:** Director since September 2, 2020 **DIN:** 06597817	50	1. SGB International OPC Private Limited 2. Jubilant International Private Limited 3. General Iottech Limited
2.	**Piyush Vijaykumar Kedia** **Designation:** Executive Director and Chief Financial Officer **Date of birth:** November 7, 1974 **Address:** Jamuna Niwas, 1st Floor, 32/A, Jai Bharat Society, 3rd Road, Khar West, Mumbai – 400 052, Maharashtra, India. **Occupation:** Professional **Current term:** Liable to retire by rotation **Period of directorship:** September 15, 2020 **DIN:** 00635105	50	1. Jubilant International Private Limited 2. General Iottech Limited
3.	**Nilesh Victor Correia** **Designation:** Non-Executive Director **Date of birth:** September 19, 1973	51	Nil

Sr. No.	Name, designation, date of birth, address, occupation, nationality, period and term and DIN	Age (years)	Directorships in other companies
	Address: A/1502, 15th Floor, Empress Building, Holy Cross Road, I C Colony, Borivali West, Mumbai – 400 103, Maharashtra, India. **Occupation:** Consultancy **Current term:** Liable to retire by rotation **Period of directorship:** Director since October 10, 2020 **DIN:** 07847807		
4.	**Zubair Rahman** **Designation:** Whole Time Director **Date of birth:** March 19, 1983 **Address:** House No. 314, Phulat, Muzaffarnagar – 251 201, Uttar Pradesh, India. **Occupation:** Business **Current term:** May 2, 2024 to May 1, 2029 **Period of directorship:** Director since July 9, 2021 **DIN:** 08267547	41	Nil
5.	**Ashwin Manoharlal Agarwal** **Designation:** Independent Director **Date of birth:** September 9, 1984 **Address:** 303/304 Asmita Sand Dunes, Sunder Nagar, Opposite Radha Krishna School, Malad West, Mumbai – 400 064, Maharashtra, India. **Occupation:** Business **Current term:** March 21, 2024 to March 20, 2029 **Period of directorship:** Director since March 21, 2024 **DIN:** 10547086	40	Nil
6.	**Himanshi Tiwari** **Designation:** Independent Director **Date of birth:** September 15, 1995	29	Nil

Sr. No.	Name, designation, date of birth, address, occupation, nationality, period and term and DIN	Age (years)	Directorships in other companies
	Address: Makan No. 268, Ward No. 17, Bos Coloney Maihar, Bora company ke pass, Maihar, Satna – 485 771, Madhya Pradesh, India. **Occupation:** Professional **Current term:** March 21, 2024 to March 20, 2029 **Period of directorship:** Director since March 21, 2024 **DIN:** 10545195		

Brief biographies of our Directors

Sandeep Gangabishan Bajoria is the Chairman and Managing Director and Promoter of our Company. He has been associated with our Company as its Director since its incorporation. He holds a Bachelor's Degree in Commerce from the University of Bombay (1995). He currently oversees business strategies and marketing in our Company. With over 25 years of entrepreneurial experience, he has consistently delivered service to a distinguished roster of esteemed organizations, demonstrating a profound understanding of market needs. For further details, see "*Our Business*" on page 135.

Piyush Vijaykumar Kedia is the Executive Director and Chief Financial Officer of our Company. He holds a Bachelor's Degree in Commerce from the University of Bombay (1995). He also qualified as a Chartered Accountant from the Institute of Chartered Accountants of India (1997). Additionally, he is also a qualified as a Cost and Works Accountant from the Institute of Cost and Works Accountant of India (1997). He has been previously associated with, Indian Seamless Financial Services Limited as Manager – Accounts, Zee Interactive Learning Systems Limited as Zonal Accountant – West, Anand Rathi Securities Private Limited as Accountant in portfolio management service division, ABK and Associates as Cost Consultant, Konega International Private Limited as Finance Manager, Assudamal and Sons (HK) Limited as Finance Manager, Centrum Broking Private Limited as AVP – Financial Analysis and Planning, Al Bandar International House of Trading as a Senior Finance Manager. In the later stages of his career, he has been working as a freelance and advisor in the fields of finance, providing expert guidance and support to clients. With over 20 years of experience in finance, he shall be instrumental in steering the Company's financial well-being, leveraging his expertise to provide astute counsel on potential financial risks.

Nilesh Victor Correia is the Non-Executive Director of our Company. He holds a Bachelor's Degree in Science from the University of Bombay (1995) and a Degree in Master of Marketing Management from the University of Mumbai (2008). He was previously associated with ICICI Bank Limited as the Chief manager – II, Bill Desk as core member of the Company's Product Team, India Transact Services Limited as Senior Vice President in Product Development, Mindgate Solutions Private Limited as Senior Vice President – prepaid and Functional Sales. He has also provided his professional services to organizations like Vibrer Technologies Private Limited, Tech5 India Private Limited and Metamax Technology Ventures Private Limited. He has over 15 years of experience in the field of finance.

Zubair Rahman is a Whole Time Director of our Company. Despite lacking formal qualifications, he is a highly skilled individual with a robust background in management. He has been associated with our Company as a Director since 2021 and his extensive hands-on experience and innate leadership abilities empower him to adeptly oversee various operational facets of the business, driving efficiency and excellence.

Ashwin Manoharlal Agarwal is an Independent Director of our Company. He holds a Bachelor's Degree in Commerce from the University of Bombay (2005) and has completed a Masters of Business Administration from the Institute of Technology and Management, Southern New Hampshire University (2012). He was previously associated with PNB

MetLife India Insurance Company Ltd as a Senior Sales Manager, with Edelweiss Tokio Life Insurance Company Limited as an Area Manager and with Kotak Mahindra Bank as a Branch Manager. Since 2018, he has been working as a freelancer and advisor in the field of Investments and Insurance. He has over 15 years of experience in the field of field of Investment and Insurance.

Himanshi Tiwari is an Independent Director of our Company. She holds a Bachelor's Degree from the Rani Durgavati Vishwavidyalaya, Jabalpur, Madhya Pradesh (2016), a Degree in Master of Business Administration from the Rani Durgavati Vishwavidyalaya, Jabalpur, Madhya Pradesh (2019) and has also qualified as a Company Secretary from the Institute of Company Secretaries of India (2021). She is associated with Silicon Rental Solutions Limited since August, 2022 as a Company Secretary and Compliance Officer of the Company. She has 2 years of experience in corporate governance practices.

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 contract with Directors

No officer of our Company, including our Directors have entered a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Details of directorships in companies suspended or delisted

None of our Directors is or was, during the last five years preceding the date of this Red Herring Prospectus, a director of any listed company whose shares have been or were suspended from being traded on the Stock Exchange during their tenure as a director in such company.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange, during their tenure as a director in such company.

Confirmations

None of our Directors have given any guarantees to any third party, with respect to the Equity Shares, as of the date of this Red Herring Prospectus.

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 by any person either to induce them to become or to help them qualify as a Director, or otherwise for services rendered by them or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

Further, none of our Directors has been identified as Wilful Defaulters or Fraudulent Borrower as defined under the SEBI ICDR Regulations.

None of our Directors has been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

None of our Directors is 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/court.

Relationships between our Directors, Key Managerial Personnel and Senior Managerial Personnel

There is no relationship between our Directors, Key Managerial Personnel and Senior Managerial Personnel as on the date of this Red Herring Prospectus.

Payment or benefit to Directors of our Company

Remuneration to Executive Directors:

1. Sandeep Gangabishan Bajoria

Sandeep Gangabishan Bajoria has been a Director on the Board of our Company since incorporation. He was appointed as Managing Director of our Company pursuant to a Board resolution dated December 1, 2020 for a period of 5 (five) years with effect from December 1, 2020 up to November 30, 2025. Further, the terms of the resolution dated December 1, 2020 were ratified vide resolution dated November 25, 2021. Further vide resolution dated May 2, 2024, Sandeep Gangabishan Bajoria was appointed as the Chairman of the Company. Pursuant, to the Shareholders' resolution dated May 6, 2024, Sandeep Gangabishan Bajoria is entitled to the following salary and perquisites for Financial Year 2024 – 2025:

Basic Salary: ₹ 3,00,000 per month.

Perquisites: Sandeep Gangabishan Bajoria is eligible to receive the following perquisites –

a. **Medical Reimbursement**: Reimbursement of the expenses incurred for self and family or medical insurance for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

b. **Leave Travel Concession**: Leave travel concession for self and family once in a year incurred in accordance with rule of the Company.

   Explanation: Family means, the Spouse, the dependent children and dependent parents.

c. **Club Fees:** Fees of Club subject to maximum of two clubs. No admission and life membership fee shall be paid.

d. **Gratuity as per the rules of the Company:** a) Company's contribution towards superannuation fund as per the rules of our Company; and b) The aforesaid perquisites stated for the payment of gratuity shall not be included in the computation of aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

No remuneration was paid to Sandeep Gangabishan Bajoria in Fiscal 2024 and Fiscal 2025*.

**Note: The salary and perquisites for fiscal 2025 was waived off by our MD, Sandeep Gangabishan Bajoria vide affidavit dated February 25, 2025. Hence, no amount has been accrued/paid thereof.*

2. Piyush Vijaykumar Kedia

Piyush Vijaykumar Kedia has been a Director on the Board of our Company since September 15, 2020. He was appointed as Additional Director of our Company pursuant to Board Resolution dated September 15, 2020 and his appointment was regularised in the Annual General Meeting by a shareholders' resolution dated November 25, 2021 and he was appointed as the Executive Director of the Company. Further, the terms of the resolution dated November 25, 2021 were ratified vide resolution dated April 1, 2024 and he was appointed as an Executive Director of our Company who is liable to retire by rotation.

Further, he was appointed as the Chief Financial Officer of the Company vide resolution dated March 21, 2024. Pursuant to the resolution dated March 21, 2024 Piyush Vijaykumar Kedia is entitled to the following salary and perquisites for Fiscal 2025:

Basic Salary: ₹ 50,000 per month

Perquisites: Nil

No remuneration was paid to Piyush Vijaykumar Kedia in Fiscal 2024.

3. Zubair Rahman

Zubair Rahman has been a Director on the Board of Directors since July 9, 2021. He was appointed as the Whole Time Director of our Company pursuant to a Board Resolution dated May 2, 2024, and a shareholders resolution dated May 6, 2024 for a period of 5 years with effect from May 2, 2024 to May 1, 2029. Pursuant to the resolution dated May 6, 2024, Zubair Rahman is entitled to the following basic salary and perquisites:

Basic Salary: ₹ 9,00,000 per month.

Perquisites: Zubair Rahaman is eligible to receive the following perquisites –

In addition to the salary received, the Whole-time Director of our Company is entitled to the following perquisites and allowances:

Medical Reimbursement: Reimbursement of the expenses incurred for self and family or medical insurance for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

Leave Travel Concession: Leave travel concession for self and family once in a year incurred in accordance with rule of the Company.

Explanation: Family means, the Spouse, the dependent children and dependent parents

Club Fees: Fees of Club subject to maximum of two clubs. No admission and life membership fee shall be paid.

Gratuity as per the rules of the Company: a) Company's contribution towards superannuation fund as per the rules of our Company; and b) The aforesaid perquisites stated for the payment of gratuity shall not be included in the computation of aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Earned Leave: On full pay and allowance and perquisites as per the rules of the company, but no exceeding one-month salary for eleven months' service. Encashment of leave at the end of the tenure shall not be included in the computation of the aforesaid ceiling on perquisites and/or salary.

Provision for car for use on Company's business and telephone at residence shall not be considered as perquisites, personal long-distance call and use of car for private use shall be billed by our Company.

Zubair Rahaman received compensation of ₹ 72 lakhs for Fiscal 2024.

Sitting fees of Non – Executive and Independent Directors:

All our existing Independent Directors are appointed in Financial Year 2024. Hence, no sitting fees or commission was paid by our Company to any Independent Directors in Financial Year 2023.

Pursuant to the Board resolution dated May 2, 2024, each Non-Executive Independent Director, is entitled to receive sitting fees of up to ₹10,000 (up to Rupees ten thousand only) per meeting for attending meetings of the Board, up to ₹ 10,000 (up to Rupees ten thousand only) per meeting for attending meetings of the committee of the Company.

Details of the remuneration paid to the Independent Directors of our Company for the Financial Year 2023-2024 are as follows:

All our existing Independent Directors are appointed in Financial Year 2024. Hence, no sitting fees or commission was paid by our Company to any Independent Directors in Financial Year 2023-2024.

Remuneration of our Directors from our Subsidiaries

As of the date of filing of this Red Herring Prospectus, our Company has does not have any subsidiaries.

Shareholding of Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares. Except as disclosed below, none of our Directors hold any Equity Shares in our Company:

Name of Director	Number of Equity Shares held
Sandeep Gangabishan Bajoria	1,54,51,380
Zubair Rahman	2,23,650

Interest of Directors

All our Independent Directors may be deemed to be interested to the extent of sitting fees payable, if any, to them for attending meetings of our Board and committees thereof, and reimbursement of expenses available to them. Our Executive Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them as stated in "*Our Management – Remuneration to Executive Directors*" on page 170.

The Directors may also be regarded as interested in the Equity Shares held by them or by their relatives, if any, or that may be subscribed by or allotted to them or the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this Offer. Our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares.

For further information, refer to *"Our Promoter and Promoter Group - Interest of our Promoter"* on page 183.

Bonus or profit-sharing plan of the Directors

None of our Directors are party to any bonus or profit-sharing plan of our Company.

Changes in the Board in the last three years

Except as stated below, there has been no change in the Board in the three preceding years:

Name	Date of change	Reason for change
Rajnish Kumar	January 27, 2022	Pre-occupation and personal reasons.
Shankar Goenka	October 3, 2023	Pre-occupation and personal reasons.
Asha Piyush Kedia	March 21, 2024	Commitments in other engagements.

Note: This table does not include details of regularisations of additional Directors and changes in designation.

Borrowing powers of Board

In accordance with the Articles of Association and applicable provisions of the Companies Act, 2013, and pursuant to the board resolution dated March 21, 2024 and special resolution dated March 27, 2024 passed by the Shareholders, the Board may borrow as and when required from any Bank and/or other Financial Institutions and/or foreign lender and/or anybody corporate/entity/ entities and/or authorities either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of ₹500 crores (Rupees Five Hundred Crores Only) (notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's

bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves not set apart for any specific purpose.

Corporate Governance

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our Company immediately up on the listing of Equity Shares on the Stock Exchange.

The requirements pertaining to constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committees have been complied with. Our Board undertakes to take all necessary steps to continue to comply with all the requirements of Listing Regulations and the Companies Act, 2013.

Our Board has been constituted in compliance with the Companies Act, 2013 and in accordance with the best practices in corporate governance. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas.

Committees of our Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following committees of the Board of directors:

a. Audit Committee;
b. Nomination and Remuneration Committee
c. Stakeholders' Relationship Committee;
d. Corporate Social Responsibility Committee; and
e. IPO Committee

Audit Committee

The Audit committee was constituted by a resolution of our Board dated May 2, 2024. The current constitution of the Audit Committee is as follows:

Name of the Director	Position in the Committee	Designation
Ashwin Manoharlal Agarwal	Chairman	Independent Director
Himanshi Tiwari	Member	Independent Director
Piyush Vijaykumar Kedia	Member	Executive Director and CFO

The Company Secretary and Compliance Officer of the Company will act as the Secretary of the Committee.

The constitution, scope, function and terms of the Audit Committee are in compliance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations.

The terms of reference of the Audit Committee include:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

1. To investigate any activity within its terms of reference;
2. To seek information from any employee;
3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation, 2015 and Companies Act, 2013 shall be as under:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval, with particular reference to;
    - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
    - changes, if any, in accounting policies and practices and reasons for the same;
    - major accounting entries involving estimates based on the exercise of judgment by management;
    - significant adjustments made in the financial statements arising out of audit findings;
    - compliance with listing and other legal requirements relating to financial statements;
    - disclosure of any related party transactions;
    - modify opinion(s) in the draft audit report;
6. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
16. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board.
20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders

(in case of non-payment of declared dividends) and creditors;

21. To review the functioning of the whistle blower/Vigil mechanism;
22. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and;
23. Audit committee shall oversee the vigil mechanism.
24. Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings.
25. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into SEBI Listing Regulations 2015.

Further, the Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. Statement of deviations:
    - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Nomination and Remuneration Committee

The Nomination and Remuneration committee was constituted by a resolution of our Board dated May 2, 2024. The current constitution of the Nomination and Remuneration Committee is as follows:

Name of the Director	Position in the Committee	Designation
Himanshi Tiwari	Chairman	Independent Director
Ashwin Manoharlal Agarwal	Member	Independent Director
Nilesh Victor Correia	Member	Non-Executive Director

The constitution, scope and function of the Nomination and Remuneration Committee are in compliance with Section 178 of the Companies Act and Regulation 19 of the SEBI Listing Regulations.

The terms of reference of the Nomination and Remuneration Committee include:

a. Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the Criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
b. Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the board a policy relating to the remuneration for directors, KMPs and other employees.
c. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
d. Devising a policy on diversity of board of directors;
e. 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;
f. Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.
g. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.

h. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
i. Decide the amount of Commission payable to the Whole Time Directors.
j. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
k. To formulate and administer the Employee Stock Option Scheme.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was reconstituted by a resolution of our Board dated May 2, 2024. The current constitution of the Stakeholders Relationship Committee is as follows:

Name of the Director	Position in the Committee	Designation
Himanshi Tiwari	Chairman	Independent Director
Sandeep Gangabishan Bajoria	Member	Chairman and Managing Director
Zubair Rahman	Member	Whole Time Director

The constitution, scope and function of the Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act and Regulation 20 of the SEBI Listing Regulations.

The terms of reference of the Stakeholders' Relationship Committee include:

1. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
2. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
3. Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances;
4. Review of measures taken for effective exercise of voting rights by shareholders;
5. non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties;
6. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them;
7. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Probation of insider Trading) Regulations, 1992 as amended from time to time;
8. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting;
9. Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted by our Board at its meeting held on May 2, 2024 in accordance with Section 135 of the Companies Act. The current constitution of the Corporate Social Responsibility Committee is as follows:

Name of the Director	Position in the Committee	Designation
Sandeep Gangabishan Bajoria	Chairman	Chairman and Managing Director
Ashwin Manoharlal Agarwal	Member	Independent Director
Zubair Rahman	Member	Whole Time Director

The terms of reference of the Corporate Social Responsibility Committee include the following:

1. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as specified in schedule VII of the Companies Act, 2013;
2. To review and recommend the amount of expenditure to be incurred on activities referred to in clause (a) of sub-section (3) of Section 135 of the Companies Act, 2013;
3. To institute a transparent monitoring mechanism for the implementation of the CSR projects, programs and activities undertaken the Company from time to time;
4. To Monitor the Corporate Social Responsibility policy of the Company from time to time;
5. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

IPO Committee

The IPO Committee was constituted by a meeting of our Board held on May 2, 2024. The members of the IPO Committee are:

Name of the Director	Position in the Committee	Designation
Sandeep Gangabishan Bajoria	Chairman	Managing Director
Piyush Vijaykumar Kedia	Member	Executive Director
Zubair Rahman	Member	Whole Time Director

The terms of reference of the IPO Committee include the following:

1. Approving amendments to the memorandum of association and the articles of association of the Company;
2. Approving all actions required to dematerialize the Equity Shares, including seeking the admission of the Equity Shares into the Central Depository Services (India) Limited (the "CDSL") and the National Securities Depository Limited (the "NSDL");
3. Finalizing and arranging for the submission of the DRHP, the RHP, the Prospectus and the preliminary and final international wrap and any amendments, supplements, notices or corrigenda thereto, to appropriate government and regulatory authorities, institutions or bodies;
4. Approving a code of conduct as may be considered necessary by the Board or the IPO Committee or as required under Applicable Laws for the Board, officers of the Company and other employees of the Company;
5. Issuing advertisements as it may deem fit and proper in accordance with Applicable Laws;
6. Approving suitable policies, including on insider trading, whistle blower/vigil mechanism, risk management and other corporate governance requirement that may be considered necessary by the Board or the IPO Committee or as may be required under Applicable Laws in connection with the Issue;
7. Deciding on the size and all other terms and conditions of the Offer and/or the number of Equity Shares to be offered and transferred in the Issue, including any Pre-IPO Placement, Reservation, Green Shoe Option and any rounding off in the event of any oversubscription as permitted under Applicable Laws;
8. Taking all actions as may be necessary or authorized in connection with the Issue;
9. Appointing and instructing book running lead managers, lead managers, syndicate members, placement agents, bankers to the Issue, the registrar to the Issue, bankers of the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsels, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies and all such persons or agencies as may be involved in or concerned with the Offer and whose appointment is required in relation to the Issue, including any successors or replacements thereof;
10. Opening bank accounts, share/securities accounts, escrow or custodian accounts, in India or abroad, in Rupees or in any other currency, in accordance with Applicable Laws;
11. Entering into agreements with, and remunerating all such book running lead managers, lead managers, syndicate members, placement agents, bankers to the Issue, the registrar to the Issue, bankers to the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsels, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies, and all other agencies or persons as may be

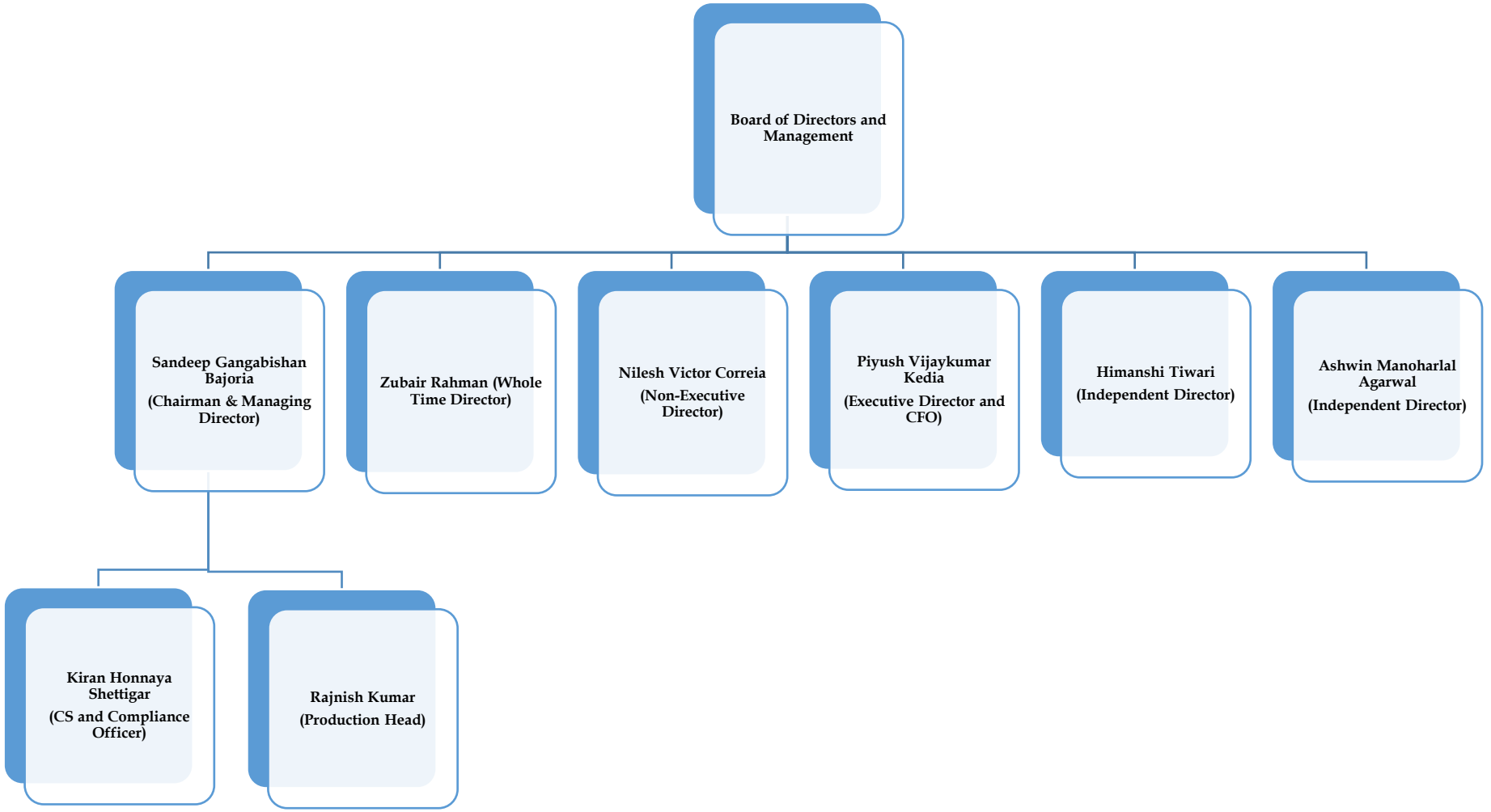
involved in or concerned with the Issue, including any successors or replacements thereof, by way of commission, brokerage, fees or the like;

12. Seeking the listing of the Equity Shares on the Stock Exchanges, submitting listing applications to the Stock Exchanges and taking all such actions as may be necessary in connection with obtaining such listing, including, without limitation, entering into the listing agreements with the Stock Exchanges;
13. Seeking, if required, the consent of the Company's lenders and lenders of its subsidiaries, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Issue;
14. Submitting undertaking/certificates or providing clarifications to the SEBI and the Stock Exchanges;
15. Determining the price at which the Equity Shares are offered and transferred to investors in the Offer in accordance with Applicable Laws, in consultation with and the book running lead manager(s) and/or any other advisors, and determining the discount, if any, proposed to be offered to eligible categories of investors;
16. Determining the price band and minimum lot size for the purpose of bidding, any revision to the price band and the final Offer Price after bid closure;
17. Determining the bid opening and closing dates;
18. Finalizing the basis of allocation and transfer of Equity Shares to retail investors/non-institutional investors/qualified institutional buyers and any other investor in consultation with the book running lead managers, the Stock Exchanges and/or any other entity;
19. Approving/taking on record the transfer of the Equity Shares;
20. Opening with the bankers to the Issue, escrow collection banks and other entities such accounts as are required under Applicable Laws;
21. To issue receipts/allotment letters/confirmations of allotment notes either in physical or electronic mode representing the underlying equity shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;
22. Severally authorizing any Directors and/ or Company Secretary (each, an "Authorized Officer"), for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer considers necessary, desirable or expedient, in connection with the Issue, including, without limitation, engagement letters, memoranda of understanding, the listing agreements with the stock exchanges, the registrar's agreement, the depositories' agreements, the issue agreement with the book running lead managers (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the cash escrow agreement, the share escrow agreement, confirmation of allocation notes, the advertisement agency agreement and any undertakings and declarations, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Issue, the book running lead manager(s), lead manager(s), syndicate members, placement agents, bankers to the Issue, registrar to the Issue, bankers of the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Offer including any successors or replacements thereof; and any such agreements or documents so executed and delivered and acts, deeds, matters and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;
23. Severally authorizing the Authorized Officers to take any and all action in connection with making applications, seeking clarifications and obtaining approvals (or entering into any arrangement or agreement in respect thereof) in connection with the Issue, including, without limitation, applications to, and clarifications or approvals from the Government of India, the RBI, the SEBI, the RoC, and the Stock Exchanges and that any such action already taken or to be taken is hereby ratified, confirmed and/or approved as the act and deed of the Authorized Officer and the Company, as the case may be;
24. Severally authorizing the Authorized Officers, for and on behalf of the Company, to execute and deliver any and all documents, papers or instruments and to do or cause to be done any and all acts, deeds, matters or things as any such Authorized Officer may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Issue; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officer shall be conclusive evidence of the authority of

such Authorized Officer and the Company in so doing and any such document so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officer prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Authorized Officer and the Company, as the case may be; and

25. Executing and delivering any and all documents, papers or instruments and doing or causing to be done any and all acts, deeds, matters or things as the IPO Committee may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Issue; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing.

Management Organisation Chart



Key Managerial Personnel

In addition to Sandeep Gangabishan Bajoria, our Chairman and Managing Director, Zubair Rahman, our Whole Time Director and Piyush Vijaykumar Kedia, our Executive Director and Chief Financial Officer, whose details are provided in "*Our Management - Brief biographies of our Directors*" on page 168, the details of the Key Managerial Personnel of our Company are as follows:

Kiran Honnaya Shettigar is the Company Secretary and Compliance Officer of our Company with effect from August 16, 2024. He holds a Bachelor of Commerce degree from Mumbai University (2011). He has also qualified as a Company Secretary from the Institute of Company Secretaries of India (2022). He has previously been associated with Silicon Rental Solution Limited (listed on BSE SME in October 2022) as an Assistant Manager, Secretarial Compliances from February 1, 2022 to July 31, 2024. During his stint with Silicon Rental Solution Limited, he was overseeing secretarial and compliance activities applicable to the company. Since he was appointed in August 2024, he did not receive any remuneration in Fiscal 2024.

Senior Management Personnel

In addition to Chief Financial Officer and Company Secretary and Compliance Officer of our Company, whose details are provided in "*Key Managerial Personnel*" on page 181, the details of our other Senior Management Personnel are set forth below:

Rajnish Kumar, aged 29 years, is the Production Head of our Company. He has been associated with our Company since January 3, 2021. He holds a provisional certificate for Bachelor of Technology degree from Black Diamond College of Engineering & Technology (2016). Further, he has successfully completed the AUTO CAD course from the Ministry of MSME (2016). He was previously associated with Amptek India – Fusion Power System as a Manager (Research & Development). He holds experience in the field of mechanical engineering, assembly and design. He received a remuneration of ₹ 12.36 lakhs in Fiscal 2024.

Status of Key Managerial Personnel and Senior Management Personnel

All our Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

Relationship among Key Managerial Personnel and Senior Management Personnel and Directors

Except as disclosed in "*between our Directors, Key Managerial Personnel and Senior Managerial Personnel*" on page 169, none of our Key Managerial Personnel and Senior Management Personnel are related to each other.

Arrangements and understanding with major shareholders.

None of our Key Managerial Personnel and Senior Management Personnel have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

Shareholding of the Key Managerial Personnel and Senior Management Personnel

Other than as disclosed under "*Capital Structure – Details of Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*" on page 76, none of our Key Managerial Personnel or Senior Management hold any Equity Shares as on the date of this Red Herring Prospectus.

Service contracts with Key Managerial Personnel and Senior Management

Other than statutory benefits upon termination of their employment in our Company on retirement and, none of our Key Managerial Personnel or 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 Key Managerial Personnel and Senior Management Personnel

As on the date of this Red Herring Prospectus, there is no contingent or deferred compensation which accrued to our Key Managerial Personnel and Senior Management Personnel for Fiscal 2024, which does not form part of their remuneration for such period.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management Personnel

None of the Key Managerial Personnel or Senior Management is party to any bonus or profit-sharing plan of our Company. The management may from time to time decide to give performance bonus to its employees.

Interest of our Key Managerial Personnel and Senior Management Personnel

Our Key Managerial Personnel and Senior Management are interested in our Company 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 their service. Further, our KMPs are also interested in our Company to the extent of the unsecured loans provided by them to our Company

Our Key Managerial Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held by them in our Company.

For further details please see the section titled "*Our Management – Interest of Directors*" on page 172.

Changes in the Key Managerial Personnel and Senior Management Personnel in last three years

Except as mentioned below, as on the date of this Red Herring Prospectus, there has been no change in the Key Managerial Personnel and Senior Management of the Company in the last three years.

Name	Date of Change	Reason for Change
Akshat Toshniwal	August 10, 2024	Personal reasons and ongoing health concerns.

Payment or benefits to the Key Managerial Personnel and Senior Management Personnel

No amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of the Key Managerial Personnel except the normal remuneration for services rendered by them. Additionally, there is no contingent or deferred compensation payable to any of our Key Managerial Personnel.

Employee stock option plan

As on the date of this Red Herring Prospectus, our Company does not have any Employee stock option plan.

OUR PROMOTER AND PROMOTER GROUP

Our Promoter

The Promoter of our Company is Sandeep Gangabishan Bajoria.

As on date of this Red Herring Prospectus, our Promoter, in aggregate, hold 1,54,51,380 Equity Shares in our Company, representing 96.18% of the issued, subscribed and paid-up Equity Share capital of our Company.

For details of the build-up of the Promoter's shareholding in our Company, see "*Capital Structure – 9. Details of Shareholding of our Promoter, members of Promoter Group in our Company*" on page 77.

Details of our Promoter:

Sandeep Gangabishan Bajoria

Sandeep Gangabishan Bajoria, aged 50 years, is our Promoter and is also the Chairman and Managing Director on the Board.

Date of Birth: June 12, 1974

Address: Flat no 502, A Wing, Panchsheel-4, Raheja Township, Malad East, Mumbai – 400 097, Maharashtra, India.

For a complete profile of Sandeep Gangabishan Bajoria i.e., his educational qualifications, professional experience, positions / posts held in the past and other directorships, interest in other entities, special achievements, business and financial activities, see "*Our Management*" on page 166.

His permanent account number is **ABZPB2090F**

Our Company confirms that the permanent account number, bank account number(s), the passport number, Aadhaar card number and driving license number of our Promoter will be submitted to the Stock Exchange at the time of filing of this Red Herring Prospectus.

Other ventures of our Promoter

Other than as disclosed in "*Entities forming part of our Promoter Group*" below and in section "*Our Management – Other Directorships*" on page 166, our Promoter are not involved in any other ventures.

Interest of our Promoter

Our Promoter is interested in our Company to the extent that he has promoted our Company and to the extent of his shareholding and the shareholding of the members of the Promoter Group in our Company, directly and indirectly, the dividend payable, if any, and any other distributions in respect of the Equity Shares held by them in our Company, directly or indirectly, from time to time. For details of the shareholding of our Promoter in our Company, please see the section entitled "*Capital Structure*" and "*Our Management – Interests of Directors*" on page 71 and 172 respectively.

Our Promoter, who is also Chairman and Managing Director, may be deemed to be interested to the extent of his remuneration/fees and reimbursement of expenses, payable to him, if any. For further details, please see the section entitled "*Our Management – Payment or benefit to the Directors of our Company*" on page 170.

Our Promoter has no interest in any property acquired by our Company during the three years immediately preceding the date of this Red Herring Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Except for the following:

- Rent received by the Promoter from Unit No. 104 and 105, 206, 207 and 208 Aarkey Gold Industrial Estate, Near J Industrial estate, Chinchpada Road Vasai East, Palghar, Thane – 401 208, Maharashtra, India, our Promoter does not have any direct or indirect interest in the properties leased by our Company.

- Our Registered Office is rented to M/s, Hind Industries vide leave and license agreement dated July 18, 2022 between Joya Dipankar Dasgupta and M/s. Hind Industries ("**Rent Agreement**") for a period of 36 months with effect from August 1, 2022 to July 31, 2025. M/s. Hind Industries is a partnership firm owned by Sandeep Gangabishan Bajoria (our Promoter) and Pradeep Gangabishan Bajoria (member of our Promoter Group). M/s. Hind Industries vide its letter date May 20, 2024 has granted consent to our Company to share the business place with M/s. Hind Industries.

The trademarks used by our Company are registered in the under the ownership of Sandeep Gangabishan Bajoria, our Promoter and Managing Director, and he is interested in the use of trademarks to promoter, advertise, distribute and sell our products. Our Promoter, by way of an assignment agreement entered into with the Company on July 29, 2024, has assigned his rights, unconditionally, in the favour of our Company for use of such trademarks.

Except as stated in this chapter and in the chapter titled "*Restated Financial Information – Related Party Transactions*" there has been no payment of any amount of benefits to our Promoter or Promoter Group during the last two years from the date of this Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoter and Promoter Group as on the date of this Red Herring Prospectus. For further details, please refer to the chapter titled "*Financial Information- Related Party Transactions*" beginning on page 188 of this Red Herring Prospectus**.**

Payment or benefits to Promoter or Promoter Group

Except in the ordinary course of business and as disclosed in the sections entitled "*Other Financial Information - Related Party Disclosures*" and "*Financial Information –Notes to Restated Financial Information – Annexure VI – 26 – Related Party Disclosures*" on pages 189 and 188, respectively, no amount or benefit has been paid or given to our Promoter or any of the members of the Promoter Group during the two years preceding the filing of this Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoter or any of the members of the Promoter Group other than in the ordinary course of business.

Disassociation by our Promoter in the last three years

As on the date of this Red Herring Prospectus, our Promoter has not disassociated himself from any companies or firms during the preceding three years.

Material guarantees given by our Promoter to third parties with respect to Equity Shares of our Company

Our Promoter have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Red Herring Prospectus.

Confirmations

Our Promoter and members of our Promoter Group have not been declared Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by Reserve Bank of India.

Our Promoter has not been declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

Our Promoter and members of our Promoter Group have not been prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Our Promoter are not and have not been Promoter or directors of any other company which is debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Change in the control of our Company

There has been no change in control of our Company in the last five years immediately preceding the date of this Red Herring Prospectus.

Promoter Group

In addition to our Promoter, the individuals and entities that form part of the Promoter Group of our Company in terms of the SEBI ICDR Regulations are set out below:

Individuals forming part of the Promoter Group

The individuals forming a part of our Promoter Group are as follows:

Members of the Promoter Group	Relationship with the Promoter
Sandeep Gangabishan Bajoria	
Manju Bajoria	Mother
Santosh Bajoria	Spouse
Pradeep Gangabishan Bajoria	Brother
Asha Piyush Kedia	Sister
Vidit Bajoria	Son
Umashankar Damodar Patodia*	Spouse's Father
Shakuntala Umashankar Patodia	Spouse's Mother
Meghna Lohia	Spouse's Sister
Seema Jain	Spouse's Sister

**passed away on February 19, 2025.*

Entities forming part of the Promoter Group

Entities forming part of our Promoter Group are as follows:

1. Jubilant International Private Limited;
2. SGB International OPC Private Limited;
3. General Iottech Limited
4. Sandeep Gangabishan Bajoria HUF
5. Hind Industries, a Partnership Firm
6. Agarwal Trading Company – Proprietorship firm of the Promoter.

OUR GROUP COMPANIES

As on the date of this Red Herring Prospectus our Company does not have any Group Companies.

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and the applicable laws including the Companies Act, read with the rules notified thereunder, each as amended. We may retain all our future earnings, if any, for purposes to be decided by our Company, subject to compliance with the provisions of the Companies Act. The quantum of dividend, if any, will depend on a number of factors, including but not limited to profits earned and available for distribution during the relevant Financial Year, accumulated reserves including retained earnings, expected future capital/expenditure requirements, organic growth plans/expansions, proposed long-term investment, capital restructuring, debt reduction, crystallization of contingent liabilities, cash flows, current and projected cash balance, and external factors, including but not limited to the macro-economic environment, regulatory changes, technological changes and other factors like statutory and contractual restrictions.

Our Company has, by way of a resolution of the Board of Directors dated May 2, 2024 adopted a formal dividend distribution policy.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under our current or future loan or financing documents. The amounts declared as dividends in the past are not necessarily indicative of our dividend amounts, if any, in the future. For more information on restrictive covenants under our current loan agreements, see "*Financial Indebtedness*" on page 202. Our Company may pay dividend by cheque, or electronic clearance service, as will be approved by our Board in the future. Our Board may also declare interim dividend from time to time.

Further, our Company has not paid any dividend in the six months period ended September 30, 2024 and Fiscal Years ended March 31, 2024, March 31, 2023, and March 31, 2022, and until the date of this Red Herring Prospectus.

There is no guarantee that any dividends will be declared or paid or the amount thereof will not be decreased in the future. For details, see "*Risk Factors - Our ability to pay dividends in the future will depend on our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.*" on page 41.

SECTION V – FINANCIAL INFORMATION

Sr. No.	Particulars
1.	Independent Auditors Examination Report on Restated Financial Statements
2.	Restated Financial Statements

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232, Udyog Bhavan,
Sonawala Lane, Goregaon East,
Mumbai - 400063, Maharashtra
(L) 022 4979 6877 (H) +91 9819096877

A KASLIWAL & COMPANY
Chartered Accountants

Independent Auditor's Examination Report on the Restated Financial Information

To,
The Board of Directors
ATC Energies System Limited
(formerly known as ATC Energies System Private Limited)
Unit No 3, Plot No 33, New India Industrial Estate,
Mahad IN AR, Off MC Road, Andheri East,
Mumbai – 400093, Maharashtra, India

Independent Auditor's Examination Report on the Restated Financial Information prepared in connection with the proposed issue of equity shares of ₹10 each pursuant to the initial public offering by ATC Energies System Limited.

Dear Sirs,

1. We have examined the attached Restated Financial Information of ATC Energies System Limited (formerly known as ATC Energies System Private Limited) (the "Company") which comprises of the Restated Statement of Assets and Liabilities as at September 30, 2024, March 31 2024, 2023 and 2022, the Restated Statements of Profit and Loss and the Restated Cash Flow Statement for the period ended September 30, 2024 and for the years ended March 31 2024, 2023 and 2022, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively referred to as, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on March 17, 2025 for the purpose of inclusion in the Red Herring Prospectus ("RHP") prepared by the Company in connection with its proposed Initial Public Offering ("IPO") of equity shares on the NSE SME platform of National Stock Exchange of India Limited ("NSE") .

The Restated Financial Statement have been prepared in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (the "ICAI"), as amended from time to time (the "Guidance Note").

2. The Company's Board of Directors are responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the RHP to be filed with NSE and Registrar of Companies, Mumbai in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Note 1 to the Restated Financial Information. The responsibilities of the Board of Directors of the company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

ammbar@akkasliwal.com
ambarkasliwal@gmail.com
www.akkasliwal.com

3. We have examined such Restated Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated January 23, 2024 connection with the proposed IPO of equity shares of the Company on NSE;

   b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and

   d) Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4. These Restated Financial Information have been compiled by the management from the Audited Financial Statements for the period ended September 30, 2024 and for the years ended on March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with Accounting Standards as prescribed under section 133 of the Act and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on March 17, 2025, August 24, 2024, September 9, 2023 and September 5, 2022 respectively.

5. Audited Financial Statements as referred to in paragraph 4 above, have been audited by us for the period ended September 30, 2024 and year ended March 31, 2024 and by M/s Subhash Soni & Co, Chartered accountants for the year ended March 31, 2023 and March 31, 2022 which issued unmodified opinion read with the emphasis of matters stated therein; vide reports dated March 17, 2025, August 24, 2024, September 9, 2023 and 5th September 2022 respectively. Further, there were no qualifications in the Audit Reports issued by us and M/s Subhash Soni & Co, Chartered Accountants as at and for the period ended September 30, 2024 and for the years ended on March 31, 2024, 2023 and 2022, which would require adjustments in this restated financial information of the Company.

6. As indicated in our audit reports on Financial Statements for the period ended September 30, 2024 and for the years ended March 31, 2024, 2023 and 2022 referred above,

   a) there are no changes in accounting policies for the period ended September 30, 2024 and for the years ended March 31, 2024, 2023 and 2022 that will require adjustment to financial statements of other reporting period except Change in Useful life of Computer Equipment including mobile phones reduced from eight years to three years wef 1st April 2023.

   b) The Restated Financial Information do not require any adjustments for the matter(s) giving rise to modifications, since there are no modifications as mentioned in paragraph 5 above.

   c) The Restated Financial Information have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

   d) The Restated Financial Information have been made after incorporating adjustments, if any, for material errors and regrouping/ reclassifications in the respective financial years to which they relate and there are no qualifications which require adjustments;

   e) There was no change in accounting policies, which needed to be adjusted in the Restated Financial Information except as mentioned in Clause 6(a) above. Classification of certain disclosure line items have been changed in other reporting periods to bring them in line with classification made as per audited

financials statements of period ended September 30, 2024. These, however, have no impact on the overall net profit / loss of the Company for the respective years

7. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company in the meeting held on March 17, 2025 and annexed to this report relating to the Company as at September 30, 2024 and for the years ended on March 31, 2024, 2023 and 2022 proposed to be included in the RHP.

Sr No	Particulars
1	Restated Statement of Assets & Liabilities
2	Restated Statement of Profit & Loss
3	Restated Cash Flow Statement
4	Summary statement of Significant Accounting Policies and Notes forming part of Restated Financial Statement
5	Restated Statement of Share Capital
6	Restated Statement of Reserves & Surplus
7	Restated Statement of Long Term Borrowings
8	Restated Statement of Deferred Tax Liabilities
9	Restated Statement of Long Term Provisions
10	Restated Statement of Short Term Borrowings
11	Restated Statement of Trade Payables
12	Restated Statement of Other Current Liabilities
13	Restated Statement of Short Term Provisions
14	Restated Statement of Property, Plant & Equipments
15	Restated Statement of Long Term Loans & Advances
16	Restated Statement of Inventories
17	Restated Statement of Trade Receivables
18	Restated Statement of Cash and bank balance
19	Restated Statement of Other Current Assets
20	Restated Statement of Revenue from Operations
21	Restated Statement of Other Income
22	Restated Statement of Cost of Material Consumed
23	Restated Statement of Changes in Inventory of finished goods
24	Restated Statement of Employee Benefit Expenses
25	Restated Statement of Finance Cost
26	Restated Statement of Other Expenses
27	Restated Statement of Dues to MSMEs
28	Restated Statement of Transaction in Foreign Currency
29	Restated Statement of Disclosure of Related Parties
30	Restated Statement of Employee Benefits
31	Restated Statement of Corporate Social Responsibility Expenses
32	Restated Statement of Adjustments in the financial statements
33	Restated Statement of Reconciliation of Equity and Reserves
34	Restated Statement of Earnings Per Share
35	Restated Statement of Loans or advances granted to Promoters, directors, KMPs and the related parties.
36	Restated Statement of borrowings from banks/ FI on the basis of Current Assets.
37	Restated Statement of Registration or Satisfaction of Charges with Registrar of Companies.
38	Restated Statement of Important Ratios

232, Udyog Bhavan,
Sonawala Lane, Goregaon East,
Mumbai - 400063, Maharashtra
(L) 022 4979 6877 (H) +91 9819096877

8. We, A Kasliwal & Company, Chartered Accountants have been subjected to the peer review process of the ICAI and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI.

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 6 above.

10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, 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 the report.

12. Our report is intended solely for use of the Board of Directors for inclusion in the RHP to be filed with Securities and Exchange Board of India, the stock exchanges and Registrar of Companies, Mumbai in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **A KASLIWAL & COMPANY**
Chartered Accountants
Firm Regd No 011727C

Ambar Kasliwal
Digitally signed by Ambar Kasliwal
Date: 2025.03.17 18:31:19 +05'30'

(**Ambar Kasliwal**)
Proprietor
Membership No 402210
UDIN: 25402210BMMMLH8232

Place: Mumbai
Dated: 17th March 2025

ammbar@akkasliwal.com
ambarkasliwal@gmail.com
www.akkasliwal.com

ATC ENERGIES SYSTEM LIMITED

(Formerly known as ATC Energies System Private Limited)

CIN : U31909MH2020PLC345131

Restated Statement of Assets & Liabilities

"Rs. in Lakhs"

Particulars	Note No	As at 30.09.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
I. EQUITY AND LIABILITIES					
(1) Shareholder's Funds					
(a) Share Capital	2	1,606.50	1,606.50	255.00	255.00
(b) Reserves and Surplus	3	2,280.77	1,703.63	1,965.97	1,190.41
(2) Non-Current Liabilities					
(a) Long-term borrowings	4	1,619.75	552.25	554.11	648.92
(b) Deferred tax liabilities (Net)	5	1.05	4.01	3.57	5.25
(c) Long-term Provisions	6	16.95	12.29	6.17	2.35
(3) Current Liabilities					
(a) Short-term borrowings	7	805.94	498.54	504.85	531.61
(b) Trade payables					
A. Total outstanding dues of micro enterprises and small enterprises	8	0.59	0.40	6.52	17.40
B. Total outstanding dues of Creditors other than micro enterprises and small enterprises	8	377.54	192.42	156.77	352.21
(c) Other current liabilities	9	227.24	188.39	444.64	359.12
(d) Short-term provisions	10	246.05	241.42	174.05	242.63
Total		**7,182.39**	**4,999.85**	**4,071.65**	**3,604.91**
II.ASSETS					
(1) Non-current assets					
(a) Property, Plant and Equipment & Intangible assets					
(i) Property, Plant and Equipment	11	1,485.79	685.66	760.94	757.65
(ii) Intangible assets		-	-	-	-
(b) Long term loans and advances	12	6.53	74.18	22.28	24.18
(2) Current assets					
(a) Inventories	13	3,024.12	3,050.18	2,304.33	1,695.06
(b) Trade receivables	14	1,605.69	629.42	518.70	457.99
(c) Cash and bank Balances					
(i) Cash and cash equivalents	15(a)	14.20	127.41	8.69	5.25
(ii) Other bank balances	15(b)	632.05	182.46	147.47	165.98
(d) Other current assets	16	414.02	250.54	309.25	498.80
Total		**7,182.39**	**4,999.85**	**4,071.65**	**3,604.91**
"Notes (including Significant Accounting Policies) form an integral part of these Restated Financial Statements"	1				

As per Our Attached Report of Even Date
For A Kasliwal & Company
Chartered Accountants
FRN No.:- 011727C

Ambar Kasliwal — Digitally signed by Ambar Kasliwal Date: 2025.03.17 18:31:47 +05'30'

Ambar Kasliwal
Proprietor
Membership No. 402210
UDIN:- 25402210BMMMLH8232
Place :- Mumbai
Date :- 17th March 2025

For and on behalf of Board of Directors of
ATC Energies System Limited

SANDEEP GANGABISHAN BAJORIA — Digitally signed by SANDEEP GANGABISHAN BAJORIA Date: 2025.03.17 16:53:08 +05'30'

Sandeep Gangabishan Bajoria
Director
DIN No. 06597817
Place :- Mumbai
Date :- 17th March 2025

PIYUSH VIJAY KUMAR KEDIA — Digitally signed by PIYUSH VIJAY KUMAR KEDIA Date: 2025.03.17 17:30:55 +05'30'

Piyush Vijaykumar Kedia
Director & CFO
DIN No. 00635105
Place :- Mumbai
Date :- 17th Mar 2025

Kiran Honnaya Shettigar — Digitally signed by Kiran Honnaya Shettigar Date: 2025.03.17 17:50:22 +05'30'

Kiran Honnaya Shettigar
Company Secretary
Membership No ACS68131
Place :- Mumbai
Date :- 17th March 2025

ATC ENERGIES SYSTEM LIMITED

(Formerly known as ATC Energies System Private Limited)

CIN : U31909MH2020PLC345131

Restated Statement of Profit & Loss

"Rs. in Lakhs"

Particulars	Note No	Half Year ended September 2024	Year ended March 2024	Year ended March 2023	Year ended March 2022
I. Revenue from operations	17	2,249.41	5,120.37	3,313.54	3,648.30
II. Other Income	18	7.60	31.03	8.89	3.59
III Total Income		**2,257.01**	**5,151.40**	**3,322.44**	**3,651.89**
IV. Expenses:					
Cost of materials consumed	19	956.41	2,913.69	1,923.77	1,815.77
Changes in inventories of finished goods	20	205.10	93.25	(316.17)	(221.85)
Employee benefit expense	21	190.43	415.70	330.34	246.54
Finance cost	22	67.19	62.76	53.13	33.14
Depreciation and amortization expense	11	68.04	125.91	109.18	66.12
Other expenses	23	79.66	181.39	226.81	278.50
V Total Expenses		**1,566.82**	**3,792.70**	**2,327.05**	**2,218.23**
VI. Profit before exceptional and extraordinary items and tax	(III - V)	**690.19**	**1,358.70**	**995.38**	**1,433.66**
VII. Exceptional items		-	-	-	-
VIII.Profit before extraordinary items and tax	(VI - VII)	**690.19**	**1,358.70**	**995.38**	**1,433.66**
IX. Extraordinary Items		-	-	-	-
X. Profit before tax	(VIII-IX)	**690.19**	**1,358.70**	**995.38**	**1,433.66**
XI. Tax expense:					
(1) Current tax		115.99	241.37	174.03	242.62
(2) Income Tax Adjustment of Earlier years		-	27.74	47.46	1.00
(3) Deferred tax		(2.95)	0.44	(1.68)	3.90
XII Total Tax Expenses		**113.04**	**269.55**	**219.81**	**247.52**
XIII. Profit for the period / year	**(X-XII)**	**577.15**	**1,089.16**	**775.57**	**1,186.14**
XIV. Earning per equity share					
(1) Basic (In Rs.) and for all periods have been recasted*		3.59	6.78	4.83	7.38
(2) Diluted (In Rs.) and for all periods have been recasted*		3.59	6.78	4.83	7.38
not annualised					
"Notes (including Significant Accounting Policies) form an integral part of these	1				

As per Our Attached Report of Even Date

For A Kasliwal & Company

Chartered Accountants

FRN No.:- 011727C

Ambar Kasliwal — Digitally signed by Ambar Kasliwal Date: 2025.03.17 18:32:12 +05'30'

Ambar Kasliwal

Proprietor

Membership No. 402210

Place :- Mumbai

UDIN:- 25402210BMMMLH8232

Date :- 17th March 2025

For and on behalf of Board of Directors of

ATC Energies System Limited

SANDEEP GANGABISHAN BAJORIA — Digitally signed by SANDEEP GANGABISHAN BAJORIA Date: 2025.03.17 16:53:39 +05'30'

Sandeep Gangabishan Bajoria

Director

DIN No. 06597817

PIYUSH VIJAY KUMAR KEDIA — Digitally signed by PIYUSH VIJAY KUMAR KEDIA Date: 2025.03.17 17:31:38 +05'30'

Piyush Vijaykumar Kedia

Director & CFO

DIN No. 00635105

Kiran Honnaya Shettigar — Digitally signed by Kiran Honnaya Shettigar Date: 2025.03.17 17:51:15 +05'30'

Kiran Honnaya Shettigar

Company Secretary

Membership No. ACS68131

ATC ENERGIES SYSTEM LIMITED

(Formerly known as ATC Energies System Private Limited)

CIN : U31909MH2020PLC345131

Restated Cash Flow Statement

"Rs. in Lakhs"

	Particulars	Half Year ended September 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
A	**CASH FLOWS FROM OPERATING ACTIVITIES**				
	Profit before extraordinary items & tax	690.19	1,358.70	995.38	1,433.66
	Adjustments for : -				
	Depreciation and amortization expense	68.04	125.91	109.18	66.12
	Finance Cost	67.19	62.76	53.13	33.14
	Interest Income	(7.60)	(11.10)	(8.35)	(3.59)
	Income Tax Adjustment of earlier years	-	(27.74)	(47.46)	(1.00)
	Operating profit before working capital changes	**817.82**	**1,508.54**	**1,101.88**	**1,528.34**
	Change in Working Capital				
	Inventories	26.06	(745.86)	(609.27)	(1,638.44)
	Trade receivables	(976.27)	(110.72)	(60.71)	120.42
	Other Current assets	(163.48)	58.71	189.55	(435.48)
	Long term Provision	4.66	6.12	3.82	1.97
	Other Current Liabilities	38.85	(256.25)	85.52	324.87
	Long-term loans and advances	67.65	(51.90)	1.90	0.72
	Trade Payables	185.31	29.53	(206.32)	284.43
	Net (Increase) in Working Capital	**(817.21)**	**(1,070.37)**	**(595.52)**	**(1,341.52)**
	Cash generated from / (used in) Operating Activities	0.60	438.18	506.36	186.82
	Income tax Paid	111.36	174.00	242.61	53.49
	Net Cash from Operating Activities	**(110.76)**	**264.18**	**263.74**	**133.33**
B	**Cash Flow from Investing Activities:**				
	Purchase of fixed assets & Capital Advances	(868.17)	(50.63)	(112.47)	(638.59)
	Interest Income	7.60	11.10	8.35	3.59
	Investment/ (maturity) of deposits (having original maturity of more than 3 months)	(449.60)	(34.99)	18.51	(165.98)
	Net Cash from investment activities	**(1,310.17)**	**(74.52)**	**(85.60)**	**(800.98)**
C	**Cash Flow from Financing Activities:**				
	(Repayments) of / Proceeds from Short Term borrowings	307.40	(6.32)	(26.76)	531.61
	Proceeds from Long Term borrowings	1,068.49	-	6.52	167.20
	Repayments of Long Term borrowings	(0.98)	(1.86)	(101.33)	
	Finance Cost	(67.19)	(62.76)	(53.13)	(33.14)
	Net Cash from Financing Activities	**1,307.73**	**(70.94)**	**(174.70)**	**665.67**
	Net Increase / (Decrease) in Cash and Cash Equivalents	**(113.20)**	**118.72**	**3.44**	**(1.98)**
	Cash & Cash equivalents at the beginning of the period/ year	127.41	8.69	5.25	7.23
	Cash & Cash equivalents at the end of the period/ year	**14.20**	**127.41**	**8.69**	**5.25**

1 The above Cash Flow Statement has been prepared under the "Indirect Method" on "Statement on Cash Flow"

2 Cash and Cash Equivalent at the end of the year / period consist of cash in hand and balances with banks."

As per Our Attached Report of Even Date
For A Kasliwal & Company
Chartered Accountants
FRN No.:- 011727C

Ambar Kasliwal — Digitally signed by Ambar Kasliwal Date: 2025.03.17 18:32:39 +05'30'

Ambar Kasliwal
Proprietor
Membership No. 402210
UDIN:- 25402210BMMMLH8232

Place :- Mumbai
Date :- 17th March 2025

For and on behalf of Board of Directors of
ATC Energies System Limited

SANDEEP GANGABISHAN BAJORIA — Digitally signed by SANDEEP GANGABISHAN BAJORIA Date: 2025.03.17 16:54:45 +05'30'

Sandeep Gangabishan Bajoria
Director
DIN No. 06597817

PIYUSH VIJAY KUMAR KEDIA — Digitally signed by PIYUSH VIJAY KUMAR KEDIA Date: 2025.03.17 17:32:54 +05'30'

Piyush Vijaykumar Ked
Director & CFO
DIN No. 00635105

Kiran Honnaya Shettigar — Digitally signed by Kiran Honnaya Shettigar Date: 2025.03.17 17:51:54 +05'30'

Kiran Honnaya Shettigar
Company Secretary
Membership No. ACS68131

ATC ENERGIES SYSTEM LIMITED

(Formerly known as ATC Energies System Private Limited)

Notes forming part of Restated Financial Statements

Note 2 Share Capital

Note 2.a Restated Disclosure of Equity Share Capital -

Share Capital	As at 30.09.2024		As at 31.03.2024		As at 31.03.2023		As at 31.03.2022	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Authorised								
Equity Shares Of Rs. 10/- Each	2,50,00,000	2,500.00	2,50,00,000	2,500.00	30,00,000	300.00	30,00,000	300.00
Issued, Subscribed & Paid up								
Equity Shares of Rs. 10/- each fully Paid	1,60,65,000	1,606.50	1,60,65,000	1,606.50	25,50,000	255.00	25,50,000	255.00
Total	**1,60,65,000**	**1,606.50**	1,60,65,000	1,606.50	25,50,000	255.00	25,50,000	255.00

Note 2.b The reconciliation of the number of Equity Shares outstanding -

Particulars	As at 30.09.2024		As at 31.03.2024		As at 31.03.2023		As at 31.03.2022	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Opening	1,60,65,000	1,606.50	25,50,000	255.00	25,50,000	255.00	50,000	5.00
Shares Issued during the year	-	-	-	-	-	-	-	-
Bonus Shares Issued during the year	-	-	1,35,15,000	1,351.50	-	-	25,00,000	250.00
Shares outstanding at the end of the year / period	1,60,65,000	1,606.50	1,60,65,000	1,606.50	25,50,000	255.00	25,50,000	255.00

Note: (i) The company has issued bonus share on 21st Dec.,2021 in the ratio of 50 shares for each share held

(ii) The company has also issued bonus shares on 21st February,2024 in the ratio of 5.30 shares for each share held. Accordingly 1,35,15,000 Equity Shares were issued.

(iii) The Company has increased its authorised capital from INR 300 lakhs to INR 2500 Lakhs on 5th February,2024.

Note 2.c Details of the Shareholders holding more than 5%

Name of Shareholder	As at 30.09.2024		As at 31.03.2024		As at 31.03.2023		As at 31.03.2022	
	Number	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sandeep Gangabishan Bajoria	1,54,51,380	96.18%	1,54,51,380	96.18%	24,73,500	97.00%	24,73,500	97.00%

Note 2.d Details of the Promoter(s) holding more than 5%

Name of Shareholder	As at 30.09.2024		As at 31.03.2024		As at 31.03.2023		As at 31.03.2022	
	Number	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sandeep Gangabishan Bajoria	1,54,51,380	96.18%	1,54,51,380	96.18%	24,73,500	97.00%	24,73,500	97.00%

Note 2.e Details of the Change in % of Promoter(s) holding more than 5%

Name of Shareholder	As at 30.09.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
	% of Change	% of Change	% of Change	% of Change
Sandeep Gangabishan Bajoria	No Change	0.0085%	No Change	0.0102%

Notes:

1. The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/- each. Each holders of equity shares is entitled to one vote per share.
2. In the event of liquidation of the company, the holders of equity shares shall be entitled to receive any of the remaining assets of the company in proportion to the number of equity shares held by the shareholders.
3. The figures disclosed above are on the restated summary statement of assets and liabilities of the company.
4. The company does not have any Revaluation Reserve.

ATC ENERGIES SYSTEM LIMITED

(Formerly known as ATC Energies System Private Limited)

Note 1. SUMMARY STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & NOTES FORMING PART OF RESTATED FINANCIAL STATEMENT

COMPANY OVERVIEW

ATC ENERGIES SYSTEM LIMITED (the Company) (formerly known as ATC Energies System Private Limited) was incorporated on 2nd September 2020 under the companies Act, 2013 bearing registration no. 345131 and having its registered office at Unit No. 3, New India Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai - 400 093. The company is engaged in the business of manufacturing and exporting of lithium batteries.

I. SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS

A) BASIS OF PREPARATION OF FINANCIAL STATEMENT

The Restated Statement of Assets and Liabilities (Annexure I) of the company as at September 30,2024, March 31, 2024, March 31, 2023 and March 31, 2022 , the Restated Statements of Profit and Loss (Annexure II), the Restated Cash Flow Statement (Annexure III) for the period ended September 30, 2024, for the year ended March 31, 2024 and year ended March 31, 2023 and March 31, 2022, (hereinafter collectively referred to as "Restated Financial Information") have been extracted by the management from the audited financial statements for the year ended March 31, 2024 March 31, 2023 and March 31, 2022 and unaudited financial statement for the six months ended September 30, 2024 as approved by the Board of Directors of the Company"

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on the accrual basis.

GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act. The accounting policies adopted in the preparation of financial statements have been consistently applied. All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule Ill to the Companies Act, 2013. Based on the nature of operations and time difference between the provision of services and realization of cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

B) USE OF ESTIMATES

The preparation of financial statements is in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting Period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

C) ACCOUNTING CONVENTION

The Company follows the mercantile system of accounting, recognizing income and expenditure on accrual basis. The accounts are prepared on historical cost basis and as a going concern.
Accounting policies not referred to specifically otherwise, are consistent with the generally accepted accounting principles.

The following significant accounting policies are adopted in the preparation and presentation of these financial statements:

1. REVENUE RECOGNITION

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognitions criteria must also be met before revenue is recognized:

i) Sale of goods
Revenue is recognized when the significant risks and rewards of ownership of the goods have been passed to the buyer. Sales are disclosed net of GST, trade discounts and returns, as applicable.
ii) Interest Income
Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

2. PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS

a) Property, Plant and Equipment are stated as per Cost Model i.e., at cost less accumulated depreciation and impairment, if any;

b) Costs directly attributable to acquisition are capitalized until the Fixed Assets are ready for use, as intended by the management. For addition to assets, depreciation is calculated from the succeeding month in which the assets is purchased and put to use. For sale of assets, depreciation is calculated till the end of the month before the day of sale and the Profit or Loss on sale is determined accordingly.

c) Subsequent expenditures relating to fixed assets are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs & maintenance costs are recognized in the Statement of profit & Loss when incurred;

d) The cost and related accumulated depreciated are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit or Loss. Assets to be disposed of are reported at the lower of the carrying value or the fair value less cost to sell;

e) Depreciation on Tangible Assets in case of company is provided in such a manner so that the cost of asset (Net of realizable value) will be amortized over their estimated remaining useful life on Straight Line Method (SLM) basis as per the useful life prescribed under Schedule II to the Companies Act 2013.

f) Depreciation methods, useful lives, and residual values are reviewed periodically, including at each financial year end. Fixed Assets of individual value of Rs. 5000/- and below each are fully depreciated in the year of its purchase.

g) Useful lives of the property plant & equipment is recognized as under:-

Assets class	**Useful life**
Furniture & Fixtures	10 Years
Office Equipment's	10 Years
Computer Equipment's including mobile phones	3 Years
Plant & Machinery	8 Years
Vehicles	8 Years
Land & Building	60 Years

3. INVESTMENTS

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Long-Term investment. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as Brokerage, Fees and Duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost.

However, the provision for a reduction in value is made to recognize a decline other than temporary in the value of investments. On disposal of an investment, the difference between it carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

4. INVENTORIES

Inventories comprising of raw material, finished goods and consumables. Cost includes the purchase price and other associated costs directly incurred in bringing the inventory to its present location excluding GST. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated cost necessary to make the sale. Inventories are valued as under:-

1. Raw Material- Valued at cost or Net Realisable value, whichever is lower
2. Finished goods- Valued at cost or market value which ever is less
3. Consumables- at cost price

5. IMPAIRMENT OF ASSETS

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in Prior Years.

6. RETIREMENT BENEFITS & OTHER EMPLOYEE BENEFITS

Short term employee benefits are recognized as an expense on accrual basis. The company has no obligation in terms of retirement benefits towards its employees except Gratuity.

There are no defined benefits for leave encashment etc. In the restated financial statements, the Company has made provision for payment of Gratuity to its employees.

7. FOREIGN EXCHANGE TRANSACTIONS

Details of foreign currency transactions recorded during the years / period covered under this restated financial information are in the note 25 of the restated financial statements

8. CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non- cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

9. BORROWING COSTS

Expenses related to borrowing cost are accounted using an effective interest rate. Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period to get ready for their intended use are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

10. INCOME TAX

Income tax expenses comprise current tax and deferred tax charged or credited. Provisions for income tax are made on the basis of section 115 BAB of the Income Tax Act. Current tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the provisions of the Income Tax Act, 1961.

Deferred Tax is recognized, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when assets is realized or liability is settled, based on taxed rates and tax laws that have been enacted or substantially enacted by the Balance Sheet date.

Deferred Tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such losses.

Deferred Tax liability/Asset in view of Accounting Standard - 22: "Accounting for Taxes on Income" as at the end of the year / period is mentioned in Note C in the enclosed restated financial statements

11. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

12. PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognized when there is a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

A present obligation that arises from past events whether it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent Liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities. Contingent liabilities are not recognized but are disclosed and contingent assets are neither recognized nor disclosed, in the financial statements. The company has taken various Bank Guarantees required to be submitted to Custom authorities towards import and export of goods as well as collateral security for availing facilities from Banks against which company has lien various term deposits with the

13. CASH & CASH EQUIVALENTS

Cash and cash equivalents comprise cash and cash on deposit with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

14. SEGMENT REPORTING

The Company is operating under a single segment of manufacturing of lithium batteries.

15. OTHERS

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Note 25 of the enclosed restated financial statements.

Figures have been rearranged and regrouped wherever practicable and considered necessary.

The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for.

The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good.

Realizations - In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets and loans and advances are approximately of the same value as stated.

Contractual liabilities – All other Contractual liabilities connected with business operations of the company have been appropriately provided for.

Amounts in the financial statements - Amounts in the financial statements are rounded off to nearest Indian Rupees in thousands. Figures in brackets indicate negative values.

Impact of Audit Qualifications/Observations in Statutory Auditor's Report on Financial Statements

There have been no audit qualifications/observations in Statutory Auditor's Report for the years ended March 31, 2024, 2023 and 2022 which requires adjustments in restated financial statements.

Material Adjustments

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Schedule VI and Accounting Standards.

1.Change in calculation of Depreciation: The company has changed the method of calculation of depreciation regarding the standard life of a particular asset resulting in a negative impact on profitability. The company's management is of the opinion that change in the standard life of a particular asset is more relevant considering the useful life of a particular asset. Such a change in no of years of useful and impact of depreciation on the same is duly covered in all the relevant years in the restated financial statements.

2. The provision for gratuity has been done in all years / periods covered for restatement as per Actuarial Valuation Reports and provided in the respective year / periods in which such liability has arisen as per AS 15: Employee Benefits

3. Provision for Taxation has been adjusted for Income Tax which has been calculated after taking the impact of provision for gratuity, and short/excess provision, if any, related to earlier years.

4. The DTA/DTL has been re-calculated considering the provision for gratuity and change in method of calculating depreciation.

ATC ENERGIES SYSTEM LIMITED

(Formerly known as ATC Energies System Private Limited)

Notes forming part of Restated Financial Statements

Note 3 **Reserves and Surplus**

"Rs. in Lakhs"

Particulars	As at 30.09.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Surplus in the Restated Statement of Profit and loss Account				
Opening balance	1,703.63	1,965.97	1,190.41	254.27
(+) Net Profit For the current year/period	577.15	1,089.16	775.57	1,186.14
(-) Bonus Shares Issued during the year/ period	-	(1,351.50)	-	(250.00)
Closing Balance	2,280.77	1,703.63	1,965.97	1,190.41
Total	**2,280.77**	**1,703.63**	**1,965.97**	**1,190.41**

Note 4 **(a) Long-term borrowings**

"Rs. in Lakhs"

Particulars	As at 30.09.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Secured Loan*				
ICICI Car Loan (Toyota)	3.68	4.66	6.52	-
Kotak Bank LAP- 19109370 (Against Noida Premises)	919.52	-	-	-
Kotak Bank LAP-19206545(Top up Against Noida Premises)	74.33	-	-	-
Unsecured Loan*				
Loan from Financial Institution				
ICICI Bank Loan(Personal Guarantee of Sandeep Bajoria)	74.64	-	-	-
Interest Free Loan from Related Parties				
Sandeep Bajoria	547.59	547.59	547.59	648.92
(Repayable on demand not within 12 months)				
Total	**1,619.75**	**552.25**	**554.11**	**648.92**

**Repayment Schedule as per foot note of Note No. 7*

Note 5 **Deferred Tax Liabilities**

"Rs. in Lakhs"

Particulars	As at 30.09.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Opening Provision	4.01	3.57	5.25	1.35
For Current Year / Period (P&L)	(2.95)	0.44	(1.68)	3.90
Total	**1.05**	**4.01**	**3.57**	**5.25**

Note 6 **Long Term Provisions**

"Rs. in Lakhs"

Particulars	As at 30.09.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Provision for gratuity (Note 27)				
Opening Provision	12.29	6.17	2.35	0.39
For Current Year / Period (P&L)	4.66	6.12	3.82	1.97
Total	**16.95**	**12.29**	**6.17**	**2.35**

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Note 7 **Short term Borrowings** "Rs. in Lakhs"

Particulars	As at 30.09.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Secured				
Bank O/D CC from IndusInd Bank *(Secured against the current Assets, Two Fixed Deposit, 5 Commercial Properties, Personal and Corporate Guarantee)*	450.99	496.01	502.33	500.97
O/D against FD from ICICI Bank	47.80	-	-	30.64
O/D against FD from HDFC Bank	188.47	-	-	-
Current maturities of long term borrowings				
Kotak Bank LAP- 19109370 (Against Noida Premises)	65.12	-	-	-
Kotak Bank Top up Loan (Against Noida Premises)	25.67	-	-	-
ICICI Car Loan (Toyota)-Repayable in Next 12 months	2.52	2.52	2.52	-
Unsecured				
ICICI Bank Loan(Personal Guarantee of Sandeep Bajoria)	25.36	-	-	-
Total	**805.94**	**498.54**	**504.85**	**531.61**

Terms of Loan

Working Capital Limit	Institution	Rate of Interest	Nature of Securities	Prepayment	Tenure	Last payment date
Working Capital Limit of Rs. 499.00 Lakhs	IndusInd Bank	8.40%	Collateral:	Full Prepayment on payment of 2% plus applicable taxes as prepayment charges from own source and 4% in case of take over by other bank/Financial Institution	Renewable in May of every year	Last date of Payment is as per Renewal terms
Letter of Credit(sublimit of cash credit (Rs. 499.00 Lakhs)			1. Gala(Five)in the name of Promoter situated at Vasai East-Palghar and personal Guarantee of Promoter and Agarwal Trading Company			
Financial Bank Guarantee: Bank Guarantee for availing Buyer Credit from IBL (Gift City)/Other overseas lender s(Sublimit of Cash Credit of Rs. 499 Lakhs)			2. Fixed Deposit of Rs. 104.50 Lacs			
			3. 25% upto 90 days of Book Debts and 25% on Stock			
Vehicle Loan (Rs.10.42 Lakhs)	ICICI Bank Limited	8.11%	Against Vehicle	Full pre-payment with 2% of prepayment charges	60 months	10th June,2027
Loan Against Property Sanctioned Amount (Rs. 1000 Lakhs)	Kotak Mahindra Bank Ltd	9.30%	Loan Against Factory Land & Building at Noida	Full pre-payment with 1% of prepayment charges	120 months	10th June,2034
Kotak Bank Top up Loan Against Noida Premises (Rs. 100 Lakhs)	Kotak Mahindra Bank Ltd	9.60%	Top up Loan Against Factory Land & Building at Noida	Full pre-payment with 1% of prepayment charges	120 months	10th September,2034
Unsecured Business Loan (Rs. 100 Lakhs)	ICICI Bank Limited	16.51%	Personal Guarantee of Promoter/Director	Nil Prepayment Charges after 12 months from the date of Utilisation	36 months	5th Oct.2027

Note 8 **Trade Payables** "Rs. in Lakhs"

Particulars	Unbilled/Not Due	As at 30.09.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Total Outstanding dues of Micro and Small Enterprises	-	0.59	0.40	6.52	17.40
Total Outstanding dues of creditors other than Micro and Small Enterprises	-	377.54	192.42	156.77	352.21
	-				
Total	**-**	**378.13**	**192.82**	**163.29**	**369.61**

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Figures for Reporting Period ended September 30, 2024

Particulars	Unbilled/Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	0.59	-	-	-	**0.59**
Others	-	393.30	-	-	-	**393.30**
Disputed dues- MSME	-	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-	-
		-	-	-	-	-
	-	**393.90**	-	-	-	**393.90**

Figures as at March 31, 2024

Particulars	Unbilled/Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	0.40	-	-	-	**0.40**
Others	-	192.42	-	-	-	**192.42**
Disputed dues- MSME	-	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-	-
	-	-	-	-	-	-
Total	**-**	**192.82**	-	-	-	**192.82**

Figures as at March 31, 2023

Particulars	Unbilled/Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	6.52	-	-	-	**6.52**
Others	-	156.77	-	-	-	**156.77**
Disputed dues- MSME	-	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-	-
	-	-	-	-	-	-
Total	**-**	**163.29**	-	-	-	**163.29**

Figures as at March 31, 2022

Particulars	Unbilled/Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	17.40	-	-	-	**17.40**
Others	-	352.21	-	-	-	**352.21**
Disputed dues- MSME	-	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-	-
Total	**-**	**369.61**	-	-	-	**369.61**

Notes:
1: The figure disclosed above are based on the restated summary statement of Assets and Liabilities of the company.
2: Amount due to entity is covered under Micro Small and Medium Enterprises as defined in MSMED Act 2006, have been identified on the basis of information available with the company. There was No amount due to any such entity which needs to be disclosed above.

Note 9 Other current liabilities

Particulars	As at 30.09.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Sundry Payable	58.66	24.33	91.94	76.80
Expenses Payable	9.64	3.81	3.59	2.73
TDS/ TCS ' Payable	15.45	19.51	19.98	25.72
GST Payable	130.01	-	-	-
ESIC Payable	0.25	0.30	0.39	0.29
PF Payable	2.74	2.86	2.80	2.50
PT Payable	0.36	0.08	0.05	0.04
Advance from Customers	10.13	137.50	325.87	251.04
Total	**227.24**	**188.39**	**444.64**	**359.12**

Note 10 Short-term provisions

Particulars	As at 30.09.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Provision for Income tax	115.99	241.37	174.03	242.62
Current provision for Gratuity	0.06	0.05	0.02	0.01
Income Tax Payable FY 2023-24	130.00	-	-	-
Total	**246.05**	**241.42**	**174.05**	**242.63**

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Notes forming part of Restated Financial Statements

Note 11 Property, Plant and Equipments

Half Year Ended September 30, 2024

"Rs. in Lakhs"

Sr No.	Particulars	Gross Block			Accumulated Depreciation			Net Block	
		Balance as at 01 April, 2024	Additions during the period	Balance as at 30 September 2024	Balance as at 01 April,2024	Depreciation For the Period	Balance as at 30 September 2024	Balance as at 30 September 2024	Balance as at 31 March 2024
1	Furniture & Fixtures	217.94	-	217.94	48.66	10.37	59.03	158.91	169.28
2	Computer	96.37	-	96.37	51.55	13.15	64.70	31.67	44.82
3	Office Equipment	68.38	-	68.38	16.41	3.25	19.66	48.73	51.98
4	Plant & Equipment	592.62	7.82	600.44	186.27	35.45	221.72	378.72	406.35
5	Vehicles	16.72	-	16.72	3.49	1.00	4.49	12.23	13.23
6	Land & Building	-	860.35	860.35	-	4.81	4.81	855.53	-
	Total	**992.03**	**868.17**	**1,860.20**	**306.37**	**68.04**	**374.41**	**1,485.79**	**685.66**
	Previous year	**941.40**	**50.63**	**992.03**	**180.46**	**125.91**	**306.37**	**685.66**	**760.94**

Year Ended March 31, 2024

Sr No.	Particulars	Gross Block			Accumulated Depreciation			Net Block	
		Balance as at 01 April, 2023	Additions during the period	Balance as at 31 March 2024	Balance as at 01 April,2023	Depreciation For the Year	Balance as at 31 March 2024	Balance as at 31 March 2024	Balance as at 31 March 2023
1	Furniture & Fixtures	217.82	0.12	217.94	27.87	20.79	48.66	169.28	189.95
2	Computer	80.84	15.53	96.37	23.76	27.78	51.55	44.82	57.07
3	Office Equipment	64.66	3.72	68.38	10.08	6.33	16.41	51.98	54.58
4	Plant & Equipment	561.37	31.25	592.62	117.26	69.01	186.27	406.35	444.11
5	Vehicles	16.72	-	16.72	1.50	2.00	3.49	13.23	15.23
			-			-			
	Total	**941.40**	**50.63**	**992.03**	**180.46**	**125.91**	**306.37**	**685.66**	**760.94**
	Previous year	**828.93**	**112.47**	**941.40**	**71.28**	**109.18**	**180.46**	**760.94**	**757.65**

Year Ended March 31, 2023

Sr No.	Particulars	Gross Block			Accumulated Depreciation			Net Block	
		Balance as at 01 April, 2022	Additions during the year	Balance as at 31 March 2023	Balance as at 01 April,2022	Depreciation For the Year	Balance as at 31 March 2023	Balance as at 31 March 2023	Balance as at 31 March 2022
1	Furniture & Fixtures	177.07	40.75	217.82	8.54	19.32	27.87	189.95	168.52
2	Computer	33.43	47.40	80.84	7.92	15.85	23.76	57.07	25.51
3	Office Equipment	59.02	5.64	64.66	4.26	5.82	10.08	54.58	54.76
4	Plant & Equipment	558.00	3.36	561.37	50.50	66.76	117.26	444.11	507.50
5	Vehicles	1.41	15.31	16.72	0.05	1.44	1.50	15.23	1.36
	Total	**828.93**	**112.47**	**941.40**	**71.28**	**109.18**	**180.46**	**760.94**	**757.65**
	Previous year	**190.34**	**638.59**	**828.93**	**5.16**	**66.12**	**71.28**	**757.65**	**185.19**

Year Ended March 31, 2022

Sr No.	Particulars	Gross Block			Accumulated Depreciation			Net Block	
		Balance as at 01 April, 2021	Additions during the year	Balance as at 31 March 2022	Balance as at 01 April, 2021	Depreciation For the Year	Balance as at 31 March 2022	Balance as at 31 March 2022	Balance as at 31 March 2021
1	Furniture & Fixtures	31.49	145.58	177.07	0.28	8.26	8.54	168.52	31.21
2	Computer	13.65	19.79	33.43	0.52	7.40	7.92	25.51	13.13
3	Office Equipment	15.71	43.32	59.02	0.22	4.04	4.26	54.76	15.48
4	Plant & Equipment	129.50	428.50	558.00	4.14	46.37	50.50	507.50	125.37
5	Vehicles	-	1.41	1.41	-	0.05	0.05	1.36	-
	Total	**190.34**	**638.59**	**828.93**	**5.16**	**66.12**	**71.28**	**757.65**	**185.19**
	Previous year	**-**	**190.34**	**190.34**	**-**	**5.16**	**5.16**	**185.19**	**-**

Note

1. The Company has never revalued its Property, Plant and Equipments

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Note 12 **Long Term Loans and Advances** "Rs. in Lakhs"

Particulars	As at 30.09.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Security Deposits				
a) Secured- Considered Good	-	-	-	-
b) Unsecured -Considered Good	6.53	23.18	22.28	24.18
c) Doubtful	-	-	-	-
Advance For Property				
a) Secured- Considered Good	-	-	-	-
b) Unsecured -Considered Good	-	51.00	-	-
c) Doubtful	-	-	-	-
Total	**6.53**	**74.18**	**22.28**	**24.18**

Note 13 **Inventories** "Rs. in Lakhs"

Particulars	As at 30.09.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
(a) Raw Materials and components (Valued at cost or Net Realisable value, whichever is lower)	2,784.44	2,605.40	1,766.30	1,473.21
(b) Finished goods (Valued at cost or Net Realisable value which ever is less)	239.68	444.78	538.02	221.85
	-	-	-	-
Total	**3,024.12**	**3,050.18**	**2,304.33**	**1,695.06**

Note 14 **Trade Receivables** "Rs. in Lakhs"

Particulars	As at 30.09.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
a) Secured- Considered Good	-	-	-	-
b) Unsecured -Considered Good				
Less than 6 months	1,523.76	629.27	518.70	457.99
More than 6 months but less than 1 Year	81.93	0.16	-	-
More than 1 months but less than 2 Years	-	-	-	-
More than 2 Years but less than 3 Years	-	-	-	-
More than 3 Years	-	-	-	-
c) Doubtful	-	-	-	-
Total	**1,605.69**	**629.42**	**518.70**	**457.99**

Figures for reporting Period-Half Year Ended September 30,2024

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled /Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed, Unsecured Trade Receivables- Considered Goods		1,523.76	81.93	-	-	-	**1,605.69**
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-	-
Total	**-**	**1,523.76**	**81.93**	**-**	**-**	**-**	**1,605.69**

Figures for Previous Reporting Period-FY 2023-24

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled /Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed, Unsecured Trade Receivables- Considered Goods	-	629.27	0.16	-	-	-	**629.42**
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-	-
Total	**-**	**629.27**	**0.16**	**-**	**-**	**-**	**629.42**

Figures for Previous Reporting Period-FY 2022-23

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled /Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed, Unsecured Trade Receivables- Considered Goods	-	518.70	-	-	-	-	**518.70**
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-	-
Total	**-**	**518.70**	**-**	**-**	**-**	**-**	**518.70**

Figures for Reporting Period-FY 2021-22

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled /Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed, Unsecured Trade Receivables- Considered Goods	-	457.99	-	-	-	-	**457.99**
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-	-
Total	**-**	**457.99**	**-**	**-**	**-**	**-**	**457.99**

Note 15 **Cash and bank Balances:**

Note 15(a) **Cash & Cash Equivalents** "Rs. in Lakhs"

Particulars	As at 30.09.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
i) Cash in hand	6.37	5.24	5.58	4.27
ii) Balance with Banks	-	-	-	-
-in Current accounts	7.83	122.17	3.11	0.98
Total	**14.20**	**127.41**	**8.69**	**5.25**

Note 15(b) **Other bank balances** "Rs. in Lakhs"

Particulars	As at 30.09.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
(i) In Other deposit accounts*				
-original maturity more than 3 months & less than 12 months	632.05	182.46	147.47	165.98
Total- Bank balances other than cash and cash equivalents	**632.05**	**182.46**	**147.47**	**165.98**

* Other Deposits with Banks are Lien against BG,OD & CC

Note 16 **Other Current Assets** "Rs. in Lakhs"

Particulars	As at 30.09.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Advance given to supplier	211.11	30.20	112.77	286.51
GST Receivable	-	29.49	125.85	189.39
Advance to Employees	158.89	139.17	43.75	8.41
Prepaid Expenses	0.85	6.06	3.05	1.72
Advance Tax paid	-	7.50	20.00	10.01
TDS & TCS Receivable	1.50	3.87	3.83	2.77
IPO Related Expenses	32.90	25.90	-	-
Maharashtra Labour Welfare Fund-Advance	0.06	0.03	-	-
TDS & TCS Advance paid	8.72	8.31	-	-
Total	**414.02**	**250.54**	**309.25**	**498.80**

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Note 17 Revenue from Operations "Rs. in Lakhs"

Particulars	Half Year ended September 2024	Year ended March 2024	Year ended March 2023	Year ended March 2022
Sale of Products- Domestic	2,249.41	4,504.66	3,313.54	3,648.30
Sale of Products- Export	-	615.71	-	-
Total	**2,249.41**	**5,120.37**	**3,313.54**	**3,648.30**

Note 18 Other Income "Rs. in Lakhs"

Particulars	Half Year ended September 2024	Year ended March 2024	Year ended March 2023	Year ended March 2022
Interest Income	7.60	11.10	8.35	3.59
Insurance Claim	-	4.87	0.54	-
Discount & Accounts Written off	-	3.95	-	-
Duty Drawback	-	11.11	-	-
Total	**7.60**	**31.03**	**8.89**	**3.59**

Note 19 Cost of Material Consumed - "Rs. in Lakhs"

Particulars	Half Year ended September 2024	Year ended March 2024	Year ended March 2023	Year ended March 2022
Opening Stock of Raw Material	2,605.40	1,766.30	1,473.21	56.61
Add:				
Import Purchase	558.21	2,929.06	1,675.57	2,811.56
Local Purchase	447.74	532.91	288.84	248.32
Exchange Fluctuation on Import Purchase	-	(27.45)	(7.22)	(34.43)
Less: Closing Stock of Raw Material	(2,784.44)	(2,605.40)	(1,766.30)	(1,473.21)
Other Direct & Manufacturing Expenses	129.50	318.27	259.68	206.92
Total	**956.41**	**2,913.69**	**1,923.77**	**1,815.77**

Note 20 Changes in Inventory of finished goods "Rs. in Lakhs"

Particulars	Half Year ended September 2024	Year ended March 2024	Year ended March 2023	Year ended March 2022
Finished Goods stock				
Opening Stock of Goods	444.78	538.02	221.85	-
Closing Stock of Goods	239.68	444.78	538.02	221.85
Total	**205.10**	**93.25**	**(316.17)**	**(221.85)**

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Notes forming part of Restated Financial Statements

Note 21 Employee Benefit Expenses "Rs. in Lakhs"

Particulars	Half Year ended September 2024	Year ended March 2024	Year ended March 2023	Year ended March 2022
Salaries & Wages	140.52	301.71	241.99	206.34
Director's Remuneration	36.00	72.00	48.00	10.25
Gratuity Benefits	4.67	6.14	3.83	1.97
Employee Incentives	6.27	13.56	4.26	1.21
Staff Welfare Expenses	2.98	22.29	30.65	23.73
Staff Uniform Expenses	-	-	1.33	1.40
Staff Training & Misc Exp	-	-	0.28	1.63
Total	**190.43**	**415.70**	**330.34**	**246.54**

Note 22 Finance Cost "Rs. in Lakhs"

Particulars	Half Year ended September 2024	Year ended March 2024	Year ended March 2023	Year ended March 2022
Bank Charges	9.51	3.27	4.21	7.60
Interest Expenses	57.68	55.25	46.05	19.33
Net Gain /loss on Foreign/Currency Transactions	-	4.24	2.87	6.21
Total	**67.19**	**62.76**	**53.13**	**33.14**

Note 23 Other Expenses "Rs. in Lakhs"

Particulars	Half Year ended September 2024	Year ended March 2024	Year ended March 2023	Year ended March 2022
Rent	-	-	2.80	6.29
Business Promotion, Exhibition and Advertising	16.98	19.33	31.66	50.68
Office Expenses	8.19	31.11	37.37	21.52
Housekeeping & Security Charges	6.01	21.89	23.06	22.55
Professional Fees	15.45	32.36	23.67	14.20
Travelling Expenses	2.69	9.20	13.86	22.90
Transportation Expenses	1.18	9.38	4.61	4.99
Repairs and Maintenance	5.88	11.60	42.26	109.20
Mobile & Internet Charges	0.76	7.42	4.44	3.49
Conveyance Charges	2.45	9.35	10.21	6.70
Software and Other certification	-	0.58	0.63	0.56
Insurance	7.70	5.04	2.67	4.15
Motor Car/Fuel Expenses	2.11	3.34	4.71	0.55
Commission & Brokerage	5.34	1.02	0.19	3.23
CSR Expenses	-	12.50	18.00	-
Audit Fees*	-	3.50	1.50	1.50
Labour, Loading & Unloading Expenses	-	0.77	2.05	1.87
Rates & Taxes	4.90	2.99	3.12	4.13
Total	**79.66**	**181.39**	**226.81**	**278.50**

*This is pertaining to Statutory Audit fee

ATC ENERGIES SYSTEM LIMITED

(Formerly known as ATC Energies System Private Limited)

Notes forming part of Restated Financial Statements

Note 24 There are No Micro, small and Medium Enterprises to whom the company owes dues which are outstanding for more than 45 days during the period. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act 2006 has been determined to the extent such parties have been identified in the basis of information available with the company.

*disclosures are required under MSMED Act 2006, ("Act") based on the information available with the company are given below:

Particulars	Half Year Ended 30th September, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
(a) The principal amount remaining unpaid to any supplier as at the end of accounting period/year;	0.59	0.40	6.52	17.40
(b) The interest due thereon remaining unpaid to any supplier as at the end of accounting period/year;	-	-	-	-
(c) The amount of interest paid under the Act along with the amounts of the payment made to the supplier beyond the appointed day during each accounting peiod/year;	-	-	-	-
(d) The amount of interest due and payable for the period/year (where the principal has been paid but interest under the Act not paid);	-	-	-	-
(e) The amount of interest accrued and remaining unpaid at the end of accounting period/year	-	-	-	-
(f) The amount of further interest due and payable even in the succeeding period/year, 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 the Act.	-	-	-	-
Total	**0.59**	**0.40**	**6.52**	**17.40**

Note 25 **Transaction in Foreign Currency**

Rs. in Lakhs

Particulars	Half Year Ended 30th September, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Import Purchase	370.12	2,726.75	1,681.52	2,787.75
Import Machineries	4.70	-	-	292.58
Expenditure in Foreign Currency	-	-	-	-
Total	**374.82**	**2,726.75**	**1,681.52**	**3,080.34**

Particulars	Half Year Ended 30th September, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Earning Foreign Exchange	-	615.71	-	-
Sale of Goods	-	-	-	-
Total	**-**	**615.71**	**-**	**-**

Note 26 **Disclosure of related parties**

List of Related Parties

Sr No.	Name	Relationship	Designation
1	Sandeep Gangabishan Bajoria	Promoter	Chairman and Manging Director
2	Zubair Rahman	Whole time Director	Whole time Director
3	Piyush Vijaykumar Kedia	Brother in law of Sandeep Bajoria	Executive Director and CFO
4	Nilam Bajoria	Sister in law of Sandeep Bajoria	
5	Santosh Sandeep Bajoria	Wife of Sandeep Bajoria	

Enterprises in which Director and its close members are members

1	Agarwal Trading Company	Proprietorship Firm in which Director has significant influence
2	Hind Industries	Partnership Firm in which Director has significant influence

Key Managerial Personnel

1	Akshat Toshniwal	NA	Company Secretary and Compliance Officer Resigned on 10th August,2024
2	Kiran Honnaya Shettigar	NA	Company Secretary and Compliance

Disclosure of related party transaction:

Rs. in Lakhs

Sr.No.	Nature of transaction	Half Year Ended 30th September, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
1	**Remuneration**				
	Zubair Rahman	36.00	72.00	48.00	10.25
2	**Professional Fees**	**-**	-	-	-
	Nilam Bajoria	3.00	4.60	3.00	3.00
3	**Salary**	**-**	-	-	-
	Santosh Sandeep Bajoria	30.00	58.00	36.00	21.00
4	**Factory Rent**	**-**	-	-	-
	Sandeep Gangabishan Bajoria	18.00	36.00	-	-
5	**Sale of Products**	**-**	-	-	-
	Agarwal Trading Company	886.64	2,216.55	1,783.39	2,549.52
	Hind Industries	404.59	711.34	449.25	790.38
6	**Purchase of Products**	**-**	-	-	-
	Agarwal Trading Company	-	13.63	112.78	44.76
	Hind Industries	-	-	0.64	-
7	**Loans Received**	-	-	-	-
	Sandeep Gangabishan Bajoria	-	-	-	167.20
8	**Loans Repaid**	-	-	-	-
	Sandeep Gangabishan Bajoria	**-**	-	101.33	-
9	**Remuneration to KMP**	-	-	-	-
	Akshat Toshniwal	1.52	-	-	-
	Kiran Honnaya Shettigar	0.52	-	-	-
Total		**1,380.27**	**3,112.12**	**2,534.39**	**3,586.12**

Balances at the Year end

Rs. in Lakhs

Sr No.	Name	Nature of Transaction	Half Year Ended 30th September, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
1	Sandeep Gangabishan Bajoria	Unsecured Loan	547.59	547.59	547.59	648.92
2	Nilam Bajoria	Professional Fees	2.70	2.70	2.70	4.48
3	Agarwal Trading Company	Sale of goods	966.74	430.34	318.08	246.75
4	Hind Industries	Sale of goods	431.19	56.48	75.66	198.01
5	Santosh Sandeep Bajoria	Salary	0.64	0.64	1.15	1.90
6	Zubair Rahman	Director's Remuneration	14.57	9.46	18.40	-

ATC ENERGIES SYSTEM LIMITED

(Formerly known as ATC Energies System Private Limited)

Notes forming part of Restated Financial Statements

Note 27. Employee Benefits

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits during the restated financials period. The disclosure as envisaged under the Accounting Standard is provided here under:

Details of Gratuity Expenses Rs. in Lakhs

Particulars	Half Year Ended 30th September, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Reconciliation of net defined benefit liability				
Net opening provision in the books	12.33	6.19	2.36	0.39
Employees Benefit Expenses	4.67	6.14	3.83	1.97
Benefits paid by the Company	-	-	-	-
Contribution to planned asset	-	-	-	-
Closing provision	**17.01**	**12.33**	**6.19**	**2.36**
	-	-	-	-
Bifurcation of Liability	-	-	-	-
Current provision for Gratuity*	0.06	0.05	0.02	0.01
Long-term Provisions*	16.95	12.29	6.17	2.35
Net Liability	**17.01**	**12.33**	**6.19**	**2.36**
Principal actuarial assumptions:				
Discount Rate per annum	6.85%	7.20%	7.35%	6.90%
Salary escalation rate	4%	4%	4%	4%

Note 28 Details of Corporate Social Responsibility(CSR) Expenses

Expenses on CSR have been included in Other Expenses in Restated Profit & Loss Account as a separate line item, details of which are as under:-

Rs. in Lakhs

Particulars	Half Year Ended 30th September, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
(i) Amount required to be spent by the company during the year	-	1840.99	1164.35	-
(ii) amount of expenditure incurred	-	-1250	-1800	-
(iii) previous shortfall/(Surplus)	-44.66	-635.65		-
(iv) total of previous years shortfall/(surplus)	-	-44.66	-635.65	-
(v) reason for shortfall	-	Excess payment made	Excess payment made	-
(vi) nature of CSR activities	-	Education for Poor	Girls Education	-
(vii) details of related party transaction	-	NIL	NIL	-

Note 29 Statement of Adjustments in the financial statements is presented here below: "Rs. in Lakhs"

Particulars	Half Year Ended 30th September, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Adjustment for				
Net profit as per audited financial statement	**597.82**	**1,089.16**	**777.63**	**1,188.90**
Adjustments for:				
Depreciation as per Restated Financials	-	-	(109.18)	(66.12)
Depreciation as per Audited Financials	-	-	111.95	65.83
Provision for Gratuity	-	-	(3.83)	(1.97)
Deferred Tax as per Restated Financials	-	-	1.68	(3.90)
deferred Tax as per Audited Financials	-	-	(2.16)	3.86
Amortization of Intangible assets (Licenses) via prepaid	-	-	(0.63)	(0.56)
Preliminary Expenses Written off as per Audited Financials	-	-	0.11	0.11
Preliminary Expenses Written off as per Restated Financials	-	-	-	-
Net Profit as per P & L as per restated financials	**597.82**	**1,089.16**	**775.57**	**1,186.14**

Note 30 Reconciliation of Equity and Reserves "Rs. in Lakhs"

Particulars	Half Year Ended 30th September, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Equity & Reserve as per Audited Balance Sheet	3,887.27	3,275.23	2,226.38	1,448.75
Adjustment for:	-	-	-	-
Provision for Gratuity	-	6.19	(3.83)	(1.97)
Depreciation	-	(2.33)	2.77	(0.30)
Deferred Tax	-	0.07	(0.48)	(0.04)
Provision for Income Tax		35.03		
Amortization of Intangible assets (Licenses) via prepaid	-	1.23	(0.63)	(0.56)
Preliminary Expenses Written off	-	0.11	0.11	0.11
Cumulative impact of P & L adjustments (as mentioned in table of Restated Profit)	**-**	**34.90**	**(5.40)**	**(3.34)**
Equity & reserves as per Restated Statement of Assets & Liabilities	**3,887.27**	**3,310.13**	**2,220.98**	**1,445.41**

ATC ENERGIES SYSTEM LIMITED

(Formerly known as ATC Energies System Private Limited)

Notes forming part of Restated Financial Statements

Note 31 Earnings Per share

Rs. in Lakhs

Particulars	Half Year Ended 30th September, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Profit after Tax for the Year/Period	577.15	1,089.49	775.57	1,186.14
Number of Equity Shares outstanding at the end of the year / period	1,60,65,000.00	1,60,65,000	25,50,000	25,50,000
Add: Bonus shares issued on 21st February,2024	-	1,35,15,000	1,35,15,000	1,35,15,000
Average No of Shares after the bonus issue	1,60,65,000.00	1,60,65,000	1,60,65,000	1,60,65,000
Basic and diluted earning per share (not Annualised)	3.59	6.78	4.83	7.38

Note 32 Where Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:

(a) repayable on demand or
(b) without specifying any terms or period of repayment

Type of Borrower	Amount of loan and Advance in the nature of Loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	NIL	NIL
Directors	NIL	NIL
KMPs	NIL	NIL
Related Parties	NIL	NIL

Note 33 Capital Work In Progress (CWIP)

The company does not have any capital work-in-progress as at the Restated Financials date.

Note 34 Intangible assets under development:

The company does not have any intangible assets under development as at the Restated Financial Date.

Note 35 Details of Benami Property held

The company does not have any proceedings initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and the rules made thereunder as at the Restated Financial Date.

Note 36 Where the Company has borrowings from banks or financial institutions on the basis of current assets

The company has taken the cash credit facility to the tune of Rs. 499 Lacs on the basis of Stock and Book- debts and other collateral securities for which all required monthly/quarterly returns were filed by the company with the Bank

Note 37 Wilful Defaulter

The company does not have any wilful defaulter as at the Restated Financial Date.

Note 38 Relationship with Struck off Companies

The company does not have any Relationship with Struck off Companies as at the Restated Financial Date.

Note 39 Registration of charges or satisfaction with Registrar of Companies

The company does not have any pending registration of charges or satisfaction with Registrar of Companies as at the Restated Financial Date.

Note 40 Compliance with number of layers of companies

The company does not hold any other company as at the Restated Financial Date.

Note 41 Compliance with approved Scheme(s) of Arrangements

The company does not have any approved scheme of arrangements as approved by competent authority in terms of sections 230 to 237 of Companies Act, 2013 as at the Restated Financial Date.

Note 42 The company has not traded or invested in Crypto Currency or Virtual currency during the financial period/year.

Note 43 There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the period/ year.

ATC ENERGIES SYSTEM LIMITED

(Formerly known as ATC Energies System Private Limited)

Notes forming part of Restated Financial Statements

Note 44: Calculation of Important Ratios

Ratio	Numerator	Denominator	As at 30.09.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Current Ratio	Current Asset	Current Liabilities	3.43	3.78	2.56	1.88
Variance			*-9.43%*	*47.99%*	*36.05%*	
Justification			*Increase in Trade Payable*	*Increase in Inventory and Trade Receivables*	*Increase in Inventory and Decrease in Trade Payabbles*	
Debt-Equity Ratio	Total Debt (Short Term+Long Term)	Shareholder's Equity	0.62	0.32	0.48	0.82
Variance			*96.77%*	*-33.42%*	*-41.62%*	
Justification			Increase in Log Term Borrowings	Increase in Equity Capital	Reduction in Long Term Borrowings	
Return on Equity Ratio	PAT	Average Shareholders equity	16.04%	39.38%	42.31%	139.18%
Variance			*-59.27%*	*-6.91%*	*-69.60%*	
Justification			Decrease in Profits for the period	Increase in Equity Capital	Decrease in Profits for the year	
Inventory Turnover Ratio	Cost of goods Sold(Opening Stock of RM and FG+Purchase - Closing Stock of RM and FG)	Average Inventory	0.38	1.12	0.80	1.82
Variance			*-66.07%*	*40.00%*	*-56.04%*	
Justification			Decrease in COGS for the period	Increase in Inventory	Increase in Inventory	
Trade Receivables Turnover Ratio	Revenue from Operation	Average Trade Receivables	2.01	8.92	6.79	7.04
Variance			*-77.43%*	*31.46%*	*-3.62%*	
Justification			Increase in Trade Receivable for the period	Increase in Revenue from Operations	Decrease in Revenue and increase in Trade Receivables	
Trade Payables Turnover Ratio	Net Credit Purchase	Average Trade Payables	3.52	19.29	7.35	12.43
Variance			*-81.73%*	*162.60%*	*-40.92%*	
Justification			Increase in Trade Payable for the period	Increase in Purchases with nominal increase in Trade Payable	Decrease in Purchases and increase in Trade Payable	
Working Capital Turnover Ratio	Revenue from Operation	Working Capital=Current Assets -Current Liabilities	0.60	1.81	1.64	3.30
Variance			*-66.85%*	*10.37%*	*-50.30%*	
Justification			Decrease in Revenue from Operations for the period	Increase in Revenue from Operations and decrease in Working Capital	Increase in Current Assets (Inventory andf Trade Receivables)	
Net Profit Ratio	Net profit after Taxes	Net Sales	25.66%	21.27%	23.41%	32.51%
Variance			*20.63%*	*-9.12%*	*-28.01%*	
Justification			Lower Expenses for the period esp Cost of Material Consumed	Higher Expenses esp Cost of Material Consumed	Higher Expenses and lower Revenue from Operations	
Return on Capital Employed	Earnings before Interest,Taxes & Extra Ordinary Items	Average Capital Employed	16.11%	42.66%	42.91%	103.13%
Variance			*-62.24%*	*-0.58%*	*-58.39%*	
Justification			Lower EBIDTA due to decrease in sales for the period with higher Capital employed	Increase in Equity Share Capital	Lower EBIDTA due to higher Cost of Material Consumend	
EBITDA Margin	Earnings before Interest and Taxes, depreciation & Extra Ordinary Items- other income	Net Sales	36.36%	29.86%	35.21%	41.92%
Variance			*21.76%*	*-15.21%*	*-16.00%*	
Justification			Better EBIDTA due to proportionate better margin of Cost of Material Consumed	Lower EBIDTA due to higher Cost of Material Consumend	Lower EBIDTA due to higher Cost of Material Consumend	
Debt Service Coverage Ratio	EBITDA	Principal +Interest	0.48	2.47	1.89	2.24
Variance			*-80%*	*30%*	*-16%*	
Justification			Debt increased due to increase in fixed assets	Debt is reduced and profit is increased	Debt is reduced and profit is Decreased	
Return on Investment	Net profit after Taxes	Total Assets	8.04%	21.78%	19.05%	32.90%
Variance			*-63.11%*	*14.36%*	*-42.11%*	
Justification			Due to PAT being for six months only and Total asset increased	PAT Increased as compared to total assets	PAT was down due to increase in Depreciation and Employees Benefit expenses	

Signature to Note No. 1 to 44 forming part of the Restated Statement of Assets and Liabilities and Restated Statement of Profit & Loss Account.

As per Our Attached Report of Even Date
For A Kasliwal & Company
Chartered Accountants
FRN No.:- 011727C

Ambar Kasliwal
Digitally signed by Ambar Kasliwal
Date: 2025.03.17 18:33:48 +05'30'

Ambar Kasliwal
Proprietor
Membership No. 402210
UDIN:- 25402210BMMMLH8232
Place :- Mumbai
Date :- 17th March 2025

For and on behalf of Board of Directors of
ATC Energies System Limited

SANDEEP GANGABISHAN BAJORIA
Digitally signed by SANDEEP GANGABISHAN BAJORIA
Date: 2025.03.17 16:55:31 +05'30'

Sandeep Gangabishan Bajoria
Director
DIN No. 06597817

Place :- Mumbai
Date :- 17th March 2025

PIYUSH VIJAY KUMAR KEDIA
Digitally signed by PIYUSH VIJAY KUMAR KEDIA
Date: 2025.03.17 17:34:10 +05'30'

Piyush Vijaykumar Kedia
Director & CFO
DIN No. 00635105

Place :- Mumbai
Date :- 17th March 2025

Kiran Honnaya Shettigar
Digitally signed by Kiran Honnaya Shettigar
Date: 2025.03.17 17:52:48 +05'30'

Kiran Honnaya Shettigar
Company Secretary
Membership No ACS68131

Place :- Mumbai
Date :- 17th March 2025

OTHER FINANCIAL INFORMATION

Accounting ratios derived from the Restated Financial Information

The accounting ratios of our Company as required under Item 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

time	Particulars	For the six months period ended September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
1.	Basic EPS (in ₹)	3.59	6.78	4.83	7.38
2.	Diluted EPS (in ₹)	3.59	6.78	4.83	7.38
3.	Return on Equity (%)	16.04%	39.38%	42.31%	139.18%
4.	Return on Capital Employed (%)	16.11%	42.66%	42.91%	103.13%
5.	Net Asset Value per share (in ₹)	24.20	20.60	13.82	9.00
6.	EBITDA ((in ₹ lakhs)	817.82	1,516.35	1,148.80	1,529.34
7.	EBITDA Margin (%)	36.36%	29.61%	34.67%	41.92%

Notes:

1. *Basic & Diluted EPS = Net Profit After Tax, as restated, attributable to the equity shareholders for the period / Weighted Average number of equity shares outstanding during the period as adjusted for Bonus issuances on 21 December 2021 and 21 February 2024*

2. *Return on Equity = Net Profit After Tax, as restated, attributable to the equity shareholders for the period / Average Shareholder's Equity*
   Where, Average Shareholder's Equity = Simple Average of Opening and Closing Shareholder's Equity

3. *Return on Capital Employed = Earnings before interest, taxes and extraordinary items / Average capital employed*
   Where, Capital Employed = Total Assets-Current Liabilities

4. *Net Asset Value per share = Shareholder's Equity, as restated / Weighted Average number of equity shares outstanding during the period as adjusted for Bonus issuances on 21 December 2021 and 21 February 2024 .*

5. *EBITDA = Net profit for the period + tax expenses, finance costs, depreciation and amortization expenses, extraordinary items - other income.*

6. *EBITDA Margin = EBITDA divided by Revenue from Operations*

In accordance with the with Schedule VI, Part A (11)(I)(A)(ii)(b) of the SEBI ICDR Regulations, the audited financial information of our Company for the six months period ended September 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022 (collectively, the "Audited Financial Information") is available on our website at www.atcgroup.co.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Information do not and will not constitute, (i) a part of this Red Herring Prospectus; (ii) the Draft Red Herring Prospectus or (iii) the 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 or recommendation

or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere.

The Audited Financial Information should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Due caution is advised when accessing and placing reliance on any historic or other information available in the public domain.

None of our Company or any of its advisors, nor the Selling Shareholder, nor BRLM nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Information, or the opinions expressed therein.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards, i.e., Indian GAAP and AS 18 'Related Party Disclosures' for the six months period ended September 30, 2024 and Fiscals 2024, 2023, and 2022 and as reported in the Restated Financial Information, see "*Financial Information – Annexure VI - Note 26 – Related Party Disclosures*" beginning on page 188.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Restated Financial Statements for the six months period ended September 30, 2024 and Financial years ended on March 31, 2024, March 31, 2023, and March 31, 2022 including the notes and significant accounting policies thereto and the reports thereon, which appear elsewhere in this Red Herring Prospectus. You should also see the section titled "Risk Factors" beginning on page 27, which discusses a number of factors and contingencies that could impact our financial condition and results of operations. The following discussion relates to our Company, unless otherwise stated, is based on restated audited financial statements.

These financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI ICDR Regulations and restated as described in the report of our auditors dated March 17, 2025 which is included in this Red Herring Prospectus under the section titled "Financial Information - Restated Financial Statements" beginning on page 188. The Restated Financial Statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our Restated Financial Statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our Restated Financial Statements.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements because of certain factors such as those described under "Risk Factors" and "Forward Looking Statements" beginning on pages 27 and 19 respectively, and elsewhere in this Red Herring Prospectus.

Accordingly, the degree to which the financial statements in this Red Herring Prospectus will provide meaningful information depends entirely on such potential investor's level of familiarity with Indian accounting practices. Our Financial Year ends on March 31 of each year; therefore, all references to a particular fiscal are to the twelve-month period ended March 31 of that year. Please also refer to section titled "Certain Conventions, Currency of Presentation, Use of Financial Information and Market Data" beginning on page 16 of Red Herring Prospectus.

BUSINESS OVERVIEW

Founded in 2020, ATC Energies System Limited has established itself as a prominent player in India's lithium battery industry. ATC has established a vertically integrated operation focusing on the assembly and marketing of lithium batteries. With the increasing demand for clean energy solutions and the rise of electric vehicles (EVs), lithium batteries have become a crucial component in various industries. We have setup two facilities, [Vasai, Thane and Noida, NCR] employing advanced technologies, and implementing marketing strategies to penetrate the market effectively. We started our business suppling Mini size [upto100Wh] batteries primarily catering to the Banking Industry for POS and ATM Machines. Over the years, we have expanded our product portfolio to supply batteries of all sizes i.e. Large [Above 2,000 Wh], Medium [751-2,000 Wh], Small [101-750 Wh] and Mini for a wide range of industries / applications, mainly:

1] Banking [POS & ATM Machines]
2] Electric Vehicles [Cycles, 2 & 3 Wheelers]
3] Drones
4] UPS & Invertors 2
5] Energy Storage Systems
6] Industrials
7] Weighing Scale
8] Robotics

Over the last 3 years, we have witnessed impressive growth, with our revenue climbing from ₹ 3,648.30 lakhs in Fiscal 2022 to ₹ 5,120.37 lakhs in Fiscal 2024.

Key Performance Indicators of our Company

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth in comparison to our peers. The KPIs disclosed below have been approved, by a resolution of our Audit Committee dated March 17, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Red Herring Prospectus. Further, the KPIs herein have been certified by M/s. A Kasliwal & Company, Chartered Accountants, the Statutory Auditor of our Company by their certificate dated March 17, 2025. Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

(in ₹ lakhs except % and ratios)

Particulars*	Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations[(1)]	2,249.41	5,120.37	3,313.54	3,648.30
EBITDA[(2)]	817.82	1,516.35	1,148.80	1,529.34
EBITDA Margin[(3)]	36.36%	29.61%	34.67%	41.92%
PAT[(4)]	577.15	1,089.16	775.57	1,186.14
PAT Margin[(5)]	25.66%	21.27%	23.41%	32.51%
Net Worth[(6)]	3,887.27	3,310.13	2,220.97	1,445.41
Return on Equity[(7)]	16.04%	39.38%	42.31%	139.18%
Return on Capital Employed[(8)]	16.11%	42.66%	42.91%	103.13%
Current Ratio (Times) [(9)]	3.43	3.78	2.56	1.88

Notes:

1. *This amount is Revenue from Operations as appearing in the Restated Financial Statements.*
2. *EBITDA = profit for the period / year, plus tax expenses, finance costs, depreciation and amortization expenses, extraordinary items and reduced by other income.*
3. *EBITDA Margin= EBITDA divided by Revenue from Operations*
4. *This amount is Profit for the period/year as appearing in the Restated Financial Statements.*
5. *PAT Margin = Profit for the year/period divided by Revenue from Operations.*
6. *Net Worth = Shareholders' Funds as shown in the Restated Financial Statements*
7. *Return on Equity = Net Profit (Loss) after tax for the year / period divided by Average Shareholder Equity as adjusted for changes in capital*
8. *Return on Capital Employed = earnings before interest and taxes divided by average capital employed. Capital Employed is Total Assets less Current Liabilities.*
9. *Current Ratio = Current assets divided by Current Liabilities*

KPI	Explanation
Revenue from Operations	Revenue from operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size of our business.

EBITDA	EBITDA provides information regarding the operational efficiency of our business as it considers all sources of our core income.
EBITDA Margin	EBITDA Margin is an indicator of the operational profitability and financial performance of Company's business
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin	PAT margin is an indicator of the overall profitability and financial performance of our business.
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the Company
Return on Equity	Return on Equity is an indicator of our efficiency as it measures our profitability. It shows how efficiently we generate profits from our shareholders.
Return on Capital Employed	Return on capital employed provides how efficiently the Company generates earnings from the capital employed in the business.
Current Ratio	It indicates how business can maximize the current assets on its balance sheet to satisfy its current debt and other payables.

* *As approved by resolution of the Audit Committee of our Board dated March 17, 2025and as certified by M/s. A. Kasliwal & Company, Chartered Accountants, the Statutory Auditor of our Company pursuant to their certificate dated March 17, 2025.*

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to Note 01 of the Restated Financial Statements under chapter titled "*Financial Information - Restated Financial Statements*" beginning on page 188.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled *"Risk Factors*" beginning on page 27. Few of the key risk factors which could impact our financial performance, condition and cash flows are given below:

1. The lithium battery industry is vulnerable to supply chain disruptions caused by its reliance on a few critical raw materials like lithium, nickel, cobalt, graphite, and manganese, which, if disrupted, can lead to shortages and higher costs and adversely impact our profitability
2. We do not have long term contracts or exclusive arrangements with any of our suppliers, and a significant increase in the cost of, or a shortfall in the availability, or deterioration in the quality, of such input materials could have an adverse effect on our business and results of operations
3. We are dependent on, and derive a substantial portion of our revenue from, two customers, namely M/s Agarwal Trading Company and M/s. Hind Industries – both categorised as "Promoter Group entities". Reduction in orders from these customers could have a material adverse effect on our business, results of operations and financial condition. The dependency on these two customers may lead to real or potential conflicts of interest for our Company
4. We are significantly reliant on the banking industry for sale of our products
5. Heavy dependence on raw material imports from China poses a substantial risk for us, as disruptions due to political tensions or trade disputes can lead to supply chain interruptions, quality control issues, and heightened competition, which could adversely affect our business, results of operations and financial condition
6. The loss of any of our key customers or significant reduction in production and sales of, or demand for our products from our significant customers may adversely affect our business, results of operations and financial condition
7. If there is a decline in demand for the products where our batteries are used, it could significantly decrease the demand of our products and thereby affect our business, financial condition, results of operations
8. Our Company has a high working capital requirement and if our Company is unable to raise sufficient working capital the operations of our Company will be adversely affected.

RESULTS OF OUR OPERATION

(₹ in lakhs)

Particulars	Six months period ended September 30, 2024	% Total Income	Fiscal 2024	% Total Income	Fiscal 2023	% Total Income	Fiscal 2022	% Total Income
	INCOME							
Revenue from Operations	2,249.41	99.66%	5,120.37	99.40%	3,313.54	99.73%	3,648.30	99.90%
Other Income	7.60	0.34%	31.03	0.60%	8.89	0.27%	3.59	0.10%
Total Income (A)	**2,257.01**	**100.00%**	**5,151.40**	**100.00%**	**3,322.44**	**100.00%**	**3,651.89**	**100.00%**
	EXPENDITURE							
Cost of Material Consumed	956.41	42.38%	2,913.69	56.56%	1,923.77	57.90%	1,815.77	49.72%
Changes in inventory of finished goods	205.10	9.09%	93.25	1.81%	(316.17)	-9.52%	(221.85)	-6.07%
Employee benefits expense	190.43	8.44%	415.70	8.07%	330.34	9.94%	246.54	6.75%
Finance Cost	67.19	2.98%	62.76	1.22%	53.13	1.60%	33.14	0.91%
Depreciation and amortization expense	68.04	3.01%	125.91	2.44%	109.18	3.29%	66.12	1.81%
Other expenses	79.66	3.53%	181.39	3.52%	226.81	6.83%	278.50	7.63%
Total Expenses (B)	**1,566.83**	**69.42%**	**3,792.70**	**73.62%**	**2,327.05**	**70.04%**	**2,218.23**	**60.74%**
Profit Before Tax* (A-B)	**690.18**	**30.58%**	**1,358.70**	26.38%	**995.38**	29.96%	**1,433.66**	39.26%
	TAX EXPENSES							
(i) Current tax	115.99	5.14%	241.37	4.69%	174.03	5.24%	242.62	6.64%
(ii) Deferred tax	(2.95)	0.13%	0.44	0.01%	(1.68)	(0.05)%	3.90	0.11%
(iii) Income Tax of earlier periods	-	0.00%	27.74	0.54%	47.46	1.43%	1.00	0.03%
Total Tax Expense	**113.04**	**5.01%**	**269.55**	**5.23%**	**219.81**	**6.62%**	**247.52**	**6.78%**
Profit for the period/ year	**577.15**	**25.57%**	**1,089.16**	**21.14%**	**775.57**	**23.34%**	**1,186.14**	**32.48%**

**there are no exceptional or extraordinary items*

Review of Restated Financials

Six months ended September 30, 2024

Revenue from Operations

The Revenue from operations in six months ended September 30, 2024 was Rs 2,249.41 lacs, which is 99.66% of the total income.

Cost of Material Consumed

The Cost of Materials Consumed, which includes the purchase and changes in stock of raw materials and components for the six months ended September 30, 2024 was ₹ 956.41 Lakhs which was about 42.37% of the total income.

Changes in Inventory of Finished Goods
The Changes in Inventories of finished goods for the six months ended September 30, 2024 amounted to ₹ 205.10 Lakhs which was about 9.09 % of the total income.

Employee Benefit Expenses
The Employee Benefits Expenses for the six months ended September 30, 2024 stood at ₹ 190.43 Lakhs accounting for 8.44 % of the total income. These expenses primarily comprised salaries & wages, Director's Remuneration and contributions to employee funds

Finance Cost
The Finance costs for the six months ended September 30, 2024 were ₹ 67.19 Lakhs which represented 2.98 % of the total income. These costs primarily included interest on term loans and working capital borrowings.

Depreciation & Amortization
The Depreciation and amortization Expenses for the six months ended September 30, 2024 were ₹ 79.66 Lakhs which was about 3.01% of the total income, reflecting the allocation of the cost of assets over their useful lives.

Other Expenses
The Other Expenses for the six months ended September 30, 2024 amounted to ₹ 909.22 Lakhs representing 3.53% of the total income. This includes costs such as Business Promotion, Exhibition and Advertising expenses, Professional Fees, and other administrative expenses.

Total Expenses
Total expenses amounted to ₹ 1,566.82 lakhs for the six months ended September 30, 2024, representing 69.42% of total income.

Profit After Tax
As a result of the factors mentioned above, profit after tax for the six months ended September 30, 2024, was ₹ 577.15 lakhs, accounting for 25.57% of total income.

Fiscal 2024 compared with Fiscal 2023

Revenue from Operations
The Revenue increased from Rs 3,313.54 lakhs in Fiscal 2023 to Rs 5120.37 lakhs in Fiscal 2024, a hike of 55%. The key reasons for this hike – a) company exported for the first time in Fiscal 2024 constituting to ~12% of revenue from operations b) volume growth due to uptick in demand across end user industries / application more specifically banking, drone, energy storage solutions, industrials, and weighing scale.

Cost of Material Consumed
The Cost of Material Consumed increased by 51% as compared to Fiscal 2023. The increase is mainly due to the higher imports which increased by 75% as compared to Fiscal 2023.

Changes in Inventory
The inventory for the Fiscal 2024 decreased by ₹ 93.25 lakhs as compared to increase by ₹ 316.17 lakhs in Fiscal 2023.

Employee Benefit Expenses
The employee benefit expenses increased by 26% in Fiscal 2024 as compared to Fiscal 2023. This is largely attributed to increase in employee salary and increase in Directors Remuneration from ₹ 48 lacs in Fiscal 2023 to ₹ 72 lacs in Fiscal 2024.

Finance Cost
The finance cost increased by 18% in Fiscal 2024 as compared to Fiscal 2023. This is largely attributed to higher use of bank limits.

Depreciation & Amortization
The depreciation increased by 15% in Fiscal 2024 as compared to Fiscal 2023. This is largely attributed to the full year depreciation charged for assets acquired during Fiscal 2023 and also addition in assets like computers, machinery in Fiscal 2024.

Other Expenses
Other Expenses decreased by 20% in Fiscal 2024 as compared to Fiscal 2023. This is largely attributed to the decrease in repair maintenance cost and business promotion expenses.

Total Expenses
The total expenses for Fiscal 2024 increased by ~63 % as compared to Fiscal 2023. This is largely attributed to increased consumption of raw materials, change in inventories of finished goods, increase in employee benefit cost, depreciation etc.

Tax Expense
Tax expenses have increased by 23% from ₹ 219.81 lakhs in Fiscal 2023 to ₹ 269.55 lakhs in Fiscal 2024. The tax increase is in accordance with PBT increase in Fiscal 2024 as compared to FY 2023.

Profit After Tax
The PAT margins for Fiscal 2024 were marginally lower (21.14) % as compared to Fiscal 2023 (23.41%). The key reason being that COGS as a % of total revenue increased to ~ 58% in Fiscal 2024 from ~ 48% in Fiscal 2023 largely due to higher raw material cost. This hike in COGS was mildly compensated by a fall in employee benefit cost (~ 8% of total revenue in Fiscal 2024 Vs ~ 10% in Fiscal 2023 to) and other expenses (~ 3% of total revenue in Fiscal 2024 Vs ~ 6% in Fiscal 2023).
The PAT grew from ₹ 775.57 lakhs in Fiscal 2023 to ₹ 1,089.16 lakhs in Fiscal 2024, a hike of ~ 40%. The increase in profitability during Fiscal 2024 vis-à-vis Fiscal 2023 was largely driven by volume growth in sales revenue as mentioned in "Revenue from Operations" above. The PAT margins for Fiscal 2024 [21.27%] were largely in line with Fiscal 2023 [23.41%].

Fiscal 2023 compared with Fiscal 2022

Revenue from Operations
The Revenue from operations decreased marginally by 9.18% in Fiscal 2023 as compared to Fiscal 2022. This was primarily driven by a temporary pause in production due to plant upgradation. In addition to this, the demand for mini battery cells needed mainly for the banking vertical (POS and ATM machines) fell by ~ 31% in absolute terms. The fall in revenues in the banking vertical was compensated by an increase in revenue in the EV and UPS Invertor segment. For details, please refer "*Revenue Split – Based on Industries / End Use Applications*" on page 147 of the DRHP.

Cost of Material Consumed
Material consumption increased by 5.95% from ₹ 1,815.77 lakhs during Fiscal 2022 to ₹ 1,923.77 lakhs during Fiscal 2023 mainly due to the increase in raw material prices.

Changes in Inventory
The inventory for the Fiscal 2023 increased ₹ 316.17 lakhs as compared to increase by ₹ 221.85 lakhs in Fiscal 2022.

Employee Benefit Expenses
Employee benefit expenses had increased by 33.99% from ₹ 246.54 lakhs in Fiscal 2022 to ₹ 330.34 lakhs in Fiscal 2023. This increase was mainly due to the increase in salary pay-outs and increase in Directors Remuneration.

Finance Cost
The finance cost increased by 60% in Fiscal 2023 as compared to Fiscal 2022. The actual increase was ₹ 20 lacs which was largely attributed to higher use of bank limits.

Depreciation & Amortization

Depreciation & Amortization expenses had increased by 65.12% from ₹ 66.12 lakhs in Fiscal 2022 to ₹ 109.18 lakhs in Fiscal 2023. The hike in depreciation is primarily driven by full year depreciation impact of net fixed asset addition during Fiscal 2022.

Other Expenses

Other Expenses decreased by 19% in Fiscal 2023 as compared to Fiscal 2022. This is largely attributed to the decrease in repair maintenance cost and business promotion expenses.

Total Expenses

The total expenses for Fiscal 2023 increased by ~5 % as compared to Fiscal 2022. This is largely attributed to increased consumption of raw materials, change in inventories of finished goods, increase in employee benefit cost, depreciation etc.

Tax Expense

Tax expenses had decreased by 11.20% from ₹ 247.52 lakhs in Fiscal 2022 to ₹ 219.81 lakhs in Fiscal 2023. The tax expense decrease is in accordance with PBT decrease in Fiscal 2023 as compared to FY 2022.

Profit after Tax

The Profit After Tax fell by 34.6% from ₹ 1,186.14 lakhs in Fiscal 2022 to ₹ 775.57 lakhs in Fiscal 2023 which is largely in line with the fall in Profit Before Tax. This was a result of a fall in the Total Income by 9.02% coupled with a hike in expenses by 4.9% in Fiscal 2023 Vs Fiscal 2022. During Fiscal 2022, out of the total Revenue from operations of ₹ 3,648.30 lakhs, ₹ 3,339.90 lakhs (~92%) was from sale of mini battery cells with end use application for POS & ATM machines for various Banks, which generally have higher profit margins. This resulted in higher PAT margins in Fiscal 2022

On the expense front, the Cost of Goods Sold (Cost of Material Consumed + / - Changes in inventory of finished goods) which was ~44% of total revenue in Fiscal 2022 increased to ~ 48% of total income in Fiscal 2023, mainly due to increase in raw material costs. Increase in employee cost was the other main factor for the overall hike in expenses.

CASH FLOWS

(in ₹ lakhs)

Particulars	Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net cash generated/ (utilized in) from operating activities	(110.76)	264.18	263.74	133.33
Net cash utilized in investing activities	(1,310.17)	(74.52)	(85.60)	(800.98)
Net cash (utilized in)/generated from financing activities	1,307.73	(70.94)	(174.70)	665.67

Cash Flows from Operating Activities

Fiscals 2022, 2023 and 2024 is when we saw the business pick up – we started serving wide range of clients and end use applications. Business growth coupled with better working capital management resulted in net cash inflows from operations during each of these periods.

Cash Flows from Investment Activities

Since commencing operations in September 2020, we have steadily increased our capex at our facilities in Mumbai and Noida to meet the growing demand for our products. Fiscal 2022 saw a considerable investment in fixed assets wherein we added fixed assets worth ₹ 638.59 lakhs. This included purchases of plant & Machinery of ₹ 428.50, Furniture & Fixtures amounting to ₹ 145.58 lacs. In Fiscal 2023, we acquired assets amounting to ₹ 112.47 lacs which included furniture of ₹ 40.75 lacs, Computers of ₹ 47.40 lacs and vehicle of ₹ 15.31 lacs. During the Fiscal 2024, we purchased Assets amounting to ₹ 50.63 lacs which included purchase of machinery of ₹ 31.25 lacs. In the six months period ended September 30, 2024, we purchased Fixed Assets for ₹ 868.17 lakhs and made Investment/ (maturity) of deposits (having original maturity of more than 3 months) for ₹ 449.60 lakhs.

The cash utilization for investing activities is primarily attributed to acquiring these fixed assets for business growth.

Cash Flows from Financing Activities

During the six months period ended September 30, 2024, net cash generated from financing activities was ₹ 1,307.73 lakhs which is primarily due to the increase in Short Term and Long Term borrowings.

In Fiscal 2024, net cash utilized in financing activities was ₹ 70.93 lakhs which is primarily attributed to repayment of and servicing of short term and long-term borrowings.

In Fiscal 2023, the net cash utilised in financing activities was ₹ 174.70 lakhs which is primarily attributed to repayment of and servicing of short term and long-term borrowings.

In Fiscal 2022, the net cash generated from financing activities was ₹ 665.67 lakhs. This was mainly on account of long term and short term borrowings taken to support operations and investments towards plant and machineries and inventories.

Information required as per Item (II) I (iv) of Part A of Schedule VI to the SEBI Regulations:
An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. **Unusual or infrequent events or transactions**
   There has not been any unusual trend on account of our business activity. There are no Unusual or infrequent events or transactions in our Company. The transactions are as per usual business operations.

2. **Significant economic changes that materially affected or are likely to affect income from continuing operations.**
   We do not foresee any significant economic changes that will affect our operations.

3. **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**
   Apart from the risks as disclosed under Section "Risk Factors" beginning on page 27, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.
4. **Future changes in relationship between costs and revenues**
   Our Company's future costs and revenues will be determined by growth of industry in which we operate, economic activities and government policies and consumer preferences.

5. **Increases in net sales or revenue and Introduction of new services or increased sales prices.**
   We plan to increase our revenue by increasing our customer base by attracting new industries and providing products which are value for money to the consumers. We feel these steps will help us to continue our strong growth trajectory.

6. **Status of any publicly announced New Service or Business Segment**
   Our Company has not announced any new Service or Business Segment.

7. **Seasonality of business**

We have not seen any seasonality impact in our business vertical.

8. Dependence on few customers/ clients.

We are catering to the Lithium Ion Battery industry and have a strong association with our customers. We are targeting offshore markets in addition to India to broaden our customer base.

9. Competitive conditions

Competitive conditions are as described under the section titled "*Industry Overview*" and "*Our Business*" beginning on pages 108 and 135, respectively.

10. Details of material developments after the date of last balance sheet i.e. September 30, 2024

Except as stated below no material developments have taken place after the date of last balance sheet i.e. September 30, 2024, that could 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:

a) Unsecured Loans taken from multiple financial institutions and NBFCs aggregating to Rs. 645.64 lakhs.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at September 30, 2024, as derived from our Restated Financial Information. This table should be read in conjunction with the sections titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Information – Restated Financial Statements*" and "*Risk Factors*" on pages 192, 188 and 27, respectively.

(₹ in lakhs)

Particulars	Pre-Offer as at September 30, 2024*	Post-Offer**
Borrowings		
Current Borrowings	805.84	**[●]**
Non-current Borrowings (including current maturity of long-term debt)	1,619.75	**[●]**
Total Borrowings	2,425.59	**[●]**
Equity		
Equity Share Capital	1,606.50	
Reserves & Surplus	2,280.77	**[●]**
Total Equity	3,887.27	
Ratio: Total Borrowing/ Total Equity	**0.62**	**[●]**

The above terms carry the meaning as per division I of Schedule III to the Companies Act, 2013 (as amended)

** As certified by M/s. A. Kasliwal & Company, Chartered Accountants, the Statutory Auditor of our Company pursuant to their certificate dated March 17, 2025.*

***Post Offer capitalization will be determined after finalization of Offer Price*

FINANCIAL INDEBTEDNESS

Our Company avails loans in the ordinary course of business for purposes such as, *inter alia*, term loans and other fund-based working capital loans. Our Company has obtained the necessary consents required under the relevant loan documentation for undertaking activities in relation to the Offer, such as, inter alia, effecting a change in our shareholding pattern, change in the management of our board and change in our capital structure in connection with or post the Offer. For details regarding the resolution passed by our Shareholders on March 21, 2024 authorizing the borrowing powers of our Board, see "*Our Management – Borrowing Powers of our Board*" on page 172.

As on March 03, 2025 the aggregated outstanding borrowings of our Company amounted to ₹ 2,682.15 lakhs.

Set forth below is a brief summary:

(₹ in lakhs)

Category of borrowing	Sanctioned amount	Outstanding amount as on March 03, 2025^*
Secured (A)		
Fund based (I)		
ICICI Bank Ltd - Vehicle Loan	10.42	5.35
IndusInd Bank Ltd - ODCC	499.00	493.15
Kotak Mahindra Bank: LAP	1,000.00	958.24
Kotak Mahindra Bank: LAP	100.00	97.46
Total (fund based) (I)	**1,609.42**	**1,554.20**
Non fund based (II)	NIL	NIL
Total Secured (A) = (I+II)	**1,609.42**	**1,554.20**
Unsecured (B)		
Loan from Promoter	648.92	547.59
Loan from Financial Institutions	745.64	670.96
Total Unsecured (B)	**1,394.56**	**1,218.55**
Total (A+B)	**3,003.98**	**2,772,75**

*^*As certified by M/s. A. Kasliwal and Company, Chartered Accountants, the Statutory Auditor of our Company pursuant to their certificate dated March 17, 2025.*

Principal terms of the facilities sanctioned to our Company:

1. **Interest:** In respect of the facilities sanctioned to our Company, the interest rate ranges from 8% per annum to 9.6% with monthly resets. The interest rate for the loans sanctioned to our Company is typically tied to a base rate / marginal cost of lending rate, which may vary from lender to lender.

2. **Tenor:** Typically, cash credit facilities sanctioned to our Company are renewable at annual rests and repayable on demand.

3. **Security:** The facilities sanctioned are typically secured by way of equitable mortgage on specific property of our Company, hypothecation of our Company's movable fixed assets (both present and future) and current assets. The nature of securities described herein is indicative and there may be additional requirements for creation of security under the various borrowing arrangements entered into by our Company.

4. **Pre-payment:** The facilities availed by our Company allow pre-payment. Pre-payment may be subject to pre-payment penalties as may be prescribed by the lenders

5. **Re-payment:** The cash credit facilities availed by our Company are repayable on demand and subject to annual renewal. Our Company may repay all amounts of the facilities on the due dates for payment

6. **Penal interest:** The terms of certain financing facilities availed by our Company prescribe penalties for non-compliance of certain obligations by our Company. These include, inter alia, over-dues/ delays/ default in payment of monies. Further, the default interest payable on the facilities availed by us typically ranges from 4% per annum to 18% per annum

7. **Restrictive Covenants:** The facilities sanctioned to our Company contain certain restrictive covenants, which require prior written consent of the lender or prior intimation to be made to the lender, including:

   a. formulate or enter into any scheme of merger, amalgamation., compromise or reconstruction;
   b. permit any change in the ownership or control whereby the effective beneficial ownership or control of the Company shall change;
   c. effect any material change in the management of the business of the Company;
   d. make any amendments in the Company's Memorandum and Articles;
   e. approach the capital market for mobilizing additional resources either in the form of debt or equity;
   f. effect any change in the Company's capital structure or shareholding pattern or effect any change in the management set up or ownership interest structure where the shareholding by the existing promoter(s) or capital control or ownership interest of the partners including managing partner, gets diluted below the present level; and
   g. declaring any dividend or making any withdrawal in the form of salary, remuneration, incentive or commission by the Promoters and Directors in case of any over dues with the lenders;

8. **Events of default:** Borrowing arrangements entered by our Company contain events of default, including, among others:

   a. if any representation or statements or particulars made by our Company are found to be incorrect or if our Company commits any breach or default of the conditions made under any agreements with the Bank;
   b. in case of any death, insolvency, winding up, failure in business, commission of an act of bankruptcy, general assignment for the benefit of creditors, suspension of payments to any creditors or threats to do so, filing of any petition for bankruptcy by, or against the Company under the Insolvency and Bankruptcy Code, 2016;
   c. if the Company ceases or threatens to cease or carry on its business;
   d. upon happening of any substantial change in constitution or management of the Company without previous consent of the Bank or upon the Company or the management of the Company ceasing to enjoy the confidence of the Bank; and
   e. non adherence by the Company to maintain financial ratios, parameters, and financial covenants as stipulated by the Bank from time to time.

This is an indicative list and there may be additional restrictive covenants under the various borrowing arrangements entered into by us.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

There are no outstanding litigations with respect to i) criminal proceedings involving our Company, Promoter or Directors (collectively, "Relevant Parties"); (ii) outstanding actions by statutory or regulatory authorities involving the Relevant Parties; (iii) claims involving the Relevant Parties for any direct or indirect tax liabilities; and (iv) any other pending litigations involving the Relevant Parties (other than proceedings covered under (i) to (iii) above) which has been determined to be material pursuant to the Materiality Policy (as disclosed herein below). Further, there are no (i) disciplinary actions including penalties imposed by the SEBI or stock exchanges against our Promoters in the last five Financial Years, immediately preceding the date of this Red Herring Prospectus, including any outstanding action; and (ii) outstanding litigation involving our Group Companies which may have a material impact on our Company.

*Our Board of Directors in their meeting held on May 2, 2024, adopted a materiality policy for the purpose of litigation disclosure in this Offer ("**Materiality Policy**"). The Materiality Policy determines that all pending litigation involving the Relevant Parties, other than litigation involving issues of moral turpitude, criminal proceedings, material violations of statutory or regulatory actions, disciplinary actions including penalty imposed by SEBI or stock exchanges, claims related to direct and indirect taxes, would be considered 'material' if the monetary amount of claim by or against the entity or person in any such pending proceeding is an amount equal to or exceeding 10% of the total income of the Company as per the Restated Financial Statements for the Financial Year 2024 of the Company (being ₹* 512.04 *lakhs i.e. 10% of ₹* 5,120.37 lacs *as per the Restated Financial Information for the Financial Year 2024) ("**Materiality Threshold**") and/ or pending litigation otherwise determined to be material in terms of the Materiality Policy, i.e. (i) pending litigations where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed ₹* 512.04 *lakhs as stated above or (ii) where the monetary liability is not quantifiable or does not meet the Materiality Threshold but where an adverse outcome would materially and adversely affect the business, operations or financial position or reputation of our Company.*

Further, it is clarified that for the purposes of the above, pre-litigation notices received by the Relevant Parties from third parties (excluding those notices issued by statutory/regulatory/tax authorities or notices threatening criminal action) shall, unless otherwise decided by our Board, not be considered as material until such time that the Relevant Parties, as applicable, is impleaded as defendant in litigation proceedings before any judicial/arbitral forum.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. In accordance with the Materiality Policy, outstanding dues to any creditor of our Company having monetary value exceeding ₹ 18.91 lakhs, which is 5% of the total outstanding dues (trade payables) as on the date of the latest Restated Financial Statements included in this Red Herring Prospectus, shall be considered as 'material'. Accordingly, as on September 30, 2024, any outstanding dues exceeding ₹ 18.91 lakhs *have been considered as material outstanding dues for the purpose of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or medium enterprise ("**MSME**"), the disclosure will be based on information available with the Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

All terms defined in a particular litigation disclosure pertain to that litigation only. Unless stated to the contrary, the information provided below is as of the date of this Red Herring Prospectus.

LITIGATIONS INVOLVING OUR COMPANY

i. Outstanding criminal proceedings

Criminal proceedings against our Company

As on the date of this Red Herring Prospectus, there are no pending criminal proceedings filed against our Company.

Criminal proceedings initiated by our Company

As on the date of this Red Herring Prospectus, there are no pending criminal proceedings initiated by our Company.

Other material proceedings

Civil proceedings against our Company

As on the date of this Red Herring Prospectus, there are no civil proceeding initiated against our Company which have been considered material in accordance with the Materiality Policy.

Civil proceedings initiated by our Company

As on the date of this Red Herring Prospectus, there are no pending material civil proceedings filed by our Company which have been considered material in accordance with the Materiality Policy.

ii. Outstanding actions by Statutory Authorities or Regulatory Authorities

As on the date of this Red Herring Prospectus, there are no outstanding actions initiated by Statutory Authorities or Regularity Authorities against our Company. Further, as on the date of this Red Herring Prospectus, there are no findings/observations of any inspections by SEBI or any other regulator involving our Company which are material and which need to be disclosed or non-disclosure of which may have bearing on the investment decision.

iii. Outstanding tax proceedings

As on the date of this Red Herring Prospectus, there are no outstanding tax proceedings involving our Company except as listed below.

Nature of case	Number of cases	Amount Involved (in ₹ lakhs)
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Total	Nil	Nil

LITIGATIONS INVOLVING OUR PROMOTER

i. Criminal proceedings involving our Promoter

Criminal proceedings against our Promoter

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Promoter.

Criminal proceedings initiated by our Promoter

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Promoter.

ii. Other material proceedings involving by our Promoter

Civil proceedings against our Promoter

As on the date of this Red Herring Prospectus, there are no outstanding civil proceedings initiated against our Promoter.

Civil proceedings initiated by our Promoter

As on the date of this Red Herring Prospectus, there are no outstanding civil proceedings initiated by our Promoter.

iii. Outstanding actions by Statutory or Regulatory authorities against our Promoter

As on the date of this Red Herring Prospectus, there are no outstanding actions by Statutory or Regulatory authorities against our Promoter.

iv. Outstanding tax proceedings against our Promoter

As on the date of this Red Herring Prospectus, there are no outstanding tax proceedings involving our Promoter.

LITIGATIONS INVOLVING OUR DIRECTORS

i. Criminal litigations involving our Directors

Criminal proceedings against our Directors

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Directors.

Criminal proceedings initiated by our directors

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Directors.

ii. Other material proceedings involving by our Directors

Civil proceedings against our Directors

As on the date of this Red Herring Prospectus, there are no outstanding civil proceedings initiated against our Directors.

Civil proceedings initiated by our Directors

As on the date of this Red Herring Prospectus, there are no outstanding civil proceedings initiated by our Directors.

iii. Outstanding actions by Statutory or Regulatory authorities against our Directors

As on the date of this Red Herring Prospectus, there are no outstanding actions by Statutory or Regulatory authorities against our Directors.

iv. Outstanding tax proceedings against our Directors

Nature of case	Number of cases	Amount Involved (in ₹ lakhs)
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Total	Nil	Nil

Outstanding dues to creditors

In accordance with the Materiality Policy, our Company has considered such creditors material to whom the amount due is equal to or in excess of 5% of the consolidated trade payables of our Company as of the end of the most recent period covered in the Restated Financial Information, *i.e.* ₹ 18.91 lakhs, as of September 30, 2024 ("**Material Creditors**").

The details of the total outstanding over dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), Material Creditors and other creditors as on September 30, 2024 is as set forth below:

Types of Creditors	Number of Creditors	Amount involved (₹ in lakhs)
Micro, small and medium enterprises*	2	0.59
Material Creditors	4	375.59
Other Creditors#	10	1.95
Total	**16**	**378.13**

**As defined under the Micro, Small and Medium Enterprises Development Act, 2006.*
 # Including provisions and unbilled dues.
** As certified by M/s. A. Kasliwal & Company, Chartered Accountants, the Statutory Auditor of our Company pursuant to their certificate dated March 17, 2025.*

Details pertaining to outstanding over dues to material creditors, if any, along with names and amounts involved for each such material creditor shall be made available on the website of our Company at www.atcgroup.co.

Material Developments

Except as disclosed in *"Management's Discussion and Analysis of Financial Position and Results of Operations– Significant Developments Occurring after September 30, 2024"* on page 192, no circumstances have arisen since September 30, 2024, the date of the last Restated Financial Information disclosed in this Red Herring Prospectus, which may materially and adversely affect, or are likely to affect our profitability, our operations, the value of our consolidated assets or our ability to pay our material liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary material consents, licenses, permissions, registrations and approvals from the various governmental agencies and other statutory and/ or regulatory authorities required for carrying out their present business activities. Set out below is a list of consents, licences, permissions, registrations and approvals from various government and regulatory authorities obtained by our Company which are material and necessary for undertaking our business activities and operations. Additionally, unless otherwise stated, these material consents, licenses, permissions, registrations and approvals are valid as on the date of this Red Herring Prospectus. Certain approvals may have lapsed in their normal course and our Company has either made applications to the appropriate authorities for renewal of such licenses and/or approvals or is in the process of making such applications. For details in connection with the regulatory and legal framework within which we operate, see "Key Regulations and Policies" on page 155. The main objects clause of the Memorandum of Association and objects incidental to main objects enable our Company to carry out its activities.

For details in connection with the regulatory and legal framework within which our Company operates, see "Key Regulations and Policies" on page 155. 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 conditions, cash flows and results of operations on page 40.

The following statements set out the details of licenses, permissions and approvals taken by our Company under various central and state laws for carrying out the business.

Incorporation details of our company

Sr. No.	Particulars	Issuing Authority	Date of Issue/Renewal	Validity
1.	Certificate of Incorporation issued for "ATC Energy System Private Limited"	Registrar of Companies, Manesar	September 2, 2020	-
2.	Certificate of Commencement of Business under Form 20A	Registrar of Companies	December 16, 2020	-
3.	Fresh Certificate of Incorporation issued upon conversion of the Company, into a public limited company, in the name of "ATC Energies System Limited"	Registrar of Companies, Manesar	May 1, 2024	-
4.	Importer Exporter Code certificate bearing IEC number AATCA9794R	Directorate General of Foreign Trade, Mumbai,	September 18, 2020	-
5.	Udyam Registration Certificate bearing number UDYAM-MH-19-0032596,	Ministry of Micro, Small and Medium Enterprises	January 8, 2021	-
6.	ESIC Certificate of registration bearing code number 35000489250000607, with respect to the Company's	Employees State Insurance Corporation, Mumbai	September 6, 2020	-

Sr. No.	Particulars	Issuing Authority	Date of Issue/Renewal	Validity
	establishment situated in Maharashtra, at (a) Unit No. 3, Plot No. 33, New India Industrial Estate, Mahal, IN AR, Off MC Rd. Andheri E, Mumbai, 400093. (b) 104, 105, 106, 108, 206, 207, & 208, Aakey Gold, Industrial Estate, Near NJ Industrial Estate, Chinchpada Road, Vasai East, Palghar, Thane.			
7.	ESIC Certificate of registration bearing code number 6735048925001060, with respect to the Company's establishment situated at Property No. C-12, Sector- 58, Gautam Buddha Nagar, Noida, U.P. - 201301.	Employees State Insurance Corporation, Noida -I, UP,	July 26, 2021	-
8.	EPF Certificate of registration bearing establishment code number KDMAL2184427000,	Employees' Provident Fund Organisation, India	September 14, 2020	-

I. Material approvals in relation to the Offer

For details regarding the approvals and authorizations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 215.

II. Material Approvals in relation to Our Company

Our Company has received the following material approvals, licenses, consents, registrations, and permits pertaining to our business:

A. Tax related approvals

Sr. No.	Particulars	Issuing Authority	Date of Issue/Renewal	Validity
1.	Permanent Account Number AATCA9794R	Income Tax Department, Government of India	-	-
2.	Tax Deduction and Collection Account Number MUMA62690F, issued for Mumbai Region	Income Tax Department, Government of India	September 4, 2020	-
3.	Tax Deduction and Collection Account	Income Tax Department, Government of India	April 29, 2021	-

Sr. No.	Particulars	Issuing Authority	Date of Issue/Renewal	Validity
	Number MRTA15058B, issued for Noida Region			
4.	GST registration number of our Company is 27AATCA9794R1Z5, issued for GST payments in the State of Maharashtra	Government of India	September 15, 2020	NA
5.	GST registration number of our Company is 09AATCA9794R1Z3 issued for GST payments in the State of Uttar Pradesh	Government of India	April 20, 2021	-
6.	Letter of Undertaking approval for export of goods and services without payment of integrated tax, issued in the favour of the Noida Factory	-	March 5, 2023	2024 - 2025
7.	Letter of Undertaking approval for export of goods and services without payment of integrated tax, issued in the favour of the Vasai Factory	-	March 5, 2023	2024 - 2025
8.	Certificate of Registration under Form I-A, bearing number 27221793163P, filed under FORM I-A, for the registration of the Company as an employer under the Maharashtra State Tax on Professional, Trades, Callings and Employments Act, 1975.	Maharashtra State Tax Department	March 15, 2025	-
9.	Certificate of Enrolment under Form II-A, bearing number 99483929518P, filed under FORM II-A, for the enrolment of the Company under the Maharashtra State Tax on Professional, Trades, Callings and Employments Act, 1975	Maharashtra State Tax Department	March 15, 2025	-

B. Material approvals in relation to our business operations

Sr. No.	Particulars	Issuing Authority	Date of Issue/Renewal	Validity
1.	Consent to Operate bearing number MPCB-CONSENT-0000190168, issued under Water (Prevention & Control of Pollution) Act, 1974 & under the Air (Prevention & Control of Pollution) Act, 1981 and Authorization under Rule 6 and Rule 18(7) of the Hazardous & Other Wastes (Management & Transboundary Movement) Rules 2016	Maharashtra Pollution Control Board	January 10, 2024	February 28, 2030
2.	Form G – Maharashtra Shops and Establishment (Regulation of Employment and Condition of Service) Act, 2017 – Registered / Corporate Office	Brihanmumbai Municipal Corporation	July 27, 2024	-
3.	Extended Producer Responsibility (EPR) Certificate, bearing number B-29016(3627)/(EPR)/23/WM-II	Central Pollution Control Board, Ministry of Environment Forest & Climate Change,	September 4, 2023	Valid for 5 years from the date of issue
4.	Registration Certificate for Importer, bearing number – IM-29-000-09-0AATCA9794R-2	Central Pollution Control Board, Ministry of Environment, Forest and Climate Change	September 29. 2023,	-
5.	Equipment Type Approval (ETA), bearing registration number ETA-SD-20230807443, issued for single model of Obstacle radar Terrain radar, bearing name/numbers UAV-R21-B and ZB005MN01 respectively	Department of Telecommunications, Ministry of Communications	August 21, 2023	-
6.	License for Registration of Factory and related license to operate the factory, bearing number 10028109, for the Company factory in Vasai, Maharashtra.	Directorate of Industrial Safety and Health (Labour Department)	January 1, 2024	December 31, 2025
7.	License of Registration of Factory and related license to operate the factory, bearing number UPFA10005652, for the Company's factory unit in Noida, Uttar Pradesh.	Labour Department, Uttar Pradesh	July 15, 2023	April 27, 2026
8.	Certificate for testing report bearing number 32/2021-22/BT/CSC/NISE	National Institute of Solar Energy.	November 5, 2021,	-
9.	License bearing number R-93026727, in favour of the factory located in Gautam Buddha Nagar, Uttar Pradesh towards Sealed Secondary Portable Li-Ion Battery	Bureau of Indian Standards,	dated August 9, 2023	Valid up to August 8, 2025

Sr. No.	Particulars	Issuing Authority	Date of Issue/Renewal	Validity
10.	License bearing number R-71021229 issued in favour of the factory located in Palghar, Maharashtra, towards powers adapters for IT Equipment	Bureau of Indian Standards	June 14, 2024	June 13, 2026
11.	License bearing number R-71015946, issued in favour of the factory located in Palghar, Maharashtra, towards sealed secondary portable lithium system cells.	Bureau of Indian Standards	May 15, 2023	May 14, 2025
12.	License bearing number R-71017191, issued in favour of the factory located in Palghar, Maharashtra, towards sealed secondary portable lithium system cells.	Bureau of Indian Standards	September 22, 2023,	September 21, 2025
13.	License bearing number R-71017809, in favour of the factory located in Palghar, Maharashtra, towards sealed secondary portable lithium system cells.	Bureau of Indian Standards	October 21, 2023	October 20, 2025
14.	Renewal of the Fire and Life Safety Certificate cum NOC, bearing UID Number – UPFS/2024/106353/GBN/GAUTAM BUDDH NAGAR/ 24717/DD, issued for our factory situated in Noida.	Directorate General of Fire Services, Civil Defence and Home Guards, Ministry of Home Affairs	January 23, 2024	January 31, 2027
15.	Fire- No Objection Certificate, issued in the favour of our Vasai Factory Unit, for Unit Numbers 104, 105, 106, 108, 206, 207, and 208, bearing Ja. No.: V.V.S.M./Agni/Muka/1577/2024	The Fire and Emergency Services Department, Vasai East	September 6, 2024	One year
16.	Consent to Operate bearing number MPCB-CONSENT-0000190168, issued under Water (Prevention & Control of Pollution) Act, 1974 & under the Air (Prevention & Control of Pollution) Act, 1981 and Authorization under Rule 6 and Rule 18(7) of the Hazardous & Other Wastes (Management & Transboundary Movement) Rules 2016	Maharashtra Pollution Control Board	January 10, 2024	February 28, 2030
17.	Factory Building and Stability Certificate for property situated at No. C – 12, Sector – 58, Noida, District GB Nagar – 201 301 Gautam Budh Nagar.	Dy. Director of Factories, Uttar Pradesh	April 28, 2022	-

C. Labour and commercial approvals

Nil

III. Material approvals applied for by our Company but not received:

Sr. No.	Particulars	Issuing Authority	Date of Issue/Renewal	Validity
1.	Labour Identification Number (LIN) / Shram Pehchaan Sankhya, i.e. 1-4923-9465-2, issued in favour of ATC Energies System Private Limited. *	Ministry of Labour & Employment	September 13, 2024	-

** An Application for updation of the LIN has been filed under Form bearing reference number: 240913000057845, post conversion of the Company from Private to Public Limited.*

IV. Material approvals that have expired and for which renewal applications have been made:

Nil

V. Material approvals that have expired and for which renewal applications are yet to be made:

Nil

VI. Intellectual Property related approvals

Trademarks

As on the date of this Red Herring Prospectus, our Company uses the following trademarks:

Sr. No.	Particulars of Mark	Number(s)	Class
1.		4730964	9
		4730965	10
		4730966	13
		4730967	15
		4730968	24
		4730969	27
		4730970	28
		4730971	32
		4730972	34
2.		4987851	9
3.		4987856	9
4.		4987853	9
5.		4987854	9

6.		4987855	9

The trademarks used by our Company are registered under the ownership of Sandeep Gangabishan Bajoria, our Promoter and Managing Director and he is interested in the use of trademarks to promote, advertise, distribute and sell products in India. Vide an Assignment Agreement dated July 29, 2024, Sandeep Gangabishan Bajoria assigned his rights, unconditionally, over the said trademarks in the name of our Company, in exchange of a humble consideration of ₹ 1/-.

Patents

As on the date of this Red Herring Prospectus, we do not have any registered patents in India.

For details, see "*Our Business*" on page 135.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate Approvals

Our Board has approved the Offer pursuant to the resolution passed at its meeting held on May 2, 2024 and our Shareholders have approved the Fresh Issue pursuant to a resolution dated May 6, 2024 in terms of Section 62(1)(c) of the Companies Act, 2013, which were subsequently ratified by the Board Resolution and Shareholders Resolution dated January 21, 2025 and February 3, 2025, respectively. The Draft Red Herring Prospectus was approved by our Board pursuant to the resolution passed at its meeting held on September 24, 2024. The Red Herring Prospectus has been approved by the Board of Directors of the Company pursuant to a resolution passed on March 17, 2025.

Approval from the Selling Shareholder

The Selling Shareholder has confirmed and authorized the transfer of the Offered Shares pursuant to the Offer for Sale, as set out below:

Sr. No.	Name of the Selling Shareholder	Equity Shares offered in the Offer for Sale	Date of consent letter
1.	Sandeep Gangabishan Bajoria	Up to 10,80,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] lakhs	August 10, 2024

In-principle Listing Approvals

We have received in principle approval from the NSE vide its letter dated February 6, 2025 to use the name of NSE in the Red Herring Prospectus for listing of our Equity Shares on EMERGE Platform of National Stock Exchange of India Limited. National Stock Exchange of India Limited is the Designated Stock Exchange for the purpose of this Offer.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoter, our Directors, the members of the Promoter Group and selling shareholder or person in control of the Promoter 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/court as on the date of this Red Herring Prospectus.

Prohibition by RBI

Neither our Company or Promoter nor our Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

Neither our Company and none of our Promoter or Directors have been declared as a fraudulent borrower by any bank, financial institution or lending consortium, in accordance with the 'Master Directions on Fraud-Classification and Reporting by commercial banks and select FIs' dated July 1, 2016, as updated, issued by the RBI.

Directors associated with the Securities Market

None of our Directors are associated with securities market related business. There are no outstanding actions initiated by SEBI in the last five years preceding the date of the Red Herring Prospectus against our Directors.

Confirmation w.r.t. compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoter, members of the Promoter Group, and the Selling Shareholder, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable to them, as on the date of this Red Herring Prospectus. Further, in view of the General Circular No. 07/2018 dated September 06, 2018, and General Circular No. 08/2018 dated September 10, 2018 issued by the Ministry of Corporate of Affairs, Government of India ("MCA"), our Company, selling shareholder, our Promoter and our Promoter Group will ensure compliance with the SBO Rules, upon notification of the relevant forms, as may be applicable to them.

Eligibility for the Offer

Our Company is an "**Unlisted Company**" in terms of the SEBI (ICDR) Regulation; and this Offer is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.

This Offer is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our Company whose post offer face value capital will be more than ten crores rupees and up to twenty-five crore rupees, shall offer shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("**SME Exchange**"), in this case being the EMERGE Platform of National Stock Exchange of India Limited i.e. NSE EMERGE).

We confirm that:

1. In accordance with regulation 260 of the SEBI ICDR Regulations, this Offer will be 100% underwritten and shall not restrict to the minimum subscription level. The Book Running Lead Manger shall underwrite at least 15% of the total Offer size. For further details pertaining to underwriting please see section titled "*General Information*" beginning on page 59 of this Red Herring Prospectus.

2. In accordance with Regulation 268(1) of the SEBI ICDR Regulations, we shall ensure that the total number of proposed allottees in the Offer is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within four (4) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013 shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.

3. We have filed Draft Red Herring Prospectus with Stock Exchange. Further, pursuant to sub regulation (5) of regulation 246 of the SEBI ICDR Regulations, the copy of Red Herring Prospectus shall also be furnished to the SEBI and ROC in a soft copy. However, SEBI shall not issue any observation on the Red Herring Prospectus in terms of Regulation 246 of SEBI ICDR.

4. In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Book Running Lead Manager and hereby confirm to enter into an agreement with the Market Maker to ensure compulsory market making for the minimum period of three (3) years from the date of listing of equity shares offered in this Offer. For further details of the market making arrangement please see section titled *"General Information"* beginning on page 59 of this Red Herring Prospectus.

   Our Company was incorporated as 'ATC Energies System Private Limited', as a private limited company under the Companies Act, 2013, pursuant to the certificate of incorporation issued by the Registrar of Companies on September 2, 2020. The name of our Company was subsequently changed to 'ATC Energies

System Limited', upon conversion into a public company, pursuant to a board resolution dated February 20, 2024 and a shareholders resolution dated February 21, 2024 and a fresh certificate of change of name was issued on May 1, 2024 by the RoC.

As per Regulation 229 (3) of the SEBI ICDR Regulations and NSE Circular dated August 22, 2024, bearing reference number NSE/SME/63532 our Company satisfies track record and/or other additional eligibility conditions of SME platform of the NSE in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

a. The Offeror should be a company incorporated under the Companies Act 1956/ 2013

Our Company was incorporated on September 2, 2020 under the Companies Act, 2013.

b. The post Offer paid up capital of the Company

The present paid-up capital of our Company is ₹ 1,606.50 lakhs and we are proposing Offer up to 54,03,600 equity shares of face value of ₹ 10 each ("equity shares") of the Company for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) ("offer price") aggregating up to ₹ 540.36 lakhs comprising a Fresh Issue of up to 43,23,600 equity shares of face value ₹ 10 each aggregating up to ₹ 432.36 lakhs by our company ("fresh issue") and an offer for sale of up to 10,80,000 equity shares of face value ₹ 10 each aggregating up to ₹ 108.00 lakhs by our selling shareholder. Hence, our Post Offer Paid up Capital will be approximately up to ₹ 2,038.86 lakhs which will be less than ₹ 25 Crore.

c. Our Company has a positive Free cash flow to Equity (FCFE) in 2 out of 3 preceding financial years (as calculated below) in accordance with NSE Circular having reference no. 03/2024 dated August 22, 2024.

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Cash flow from Operations*	264.18	264.74	133.33
(-) Purchase of Fixed Assets $	(50.63)	(112.47)	(638.59)
(+) Net Borrowings #	(8.18)	(121.57)	698.81
(-) Interest x (1-T) ^	(44.29)	(35.88)	(15.99)
Free cash flow to Equity	172.17	2.18	181.15

** Cash Generated from Operating Activities – Income Tax paid i.e. Net Cash flow from operating Activities.*

$ Purchase of Property, plant, and equipment (PPE) (including Capital Work in Progress (CWIP)) – Sale proceeds of PPE, CWIP + Capita; Advances

 # Proceeds from Long-Term Borrowings – Repayments of Long-Term Borrowings + Proceeds from Short-Term Borrowings – Repayments of Short-term Borrowings

^ Interest Expense on Total (i.e, Long term as well as short term) borrowings x (1 – T^^)

^^ T being Effective Tax Rate for the Company: Effective Tax Rate calculated as [1-(PAT/PBT)]

d. Track Record

Our Company was originally incorporated on September 2, 2020 under the Companies Act, 2013 vide a certificate of incorporation by the Registrar of Companies, Manesar ("RoC"). Therefore, we are in compliance with the criteria of having track record of three years as on date of filing of this Red Herring Prospectus.

e. The company/entity should have operating profit (earnings before other income, interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive.

The Company has operating profit (earnings before other income, interest, depreciation and tax) from operations for at least 2 financial years preceding the application and its net worth is positive.

Our Company's net worth and Operating profits, based on the Restated Financial Statements included in this Red Herring Prospectus the last three Fiscals ended March 31, 2024, March 31, 2023, and March 31, 2022 are set forth below:

From the Restated Financial Statements

(₹ in lakhs)

Particulars	**For the Financial Years**		
	March 31, 2024	**March 31, 2023**	**March 31, 2022**
Operating Profit *(Earning before* other income, interest, depreciation, extraordinary items and tax*)*	1,516.35	1,148.80	1,592.34

Particulars	**As at**		
	March 31, 2024	**March 31, 2023**	**March 31, 2022**
Share Capital	1,606.50	255.00	255.00
Add: Reserves & Surplus	1,703.63	1,965.97	1,190.41
Net worth	3,310.13	2,220.97	1,445.41

(a) The Company has not been referred to Board for Industrial and Financial Reconstruction.

(b) No Petition for winding up is admitted by the court or a liquidator has not been appointed of competent jurisdiction against the Company.

(c) No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past three years against the Company.

(d) Our Company has a website: www.atcgroup.co.

Other Disclosures:

(a) We have disclosed all material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of Promoter/promoting Company(ies), group Company(ies), subsidiaries companies promoted by the Promoter/promoting Company(ies) of the applicant Company in the Red Herring Prospectus.

(b) There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, Promoter/promoting Company(ies), Company(ies), companies promoted by the Promoter/promoting Company(ies) during the past three years. An auditor's certificate will be provided by the Offeror to the exchange, in this regard.

(c) We have disclosed the details of the applicant, Promoter/Promoting Company(ies), Group Company(ies), subsidiaries, companies promoted by the Promoter/promoting Company(ies) litigation record, the nature of litigation, and status of litigation. For details, please refer the chapter "*Outstanding Litigation & Material Developments*" on page 204 of this Red Herring Prospectus.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- The Draft Red Herring Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the NSE EMERGE platform. NSE is the Designated Stock Exchange.

- To facilitate trading in demat securities; the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

    a. Tripartite agreement dated April 10, 2024 with NSDL, our Company and Registrar to the Offer;

    b. Tripartite agreement dated April 1, 2024 with CDSL, our Company and Registrar to the Offer.

The Company's shares bear an ISIN: INE0V0Q01019

- The entire pre-offer capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.

- The entire Equity Shares held by the Promoter are in dematerialize form.

- The entire fund requirement is to be funded from the proceeds of the Offer, there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Offer. The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. For details, please refer the chapter "*Objects of the Offer*" on page 83 of this Red Herring Prospectus.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

A. Neither our Company nor our Promoter, members of the Promoter Group or our Directors are debarred from accessing capital markets by the SEBI.

B. None of our Promoter or Directors is a promoter or director of companies which are debarred from accessing the capital markets by the SEBI.

C. Neither our Company nor our Promoter or Directors are willful defaulters or fraudulent borrowers.

D. None of our Promoter or Directors has been declared as fugitive economic offender under Economic Offenders Act, 2018.

We further confirm that we shall be complying with all the other requirements as laid down for such Offer under Chapter IX of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

In accordance with regulation 268 (1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Offer are greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within four days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of four days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, INDORIENT FINANCIAL SERVICES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED 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 THE RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, INDORIENT FINANCIAL SERVICES LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, INDORIENT FINANCIAL SERVICES LIMITED, HAS FURNISHED TO SEBI IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE RED HERRING PROSPECTUS.

Note:

All legal requirements pertaining to the Offer will be complied with at the time of registration of the Red Herring Prospectus with the Registrar of Companies, Maharashtra at Mumbai in terms of Section 26 and 32 of the Companies Act, 2013.

DISCLAIMER CLAUSE OF THE SELLING SHAREHOLDER

THE SELLING SHAREHOLDER WILL BE RESPONSIBLE FOR THE RESPECTIVE STATEMENTS CONFIRMED OR UNDERTAKEN BY IT IN THIS RED HERRING PROSPECTUS IN RELATION TO ITSELF AND ITS RESPECTIVE PORTION OF THE OFFERED SHARES

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC including in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the RoC including in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, our Directors and the BRLM

Our Company, our Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in the Red Herring Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website, www.atcgroup.co would be doing so at his or her own risk.

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement entered into between BRLM/ the Underwriters and our Company, along with the Market Maker Agreement entered into among the Market Maker, BRLM and our Company..

All information will be made available by the Book Running Lead Manager, Underwriters and our Company to the public and bidders at large and no selective or additional information would be available for any section of the bidders in any manner whatsoever including at road shows, presentations, in research or sales reports etc. We shall not be liable to the Bidders for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Our Company and the Book Running Lead Manager shall not be liable to the Bidders for any failure in downloading the Bids due to faults in any software/hardware system or otherwise.

Caution

Bidders will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approval to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approval to acquire Equity Shares. Our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any bidders on whether such bidder is eligible to acquire Equity Shares.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company and their respective 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 and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as

specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of ₹ 2,500 Lakhs, pension funds with minimum corpus of ₹ 2,500 Lakhs and the National Investment Fund, and permitted non- residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Red Herring Prospectus does not, however, constitute an invitation to purchase shares issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Red Herring Prospectus has been filed with National Stock Exchange of India Limited for its observations and National Stock Exchange of India Limited shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be Offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Red Herring Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE EMERGE PLATFORM OF NSE

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/4616 dated February 06, 2025, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1993

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Issued and sold (i) in the United States only to "qualified institutional buyers", as defined in 205 Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those Issues and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Listing

Application will be made to the "National Stock Exchange of India Limited" for obtaining permission to deal in and for an official quotation of our Equity Shares. National Stock Exchange of India Limited will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The National Stock Exchange of India Limited has given its in-principle approval for using its name in the Offer Document vide its letter no. NSE/LIST/4616 dated February 06, 2025.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE, the Company shall refund through verifiable means the entire monies received within Four days of receipt of intimation from Stock Exchange rejecting the application for listing of specified securities, and if any such money is not repaid within four day after the company becomes liable to repay it the company and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the EMERGE Platform of National Stock Exchange of India Limited mentioned above are taken within three Working Days from the Offer Closing Date.

Consents

Consents in writing of: (a) the Directors, the Promoter, the Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor & Peer Reviewed Auditor, Book Running Lead Manager, Legal Advisor to the Offer, Registrar to the Offer have been obtained; and (b) Banker(s) to the Company, Underwriters, Market Maker, Public Offer Bank / Banker to the Offer and Refund Banker to the Offer and Sponsor Bank to act in their respective capacities has been obtained and shall be filed along with a copies of the Red Herring Prospectus and

Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus and Prospectus for registration with the RoC, Maharashtra at Mumbai. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Red Herring Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC, Maharashtra, Mumbai.

Expert opinion

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

Our Company has received written consent from our Statutory Auditors holding a valid peer review certificate from ICAI to include their name in this Red Herring Prospectus as an "expert" as defined under Section 2(38) read with Section 26 of the Companies Act 2013 to the extent and in their capacity as the statutory auditor of our Company and in respect of their examination report on our Restated Financial Information dated March 17, 2025 and in respect of the statement of special tax benefits dated March 17, 2025. The consent has not been withdrawn as of the date of this Red Herring Prospectus. The term "experts" and consent thereof does not represent an expert or consent within the meaning under the U.S. Securities Act.

In addition, our Company has received written consent dated August 22, 2024 from Mayur Choukse – Proprietor of Architectural Firm: Aarambh Design Studio, as independent Architect to include his name as an "expert" as defined under Section 2(38) and other applicable provisions of the Companies Act, 2013 in respect of the cost assessment report dated August 22, 2024, issued towards a) refurbishment, civil and upgradation works at our Noida factory b) IT equipment installation and upgradation works at our factories located in Noida and Vasai as well as our registered office in Andheri, Mumbai and such consent has not been withdrawn as on the date of this 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 also received a written consent dated September 21, 2024 from Aditya Kaushik – Proprietor of Engineering Firm: Point Solutions, as a Chartered Engineer to include its name as an "expert" as defined under Section 2(38) and other applicable provisions of the Companies Act, 2013 in respect of the 'Plant Capacity Utilization' certificate dated September 21, 2024, to determine the installed and production capacity of the Company's Manufacturing Facilities located in Vasai, Mumbai and Noida. Such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"*Any person who—*

a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name*

d) *shall be liable for action under Section 447."*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 10.00 lakhs crore or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹10.00 lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5.00 lakhs or with both.

Particulars regarding public or rights issues undertaken by our Company during the last five years

Except as disclosed in the section entitled "*Capital Structure*" on page 71, there have been no public issues or rights issues undertaken by our Company during the five years immediately preceding the date of this Red Herring Prospectus.

Commission or brokerage on previous issues during 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 in the five years preceding the date of this Red Herring Prospectus.

Capital Issues in the preceding three years

Except as disclosed in the section entitled "*Capital Structure*" on page 71, our Company has not made any capital issues during the three years immediately preceding the date of this Red Herring Prospectus. None of our Group Companies are listed on any stock exchange. Accordingly, none of our Group Companies have made any capital issues during the three years immediately preceding the date of this Red Herring Prospectus.

Performance *vis-à-vis* objects - Public/ rights issue of our Company

Except as disclosed in the section entitled "*Capital Structure*" on page 71, our Company has not undertaken any public, including any rights issues to the public in the five years immediately preceding the date of this Red Herring Prospectus.

Performance *vis- à-vis* objects: Public/ rights issue of the listed Subsidiaries and listed Promoter

As on the date of this Red Herring Prospectus our Company does not have a corporate promoter or a listed subsidiary.

Outstanding Debentures, Bonds, Redeemable Preference Shares and Other Instruments issued by the Company

The Company has no outstanding debentures or bonds. The Company has not issued any redeemable preference shares or other instruments in the past.

Price information of past issued handled by the BRLM

Sr. No.	Issue Name	Board	Issue Size (₹ in	Issue Price (in ₹)	Listing Date	Opening price on listing	+/- % change in closing price, [+/- % change in closing benchmark]

			crores)			date (in ₹)	30th calendar days from listing	90th calendar days from listing	180th calendar days from listing
1	Secmark Consultancy Limited	SME*	15.04	135.00	October 1, 2020	134.00	-53.52 [2.37]	-61.26 [23.04]	-57.63 [26.65]
2	eMudhra Limited	Main Board	412.79	256.00	June 1, 2022	271.00	-1.52 [-4.27]	40.66 [4.68]	22.13 [12.48]
3	Techknowgreen Solutions Limited	SME	16.71	86.00	September 27, 2023	87.00	99.01 [-4.49]	232.97 [7.54]	119.77 [10.15]
4	New Jaisa Technologies Limited	SME	39.93	47.00	October 5, 2023	71.00	186.17 [-1.61]	194.79 [10.85]	107.02 [14.92]
5	Canarys Automation Limited	SME	47.03	31.00	October 11, 2023	43.45	37.26 [-2.10]	38.23 [8.59]	5.81 [13.64]
6	Plada Infotech Services Limited	SME	12.35	48.00	October 13, 2023	59.00	-10.52 [-1.65]	-10.21 [9.46]	-39.48 [14.64]
7	Chatha Foods Limited	SME	33.39	56.00	March 27, 2024	73.00	73.21 [1.84]	76.89 [5.95]	109.82% [15.82%]
8	Yash Highvoltage Limited	BSE	110.01	146.00	December 19, 2024	277.40	75.75% [-3.28%]	NA	NA
9	EMA Partners India Limited	NSE	76.01	124.00	January 24, 2025	156.50	0.36% [-1.28%]	NA	NA

Source: www.bseindia.com, www.nseindia.com

** Migrated to main board*

Summary statement of price information of past issues

Financial Year	Total No. of IPOs	Total Amount of Fund Raised in Crores	No. of IPOs trading at discount-30th Calendar days from listing			No. of IPOs trading at premium-30 days from the listing			No. of IPOs trading at discount-180 days from the listing			No. of IPOs trading at Premium-180 days from the listing		
			Over 50%	Between 25% to 50%	Less than 25%	Over 50%	Between 25% to 50%	Less than 25%	Over 50%	Between 25% to 50%	Less than 25%	Over 50%	Between 25% to 50%	Less than 25%
2020 - 2021	1 [SME] *	15.04	1	-	-	-	-	-	1	-	-	-	-	-
2022 – 2023	1 [Main Board]	412.79	-	-	1	-	-	-	-	-	-	-	-	1

2023 – 2024	5 [SME]	149.41	-	-	1	3	1	-	-	1	-	3	-	1
2024-2025	2 [SME]	186.02	-	-	-	1	-	1	-	-	-	-	-	-

**Migrated to mainboard*

Stock market data of the Equity Shares

As the Offer is the initial public offering of the Equity Shares, the Equity Shares are not listed on any stock exchange as on the date of this Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for redressal of Investor Grievances

The agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three (3) years from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Offer for redressal of their grievances. All grievances relating to this Offer may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the bidder, UPI Id (if applicable), number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant / Bidder, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA Bidders.

Further, none of our Group Companies are listed on any stock exchange and we do not have any subsidiary, so disclosure regarding mechanism for redressal of investor grievances for our subsidiary companies are not applicable.

Disposal of Investor Grievances by our Company

Our Company has constituted a Stakeholders' Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and offer of duplicate shares. For details, please refer to the chapter titled "*Our Management*" beginning on page 166 of this Red Herring Prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB (in case of ASBA Bidders) or Sponsor Bank (in case of UPI Mechanism) or for redressal of routine investor grievances including through SEBI Complaint Redress System (SCORES) 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 has appointed Kiran Honnaya Shettigar, as the Company Secretary & Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and Compliance Officer are as follows:

Kiran Honnaya Shettigar
ATC Energies System Limited
Unit No. 3, Plot No. 33, New India Industrial Estate,
Mahal IN AR, off M.C. Road,
Andheri East, Mumbai – 400 093,
Maharashtra, India.

Telephone: +91 7208878270
E-mail: cs@atcgroup.co

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre-offer or post-offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode. Pursuant to press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES".

This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

The Company has obtained authentication on the SCORES and comply with the SEBI circular no. CIR/OIAE/1/2013 dated December 18, 2014 in relation to redressal of investor grievances through SCORES. As on the date of this Red Herring Prospectus there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Red Herring Prospectus.

Selling Shareholder has authorized Company to take all actions in respect of the Offer for Sale; and on its behalf in accordance with Section 28 of the Companies Act, 2013.

Status of Investor Complaints

We confirm that we have not received any investor complaints during the three years preceding the date of this Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Red Herring Prospectus.

Disposal of investor grievances by listed companies under the same management as our Company

We do not have any listed company under the same management.

Tax Implications

Investors who are allotted Equity Shares in the Offer will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchange. For details, please refer the section titled *"Statement of Tax Benefits"* beginning on page 104 of this Red Herring Prospectus

SECTION VII – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of the Draft Red Herring Prospectus, this Red Herring Prospectus, the Prospectus, the abridged prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in Allotment Advices and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Offer.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in this Offer shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and SEBI/HO.CFD/DIL2/CIR/2022/45 dated April 05, 2022, Retail Individual Investors and Non-Institutional Investors making application up t0 ₹ 5 lakhs, applying in public Issue shall use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Further vide the said circular Registrar to the Offer and Depository Participants have been also authorised to collect the Bid cum Application Forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Offer and DPs as and when the same is made available.

The Offer

The Offer comprises of a Fresh Issue and an Offer for Sale by the Selling Shareholder. The expenses for the Offer shall be shared amongst our Company and the Selling Shareholder in the manner specified in "*Objects of the Offer – Offer Expenses*" on page 83.

Authority for the Offer

This Offer of up to 54,03,600 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on dated May 2, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extraordinary General Meeting held on May 6, 2024 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013, which were subsequently ratified by the Board Resolution and Shareholders Resolution dated January 21, 2025 and February 3, 2025, respectively.

Further, our Board and the IPO Committee pursuant to their resolutions, both dated September 24, 2024, approved the Draft Red Herring Prospectus for filing with the Stock Exchange.

Our Company has received an in-principle approval for the listing of our Equity Shares from NSE EMERGE pursuant to their letter dated February 6, 2025.

This Red Herring Prospectus has been approved by our Board and the IPO Committee, both, by way of their resolutions passed on March 18, 2025 for filing with the Stock Exchange and RoC.

Ranking of the Equity Shares

The Equity Shares being Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, 2013, our Memorandum of Association and our Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares, including in respect of the right to receive dividend and voting. The Allottees, upon Allotment of Equity Shares under the Offer, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see "*Description of Equity Shares and Terms of the Articles of Association*" beginning on page 288.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For details, in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of Articles of Association*" beginning on pages 187 and 288, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10 and the Offer Price at the lower end of the Price Band is ₹ 112 per Equity Share ("**Floor Price**") and at the higher end of the Price Band is ₹ 118 per Equity Share ("**Cap Price**"). The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot for the Offer decided by our Company in consultation with the BRLM, as per applicable law and advertised in all editions of English national daily newspaper, The Financial Express and all editions of Hindi national daily newspaper, Jansatta, and Mumbai editions of Marathi regional daily newspaper Prathakal, (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchange for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchange.

The Offer Price shall be determined by our Company (acting through the IPO Committee) in consultation with the BRLM after the Bid/ Offer Closing Date, on the basis of assessment of market demand for the Equity Shares issued and offered by way of Book Building Process.

At any given point of time, there shall be only one denomination for the Equity Shares of our Company, subject to applicable laws. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms available on the website of the Stock Exchange.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;

- Right to vote on a poll either in person or by proxy, or 'e-voting' in accordance with the provisions of the Companies Act, 2013;

- Right to receive offers for rights shares and be allotted bonus shares, if announced;

- Right to receive any surplus on liquidation, subject to any statutory and other preferential claim being satisfied;

- Right of free transferability, subject to applicable laws including any RBI rules and regulations and foreign exchange regulations; and

- 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 the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of Articles of Association*" on page 288.

Allotment only in dematerialised form

As per the provisions of the Depositories Act, 1996 and the regulations made under, and Section 29 of the Companies Act, 2013 the Equity Shares shall be allotted only in dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchange.

In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Offer:

- Tripartite Agreement dated April 1, 2024, among CDSL, our Company and the Registrar to the Offer.

- Tripartite Agreement dated April 10, 2024, among NSDL, our Company and the Registrar to the Offer.

Minimum Application Value, Market Lot and Trading Lot

In accordance with Regulation 267(2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less then ₹ 1,00,000/- (Rupees One Lakh) per application.

The trading of the Equity Shares will happen in the minimum contract size of 1200 Equity Shares and the same may be modified by the NSE (EMERGE platform of NSE) from time to time by giving prior notice to investors at large. For further details, see "*Offer Procedure*" beginning on page 245.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of 1200 Equity Shares is subject to a minimum allotment of 1200 Equity Shares to the successful Bidders in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

In accordance with Regulation 268 of the SEBI ICDR Regulations, the minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will

be made pursuant to this Offer and the monies blocked by the SCBs shall be unblocked within 4 working days of closure of the Offer.

Compliance with SEBI ICDR Regulations and disclosure and accounting norms

Our Company shall comply with all requirements of the SEBI ICDR Regulations. Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

The courts of Maharashtra at Mumbai, India will have exclusive jurisdiction in relation to this Offer.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Period of operation of subscription list:

See "*Bid/Offer Programme*" on page 233.

Nomination facility to Investors

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 such person would be entitled if they were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A 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 and Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a. to register himself or herself as the holder of the Equity Shares; or
b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, 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 dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Offer

In accordance with SEBI ICDR Regulations, the Company in consultation with the BRLM, reserve the right to not proceed with the Offer, in whole or part thereof, to the extent of their respective portion of Offered Shares after the Bid/Offer Opening Date but before the Allotment. In the event that our Company in consultation with the BRLM, decide not to proceed with the Offer, our Company shall issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Offer. In such event, the BRLM through the Registrar to the Offer shall notify the SCSBs and the Sponsor Bank, 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. Our Company shall also inform the same to the Stock Exchange on which the Equity Shares are proposed to be listed. If the Offer is withdrawn after the designated date, amounts that have been credited to the Public Offer Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC.

If our Company in consultation with the Book Running Lead Managers withdraw the Offer after the Bid/Offer Closing Date and thereafter determines that it will proceed with a public offering of Equity Shares, our Company shall file a fresh draft red herring prospectus with the Stock Exchange.

Bid/Offer Programme

BID/OFFER OPENS ON	Tuesday, March 25, 2025[(1)]
BID/OFFER CLOSES ON	Thursday, March 27, 2025[(2)#]

1. *Our Company in consultation with the BRLM, may consider participation by Anchor Investors in accordance with SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.*
2. *Our Company in consultation with the BRLM, may consider closing the Bid/Offer Period for QIBs one working day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

Note:

- *In terms of regulation 265 of SEBI ICDR Regulation, 2018, the offer shall remain open after at least three working days from the date of filing the Prospectus with the Registrar of Companies.*
- *In terms of regulation 266(1) of SEBI ICDR Regulation, 2018, except as otherwise provided in these regulations, the offer shall be kept open for at least three working days and not more than ten working days.*

- *In terms of regulation 266(2) of the SEBI ICDR Regulation, 2018, In case of a revision in the price band, the offeror shall extend the bidding (offer) period disclosed in the Red Herring Prospectus, for a minimum of three working days, subject to the provision of sub-regulation (1) is not applicable to our company as this is a fixed price.*
- *In terms of regulation 266(3) of SEBI ICDR Regulation, 2018, In case of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the offer period disclosed in the Red Herring Prospectus, for a minimum period of three working days, subject to the provision of sub-regulation 266(1).*

 # UPI mandate end time and date shall be at 5:00pm on Bid/Offer Closing Date, i.e., on March 27, 2025.

An indicative timeline in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about March 28, 2025
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about April 01, 2025
Credit of Equity Shares to demat accounts of Allottees	On or about April 01, 2025
Commencement of trading of the Equity Shares on the Stock Exchange	On or about April 02, 2025

** In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date for cancelled/ withdrawn/ deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/deletion is placed in the Stock Exchange bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding 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 responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, and the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the relevant intermediaries, to the extent applicable.*

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the UPI Circulars.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, our Selling Shareholder or the BRLM.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within the time prescribed under applicable law, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. The Selling Shareholder confirms that he shall extend such reasonable support and cooperation in relation to his portion of the Offered Shares for completion of the necessary formalities for listing and commencement of trading of the Equity

Shares at the Stock Exchange within three Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by SEBI.

The time for applying for Retail Individual Applicants on Bid/ Offer Closing Date maybe extended in consultation with the BRLM, RTA and NSE taking into account the total number of applications received up to the closure of timings.

SEBI is in the process of streamlining and reducing the post offer timeline for IPOs. Any circulars or notifications from SEBI after the date of the Red Herring Prospectus may result in changes to the above-mentioned 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 and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts)–For Retail Individual Bidders	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 where Bid Amount is up to ₹ 0.50 million)	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. and up to 5.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIIs	Only between 10.00 a.m. and up to 5.00 p.m. on Bid/ Offer Closing Date

***UPI mandate end time and date shall be at 5:00 p.m. on Bid/ Offer Closing Date.*

[#]QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

On the Bid/ Offer Closing Date, Bids shall be uploaded until:

a) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

b) 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by RIBs.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchange only for uploading Bids received by Retail Individual Bidders, after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchange. The SCSB's shall unblock such applications by the closing

hours of the Working Day and submit a confirmation in respect thereof to the BRLM and the Registrar to the Offer on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

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

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchange. Bids and revisions by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchange.

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the change on the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

None among our Company and the Selling Shareholder is liable for any failure in uploading the Bids due to faults in any software/ hardware system or the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank(s) on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

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

Minimum Subscription

This Offer is not restricted to any minimum subscription level and is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the Offer through the Offer Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the Offer, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260(1) of the SEBI ICDR Regulations, our Offer shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Offer through the Red Herring Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268 of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted, will not be less than 50 (Fifty).

Further, in accordance with Regulation 267(2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI ICDR Regulations, our Company may migrate to the Main board of NSE from the NSE EMERGE on a later date subject to the following:

- I*f the Paid-up Capital of our Company is likely to increase above ₹2,500 lakhs by virtue of any further issue of capital by way of rights issue, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the Main Board), our Company shall apply to The National Stock Exchange of India Limited for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

OR

- *If the Paid up Capital of our company is more than ₹1,000 Lakhs but below ₹2,500 lakhs, our Company may still apply for migration to the Main Board and if the Company fulfils the eligible criteria for listing laid by the Main Board and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholder against the proposal.*

  Any company desiring to migrate to the Main board from the SME Board within two years of listing on EMERGE Platform of NSE has to fulfill the following conditions:

a. *The increase in post Offer face value capital beyond ₹ 2500 Lakhs should arise only because of merger/acquisition or for expansion purposes.*
b. *The company should have a minimum turnover of ₹ 10,000 Lakhs as per last audited financials and market capitalization of ₹ 10,000 Lakhs.*
c. *The company should have a minimum profit before tax of ₹ 10,000 Lakhs for two years out of three preceding years.*
d. *There should not be any action against the company by any regulatory agency at the time of application for migration.*

The migration policy of NSE was intimated vide circular bearing Re. No. : NSE/SME/26110 dated March 10, 2014, which was revised vide circular bearing Ref. No. NSE/SME/37551 dated April 18, 2018, NSE/SME/47077 dated January 21, 2021 and NSE/SME/56427 dated April 20, 2023. The NSE has further reviewed the existing eligibility criteria and revised the migration policy from SME Platform of NSE-to-NSE Main Board vide circular bearing Ref. No. NSE/SME/61057 dated March 07, 2024 which is effective from April 01, 2024.

Market Making:

The shares issued through this Offer are proposed to be listed on the NSE EMERGE with compulsory market making through the registered Market Maker of the Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on NSE EMERGE. For further details of the market making arrangement agreement entered into between the Company, the Book Running Lead Manager and the Market Maker please see section titled "*General Information*" beginning on page 59 of this Red Herring Prospectus.

Arrangements for Disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of 1200 Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of SEBI ICDR Regulations the Market Maker shall buy the entire shareholding of a shareholder in one lot, where the value of such shareholding is less than the minimum contract size allowed for trading on NSE EMERGE.

Option to receive Securities in Dematerialised Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Offer shall be allotted only in dematerialized form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange. Bidders will not have the option of Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

As per the extent Guideline of the Government of India, OCBs cannot participate in this Offer:

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Application by Eligible NRI's, FPI's, VCF's, AIF's registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, lock-in of the Promoters' minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 71 and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see "*Description of Equity Shares and Terms of Articles of Association*" beginning on page 288.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Red Herring Prospectus with the RoC publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in one widely circulated English language national daily newspaper, one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for does not exceed the applicable limits under laws and regulations.

OFFER STRUCTURE

This Offer is being made in terms of Regulation 229 (2) of Chapter IX of SEBI ICDR Regulations as amended from time to time, whereby, an issuer whose post offer face value capital is more than ₹1,000 lakhs and up to ₹2,500 lakhs, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("**SME Exchange**", in this case being the NSE EMERGE). For further details regarding the salient features and terms of such an issue please refer sections title "*Terms of the Offer*" and "*Offer Procedure*" on page 229 and 245 of this Red Herring Prospectus.

The Offer of up to 54,03,600 Equity Shares of face value of ₹10 each fully paid (the "**Equity Shares**") for cash at a price of ₹ [●] per Equity Shares (including a share premium ₹ [●] per Equity Share) aggregating up to ₹[●] lakhs ("The Offer") comprising a Fresh Issue of up to 43,23,600 equity shares of face value of ₹ 10 each fully paid aggregating up to ₹ [●] lakhs and an Offer for Sale of up to 10,80,000 Equity shares of face value of ₹ 10 each fully paid aggregating up to ₹ [●] lakhs by Sandeep Gangabishan Bajoria ("**Selling Shareholder**"), upto 2,71,200 Equity Shares of ₹ 10 each will be reserved for subscription by Market Maker ("**Market Maker Reservation Portion**") and a Net Offer to public of 51,32,400 Equity Shares of face value of ₹ 10 each fully paid up is hereinafter referred to as the Net Offer. The Offer and the Net Offer will constitute [●] % and [●] % respectively of the post offer paid up Equity Share Capital of our Company. The Offer is being made through the Book Building Process.

Particulars of the Offer [(2)]	**QIBs** [(1)]	**Non-Institutional Bidders**	**Retail Individual Bidders**	**Market Reservation Portion**
Number of Equity Shares available for Allotment/allocation	Not more than 15,39,600 Equity Shares	Not less than 17,96,400 Equity Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than 17,96,400 Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders	Up to 2,71,200 Equity Shares
Percentage of Offer size available for Allotment/allocation	Not more than 30% of the Net Offer shall be available for allocation to QIBs. However, upto 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion	Not less than 15% of the Net Offer or the Offer less allocation to QIBs and Retail Individual Bidders will be available for allocation	Not less than 35% of the Net Offer or the Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation	Up to 5.02% of the Offer Size.

Particulars of the Offer [(2)]	QIBs [(1)]	Non-Institutional Bidders	Retail Individual Bidders	Market Reservation Portion
	(excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs			
Basis of Allotment/allocation if respective category is oversubscribed[(3)]	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to 31,200 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) up to 5,85,600 Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (i.e. up to 9,22,800 Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	The allotment to each Non-Institutional Bidders shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis, in accordance with the conditions specified in the SEBI ICDR Regulations subject to: a. one third of the portion available to Non-Institutional Bidders being up to 5,98,800 Equity Shares are reserved for Bidders Biddings more than ₹ 0.20 million and up to ₹1.00 million; b. two third of the portion available to Non-Institutional Bidders being up to 11,97,600 Equity Shares are reserved for Bidders Bidding	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, "*Offer Procedure*" on page 245.	Firm Allotment

Particulars of the Offer [(2)]	QIBs [(1)]	Non-Institutional Bidders	Retail Individual Bidders	Market Reservation Portion
		more than ₹1.00 million. Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other category.		
Mode of allotment	Compulsorily in dematerialised form			
Minimum Bid Size	Such number of Equity Shares and in multiples of 1,200 Equity Shares so that the Bid Amount exceeds ₹ 2,00,000	Such number of Equity Shares and in multiples of 1,200 Equity Shares so that the Bid Amount exceeds ₹ 2,00,000	Such number of Equity Shares in multiples of 1,200 Equity Shares so that the Bid Amount does not exceed ₹2,00,000	2,71,200 Equity Shares
Maximum Bid Size	Such number of Equity Shares in multiples of 1,200 Equity Shares so that the Bid does not exceed the size of the Net Offer (excluding the Anchor portion), subject to applicable limits.	Such number of Equity Shares in multiples of 1,200 Equity Shares so that the Bid does not exceed the size of the Net Offer (excluding the QIB Portion), subject to applicable limits	Such number of Equity shares in multiples of 1,200 Equity Shares so that the Bid size does not exceed the size of the Net Offer (excluding the QIB Portion), subject to applicable limits.	2,71,200 Equity Shares
Trading Lot	1,200 Equity Shares and in multiples thereof	1,200 Equity Shares and in multiples thereof	1,200 Equity Shares and in multiples thereof	1,200 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Who can apply [(4)(5)(6)]	Public financial institutions as per Companies Act, scheduled commercial banks, multilateral and bilateral	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific	Resident Indian individuals, eligible NRIs and HUFs (in the name of the karta)	Market Maker

Particulars of the Offer [(2)]	QIBs [(1)]	Non-Institutional Bidders	Retail Individual Bidders	Market Reservation Portion
	development financial institutions, Mutual Funds, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, state industrial development corporation, insurance company registered with IRDAI, provident funds with minimum corpus of ₹ 2500 lakhs, pension funds with minimum corpus of ₹ 2500 lakhs, National Investment Fund set up by the GoI, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs	institutions, societies, and trusts and any individuals, corporate bodies and family offices which are re-categorised as category II FPI (as defined in the SEBI FPI Regulations) and registered with SEBI.		
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(7)]			
Mode of Bidding	Only through the ASBA process (except for Anchor Investors). In case of UPI Bidders, ASBA process will include the UPI Mechanism.			

This Offer is being made in terms of Chapter IX of the SEBI ICDR Regulations, 2018, as amended from time to time.

1. *Our Company in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For details, see "Offer Procedure" on page 245.*
2. *In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Offer for at least 25% of the post offer paid-up Equity share capital of the Company. This Offer is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations. For further details, please see "Terms of the Offer" on page 229.*
3. *Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws*
4. *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. 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.*

5. *Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the members of the Syndicate, 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.*
6. *Bids by FPIs with certain structures as described under "Offer Procedure – Bids by FPIs" on page 261 and having the 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 the same PAN) may be proportionately distributed.*
7. *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.*

The Bids by FPIs with certain structures as described under *"Offer Procedure - Bids by FPIs"* on page 261 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.

If the Bid is submitted in joint names, 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 depository account held in joint names. The signature of only the 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. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Withdrawal of the Offer

In accordance with SEBI ICDR Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Offer at any time before the Offer Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Offer after Offer Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Offer. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional (Marathi) newspaper.

The Book Running Lead Manager, through the Registrar to the Offer, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Offer after the Offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of the Red Herring Prospectus with the ROC.

OFFER PROCEDURE

All Bidders should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 (the General Information Document) and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Book Running Lead Manager. Please see the relevant provisions of the General Information Document which are applicable to the Offer.

Additionally, all Bidders may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Bidders eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for Bidders applying through ASBA process and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid Cum Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Bid Cum Application Form; (x) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021, SEBI circular (SEBI/HO/CFD/DIL2/P/CIR/2021/570) dated June 2, 2021, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/51) dated April 20, 2022, SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard from time to time ("UPI Circulars") has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 5 Lakhs shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). The Registrar and SCSBs will comply with any additional circulars or other Applicable Law, and the instructions of the BRLM, as may be issued in connection with this circular. Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the revised timeline of T+3 days had been made applicable in two phases i.e. (i) voluntary for all public issues opening on or after September1, 2023; and (ii)mandatory on or after December 1, 2023 ("T+3 Notification"). The Offer has been undertaken pursuant to the processes and procedures as notified in the T+3 Notification under Phase III on a mandatory basis, subject

to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

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, in accordance with the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, 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 BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager shall not be held liable for any amendment, modification or change in applicable law, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Applications are submitted in accordance with the applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus and the Prospectus.

This section applies to all the Bidders, please note that all the Bidders are required to make payment of the Full Bid Amount along with the Bid cum Application Form.

Phase implementation of Unified Payments Interface

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the "UPI Circulars") in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

Phase I: This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Bidder had the option to submit the Bid cum Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds

will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Phase III: The commencement period of Phase III is notified pursuant to SEBI press release bearing number 12/2023 and as per the SEBI Circular No. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, where the revised timeline of T+3 days shall be made applicable in two phases i.e. (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures as notified in the T+3 Notification under Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Offer is being made under Phase III of the UPI (on a mandatory basis)

Pursuant to the UPI Circulars, SEBI has set out specific requirements for the redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the SEBI UPI Circular include the appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked not later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints in this regard, the relevant SCSB as well as the post–Offer BRLM will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuer will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchange and National Payments Corporation of India (NPCI) in order to facilitate collection of requests and / or payment instructions of the Retail Individual Bidders into the UPI mechanism.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks make an application as prescribed in Annexure I of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and provide written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders applying in public Offers where the application amount is up to ₹ 5 lakhs shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

- a syndicate member
- a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker")
- a depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- a registrar to the Offer and shares transfer agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity)

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Book Running Lead Manager.

Book Building Procedure

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 252 of SEBI ICDR Regulations, 2018, the Offer is being made for at least 25% of the post-Offer

paid-up Equity Share capital of our Company. The Offer is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchange.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021and September 17, 2021.

BID CUM APPLICATION FORM

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE (www.nseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected.

UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected.

Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centers only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. UPI Bidders using UPI Mechanism, will be required to submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIIs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. Bidders, using the ASBA process to participate in the Offer, must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein. In order to ensure timely information to investors SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked/unblocked.

Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

i. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

ii. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

Anchor Investors are not permitted to participate in the Offer through the ASBA process.

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	**Colour of Bid cum Application Form***
Anchor Investor**	White
Indian Public/ Eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

** Excluding Electronic Bid Cum Application Form*

*** Bid Cum application for Anchor Investor shall be made available at the Office of the BRLM*

Submission and Acceptance of Bid cum Application Form

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Offer, shall submit a completed Bid cum Application Form to any of the following Intermediaries (collectively called "Designated Intermediaries").

Sr. No.	Designated Intermediaries
1	An SCSB, with whom the bank account to be blocked is maintained
2	A syndicate member (or sub-syndicate member)
3	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker")
4	A depository participant ("DP") (whose name is mentioned on the website of stock exchange as eligible for this activity)
5	Registrar to an Offer and share transfer agent (RTA) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid cum Application Form.

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid cum Application Form, in physical or electronic mode, respectively.

Designated Intermediaries shall submit Bid cum Application Forms to SCSBs only.

The upload of all details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the Stock Exchange(s) and may by blocking funds available in the bank account specified in the form, to the extent of the application money specified
For Applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment:	After accepting the Bid cum Application Form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the Bid cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the Bid cum Application Form, respective intermediary shall capture and upload the relevant bid details, including UPI ID, in the electronic bidding system of stock exchange(s). Stock Exchange shall share bid details including the UPI ID

	with Sponsor Bank on a continuous basis, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds. Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than 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.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Banker to the Offer. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Banker to the Offer for analyzing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Pursuant to NSE circular dated July 22, 2022 with reference no. 23/2022 and BSE circular dated July 22, 2022 with reference no. 20220722-30, it has been mandated that Trading Members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹5 lakhs and NII & QIB bids above ₹2 lakhs 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 pm 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 Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Lead Manager in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

The Sponsor Bank 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

Stock exchange(s) shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and resubmission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid cum Application Form to Application Collecting intermediaries, the Application are deemed to have authorised our Company to make the necessary changes in the prospectus, without prior or subsequent notice of such changes to the Bidders.

Participation by the Promoters and Members of the Promoter Group, the BRLM, associates and affiliates of the BRLM and the Syndicate Members and the persons related to the Promoter/Promoter Group/BRLM and the Syndicate Member.

The BRLM and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their respective underwriting obligations. However, the respective associates and affiliates of the BRLM and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLM and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLM nor any persons related to the BRLM can apply in the Offer under the Anchor Investor Portion:

(i). mutual funds sponsored by entities which are associate of the BRLM;

(ii). insurance companies promoted by entities which are associate of the BRLM;

(iii). AIFs sponsored by the entities which are associate of the BRLM; or

(iv). FPIs other than individuals, corporate bodies and family offices which are associate of the BRLM; or

(v). pension funds sponsored by entities which are associate of the BRLM.

For the purposes of the above, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoters or Promoter Group":

a) rights under a shareholders' agreement or voting agreement entered into with the Promoters or Promoter Group;

b) veto rights; or

c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLM" if:

a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

c) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLM.

The Promoters and the members of the Promoter Group, except to the extent of their respective Offered Shares, will not participate in the Offer. Further, persons related to our Promoter and Promoter Group shall not apply in the Offer under the Anchor Investor Portion

Availability of Red Herring Prospectus and Bid cum Application Forms

Copies of the Bid cum Application Form and the Red Herring Prospectus/Prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the Stock Exchange(s), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one (1) day prior to the Bid/ Offer Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM

Who can Bid/ apply?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the RHP for more details:

a) FPIs other than Category III foreign portfolio investor;
b) Category III foreign portfolio investors, which are foreign corporate or foreign individuals only under the Non-Institutional Investors (NIIs) category;
c) Mutual Funds registered with SEBI:
d) VCFs registered with SEBI;
e) FVCIs registered with SEBI
f) Multilateral and bilateral development financial institutions;
g) State Industrial Development Corporations
h) Insurance companies registered with Insurance Regulatory and Development Authority;
i) Provident Funds with a minimum corpus of ₹250 million and who are authorised under their constitution to hold and invest in equity shares;
j) Pension Funds with a minimum corpus of ₹250 million and who are authorised under their constitution to hold and invest in equity shares;
k) National Investment Fund set up by resolution no. F.NO.2/3/2005-DDII dated November 23, 2005 of the GoI, published in the Gazette of India;
l) Insurance funds set up and managed by the army, navy or air force of the Union of India and by the Department of Posts, India;
m) Nominated Investor and Market Maker
n) Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares.
o) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI.
p) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
q) Insurance funds set up and managed by the Department of Posts, India;
r) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
s) Hindu Undivided Families or HUFs, in the individual name of the Karta;
t) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
u) Eligible QFIs;
v) Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and polices applicable to them.

Applications/ Bids not to be made by:

1. Minors (except under guardianship)

2. Partnership firms or their nominees
3. Overseas Corporate Bodies
4. Foreign Nationals (except NRIs)

As per the existing regulations, OCBs are not eligible to participate in this Offer. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Offer provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

The Equity Shares 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, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S Securities Act and referred to in this Red Herring Prospectus as "U.S. QIBs" for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Red Herring Prospectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulations under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

PARTICIPATION BY ASSOCIATES/AFFILIATES OF THE BOOK RUNNING LEAD MANAGER

The Book Running Lead Manager shall not be entitled to subscribe to this Offer in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Book Running Lead Manager may subscribe to Equity Shares in the Offer, either in the QIB Portion and Non-Institutional Category where the allotment is on a proportionate basis 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 BRLM, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoter and Promoter Group can apply in the Offer under the Anchor Investor Portion.

OPTION TO SUBSCRIBE TO THE OFFER

1. Our Company shall allot the specified securities in dematerialised form only. Investors opting for allotment in dematerialised form may get the specified securities rematerialized subsequent to allotment.

2. The Equity Shares, on allotment, shall be traded on stock exchange in demat segment only.

3. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

INFORMATION FOR THE BIDDERS

1) Our Company and the Book Running Lead Manager shall declare the Bid/ Offer Opening Date and Bid/ Offer Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.

2) Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Bid/ Offer Opening Date.

3) Copies of the Bid Cum Application Form along with Abridged Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.

4) Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.

5) Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.

6) Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Bidders whose beneficiary account is inactive shall be rejected.

7) The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Bidder has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.

BIDS BY HUF

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/Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

BIDS BY MUTUAL FUNDS

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

BIDS BY ANCHOR INVESTORS

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Offer for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.

2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹ 200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 200.00 lakhs.

3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and be completed on the same day.

5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
   - where allocation in the Anchor Investor Portion is up to ₹200.00 Lakhs, maximum of 2 (two) Anchor Investors.
   - where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but upto ₹2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor; and
   - where the allocation under the Anchor Investor portion is more than ₹2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto₹2,500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹2,500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor.
6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Bid/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/Offer Opening Date, through intimation to the Stock Exchange.

7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor

Investors within 2 (two) Working Days from the Bid/ Offer Closing Date. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.

9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.

10) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while 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.

11) The BRLM, our Promoter, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.

12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

13) Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

BIDS BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON-REPATRIATION

Bids must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non-Residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a Company). A Bidder in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares issued to the public.

BIDS BY ELIGIBLE NRIs/FII's ON REPATRIATION BASIS

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (NRE) accounts, or Foreign Currency Non-Resident (FCNR) ASBA Accounts, and eligible NRI Bidders applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary (NRO) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs applying on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Pursuant to the provisions of the FEMA regulations, investments by NRIs under the Portfolio Investment Scheme (PIS) are subject to certain limits, i.e., 10.00% of the paid-up equity share capital of the company. Such limit for NRI investment under the PIS route can be increased by passing a board resolution, followed by a special resolution by the shareholders, subject to prior intimation to the RBI. Our Company has not passed any resolution

to increase this limit and hence investments by NRIs under the PIS will be subject to a limit of 10% of the paid-up equity capital of the Company.

BIDS BY FPIs INCLUDING FIIs.

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Offer, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or subaccounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post- Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by our Board followed by a special resolution passed by the shareholders of our Company and subject to prior intimation to the RBI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, 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.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the FPI Regulations, an FPI, by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated Depository Participant under the FPI Regulations is required to be attached along with the Bid cum Application Form, failing which our Company reserves the right to reject the Bid without assigning any reasons thereof.

BIDS BY SEBI REGISTERED VCFS, AIFS AND FVCIS

SEBI VCF Regulations and SEBI FVCI Regulations inter alia prescribe the investment restrictions on the VCFs and FVCIs registered with SEBI. Further, SEBI AIF Regulations prescribe, among others, investment restrictions on AIFs.

Accordingly, the holding by any individual VCF registered with SEBI in one (1) venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering.

Category I and II AIFs cannot invest more than 25% of their corpus in one (1) investee company. A category III AIF cannot invest more than 10% of their investible funds in one (1) investee company. A venture capital fund registered as a category I AIF, as defined in SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not reregistered as an AIF under SEBI AIF Regulations shall continue to be regulated by 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 SEBI AIF Regulations.

Further, according to SEBI ICDR Regulations, the shareholding of VCFs and category I AIFs or FVCI held in a company prior to making an initial public offering would be exempt from lock-in requirements provided that such equity shares held are locked in for a period of at least one (1) year from the date of purchase by such VCF or category I AIFs or FVCI.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency. There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

BIDS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹2,500 Lakhs, a certified copy of 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 reserves the right to accept or reject their Bid in whole or in part, in either case, without assigning any reason thereof.

BIDS BY LIMITED LIABILITY PARTNERSHIP

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject their Application without assigning any reason thereof. Limited liability partnerships can participate in the Offer only through the ASBA process.

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 which our Company reserves the right to reject any Bids by a banking company, without assigning any reason thereof.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the Banking Regulation Act), and the 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 less.

Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company, subject to prior approval of RBI, if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. (iii) hold along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services; or (iv) make any investment in a Category III AIFs and any investment by a bank's subsidiary in a Category III AIF shall be restricted to the regulatory minima prescribed by SEBI. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above.

The banking company is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 as amended; and (iii) investment of more than 10% of the paid-up capital / unit capital in a Category I AIF or Category II AIF.

BIDS BY INSURANCE COMPANIES

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject their Bid without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

(1) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

(2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (i), (ii) and (iii) above, as the case may be. Insurance companies participating in this Offer, shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time including the Insurance Regulatory and Development Authority of India Investment) Regulations, 2016 (IRDA Investment Regulations).

BIDS BY SCSBs

SCSBs participating in the Offer are required to comply with the terms of SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum Applications in public issues and clear demarcated funds should be available in such account for Bid cum Applications.

BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Application made by systemically important non-banking financial companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof. Systemically important non-banking financial companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, FPIs, Mutual Funds, Eligible QFIs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund, provident funds with a minimum corpus of ₹2,500 Lakhs and pension funds with a minimum corpus of ₹ 2,500 Lakhs (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject their Bids in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- With respect to Bids made by provident funds with a minimum corpus of ₹2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form.
- Our Company in consultation with the BRLM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company and the Book Running Lead Manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Offer that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice /CANs/letters notifying the unblocking of the bank accounts of ASBA Bidders, the Demographic Details given on the Bid cum Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Offer shall use Demographic Details as given on the Bid cum Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Bidders. Our Company, the BRLM and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus.

BIDS BY OCBs

In accordance with RBI regulations, OCBs cannot participate in this Offer.

Maximum and Minimum Application Size

1. **For Retail Individual Bidders**

   The Application must be for a minimum of 1,200 Equity Shares and in multiples of 1,200 Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹2,00,000. In case of revision of Applications, the Retail Individual Investors have to ensure that the Application Price does not exceed ₹2,00,000.

2. **For other than Retail Individual Bidders (Non-Institutional Investors and QIBs)**

   The Application must be for a minimum of such number of Equity Shares that the Bid Amount exceeds ₹ 2,00,000 and in multiples of 1,200 Equity Shares thereafter. An Application cannot be submitted for more than the Net Offer size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

   In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Bid Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

   Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.

   The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations

METHOD OF BIDDING PROCESS

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Offer and the same shall be advertised in all editions of the English national newspaper, The Financial Express , all editions of Hindi national newspaper, Jansatta, and Marathi Edition of Regional newspaper, Prathakal, where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid/ Offer Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid/ Bid/ Offer Period.

a) The Bid / Bid/ Offer Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Bid/ Offer Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Bid/ Offer Period, if applicable, will be published in all editions of the English national newspaper, The Financial Express, all editions of Hindi national newspaper, Jansatta, and Marathi Edition of Regional newspaper, Prathakal, where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.

b) During the Bid/ Bid/ Offer Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Bid/ Offer Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.

c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled "Bids at Different Price Levels and Revision of Bids" below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder/Bidder at or above the Offer Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.

d) The Bidder/ Applicants cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph "Buildup of the Book and Revision of Bids".

e) Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, ("TRS"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form

f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Offer Period i.e. one working day prior to the Bid/ Offer Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.

g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in *"Escrow Mechanism - Terms of payment and payment into the Escrow Accounts"* in the section *"Offer Procedure"* beginning on page 245 of this Red Herring Prospectus.

h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form prior to uploading such Bids with the Stock Exchange.

i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.

j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.

b) Our Company, in consultation with the BRLM, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.

c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.

d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

e) The price of the specified securities offered to an Anchor Investor shall not be lower than the price offered to other Bidders.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE:

1) Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.

2) The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

OFFER PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) BIDDERS

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self-Certified Syndicate Banks) for the ASBA Process are provided on http://www.sebi.gov.in . For details on designated branches of SCSB collecting the Bid cum Application Form, please refer the above-mentioned SEBI link.

BID CUM APPLICATION FORM SHALL BEAR THE STAMP OF THE SYNDICATE MEMBER / SCSBS / REGISTRAR AND SHARE TRANSFER AGENTS / DEPOSITORY PARTICIPANTS / STOCKBROKERS AND IF NOT, THE SAME SHALL BE REJECTED

Who can apply?

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process.

Mode of payment

Upon submission of Bid cum Application Form with the SCSB, whether in physical or electronic mode, each ASBA Bidder shall be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount, in the bank account maintained with the SCSB.

Bid Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Bid cum Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the ASBA Bid cum Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Bidders from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Offer Account. The balance amount, if any against the said Bid cum Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Offer.

The entire Bid Amount, as per the Bid cum Application Form submitted by the respective ASBA Bidders, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Offer and consequent transfer of the Bid Amount against allocated shares to the ASBA Public Offer Account, or until withdrawal/failure of the Offer or until rejection of the ASBA Application, as the case may be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Bidder to the ASBA Public Offer Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Bid Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Offer by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Offer or rejection of the ASBA Application, as the case may be.

Terms of Payment

The entire Offer price of ₹ [●] per equity share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to Offer and the Registrar to the Offer to facilitate collections from the Bidders.

Payment Mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Bid Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Bid Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Bid Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within 1 (one) day of receipt of such instruction. The Bid Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Bid Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Bid by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Bidders applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Payment into Escrow Account for Anchor Investors

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

a. In case of resident Anchor Investors: "**ATC ENERGIES SYSTEM LIMITED-ANCHOR R ACCOUNT**"

b. In case of Non-Resident Anchor Investors: "**ATC ENERGIES SYSTEM LIMITED-ANCHOR NR ACCOUNT**"

c. Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections from the Anchor Investors.

Electronic Registration of Bids

1) The Designated Intermediary will register the Bid using the on-line facilities of the Stock Exchange. There will be at least one on-line connectivity facility in each city, where a stock exchange is located in India and where Applications are being accepted.

2) The Book Running Lead Manager, our Company and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Bids accepted by the Designated Intermediary, (ii) the Bids uploaded by the Designated Intermediary, (iii) the Bids accepted but not uploaded by the Designated Intermediary or (iv) Bids accepted and uploaded without blocking funds.

3) The Designated Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Bids accepted by the Designated Intermediary, (ii) the Bids uploaded by the Designated Intermediary, (iii) the Bids accepted but not uploaded by the Designated Intermediary and (iv) Bids accepted and uploaded without blocking funds. It shall be presumed that for Bids uploaded by the Designated Intermediary, the full Bid Amount has been blocked.

4) In case of apparent data entry error either by the Designated Intermediary in entering the Bid cum Application Form number in their respective schedules other things remaining unchanged, the Bid cum Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to Stock Exchange.

5) Only Bids that are uploaded on the Stock Exchange 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.

6) The Stock Exchange will offer an electronic facility for registering Bids for the Offer. This facility will be available with the Designated Intermediary and their authorized agents during the Bid/ Offer Period. The Designated Branches or the Agents of the Designated Intermediary can also set up facilities for off-line electronic registration of Bids subject to the condition that they will subsequently upload the off-line data file into the on-line facilities on a regular basis. On the Bid/ Offer Closing Date, the Designated Intermediary shall upload the Bids till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis. Bidders are cautioned that a high inflow of high volumes on the last day of the Bid/ Offer Period may lead to some Applications received on the last day not being uploaded and such Bids will not be considered for allocation.

7) At the time of registering each Bidder submitted by a Bidder, Designated Intermediary shall enter the following details of the investor in the on-line system, as applicable:

   a. Name of Bidder;
   b. IPO name;
   c. Bid cum Application Form number;
   d. Investor Category;
   e. PAN (of First Bidder, if more than one Bidder)

f. DP ID of demat account of the Bidder;
g. Client Identification Number of the demat account of the Bidder;
h. UPI ID (RIIs applying through UPI Mechanism);
i. Number of Equity Shares applied for;
j. Location of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
k. Bank account number;
l. In case of submission of the Bid by a Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic Bid cum Application Form number which shall be system generated.

8) The Designated intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid cum Application Form, in physical or electronic mode, respectively. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/allotted either by our Company.

9) Such acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.

10) In case of QIB Bidders, the Book Running Lead Manager has the right to accept the Bid or reject it. However, the rejection should be made at the time of receiving the Application and only after assigning a reason for such rejection in writing. In case on Non-Institutional Bidders and Retail Individual Bidders, Bids would be rejected on the technical grounds.

11) The permission given by the Stock Exchange to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.

12) Only Bids that are uploaded on the online IPO system of the Stock Exchange shall be considered for allocation/Allotment. The Designated Intermediary will be given time till 5.00 p.m. on the Bid/ Offer Closing Date to verify the PAN, DP ID and Client ID uploaded in the online IPO system during the Bid/ Offer Period, after which the Registrar will receive this data from the Stock Exchange and will validate the electronic Application details with depository's records. In case no corresponding record is available with depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such Applications are liable to be rejected.

13) The SCSBs shall be given one day after the Bid / Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.

14) The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Build of the Book

a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price

levels. This information may be available with the Book Running Lead Manager at the end of the Bid/ Offer Period.

b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Offer Period.

Withdrawal of Bids

a) RIIs can withdraw their Bids until Bid/ Offer Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB or Sponsor Bank in the ASBA Account.

b) The Registrar to Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withy draw nor lower the size of their Bids at any stage.

Signing of Underwriting Agreement

The Offer is 100% Underwritten. For further details please see section titled "*General Information*" on page 59.

Filing of the Offer Document with the ROC

A copy of the Red Herring Prospectus will be registered with the ROC and a copy of the Prospectus will be registered with the ROC in terms of Sections 26 and 32 of the Companies Act, 2013. For filing details, please see section titled *"General Information"* beginning on page 59 of this Red Herring Prospectus.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, the Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where registered office of the Company is situated. In the pre-Offer advertisement, we shall state the Bid/ Offer Opening Date and the Bid/Offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

Price Discovery and Allocation of Equity Shares

a) Based on the demand generated at various price levels, our Company, in consultation with the Book Running Lead Manager, shall finalise the Offer Price and the Anchor Investor Offer Price.
b) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus.
c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the Book Running Lead Manager and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

d) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.
e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the Book Running Lead Manager, subject to compliance with the SEBI Regulations.

Illustration of the Book Building and Price Discovery Process

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

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1000	23	1,500	50.00%
1500	22	3,000	100.00%
2000	21	5,000	166.67%
2500	20	7,500	250.00%

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

General Instructions

Bidders are requested to note the additional instructions provided below:

Dos:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first Bidder is not the account holder, ensure that the Bid cum Application Form is signed by the account holder;
7. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
9. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment;

10. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
11. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
12. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
13. Submit 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 a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
15. Ensure that the Demographic Details are updated, true and correct in all respects;
16. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
17. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
18. Ensure that the category and the investor status is indicated;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
20. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
21. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
22. Ensure that the cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
23. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
24. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
25. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
26. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the

ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

27. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
28. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed Rs. 2,00,000/- (for Applications by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Offer size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not Bid if you are an OCB.
17. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Instructions for completing the Bid cum Application Form

The Bid cum Applications should be submitted on the prescribed Bid cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid cum Application Form. Applications not so made are liable to be rejected. Bid cum Application Forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the Bid cum Application Form submitted. Bid cum Application Form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Bid cum Application Forms submitted by Bidders whose beneficiary account is inactive shall be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid cum Application Forms in public issues using the stock broker (broker) network of Stock Exchange, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of Stock Exchange. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites NSE i.e. www.nseindia.com.

Bidders Depository Account and Bank Details

Please note that, providing bank account details in the space provided in the Bid cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid cum Application Form, the Registrar to the Offer will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Bidders. Hence, Bidders are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Bidders at the Bidder's sole risk and neither the Book Running Lead Manager nor the Registrar to the Offer or the Sponsor Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Bidders should carefully fill in their Depository Account details in the Bid cum Application Form. These Demographic Details would be used for all correspondence with the Bidders including mailing of the CANs/Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Bidders in the Bid cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Payment by Stock Invest

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Offer.

Other Instructions

Joint Bid cum Applications in the case of Individuals

Bids may be made in single or joint names (not more than three). In the case of joint Bids, all payments will be made out in favour of the Bidder whose name appears first in the Bid cum Application Form or Revision Form. All communications will be addressed to the First Bidder and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Bid cum Applications

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as

multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid\ cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

Permanent Account Number or PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Bidders should mention his/her PAN allotted under the IT Act. Bid cum Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Bidders should not submit the GIR number instead of the PAN, as the Bid cum Application is liable to be rejected on this ground.

Our Company/Registrar to the Issue, Book Running Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Bidder.

RIGHT TO REJECT APPLICATIONS

In case of QIB Bidder, the Company in consultation with the Book Running Lead Manager may reject Bid cum Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Investors, Retail Individual Investors who applied, the Company has a right to reject Applications based on technical grounds. It should be noted that RIIs using third party bank account for the payment in the public issue using UPI facility or using third party UPI ID linked bank account are liable to be rejected.

GROUNDS FOR TECHNICAL REJECTIONS

Bidders are requested to note that Application may be rejected on the following additional technical grounds;

1. Amount blocked does not tally with the amount payable for the Equity Shares applied for;
2. In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
3. Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
4. PAN not mentioned in the Bid cum Application Form;
5. Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
6. GIR number furnished instead of PAN;
7. Bid for lower number of Equity Shares than specified for that category of investors;
8. Bids at Cut-off Price by NIIs and QIBs;
9. Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;
10. The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
11. Bids for lower number of Equity Shares than the minimum specified for that category of investors;
12. Category not ticked;
13. Multiple Bids as defined in the RHP;
14. In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
15. Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
16. Signature of sole Bidder is missing;

17. Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Offer Opening Date advertisement and the RHP and as per the instructions in the RHP and the Bid cum Application Forms;
18. In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders) ,the Depository Participant‘s identity (DP ID) and the beneficiary‘s account number;
19. Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
20. Bid by OCBs;
21. Bids by US persons other than in reliance on Regulation S or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
22. Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
23. Bids not uploaded on the terminals of the Stock Exchange;
24. Where no confirmation is received from SCSB for blocking of funds;
25. Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
26. Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
27. Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
28. Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
29. Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
30. Details of ASBA Account not provided in the Bid cum Application form.

EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Tripartite Agreement dated April 10, 2024 between NSDL, our Company and Registrar to the Offer; and
- Tripartite Agreement dated April 1, 2024 between CDSL, our Company and Registrar to the Offer.

The Company’s shares bear as ISIN: INE0V0Q01019

a) Bidder applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
b) The Bidder must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant’s Identification number) appearing in the Bid cum Application Form or Revision Form.
c) Equity Shares allotted to a successful Bidder will be credited in electronic form directly to the Bidder’s beneficiary account (with the Depository Participant).
d) Names in the Bid cum Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
e) If incomplete or incorrect details are given under the heading Bidders/ Bidders Depository Account Details in the Bid cum Application Form or Revision Form, it is liable to be rejected.
f) The Bidder is responsible for the correctness of his or her demographic details given in the Bid cum Application Form vis-à-vis those with their Depository Participant.
g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchange having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
h) The trading of the Equity Shares of our Company would be only in dematerialized form.

Communications

All future communications in connection with Bidder made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidders/ Bidders Depository Account Details, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the Banker to the Offer where the Bid cum Application was submitted and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

ATC Energies System Limited Unit No. 3, Plot No. 33, New India Industrial Estate, Mahal IN AR, Off MC Rd., Andheri East, Mumbai – 400 093, Maharashtra, India **Telephone:** +91 97208878270 **Email:** cs@atcgroup.co **Website:** www.atcgroup.co **Contact Person:** Mr. Kiran Honnaya Shettigar	**KFIN Technologies Limited** Selenium Tower B, Plot No – 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad,– 500 032, Telangana, India. **Telephone:** +91 40 6716 2222 / 18003094001 **Email:** aesl.ipo@kfintech.com **Website:** www.kfintech.com **Contact Person:** Mr. M. Murali Krishna

Disposal of Applications and Application Moneys and Interest in Case of Delay:

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Offer Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (two) working days of the Offer Closing Date, would be ensured; and

If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and / or imprisonment in such a case.

Impersonation

Attention of the Bidder 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."
Section 447 of Companies Act, 2013 deals with 'Fraud' and prescribed a punishment of imprisonment for a term which shall not be less than 6 (six) months but which may extend to 10 (ten) years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to 3 (three) times the amount involved in the fraud "

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorized employees of the Stock Exchange, along with the Book Running Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

At Par Facility

Letters of Allotment or refund orders or instructions to Self-Certified Syndicate Banks in Application Supported by Blocked Amount process. The Company shall ensure that 'at par' facility is provided for encashment of refund orders for applications other than Application Supported by Blocked Amount process.

GROUNDS FOR REFUND

Non-receipt of Listing Permission

An Issuer makes an Application to the Stock Exchange for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchange from where such permission is sought are disclosed in Red Herring Prospectus. The designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange, the Issuer may forthwith repay, without interest, all money received from the Bidders in pursuance of the Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Red Herring Prospectus, the Book Running Lead Manager and Registrar to the Offer shall intimate Public Issue bank/Bankers to the Offer and Public Issue Bank to the Offer shall transfer the funds from Public Offer account to Refund Account as per the written instruction from Book Running Lead Manager and the Registrar for further payment to the beneficiary Bidders.

If such money is not repaid within four days after the Company becomes liable to repay it, then the Company and every director of the Company who is an officer in default may, on and from such expiry of forth days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

Minimum Subscription

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten. As per section 39 of the Companies Act, 2013, "if the "Stated Minimum" Amount" has not been subscribed and the sum payable on application money has to be returned within such period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If the Company does not receive the subscription of 100% of the Offer through this Offer document including devolvement of underwriters within

Sixty Days from the date of closure of the Offer shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after the Company become liable to pay the amount, the Company shall pay interest prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013)

Minimum Number of Allottees

The Company may ensure that the number of Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

BASIS OF ALLOCATION

The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.

In case of under-subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on a proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer. However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

Process for generating list of Allottees

Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of Allottees to Applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.

In categories where there is proportionate allotment, the RTA will prepare the proportionate working based on the oversubscription times.

In categories where there is undersubscription, the RTA will do full allotment for all valid applications. On the basis of the above, the RTA will work out the allotees, partial allotees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

BASIS OF ALLOTMENT

a) For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price.

If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids. If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of 1,200 Equity Shares and in multiples of 1,200 Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b) For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Offer Price.

The Offer size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of 1,200 Equity Shares and in multiples of 1,200 Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c) For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP /Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner:

1. In the first instance allocation to Mutual Funds for [●] % of the QIB Portion shall be determined as follows:
   - In the event that Bids by Mutual Fund exceeds [●] % of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●] % of the QIB Portion.
   - In the event that the aggregate demand from Mutual Funds is less than [●] % of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
   - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

2. In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●] % of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●] % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

d) Allotment to Anchor Investor (If Applicable)

1. Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discussion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

   a. Not more than 60% of the QIB Portion will be allocated to Anchor Investors;

   b. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

   c. Allocation to Anchor Investors shall be on a discretionary basis and subject to:

      - A maximum number of two Anchor Investors for allocation up to ₹200 lakhs;
      - A minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 200 lakhs and up to ₹ 2500 lakhs subject to minimum allotment of ₹ 100 lakhs per such Anchor Investor; and
      - in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to 25000 lakhs rupees and an additional 10 such investors for every additional 2500 lakhs rupees or part thereof, shall be permitted, subject to a minimum allotment of 100 lakhs rupees per such investor.

2. A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

3. **In the event that the Offer Price is higher than the Anchor Investor Allocation Price:**

   Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

4. **In the event the Offer Price is lower that the Anchor Investor Allocation Price:**

   Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice

5. **Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Issue:**

In the event of the Offer being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the EMERGE Platform of National Stock Exchange of India (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

i. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).

ii. The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

iii. For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
   - Each successful Bidder shall be allotted [●] Equity Shares; and
   - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (ii) above.

iv. If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.

v. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this RHP.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹2,00,000. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director/ Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

Issuance of Allotment Advice

Upon approval of the Basis of Allotment by the Designated stock exchange, the Registrar shall upload on its website. On the basis of approved basis of allotment, the Company shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer. Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been allotted Equity Shares in the Offer.

1. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.

2. The Company will**:** (i) the allotment of the equity shares; and (ii) initiate corporate action for credit of shares to the successful Bidder's Depository Account within 2 working days of the Offer Closing date. The Company also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the Company.

3. The Company will issue and dispatch letters of allotment/or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

Designated Date

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid/Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

Undertakings by our Company

Our Company undertakes the following:

1. That the complaints received in respect of this Offer shall be attended to by our Company expeditiously and satisfactorily;
2. that all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within three working days of closure of the Offer;
3. that funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by us;
4. that the instruction for electronic credit of Equity Shares/refund orders/intimation about the refund to non-resident Indians shall be completed within specified time; and
5. that no further issue of Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.
6. that the Company shall not have recourse to the Offer proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
7. That if our Company does not proceed with the Offer after the Offer Closing Date, the reason thereof shall be given as public notice which will be issued by our Company within two (2) days of the Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. Stock Exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
8. The Equity Shares proposed to be offered by it in the Offer shall be allotted and credited to the successful Bidders within the specified time in accordance with the instruction of the Registrar to the Offer;
9. If the Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within fifteen (15) days from the Offer Closing Date or such lesser time as specified by SEBI, failing which interest

will be due to be paid to the Bidders at the rate of interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period;

10. That if our Company withdraws the Offer after the Offer Closing Date, our Company shall be required to file a fresh draft red herring prospectus with Stock Exchange/ RoC/ SEBI, in the event our Company subsequently decides to proceed with the Offer;
11. That the Promoters' contribution in full, if required, shall be brought in advance before Offer opens for subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on Bidders in accordance with applicable provisions under SEBI ICDR Regulations;
12. That funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
13. That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of Allotment; and
14. That it shall comply with such disclosure and account norms specified by SEBI from time to time.

Undertaking by Selling Shareholder:

Promoter Selling Shareholder (Selling Shareholder), specifically undertake and/or confirms the following solely in respect to itself as a Selling Shareholder and its respective portion of the Offered Shares:

1. it is the legal and beneficial holder and has full title to its respective portion of the Offered Shares;
2. its respective portion of the Offered Shares shall be transferred pursuant to the Offer, free and clear of any encumbrances;
3. it 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, except for fees or commission for services rendered in relation to the Offer; and
4. it 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 Exchange.

Utilization of Offer Proceeds

Our Board certifies that:

a) 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

b) Details of all monies utilized out of the Offer shall be disclosed and continue to be disclosed till any part of the Offer proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;

c) Details of all unutilized monies out of the Offer, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested;

d) Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and monitoring of the utilization of the proceeds of the Offer respectively;

e) Our Company shall not have recourse to the Offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received; and

f) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (FEMA). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, 1991 unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("**RBI**") and Department for Promotion of Industry and Internal Trade ("**DPIIT**"), Ministry of Commerce and Industry, Government of India.

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("**FDI**") through press notes and press releases. The DPIIT, has issued Consolidated FDI Policy Circular of 2020 ("**FDI Policy**"), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI policy issued by the DPIIT that were in force. The Government of India proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy will be valid until the DPIIT issues an updated circular.

FDI for items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Foreign Investment is allowed up to 100% under automatic route in our Company subject to certain conditions. For further details, please see the section titled "Key Regulations and Policies" beginning on page 155.

RBI also issues Master Directions - Foreign Investment in India and updates the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017- 18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by the RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the applicable pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy has to be obtained by the company.

The transfer of shares between an Indian resident to 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 FDI Policy and transfer does not attract the provisions of the Takeover Regulations, (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. 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 245 respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and/or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Foreign Exchange Laws

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017.

Foreign investment in this Offer shall be on the basis of the FEMA Rules.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments 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 ("Restricted Investors"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. 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.

Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 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 of 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.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

Investment by FPIs under Portfolio Investment Scheme (PIS)

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable,

by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

Investment by NRI or OCI on repatriation basis:

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognized stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("**US Securities Act**") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "**US Persons**" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 20003/71/EC, together with any amendments) and implementing measures thereto, (the "**Prospectus Directive**") has been or will be made in respect of the Offer in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Offer.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which

may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. No material clause of the Articles of Association having bearing on the Offer or the disclosures required in this Draft Red Herring Prospectus has been omitted. Pursuant to Schedule I of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:

(COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

ATC ENERGIES SYSTEM LIMITED

Regulations in Table F in the first schedule to the Companies Act, 2013 shall apply to the company except in so far as they are not inconsistent with any of the provisions contained in these Regulations and except in so far as they are herein after expressly or impliedly excluded or modified.

Interpretation

(1) In these regulations-

(a) "Act" means the Companies Act, 2013, and any statutory modification thereof.

(b) The Seal means the common seal of the company.

(c) Articles means these Articles of Association of the Company as altered or added to from time to time by Special Resolution.

(d) Auditors means and includes those persons appointed as such for the time being of the Company.

(e) Board means the Board of Directors for the time being of the Company.

(f) Company means [1] **ATC ENERGIES SYSTEM LIMITED.**

(g) Directors mean the Directors for the time being of the Company or as the case may be the Directors assembled at the Board.

(2). The Company is a Public Company within the meaning of Section 2(71) of the Companies Act, 2013, and accordingly: -

(i) it is not a Private Company

(ii) has a minimum paid-up share capital as may be prescribed:

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles;

Share Capital and Variation of Rights

1) i) The share capital of the Company shall be such amount divided into such number of shares as mentioned in Clause 5 of Memorandum of Association of the Company with the power to increase and

to reduce the capital of the Company and to divide or consolidate the shares in the capital for the time being divided into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions, as may be determined by or in accordance with the Regulations of the Company.

(ii) Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

(2) (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,-

(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.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3) i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

4) Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5) (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6) (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

8) Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

9) (i) The company shall have a first and paramount lien-

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10) The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made-

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11) (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12) (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on Shares

13) (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

14) A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.

15) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16) (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17) (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18) The Board-

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of Shares

19) (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20) The Board may, subject to the right of appeal conferred by section 58 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.

21) The Board may decline to recognise any instrument of transfer unless-

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

22) On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

23) (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24) (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either --

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25) (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26) A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be

entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of shares

27) If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

28) The notice aforesaid shall --

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

29) If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

30) (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31) (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

32) (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

33) The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the

nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

34) The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

35) Subject to the provisions of section 61, the company may, by ordinary resolution, --

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

36) Where shares are converted into stock, --

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

37) The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, --

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

Capitalisation of profits

38) (i) The company in general meeting may, upon the recommendation of the Board, resolve --

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards --

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39) (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall --

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power --

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

40) Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

41) All general meetings other than annual general meeting shall be called extraordinary general meeting.

42) (i) The Board may, whenever it thinks fit, call an extraordinary general meeting

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

43) (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

44) The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

45) If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

46) If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

47) (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

48) Subject to any rights or restrictions for the time being attached to any class or classes of shares, --

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

49) A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

50) (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

51) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

52) Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.

53) No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

54) (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

55) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

56) An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

57) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

58) Unless otherwise provided under the Companies Act, 2013, the number of Directors shall not be less than three and more than fifteen. Company may appoint more than fifteen Directors after passing a special resolution. The first Directors of the Company are:

1. SANDEEP G BAJORIA
2. ASHA PIYUSH KEDIA

Each of the first Directors shall hold office as permanent directors and shall continue to remain as directors until he or she as may be, resigns or dies or otherwise becomes disqualified under the provisions of Companies Act.

59) (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them –

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
(b) in connection with the business of the company.

60) The Board may pay all expenses incurred in getting up and registering the company.

61) The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

62) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

63) Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

64) (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

65) (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

66) (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

67) The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

68) (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

69) (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

70) (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

71) (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

72) All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

73) Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

74) Subject to the provisions of the Act, --

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

75) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

76) i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

77) The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

78) Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

79) (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending, such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

80) (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii)All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

81) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

82) (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

83) Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

84) Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

85) No dividend shall bear interest against the company.

Accounts

86) (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

87) Subject to the provisions of Chapter XX of the Act and rules made thereunder --

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

88) Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

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[1] **The Members of the Company passed Special Resolution in the Extra-Ordinary General Meeting held on 21st February, 2024 for Alteration of Article of Association of the Company by converting the status of the Company into Public Limited Company**

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) which are or may be deemed material, will be attached to the copy of the Red Herring Prospectus which will be delivered to the RoC for filing and are also available at the following weblink www.atcgroup.co Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered Office between 10:00 a.m. to 05:00 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid / Offer Closing Date (except for such agreements executed after the Bid / Offer Closing Date).

A. Material Contracts

1. Offer Agreement dated August 27, 2024, entered amongst our Company, the Selling Shareholder and the Book Running Lead Manager, along with the addendum dated February 24, 2025.

2. Registrar Agreement dated August 27, 2024, entered amongst our Company, the Selling Shareholder, and the Registrar to the Offer, along with the addendum dated February 24, 2025.

3. Underwriting Agreement dated March 6, 2025 entered amongst our Company and the Underwriters.

4. Market Making Agreement dated March 6, 2025 entered into amongst our Company, the Market Maker and the Book Running Lead Manager.

5. Escrow and Sponsor Bank and Banker to the Offer Agreement dated February 24, 2025 amongst our Company, the Selling Shareholder, the BRLM, Escrow Collection Banks, Sponsor Bank, Refund Bank and the Registrar to the Offer.

6. Share Escrow Agreement dated February 24, 2025 entered into between our Company, the Selling Shareholder and the Share Escrow Agent.

7. Tripartite agreement dated April 1, 2024 amongst our Company, CDSL and the Registrar to the Offer.

8. Tripartite agreement dated April 10, 2024 amongst our Company, NSDL and the Registrar to the Offer.

B. Material Documents

1. Certified copies of MoA and AoA, updated from time to time.

2. Certificate of incorporation dated September 2, 2020 issued to our Company by the Registrar of Companies, in the name of '*ATC Energies System Private Limited*'.

3. Fresh certificate of incorporation dated May 1, 2024 issued to our Company by the Registrar of Companies, Mumbai pursuant to conversion of our Company from a private limited company to a public limited company and consequential change in our name from '*ATC Energies System Private Limited*' to '*ATC Energies System Limited'*.

4. Resolutions of the Board of Directors and Shareholder dated May 2, 2024 and May 6, 2024, respectively in relation to the Offer and other related matters, which were subsequently ratified by the Board Resolution and Shareholders Resolution dated January 21, 2025 and February 3, 2025, respectively.

5. Resolution of the Board of Directors dated September 24, 2024 approving the Draft Red Herring Prospectus.

6. Resolution of the IPO Committee dated September 24, 2024 approving the Draft Red Herring Prospectus.

7. Resolution of the Board of Directors dated March 18, 2025 approving the Red Herring Prospectus.

8. Resolution of the IPO Committee dated March 18, 2025 approving the Red Herring Prospectus.

9. Consent letter dated August 10, 2024 and authorisations from the Selling Shareholder consenting to participate in the Offer for Sale.

10. Copies of Audited Financial Statements of our Company for Fiscals 2024, 2023, and 2022.

11. Report on Statement of Special Tax Benefits available to our Company and the Shareholders, dated March 17, 2025 issued by the Statutory Auditors, namely, M/s. A Kasliwal and Company, Chartered Accountants

12. Independent Auditor's Examination Report dated March 17, 2025 issued by the Statutory Auditors, namely, M/s. A Kasliwal and Company, Chartered Accountants on the Restated Financial Information of our Company for the six months period ended September 30, 2024 and Fiscals 2024, 2023, and 2022.

13. Certificate dated March 17, 2025 from the Statutory Auditors, with respect to our Key Performance Indicators.

14. Resolution dated March 17, 2025 of the Audit Committee approving the Key Performance Indicators.

15. Consents of our Directors, our Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Reviewed Auditor, the BRLM, Legal Advisor to the Offer, the Registrar to the Offer, Banker to our Company, Banker to our Offer, Market Maker and Underwriter to include their names in this Red Herring Prospectus and to acting their respective capacity.

16. Consent letter and the Cost Assessment Report dated August 22, 2024 from the independent architect, Mayur Choukse – Proprietor of Architectural firm – Aarambh Design Studio, to include their name, as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent and in his capacity as an independent architect.

17. Consent letter and the Plant Capacity Utilization Report dated September 21, 2025, from Chartered engineer, Aditya Kaushik – Proprietor of Engineering Firm: Point Solutions to include its name, as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Red Herring Prospectus, as an "expert" as defined under Section 2(38) and other applicable provisions of the Companies Act, 2013, to the extent and in his capacity as a Chartered engineer.

18. Consent letter dated September 20, 2024 from Dun & Bradstreet Information Services India Private Limited with respect to Industry Report titled "Industry Research Report on Lithium-Ion Batteries".

19. Industry Report titled "*Industry Research Report on Lithium-Ion Batteries*." dated June, 2024, prepared and issued by Dun and Bradstreet Information Services India Private Limited and commissioned for an agreed fee, exclusively for the purpose of this Offer.

20. Copies of annual reports of our Company for the preceding three Fiscals i.e., Fiscals 2024, 2023 and 2022.

21. Due Diligence Certificate dated September 24, 2024 addressed to NSE from the BRLM.

22. Due Diligence Certificate dated March 18, 2024 addressed to SEBI from the BRLM.

23. In principle listing approvals dated February 6, 2025 issued by NSE.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without notice to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("**SEBI**"), established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY

Sd/-

Sandeep Gangabishan Bajoria
(Chairman and Managing Director)

Place: Mumbai
Date: 18.03.2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("**SEBI**"), established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY

Sd/-

Zubair Rehman
Whole Time Director, Executive Director

Place: Mumbai
Date: 18.03.2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("**SEBI**"), established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY

Sd/-

Nilesh Victor Correia
Non-Executive Director

Place: Mumbai
Date: 18.03.2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("SEBI"), established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY

Sd/-

Piyush Vijaykumar Kedia
Executive Director & Chief Financial Officer

Place: Mumbai
Date: 18.03.2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("**SEBI**"), established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY

Sd/-

Ashwin Manoharlal Agarwal
Independent Director

Place: Mumbai
Date: 18.03.2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("**SEBI**"), established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY

Sd/-

Himanshi Tiwari
Independent Director

Place: Mumbai
Date: 18.03.2025

DECLARATION BY THE SELLING SHAREHOLDER

I, Sandeep Gangabishan Bajoria, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Red Herring Prospectus in relation to myself, as the Selling Shareholder and my Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings including any of the statements made by or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

SIGNED BY

Sd/-

Sandeep Gangabishan Bajoria

Place: Mumbai
Date: 18.03.2025