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DRAFT RED HERRING PROSPECTUS

Dated: September 29, 2025

(Please read section 26 and 32 of the Companies Act, 2013)

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

100% Book Built Issue



ARETE 22 LIMITED

Corporate Identity Number: U34300AP2021PLC117329

REGISTERED OFFICE	TELEPHONE AND EMAIL	CONTACT PERSON	WEBSITE
D1, D2 B Block, Autonagar, Vishakhapatnam, Visakhapatnam- 530 012 Andhra Pradesh, India.	Tel: +91-8142288666 Email: cs@arete22.com	Jyoti Kumari Mishra Company Secretary and Compliance Officer	www.arete22.com

PROMOTERS OF OUR COMPANY: ABHISHEK GUPTA, KONICA GUPTA, NAVEEN GUPTA AND PAWAN KUMAR GUPTA

DETAILS OF THE ISSUE

TYPE	FRESH ISSUE SIZE	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	Up to 56,50,000 Equity Shares of face value of ₹ 10/- each aggregating up to ₹ [●] Lakhs	NIL	Up to 56,50,000 Equity Shares of face value ₹ 10/- aggregating up to ₹ [●] Lakhs	The Issue is being made pursuant to Regulation 229(2) and 253(1) of Chapter IX of SEBI (ICDR) Regulations, 2018 as the Company's post issue paid-up capital is more than to ₹ 1,000 lakhs. For details of Share reservation among QIBs, NIIs and IIs, see " <i>Issue Structure</i> " beginning on page 282 of this Draft Red Herring Prospectus.

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THIS IS A FRESH ISSUE OF EQUITY SHARES

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹ 10/-. The Floor Price, Cap Price and Issue Price as determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building process, as stated under "*Basis for Issue Price*" on page 100 of this Draft Red Herring Prospectus should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited of the section titled "*Risk Factors*" beginning on Page 24 of this Draft Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through this Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of NSE in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an 'in-principle' approval letter

dated [●] from NSE for using its name in this offer document for listing our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Issue, the Designated Stock Exchange will be NSE.

BOOK RUNNING LEAD MANAGER

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE
 Horizon Management Private Limited	Manav Goenka	Email: smeipo@horizon.net.co Telephone: +91 33 4600 0607

REGISTRAR TO THE ISSUE

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE
 MAS Services Limited	N. C. Pal	Email: ipo@masserv.com Telephone: +91 112 638 7281/83, 114 132 0335

BID/ ISSUE PERIOD

ANCHOR PORTION ISSUE	BID/ISSUE OPENS ON: [●]	BID/ISSUE CLOSES ON: [●]**^
OPENS/CLOSES ON: [●]*		

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

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

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



Arete 22 Limited (the "Issuer" or our "Company") was incorporated on February 09, 2021 as 'Arete 22 Private Limited', a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated February 11, 2021 issued by the Registrar of Companies, Andhra Pradesh at Vijayawada. Further, our Company was converted into a public limited company pursuant to a resolution passed by the Shareholders in an extraordinary general meeting held on October 23, 2024 and consequently the name of our Company was changed to 'Arete 22 Limited' and a fresh certificate of incorporation dated February 05, 2025 was issued by the Registrar of Companies, Andhra Pradesh at Vijayawada. The corporate identity number of our Company is U34300AP2021PLC117329. For details of change in Registered Office of our Company, please refer to the chapter titled "History and Certain Corporate Matters" on page 153 of this Draft Red Herring Prospectus.

Registered Office: D1, D2 B Block, Autonagar, Vishakhapatnam, Visakhapatnam- 530012, Andhra Pradesh, India

Telephone: +91 8142288666; E-mail: cs@arete22.com; Website: <https://www.arete22.com/>;

Contact Person: Jyoti Kumari Mishra, Company Secretary and Compliance Officer; Corporate Identity Number: U34300AP2021PLC117329

PROMOTERS OF OUR COMPANY: ABHISHEK GUPTA, KONICA GUPTA, NAVEEN GUPTA AND PAWAN KUMAR GUPTA

DETAILS OF THE ISSUE

INITIAL PUBLIC OFFER OF UPTO 56,50,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF OUR COMPANY AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹ [●] LACS ("PUBLIC ISSUE") OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LACS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [●] LACS IS HERINAFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN [●] EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), [●] EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND [●] EDITIONS OF TELUGU REGIONAL NEWSPAPER (TELUGU, BEING THE REGIONAL LANGUAGE OF ANDHRA PRADESH, WHERE OUR REGISTERED OFFICE IS SITUATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") FOR THE PURPOSES OF UPLOADING ON ITS WEBSITE IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

In case of any revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing extend the Bid/Issue Period for a minimum of one (01) Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank as applicable.

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229(2) of the SEBI ICDR Regulations and in compliance with Regulation 253(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors, wherein (a) one third of the portion available to Non-Institutional Investors shall be reserved for Applicants with Application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; (b) two third of the portion available to Non-Institutional Investors shall be reserved for Applicants with Application size of more than ₹10 lakhs; and (c) any 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 and not less than 35% of the Net Issue shall be available for allocation to Individual Investors who apply for minimum application size in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders are required to participate in the Issue by mandatorily utilizing the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" on page 287 of this Draft Red Herring Prospectus.

All potential investors shall participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 287 of this Draft Red Herring Prospectus. A copy of Red Herring Prospectus and Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013.

RISK IN RELATION TO THE FIRST ISSUE

This being the first issue of the Issuer, there has been no formal market for the securities of the Issuer. The face value of the equity shares is Rs. 10/- The issue price/floor price/price band should not be taken to be indicative of the market price of the specified securities after the specified securities are listed. No assurance can be given regarding an active or sustained trading in the equity shares of the Issuer nor regarding the price at which the equity shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited of the section titled "Risk Factors" beginning on page 24 of this this Draft Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

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

BOOK RUNNING LEAD MANAGER



Horizon Management Private Limited
19 R N Mukherjee Road,
Main Building, 2nd Floor,
Kolkata - 700 001,
West Bengal, India.
Telephone: +91 33 4600 0607
Facsimile: +91 33 4600 0607
E-mail: smeipo@horizon.net.co
Website: www.horizonmanagement.in
Investor grievance: investor.relations@horizon.net.co
Contact Person: Manav Goenka
SEBI Registration Number: INM000012926

REGISTRAR TO THE ISSUE



MAS Services Limited
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II New Delhi - 110 020,
Delhi, India.
Telephone: +91 112 638 7281/83, 114 132 0335
Facsimile: +91 112 638 7384
E-mail: ipo@masserv.com
Website: www.masserv.com
Investor grievance: investor@masserv.com
SEBI Registration No.: INR000000049
Contact Person: N. C. Pal

ISSUE PROGRAMME

ANCHOR PORTION ISSUE OPENS/CLOSES ON*: [●]

BID/ISSUE OPENS ON: [●]

BID/ISSUE CLOSES ON*: [●]

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

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

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

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PURSUANT TO SCHEDULE VI OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018)

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the same meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

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

GENERAL AND COMPANY RELATED TERMS

Term	Description
“Company”, “our Company”, “the Company”, “the Issuer”	Arete 22 Limited, a company incorporated under the Companies Act, 2013, having its Registered Office at D1, D2 B Block, Autonagar, Vishakhapatnam –530012, Andhra Pradesh, India
Our Promoters	Abhishek Gupta, Konica Gupta, Naveen Gupta and Pawan Kumar Gupta are the promoters of our Company. For further details, please see the section entitled “ <i>Our Promoters and Promoter Group</i> ” on page 172 of this Draft Red Herring Prospectus.
Promoter Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled “ <i>Our Promoters and Promoter Group</i> ” on page 172 of this Draft Red Herring Prospectus.
“we”, “us”, or “our”	Unless the context otherwise indicates or implies, refers to our Company

COMPANY RELATED TERMS

Term	Description
Articles / Articles of Association/AOA	Articles of Association of our Company.
Audit Committee	The Audit Committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details refer section titled “ <i>Our Management</i> ” on page 157 of this Draft Red Herring Prospectus.
Auditor / Statutory Auditor/ Peer Review Auditor	Statutory auditor of our Company, namely, A A A J & Associates.
Bankers to the Company	Banker to our Company, namely HDFC Bank Limited.
Board of Directors / Board/BOD	The Board of Directors of the Company unless otherwise specified.
Companies Act	The Companies Act, 1956/2013 as amended from time to time.
CIN	Corporate Identification Number of our Company i.e. U34300AP2021PLC117329.
Chief Financial Officer (CFO)	The Chief Financial Officer of our Company, being Botu Srinivasa Rao.
Chairman	Chairman of our company, namely Pawan Kumar Gupta, who is also a Non- Executive Director.
Company Secretary and Compliance Officer (CS)	The Company Secretary and Compliance Officer of our Company, being Jyoti Kumari Mishra.
Corporate Social Responsibility Committee	The Corporate Social Responsibility Committee of our Board of Directors constituted in accordance with Companies Act, 2013. For details refer section titled “ <i>Our Management</i> ” on page 157 of this Draft Red Herring Prospectus.
Depositories Act	The Depositories Act, 1996, as amended from time to time
DIN	Director Identification Number
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company
	Companies with which there have been related party transactions, during the last three financial years, as covered under the applicable accounting standards and other companies as considered material by the Board in accordance with the Materiality Policy.
Independent Director	A non-executive & Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Term	Description
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	INE11ZQ01014
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the section titled “ <i>Our Management</i> ” on page 157 of this Draft Red Herring Prospectus.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on September 01, 2025, in accordance with the requirements of the SEBI ICDR Regulations.
Managing Director / MD	The Managing Director of our Company, namely Abhishek Gupta.
MOA/Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Non-Residents	A person resident outside India, as defined under FEMA
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board of Directors constituted in accordance with Companies Act, 2013. For details refer section titled “ <i>Our Management</i> ” on page 157 of this Draft Red Herring Prospectus.
Non-Executive Director/ NED	Chairman and Non-Executive Director of our Company, namely Pawan Kumar Gupta.
NRIs / Non Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000
Registered Office	The registered office of our Company, which is situated at D1, D2 B Block, Autonagar, Vishakhapatnam, Visakhapatnam – 530 012 Andhra Pradesh, India,.
“Restated Consolidated and Standalone Financial Statements” or “Restated Consolidated and Standalone Financial Information” or “Restated Financial Statements” or “Restated Financial Information”	The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and Liabilities of our Company as at March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Statement of Profit & Loss and the Restated Cash Flow Statement for the period ended March 31, 2025, March 31, 2024 and March 31, 2023, along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
ROC / Registrar of Companies	Registrar of Companies, Andhra Pradesh at Vijayawada.
Senior Management	Senior management of our Company determined in accordance with Regulation 2(1) (bbbb) of the SEBI ICDR Regulations. For details, see “ <i>Our Management</i> ” on page 157 of this Draft Red Herring Prospectus.
Shareholders	Shareholders of our Company, from time to time.
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details refer section titled “ <i>Our Management</i> ” on page 157 of this Draft Red Herring Prospectus.
Whole-time Director(s) / WTD(s)	Whole-Time Director of our company, namely, Konica Gupta.

ISSUE RELATED TERMS

Term	Description
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allotment/Allot/Allotted	Unless the context otherwise requires, allotment of Equity Shares offered pursuant to the Issue pursuant to successful Bidders.
Allottee(s)	The successful applicant to whom the Equity Shares are being / have been issued
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	Rs. [●]/- per equity share i.e. the price at which Equity Shares were made available for allocation to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which was decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Issue Period.

Term	Description
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which was considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bid/ Issue Period	[●], being one working day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors was submitted and allocation to the Anchor Investors was completed.
Anchor Investor Issue Price	Rs. [●]/- per equity share being the final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Portion	The 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 Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the BRLM.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
ASBA Bid	A Bid made by ASBA Bidder
Bankers to the Issue	Banker to the Issue, Public Issue Bank, Refund Bank and Sponsor Bank, being [●]
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in paragraph titled “Basis of allotment” under chapter titled “Issue Procedure” starting from page no. 314 of this Draft Red Herring Prospectus.
Bid	An indication to make an Issue during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Amount	The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Draft Red Herring Prospectus.
Bid cum Application Form	The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Draft Red Herring Prospectus.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/ Issue Period	<p>The period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders.</p> <p>Our Company in consultation with the Book Running Lead Manager may consider closing the Bid/Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Issue Opening Date was published, in accordance with the SEBI ICDR Regulations.</p> <p>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 / Issue Period for a minimum of one Working Day, subject to the Bid/ Issue Period not exceeding 10 Working Days.</p>
Bid/Issue Closing Date	<p>Except in relation to Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●] and [●] editions of the Telugu regional newspaper [●], Telugu being the regional language of Andhra Pradesh, where our Registered Office is located.</p> <p>Our Company in consultation with the BRLM, may, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations</p>

Term	Description
Bid/Issue Opening Date	Except in relation to Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●] and [●] editions of the Telugu regional newspaper [●], Telugu being the regional language of Andhra Pradesh, where our registered office is located.
Bidder/ Investor	Any prospective investor who makes a bid for Equity Shares in terms of Red Herring Prospectus.
Bidding Centers	Centers 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 Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bidding Centers	Centers at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue, in this case being Horizon Management Private Limited , SEBI Registered Category I Merchant Banker.
Broker Centers	Broker centers notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price will not be finalized and above which no Bids will be accepted.
Cut-Off Price	The Issue Price, which shall be any price within the Price band as finalized by our Company in consultation with the BRLM. Only Individual Bidders are entitled to Bid at the Cut off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father/husband, investor status, and occupation and Bank Account details.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated Intermediaries/ Collecting Agent	In relation to ASBA Forms submitted by Individual Investors who applies for minimum application size (not using the UPI mechanism) by authorizing an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs (excluding Anchor Investor) and Non-Institutional Bidders (not using the UPI mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated CDP Locations	Such locations of the CDPs where bidder can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange i.e. www.nseindia.com
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Draft Red Herring Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Issue.
Designated RTA Locations	Such locations of the RTAs where bidder can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange i.e. www.nseindia.com

Term	Description
Designated Branches	SCSB Such branches of the SCSBs which shall collect the ASBA Bid cum Application Form from the ASBA bidder and a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/ Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Exchange	Stock Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”)
DP ID	Depository Participant’s Identity Number
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated September 29, 2025, filed with NSE Emerge in accordance with Section 32 of the Companies Act, 2013 and SEBI (ICDR) Regulations.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Escrow Account	The account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.
First/ Sole bidder	The bidder whose name appears first in the Bid cum Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price will be finalized and below which no Bids will be accepted.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI 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.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (III) of the SEBI ICDR Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, Notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 notified by SEBI.
GIR Number	General Index Registry Number
Individual Investors II(s) or Individual Bidders IB(s)	Individual Investors II(s) or Individual Bidders IB(s) Investors applying for Minimum application size which shall be two lots per application, such that the minimum application size shall be above ₹ 2 lakhs. (including HUFs applying through their Karta) and Eligible NRIs.
Individual Investor Portion	Individual Investor Portion. The portion of the Net Issue being not less than [●]% of the Net Issue consisting of [●] Equity Shares, who applies for minimum application size.
Issue	This issue of Upto 56,50,000 Equity Shares of face value of ₹10 per Equity Share for an Issue Price of ₹ [●] per Equity Share, aggregating up to ₹ [●] Lakhs.
Issue Agreement	Agreement dated September 2, 2025, entered amongst our Company and the Book Running Lead Manager, pursuant to which certain arrangements have been agreed to in relation to the Issue.
Issue Closing	Our Issue shall close on [●].
Issue document	Includes this Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus to be filed with Registrar of Companies.
Issue Opening	Our Issue shall open on [●].
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their Bidding application.
Issue Price	The price at which the Equity Shares are being issued by our Company through this Draft Red Herring Prospectus, being ₹ [●] /- (including share premium of ₹ [●] /- per Equity Share).
Issue Proceeds	Proceeds to be raised by our Company through this Fresh Issue, for further details please refer chapter titled “Objects of the Issue” page 88 of this Draft Red Herring Prospectus.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the [●].
Market Maker	The Market Maker to the Issue, in this case being [●].

Term	Description
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of ₹ 10 each at an Issue price of ₹ [●] each aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this Issue.
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.
Minimum Application Size	The minimum application size shall be two lots provided that the minimum application size shall be above ₹ 2 Lakhs
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Mutual Fund Portion	5% of the Net QIB Portion, (other than anchor allocation), which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Net Issue	The Issue excluding the Market Maker Reservation Portion of [●] Equity Shares of Face Value of ₹ 10.00 each fully paid for cash at a price of ₹ [●] Equity Share aggregating ₹ [●] Lakhs by our Company.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
Net Proceeds	The proceeds from the Issue less the Issue related expenses applicable to the Issue.
Non-Institutional Applicant / Investors	All Applicants, including FPIs which are individuals, corporate bodies and family offices, that are not QIBs or Individual Investors and to whom allocation shall be made in the following manner: <ul style="list-style-type: none"> (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs: 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-Institutional Portion	The portion of the Issue being not less than [●]% of the Net Issue consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price or through such other method of allocation as may be introduced under applicable law
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●]. The Price Band will be decided by our Company in consultation with the BRLM and advertised all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●] and [●] editions of the Telugu regional newspaper [●], Telugu being the regional language of Andhra Pradesh, where our registered office is located, at least two working days prior to the Bid / Issue Opening Date.
Pricing Date	The date on which our Company, in consultation with BRLM, will finalize the Issue Price.
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account Agreement	Agreement to be entered into by our Company, the Registrar to the Issue, the Book Running Lead Manager, and the Public Issue Bank/Banker to the Issue for collection of the Application Amounts.
Public Issue Account	Account to be opened with the Banker to the Issue to receive monies from the SCSBs from the bank account of the ASBA bidder, on the Designated Date.
Public Issue Account Bank	The bank with whom the Public Issue Account shall be opened for collection of Bid Amounts from the Escrow Account and ASBA Accounts on the Designated Date, in this case being [●]
Qualified Institutional Buyers /QIBs	The qualified institutional buyers as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations.
QIB Category/ QIB Portion	The portion of the Net Issue (including the Anchor Investor Portion) being not more than [●]% of the Net Issue, consisting of [●] Equity Shares which were made available for allocation to QIBs (including Anchor Investors) on a proportionate basis, (in which allocation to Anchor Investor were made available on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids being received at or above the Issue Price.

Term	Description
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto.
Refund Bank(s) /RefundBanker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being [●].
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/ Sub-Syndicate Members) who hold valid membership of either Emerge Platform of National Stock Exchange of India Limited or NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on www.nseindia.com
Registrar / Registrar to the Issue/ RTA	Registrar to the Issue being MAS Services Limited.
Registrar Agreement	The registrar agreement dated September 2, 2025, entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Revision Form	The form used by the bidders to modify the quantity of Equity Shares or the bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)
SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and Issues the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&int mId=35
SME Exchange	SME Platform of the National Stock Exchange of India Limited i.e. "NSE Emerge"
SEBI Master Circular	Master circular dated June 21, 2023 issued by the Securities and Exchange Board of India in order to enable the stakeholders to have access to all circulars/directions issued under the relevant provisions of the SEBI ICDR Regulations, 2018 at one place.
Sponsor Bank	The Banker to the Issue registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars.
Sub Syndicate Member	The sub-syndicate members, if any, appointed by the BRLM and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate Agreement	The agreement dated [●] entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue
Syndicate Member(s)	Syndicate members as defined under Regulation 2 (1) (hhh) of the SEBI ICDR Regulations, namely [●].
Transaction Registration Slip/TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the bidders, as proof of registration of the bid.
Underwriter	[●]
Underwriting Agreement	The Agreement dated [●] entered into between the Underwriter and our Company
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Circular	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, along with the circular issued by the NSE having reference no. 23/2022 dated July 22, 2022, and having reference number 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220702-30 dated July 22, 2022, and having reference no. 20220803-40 dated August 3, 2022, SEBI master circular number SEBI/HO/CFD/PoD1/P/CIR/2024/0154 dated November 11, 2024 and any subsequent circulars or notifications issued by the SEBI or the Stock Exchanges 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 Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Individual Bidder to such Mobile App) to the Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a II(s) to make a Bid in the Issue in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.

Term	Description
Wilful Defaulter and Fraudulent Borrower	A wilful defaulter(s) and fraudulent borrower(s) as defined under SEBI ICDR Regulations.
Working Days	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on NSE, working day means all trading days of NSE, excluding Sundays and bank holidays, as per circulars issued by SEBI

CONVENTIONAL AND GENERAL TERMS / ABBREVIATIONS

Term	Description
“₹” or “Rs.” or “Rupees” or “INR”	Indian Rupee
“Consolidated FDI Policy” or “FDI Policy”	Consolidated Foreign Direct Investment Policy notified by DPIIT through notification issued by DPIIT, effective from October 15, 2020
“Financial Year” or “Fiscal Year” or “FY”	Period of 12 months ending March 31 of that particular year
“OCBs” or “Overseas Corporate Body”	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category II FPIs	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
CBDT	Central Board of Direct Taxes, Government of India
CDSL	Central Depository Services (India) Limited
Central Government	Central Government of India
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
Companies Act 1956	Erstwhile Companies Act, 1956 along with the relevant rules made thereunder
Companies Act, 2013 / Companies Act	Companies Act, 2013 along with rules made thereunder
CS	Company Secretary
CSR	Corporate Social Responsibility
Depositories Act	The Depositories Act, 1996
Depository(ies)	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DP ID	Depository Participant’s Identification Number
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
ECB	External Commercial Borrowings
ECB Master Directions	Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019 issued by the RBI
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting

Term	Description
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Regulations	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year/Fiscal	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FIR	First information report
FPIs	Foreign portfolio investors as defined and registered under the SEBI FPI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
GDP	Gross Domestic Product
GoI / Government	The Government of India
GST	Goods and Services Tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act / IT Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended from time to time
ISIN	International Securities Identification Number
IT	Information Technology
MAD	Moroccan Dirham, the official currency of Morocco
MCA	The Ministry of Corporate Affairs, GoI
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
Mn / mn	Million
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
MSME	Micro, Small, and Medium Enterprises
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A. or NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value per Equity Share at a particular date computed based on total equity divided by number of Equity Shares
Net Worth	Net worth as defined under Regulation 2(1)(hh) of the SEBI ICDR Regulations, i.e., the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off as per the restated balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation
NR	Non-resident or person(s) resident outside India, as defined under the FE
NRE	Non- residential external
NRE Account	Non- residential external account
NRI	A person resident outside India, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NRO	Non- resident ordinary
NRO Account	Non-resident ordinary account
NSE	National Stock Exchange of India Limited
NSDL	National Securities Depository Limited

Term	Description
NTA	Net Tangible Assets
OCI	Overseas Citizen of India
ODI	Off-shore Derivate Instruments
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
R&D	Research and Development
RBI	The Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SARFAESI Act	The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
SAT	Securities Appellate Tribunal
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, as amended
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, since repealed and replaced by the SEBI (AIF) Regulations
SGD	Singapore Dollar, the official currency of the Republic of Singapore
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchange	Unless the context requires otherwise, refers to, the NSE Limited
TDS	Tax Deducted at Source
Trademarks Act	Trademarks Act, 1999, as amended
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
US\$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
USA/ U.S./ US	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
w.e.f.	With effect from
Year/Calendar Year	Unless context otherwise requires, shall refer to the twelve-month period ending December 31

INDUSTRY RELATED TERMS

Term	Description
AIS	Automotive Industry Standards
APR	Annual Percentage Rate
CAGR	Compound Annual Growth Rate
GDP	Gross Domestic Product

GFCF	Gross Fixed Capital Formation
GST	Goods and Services Tax
IMF	International Monetary Fund
MGNREGA	Mahatma Gandhi National Rural Employment Guarantee Act
OPEC	Organization of the Petroleum Exporting Countries
IMF	International Monetary Fund
PIB	Press Information Bureau
RBI	Reserve Bank of India
US	United States
USD	United States Dollar
WEO	World Economic Outlook

Notwithstanding the foregoing, terms in “*Description of Equity Shares and Terms of Articles of Association*”, “*Statement of Possible Tax Benefits*”, “*Industry Overview*”, “*Key Industrial Regulations and Policies*”, “*Financial Information*”, “*Outstanding Litigation and Material Developments*” and “*Issue Procedure*” on pages 328, 107, 110, 146, 182, 245 and 287, respectively of this Draft Red Herring Prospectus, will have the meaning ascribed to such terms in these respective sections.

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

Certain Conventions

All references to “India” contained in this Draft Red Herring Prospectus are to the Republic of India 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.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time (“IST”). Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

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

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus has been derived from our Restated Financial Information. For further information, please see the section titled “*Financial Information*” on Page No. 182 of this Draft Red Herring Prospectus.

Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and Liabilities of our Company as at March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Statement of Profit & Loss and the Restated Cash Flow Statement for year ended March 31, 2025, March 31, 2024 and March 31, 2023, along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. For further details, see “*Restated Financial Information*” on page 182. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Years are to the twelve-month period ended March 31 of that year. In this Draft Red Herring Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, the Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on Page Nos. 24, 120, 232 respectively, of this Draft Red Herring Prospectus, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the Restated Financial Statements of our Company, prepared in accordance with GAAP, and the Companies Act and restated in accordance with the SEBI ICDR Regulations.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places including percentage figures in “*Risk Factors*”, “*Industry Overview*” and “*Our Business*” on Page Nos. 24 and 110 and 120 respectively, this Draft Red Herring Prospectus.

Currency and Units of Presentation

All references to:

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

Our Company has presented all numerical information in its Draft Red Herring Prospectus in “lacs” units or in whole numbers where the numbers have been too small to represent in lacs. One lac represents 1,00,000 and one million represents 10,00,000.

Exchange rates

This Draft Red Herring Prospectus contains conversions 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 Indian Rupee and other foreign currencies:

Currency	Exchange rate as on (in ₹)		
	March 31, 2025 [^]	March 31, 2024 [*]	March 31, 2023
1 USD	85.58	83.37	82.22

[^]Since, March 31, 2025 was a public holiday and April 01, 2025 was a RBI mandated holiday, and March 29, 2025 and March 30, 2025 were Saturday and Sunday respectively, the exchange rate as of March 28, 2024 has been considered.

^{*}Since, March 31, 2024 was a public holiday, the exchange rate as of April 01, 2024 has been considered.

(Source: www.rbi.org.in and www.fbil.org.in)

Industry and Market Data

Unless stated otherwise, the industry and market data and forecasts used throughout this Draft Red Herring Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable. The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources. Accordingly, investment decisions should not be based solely on such information.

In accordance with the SEBI ICDR Regulations, “Basis for Issue Price” on Page No.100 of this Draft Red Herring Prospectus includes information relating to our peer group entities. Such information has been derived from publicly available sources, and neither we, nor the BRLM have independently verified such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “Risk Factors” on Page No. 24 of this Draft Red Herring Prospectus.

FORWARD - LOOKING STATEMENTS

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

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

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

- Our manufacturing facility located at Khasra No 29/3, Pataudi Road, Bilaspur, Gurugram, Haryana-122413 and Registered Office are not owned by our Company and taken on rental basis. A failure to renew our existing arrangements at commercially favourable terms or at all may have a material adverse effect on our business, financial condition and results of operation.
- Our company’s ability to secure raw materials at favorable prices is subject to market fluctuations. Any increase in raw material costs could significantly impact our sales, profitability, and overall performance.
- Our business is dependent on a few of our clients who contribute to significant of our revenues from operations. Any loss of business from them may adversely affect our revenues and profitability.
- Our Company is dependent on the demand from automotive industry where our products find application. Any downturn in such industries could have an adverse impact on our Company’s business and results of operations.
- We highly depend on our raw materials and a few key suppliers who help us procure the same. In the event we are unable to procure adequate amounts of raw materials, at competitive prices our business, results of operations and financial condition may be adversely affected.
- Our Company had negative cash flows in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.
- We have a limited operating history in respect of our products, which may make it difficult for investors to evaluate our business and prospects.
- As of March 31, 2025, we derive 84.29% of our revenue from operations from repeat orders of our customers. Any loss of, or a significant reduction in the repeat orders received by us could adversely affect our business, results of operations, financial condition and cash flows.
- We do not have firm commitment agreements with our customers. If our customers choose not to source their requirements from us, there may be a material adverse effect on our business, financial condition, cash flows and results of operations.
- We generate our major portion of sales from our operations in certain geographical regions. Any adverse developments affecting our operations in these regions could have an adverse impact on our revenue and results of operations.

For 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” beginning on Page Nos. 24, 120 and 232 respectively, of this Draft Red Herring Prospectus. 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 future performance.

Forward-looking statements reflect current views as on the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Promoters, the Syndicate nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company, the Promoters and the Book Running Lead Manager will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange for the Issue.

SECTION II - ISSUE DOCUMENT SUMMARY

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections entitled “*Risk Factors*”, “*Industry Overview*”, “*Outstanding Litigation and Material Developments*”, “*Our Promoters and Promoter Group*”, “*Financial Information*”, “*Objects of the Issue*”, “*Our Business*”, “*Issue Procedure*” and “*Description of Equity Shares and Terms of Articles of Association*” beginning on Page Nos 24, 110, 245, 172, 182, 88, 120, 287 and 328. respectively of this Draft Red Herring Prospectus.

Summary of Industry in which the Company is operating

The Alloy Wheel Market is the portion of the global automotive parts industry that includes lightweight wheels produced principally from aluminium or magnesium alloys. Alloy wheels are widely used because of their strength, durability, resistance to corrosion, and aesthetic ability compared to steel wheels. There is a high level of supply market availability in the Alloy Wheel Market from OEMs, aftermarket providers, and global distributors. Demand is driven by consumer demand for high-end styling, improved fuel efficiency, and improved safety. In terms of the supply side of the Alloy Wheel Market, advanced manufacturing technology capabilities produce large volumes of product without sacrificing a supplier's design features or performance standards.

For further details, please refer to the chapter titled “*Industry Overview*” beginning on Page No. 110 of this Draft Red Herring Prospectus.

Summary of Business

Our Company, Arete 22 Limited, is one of the leading manufacturers of aluminium alloy wheels for two-wheelers, headquartered at Auto Nagar, Visakhapatnam, Andhra Pradesh. Presently, we undertake end-to-end manufacturing of aluminium alloy wheels, i.e. designing, casting, machining, finishing and testing, for OEM and replacement markets. We emphasize on weight reduction (“light-weighting”) and value-analysis/value-engineering (VAVE) to deliver durable, balanced wheels that improve ride quality and efficiency. Arete 22 focuses on precision-cast wheels for motorcycles and scooters, built on modern die-casting and in-house finishing capabilities, holding International Automotive Task Force 16949:2016 (IATF 16949:2016) and ISO (9001:2015) certifications. Our commitment to quality and innovation has positioned us as a preferred supplier to leading two wheeler manufacturers in India. As present we are supplying wheels to TVS Motor Co. Limited, Hero MotoCorp Limited and Bajaj Auto Ltd. Our products play a crucial role in enhancing automotive performance and braking system.

For further details, please refer to chapter titled “*Our Business*” beginning on Page No. 120 of this Draft Red Herring Prospectus.

Promoters

The Promoters of our Company are Abhishek Gupta, Konica Gupta, Naveen Gupta and Pawan Kumar Gupta.

For further details, please refer to the chapter titled “*Our Promoters and Promoter Group*” beginning on Page No. 172 of this Draft Red Herring Prospectus.

Details of the Issue

Our Company is proposing the public issue of upto 56,50,000 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ [●]/- per Equity Share including a share premium of ₹ [●]/- per Equity Share aggregating up to ₹ [●] lakhs, of which [●] Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ [●]/- per Equity Share including a share premium of ₹ [●]/- per Equity Share aggregating to ₹ [●] lakhs will be reserved for subscription by Market Maker to the Issue (the “**Market Maker Reservation Portion**”). The Issue less the Market Maker Reservation Portion i.e. Net issue of [●] Equity Shares of face value of ₹ 10/- each at a price of ₹ [●]/- per Equity Share including a share premium of ₹ [●]/- per Equity Share aggregating to ₹ [●] lakhs is herein after referred to as the “**Net Issue**”. The Issue and the Net Issue will constitute [●] % and [●]%, respectively, of the post issue paid up Equity Share capital of our Company. The face value of the Equity Shares is ₹ 10/- each.

The price band will be decided by our company in consultation with the book running lead manager (“BRLM”) and will be advertised in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and Telugu editions of [●] (a Telugu language newspaper with wide circulation, Telugu being the regional language of Andhra Pradesh, where our Registered Office is located), each with wide circulation, at least 2 (two) working days prior to the bid/ issue opening date with the relevant financial ratios calculated at the Floor Price and the Cap Price and shall be made available to the Emerge Platform of National Stock Exchange of India for the purpose of uploading on their website for further details kindly refer to chapter titled “Terms of the issue” beginning on page 273 of this Draft Red Herring Prospectus.

Objects of the Issue

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

(₹ in Lakhs)

Particulars	Estimated amount ⁽¹⁾
Gross Proceeds from the Issue	[●]
(Less) Issue related expenses	[●]
Net Proceeds	[●]

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

Utilization of Net Issue Proceeds

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

(₹ in Lakhs)

Sr. No.	Particulars	Estimated amount
1.	Prepayment or repayment of all or a portion of certain loans availed by our Company	Upto 6,000.00
2.	Funding of working capital requirements of our Company	Upto 3,000.00
3.	General corporate purposes ⁽¹⁾	[●]

(1) The amount to be utilised for general corporate purposes shall not exceed ₹1,000 lakhs or 15% of the Gross Proceeds of the Issue, whichever is less.

For further details, please see chapter titled “Objects of the Issue” beginning on Page No. 88 of this Draft Red Herring Prospectus.

Aggregate Pre Issue Shareholding of Promoters and Promoter Group

Following are the details of the pre-Issue shareholding of Promoters and Promoter Group:

Sr. No.	Name of the Shareholders	Pre-Issue		Post - Offer	
		Number of Equity Shares	% of Pre-Issue Equity Share Capital	Number of Equity Shares	% of Post-Offer Equity Share Capital*
Promoter					
1	Abhishek Gupta	46,22,310	30.81%	46,22,310	[●]
2	Pawan Kumar Gupta	37,78,566	25.18%	37,78,566	[●]
3	Naveen Gupta	29,86,815	19.91%	29,86,815	[●]
4	Konica Gupta	24,31,215	16.20%	24,31,215	[●]
Promoter Group					
5	Abhishek Gupta HUF	8,85,442	5.90%	8,85,442	[●]
6	Pawan Kumar Gupta M HUF	2,10,150	1.40%	2,10,150	[●]
Total shareholding of Promoters and Promoter Group		1,49,14,498	99.40%	1,49,14,498	[●]

* To be updated in the Prospectus.

For further details, please refer to the chapter titled “*Capital Structure*” beginning on Page No. 74 of this Draft Red Herring Prospectus.

Aggregate shareholding of Promoter / Promoter Group and Additional Top 10 Shareholders of the Company as at Allotment:

S. No.	Names	Pre-Issue shareholding as at the date of Advertisement		Post-Issue shareholding as at Allotment ^{*^}			
		No. of equity Shares	As a % of Pre-Issue Capital	At the lower end of the price band (₹[•])		At the upper end of the price band (₹[•])	
				No. of equity shares	As a % of Pre-Issue Capital	No. of equity shares	As a % of Post Issue Capital
Promoters							
1.	Abhishek Gupta	46,22,310	30.81%	46,22,310	[•]	[•]	[•]
2.	Pawan Kumar Gupta	37,78,566	25.18%	37,78,566	[•]	[•]	[•]
3.	Naveen Gupta	29,86,815	19.91%	29,86,815			
4.	Konica Gupta	24,31,215	16.20%	24,31,215	[•]	[•]	[•]
Total		1,38,18,906	92.10%	1,38,18,906	[•]	[•]	[•]
Promoters’ Group							
5.	Abhishek Gupta HUF	8,85,442	5.90%	8,85,442	[•]	[•]	[•]
6.	Pawan Kumar Gupta M HUF	2,10,150	1.40%	2,10,150	[•]	[•]	[•]
Total		10,95,592	7.30%	10,95,592	[•]	[•]	[•]
Total shareholding of Promoters and Promoter Group		1,49,14,498	99.40%	1,49,14,498	[•]	[•]	[•]
Top 10 Shareholders of the Company as at Allotment[^]							
	[•]	[•]	[•]	[•]	[•]	[•]	[•]

^{*}Based on the Issue price of ₹[•] and subject to finalization of the basis of allotment

[^]To be updated at the time of filing of Prospectus

Summary of Financial Information

Following are the details as per the Restated Financial Information as at and for the Financial Years ended on March 31, 2025, March 31, 2024 and March 31, 2023:

(₹ in lacs, except share data)

S. No.	Particulars	March 31, 2025	March 31, 2024	March 31, 2023
1.	Share Capital	1,000.30	999.90	999.90
2.	Net Worth	3,154.21	1,255.12	923.76
3.	Revenue from operations	21,239.27	11,246.25	25.54
4.	Profit after Tax	1,898.69	331.36	(75.96)
5.	Earnings per Share (Post Bonus)	14.36	4.42	(1.06)
6.	Net Asset Value per equity share (Post Bonus)	21.02	16.74	12.32
7.	Total borrowings	21,499.94	9,608.75	5,980.02

For further details, please refer to the section titled “*Financial Information*” beginning on Page No. 182 of this Draft Red Herring Prospectus.

Auditor qualifications which have not been given effect to in the Restated Financial Information

The Restated Financial Information do not contain any qualifications by the Statutory Auditors.

Summary of Outstanding Litigation

A summary of the pending tax proceedings and other material litigations involving our Company, our Promoters and our Directors is provided below:

a) **Litigations involving our Company**

i) Cases filed against our Company:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)^
Criminal matters	Nil	Nil
Direct Tax matters *	8	1.15
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	1	49.06

* *pertains to outstanding demand of TDS and interest thereon.*

ii) Cases filed by our Company:

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

b) **Litigations involving our Directors**

i) *Cases filed against our Directors:*

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

ii) *Cases filed by our Directors:*

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

c) **Litigations involving our Promoters**

i) *Cases filed against our Promoters:*

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	Nil	Nil

ii) *Cases filed by our Promoters:*

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in lakhs)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Material civil litigations	Nil	Nil

For further details, please refer to the chapter titled “*Outstanding Litigations and Material Developments*” beginning on Page No. 245 of this Draft Red Herring Prospectus.

12. Risk Factors

Please refer to the section titled “*Risk Factors*” beginning on Page No. 24 of this Draft Red Herring Prospectus.

13. Summary of Contingent Liabilities

Following are the details as per the Restated Financial Information as at and for the Financial Years ended on March 31, 2025, March 31, 2024 and March 31, 2023:

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Contingent Liabilities			
Outstanding Demand pertaining to Tax Deduction at Source	1.15	-	-
Pending Lawsuit against a Civil Case *	49.06	-	-
Total	50.21	-	-

*M/s Prism Surface Coatings Pvt. Ltd. filed a commercial dispute of recovery of money/dues against the Company in Territorial Jurisdiction of the Competent Court of Bengaluru Rural.

14. Summary of Related Party Transactions

As per the Restated Financial Information as at and for the Financial Years ended on March 31, 2025, March 31, 2024 and March 31, 2023, following are the details of the related party transactions of our Company:

1. Name of the Related Party

S. No.	Name of the Related Party	Nature of Relationship
(a)	Key management personnel ('KMP') and their relatives	
1	Konica Gupta	Whole Time Director
2	Abhishek Gupta	Managing Director
3	Pawan Kumar Gupta	Director
4	Naveen Gupta	Son of Director
5	Abhishek Gupta HUF	Karta is a Director
6	Pawan Kumar Gupta HUF	Karta is a Director
7	Pawan Kumar Gupta HUF	Karta is a Director
8	Pawan Kumar Gupta HUF	Karta is a Director

9	Pawan Kumar Gupta M HUF	Karta is a Director
10	Jyoti Kumar Mishra	Company Secretary
11	Botu Srinivasa Rao	Chief Financial Officer
(b)	Entities owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise:	
i)	Unicast Autotech Private Limited	
ii)	All India High Pressure Cylinder Manufacturers' Association	
iii)	Godavari Roller Flour Mills Private Limited	
iv)	Rajamahendri Food Products Private Limited	
v)	Anjaneya Roller Flour Mills Private Limited	
vi)	Sahuwala Cylinders Private Limited	
vii)	Ang Agro Foods Private Limited	
viii)	Coromandel Roller Flour Mills Pvt Ltd	
ix)	Dolphin Finance And Investment Company Limited	
x)	Econ Cylinders Private Limited	
xi)	Circars Roller Flour Mills Pvt. Ltd.	
xii)	VRG Industries Pvt Ltd	

2. Transactions with Related Parties:

(₹ in lakhs)

A) Transactions with enterprises where Key Management Personnel and their Relatives have significant influence

Sr. No.	Name of the party	Nature of Transactions	31st March, 2025	31st March, 2024	31st March, 2023
1	VRG Industries Pvt Ltd (Khurda Division)	Purchase of Plant & Machinery	-	6.00	6.00
		Loan Taken	-	8.00	-
		Loan Repaid	-	8.00	-
2	VRG Industries Pvt Ltd (Vizag Division)	Purchase of Plant & Machinery	-	-	10.00
3	Sahuwala Cylinders Private Limited	Purchase of Plant & Machinery	-	-	4.61
		Purchase of Raw Materials	869.40	269.24	44.32
		Crane Hire Charges	4.80	4.80	-
		Interest Paid	38.98	87.10	51.77
		Loan Taken	1,217.00	1,211.24	1,365.20
		Loan Repaid	1,214.40	2,412.26	164.18
4	Unicast Autotech Private Limited	Purchase of Raw Materials	42.38	-	-
		Purchase of Consumable	0.84	-	-
		Sale of Consumable	14.51	-	-
		Advance Given for Purchase of Consumable	717.20	-	-
5	Dolphin Finance And Investment Company Limited	Loan Taken	1,464.23	-	-
		Loan Repaid	-	-	-

B) Transactions with Key Management Personnel and their Relatives

Sr. No.	Name of the party	Nature of Transactions	31st March, 2025	31st March, 2024	31st March, 2023
1	Abhishek Gupta	Loan Taken	381.00	1,266.13	150.00

Sr. No.	Name of the party	Nature of Transactions	31st March, 2025	31st March, 2024	31st March, 2023
		Loan Repaid	381.00	355.00	-
2	Pawan Kumar Gupta	Loan Taken	1,062.12	728.50	-
		Loan Repaid	299.00	345.00	-
3	Konica Gupta	Rent Charges	9.00	-	-
4	Botu Srinivasa Rao	Remuneration	1.03	-	-
5	Jyoti Kumar Mishra	Remuneration	0.08	-	-

C) Balances outstanding at end of the year

Sr. No.	Name of the party	Nature of Transactions	31st March, 2025	31st March, 2024	31st March, 2023
1	VRG Industries Pvt Ltd (Khurda Division)	Trade Payables	-	-	7.08
		Liability of Expenses	-	-	9.67
2	VRG Industries Pvt Ltd (Vizag Division)	Trade Payables	-	11.80	11.80
		Liability of Expenses	-	1.34	0.96
3	Sahuwala Cylinders Private Limited	Loan (inclusive of Interest)	37.68	-	1,247.61
		Trade Payables	678.87	190.16	-
4	Unicast Autotech Private Limited	Trade Payables	33.87	-	-
		Advance to Parties	717.20	-	-
5	Dolphin Finance And Investment Company Limited	Loan (inclusive of Interest)	1,464.23	-	-
6	Abhishek Gupta	Loan	1,061.13	1,061.13	150.00
7	Pawan Kumar Gupta	Loan	1,146.62	383.50	-
8	Konica Gupta	Trade Payables	8.10	-	-
9	Botu Srinivasa Rao	Remuneration Payable	1.03	-	-
10	Jyoti Kumar Mishra	Remuneration Payable	0.08	-	-

For further details, please refer to the section titled “*Financial Information*” beginning on Page No. 182 of this Draft Red Herring Prospectus.

15. Financials Arrangements

There are no financing arrangements whereby the Promoters, members of the Promoter Group, the Directors of our Company and their relatives, have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

16. Weighted Average Price of the Equity Shares acquired by our Promoters in the last one year preceding the date of this Draft Red Herring Prospectus

The details of the weighted average price of the Equity Shares acquired by our Promoters in the last one year preceding the date of this Draft Red Herring Prospectus is as follows:

Name of Promoter	No. of shares acquired in last one year from the date of this Draft Red Herring Prospectus	Weighted Average Price (in ₹)
Abhishek Gupta	15,40,770	Nil*

Name of Promoter	No. of shares acquired in last one year from the date of this Draft Red Herring Prospectus	Weighted Average Price (in ₹)
Pawan Kumar Gupta	23,89,872	2.93
Naveen Gupta	9,95,605	Nil*
Konica Gupta	8,10,405	Nil*

*Acquired through bonus issue

17. Average Cost of Acquisition of Equity Shares for Promoters

The average cost of acquisition of Equity Shares for the Promoters is as follows:

Name of Promoter	No. of shares held	Average Cost of Acquisition (in ₹)
Abhishek Gupta	46,22,310	6.67
Pawan Kumar Gupta	37,78,566	5.53
Naveen Gupta	29,86,815	8.11
Konica Gupta	24,31,215	6.67

18. Pre-IPO Placement

Our Company has not undertaken a pre-IPO placement.

19. Issue of equity shares made in last one year for consideration other than cash

Except as stated below, our Company has not issued shares for consideration other than cash during last one year:

Date of allotment	Number of equity shares allotted	Face Value	Issue Price	Nature of allotment	Benefit accrued to our Company	Source out of which bonus shares issued
August 27, 2025	50,01,498	10.00	Nil	Bonus Issue	NA	Free Reserves

⁽¹⁾For details in respect of the allottees, please refer to "Capital Structure - Share Capital History of our Company - Equity Share Capital" on 80.

20. Split or consolidation of Equity Shares in the last one year

There has been no split or consolidation of the Equity Shares of our Company in the last one year.

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

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.

SECTION III – RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. The risks described below are not the only ones relevant to us, our Equity Shares, the industry or the segment in which we operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise or may become material in the future and may also impair our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and as prospective investors, you may lose all or part of your investment. You should consult your tax, financial and legal advisors about particular consequences to you of an investment in this Issue. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.

To obtain a complete understanding, you should read this section in conjunction with the sections “Industry Overview”, “Our Business” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 110, 120 and 232 of this Draft Red Herring Prospectus, respectively. The industry-related information disclosed in this section that is not otherwise publicly available is derived from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and, in the section titled “Forward-Looking Statements” on page 14 of this Draft Red Herring Prospectus.

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. Unless the context requires otherwise, the financial information of our Company has been derived from the Restated Financial Information.

Materiality:

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

- *Some events may not be material individually but may be found material collectively;*
- *Some events may have material impact qualitatively instead of quantitatively; and*
- *Some events may not be material at present but may have a material impact in future.*

The financial and other related implications of risks concerned, whether quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.

In this Draft Red Herring Prospectus, any discrepancies in any table between total and sums of the amount listed are due to rounding off.

In this section, unless the context requires otherwise, any reference to “we”, “us” or “our” refers to Arete 22 Limited.

The risk factors are classified as under for the sake of better clarity and increased understanding.

INTERNAL RISK FACTORS

BUSINESS RELATED RISKS

- 1. Our manufacturing facility located at Khasra No 29/3, Pataudi Road, Bilaspur, Gurugram, Haryana-122413 and Registered Office are not owned by our Company and taken on rental basis. A failure to renew our existing arrangements at commercially favourable terms or at all may have a material adverse effect on our business, financial condition and results of operation.***

Our manufacturing facility 1 is located at Khasra No 29/3, Pataudi Road, Bilaspur, Gurugram, Haryana-122413 and Registered Office are taken on rental basis. The premises of Unit 1 is owned by VD Infra Projects Pvt Ltd, with whom we have entered into an agreement w.e.f. January 15, 2025, for a term of 12 years. The registered office premises is taken on rental basis from Sahuwala Cylinders Pvt Ltd, a promoter group company, for a period of 3 year w.e.f. January 1, 2025. Any failure to renew such rental agreements / arrangements or early termination of the same may require us to shift our manufacturing facility / registered office to a new location thereby may have a material adverse effect on our business, financial condition and results of operation.

We expect any future offices or manufacturing units which we open in the future to be on leased property. As a result, our Company may incur higher expenses for leasing spaces which could lead to lower margins in our business in the future. While we do not believe that the increase in expenses due to lease payments will significantly affect our business operations in the future, we cannot assure you that our profit margins will not be affected by such increased expenses in the future. As our leases expire, we may fail to negotiate renewals, either on commercially acceptable terms or at all, which could cause us to pay increased occupancy costs or to close manufacturing unit, offices or storage spaces, in desirable locations or to shift them, which may not necessarily yield best results. While, the long-term leases are renewable and extendable in nature, however in the event for unforeseen reasons such lease agreements are not renewed, we may be required to vacate the premises on the expiry of the lease period. While, the aforementioned instances have not materially occurred in the preceding three Financial Years, however, occurrence of any such instances could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

Further, in most of the leases we cannot terminate the lease agreement, unless we provide the owners with a written notice for the same. Most of the lease agreements entitle the lessor to terminate the agreement with cause or on specific breach of the terms and conditions. In order to mitigate the risk relating to abrupt termination, our lease arrangements typically require parties to serve a notice period for terminating the lease agreement. While, instances of abrupt termination have not occurred in the past three Fiscals, however, we cannot assure you that such instances would not occur in the future, and if they do, we cannot assure you that we shall be able to arrange for alternative properties within the same location, in a timely and cost effective manner or at all. In the event, we are required to vacate our properties, especially our Corporate Office and Registered Office, our business operations may come to a standstill, which may have an adverse impact on our business operations, financial conditions and results of operations.

- 2. Our company's ability to secure raw materials at favorable prices is subject to market fluctuations. Any increase in raw material costs could significantly impact our sales, profitability, and overall performance.***

As one of the leading manufacturer of aluminium alloy wheels for two-wheelers, our operations rely on aluminium, paints and Cast Iron Rings, being the main raw materials. We procure Aluminium Alloy Ingot, Cast Iron Rings and Paints for our manufacturing operations locally from India. The cost of raw materials represents a substantial portion of our expenses and it represented 82.95% and 75.52% of the revenue in FY2024 and FY2025.

Our business is susceptible to fluctuations in the prices of Aluminium Alloy Ingot and Cast Iron Rings, both of which are influenced by external factors beyond our control. Additionally, the demand and supply dynamics of these raw materials contribute significantly to their pricing volatility. Although, we have protection in the letter of intent from our customers to protect us against the fluctuation in the price of these raw materials, we cannot assure you that we will be able to pass on the fluctuation in the price of these material to our customer successfully

or at all. In case we are not able to pass on the fluctuation in the price of these materials to our customer, we may lead to a decline in our sales volumes and profit margins which could adversely affect our business, results of operations and financial condition. Further, the availability and price of our raw materials may be subject to a number of factors beyond our control, including economic factors, environmental factors and changes in government policies and regulations, including those relating to the Aluminium and Iron industries in general.

Further, our heavy reliance on Aluminium Alloy Ingot and Cast Iron Rings, coupled with volatile raw material prices, poses a potential threat to our business and financial performance if we are unable to respond effectively or timely to such fluctuations in the future.

3. Our business is dependent on a few of our clients who contribute to significant of our revenues from operations. Any loss of business from them may adversely affect our revenues and profitability.

Our business and revenues are substantially dependent on a few clients. The contribution of our top 3 (three) clients to the aggregate revenues as per our restated financial statements are as under:

Customers	March 31, 2025		March 31, 2024		March 31, 2023	
	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue
Top 1	17,849.34	84.04	10,865.69	96.62	21.42	83.89
Top 2	2,701.80	12.72	315.41	2.80	4.12	16.11
Top 3	120.00	0.57	30.63	0.27	-	-
Total	20,671.14	97.33	11,211.73	99.69	25.54	100.00

Although, we have letter of intent from our customers to lift our product and against which they place regular orders, we do not have any long term contracts with our customers. As our business is currently concentrated with a select number of clients, any adverse development with such customers, including because of any dispute with, or disqualification by such major customers, may result in us experiencing significant reduction in our revenue and cash flows. If our customers are able to fulfil their requirements by employing any of our competitors, we may lose a significant portion of our business.

4. Our Company is dependent on the demand from automotive industry where our products find application. Any downturn in such industries could have an adverse impact on our Company's business and results of operations.

We are engaged in end-to-end manufacturing of aluminium alloy wheels, i.e. designing, casting, machining, finishing and testing, for OEM and replacement markets. We emphasize on weight reduction ("light-weighting") and value-analysis/value-engineering (VAVE) to deliver durable, balanced wheels that improve ride quality and efficiency. A significant part of our revenue from the sale of our products is generated from automobile industry. The following table sets forth a breakdown of our revenue from operations from various end-user industries, in absolute terms and as a percentage of revenue from operations, during the preceding three Fiscals:

End-use Industry	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in lakhs)	% of total Revenue	Amount (₹ in lakhs)	% of total Revenue	Amount (₹ in lakhs)	% of total Revenue
Alloy wheels for two wheelers	20,567.37	96.84	10,865.69	96.62	25.54	100.00

There can be no assurance that the lack of demand from any one of these industries can be off-set by sales to other industries in which our products find application. Accordingly, any significant downturn in the application industries could have a significant impact on our financial condition and our growth prospects.

5. We highly depend on our raw materials and a few key suppliers who help us procure the same. In the event

we are unable to procure adequate amounts of raw materials, at competitive prices our business, results of operations and financial condition may be adversely affected.

Our Company is engaged in the business of manufacturing of aluminium alloy wheels for two-wheelers. The company's products are used in automotive. Our operations rely on aluminium, paints and Cast Iron Rings, being the main raw materials. We are dependent on third party suppliers for procuring the aforementioned raw materials used in the manufacture of our products. The purchases from our top ten and top five suppliers are as under:

(₹ in lakhs)

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Top 5 suppliers	14,035.51	84.37	7,879.34	80.68	726.22	83.39
Top 10 suppliers	15,257.40	91.71	8,846.09	90.58	766.95	88.06

Thus, if we experience significant increase in demand, or need to replace an existing supplier, we cannot assure you that we will be able to meet such demand or find suitable substitutes, in a timely manner and at reasonable costs, or at all. We have not entered into formal arrangements or contracts with third-party suppliers from whom we procure our raw materials. We rely on pre-booking capacity with our suppliers, based on our demand projections. Since we have no formal arrangements with our suppliers, they are not contractually obligated to supply their products to us and may choose to sell their products to our competitors. 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.

6. Our Company had negative cash flows in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.

We have experienced negative cash flows in the past which have been set out below:

(₹ in lakhs)

Particulars	For the year ended March 31,		
	2025	2024	2023
Net Cash from Operating Activities	(1,231.56)	494.15	(1,047.50)
Net Cash from Investing Activities	(8,752.77)	(3,391.20)	(3,661.53)
Net Cash From Financing Activities	10,910.94	2,945.81	4,668.32

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans, and make new investments without raising finance from external resources. Such negative cash flows lead to a net decrease in cash and cash equivalents. Any negative cash flow in future could adversely affect our operations and financial conditions and the trading price of our Equity Shares. For further details, please refer "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 182 and 232, respectively.

7. We have a limited operating history in respect of our products, which may make it difficult for investors to evaluate our business and prospects.

Our Company has started commercial operation in 2023. We have a limited operating history of manufacturing and selling of aluminium alloy wheels for two-wheelers. Due to our limited operating history, the investors may not be able to evaluate our business, future prospects and viability. Further, on account of our limited operating history, we may not have sufficient experience to address the risks relating to aluminium alloy wheels manufacturing. Additionally, at an early stage, we may not be able identify risks involved in such operations and therefore could fail to achieve timely fulfillment of business targets. Additionally, we may face challenges in planning and forecasting accurately as a result of our limited historical data and inexperience in implementing and evaluating our business strategies. Our inability to successfully address these risks, difficulties and challenges as a result of our inexperience and limited operating history may have a negative impact on our ability to implement our strategic initiatives, which may have an adverse effect on our business, prospects, financial

condition and results of operations.

Due to our limited operational history we may not be able to identify the risks involved in offering manufacturing and selling our products and therefore could fail to achieve timely fulfilment of our orders. We may not be successful in identifying our competitors or keeping up with the requirement of the customer base. Additionally, we may face difficulty in understanding the demand and supply patterns, marketing segments which may pose a risk in the smooth operation, and working of our logistical division. In the event that we fail to understand the market operations and the risks related to the same, our business, financial performance and cash flows may be affected. While, such instances have not occurred in the preceding three Fiscals, occurrence of any such events in the future, may have an adverse impact on our business, results of operations and financial condition.

8. ***As of March 31, 2025, we derive 84.29% of our revenue from operations from repeat orders of our customers. Any loss of, or a significant reduction in the repeat orders received by us could adversely affect our business, results of operations, financial condition and cash flows.***

We have historically been dependent, and expect to depend, on repeat orders, for a substantial portion of our revenue and the loss of any of them for any reason including due to loss of, or termination of existing arrangements; limitation to meet any urgent demand, failure to address issues with quality of products, or disputes with a customer; adverse changes in the financial condition of our customers, such as possible bankruptcy or liquidation or other financial hardship, change in business practices of our customers, could have a material adverse effect on our business, results of operations, financial condition and cash flows.

We derive a significant portion of our revenue from operations from repeat orders, which we identify as orders placed by customers, who have previously placed orders with our Company. Set forth below is our revenue from repeat customers and new customers as a percentage of our revenue from operation –

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue (₹ in lakhs)	% of revenue from operations	Revenue (₹ in lakhs)	% of revenue from operations	Revenue (₹ in lakhs)	% of revenue from operations
Repeat customers	17,901.77	84.29%	11,221.64	99.78%	21.42	83.89

Our relationship with our customers is dependent to a large extent on our ability to regularly meet customer requirements, including price competitiveness, efficient and timely product deliveries, and consistent product quality. Acquiring new customers involves additional expenses relating to marketing and onboarding while, retaining existing customers typically offsets any additional costs incurred by their ongoing business. Accordingly, we intend to maintain and grow the revenue share from our existing customers, which increases the number of repeat orders received from them. In the event we are unable to meet such requirements in future, it may result in decrease in orders or cessation of business from affected customers. While, the aforementioned events have not occurred during the preceding three Fiscals, however occurrence of any such events may adversely affect our revenues and profitability.

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

We do not enter into formal agreements or arrangements with our customers and typically rely on blanket purchase orders issued by our customers from time to time that set out the price per unit of the products that are to be supplied to or purchased by them from us. Pursuant to the purchase order, our customers provide us the product specification, quantities of units to be supplied along with the delivery schedules specifying the details of delivery. In the event our customers terminate their arrangements with us or commit defaults in payment of amounts owed to us, our business, results of operations and financial condition may be impacted.

Due to the absence of long term agreements with our customers, the actual sales by our Company may differ from the estimates of our management. We cannot assure you that we will be able to maintain historic levels of

business and/or negotiate and execute terms of arrangements with our customers that are commercially viable or that we will be able to significantly reduce customer concentration in the future. In the absence of formal agreements, if our customers arbitrarily terminate work orders or fail to make payment towards the products offered by us, we may not be in a position to claim compensation. We take advance payments from our customers to mitigate risks relating to default in payment by our customers, however there can be no assurance that such advance payments would be commensurate with the work undertaken and resourced deployed on an order. While, there have been no instances of termination of order or default in payment by our customers in the past, occurrence of such instances in the future may impact our business, results of operations and financial condition.

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

We generate major sales from our customers situated at select geographical regions. Such geographical concentration of our business in these regions heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions which may adversely affect our business prospects, financial conditions and results of operations. The table sets forth below revenue earned by our Company by offering services in various states as a percentage of our revenue from operations during the period indicated:

State	2025		2024		2023	
	Value	%	Value	%	Value	%
Karnataka	8,648.16	40.72	2,286.89	20.33	-	-
Tamil Nadu	9,457.73	44.53	8,913.51	79.26	25.54	100.00
Andhra Pradesh	1,047.57	4.93	-	-	-	-
Haryana	1,750.09	8.24	-	-	-	-
Maharashtra	268.08	1.26	45.85	0.41		
Rajasthan	22.95	0.11				
Uttar Pradesh	44.69	0.21				
Total	21,239.27	100.00	11,246.25	100.00	25.54	100.00

Existing and potential competitors to our businesses in these states may increase their focus on these states. The concentration of our operations heightens our exposure to adverse developments related to competition, as well as economic, political, demographic and other changes, which may adversely affect our business prospects, financial conditions and results of operations. While we strive to geographically diversify our product portfolio and reduce our concentration risk, we cannot assure you that adverse developments associated with the region will not impact on our business. If we are unable to mitigate the concentration risk, we may not be able to develop our business as planned and our business, financial condition and results of operation could be adversely affected.

This concentration of business subjects us to various risks, including but not limited to:

- (i) vulnerability to change in laws, policies and regulations of the political and economic environment;
- (ii) perception by our potential customers that we are a regional company which hampers us from competing for large and complex projects at the national level; and
- (iii) limitation on our ability to implement the strategy to cluster projects in the states where we intend to conduct business.

Further, any significant interruption to our operations directly or indirectly as a result of any severe weather or other natural disasters could materially and severely affect our business, financial condition and results of operations. Similar adverse consequences could follow if war, or war-like situation were to prevail or terrorist attacks, etc. In such instance, we may have to completely halt our operations which may severely impact our business operations. Any such disruption for any reason could result in significant increase of costs and delays in execution of orders.

Factors such as competition, culture, regulatory regimes, business practices and customs, industry needs, transportation, in other markets where we may expand our operations may differ from those in such regions, and our experience in these regions may not be applicable to other markets. In addition, as we enter new markets and geographical areas, we are likely to compete not only with national players, but also local players who might have an established local presence, are more familiar with local regulations, business practices and industry needs, have stronger relationships with local distributors, dealers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into areas outside our present geographical regions may adversely affect our business prospects, financial conditions and results of operations. While our management believes that our Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we may face and should not rely on our results of operations for any prior periods as an indication of our future performance. While such instances have not materially occurred in the past, however future occurrence of any such instances could impact our earnings, financial condition and results of operation.

11. Our Company is dependent on a domestic market and our clients located in India for its sales and any downturn in it could reduce our sales.

During the preceding three Fiscals, we have historically derived majority of our revenues from the domestic market and our clients located in India. Thus, the sales of our Company are widely dispersed throughout the domestic markets and any failure to maintain such dispersion may impact sales, revenues, and consequently, the financial performance of the Company. Details for the revenue generated from domestic market and through export as per restated financials are as follow:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	(₹ in Lakhs)	(%)	(₹ in Lakhs)	(%)	(₹ in Lakhs)	(%)
Domestic Sales	21,239.27	100.00	11,246.25	100.00	25.54	100.00
Export Sales	Nil	Nil	Nil	Nil	Nil	Nil
Revenue from operations	21,239.27	100.00	11,246.25	100.00	25.54	100.00

Our Company relies heavily on the domestic market for its sales. Any economic downturn or adverse changes within this market could significantly impact on our sales performance. Consequently, fluctuations in the domestic economy pose a considerable risk to our financial stability and growth prospects.

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

We require certain statutory and regulatory licenses, registrations and approvals to operate our business some of which are granted for a fixed period of time and need to be renewed from time to time. Further, in future, we may also be required to obtain new licenses, registrations and approvals for any proposed operations, including any expansion of existing operations. There can be no assurance that the relevant authorities will renew such licenses, registrations and approvals in a timely manner or at all.

Further, the following is the list of business-related approvals which have been applied for by our Company for its Manufacturing Unit 1 and 2 and pending for approval:

Sr. No.	Type of License/Approval	Issuing Authority	Application Number	Date of Application
A	Unit 2			
1.	Consent to operate obtained under the Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act") and Water (Prevention and Control	Haryana State Pollution Control Board	102969645	May 07, 2025

	of Pollution) Act, 1974 (the “Water Act”)			
2.	Fire NoC	Municipal Corporation Gurgaon	051132523000937	August 20, 2025
3.	Registration of Factories under the Factories Act, 1948	Labour Department, Haryana	BIP ID- 41842	September 20, 2025
A	Unit 1			
3.	Professional tax registration for registered office at Vizag, Andhra Pradesh	Greater Visakhapatnam Municipal Corporation	37250903946716	September 03, 2025
4.	Fire NoC	Office of the Chief Fire Officer, Karnataka Fire & Emergency Services Department, Bengaluru-East Zone	CR0825007000343803	August 28, 2025

Further, these licenses, registrations and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant licenses, approvals and registrations. We may be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. Further, our Company will be responsible for bearing any and all liabilities arising out of this non-compliance. If we are unable to renew, maintain or obtain the required registrations or approvals, it may result in the interruption of our operations and may have a material adverse effect on our revenues and operations. Failure by our Company to renew, maintain or obtain the required licenses or approvals, or cancellation, suspension, or revocation of any of the licenses, approvals and registrations may result in the interruption of our Company’s operations and may have a material adverse effect on our business. For further details on the licenses obtained by our Company and licenses for which renewal applications have been made, kindly refer the chapter titled “Government and Other Approvals” beginning on page 253 of this Draft Prospectus.

13. Failure to manage our inventory of minerals could have an adverse effect on our net sales, profitability, cash flow and liquidity.

The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks of minerals. To effectively manage our inventory of minerals, we must be able to accurately estimate customer demand and supply requirement accordingly. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory.

14. There can be no assurance that the objects of the Issue will be achieved within the time frame anticipated or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment. Further, the plan for deployment of the Net Proceeds has not been appraised by any bank or financial institution.

Our Company intends to use the Net Proceeds towards the various heads as disclosed in the section titled “Objects of the Issue” on page 88. Further, the plans for deployment of the Net Proceeds are in accordance with our management’s estimates and have not been appraised by any bank, financial institution or any other external agency. Our Company may have to revise its management estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, and interest or exchange rate fluctuations and consequently its requirements may change.

In the event there is a shortfall in receipt of issue proceeds from this Issue, we may be unable to meet the equity requirement for the proposed manufacturing unit which may have a bearing on the commission of our manufacturing unit on time. In case of any shortfall of the proceeds raised from this Issue, there can be no assurance that we will be able to raise the funds through other sources to meet our obligations of meeting equity contribution for our proposed unit. In case of shortfall in the proceeds of this Issue which are to be utilized for meeting the objects of the Issue, the shortfall will be met by such means as are available to our Company at such future time and at the discretion of the management, including by way of cash available with us or by any other means permissible under law. We cannot assure that we will be able to arrange for adequate cash or will be able to procure further loans to meet the funding requirements. Any failure to meet the additional funding requirements will have a material adverse effect on the implementation of the proposed unit.

We may also be required to adhere to certain restrictive covenants as regards raising of finance for the unit from means other than those sanctioned under our present financing documents. Any failure or delay on our part to raise funds from the Issue or any shortfall in the Issue proceeds and subsequent inability of our Company to source alternate means of finance may delay the implementation of our project and could adversely affect our growth plans.

- 15. There have been instances of delays in filing of GST returns by the Company. In case of any delay in in filing of statutory returns in future by our Company, the Regulatory Authorities may impose monetary penalties on us or take certain punitive actions against our Company in relation to the same which may have adverse impact on our business, financial condition and results of operations.**

In the past, there have been certain instances of delays in filing of GST returns , i.e. GSTR-3B, by the Company. The details of the delay caused in filing return have been provided below:

GSTR-1 - 29AAUCA7664D1Z4

[Bangalore]

Month	Due Date of filing	Date of Filing Return	Reason of Delay	Delay Period
July 2024	11-08-2024	12-08-2024	Delay in reconciliation of GST	1

GSTR-3 - 29AAUCA7664D1Z4

[Bangalore]

Month	Due Date of filing	Date of Filing Return	Reason of Delay	Delay Period
April 2024	20-05-2024	21-05-2024	Delay in reconciliation of GST	1

Employee Provident Fund - GRVSP2301255000

(i) [Bilaspur]

Month	Due Date of filing	Date of Filing Return	Reason of Delay	Delay Period
February 2025	15-03-2025	07-04-2025	Due to the fact that a new EPF code was applied for the Bilaspur branch. However, the application was subsequently rejected by the EPFO authorities, and we were advised to file the EPF under the already registered code of the Bangalore branch. The time taken in the application process and subsequent communication regarding the rejection led to the delay in compliance.	20
January 2025	15-02-2025	04-04-2025		48
December 2024	15-01-2025	04-04-2025		79
November 2024	15-12-2024	04-04-2025		110
October 2024	15-11-2024	04-04-2025		140
September 2024	15-10-2024	04-04-2025		171
August 2024	15-09-2024	04-04-2025		201
July 2024	15-08-2024	04-04-2025		232
June 2024	15-07-2024	04-04-2025		263
May 2024	15-06-2024	03-04-2025		292
April 2024	15-05-2024	02-04-2025		322

(ii) [Bangalore]

Month	Due Date of filing	Date of Filing Return	Reason of Delay	Delay Period
March 2024	15-04-2024	16-04-2024	Due to technical error in site	1
December 2023	15-01-2024	16-01-2024		1
May 2023	15-06-2023	19-06-2023		4

April 2023	15-05-2023	27-05-2023		12
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ESIC – 53700576130010999
[Bangalore]

Month	Due Date of filing	Date of Filing Return	Reason of Delay	Delay Period
April 2024	15-05-2024	18-05-2025	Due to technical error in site	3
March 2024	15-04-2024	16-04-2024		1
July 2023	15-08-2024	17-08-2024		2
May 2023	15-06-2023	20-06-2023		5
April 2023	15-05-2023	27-05-2023		12

Form 24Q

Year	Quarter	Due Date of filing	Date of Filing Return	Reason of Delay	Delay Period
2021-22	3	31-01-2022	03-02-2022	Delay due to getting PAN numbers of concern parties.	3
2023-24	1	31-07-2023	30-09-2023		61
2023-24	3	31-01-2024	01-02-2024		1
2023-24	4	31-05-2024	03-06-2024		3
2024-25	2	31-10-2024	04-12-2024		34
2024-25	3	31-01-2025	06-02-2025		6
2024-25	4	31-05-2025	21-06-2025		21

Form 26Q

Year	Quarter	Due Date of filing	Date of Filing Return	Reason of Delay	Delay Period
2023-24	1	30-09-2023	31-07-2023	Delay due to getting PAN numbers of concern parties.	61
2023-24	3	01-02-2024	31-01-2024		1
2023-24	4	03-06-2024	31-05-2024		3
2024-25	1	04-10-2024	31-07-2024		65
2024-25	2	24-01-2025	31-10-2024		85
2024-25	3	17-02-2025	31-01-2025		17
2024-25	4	11-06-2025	31-05-2025		11

Form 27EQ

Year	Quarter	Due Date of filing	Date of Filing Return	Reason of Delay	Delay Period
2024-25	4	21-06-2025	31-05-2025	Delay due to getting PAN numbers of concern parties.	21

It cannot be assured, that there will not be such instances in the future or our Company will not commit any further delays or defaults in relation to payment of statutory dues. The happening of such event may cause imposition of fine/ penalty which may have adverse effect on the results of our operations and financial position.

No show cause notice in respect to the above has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future or our Company will not commit any further delays in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our results of operations and financial position.

16. There have been instances of delays in filings of certain forms which were required to be filed as per the reporting requirements under the Companies Act, 2013 to ROC.

In the past, there have been certain instances of delays in filing statutory forms which have been subsequently filed by payment of an additional fee as specified by ROC. The details of such forms have been provided below:

Year	Name of the Form	Date of Event	Due Date	Date of filing	No. of days in delay	Reason
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2022-23	AOC-4	30-09-2023	29-10-2023	11-11-2023	13	Due to technical issue on MCA site
2022-23	MGT-7	30-09-2023	28-11-2023	17-01-2024	50	Due to technical issue on MCA site
2023-24	AOC-4	30-09-2024	29-10-2024	18-12-2024	50	Due to technical issue on MCA site
2023-24	MGT-7	30-09-2024	28-11-2024	01-02-2025	65	Due to technical issue on MCA site
2021-22	PAS 3	24-04-2021	23-05-2021	06-11-2021	167	Due to technical issue on MCA site
2021-22	PAS 3	26-05-2021	24-06-2021	06-11-2021	135	Due to technical issue on MCA site
2021-22	PAS 3	03-08-2021	01-09-2021	06-11-2021	66	Due to technical issue on MCA site
2021-22	PAS 3	16-09-2021	15-10-2021	06-11-2021	22	Due to technical issue on MCA site
2021-22	PAS 3	02-12-2021	31-12-2021	25-02-2022	56	Due to technical issue on MCA site
2021-22	PAS 3	28-03-2022	26-04-2022	07-05-2022	11	Due to technical issue on MCA site

No show cause notice in respect to the above has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future or our Company will not commit any further delays in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our results of operations and financial position.

17. We presently operate out of a single Manufacturing Facility which is located at Malur Taluk, Kolar, Karnataka, and is subject to operating risks. Any shutdown of our Manufacturing Facility or other production problems caused by unforeseen events may reduce sales and adversely affect our business, cash flows, results of operations and financial condition

We operate out of a single Manufacturing Facility which is located at Malur Taluk, Kolar, Karnataka and our new manufacturing unit at Bilaspur, Gurugram, Haryana is yet to receive start commercial operation. Any significant localized social unrest, natural disaster or breakdown of services or any other natural disaster in and around Karnataka or any disruption in production at, or shutdown of, our Manufacturing Facility could have material adverse effect on our business and financial condition.

Our business is dependent upon our ability to manage our manufacturing activities, which are subject to operational risks. We may encounter manufacturing problems or experience difficulties or delays in production as a result of occurrence of the following events or any other events beyond our control:

- forced or voluntary closure of manufacturing plants, including as a result of regulatory actions or comply with the directives of relevant government authorities;
- problems with supply chain continuity, including as a result of natural or man-made disasters at any of our Manufacturing Facility;
- manufacturing shutdowns, breakdown or failure of equipment, equipment performance below expected levels of efficiency, obsolescence of our equipment and production facility, industrial accidents;
- labour disputes, strikes, lock-outs that may result in temporary shutdowns or manufacturing disruptions;
- any changes in the availability of power or water availability which impacts the entire region; and
- failure of a supplier to provide us with the critical raw materials or components for an extended period of time, which could impact continuous supply.

While, there have not been any such instances of material disruptions in the preceding three Fiscals, which had an adverse effect on our business, financial conditions, cash flows and results of operations. There is no assurance

that our business and financial results may not be adversely affected by any disruption of operations at our Manufacturing Facility, including as a result of any of the factors mentioned above. Disruption in our operations may result in reduced production and reduced sales or higher costs to arrange for alternative arrangements to meet our customer obligations.

18. Under-utilization of our manufacturing capacities may have an adverse effect on our business, future prospects and future financial performance.

The success of any capacity investment and expected return on investment on capital expenditure is subject to, among other factors, the ability to procure requisite regulatory approvals in a timely manner; recruit and ensure satisfactory performance of personnel to further grow our business; and the ability to absorb additional infrastructure costs and develop new expertise. Our ability to maintain our profitability depends on our ability to optimize the product mix to support high-margin products and products with consistent long-term demand and the demand and supply balance of our products in the principal and target markets. In particular, the level of our capacity utilization can impact our operating results. Capacity utilization is also affected by our product mix and the demand and supply balance. Our break-up of the capacity utilization in our manufacturing unit for the period indicated has been provided below:

Financial Year	Unit 1			Unit 2		
	Installed Capacity (in Units PA)	Utilized Capacity (in Units PA)	Percentage of utilization (%)	Installed Capacity (in Units PA)	Utilized Capacity (in Units PA)	Percentage of utilization (%)
2022-23	12,00,000	7,702	0.64%	-	-	-
2023-24	12,00,000	7,39,565	61.63%	-	-	-
2024-25	24,00,000	14,15,006	58.98%	-	-	-
2025-26 (For 5 months)	10,00,000	6,67,457	66.74%	36,00,000*	-	-

* Commercial production yet to commence

Our new manufacturing unit at Bilaspur, Gurugram, Haryana is yet to receive start commercial operation which is having a capacity of 3.6 million wheels per annum.

For further information, see “Our Business” on page 120 of this Draft Red Herring Prospectus.

These capacity utilization details are not indicative of future capacity utilization rates, which are dependent on various factors, including demand for our products, availability of raw materials, our ability to manage our inventory and improve operational efficiency.

Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short-term, could materially and adversely impact our business, growth prospects and future financial performance. Our capacity utilization levels are dependent on our ability to carry out uninterrupted operations at our manufacturing facilities, the availability of raw materials, industry/ market conditions, as well as by the product requirements of, and procurement practice followed by us. In the event we face prolonged disruptions at our facilities including due to interruptions in the supply of water, electricity or as a result of labour unrest, or are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization of our current manufacturing facilities, resulting in operational inefficiencies which could have a material adverse effect on our business and financial condition.

19. Any failure in our quality control processes may adversely affect our business, results of operations and financial condition. We may face product liability claims and legal proceedings if the quality of our products does not meet our customers’ expectations.

Quality control (QC) is a critical aspect of manufacturing of alloy wheels. Our Company has in place adequate arrangements to implement the Quality Policy through an elaborate set of Quality Management & Documentation

System. Ensuring the highest quality standards not only enhances the product's safety and reliability but also builds customer trust and satisfaction. However, there may be a possibility that our products may contain certain quality issues or undetected errors, due to defects in manufacture of products or raw materials which are used in the products. We have a quality control and assurance division ("**Quality Division**") in our manufacturing unit which carries out the required tests on the materials received including raw materials which are used in the manufacturing process and also on the final products. Our quality laboratory carries out tests on the raw materials and finished products to ensure that our products are compliant with the specifications provided by our customers in case of sales and are compliant with specifications of IATF 16949:2016 and ISO 9001:2015. Our Quality Division also carries out tests on all the stages of our manufacturing processes to ensure that the quality is built through the process. We have implemented quality control processes for our raw materials and finished goods, however, we cannot assure you that our quality control processes or our product will pass the quality tests and inspections conducted by various agencies as per their prescribed standards will not fail. Any shortcoming in the raw materials procured by us or in the production of our products due to failure of our quality control procedures, negligence and human error or otherwise, may damage our products and result in deficient products. It is imperative for us to meet the regulatory quality standards set by regulatory agencies and our customers as deviation from the same can cause them to reject our products and can also cause damage to our reputation, market standing and brand value.

In the event the quality of our products is sub-standard or our products suffer from defects and are returned by our customers due to quality complaints, we might be compelled to take back the sub-standard products and reimburse the cost paid by our customers. Such quality lapses could strain our longstanding relationship with our customers and our reputation and brand image may suffer, which in turn may adversely affect our business, results of operations and financial condition. Our customers may lose faith in the quality of our products and could in turn refuse to further deal in our products, which could have a severe impact on our revenue and business operations. We also face the risk of legal proceedings and product liability claims being brought against us by our customers for defective products sold. We cannot assure you that we will not experience any material product liability losses in the future or that we will not incur significant costs to defend any such claims. A product liability claim may adversely affect our reputation and brand image, as well as entail significant costs.

20. Any delays and/or defaults in payments could result in increase of working capital investment and/or reduction of our Company's profits, thereby affecting our operation and financial condition.

We are exposed to payment delays and/or defaults by our customers. Our financial position and financial performance are dependent on the creditworthiness of our customers. As per our business network model, we majorly supply our products directly to our customers without taking any advance payment or security deposit against the orders placed by them. Such delays in payments may require our Company to make a working capital investment. We cannot assure you that payments from all or any of our customers will be received in a timely manner or to that extent will be received at all. If a customer defaults in making its payments on an order on which our Company has devoted significant resources, or if an order in which our Company has invested significant resources is delayed, cancelled or does not proceed to completion, it could have a material adverse effect on our Company's results of operations and financial condition.

There is no guarantee on the timeliness of all or any part of our customers' payments and whether they will be able to fulfil their obligations, which may arise from their financial difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, our financial performance and our operating cash flows may be adversely affected.

21. Our inability to effectively manage our growth or to successfully implement our business plan and growth strategy could adversely affect our business, results of operations and financial condition.

We have experienced considerable growth over the past two years 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. The development of such future business could be affected by many factors, including general, political and economic conditions in India, government policies or strategies in respect of specific industries, prevailing interest rates and price of equipment and raw materials. 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. 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.

22. Our Company requires significant amount of working capital for a continuing growth. Our inability to meet our working capital requirements may adversely affect our results of operations.

Our business requires a significant amount of working capital. In the event, we are unable to source the required amount of working capital for addressing an increased demand of our services, we might not be able to efficiently satisfy the demand of our customers. Even if we are able to source the required amount of funds, we cannot assure you that such funds would be sufficient to meet our cost estimates and that any increase in the expenses will not affect the price of our services.

On the basis of the existing working capital requirement of our Company, the details of our working capital requirements in the preceding three years and next two financial years are as under:

(₹ in lakhs)						
S. No.	Particulars	As at March 31, 2023	As at March 31, 2024	As at March 31, 2025	As at March 31, 2026	As at March 31, 2027
		(Actual-Restated)	(Actual-Restated)	(Actual-Restated)	(Estimated)	(Projected)
(A)	Current assets					
(a)	Inventories	834.55	2,507.41	4,304.21	7,491.99	11,048.73
(b)	Trade receivables	22.32	0.56	1,077.43	2,644.23	3,788.13
(c)	Other Current Assets	1,369.40	1,454.74	4,279.89	5,217.00	6,574.20
	Total current assets (A)	2,226.26	3,962.71	9,661.53	15,353.22	21,411.06
(B)	Current liabilities					
(a)	Trade payables	374.77	1,422.96	2,250.35	3,463.02	5,030.97
(b)	Provisions, other current liabilities and current tax liabilities (net)	124.01	680.97	574.54	876.02	1,016.05
	Total current liabilities (B)	498.78	2,103.93	2,824.89	4,339.04	6047.02
(C)	Total working capital requirements (C = A – B)	1,727.48	1,858.79	6,836.64	11,014.18	15,364.04
(D)	Funding pattern					
(a)	IPO proceeds				3,000.00	-
(b)	Borrowings from banks, financial institutions and non-banking financial companies (including bill discounting)	1,007.60	1,062.18	4,661.12	4,500.00	4,000.00
(c)	Internal accruals from rolling working capital cycle.	719.88	796.61	2,175.52	3,514.18	11,364.04
	Total	1,727.48	1,858.79	6,836.64	11,014.18	15,364.04

Further, one of the objects of this Issue include funding of working capital requirements of our Company to the tune of Rs. 3,000.00 lakhs, which is based on management estimates and certain assumptions. For more information in relation to such management estimates and assumptions, please see "Objects of the Issue" on page 88. Our working capital requirements may be subject to change due to factors beyond our control including force majeure conditions, an increase in defaults by our customers, non-availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of the actual requirements of

our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.

Any delay in processing our payments by our customers may increase our working capital requirement. Further, if a customer defaults in making payments on the services, on which we have devoted significant resources, it could affect our profitability and liquidity and decrease the capital reserves that are otherwise available for other uses. We may file a claim for compensation of the loss that we incurred pursuant to such defaults but settlement of disputes generally takes time and financial and other resources, and the outcome is often uncertain. In general, we take provisions for bad debts, including those arising from such defaults based primarily on ageing and other factors such as special circumstances relating to special customers. There can be no assurance that such payments will be remitted by our clients to us on a timely basis or that we will be able to effectively manage the level of bad debt arising from defaults. We may also have large cash outflows, including among others, losses resulting from environmental liabilities, litigation costs, adverse political conditions, foreign exchange risks and liability claims.

All of these factors may result in increase in the amount of receivables and short-term borrowings. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, could result in a dilution of your shareholding. Accordingly, continued increases in our working capital requirements may have an adverse effect on our financial condition and results of operations.

23. We do not own certain premises used by our Company. Disruption of our rights as licensee/ lessee or termination of the agreements with our licensors/ lessors would adversely impact our manufacturing operations and, consequently, our business.

As on the date of this Draft Red Herring Prospectus, certain of our offices have been taken on lease by our Company from third parties. The details of our lease agreements have been provided below:

Sr. no.	Details of lease agreement	Details of the Property	Lease Rent	Area	Usage
1	Lease deed dated January 1, 2025 with Sahuwala Cylinders Pvt Ltd for a period of 3 year w.e.f. January 1, 2025 for registered office	2nd Floor, Left wing, D1 and D2 B Block, Autonagar, Visakhapatnam – 530012, Andhra Pradesh, India	Rs.15,000 p.m.	2,000 sq.ft.	Registered Office
2	Lease agreement dated November 5, 2021 executed with Karnataka Industrial Areas Development Board, for a term of 99 years, w.e.f. August 11, 2021	Plot No 3A-3, Jakkasandra Industrial Area, Malur Taluk, Kolar, Karnataka-563130	Rs.6,070/- p.a.	24280 sq. meters	Manufacturing Unit 1
3	Lease agreement dated March 28, 2025 executed with VD Infra Projects Pvt Ltd, for a term of 12 years, w.e.f. January 15, 2025	Khasra No 29/3, Pataudi Road, Bilaspur, Gurugram, Haryana-122413	Rs.33,00,000/- p.m.	1,65,000 sq. ft.	Manufacturing Unit 2
4	Lease agreement dated September 27, 2025, executed with S. Nanda Kumar, for a term of 11 months, w.e.f. September 27, 2025	SF No 230, Om Shanthi Nagar, Motham Agraharam, Hosur – 635109, Tamil Nadu,	Rs.74,520/- p.m.	4,000 sq.ft.	Warehouse

For details, please refer to the chapter titled “*Our Business- Land and Property*” on page 144 of this Draft Red Herring Prospectus.

There can also be no assurance that our Company will be able to renew the lease agreements or deeds entered into with third parties in a timely manner or at all. Further, there can be no assurance that we will not face any disruption of our rights as a lessee/ licensee and that such lease and license and lease agreements will not be terminated prematurely by the licensor/lessor. Any such non-renewal or early termination or any disruption of our rights as lessee / licensee will adversely affect our business operations.

- 24. *We are dependent on information technology systems in carrying out our business activities and it forms an integral part of our business. Further, if we are unable to adapt to technological changes and successfully implement new technologies or if we face failure of our information technology systems, we may not be able to compete effectively which may result in higher costs and would adversely affect our business and results of operations.***

We are dependent on information technology system in connection with carrying out our business activities and such systems form an integral part of our business. Any failure of our information technology systems could result in business interruptions, including the loss of our customers, loss of reputation and weakening of our competitive position, and could have a material adverse effect on our business, financial condition and results of operations. Additionally, our information technology systems, specifically our software may be vulnerable to computer viruses, piracy, hacking or similar disruptive problems. Computer viruses or problems caused by third parties could lead to disruptions in our business activities. Fixing such problems caused by computer viruses or security breaches may require interruptions, delays or temporary suspension of our business activities, which could adversely affect our operations. Breaches of our information technology systems may result in unauthorized access to confidential information. Such breaches of our information technology systems may require us to incur further expenditure to put in place advanced security systems to prevent any unauthorised access to our networks. In the event, any breach of our systems or software leads to the leaking of our trade secrets or any inventive techniques devised by our Company, it might lead to loss of our originality in the market and increase the chance of our products being substituted by the products of our competitors.

Our future success depends in part of our ability to respond to technological advancements and emerging standards and practices on a cost-effective and a timely basis. Our failure to successfully adopt such technologies in a cost-effective manner could increase our costs thereby compelling us to bid at lower margins which might lead to loss of bidding opportunities vis-à-vis such competitors. Additionally, the government authorities may require adherence with certain technologies and we cannot assure you that we would be able to implement such technologies in a timely manner or at all. The cost of upgrading or implementing new technologies or upgrading our existing equipment or expanding our capacity could be significant, less cost effective and therefore could negatively impact our profitability, results of operations, financial condition as well as our future prospects.

- 25. *We are dependent on third party transportation providers for delivery of raw materials to us from our suppliers and delivery of our products to our customers. We have not entered into any formal contracts with our transport providers and any failure on part of such service providers to meet their obligations could adversely affect our business, financial condition and results of operation.***

To ensure smooth functioning of our manufacturing operations, we need to maintain continuous supply and transportation of the raw materials required from the supplier to our manufacturing unit and transportation of our products from our unit to our customers, which may be subject to various uncertainties and risks. We are dependent on third party transportation providers for the delivery of raw materials to us and delivery of our products to our customers. Uncertainties and risks such as transportation strikes or delay in supply of raw materials and products could have an adverse effect on our supplies and deliveries to and from our customers and suppliers. Additionally, raw materials and products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. A failure to maintain a continuous supply of raw materials or to deliver our products to our customers in a timely, efficient and reliable manner could adversely affect our business, results of operations and financial condition.

Further, we have not entered into any long term agreements with our transporters for our manufacturing unit and the costs of transportation are generally based on mutual terms and the prevailing market price. In the absence of such agreements, we cannot assure that the transport agencies would fulfill their obligations or would not commit a breach of the understanding with us. In the event that the finished goods or raw materials suffer damage or are lost during transit, we may not be able to prosecute the agencies due to lack of formal agreements. Further, the transport agencies are not contractually bound to deal with us exclusively, we may face the risk of our competitors offering better terms or prices, which may cause them to cater to our competitors alongside us or on a priority basis, which could adversely affect our business, results of operations and financial condition.

26. *Our Company has availed certain unsecured loans from related parties as well as third parties which are repayable on March 31, 2026*

As of August 31, 2025, our Company has availed certain unsecured loans from related parties as well as third parties, which amount to ₹ 3,987.63 lakhs, which repayable on March 31, 2026. In the event, any of such unsecured lenders does not renew the any of these loans, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. If we are unable to arrange for any such financing arrangements, we may not have adequate working capital to undertake new projects or complete our ongoing projects. Therefore, any such demand may adversely affect our business, financial condition and results of operations. For further details, see “*Financial Indebtedness*” on page 227 of this Draft Red Herring Prospectus.

27. *Our lenders have charge over our movable and immovable properties in respect of finance availed by us.*

We have provided security in respect of loans / facilities availed by us from banks and financial institutions by creating a charge over our movable properties. The total amount outstanding and payable by us as secured loans was ₹ 20,491.58 lakhs, as on August 31, 2025. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our assets may be subject to forfeiture by lenders, which in turn could have significant adverse effect on our business, financial condition or results of operations. For further details of the secured loans availed by us, see “*Financial Indebtedness*” on page 227.

28. *If our Company is unable to protect its intellectual property, or if our Company infringes on the intellectual property rights of others, our business may be adversely affected.*

Our Company is currently using the logo  which is not yet registered in the name of our Company. While, our Company has made an application for registering our logo with the Registry of Trademark, however the same is pending. There can be no assurance that third parties will not infringe upon our name and logo, causing damage to our business prospects, reputation and goodwill. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect its intellectual property, which could adversely affect our business, results of operations and financial condition.

We are also exposed to the risk that other entities may pass off their products as ours by imitating our brand name and attempting to create counterfeit products. We believe that there may be other companies or vendors which operate in the unorganized segment using our brand names. Any such activities may harm the reputation of our brand and sales of our products, which could in turn adversely affect our financial performance. We rely on protections available under Indian law, since our name and logo are not yet registered, such protection may not be adequate to prevent unauthorized use of our intellectual property by third parties. Furthermore, the application of laws governing intellectual property rights in India is uncertain and evolving, and could involve substantial risks to us. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights, which may have an adverse effect on our business,

results of operations, cash flows and financial condition. Furthermore, our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. For further details, please refer to the chapters titled “*Our Business*” and “*Government and other Statutory Approvals*” on pages 120 and 253, respectively of this Draft Red Herring Prospectus.

29. *Our Company is reliant on the demand from the automotive industry for a significant portion of our revenue. Any decrease in automotive prices may have a material adverse effect on our business, results of operations, prospects and financial condition.*

Automotive production is capital-intensive and highly dependent on raw materials and energy, which are subject to significant price volatility. As a manufacturer of alloy wheels used in the automotive industry, we are exposed to risks arising from fluctuations in automotive prices, driven by factors such as geopolitical tensions, weak global demand, and raw material cost changes. Sharp corrections in automotive prices can force high-cost inventory to be sold at lower prices, impacting margins, while prolonged high prices may delay demand from such industry. Furthermore, excess production capacity can lead to sudden price drops, and recovery in automotive prices typically depends on broad economic improvement. Instances of price volatility have adversely affected our operations, and similar future events may materially impact our business, financial condition, and prospects.

30. *We are subject to strict performance requirements, including, but not limited to, quality and delivery, by our customers, and any failure by us to comply with these performance requirements may lead to reduction in our order value, recalls or liability claims.*

Our purchase orders with our customers are of standard form and usually, inter-alia contain details relating to price, terms of payment, delivery schedule, and other standard terms and conditions. Any defect or malfunction in our system designs, products, and/or solutions, or failure to satisfy the requirements and expectations of our customers, could lead to claims made against us and/or termination of our order in whole or in part. This may arise from unsatisfactory design or workmanship, staff turnover and, human errors. However, our production doesn't start without manufacturing clearance is given by our Company and the end user and a product design is tested before being taken up for production; likewise, approval is taken from the Company and the end user before packaging of the product and hence it reduces the chances of defects in our product. Further, as our system designs, products, and technology solutions are applied in the process of finalizing the order, if it is established that any damages in and/or loss of property, as well as personal injuries and/or death resulted from defects in of our products, we may be required to further compensate our customers and/or victims for such loss, damages, personal injuries and/or death. We may face liability claims if the use of any of our products results in personal injury or property damage. While, we limit our liability to the extent of the value of products supplied by us, however we may still be subject to such claims by our customers. During the preceding three Fiscals, we have not faced any liability claim for our products which has resulted in personal injury or property damage.

We may also have to incur additional costs for replacing defective products as well as conducting product recalls, any of which could have a material adverse effect on our business, financial condition, results of operations and cash flows. In order to mitigate the risks relating to supply of deficient supply of products, our Quality Team undertakes testing of raw materials and finished products.

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

Our Directors, Promoters and Group Companies are parties to certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and forums. Mentioned below are the details of the proceedings involving our Company, Directors, Promoters and Group Companies as on the date of this Draft Red Herring Prospectus along with the amount involved, to the extent quantifiable.

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Other Pending Litigations / Actions	Aggregate amount involved (₹ in lakhs)*
Company							
By the Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Company	Nil	8	Nil	Nil	1	Nil	50.21
Directors							
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Promoters							
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Group Companies							
By the Group Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Group Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil
KMPs							
By the KMPs	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the KMPs	Nil	Nil	Nil	Nil	Nil	Nil	Nil

* to the extent quantifiable

Note: The amount mentioned above may be subject to additional interest, rates or Penalties being levied by the concerned authorities for delay in making payment or otherwise.

For further details, please refer chapter “*Outstanding Litigation and Material Development*” beginning from page no. 245 of this Draft Red Herring Prospectus . Further, in addition to that, there could be other litigations & claims filed against the Company, Directors & Promoters which the Company may not be aware of as on the date of this Draft Red Herring Prospectus .

There can be no assurance that these litigations will be decided in favour of our Directors, Promoters and Group Companies, respectively, and consequently it may divert the attention of our management and Promoter and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations. For the details of the cases please refer the chapter titled “*Outstanding Litigations and Material Developments*” on page245of this Draft Red Herring Prospectus.

32. We have significant power requirements for continuous running of our manufacturing unit. Any disruption to our operations on account of interruption in power supply or any irregular or significant hike in power tariffs may have an effect on our business, results of operations and financial condition.

Our manufacturing operations require significant amount of electricity and any interruption in the supply of power may temporarily disrupt our operations at our rice bran oil manufacturing unit. Since, our manufacturing process requires high power consumption, any unexpected or unforeseen increase in the tariff rates can increase the operating cost of our manufacturing unit and thereby cause an increase in the production cost which we may not be able to pass on to our customers. There are limited number of electricity providers in the areas from where we operate due to which in case of a price hike, we may not be able to find a cost-effective substitute, which may negatively affect our business, financial condition, cash flows and results of operations. For further details, please refer to the chapter titled “*Our Business*” on page 120 of this Draft Red Herring Prospectus.

33. We operate in a competitive business environment and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows.

Our product vertical is highly competitive with large players in organized markets . However, we are required to compete both in the domestic and international players. We may be unable to compete with the prices and

products offered by our competitors who are much larger than us in terms of production capacity and financial strength. We may have to compete with new players in India who enter the market and are able to offer competing products. Our competitors may have access to greater financial, manufacturing, research and development, marketing, distribution and other resources and more experience in obtaining the relevant regulatory approvals. Increasing competition may result in pricing pressures and decreasing profit margins or loss of market share or failure to improve our market position, any of which could substantially harm our business and results of operations. We cannot assure you that we will be able to compete with our existing as well as future competitors as well as the products prices and payment terms offered by them. In addition, our customers may enter into contract manufacturing arrangements with third parties, for products that they are presently purchasing from us. Our failure to successfully face existing and future competitors may have an adverse impact on our business, growth and development.

Further, some of our competitors may be larger than we are or develop alliances to compete against us and may have greater resources, market presence and geographic reach and have products with better brand recognition than ours. Some of our competitors may be able to procure raw materials at lower costs than us, and consequently be able to sell their products at lower prices. As a result, our competitors may be able to withstand industry downturns better than us or provide customers with products at more competitive prices. Some of our international competitors may be able to capitalize on their overseas experience to compete in the Indian market. Consequently, we cannot assure you that we will be able to compete successfully in the future against our existing or potential competitors or that our business and results of operations will not be adversely affected by increased competition. We cannot assure you that we will be able to maintain our existing market share. Our competitors may significantly increase their marketing expenses to promote their brands and products, which may require us to similarly increase our advertising and marketing expenses and engage in effective pricing strategies, which we may not be able to pass on to our customers which in turn may have an adverse effect on our business, results of operations and financial condition. For further details, please see “*Industry Overview*” on page 110 of this Draft Red Herring Prospectus.

34. *Our Promoter, Directors and Key Managerial Personnel have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits.*

Our Promoter, Directors and Key Managerial Personnel, may be deemed to be interested in our Company, in addition to the regular remuneration or benefits, reimbursements of expenses, Equity Shares held by them or their relatives, their dividend or bonus entitlement, benefits arising from their directorship in our Company. Our Promoter, Directors and Key Managerial Personnel may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are directors or partners. For further details please refer to the paragraphs titled — “*Interest of our Directors*” in the chapter titled — “*Our Management*”, the paragraphs titled — “*Interest of Promoters*” in the chapter titled — “*Our Promoter and Promoter Group*”, “*Financial Indebtedness*” and “*Restated Financial Information*” on pages 163, 173, 227 and 182, respectively of this Draft Red Herring Prospectus.

There can be no assurance that our Promoter, Directors, Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoter and members of our Promoter Group will continue to exercise significant control over our Company, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business, which may conflict with the best interests of our Company or that of minority shareholders.

35. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further, we have not identified any alternate source of financing the ‘Objects of the Issue’. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.*

As on date, we have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. We meet our capital requirements through our bank finance, unsecured loans, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would

result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled “*Objects of the Issue*” beginning on page 88 of this Draft Red Herring Prospectus.

36. *Our success largely depends upon the knowledge and experience of our Promoter, Directors, and our Key Managerial Personnel. Loss of any of our Directors and key managerial personnel or our ability to attract and retain them could adversely affect our business, operations and financial condition.*

The growth and success of our Company’s future significantly depends upon the experience of our Promoter and continued services and the management skills of our Key Managerial Personnel and the guidance of our Promoter and Directors for development of business strategies, monitoring its successful implementation and meeting future challenges. We believe the expertise, experience and continued efforts of our Key Managerial Personnel and their inputs are valuable to for the operations of our Company. Our future success and growth depend largely on our ability to attract, motivate and retain the continued service of our highly skilled management personnel. Our Company has never been faced with a challenge of high rate of attrition of our Key Management Personnel in the past, however, any attrition of our experienced Key Managerial Personnel, would adversely impact our growth strategy. We cannot assure you that we will be successful in recruiting and retaining a sufficient number of personnel with the requisite skills to replace those Key Managerial Personnel who leave. In the event we are unable to motivate and retain our key managerial personnel and thereby lose the services of our highly skilled Key Managerial Personnel may adversely affect the operations, financial condition and profitability of our Company and thereby hampering and adversely affecting our ability to expand our business. For further details on our Directors and Key Managerial Personnel, please refer to the chapter titled — “*Our Management*” on page 157 of this Draft Red Herring Prospectus.

37. *Our operations are labour intensive and our manufacturing operations may be subject to unionization, work stoppages or increased labour costs, which could adversely affect our business and results of operations.*

Our manufacturing activities are labour intensive and expose us to the risk of various labour related issues. Whilst we have not faced any strike by our workforce, we cannot assure you that we will not be subject to work stoppages, strikes, lockouts or other types of conflicts with our employees or contract workers in the future. The success of our operations depends on availability of labour and maintaining a good relationship with our workforce. We do not have any trade union registered under the Trade Unions Act, 1926. In the past three years, we have not experienced any labour dispute. We do not have any formal policy for redressal of labour disputes 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. We may also have to incur additional expenses to train and retain skilled labour. We are also subject to a number of stringent labour laws that protect the interests of workers, including legislation that imposes financial obligations on employers upon retrenchment. There can be no assurance that we will not experience labour unrest in the future, which may delay or disrupt our operations. In the event of any prolonged delay or disruption of our business, results of operations and financial condition could be materially and adversely affected.

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. Non-compliance with any such laws may lead to imposition of fines and penalties and initiation of actions by regulatory authorities, which may have an adverse impact on our business, results of operations and financial condition.

38. *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 this Issue, our Promoters and members of our Promoter Group will collectively hold [●] % of the Equity share capital of our Company. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders' approval. Accordingly, our Promoters will continue to retain significant control, including being able to control the composition of our Board of Directors, determine decisions requiring simple or special majority voting of shareholders, undertaking sale of all or substantially all of our assets, timing and distribution of dividends and termination of appointment of our officers, and our other shareholders may be unable to affect the outcome of such voting. There can be no assurance that our Promoters will exercise their rights as shareholders to the benefit and best interests of our Company. Further, such control could delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company even if it is in our Company's best interest. The interests of our Promoters could conflict with the interests of our other equity shareholders, and our Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

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

Our Promoters' average cost of acquisition of Equity Shares in our Company may be lower than the Issue Price which is proposed to be determined through fixed price mechanism. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapter titled "*Capital Structure*" on page 74 of this Draft Red Herring Prospectus.

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

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

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

As of March 31, 2025, we have entered into several related party transactions with our Promoters, individuals and entities forming a part of our promoter group relating to our operations. In addition, we have in the past also entered into transactions with other related parties. For further details, please refer to the chapter titled — "*Restated Financial Information*" at page 182.

While we believe that all our related party transactions have been conducted on an arm's length basis, and we confirm that the related party transactions entered into by the company are in compliance with the relevant provisions of Companies Act and other applicable laws, we cannot assure you that we may not have achieved more favorable 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.

42. *We have certain contingent liabilities and our financial condition and profitability may be adversely affected if any of these contingent liabilities materialize.*

As of March 31, 2025, our contingent liabilities and commitments (to the extent not provided for) as disclosed in the notes to our Restated Financial Information aggregated to ₹ 50.21 lakhs. The details of our contingent liabilities are as follows:

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Contingent Liabilities			
Outstanding Demand pertaining to Tax Deduction at Source	1.15	-	-
Pending Lawsuit against a Civil Case *	49.06	-	-

**M/s Prism Surface Coatings Pvt. Ltd. filed a commercial dispute of recovery of money/dues against the Company in Territorial Jurisdiction of the Competent Court of Bengaluru Rural.*

For further details of contingent liability, see the section titled — “Financial Information” on page 182 of this Draft Red Herring Prospectus. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the future.

43. *Our Promoters have extended personal guarantees with respect to loan facilities availed by our Company. Revocation of any or all of these personal guarantees or withdrawal of such properties may adversely affect our business operations and financial condition.*

Our Promoters and members of our Promoter Group, Abhishek Gupta and Konica Gupta have extended personal guarantees in favour of certain banks with respect to the loan facilities availed by our Company and have also provided their personal property as collateral for securing the loans availed by our Company. In the event any of these guarantees are revoked, our lenders may require us to furnish alternate guarantees or an additional security or may demand a repayment of the outstanding amounts under the said facilities sanctioned or may even terminate the facilities sanctioned to us. There can be no assurance that our Company will be able to arrange such alternative guarantees in a timely manner or at all. In the event if the personal property of our Promoters and members of our Promoter Group is withdrawn, our lenders may require us to furnish alternate properties or may demand a repayment of the outstanding amounts under the said facilities sanctioned or may even terminate the facilities sanctioned to us. There can be no assurance that our Company will be able to arrange such alternative properties in a timely manner or at all. If the properties are withdrawn, the ability of our Company to continue its business operations could be adversely affected. If our lenders enforce these restrictive covenants or exercise their options under the relevant debt financing agreements, our operations and use of assets may be significantly hampered and lenders may demand the payment of the entire outstanding amount and this in turn may also affect our further borrowing abilities thereby adversely affecting our business and operations.

44. *Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, financial condition, cash flows and results of operations.*

We have entered into various financing arrangements with various lenders for short-term and long terms facilities. Our ability to pay interest and repay the principal for our indebtedness is dependent upon our ability to generate sufficient cash flows to service such debt. Any additional indebtedness we incur may have significant consequences, including, requiring us to use a significant portion of our cash flow from operations and other available cash to service our indebtedness, thereby reducing the funds available for other purposes, including capital expenditure and reducing our flexibility in planning for or reacting to changes in our business, competition pressures and market conditions. Our financing arrangements include conditions that require us to obtain respective lenders’ consent prior to carrying out certain activities and entering into certain transactions including altering our capital structure, further issuance of any Equity Shares, effecting any scheme of amalgamation or reconstruction, changing the management and dilution of Promoters’ shareholding, alteration in the constitutional documents and creation of security. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. As of the date of this Draft Red Herring Prospectus, we have received all consents required from our lenders in connection with the Issue.

In terms of security, we are required to create a mortgage or charge over our current assets, movable and immovable properties. We may also be required to furnish additional security if required by our lenders. Additionally, these financing agreements also require us to maintain certain financial ratios such as debt to equity ratio, current ratio, fixed asset coverage ratio, equity ratio (calculated as total outside liability/ tangible net worth) and total debt/ adjusted tangible net worth. While there has been no breach of such covenants in the last three Fiscals, there can be no assurance that we will be able to comply with these financial or other covenants at all

times or that we will be able to obtain the consent necessary to take the actions that we believe are required to operate and grow our business.

There has been no re-scheduling/ re-structuring in relation to borrowings availed by our Company from any financial institutions or banks in the last three Fiscals. Further, we are susceptible to changes in interest rates and the risks arising therefrom. Certain of our financing agreements provide for interest at variable rates with a provision for the periodic resetting of interest rates. Further, under certain of our financing agreements, the lenders are entitled to charge the applicable rate of interest, which is a combination of a base rate that depends upon the policies of the RBI and a contractually agreed spread, and in the event of an adverse change in our Company's credit risk rating.

45. *In addition to our existing indebtedness for our existing operations, we may incur further indebtedness during the course of business. We cannot assure that we would be able to service our existing and/ or additional indebtedness.*

In addition to the indebtedness for our existing operations, we may incur further indebtedness during the course of our business. We cannot assure you that we will be able to obtain further loans at favorable 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.

Any failure to service our indebtedness 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 chapter titled — “*Financial Indebtedness*” on page 227 of this Draft Red Herring Prospectus.

46. *Our lenders have charge over our movable and immovable properties in respect of finance availed by us.*

We have provided security in respect of loans / facilities availed by us from banks and financial institutions by creating a charge over our movable and immovable properties. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be subject to forfeiture by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further information, kindly refer the chapter titled “*Financial Indebtedness*” beginning on page 227 of this Draft Red Herring Prospectus.

47. *Any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior shareholders' approval.*

Our Company intends to use approximately ₹ 9,000.00 lakhs of the Net Proceeds towards (1) Prepayment or repayment of all or a portion of certain loans availed by our Company; and (2) Funding working capital requirements of our Company. Our Board will have flexibility in temporarily investing the Net Proceeds as well as its inter se allocation across various heads, as disclosed in the section titled “*Objects of the issue*” on page 88.

In case of any exigencies arising out of business conditions, economic conditions, competition or other factors beyond our control which adversely affect our business, we may require to use the Net Proceeds to meet any other expenditure or fund which expenditure cannot be determined with certainty as on the date of this Draft Red Herring Prospectus. In terms of Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Draft Red Herring Prospectus without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances requiring us to undertake variation in the utilisation of the Net Proceeds disclosed in the Draft Red Herring Prospectus, we cannot assure that we will be able to obtain the shareholders' approval in a timely manner, or at

all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Offer. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoters from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Fresh Issue, if any, or vary the terms of any contract referred to in the Draft Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

48. *The deployment of funds raised through this Issue shall be subject to monitoring by a Monitoring Agency.*

Since the Issue size is more than ₹ 5,000 lakhs, in accordance with Regulation 262 of the SEBI ICDR Regulations, our Company shall appoint a monitoring agency to monitor the utilisation of the Net Proceeds.

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

Our operations are subject to inherent risks which may adversely impact our profitability, such as breakdown, malfunctions, sub-standard performance, fire, riots, third party liability claims, etc. Details of the insurance policies availed by our Company have been provided below:

S. No.	Insurer	Description of Property Insured	Policy No.	Expiry date	Insured Amount (₹ in Lakhs)
1.	The New India Assurance Co Ltd	Raw material, Stock in process, Finished Goods, Consumable Store & Spares, Plant & Machinery, Building – Unit – 1	Standard Fire And Special Perils Policy 62020011240100000004	13/12/2025	12,295.00
2.	The New India Assurance Co. Ltd.	Standard Fire & Special Perils Policy – Unit - 2	62120011250100000001	24/04/2026	10,650.00

There are many events that could cause significant damages to our operations, or expose us to third-party liabilities, whether or not known to us, for which we may not be insured or adequately insured, which in turn may expose us to certain risks and liabilities. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance had been availed. Further, there can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part, or on time. If we were to incur a significant liability for which we were not fully insured, it could adversely affect our results of operations and financial position.

50. *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. 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 also. For further details, please refer to the chapter titled “*Dividend Policy*” on page 181 of this Draft Red Herring Prospectus.

51. *We have not independently verified certain data in this Draft Red Herring Prospectus.*

We have not independently verified data from the industry and related data contained in this Draft Red Herring Prospectus. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

52. *The requirements of being a listed company may strain our resources.*

We are not a listed Company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the listing agreements with the Stock Exchanges and compliances of SEBI (LODR) Regulations which will require us to file audited annual and unaudited half yearly results and limited review reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies which may adversely affect the financial position of the Company.

As a listed company, we 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 to support the existence of effective disclosure controls and procedures, internal control over financial reporting and additional compliance requirements under the Companies Act, 2013. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight will be required. As a result, management’s attention may be diverted from other business concerns, which could adversely affect our business, prospects, financial condition and results of operations. In addition, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely manner.

53. *The Equity Shares have never been publicly traded and the Issue may not result in an active or liquid market for the Equity Shares.*

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. Although we currently intend that the Equity Shares will remain listed on the Stock Exchanges, there is no guarantee of the continued listing of the Equity Shares. Failure to maintain our listing on the Stock Exchanges or other securities markets could adversely affect the market value of the Equity Shares.

The Issue Price of the Equity Shares is proposed to be determined through a fixed price process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial

indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. You may not be able to resell your Equity Shares at a price that is attractive to you.

54. *There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the Emerge platform of NSE in a timely manner or at all.*

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuance of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the Emerge platform of NSE due to delay in submission of required documents/ completion of formalities/compliance with required laws by the issuer. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

55. *There is no existing market for our Equity Shares, and we do not know if one will develop to provide you with adequate liquidity. Further, an active trading market for the Equity Shares may not develop and the price of the Equity Shares may be volatile.*

An active public trading market for the Equity Shares may not develop or, if it develops, may not be maintained after the Issue. Our Company, in consultation with the lead manager, will determine the Issue Price. The Issue Price may be higher than the trading price of our Equity Shares following this Issue. As a result, investors may not be able to sell their Equity Shares at or above the Issue Price or at the time that they would like to sell. The trading price of the Equity Shares after the Issue may be subject to significant fluctuations in response to factors such as, variations in our results of operations, market conditions specific to the sectors in which we operate economic conditions of India and volatility of the securities markets elsewhere in the world.

56. *The price of the Equity Shares may be highly volatile after the Issue.*

The price of the Equity Shares on the Indian stock exchanges may fluctuate after this Issue as a result of several factors, including, volatility in the Indian and global securities market; our operations and performance; performance of our competitors and the perception in the market about investments in the our industry; adverse media reports on us or the industry; changes in the estimates of our performance or recommendations by financial analysts; significant developments in India's economic liberalization and deregulation policies; and significant developments in India's fiscal and environmental regulations. There can be no assurance that the prices at which the Equity Shares are initially traded will correspond to the prices at which the Equity Shares will trade in the market subsequently.

57. *You will not be able to sell immediately on the Stock Exchanges any of the Equity Shares you purchase in the Issue.*

The Equity Shares will be listed on the Emerge Platform of National Stock Exchange of India Limited. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. Upon receipt of final approval from the Stock Exchange, trading in the Equity Shares is to commence within three (03) working days of the date of closure of the Issue or such other time as may be prescribed by SEBI. We cannot assure that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time period prescribed by law. Further, there can be no assurance that the Equity Shares to be Allotted pursuant to this Issue will be listed on the Stock Exchanges in a timely manner or at all.

58. *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.*

Our listed Equity Shares will be subject to a daily "circuit breaker" imposed on listed companies by the Stock Exchanges, 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 exchanges. The percentage limit on the Equity Shares' circuit breaker will be set by the Stock Exchanges based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges 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. 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.

59. *The price of the Equity Shares may be volatile, which could result in substantial losses for investors acquiring the Equity Shares in the Issue.*

The market price of the Equity Shares may be volatile and could fluctuate significantly and rapidly in response to, among others, the following factors, some of which are beyond our control:

- volatility in the Indian and global securities market or in the value of the Rupee relative to the U.S. Dollar, the Euro and other foreign currencies;
- our profitability and performance;
- changes in financial analysts' estimates of our performance or recommendations;
- perceptions about our future performance or the performance of Indian companies in general;
- performance of our competitors and the perception in the market about investments in the industries in which we operate;
- adverse media reports about us or the industries in which we operate;
- significant developments in India's economic liberalisation and deregulation policies;
- significant developments in India's fiscal and environmental regulations;
- economic developments in India and in other countries; and
- any other political or economic factors.

These fluctuations may be exaggerated if the trading volume of the Equity Shares is low. Volatility in the price of the Equity Shares may be unrelated or disproportionate to our results of operations. It may be difficult to assess our performance against either domestic or international benchmarks.

Indian stock exchanges, including the Stock Exchanges, have experienced substantial fluctuations in the prices of listed securities and problems such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. The governing bodies of Indian stock exchanges have also, from time to time, imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Further, disputes have occurred between listed companies, stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment. If such or similar problems were to continue or recur, they could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares.

60. *Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoters or members of our Promoter Group may adversely affect the trading price of the Equity Shares.*

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through further issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoters and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the

Equity Shares. We cannot assure you that our Promoters and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

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

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

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.

EXTERNAL RISK FACTORS

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

The Indian economy and capital markets are influenced by economic, political and market conditions in India and globally. We are incorporated in and currently functioning only in India and, as a result, are dependent on prevailing economic conditions in India. Our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- the macroeconomic climate, including any increase in Indian interest rates or inflation;
- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters (such as hurricanes, typhoons, floods, earthquakes, tsunamis and fires) which may cause us to suspend our operations;
- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war may adversely affect the Indian markets as well as result in a loss of business confidence in Indian companies;
- epidemics, pandemics or any other public health concerns in India or in countries in the region or globally, including in India's various neighbouring countries, such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 pandemic;
- any downgrading of India's debt rating by a domestic or international rating agency;
- international business practices that may conflict with other customs or legal requirements to which we are subject, including anti-bribery and anti-corruption laws;
- protectionist and other adverse public policies, including local content requirements, import/export tariffs, increased regulations or capital investment requirements; and
- being subject to the jurisdiction of foreign courts, including uncertainty of judicial processes and difficulty enforcing contractual agreements or judgments in foreign legal systems or incurring additional costs to do so.

While our results of operations may not necessarily track India's economic growth figures, the Indian economy's performance nonetheless affects the environment in which we operate. Any slowdown or perceived slowdown

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

64. *Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, results of operations, financial condition, cash flows and prospects.*

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition, cash flows and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For instance, Government of India announced the union budget for Fiscal 2026, following which the Finance Bill was introduced in the Lok Sabha on February 1, 2025. Subsequently, the Finance Bill received the assent from the President of India and became the Finance Act. 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.

Further, the GoI introduced new laws relating to social security, occupational safety, industrial relations and wages namely, the Code on Social Security, 2020 (“**Social Security Code**”), the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019, which consolidate, subsume and replace numerous existing central labour legislations, were to take effect from April 1, 2021 (collectively, the “**Labour Codes**”). The GoI has deferred the effective date of implementation of the respective Labour Codes, and they shall come into force from such dates as may be notified. Different dates may also be appointed for the coming into force of different provisions of the Labour Codes. While the rules for implementation under these codes have not been finalized, as an immediate consequence, the coming into force of these codes could increase the financial burden on our Company, which may adversely impact our profitability. For instance, under the Social Security Code, a new concept of deemed remuneration has been introduced, such that where an employee receives more than half (or such other percentage as may be notified by the Central Government) of their total remuneration in the form of allowances and other amounts that are not included within the definition of wages under the Social Security Code, the excess amount received shall be deemed as remuneration and accordingly be added to wages for the purposes of the Social Security Code and the compulsory contribution to be made towards the employees’ provident fund.

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. We may incur increased costs and other burdens relating to compliance with new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, financial condition, cash flows and prospects. Uncertainty in the application, 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.

65. *Any downgrading of India’s debt rating by an international rating agency could have a negative effect on our business and the trading price of the Equity Shares.*

India’s sovereign debt rating could be downgraded due to several factors, including changes in tax or fiscal policy or a decline in India’s foreign exchange reserves, all which are beyond our control. Our borrowing costs and our access to the debt capital markets depend significantly on the sovereign credit ratings of India. Any adverse revisions to India’s credit ratings for domestic and overseas debt by international rating agencies may adversely affect our ability to raise additional external financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of the Equity Shares.

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

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA and the rules thereunder. Under foreign exchange regulations currently in force in India, the transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares a land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or conditions, or at all, or that we will be able to continue to comply with all the conditions prescribed under the FEMA Rules.

67. *Investors may have difficulty in enforcing foreign judgments against our Company or our management.*

Our Company is incorporated under the laws of India and most of our Directors and key managerial personnel reside in India. Further, certain of our assets, and the assets of our key managerial personnel and Directors, may be located in India. As a result, it may be difficult to effect service of process outside India upon us and our executive officers and Directors or to enforce judgments obtained in courts outside India against us or our key managerial personnel and Directors, including judgments predicated upon the civil liability provisions of the securities laws of jurisdictions outside India. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which includes the United Kingdom, United Arab Emirates, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Code of Civil Procedure, 1908 (“**Civil Code**”). The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favour such final judgment is rendered may bring a fresh suit in a competent court in India based on a final judgment that has been obtained in a non-reciprocating territory within three years of obtaining such final judgment. Further, there are considerable delays in the disposal of suits by Indian courts. It is unlikely that an Indian court would award damages on the same basis or to the same extent as was awarded in a final judgment rendered by a court in another jurisdiction if the Indian court believed that the amount of damages awarded was excessive or inconsistent with public policy in India. In addition, any person seeking to enforce a foreign judgment in India is required to obtain prior approval of the RBI to repatriate any amount recovered pursuant to the execution of the judgment.

SECTION IV – INTRODUCTION

THE ISSUE

PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS	
Equity Shares Offered through Public Issue ⁽¹⁾⁽²⁾	Upto 56,50,000 Equity Shares of face value of ₹ 10 each fully paid up of our company at a price of ₹ [●] per Equity share aggregating to ₹ [●] Lakhs.
Out of which:	
Issue Reserved for the Market Makers	[●] Equity Shares of face value of ₹ 10 each fully paid up of our company at a price of ₹ [●] per Equity share aggregating to ₹ [●] Lakhs.
Net Issue to the Public	Upto [●] Equity Shares of face value of ₹ 10 each fully paid up of our company at a price of ₹ [●] per Equity share aggregating to ₹ [●] Lakhs.
Out of which*	
A. QIB Portion ⁽⁴⁾⁽⁵⁾	Not more than [●] Equity Shares aggregating up to ₹ [●] Lakhs
Of which	
i. Anchor Investor Portion	Upto [●] Equity Shares aggregating up to ₹ [●] Lakhs
ii. Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Upto [●] Equity Shares aggregating up to ₹ [●] Lakhs
Of which	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto [●] Equity Shares aggregating up to ₹ [●] Lakhs
(b) Balance of QIB Portion for all QIBs including Mutual Funds	Upto [●] Equity Shares aggregating up to ₹ [●] Lakhs
B. Non-Institutional Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] Lakhs
Of which	
(a) One third of the portion available to Non-Institutional Investors reserved for Applicants with Application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs	Not less than [●] Equity Shares aggregating up to ₹ [●] Lakhs
(b) Two third of the portion available to Non-Institutional Investors reserved for Applicants with Application size of more than ₹10 lakhs	Not less than [●] Equity Shares aggregating up to ₹ [●] Lakhs
C. Individual Investors who applies for minimum application size	Not less than [●] Equity Shares aggregating up to ₹ [●] Lakhs
Pre and Post – Issue Equity Shares	
Equity Shares outstanding prior to the Issue	1,50,04,498 Equity Shares of face value of ₹10 each
Equity Shares outstanding after the Issue	Upto [●]* Equity Shares of face value ₹10 each
Use of Net Proceeds by our Company	Please see the chapter titled “ <i>Objects of the Issue</i> ” on page 88 of this Draft Red Herring Prospectus.

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

Notes:

1. The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.
2. The present Issue has been authorized pursuant to a resolution by our Board of Directors at its meeting held on August 27, 2025 and by the Shareholders of our company, vide a special resolution passed pursuant to

Section 62(1)(c) of the Companies Act, 2013 at their Extra ordinary general meeting held on September 2, 2025.

- 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 Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Individual Investors and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e. not more than [●]% of the Net Issue to QIB and not less than [●]% of the Net Issue shall be available for allocation to Individual Investors and not less than [●]% of the Net Issue shall be available for allocation to non-institutional bidders.*
- 4. Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. Subject to valid Bids being received at or above the Issue 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 Manager and the Designated Stock Exchange, subject to applicable laws.*

Our Company may, in consultation with the Book Running Lead Manager, allocate up to [●]% 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 Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for 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.

- 5. In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Retail Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Individual Investors shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Retail Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to Non-Institutional Investors shall be made in the following manner: (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs; and (c) any 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.*

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 5 lakhs, shall use UPI. Individual investors bidding under the Non- Institutional Portion bidding for more than ₹ 2 lakhs and up to ₹ 5 lakhs, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

For further details please refer section titled “*Issue Structure*” beginning on page 282 of this Draft Red Herring Prospectus.

SUMMARY OF FINANCIAL INFORMATION

STATEMENT OF ASSETS & LIABILITIES AS RESTATED

(₹ in Lakhs except share data)

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
I <u>EQUITY AND LIABILITIES</u>			
1. <u>Shareholders' Funds</u>			
(a) Share Capital	1,000.30	999.90	999.90
(b) Reserves and Surplus	2,153.91	255.22	(76.14)
Total (A)	3,154.21	1,255.12	923.76
2 <u>Non Current Liabilities</u>			
(a) Long-Term Borrowings	8,484.53	6,401.37	1,907.29
(b) Deferred Tax Liabilities (Net)	223.39	47.61	-
(c) Long Term Provision	19.31	8.61	3.59
Total (B)	8,727.23	6,457.59	1,910.88
3 <u>Current Liabilities</u>			
(a) Short-Term Borrowings	13,015.41	3,207.38	4,072.73
(b) Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises; and	248.68	234.60	10.43
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	2,001.66	1,188.36	364.33
(c) Other Current Liabilities	514.15	680.97	124.01
(d) Short Term Provisions	60.46	0.03	0.02
Total (C)	15,840.36	5,311.34	4,571.52
Total Equity and Liabilities (A+B+C)	27,721.80	13,024.05	7,406.16
II <u>ASSETS</u>			
1. <u>Non Current Assets</u>			
(a) Property, Plant & Equipments and Intangible Assets			
(i) Property, Plant & Equipments	16,586.55	5,118.50	5,081.55
(ii) Intangible Assets	8.95	12.18	-
(iii) Capital Work-in-Progress	-	3,037.59	-
(b) Deferred Tax Assets (Net)	-	-	54.41
(c) Long-Term Loans & Advances	302.20	795.03	-
(d) Other Non-Current Assets	186.22	48.27	42.93
Total (A)	17,083.91	9,011.57	5,178.89
2 <u>Current assets</u>			
(a) Inventories	4,304.21	2,507.41	834.55
(b) Trade Receivables	1,077.43	0.56	22.32
(c) Cash & Bank Balances	976.37	49.76	1.00
(d) Short-Term Loans & Advances	3,465.09	1,454.14	1,369.40
(e) Other Current Assets	814.80	0.61	-
Total (B)	10,637.90	4,012.48	2,227.27
Total Assets (A+B)	27,721.80	13,024.05	7,406.16

STATEMENT OF PROFIT & LOSS AS RESTATED

(₹ in Lakhs except share data)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Income			
Revenue from operations	21,239.27	11,246.25	25.54
Other Income	108.01	36.60	-
Total Income	21,347.28	11,282.85	25.54
Expenses			
Purchase of Stock In Trade	147.04	310.25	-
Cost of Material Consumed	16,039.09	9,329.09	630.74
Changes in Inventories of Finished Goods & Work in Progress	(1,346.90)	(1,546.20)	(594.39)
Employee Benefit Expenses	1,826.48	1,013.73	33.93
Finance Costs	980.66	682.92	20.87
Depreciation & Amortization Expenses	357.30	304.53	34.02
Other Expenses	1,183.81	755.16	30.74
Total Expenses	19,187.47	10,849.47	155.90
Profit / Loss before Exceptional and Extraordinary Item and Tax	2,159.81	433.38	(130.36)
Exceptional Item	-	-	-
Profit / (Loss) before Extraordinary Item and Tax	2,159.81	433.38	(130.36)
Extraordinary Item	-	-	-
Profit / (Loss) before Tax	2,159.81	433.38	(130.36)
Tax Expenses:			
- Current tax	85.34	-	-
- Deferred tax	175.77	102.02	(54.41)
- Income tax for earlier years	-	-	-
Total Tax Expenses	261.11	102.02	(54.41)
Profit/ (loss) for the year from continuing operations	1,898.69	331.36	(75.96)
EARNING PER EQUITY SHARE (FV Rs 10/-each)			
Basic and Diluted	23.10	6.63	(1.64)

STATEMENT OF CASH FLOW AS RESTATED

(₹ in Lakhs except share data)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Cash Flow From Operating Activities			
Net Profit/(Loss) before tax	2,159.81	433.38	(130.36)
Adjustments for:			
Depreciation & Amortization Expenses	357.30	304.53	34.02
Interest Income	(31.76)	(0.03)	-
Finance Costs	980.66	682.92	20.87
Liability Written Back	(27.00)	(12.89)	-
Provision for Gratuity	10.74	5.03	3.61
Operating Profit before Working Capital Changes	3,449.75	1,412.94	(71.86)
Adjustments for:			
(Increase) / Decrease in Inventories	(1,796.80)	(1,672.86)	(834.55)
(Increase) / Decrease in Trade Receivables	(1,076.87)	21.76	(22.32)
(Increase) / Decrease in Other Non-Current Asset	(137.94)	(5.35)	252.80
(Increase) / Decrease in Short Term Loans and Advances	(2,010.95)	(84.74)	(642.43)
(Increase) / Decrease in Long term Loan and Advances	492.83	(795.03)	-
(Increase) / Decrease in Other Current Assets	(814.19)	(0.61)	-
Increase / (Decrease) in Trade Payables	854.39	1,061.08	163.37
Increase / (Decrease) in Other Current Liabilities	(166.83)	556.96	107.48
Cash generated from operations	(1,206.61)	494.15	(1,047.50)
Income Taxes (Paid)/ Refund Received	24.95	-	-
Net cash (used in) / generated from operating activities	(1,231.56)	494.15	(1,047.50)
Cash Flow from Investing Activities			
Purchase of Property, Plant and Equipments & Capital Work-in-Progress	(8,783.87)	(3,378.72)	(3,661.53)
Purchase of Intangible Assets	(0.66)	(12.51)	-
Interest Received	31.76	0.03	-
Net Cash (used in) / generated from Investing Activities	(8,752.77)	(3,391.20)	(3,661.53)
Cash Flow from Financing Activities			
Proceeds / (Repayment) from Long Term Borrowings	2,083.16	4,494.08	523.56
Proceeds / (Repayment) of Short Term Borrowings	9,808.04	(865.35)	4,072.73
Proceeds Form Issue of Equity Shares	500.40	-	92.90
Redemption of Preference Shares	(500.00)	-	-

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Finance Cost	(980.66)	(682.92)	(20.87)
Net Cash (used in) / generated from Financing Activities	10,910.94	2,945.81	4,668.32
Net Increase/(Decrease) in Cash and Bank Balances [A + B + C]	926.61	48.76	(40.71)
Cash and Bank Balances at the Beginning of the Year	49.76	1.00	41.71
Cash and Bank Balances at the End of the Year	976.37	49.76	1.00

GENERAL INFORMATION

Our Company was incorporated under the name and style of ‘*Arete 22 Private Limited*’, a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated February 11, 2021 issued by the, Registrar of Companies, Central Registration Centre. Subsequently, our Company was converted into a public limited company pursuant to a resolution passed by our Board of Directors in their meeting held on October 1, 2024 and by our Shareholders in an extraordinary general meeting held on October 23, 2024 and consequently the name of our Company was changed to ‘*Arete 22 Limited*’ and a fresh certificate of incorporation dated February 05, 2025 was issued by the Registrar of Companies, Central Processing Centre. The corporate identification number of our Company is U34300AP2021PLC117329.

Registered Office of our Company

Arete 22 Limited

D1, D2 B Block,
Autonagar, Visakhapatnam – 530 012
Andhra Pradesh, India
Telephone: 8142288666
Facsimile: NA
E-mail: cs@arete22.com
Investor grievance id: investors@arete22.com
Website: www.arete22.com
CIN: U34300AP2021PLC117329

Corporate Office of our Company

As on date of this draft Red Herring Prospectus, our Company does not have a corporate office.

Registrar of Companies

Our Company is registered with the Registrar of Companies, Andhra Pradesh at Vijayawada situated at the following address:

Registrar of Companies, Andhra Pradesh at Vijayawada

29-7-33,
First Floor, Vishnuvardhanarao Street,
Suryaraopet, Vijayawada – 520 002,
Andhra Pradesh, India.

Board of Directors of our Company

Set forth below are the details of our Board of Directors as on the date of this Draft Red Herring Prospectus:

S. No.	Name	Designation	DIN	Address
1.	Pawan Kumar Gupta	Chairman (Non-Executive)	00509811	47-10-28, Ground Floor, Dwarkanagar 2 nd Lane, Dwarkanagar, Visakhapatnam (Urban), Akkayyapalem, Visakhapatnam – 530 016, Andhra Pradesh, India.
2.	Abhishek Gupta	Managing Director	00671043	47-10-28, 1 st Floor, Dwarkanagar 2 nd Lane, Dwarkanagar, Visakhapatnam (Urban), Akkayyapalem, Visakhapatnam – 530 016, Andhra Pradesh, India.
3.	Konica Gupta	Whole-time director	03570218	47-10-28, 1 st Floor, Dwarkanagar 2 nd Lane, Dwarkanagar, Visakhapatnam (Urban), Akkayyapalem, Visakhapatnam – 530 016, Andhra Pradesh, India.

S. No.	Name	Designation	DIN	Address
4.	Anjanil Gupta	Non-Executive Director	00653034	804, Olympus-2 Prestige Acropolis, 20 Hosur Road, Next to Forum Mall, Koramangala, Bangalore South-560 029, Karnataka, India.
5.	Rahul Bhutoria	Independent Director	11076481	GH-7/1, Bhutoria Niwas, Nabapally Hatiyara Road, Near Jagriti Club, Deshbandhu Nagar, Kolkata, North 24 Parganas – 700 059, West Bengal, India.
6.	Sonia Singal	Independent Director	10702006	2 nd Floor, Vivekanand Apartment, 268/2/b/ 2 G T Road, Bally (M), Liluah, Howrah – 711204, West Bengal, India.

For detailed profile of our Directors, please refer to the chapter titled “***Our Management***” on page 157 of the Draft Red Herring Prospectus.

Chief Financial Officer

Botu Srinivasa Rao, is the Chief Financial Officer of our Company. His contact details are set forth hereunder:

D1, D2 B Block,
Autonagar, Visakhapatnam – 530 012
Andhra Pradesh, India
Telephone: 9949555148
Facsimile: NA
E-mail: srinivasaraobotu@arete22.in

Company Secretary and Compliance Officer

Jyoti Kumari Mishra, is the Company Secretary and Compliance Officer of our Company. Her contact details are set forth hereunder:

D1, D2 B Block,
Autonagar, Visakhapatnam – 530 012
Andhra Pradesh, India
Telephone: 6291254215
Facsimile: NA
E-mail: cs@arete22.com

Investor Grievances

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

All Issue related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary(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 UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidders 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 Intermediary(ies) in addition to the information mentioned hereinabove.

In terms of SEBI Master Circular, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and subject to applicable law, any ASBA Bidder whose

Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹ 100 or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Manager shall compensate the investors at the rate higher of ₹ 100 or 15% per annum of the application amount. Further, in terms of SEBI circular 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.

All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All Issue-related grievances of the Anchor Investors may be addressed to the Registrar to the Issue giving full details such as the name of the sole or First Bidder, 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.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 5,00,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 2,00,000 and up to ₹ 5,00,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Details of Key Intermediaries pertaining to this Issue of our Company:

Book Running Lead Manager

Horizon Management Private Limited

19 R N Mukherjee Road,
Main Building, 2nd Floor,
Kolkata – 700 001,
West Bengal, India.

Telephone: +91 33 4600 0607

Facsimile: +91 33 4600 0607

E-mail: smeipo@horizon.net.co

Website: www.horizonmanagement.in

Investor grievance: investor.relations@horizon.net.co

Contact Person: Manav Goenka

SEBI Registration Number: INM000012926

Legal Advisor to the Issue

T&S Law

15, Logix Technova,
Block B, Sector 132, Noida – 201 304,

Uttar Pradesh, India.
Telephone: +91 120 666 1348
Facsimile: N.A.
Email: info@tandslaw.in
Contact Person: Sagarieeka

Statutory and Peer Review Auditor of our Company

A A A J & Associates
115 Cotton Street, 1st Floor
Kolkata – 700 007,
West Bengal, India.
Telephone: +91 9051849111 / +91 9051849444
Email: office.viniraj@aaaj.co.in / caniraj@aaaj.co.in / cavinita@aaaj.co.in
Contact Person: CA Niraj Agarwal
Membership No.: 301680
Firm Registration No.: 322455E
Peer Review Certificate No.: 014631

Registrar to the Issue

MAS Services Limited
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II New Delhi – 110 020,
Delhi, India.
Telephone: +91 112 638 7281/83, 114 132 0335
Facsimile: +91 112 638 7384
E-mail: ipo@masserv.com
Website: www.masserv.com
Investor grievance: investor@masserv.com
SEBI Registration No.: INR000000049
Contact Person: N. C. Pal

Bankers to our Company

HDFC Bank Limited
No. 141, Kandhakottam Building, 1st Floor, Sathy Road, Opp- Bus Stand, Erode-638 003, Tamil Nadu.
Facsimile: NA
Website: www.hdfcbank.com
Email: Shreedharan.s@hdfcbank.com / arokia.dineshkanthi@hdfcbank.com
Contact Person: Mr. Shreedharan S / Mr. Arokia Marcina Dinesh Kanth J

Banker to the Issue

The Banker(s) to the Issue shall be appointed prior to filing of the Red Herring Prospectus.

Refund Bank

The Refund Bank(s) shall be appointed prior to filing of the Red Herring Prospectus.

Sponsor Bank

The Sponsor Bank(s) shall be appointed prior to filing of the Red Herring Prospectus.

Syndicate Member

The Syndicate Member(s) shall be appointed prior to filing of the Red Herring Prospectus.

Designated Intermediaries

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

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, Individual Investors applying 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.

SCSBs 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, Individual Investors applying 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 updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, as amended.

Registered Brokers

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange, at NSE Limited at www.nseindia.com as updated from time to time.

Registrar and Share Transfer Agent

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 website of National Stock Exchange of India Limited at www.nseindia.com as updated from time to time.

Collecting Depository Participants

The list of the Collecting Depository Participants (CDPs) eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> for NSDL CDPs and at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18for> CDSL CDPs, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

IPO Grading

Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 there is no requirement of appointing an IPO Grading agency

Credit Rating

As this is an Issue of Equity Shares, credit rating is not required.

Green Shoe Option

No Green Shoe Option is applicable for this Issue.

Brokers to the Issue

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

Debenture Trustees

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

Monitoring Agency

Our Company will appoint a monitoring agency to monitor utilization of the Gross Proceeds, in accordance with Regulation 262 of the SEBI ICDR Regulations, prior to the filing of the Red Herring Prospectus with the RoC.

For details in relation to the proposed utilisation of the Net Proceeds, see “*Objects of the Issue*” on page 88 of this Draft Red Herring Prospectus.

Appraising Entity

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

Expert Opinion

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

Our Company has received written consent dated September 1, 2025, from the Statutory Auditors to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated September 1, 2025, on our Restated Financial Information; and (ii) its report dated September 1, 2025, on the statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Inter-se Allocation of Responsibilities

Horizon Management Private Limited, being the sole Book Running Lead Manager will be responsible for all the responsibilities related to co-ordination and other activities in relation to the Issue. Hence, a statement of inter se allocation of responsibilities is not required.

Filing

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Issue Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. Pursuant to SEBI Master Circular, a copy of the Red Herring Prospectus/ Prospectus will be filed online through SEBI Intermediary Portal at

<https://siportal.sebi.gov.in>. Further, a copy of Red Herring Prospectus/ Prospectus, will also be filed with the Emerge Platform of National Stock Exchange of India Limited, where the Equity Shares are proposed to be listed.

A copy of the Red Herring Prospectus, along with the material contracts, documents and the Prospectus will also be filed with the RoC under Section 26 and Section 32 of the Companies Act, 2013 and through the electronic portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>.

Changes in Auditors during the last three years

Name of Auditor	Date of Change	Reason for change
M/s. Jaya & Lakshmi 49-56-2,Ravi Prabha Nilayam,Vidyuth Nagar, Visakhapatnam - 530024 Email: jlkca2004@yahoo.co.in Firm Registration No.: 010442S Peer Review Certificate No.: Not peer reviewed	June 12, 2023	Resigned due to preoccupation in other assignments.
M/s. Sadashiv Prasad & Co. 41/1, New No.35, Trisha Mansion 3rd Floor, Nanjappa Road, Shantinagar, Bengaluru, Karnataka -560027 Email: prasad@casp.in Firm Registration No.: 010621S Peer Review Certificate No.: Not peer reviewed	July 11, 2023	Appointed in casual vacancy
M/s. Sadashiv Prasad & Co. 41/1, New No.35, Trisha Mansion 3rd Floor, Nanjappa Road, Shantinagar, Bengaluru, Karnataka -560027 Email: prasad@casp.in Firm Registration No.: 010621S Peer Review Certificate No.: Not peer reviewed	August 01, 2024	Resigned because he was not holding valid peer review certificate
A A A J & Associates 115 Cotton Street, 1 st Floor Kolkata – 700 007, West Bengal, India. Email: office.viniraj@aaaj.co.in / caniraj@aaaj.co.in / cavinita@aaaj.co.in Firm Registration No.: 322455E Peer Review Certificate No.: 014631	August 22, 2024	Appointed in casual vacancy

BOOK BUILDING PROCESS

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in [•] editions of [•], an English national newspaper, [•] editions of [•], a Hindi national newspaper and Telugu editions of [•], a regional language newspaper (Telugu, being the regional language of Andhra Pradesh, where our Registered Office is situated) at least two working days prior to the Bid/Issue Opening date. The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/Issue Closing Date.

Principal parties involved in the Book Building Process are-

- Our Company;
- The Book Running Lead Manager, in this case being Horizon Management Private Limited;
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with National Stock Exchange of India Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue, in this case being MAS Services Limited;
- The Escrow Collection Banks/ Bankers to the Issue and

- The Designated Intermediaries and Sponsor bank.

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

The Issue is being made through the Book Building Process wherein [●]% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the BRLM allocate upto [●]% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the “**Anchor Investor Portion**”), out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Issue Price. [●]% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than [●]% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than [●]% of the Net Issue shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price.

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

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

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

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

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled “**Issue Procedure**” beginning on page 287 of the Draft Red Herring Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled “**Issue Procedure**” on page 287 of this Draft Red Herring Prospectus.

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

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

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

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled “*Issue Procedure*” on page 287 of this Draft Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

Bid/Issue Program:

Event	Indicative Dates
Bid/Issue Opening Date [^]	[●]
Bid/Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

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

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period

by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. In terms of SEBI circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the listing of specified securities shall be done 3 working days (T+3 days) after the closure of public issue; 'T' being issue closing date. Our Company shall follow the timelines provided under the aforementioned circular.

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

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

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

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

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, reserve the right not to proceed with the Issue at any time before the Bid/Issue Opening Date without assigning any reason thereof.

If our Company withdraw the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. The BRLM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraw the Issue after the Bid/Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approval of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment;

UNDERWRITING AGREEMENT

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the Underwriters [●].

Pursuant to the terms of the Underwriting Agreement dated [●] entered into by Company, Underwriters, the obligations of the Underwriters are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriters	No. of shares underwritten*	Amount Underwritten (₹ in Lakh)	% of the total Issue Size Underwritten
[●]	[●]	[●]	[●]

*Includes [●] Equity shares of ₹10.00 each for cash of ₹ [●]/- the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the above-mentioned Underwriter is sufficient to enable it to discharge its underwriting obligation in full. The above mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act and registered as brokers with the Stock Exchanges.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company has entered into a Market Making Agreement dated [●] with the following Market Maker for fulfilling the Market Making obligations under this Issue:

[●]	[●]	[●]
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In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Lead Manager and the Market Maker (duly registered with National Stock Exchange of India Limited to fulfil the obligations of Market Making) dated [●] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issuer.

[●], registered with EMERGE Platform of National Stock Exchange of India Limited will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI ICDR Regulations.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI ICDR Regulations, as amended from time to time and the circulars issued by National Stock Exchange of India Limited and SEBI in this matter from time to time.

Following is a summary of the key details pertaining to the Market Making Arrangement:

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker 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 minimum depth of the quote shall be ₹ 1,00,000. However, the Investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
4. 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 Issue Size (Including the [●] Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above [●] Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, National Stock Exchange of India Limited may intimate the same to SEBI after due verification.

6. There would not be more than five Market Maker for the Company's Equity Shares at any point of time and the Market Maker may compete with other Market Maker for better quotes to the investors.
7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Issue price.
8. The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.
9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
10. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Managers, 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(s) 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 Maker(s) 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 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.

11. **Risk containment measures and monitoring for Market Maker:** EMERGE Platform of National Stock Exchange of India Limited will have all margins which are applicable on the National Stock Exchange of India Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. National Stock Exchange of India Limited can impose any other margins as deemed necessary from time-to-time.
12. **Punitive Action in case of default by Market Maker:** EMERGE Platform of National Stock Exchange of India Limited 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 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.
13. 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.
14. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
 - a. 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.
 - b. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.
15. Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform.

S. No.	Market Price Slab (in Rs.)	Proposed Spread (in % to sale price)
1.	Up to 50	9

2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

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.

16. 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 Issue size and as follows:

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

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

CAPITAL STRUCTURE

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

(₹ in lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A.	Authorised Share Capital out of Which:		
	2,40,00,000 Equity Shares having face value of ₹ 10/- each	2400.00	-
B.	Issued, Subscribed and Paid-up Share Capital before the Issue out of which		
	1,50,04,498 Equity Shares having face value of ₹ 10/- each	1,500.45	-
C.	Present Issue in terms of this Draft Red Herring Prospectus⁽¹⁾		
	Issue of upto 56,50,000 Equity Shares of ₹ 10/- each at a price of ₹ [•] - per Equity Share	[•]	[•]
D.	Paid-up Share Capital after the Issue		
	[•] Equity Shares of ₹ 10/- each	[•]	
E.	Securities Premium Account		
	Before the Issue	NIL	
	After the Issue	[•]	

⁽¹⁾ The present Issue has been authorized pursuant to a resolution of our Board dated August 27, 2025, and pursuant to a special resolution of our Shareholders passed in an Extra-ordinary General Meeting dated September 2, 2025 under Section 62(1)(c) of the Companies Act, 2013.

⁽²⁾ Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under-subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

Classes of Shares

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

Details of changes in Authorized Share Capital of our Company since incorporation

The authorised capital of our Company is ₹ 24,00,00,000/- (Rupees Twenty-Four Crore) divided into 2,40,00,000 (Two Crore Forty Lac Only) Equity Shares of face value of ₹ 10/- each. Further, the authorised share capital of our Company has been altered in the manner set forth below:

Date of Shareholder's Meeting	Particulars of Change		AGM/EGM
	From	To	
February 16, 2020	Authorised Share Capital of the Company increased from ₹1,00,00,000/- (Rupees One Crore) divided into 10,00,000 (Ten Lakh) equity shares of ₹ 10/- each	To ₹10,00,00,000 (Rupees ten Crore) divided into 1,00,00,000 (One Crore) equity shares of ₹ 10/- each	EGM
March 10, 2021	To ₹10,00,00,000 (Rupees ten Crore) divided into 1,00,00,000 (Rupees One Crore) equity shares of ₹ 10/- each	Reclassification of authorised capital from ₹10,00,00,000/- (Rupees Ten Crore) divided into 1,00,00,000 equity shares of ₹ 10/- each to ₹10,00,00,000 (Rupees Ten Crore) divided into 50,00,000 Non-Cumulative Redeemable Preference	EGM

Date of Shareholder's Meeting	Particulars of Change		AGM/EGM
	From	To	
		Shares of ₹ 10/- each and 50,00,000 equity shares of ₹ 10/- each	
July 22, 2024	Authorised Share Capital of the Company increased from ₹10,00,00,000 (Rupees ten Crore) divided into 50,00,000 Non-Cumulative Redeemable Preference Shares of ₹ 10/- each and 50,00,000 equity shares of ₹ 10/- each	To ₹16,00,00,000 (Rupees sixteen Crore) comprising of 50,00,000 Non-Cumulative Redeemable Preference Shares of ₹ 10/- each and 1,10,00,000 equity shares of ₹ 10/- each	EGM
September 30, 2024	From ₹16,00,00,000 (Rupees sixteen Crore) comprising of 50,00,000 Non-Cumulative Redeemable Preference Shares of ₹ 10/- each and 1,10,00,000 equity shares of ₹ 10/- each	The Authorized Share capital reclassified to ₹16,00,00,000 (Rupees Sixteen Crore only) divided into 1,60,00,000 equity shares of ₹ 10/- each	EGM
March 27, 2025	Authorised Share Capital of the Company increased from ₹16,00,00,000 (Rupees sixteen Crore) divided into 1,60,00,000 equity shares of ₹ 10/- each	To ₹24,00,00,000/- (Rupees Twenty-Four Crore) divided into 2,40,00,000 equity shares of ₹ 10/- each	EGM

NOTES TO THE CAPITAL STRUCTURE

1) Share Capital History of our Company:

Equity Share Capital

The following table sets forth details of the history of paid-up Equity Share capital of our Company:

Date of Allotment	No. of Equity Shares	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of consideration	Reason/Nature of Allotment	Cumulative number of Equity Shares	Cumulative paid-up Capital (₹)
On Incorporation*	1,00,000	10	10	Cash	Subscription to MoA	1,00,000	10,00,000
April 24, 2021	3,50,000	10	10	Cash	Right Issue ¹	4,50,000	45,00,000
August 03, 2021	80,000	10	10	Cash	Right Issue ²	5,30,000	53,00,000
September 16, 2021	65,000	10	10	Cash	Right Issue ³	5,95,000	59,50,000
October 18, 2021	20,50,000	10	10	Cash	Right Issue ⁴	26,45,000	2,64,50,000
December 02, 2021	3,05,000	10	10	Cash	Right Issue ⁵	29,50,000	2,95,00,000
March 28, 2022	11,20,000	10	10	Cash	Right Issue ⁶	40,70,000	4,07,00,000
July 07, 2022	2,80,000	10	10	Cash	Right Issue ⁷	43,50,000	4,35,00,000
September 05, 2022	6,49,000	10	10	Cash	Right Issue ⁸	49,99,000	4,99,90,000
August 09, 2024	50,03,999	10	10	Cash	Right Issue ⁹	1,00,02,999	10,00,29,990
August 27, 2025	50,01,499	10	10	Other than cash	Bonus Issue ¹⁰	1,50,04,498	15,00,44,980

*Our Company was incorporated under the Companies Act, 2013 pursuant a certificate of incorporation dated February 11, 2021 issued by the Registrar of Companies, Central Registration Centre. The date of subscription to the MoA was February 08, 2021. The Board of Directors approved the subscribers to the MoA and share certificate for subscription shares to such subscribers were issued in meeting held on Thursday February 10, 2021. The subscriber to MOA were Abhishek Gupta (40,000 equity share) and Konika Gupta (60,000 equity shares).

⁽¹⁾ Pursuant to Board resolution dated April 24, 2021 Our Company allotted 2,50,000 equity shares to Ravindra Saraff and 1,00,000 equity shares to Kanhaiya Lal Saraff respectively on Right Issue Basis.

⁽²⁾ Pursuant to Board resolution dated August 03, 2021 Our Company allotted 80,000 equity shares to Kamal Das on Right Issue Basis.

⁽³⁾ Pursuant to Board resolution dated September 16, 2021 Our Company allotted 65,000 equity shares to Kamal Das on Right Issue Basis.

⁽⁴⁾ Pursuant to Board resolution dated October 18, 2021 Our Company allotted 7,50,000 equity shares to Konica Gupta and 13,00,000 to Abhishek Gupta respectively on Right Issue Basis.

⁽⁵⁾ Pursuant to Board resolution dated December 02, 2021 Our Company allotted 1,05,000 equity shares to Fidus Finance Private Limited and 2,00,000 equity shares to Abhishek Gupta respectively on Right Issue Basis.

⁽⁶⁾ Pursuant to Board resolution dated March 28, 2022 Our Company allotted 60,000 equity shares to Shambhu Roy, 1,00,000 equity shares to Abul Sattar, 80,000 equity shares to Pawankumar Tibrewal, 70,000 equity shares to Abhishek Agarwal, 90,000 equity shares to Sujeed Kumar, 2,50,000 equity shares to Belur Properties (P) Ltd, 2,00,000 equity shares to River Breeze Builders (P) Ltd, 1,70,000 equity shares, to Bardia Food Grains (P)Ltd, 100000 equity shares to Rakesh Jain respectively on Right Issue Basis.

⁽⁷⁾ Pursuant to Board resolution dated July 07, 2022 Our Company allotted 1,80,000 equity shares to Pentafour Exim & Marketing Pvt Ltd and 1,00,000 equity shares to Binoy Poddar respectively on Right Issue Basis.

⁽⁸⁾ Pursuant to Board resolution dated September 05, 2022 Our Company allotted 4,10,000 equity shares to Pentafour Exim & Marketing Pvt Ltd, 1,50,000 equity shares to Binoy Poddar, and 89,000 equity shares to Pawan Kumar Gupta respectively on Right Issue Basis.

⁽⁹⁾ Pursuant to Board resolution dated August 09, 2024 Our Company allotted 15,41,540 equity shares to Abhishek Gupta, 8,10,810 equity shares to Konica Gupta, 6,94,694 equity shares to Pawan Kumar Gupta, 12,11,210 equity shares to Naveen Gupta, 1,00,100 equity shares to Pawan Kumar Gupta HUF 1, 1,50,150 equity shares to Pawan Kumar Gupta HUF 2, 1,00,100 Pawan Kumar Gupta HUF 3, 1,00,100 equity shares to Pawan Kumar Gupta MHUF, and 2,95,295 equity shares to Abhishek Gupta HUF respectively on Right Issue Basis.

⁽¹⁰⁾ Pursuant to Board resolution dated August 27, 2025 Our Company allotted to Abhishek Gupta (15,40,770 shares), Konica Gupta (8,10,405 shares), Pawan Kumar Gupta (12,59,522 shares), Abhishek Gupta HUF (2,95,147 shares), Pawan Kumar Gupta MHUF (70,050 shares), Naveen Gupta (9,95,605 shares), Long Run Services LLP (10,000 shares), Shahina Shafaque (5,000 shares) and Systemize Consultants LLP (15,000 shares)

- 2) Except as disclosed above, as of date of this Draft Red Herring Prospectus, our Company has not allotted Equity Shares pursuant to any scheme approved under sections 391-394 of the Companies Act, 1956 and/or sections 230-232 of the Companies Act, 2013.
- 3) Our Company has not issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme.
- 4) **Issue of equity shares for consideration other than cash or out of revaluation reserves and through Bonus Issue:**

Except as given below, our Company has not issued equity shares for consideration other than cash:

Date of allotment	Number of equity shares allotted	Face value (₹)	Issue Price (₹)	Nature of allotment	Benefit accrued to our Company	Source out of which bonus shares issued
August 27, 2025	50,01,499	10	NA	Bonus Issue	NA	Free Reserve / Profit earned by the Company

- 5) Our Company has not issued any Equity Shares at a price which may be lower than the Issue Price, during a period of one year preceding the date of this Draft Red Herring Prospectus, except:

Date of allotment	Number of equity shares allotted	Face Value	Issue Price	Nature of allotment
August 27, 2025	50,01,499	10	NA	Bonus Shares

6) Preference Share capital history of our Company

Our Company does not have any preference share capital as on the date of this Draft Red Herring Prospectus.

Date of allotment of preference shares	Number of preference shares allotted	Face value per preference share (₹)	Acquisition price per preference share (₹)	Estimated Price Per Equity Shares (₹) (based on conversion)	Nature of consideration	Reason/ Nature of Allotment	Cumulative number of preference shares	Cumulative paid-up Preference share Capital (₹)
April 24, 2021	29,00,000	10,00	10,00	N.A.	Cash	Rights Issue	29,00,000	2,90,00,000
May 26, 2021	3,30,000	10,00	10,00	N.A.	Cash	Rights Issue	32,30,000	3,23,00,000
August 3, 2021	5,40,000	10,00	10,00	N.A.	Cash	Rights Issue	37,70,000	3,77,00,000
September 16, 2021	10,20,000	10,00	10,00	N.A.	Cash	Rights Issue	47,90,000	4,79,00,000
October 18, 2021	2,10,000	10,00	10,00	N.A.	Cash	Rights Issue	50,00,000	5,00,00,000
August 13, 2024	(50,00,000)*	10,00	10,00	N.A.	Cash	Rights Issue	-	-

* All the outstanding preference shares were redeemed out of fresh issue of equity shares.

7) Shareholding Pattern of our Company

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

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No. of fully paid-up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of shares underlying depository receipts (VI)	Total No. of shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares underlying convertible securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities No. (a)	No. of locked-in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		No. of Equity Shares held in dematerialized form (XIV)
								Class (Equity)	Total	Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoters and Promoter Group	6	1,49,14,498	-	-	1,49,14,498	99.40%	1,49,14,498	1,49,14,498	99.40%	-	-	-	-	-	-	1,49,14,498
(B)	Public	3	90,000	-	-	90,000	0.60%	90,000	90,000	0.60%	-	-	-	-	-	-	90,000
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying depository receipt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total		9	1,50,04,498	-	-	1,50,04,498	100.00%	1,50,04,498	1,50,04,498	100.00%	-	-	-	-	-	-	1,50,04,498

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one (1) day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the website of Stock Exchanges before commencement of trading of such Equity Shares. The Equity Shares held by our Promoters and members of our Promoter Group are in dematerialized form.

8) **Other details of shareholding of our Company:**

- a) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them as on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Issue Equity Share Capital on a fully diluted basis
1.	Abhishek Gupta	46,22,310	30.81%
2.	Pawan Kumar Gupta	37,78,566	25.18%
3.	Naveen Gupta	29,86,815	19.91%
4.	Konica Gupta	24,31,215	16.20%
5.	Abhishek Gupta HUF	8,85,442	5.90%
6.	Pawan Kumar Gupta M HUF	2,10,150	1.40%
Total		1,49,14,498	99.40%

- b) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them one (01) years prior to filing of this Draft Red Herring Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Issue Equity Share Capital
1	Abhishek Gupta	30,81,540	30.81%
2	Pawan Kumar Gupta	18,18,694	18.18%
3	Naveen Gupta	19,91,210	19.91%
4	Konica Gupta	16,20,810	16.20%
5	Pawan Kumar Gupta HUF1	2,00,100	2.00%
6	Pawan Kumar Gupta HUF2	3,00,150	3.00%
7	Pawan Kumar Gupta HUF3	2,00,100	2.00%
8	Pawan Kumar Gupta M HUF	2,00,100	2.00%
9	Abhishek Gupta HUF	5,90,295	5.90%
Total		1,00,02,999	100.00%

- c) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them (02) years prior to filing of this Draft Red Herring Prospectus:

Sr. No.	Particulars	No. of Equity Shares	% of Shares to Pre – Issue Equity Share Capital
1.	Abhishek Gupta	15,40,000	30.81%
2.	Pawan Kumar Gupta	6,94,000	13.88%
3.	Naveen Gupta	12,10,000	24.20%
4.	Konica Gupta	8,10,000	16.20%
5.	Abhishek Gupta HUF	2,95,000	5.90%
6.	Pawan Kumar Gupta HUF1	1,00,000	2.00%
7.	Pawan Kumar Gupta HUF2	1,50,000	3.00%
8.	Pawan Kumar Gupta HUF3	1,00,000	2.00%
9.	Pawan Kumar Gupta M HUF	1,00,000	2.00%
Total		49,99,000	100.00%

- 9) Our Company has not made any initial public offer of its Equity Shares or any convertible securities during the preceding 02 (two) years from the date of this Draft Red Herring Prospectus.

- 10) Except for the issuance of Equity Shares pursuant to this Issue, as on date of this Draft Red Herring Prospectus, our Company does not have any intention or proposal to alter its capital structure within a period of six (06) months from the date of opening of the Issue by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares whether preferential or bonus, rights or further public issue basis. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

11) Shareholding of our Promoters

Set forth below are the details of the build-up of shareholding of our Promoters:

Date of Allotment and made fully paid up/Transfer	Nature of Transaction	Nature of Consideration	No. of Equity Shares	F.V (in Rs.)	Offer / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre-Offer Equity Paid Up Capital	% of Post-Offer Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
Abhishek Gupta										
February 11, 2021	Subscription to MoA	Cash	40,000	10.00	10.00	40,000	0.27%	[•]	[•]	[•]
February 25, 2021	Transfer	Cash	(1)	10.00	10.00	39,999	0.27%	[•]	[•]	[•]
February 25, 2021	Transfer	Cash	(1)	10.00	10.00	39,998	0.27%	[•]	[•]	[•]
February 25, 2021	Transfer	Cash	(1)	10.00	10.00	39,997	0.27%	[•]	[•]	[•]
February 25, 2021	Transfer	Cash	(1)	10.00	10.00	39,996	0.27%	[•]	[•]	[•]
February 25, 2021	Transfer	Cash	(1)	10.00	10.00	39,995	0.27%	[•]	[•]	[•]
February 25, 2021	Transfer	Cash	(1)	10.00	10.00	39,994	0.27%	[•]	[•]	[•]
February 25, 2021	Transfer	Cash	(1)	10.00	10.00	39,993	0.27%	[•]	[•]	[•]
February 25, 2021	Transfer	Cash	(1)	10.00	10.00	39,992	0.27%	[•]	[•]	[•]
February 25, 2021	Transfer	Cash	(1)	10.00	10.00	39,991	0.27%	[•]	[•]	[•]
October 18, 2021	Right Issue	Cash	13,00,000	10.00	10.00	13,39,991	8.93%	[•]	[•]	[•]
December 02, 2021	Right Issue	Cash	2,00,000	10.00	10.00	15,39,991	10.26%	[•]	[•]	[•]
April 24, 2023	Transfer	Cash	1	10.00	10.00	15,39,992	10.26%	[•]	[•]	[•]
April 24, 2023	Transfer	Cash	1	10.00	10.00	15,39,993	10.26%	[•]	[•]	[•]
April 24, 2023	Transfer	Cash	1	10.00	10.00	15,39,994	10.26%	[•]	[•]	[•]
April 24, 2023	Transfer	Cash	1	10.00	10.00	15,39,995	10.26%	[•]	[•]	[•]

Date of Allotment and made fully paid up/Transfer	Nature of Transaction	Nature of Consideration	No. of Equity Shares	F.V (in Rs.)	Offer / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre-Offer Equity Paid Up Capital	% of Post-Offer Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
April 24, 2023	Transfer	Cash	1	10.00	10.00	15,39,996	10.26%	[•]	[•]	[•]
April 24, 2023	Transfer	Cash	1	10.00	10.00	15,39,997	10.26%	[•]	[•]	[•]
April 24, 2023	Transfer	Cash	1	10.00	10.00	15,39,998	10.26%	[•]	[•]	[•]
April 24, 2023	Transfer	Cash	1	10.00	10.00	15,39,999	10.26%	[•]	[•]	[•]
April 24, 2023	Transfer	Cash	1	10.00	10.00	15,40,000	10.26%	[•]	[•]	[•]
August 09, 2024	Right Issue	Cash	15,41,540	10.00	10.00	30,81,540	20.54%	[•]	[•]	[•]
August 27, 2025	Bonus Issue	Other than cash	15,40,770	10.00	NA	46,22,310	30.81%	[•]	[•]	[•]
Total (A)			46,22,310							
Pawan Kumar Gupta										
September 05, 2022	Right Issue	Cash	89,000	10.00	10.00	89,000	0.59%	[•]	[•]	[•]
April 24, 2023	Transfer	Cash	2,50,000	10.00	10.00	3,39,000	2.26%	[•]	[•]	[•]
April 24, 2023	Transfer	Cash	1,00,000	10.00	10.00	4,39,000	2.93%	[•]	[•]	[•]
April 24, 2023	Transfer	Cash	1,05,000	10.00	10.00	5,44,000	3.63%	[•]	[•]	[•]
April 24, 2023	Transfer	Cash	1,50,000	10.00	10.00	6,94,000	4.63%	[•]	[•]	[•]
August 09, 2024	Right Issue	Cash	6,94,694	10.00	10.00	13,88,694	9.26%	[•]	[•]	[•]
October 18, 2024	Gift	Other than cash	4,30,000	10.00	-	18,18,694	12.12%	[•]	[•]	[•]
April 1, 2025	Transfer	distribution of share on dissolution of HUF	1,50,150	10.00	10.00	19,68,844	13.12%	[•]	[•]	[•]
April 1, 2025	Transfer	distribution of share on dissolution of HUF	1,00,100	10.00	10.00	20,68,944	13.79%	[•]	[•]	[•]
April 1, 2025	Transfer	distribution of share on dissolution of HUF	1,00,100	10.00	10.00	21,69,044	14.46%	[•]	[•]	[•]
April 1, 2025	Transfer	distribution of share on dissolution of HUF	1,00,000	10.00	10.00	22,69,044	15.12%	[•]	[•]	[•]

Date of Allotment and made fully paid up/Transfer	Nature of Transaction	Nature of Consideration	No. of Equity Shares	F.V (in Rs.)	Offer / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre-Offer Equity Paid Up Capital	% of Post-Offer Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
April 1, 2025	Transfer	distribution of share on dissolution of HUF	80,000	10.00	10.00	23,49,044	15.66%	[•]	[•]	[•]
April 1, 2025	Transfer	distribution of share on dissolution of HUF	1,00,000	10.00	10.00	24,49,044	16.32%	[•]	[•]	[•]
April 1, 2025	Transfer	distribution of share on dissolution of HUF	70,000	10.00	10.00	25,19,044	16.79%	[•]	[•]	[•]
August 27, 2025	Bonus Issue	Other than cash	12,59,522	10.00	NA	37,78,566	25.18%	[•]	[•]	[•]
Total (D)			37,78,566							
Konica Gupta										
February 11, 2021	Subscription to MoA	Cash	60,000	10.00	10.00	60,000	0.40%	[•]	[•]	[•]
February 17, 2021	Transfer	Cash	(1)	10.00	10.00	59,999	0.40%	[•]	[•]	[•]
February 17, 2021	Transfer	Cash	(1)	10.00	10.00	59,998	0.40%	[•]	[•]	[•]
May 26, 2021	Transfer	Cash	(1)	10.00	10.00	59,997	0.40%	[•]	[•]	[•]
May 26, 2021	Transfer	Cash	(1)	10.00	10.00	59,996	0.40%	[•]	[•]	[•]
May 26, 2021	Transfer	Cash	(1)	10.00	10.00	59,995	0.40%	[•]	[•]	[•]
October 18, 2021	Right Issue	Cash	7,50,000	10.00	10.00	8,09,995	5.40%	[•]	[•]	[•]
April 24, 2023	Transfer	Cash	1	10.00	10.00	8,09,996	5.40%	[•]	[•]	[•]
April 24, 2023	Transfer	Cash	1	10.00	10.00	8,09,997	5.40%	[•]	[•]	[•]
April 24, 2023	Transfer	Cash	1	10.00	10.00	8,09,998	5.40%	[•]	[•]	[•]
April 24, 2023	Transfer	Cash	1	10.00	10.00	8,09,999	5.40%	[•]	[•]	[•]
April 24, 2023	Transfer	Cash	1	10.00	10.00	8,10,000	5.40%	[•]	[•]	[•]
August 09, 2024	Right Issue	Cash	8,10,810	10.00	10.00	16,20,810	10.80%	[•]	[•]	[•]
August 27, 2025	Bonus Issue	Other than cash	8,10,405	10.00	NA	24,31,215	16.20%	[•]	[•]	[•]
Total (B)			24,31,215							
Naveen Gupta										

Date of Allotment and made fully paid up/Transfer	Nature of Transaction	Nature of Consideration	No. of Equity Shares	F.V (in Rs.)	Offer / Transfer Price (in Rs.)	Cumulative no. of Equity Shares	% of Pre-Offer Equity Paid Up Capital	% of Post-Offer Equity Paid Up Capital	No. of Shares Pledged	% of shares pledged
April 24, 2023	Transfer	Cash	250000	10.00	10.00	2,50,000	1.67%	[●]	[●]	[●]
April 24, 2023	Transfer	Cash	170000	10.00	10.00	4,20,000	2.80%	[●]	[●]	[●]
April 24, 2023	Transfer	Cash	200000	10.00	10.00	6,20,000	4.13%	[●]	[●]	[●]
April 24, 2023	Transfer	Cash	180000	10.00	10.00	8,00,000	5.33%	[●]	[●]	[●]
April 24, 2023	Transfer	Cash	410000	10.00	10.00	12,10,000	8.06%	[●]	[●]	[●]
August 09, 2024	Right Issue	Cash	12,11,210	10.00	10.00	24,21,210	16.14%	[●]	[●]	[●]
October 18, 2024	Gift	Other than cash	(4,30,000)	10.00	-	19,91,210	13.27%	[●]	[●]	[●]
August 27, 2025	Bonus Issue	Other than cash	9,95,605	10.00	NA	29,86,815	19.91%	[●]	[●]	[●]
Total (C)			29,86,815							

- 7) As on the date of the Draft Red Herring Prospectus, the Company has 9 (nine) shareholders.
- 8) The details of the Shareholding of the Promoters as on the date of this Draft Red Herring Prospectus are set forth in the table below:

S. No.	Names	No. of equity Shares	As a % of Issued Capital	No. of equity shares	As a % of Post Issue Capital
Promoter					
1	Abhishek Gupta	46,22,310	30.81%	46,22,310	[●]
2	Pawan Kumar Gupta	37,78,566	25.18%	37,78,566	[●]
3	Naveen Gupta	29,86,815	19.91%	29,86,815	[●]
4	Konica Gupta	24,31,215	16.20%	24,31,215	[●]
Total (A)		1,38,18,906	92.10%	1,38,18,906	[●]
Promoter Group					
5	Abhishek Gupta HUF	8,85,442	5.90%	8,85,442	[●]
6	Pawan Kumar Gupta M HUF	2,10,150	1.40%	2,10,150	[●]
Total (B)		10,95,592	7.30%	10,95,592	[●]
Total (A+B)		1,49,14,498	99.40%	1,49,14,498	[●]

- 9) Except as disclosed in “Shareholding of our Promoters”, our Promoters, Promoter Group, Directors of our Company and their relatives have not undertaken sale transactions in the Equity Shares of our Company, during a period of six (06) months preceding the date on which this Draft Red Herring Prospectus is filed with Stock Exchange.
- 10) There are no financing arrangements wherein the Promoters, 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 (06) months immediately preceding the date of filing of the Draft Red Herring Prospectus.

11) Promoters' Contribution and other Lock-In details:

Pursuant to Regulation 236 and 238 of the SEBI (ICDR) Regulations, an aggregate of 20.00% of the fully diluted post-Issue capital of our Company held by the Promoters shall be locked in for a period of three years from the date of Allotment (“**Minimum Promoters' Contribution**”).

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.

Following are the details of Minimum Promoters' Contribution:

Number of Equity Shares locked-in ^{*(1)(2)(3)}	Nature of Allotment / Transfer	Date of Allotment and Date when made fully paid-up*	Face value (in ₹)	Offer Acquisition Price per Equity Share (in ₹)	Nature of consideration (cash / other than cash)	% of fully diluted post-Offer paid-up capital	Period of lock-in
Abhishek Gupta							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Pawan Kumar Gupta							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Naveen Gupta							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Konica Gupta							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
TOTAL	[•]					[•]	

Note: To be updated in the Prospectus.

* Subject to finalisation of Basis of Allotment.

For details on the build-up of the Equity Share capital held by our Promoters, see “**Details of the Build-up of our Promoters' shareholding**” on page 80.

The Promoters' 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.

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters' 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:

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets
- Equity Shares resulting from bonus issue by utilization of revaluations reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are otherwise ineligible for minimum promoters' contribution;
- Equity Shares acquired during the preceding one year, at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;
- Equity Shares allotted to the promoter against the capital existing in the firms for a period of less than one year on a continuous basis.
- Equity Shares held by the Promoters that are subject to any pledge; and
- Equity Shares for which specific written consent has not been obtained from the respective shareholders for inclusion of their subscription in the Promoters' Contribution subject to lock-in.

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. Further, our Company has not been formed by the conversion of a proprietorship or a partnership firm or a limited liability partnership and therefore does not fall under Regulation 229(4) of the SEBI ICDR Regulations. All the Equity Shares held by the Promoter and the members of the Promoter Group are held in dematerialized form.

In terms of undertaking executed by our Promoters, Equity Shares forming part of Promoters' Contribution subject to lock in will not be disposed/ sold/ transferred by our Promoters during the period starting from the date of filing of this Draft Red Herring Prospectus till the date of commencement of lock in period as stated in this Draft Red Herring Prospectus.

Other than the Equity Shares locked-in as Promoters' Contribution for a period of three years as stated in the table above, the entire pre-Issue capital of our Company, including the excess of minimum Promoters' Contribution, as per Regulation 238 of the SEBI (ICDR) Regulations, shall be locked in as follows:

- (i) fifty percent. of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of two years from the date of Allotment; and
- (ii) remaining fifty percent. of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of one year from the date of Allotment.
- (iii) All other pre-issue shares shall be locked in for a period of one year from the date of Allotment

Such lock – in of the Equity Shares would be created as per the bye laws of the Depositories.

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 Promoters prior to the Issue 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 Promoters which are locked in as per the provisions of Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to and amongst Promoters / 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(a) of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoters 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 Issue and pledge of the Equity Shares is a term of sanction of such loans.

In terms of Regulation 242(b) of the SEBI ICDR Regulations, the Equity Shares held by the Promoters which are locked-in for a period of one year from the date of allotment 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.

12) Our Company, our Promoters, our Directors and the Book Running Lead Manager have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Issue.

- 13) The post-Issue paid up Equity Share Capital of our Company shall not exceed the authorised Equity Share Capital of our Company.
- 14) 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 Draft Red Herring Prospectus.
- 15) No person connected with the Issue, including, but not limited to, our Company, the members of the Syndicate, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.
- 16) There neither have been and there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of the Draft Red Herring Prospectus until the Equity Shares have been listed on the Stock Exchange or all application monies have been refunded, as the case may be.
- 17) 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 Draft Red Herring Prospectus.
- 18) 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.
- 19) Our Company shall ensure that any transactions in Equity Shares by our Promoters and the Promoter Group during the period between the date of filing the Draft Red Herring Prospectus and the date of closure of the Issue, shall be reported to the Stock Exchanges within 24 hours of the transaction.
- 20) All Equity Shares issued pursuant to the Issue 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 Draft Red Herring Prospectus.
- 21) As on the date of this Draft Red Herring Prospectus, the Book Running Lead Manager 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 Book Running Lead Manager 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.
- 22) Our Promoters and the members of our Promoter Group will not participate in the Issue.
- 23) None of the Directors, Key Management Personnel of our Company holds any equity shares of our Company except:

Sr. No.	Name of the Shareholders	Pre-Issue		Post - Issue	
		Number of Equity Shares	% of Pre-Issue Equity Share Capital	Number of Equity Shares	% of Post-Issue Equity Share Capital
1.	Abhishek Gupta	46,22,310	30.81%	46,22,310	[•]
2.	Pawan Kumar Gupta	37,78,566	25.18%	37,78,566	[•]
3.	Konica Gupta	24,31,215	16.20%	24,31,215	[•]

- 24) Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Issue.
- 25) Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under “Basis of Allotment” in the chapter titled “**Issue Procedure**” beginning on page 287 of this Draft Red Herring

Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.

- 26) An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
- 27) An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
- 28) Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
- 29) No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
- 30) We confirm that none of the investors of our Company are directly/indirectly related with Book Running Lead Managers and their associates.

OBJECTS OF THE ISSUE

We intend to utilize the Proceeds of the Issue, after deducting the Issue related expenses, as estimated to be ₹ [●] Lakhs (the “**Net Proceeds**”).

Our Company proposes to utilize the Net Proceeds from the Issue towards the following objects:

1. Prepayment or repayment of all or a portion of certain loans availed by our Company;
2. Funding of working capital requirements of our Company;
3. General Corporate Purposes.

(Collectively, referred to herein as the “**Objects**”)

The main objects clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enable us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association.

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

Issue Proceeds

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

(₹ in Lakhs)

Particulars	Estimated amount ⁽¹⁾
Gross Proceeds from the Issue	[●]
(Less) Issue related expenses	[●]
Net Proceeds	[●]

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

Requirement of Funds and Utilization of Net Proceeds

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

(₹ in Lakhs)

Sr. No.	Particulars	Estimated amount
1.	Prepayment or repayment of all or a portion of certain loans availed by our Company	Upto 6,000.00
2.	Funding of working capital requirements of our Company	Upto 3,000.00
3.	General corporate purposes ⁽¹⁾	[●]

⁽¹⁾The amount to be utilised for general corporate purposes shall not exceed ₹1,000 lakhs or 15% of the Gross Proceeds of the Issue, whichever is less.

Schedule of implementation

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

(₹ in Lakhs)

Sr. No.	Particulars	Total Estimated Cost	Amount to be funded from the Net Proceeds	Amount to be funded from internal accruals	Estimated Utilisation of Net Proceeds
					Fiscal 2026
1.	Prepayment or repayment of certain loans availed by our Company	6,000	6,000	Nil	6,000
2.	Funding of working capital requirements of our Company ^	3,000	3,000	Nil	3,000
3.	General corporate purposes *	[●]	[●]	Nil	[●]

* To be finalised upon determination of Issue Price. The amount shall not exceed ₹1,000 lakhs or 15% of the Gross Proceeds of the Issue, whichever is less.

^Our Company shall also fund the incremental working capital requirements by availing loan facilities.

Since, the entire fund requirement are to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance 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 amounts to be raised through the proposed Issue.

Given the dynamic nature of the industry and specifically that of our business, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions, competitive environment and taxes and duties, interest and finance charges, working capital margin, regulatory costs, environmental factors 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 our management, subject to compliance with applicable law. Moreover, if the actual utilisation towards any of 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 15% of the gross proceeds or Rs.10.00 crores, whichever is lower, from the Issue in accordance with the SEBI ICDR Regulations. In case of a shortfall in raising 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 utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned objects, per the estimated scheduled of deployment specified above, our Company shall deploy the Net Proceeds in subsequent Fiscals towards the aforementioned Objects. For further details see “Risk Factor – Risk Factor 35 - We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further, we have not identified any alternate source of financing the ‘Objects of the Issue’. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance” on page 43.

The fund requirements mentioned above are based on the internal management estimates of our Company and have not been verified by the Book Running Lead Manager or appraised by any bank, financial institution. The fund requirements are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws.

Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing.

The fund requirements set out for the aforesaid objects of the Issue are proposed to be met entirely from the Net Proceeds and internal accruals. In view of above, we confirm that, with respect to the Objects, our Company is in compliance with Regulation 230(1)(e) of the SEBI ICDR Regulations and we are not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue and existing identifiable internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

Details of Objects of the Issue

1. Prepayment or repayment of all or a portion of certain loans availed by our Company

Our Company has entered into various financing arrangements from time to time, with various lenders. The financing arrangements availed by our Company include, *inter alia*, unsecured loans, term loans and working capital facilities. For further details, please refer “*Financial Indebtedness*” on page 227.

As at August 31, 2025, our total outstanding secured borrowings from various lenders (other than loans from related parties) amounted to ₹ 20,491.58 lakhs. Our Company proposes to utilise an estimated amount of up to ₹6,000 lakhs from the Net Proceeds towards full or partial repayment or pre-payment of certain borrowings, listed below, availed from the lenders by our Company. 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/ pre-payment will help reduce our outstanding indebtedness, debt servicing costs, assist us in maintaining a favourable debt to equity ratio 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 following table provides details of loans and facilities as at August 31, 2025, which are proposed to be pre-paid or partly or fully repaid by our Company from the Net Proceeds:

(₹ in Lakhs)						
Nature of Loan & Purpose	Date of Sanction and disbursement	Loan Sanctioned	Outstanding as on 31-08-2025	Rate of Interest	Security	Repayment Term
HDFC BANK						
Cash Credit	28-02-2023 (Latest Renewal Date: 22-08-2025)	4,000.00	3,540.07	8.5 % (spread of 3.00% linked to 3M REPO)	a) Primary Security: Stock, Industrial Property, Book Debts, Industrial Manufacturing Unit, Plant and Machinery, FD for LC Margin-FD being booked at the time of LC Issuance. b) Collateral Security: Personal Guarantee of Directors and Property providers, Stock, Book Debts, FD for LC Margin--FD being booked at the time of LC Issuance	8 months
WC Term Loan 1 - 457996935	Disbursement date – TL 1 - 15-04-2023	4,500.00	3,272.49	7.41 % (spread of 1.91% linked to	1.Industrial Property Plot No. 126	84 Months

Nature of Loan & Purpose	Date of Sanction and disbursement	Loan Sanctioned	Outstanding as on 31-08-2025	Rate of Interest	Security	Repayment Term
	TL 1 - 29-03-2023 TL 1 - 30-04-2024			3M REPO)	Part-127, Part-129,Part-130,Part-131, Part-149,Part-172, Part-173,Part-175, Part- APSEZ At Chutapuram	
WC Term Loan 2 - 87526121		2,000.00	1,550.66	7.04 % (spread of 1.54% linked to 3M REPO)	2. Industrial Manufacturing Unit Plat No.242 Autonagar, Vishakhapatnam 530012SY NO.90 Thungalam Village, Gajuwaka Mandald Block 530012 Autonagar.	93 Months
WC Term Loan 3 - 99715959		3,500.00	391.21	7.66 % (spread of 2.16% linked to 3M REPO)	3. Factory Land and Building Plot No.3A-3Kasba Hobli, Malur TK, Jakkasandra Industrial Area, Kolar 563133 Jakkasandra Industrial Area.	120 Months
Buyer Credit (Sub-limit of WC Term Loan 3)			2,968.67	3M REPO)	4. Industrial Property owned by Sahuwala High Pressure Cylinder Private Limited Plot No.4, Apiiciala Gajuwaka Limits, Vishakhapatnam District. Pin code:-530012IN SY. NO.42, Part 43,Part 44, Part 50 and Part 61, Block G, Industrial Park, Situated at Fakeertekya Village, Gajuwaka Mondal 530012, Near Praja Sakthi Press Report office, Block-G	1080 days from issuance
Total		15,000.00	11,723.10			

Notes:

- The details included in the above table have been certified by our Statutory Auditors pursuant to their certificate dated September 26, 2025.
- Our Statutory Auditors by way of their certificate dated September 26, 2025, have confirmed that the borrowings specified above have been utilized for the purposes availed, as per the sanction letters issued by the respective lenders.

For further details in relation to our borrowings, please see “Financial Indebtedness” on page 227.

Payment of additional interest, prepayment penalty or premium, if any, and other related costs shall be made by us out of the internal accruals or out of the Net Proceeds as may be decided by our Company.

Given the nature of the above-mentioned borrowings and the terms of repayment, the aggregate outstanding borrowing amounts which we propose to repay may vary from time to time. 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 part or full, will not exceed ₹ 6,000 lakhs.

If the actual utilization towards the above object is lower than the proposed deployment, such balance will be used either for funding other objects as mentioned above or towards general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 15% of the Gross Proceeds or Rs.10.00 crores, whichever is lower, from the Issue in accordance with the SEBI ICDR Regulations.

2. Funding the working capital requirements of our Company

With the expansion of the business, our Company will be in the need of additional working capital requirements. We fund a majority of our working capital requirements in the ordinary course of business from banks facilities and internal accruals. Our Company requires additional working capital for funding its incremental working capital requirements and releasing the internal accruals deployed in working capital. The funding of the incremental working capital requirements will lead to a consequent increase in our profitability, ability to utilize internal accruals for growth opportunities and achieving the proposed targets as per our business plan.

Our Company proposes to utilize ₹3,000 Lakhs of the Net Proceeds towards our Company's working capital requirements. The company shall utilize ₹ 3,000 Lakhs in Fiscal 2026 towards our Company's working capital requirements. The balance portion of our Company working capital requirement shall be met from the working capital facilities availed and internal accruals.

Basis of estimation of working capital requirement

The details of our existing Company's working capital as at March 31, 2023, March 31, 2024 and March 31, 2025, and the source of funding, derived from the financial statements of our Company, as certified by our Statutory Auditor through their certificate dated September 15, 2025, are provided in the table below. On the basis of the existing and estimated working capital requirement of our Company, and assumptions for such working capital requirements, our Board pursuant to its resolution dated September 15, 2025, has approved the estimated working capital requirements for Fiscals 2026 and 2027 as set forth below:

(₹ in Lakhs)

S. No.	Particulars	As at March 31, 2023	As at March 31, 2024	As at March 31, 2025	As at March 31, 2026	As at March 31, 2027
		(Actual-Restated)	(Actual-Restated)	(Actual-Restated)	(Estimated)	(Projected)
(A)	Current assets					
(a)	Inventories	834.55	2,507.41	4,304.21	7,491.99	11,048.73
(b)	Trade receivables	22.32	0.56	1,077.43	2,644.23	3,788.13
(c)	Other Current Assets	1,369.40	1,454.74	4,279.89	5,217.00	6,574.20
	Total current assets (A)	2,226.26	3,962.71	9,661.53	15,353.22	21,411.06
(B)	Current liabilities					
(a)	Trade payables	374.77	1,422.96	2,250.35	3,463.02	5,030.97
(b)	Provisions, other current liabilities and current tax liabilities (net)	124.01	680.97	574.54	876.02	1,016.05
	Total current liabilities (B)	498.78	2,103.93	2,824.89	4,339.04	6047.02
(C)	Total working capital requirements (C = A – B)	1,727.48	1,858.79	6,836.64	11,014.18	15,364.04
(D)	Funding pattern					
(a)	IPO proceeds				3,000.00	-
(b)	Borrowings from banks, financial institutions and non-banking financial companies (including bill discounting)	1,007.60	1,062.18	4,661.12	4,500.00	4,000.00
(c)	Internal accruals from rolling working capital cycle	719.88	796.61	2,175.52	3,514.18	11,364.04
	Total	1,727.48	1,858.79	6,836.64	11,014.18	15,364.04

Assumptions for our estimated working capital requirements

Particulars	As at March 31, 2023	As at March 31, 2024	As at March 31, 2025	As at March 31, 2026	As at March 31, 2027

	<i>(Actual-Restated)</i>	<i>(Actual-Restated)</i>	<i>(Actual-Restated)</i>	<i>(Estimated)</i>	<i>(Projected)</i>
	Holding Level for year/period ended				
Inventories	6,525	106	102	84	84
Trade Receivables	319	-	18	22	22
Trade Payables	157	53	49	36	36

Key assumptions for working capital requirements

Our Company’s estimated working capital requirements on a standalone basis are based on the following key assumptions:

S. No.	Particulars	Assumptions
Current Assets		
1	Inventories	Our Company’s general inventory holding period was 106 days and 102 days in FY2024 and FY2025. FY2023 was the first year of operation, hence, the same was not reflecting the correct holding period. We expect Inventory Holding days to be around 84 days for FY2026 and FY2027. With the commencement of new plant, existing LOI from the buyers and higher demand, we expect our inventory holding period to further decrease to 84 days in FY2026 and in FY2027.
2	Trade Receivables	Our Company’s general credit terms vary across geographies and customers. We had Debtors Holding of 319 days in FY2023, Nil in FY2024 and 18 days in FY2025. We expect Debtors Holding days to be around 22 days for FY2026 and FY2027. Considering the commencement of new plant at Bilaspur, Gurugram, existing LOI from the buyers, higher demand, and our continuous effort to increase market share, we may be required to offer higher credit period to our customers.
Current Liabilities		
1	Trade Payables	We had creditors payment cycle was 157, 53 days and 49 days in FY2023, FY2024 and FY2025. We expect our creditors payments days be around 36 days for FY2026 and FY2027. The company is trying to lower creditors by paying earlier, leading to more discounts and hence better profitability.

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

Our Company, Arete 22 Limited, is one of the leading manufacturers of aluminum alloy wheels for two-wheelers. Presently, we undertake end-to-end manufacturing of aluminum alloy wheels, i.e. designing, casting, machining, finishing and testing, for OEM and replacement markets. We emphasize on weight reduction (“light-weighting”) and value-analysis/value-engineering (VAVE) to deliver durable, balanced wheels that improve ride quality and efficiency.

Our manufacturing Unit 1 at Kolar, Karnataka, started production in the FY2023. In FY2025, we have also completed the setting up of new manufacturing Unit 2 at Bilaspur, Gurugram, Haryana.

Our manufacturing facilities is having production capacity of:

Financial Year	Unit 1			Unit 2		
	Installed Capacity (in Units PA)	Utilized Capacity (in Units PA)	Percentage of utilization (%)	Installed Capacity (in Units PA)	Utilized Capacity (in Units PA)	Percentage of utilization (%)
2022-23	12,00,000	7,702	0.64%	-	-	-
2023-24	12,00,000	7,39,565	61.63%	-	-	-
2024-25	24,00,000	14,15,006	58.98%	-	-	-
2025-26 (For 5 months)	10,00,000	6,67,457	66.74%	36,00,000*	-	-

*Yet to commence production

The increased production capacity and its better utilization has led to strong financial performance resulting in increased requirement of working capital.

Justification for increase/ decrease in working capital requirement for the FY2025 as compared to FY2024:

Our Company is a working capital intensive company and in order to execute our high value orders, we require significant working capital. The growth of our operations is driven from the flow of working capital to complete the orders. In the fiscal year ended March 31, 2025, our Company has manufactured 14,15,006 wheels as against close to 7,39,565 wheels in fiscal 2024, this has resulted in increased revenue and profitability. Accordingly, with the increased production in FY2025, the total working capital requirement has increased to Rs. 6,836.64 Lakhs as against Rs. 1,858.79 Lakhs in FY2024.

Justification for increase/ decrease in working capital requirement for the FY2025 and FY2026:

Our Company is a working capital intensive company and in order to execute our high value orders, we require significant working capital. The growth of our operations is driven from the flow of working capital to complete the orders. With our new manufacturing Unit 2 at Bilaspur, Gurugram, Haryana going operational in August, 2025 the production capacity has been increased from 2.4 million wheels to 6.00 million wheels and consequently driving the requirement of additional working capital requirement in FY2026.

The net working capital requirement which was ₹ 6,836.64 Lakhs during FY2025 is estimated to increase to ₹11,014.18 Lakhs during FY2026. The reasons for increase in future working capital requirements of our company are as under:

- ***Higher production capacity utilisation:*** With our new manufacturing Unit 2 at Bilaspur, Gurugram, Haryana going operational in August, 2025 the production capacity has been increased from 2.4 million wheels to 6.00 million wheels and consequently driving the requirement of additional working capital requirement in FY2026. This will enable the Company not only improving production, achieve higher sale and financial stability but also lead to increased requirement of working capital.
- ***Reduction in the payment cycle of Suppliers:*** Over the past few years, our focus has been to decrease the payment cycle of vendors. This leads to a decrease in trade payables leading to a higher working capital requirement. The Company maintained trade payable days at 53 days and 49 days in FY2024 and FY2025, respectively. The payment cycle is further expected to reduce to 36 days in FY2026 and FY2027, which will lead to an expansion of the working capital needed. Primarily, quicker settlements enable us to leverage cash discounts from suppliers, enhancing our profitability. Additionally, prompt payments empower us to negotiate more favourable terms and prices, fostering stronger supplier relations and bolstering our bottom line. Due to increase purchases and a shorter payables cycle, the Company's working capital requirement will increase significantly in FY2026 and FY2027. This will enable the Company not only improving financial stability but also fortifying relationships with suppliers and securing advantageous deals for our company's growth.
- ***Scaling of existing Business:*** Our major customers for wheels are TVS Motor, Hero MotoCorp and Bajaj. We have a dedicated team of marketing personal who are in touch with these customers on a regular basis to known and understand their requirement. In addition, our team is also in touch with new customers to develop and expand the customer base and improve capacity utilisation of the new Unit 2. We are also exploring the possibilities of exporting these wheels to various countries in Africa and south-east Asia. In addition to the above, we also participate in exhibitions like Alucast, which is a premier exhibition focused on aluminum products. We are also exploring the aftermarket sales of alloy wheels and in the future want to cater this market.
- The Company is planning to enter into newer geographies 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.

Further, below mentioned future business strategies as mentioned in the chapter “*Our Business*” on page 120 of the Draft Red Herring Prospectus would also lead to increase in working capital requirements:

Expansion of our existing product portfolio and acquisition of new customers

We are engaged in manufacturing of aluminum alloy wheels for two-wheelers for leading two wheeler manufacturers. We are focussed on enhancing our product portfolio by offering new and additional aluminum alloy wheels, the segment where we already operate by strengthening relationships with existing customers.

With completion of the setting up of new manufacturing unit at Bilaspur, Gurugram, Haryana, we are having additional capacity of 3.6 million wheels per annum. With India being the largest two-wheeler market globally, we have positioned ourself as a quality-driven, cost-competitive partner for OEMs seeking lightweight, durable, and aesthetically enhanced alloy wheel solutions. Our Company is leveraging its modern manufacturing infrastructure and quality certifications to engage with top motorcycle and scooter manufacturers in India.

Our in-house design and validation capabilities give two wheeler manufacturers in India confidence in adopting Arete 22 wheels for vehicle, and Arete 22 to acquire a new customer thereby leading to better capacity utilisation and financial performance.

Focus on our Quality Control

Quality control (QC) is a critical aspect of manufacturing of alloy wheels. Our Company has in place adequate arrangements to implement the Quality Policy through an elaborate set of Quality Management & Documentation System. Ensuring the highest quality standards not only enhances the product’s reliability but also builds customer trust and satisfaction. Our quality control process starts from supplier selection, inspect all incoming materials, sample testing of each batch of materials, and finished product testing. Quality control will continue to be a prime focus area for our future operations and relationship development with our clients.

Marketing Strategy

Our major customers for wheels are TVS Motor, Hero MotoCorp and Bajaj. We have a dedicated team of marketing personal who are in touch with these customers on a regular basis to known and understand their requirement. The team is headed by a senior business development head under whom there are senior managers and executives. In addition, our team is also in touch with new customers to develop and expand the customer base and improve capacity utilisation of the new Unit 2. We are also exploring the possibilities of exporting these wheels to various countries in Africa and south-east Asia. In addition to the above, we also participate in exhibitions like Alucast, which is a premier exhibition focused on aluminum products. We are also exploring the aftermarket sales of alloy wheels and in the future want to cater this market.

Presently, our marketing and sales division consists of 5 (five) members who are responsible for marketing our products. We intend to strengthen our existing marketing team by inducting personnel with expertise in the industry, who will supplement our existing marketing strategies in the domestic market.

Growing our business with existing clients with quality products

Our Company is successful in building a strong client base for the business with our quality products. This relationship has helped us in getting repeated business from our clients. Thus, we focus on maintaining strong relationship with existing clients and offer new and innovative products to them, which will help us to gain competitive advantage over competitors and increase the business volume.

Reduction of operational costs and achieving efficiency

Apart from expanding business and revenues, we intend to reduce costs and achieve efficiencies in order to remain a cost competitive company. We will be addressing the increase in operational output through continuous process improvements, quality check and technology development. Our employees are regularly motivated to increase efficiency with error free exercise. We believe that this can be done through continuous process improvements.

Further, we believe that this can be done through economies of scale. We are always in search of new and innovative concepts as per the needs of our business to achieve lowest possible cost through effective supervision and planning. Further, our Company constantly endeavours to improve our processes, and will increase optimize utilization of resources, skill up-gradation of workers, modernization of procedures to attain reduction in cost and achieve efficiency. We also analyse our existing material procurement policy and service processes to identify the areas of bottlenecks and take corrective measure wherever possible. This helps us in improving efficiency and putting resources to optimal use.

3. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] lakhs towards general corporate purposes, subject to such utilization not exceeding 15% of the Gross Proceeds of the Issue or ₹10.00 Crores, whichever is less, in compliance with the SEBI ICDR Regulations. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

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

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

Issue Related Expenses

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

Expenses	Estimated expenses⁽¹⁾ (in ₹ lacs)	As a % of the total estimated Issue expenses⁽¹⁾	As a % of the total Gross Issue Proceeds⁽¹⁾
Issue management fees including fees and reimbursements of Market Making fees and payment to other Intermediaries such as Legal Advisors to the IPO, Registrars and other out of pocket expenses.	[●]	[●]	[●]
Fees of Book Running Lead Manager in any form/ name /purpose	[●]	[●]	[●]

Expenses	Estimated expenses ⁽¹⁾ (in ₹ lacs)	As a % of the total estimated Issue expenses ⁽¹⁾	As a % of the total Gross Issue Proceeds ⁽¹⁾
Marketing and Selling Commission and expenses	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Printing and distribution of issue stationery	[●]	[●]	[●]
Others			
- Listing fees	[●]	[●]	[●]
- SEBI and NSE processing fees	[●]	[●]	[●]
- Other regulatory expenses	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

*Please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost. The amount deployed so far toward issue expenses shall be recouped out of the issue proceeds.

Notes:

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

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

*Amount allotted is the product of the number of Equity Shares Allotted and the Offer Price. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of NSE.

- 2) No uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Individual Investors and Non-Institutional Bidders 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 Individual Investors	Rs. [●] per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders	Rs. [●] per valid Bid cum Application Form (plus applicable taxes)

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed Rs. 1 lakh (plus applicable taxes) and in case if the total processing fees exceeds Rs. [●] lakh (plus applicable taxes) then processing fees will be paid on pro-rata basis.

- 3) The processing fees for applications made by Individual Investors using the UPI Mechanism would be as follows:

Sponsor Bank – [●]	Rs. [●] per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.
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*For each valid application by respective Sponsor Bank

No uploading/ processing fees shall be payable by our Company to the Members of the Syndicate/ RTAs/ CDPs for applications made by Individual Investors (up to ₹200,000), Non-Institutional Bidders (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism.

- 4) Selling commission on the portion for Individual Investors and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, CRTAs and CDPs or for UPI or using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:

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

- 5) The processing fees for applications made by Individual Investors 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/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 02, 2021 read with SEBI Circular No.: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.

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

Deployment of Funds and Sources of Funds

As on date of this Draft Prospectus, our Company has not deployed any funds towards the Objects of the Issue.

Interim Use of Funds

Pending utilisation for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds only with scheduled commercial banks. In accordance with Section 27 of the Companies Act 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge Loan

Our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds.

Monitoring of Utilisation of Funds

In accordance with Regulation 262 of the SEBI ICDR Regulations, our Company has appointed [●] as the monitoring agency (“Monitoring Agency”) to monitor the utilisation of the Net Proceeds. Our Company undertakes to place the Net Proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilisation of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay and in accordance with the applicable laws. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in its balance sheet for such financial year/periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable financial year, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilized Net Proceeds.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a Half yearly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in the Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statutory auditor of our Company will also provide report/ certificate on the utilization of the Net Proceeds to the monitoring agency.

Variation in Objects of the Issue

In accordance with Sections 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the Objects of the Issue unless our Company is authorised to do so by way of a special resolution of its Shareholders through a postal ballot and such variation will be in accordance with the applicable laws including the Companies Act, 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act, 2013. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English, one in Hindi and one in Telugu, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoter will be required to

provide an exit opportunity to such Shareholders who do not agree to the above stated proposal to vary the objects, at a price and in such manner as may be prescribed by SEBI in Regulation 290 and Schedule XX of the SEBI ICDR Regulations.

Appraising Entity

None of the Objects for which the Net Proceeds will be utilised have been appraised by any bank/ financial institution or any other agency.

Other Confirmations

No part of the Net Proceeds will be paid to our Promoter, Promoter Group, Directors, our Group Companies or our Key Managerial Personnel, except in the ordinary course of business. Our Company has not entered into nor has planned to enter into any arrangement/ agreements with our Directors, our Key Management Personnel, or our Group Companies in relation to the utilisation of the Net Proceeds.

BASIS FOR ISSUE PRICE

Investors should also refer to “*Our Business*”, “*Risk Factors*”, “*Restated Financial Statements*”, “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” and “*Other Financial Information*” on pages 120, 24, 182, 232 and 225, respectively, 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 computing the Issue Price are:

- One of the prominent manufacturers of alloy wheels for two wheelers
- Geographical presence
- Quality Assurance and Quality Control of our products
- Strong, cordial & long term relationship with our customers
- Cost effective production and timely fulfilment of orders
- Well experienced management team

For further details, see “*Our Business – Strengths*” on page 131.

Quantitative Factors

Some of the information presented below relating to our Company is based on the Restated Financial Statements. For details, see “*Restated Financial Statements*” on page 182.

Some of the quantitative factors which may forms the basis for calculating the Issue Price are as follows:

I. Basic and Diluted Earnings per share (“EPS”)

Fiscal Year ended	Basic EPS[^] (in ₹)	Diluted EPS[^] (in ₹)	Weight
March 31, 2025	14.36	14.36	3
March 31, 2024	4.42	4.42	2
March 31, 2023	(1.06)	(1.06)	1
Weighted Average	8.48	8.48	

[^] Adjusted for Bonus issue

Notes:

- (1) *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*
- (2) *Basic Earnings per Equity Share (₹) = Restated profit for the period/year divided by Weighted average number of equity shares outstanding during the period/year, read with note 1 above*
- (3) *Diluted Earnings per Equity Share (₹) = Restated profit for the period/year divided by Weighted average number of diluted equity shares outstanding during the period/year, read with note 1 above*
- (4) *Earnings per Share calculations are in accordance with the notified Accounting Standard 20 ‘Earnings per share’. The face value of equity shares of the Company is ₹ 10/-.*
- (5) *The figures disclosed above are based on the Restated Financial Statements.*

II. Price/Earning (“P/E”) ratio in relation to Issue Price of ₹ [●] per Equity Share:

Particulars	P/E at the Issue Price (number of times)*
Based on basic EPS for Fiscal 2025	[●]
Based on diluted EPS for Fiscal 2025	[●]

*Will be included in the Prospectus

Industry Peer Group P/E ratio

Particulars	Industry P/E (number of times)
Highest	81.56
Lowest	45.01
Average	63.29

Notes:

- (1) The industry high and low has been considered from the industry peer set provided above. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed above
- (2) All the financial information for listed industry peers mentioned above is sourced from the annual reports of the relevant companies for Fiscal 2025, as available on the websites of the NSE.

III. Return on Networth (“RoNW”)

Fiscal Year ended	RoNW (%)	Weight
March 31, 2025	60.20%	3
March 31, 2024	26.40%	2
March 31, 2023	(8.22)%	1
Weighted Average	37.53%	

Notes:

- (1) Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. (Return on Net Worth x Weight) for each year/Total of weights.
- (2) Return on Net Worth (%) = Restated profit for the year divided by Net worth at the end of the period/year.
- (3) 'Net worth': Equity Share capital and other equity less capital reserves

IV. Net asset value per Equity Share (face value of ₹ 10/- each)

Particulars	NAV* per equity share (₹)
As at March 31, 2025	21.02
As on March 31, 2024	16.74
As on March 31, 2023	12.32
After the Completion of the Issue:	
- At Issue Price ⁽²⁾	[•]

* Adjusted for Bonus Issue

Notes:

- (1) Net Asset Value per Equity Share = Net worth derived from Restated Financial Statements as at the end of the period/ year divided by number of equity shares outstanding as at the end of period /year as per Restated Financial Statements.
- (2) Issue Price per Equity Share will be determined on conclusion of the Book Building Process.

COMPARISON OF ACCOUNTING RATIOS WITH LISTED INDUSTRY PEERS

We believe following is our peer group which has been determined on the basis of listed public companies comparable in the similar line of segments in which our Company operates i.e. Aluminum Alloy Wheels, whose business segment in part or full may be comparable with that of our business, however, the same may not be exactly comparable in size or business portfolio on a whole with that of our business.

Name of the company	Consolidated/ Standalone	Face value (₹ per share) ^	Closing price on Sept 26, 2025 (₹ per share)	Revenue from Operations (₹ in Lakhs)	EPS (₹)		NAV (₹ per share)	P/E Ratio	RoNW (%)	PAT margin (%)	Market cap to Revenue from operation
					Basic	Diluted					
Arete 22 Limited	Standalone	10.00	NA	21,239.27	14.36 [#]	14.36 [#]	21.02 [#]	[●] [^]	60.20%	8.94%	[●] [#]
PEER GROUP											
Uno Minda Limited	Consolidated	2.00	1267	16,77,461	16.42	16.37	99.75	81.56	16.46%	5.62%	4.50
Endurance Technologies Limited	Consolidated	10.00	2735	11,56,081	59.46	59.46	406.46	45.01	14.63%	7.23%	3.58

*Financial information for our Company is derived from the Restated Financial Statements as at and for the year ended March 31, 2025.

Adjusted for Bonus Issue

Source: All the financial information for listed industry peer mentioned above is sourced from the annual report of the relevant companies for Fiscal 2025, as available on the websites of NSE and BSE.

^ To be updated in the Prospectus.

Notes for peer group:

1. Return on Net Worth (%) = Net worth for the year ended March 31, 2025 divided by Total Equity of the Company as at March 31, 2025.
2. NAV is computed as the Total Equity of the Company as on March 31, 2025 divided by the outstanding number of equity shares as on March 31, 2025

The trading price of the Equity Shares could decline due to the factors mentioned in the section “Risk Factors” on page 24 and any other factors that may arise in the future and you may lose all or part of your investments.

KEY FINANCIAL AND OPERATIONAL PERFORMANCE INDICATORS (“KPIs”)

Key Performance Indicators (KPIs) are imperative to the Financial and Operational performance evaluation of the company. However, KPIs disclosed below shall not be considered in isolation or as substitute to the Restated Consolidated Financial information. In the opinion of our Management the KPIs disclosed below shall be supplementary tool to the investor for evaluation of the company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 26, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the Draft Prospectus. Further, the KPIs herein have been certified by AAAJ & Associates, Chartered Accountants, by their certificate dated September 26, 2025.

The KPIs of our Company have been disclosed in the sections “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” starting on pages 120 and 232, respectively. We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” beginning on page 1.

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 utilization 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, 2018.

Set forth below are KPIs which have been used historically by our Company to understand and analyse the business performance, which in result, help us in analyzing the growth of various verticals of the Company that have a bearing for arriving at the Basis for the Issue Price.

Some of the key performance indicators which may form the basis for computing the Issue Price are as follows:

(₹ in lakhs except percentages and ratios)

Key Performance Indicators	March 31, 2025	March 31, 2024	March 31, 2023
Revenue from Operations	21,239.27	11,246.25	25.54s
EBITDA ⁽¹⁾	3,497.77	1,420.82	(75.48)
EBITDA Margin ⁽²⁾⁽³⁾	16.47%	12.63%	-295.55%
Profit After Tax for the Year / Period	1,898.69	331.36	(75.96)
PAT Margin ⁽⁴⁾	8.94%	2.95%	-297.42%
ROE ^{(5)*}	86.12%	30.42%	-14.97%
ROCE ^{(6)*}	12.62%	10.23%	-1.59%
Net Debt/ EBITDA ⁽⁷⁾	5.87	6.73	NA

#As certified by the Statutory Auditor vide their certificate dated September 26, 2025.

KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated September 26, 2025.

Explanation for the Key Performance Indicators

1. EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance costs, and depreciation & amortisation expenses.
2. EBIT means Earnings before interest and tax, and is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance cost.
3. EBITDA Margin is calculated as EBITDA as a percentage of Revenue from operations.
4. PAT Margin is calculated as profit after tax for the year / period as a percentage of Revenue from operations.
5. Return on Equity (ROE) is calculated as profit after tax for the year/period divided by Average Total Equity.
6. Return on Capital Employed (ROCE) is calculated as EBIT divided by Capital Employed. Capital Employed is calculated as total assets less total current liabilities as at the end of the period/year.
7. Net Debt/ EBITDA: Net Debt is calculated as total borrowings (including lease liabilities) less cash and cash equivalents and bank balances other than cash and cash equivalents as at the end of the period/year divided by EBITDA.

We shall continue to disclose these KPIs, on a half-yearly basis, for a duration that is at least the later of (i) three years after the listing date; and (ii) the utilization of the issue proceeds disclosed in the objects of the issue section of the Prospectus. We confirm that the ongoing KPIs would be certified by the statutory auditor of the Issuer Company.

Explanation for KPI metrics

KPI	Explanations
Revenue from Operations (₹ in Lakhs)	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 our Company and size of our business.
EBITDA (₹ in Lakhs)	EBITDA provides information regarding the operational efficiency of the business.

KPI	Explanations
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ in Lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from average shareholders' funds.
RoCE (%)	ROCE provides how efficiently our Company generates earnings from the average capital employed in the business.
Net Debt/ EBITDA (In Times)	Net Debt by EBITDA is indicator of the efficiency with which our Company is able to leverage its debt service obligation to EBITDA.

Comparison the Key Performance Indicators with our Listed peer:

(for the FY2025; ₹ in lakhs)

Key Performance Indicators	Arete 22 Limited	Uno Minda Limited	Endurance Technologies Limited
Revenue from Operations	21,239.27	16,77,461.00	1156081.00
EBITDA ⁽¹⁾	3,497.77	2,09,189.00	168022.70
EBITDA Margin ⁽³⁾	16.47%	12.47%	14.53%
Profit After Tax for the Year	1,898.69	94,295.00	83635.30
PAT Margin ⁽⁴⁾	8.94%	5.62%	7.23%
ROE ⁽⁵⁾	86.12%	16.46%	14.63%
ROCE ⁽⁶⁾	12.62%	17.14%	17.10%
Net Debt/ EBITDA ⁽¹⁾⁽⁷⁾	5.87	1.00	(0.0 7)

Source: Annual Reports of the company / www.nseindia.com

Explanation for the Key Performance Indicators

1. EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance costs, and depreciation & amortisation expenses.
2. EBIT means Earnings before interest and tax, and is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance cost.
3. EBITDA Margin is calculated as EBITDA as a percentage of Revenue from operations.
4. PAT Margin is calculated as profit after tax for the year / period as a percentage of Revenue from operations.
5. Return on Equity (ROE) is calculated as profit after tax for the year/period divided by Total Equity.
6. Return on Capital Employed (ROCE) is calculated as EBIT divided by Capital Employed. Capital Employed is calculated as total assets less total current liabilities as at the end of the period/year.
7. Net Debt/ EBITDA: Net Debt is calculated as total borrowings (including lease liabilities) less cash and cash equivalents and bank balances other than cash and cash equivalents as at the end of the period/year divided by EBITDA.

OPERATIONAL KPIs OF THE COMPANY:

Customers	March 31, 2025		March 31, 2024		March 31, 2023	
	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue
Top 1	17,849.34	84.04	10,865.69	96.62	21.42	83.89

Customers	March 31, 2025		March 31, 2024		March 31, 2023	
	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue
Top 2	2,701.80	12.72	315.41	2.80	4.12	16.11
Top 3	120.00	0.57	30.63	0.27	-	-
Total	20,671.14	97.33	11,211.73	99.69	25.54	100.00

Explanation for KPI metrics

KPI	Explanations
Contribution to revenue from operations of top 3 customers	This metric enables us to track the contribution of our key customers to our revenue and also assess any concentration risks.

COMPARISON OF OPERATIONAL KPIS OF OUR COMPANY AND OUR LISTED PEER:

The operational KPIS of the listed peer are not publicly available.

WEIGHTED AVERAGE COST OF ACQUISITION:

- a) **The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities).**

Other than as mentioned below, there has been no issuance of Equity Shares, excluding shares issued as bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days.

Date of allotment	No of equity shares allotted	Face value (in Rs.)	Issue price (in Rs.)	Nature of allotment	Nature of consideration	Total consideration (Rs. in lakhs)
August 9, 2024	50,03,999	10.00	10.00	Right Issue	Cash	500.40

- 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 or convertible securities, 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 Draft 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-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- c) **Price per share based on the last five primary or secondary transactions;**

Type of transaction	Weighted average cost of acquisition (₹ per equity shares)
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Weighted average cost of primary/new issue acquisition (including bonus)	5.00
Weighted average cost of secondary acquisition	10.00

d) Weighted average cost of acquisition and offer price:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Offer Price (i.e. ₹ [●])
Weighted average cost of acquisition of primary / new issue as per paragraph (a) above.	10.00	[●]
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph (b) above.	NA	[●]

Explanation for Issue Price being [●] times price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in (d) above) along with our Company's key performance indicators and financial ratios for the period March 2025, 2024 and 2023.

[●]*

Explanation for Issue Price being [●] times price of face value.

The Issue Price of ₹ [●] has been determined by our Company, in consultation with the LM, on the basis of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “*Financial Information*” on pages 24, 120, 232 and 182 respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “*Risk Factors*” on page 24 and you may lose all or part of your investment.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFIT

Statement of possible special tax benefits available to the Company and its Shareholders

To,
The Board of Directors
Arete 22 Limited
D1, D2 B Block, Autonagar, Visakhapatnam – 530 012
Andhra Pradesh, India

Dear Sir(s),

Subject: Statement of Possible Special Tax Benefits Available to the Company prepared in accordance with the requirements under Schedule VI-PART A, Clause (9) (L) of the SEBI (ICDR) Regulations, 2018, as amended (the “Regulations”)

We hereby report that the enclosed annexure prepared by Arete 22 Limited, states the possible special tax benefits available to Arete 22 Limited (the “**Company**”) and the shareholders of the Company, under the Income Tax Act, 1961 (“**Act**”), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders or its Subsidiary to derive the special tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and shareholders, so it does not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company’s management. We are informed that this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the 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 (the “**Issue**”) by the Company.

We do not express any opinion or provide any assurance as to whether:
i. the Company or its shareholders will continue to obtain these benefits in future; or
ii. the conditions prescribed for availing the benefits has been/ would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein.

We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus / Prospectus or any other offer related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Your sincerely,

For A A A J & Associates

Chartered Accountants

ICAI Firm Registration No.: 322455E

Partner: CA Niraj Agarwal

Membership No: 301680

UDIN: 25301680BMNWVQ1380

Place: Kolkata

Date: September 1, 2025

Enclosed as above

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

The information provided below sets out the possible special tax benefits available to the Company and its Equity Shareholders under the Income Tax Act 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

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

A. SPECIAL TAX BENEFITS TO THE COMPANY

The Company is not entitled to any special tax benefits under the Act.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

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

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

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.

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SECTION V – ABOUT OUR COMPANY

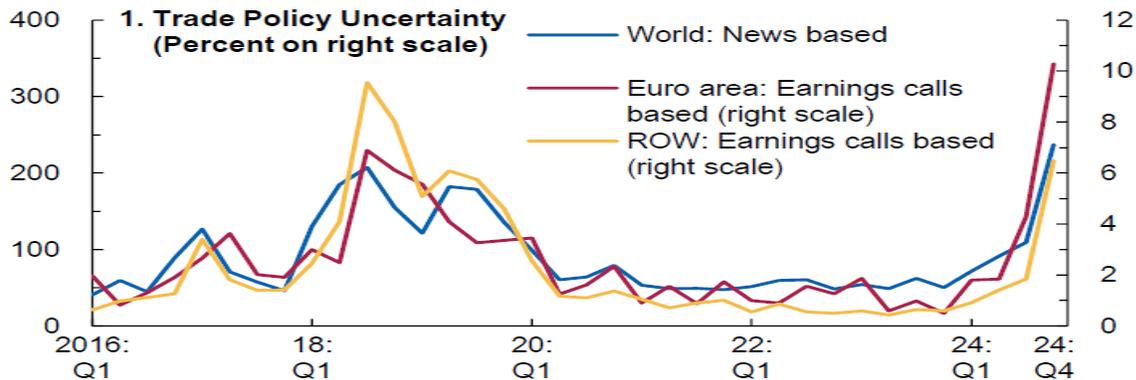
INDUSTRY OVERVIEW

GLOBAL ECONOMY

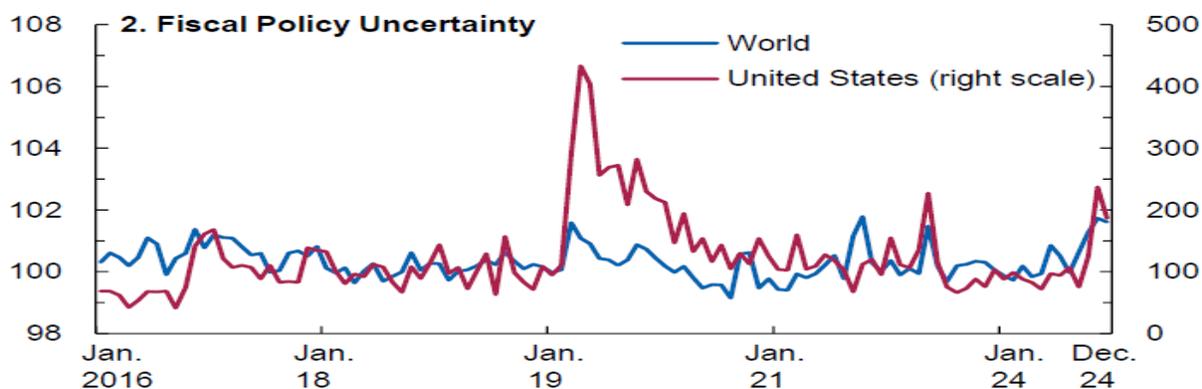
The global economy is holding steady, although the degree of grip varies widely across countries. Global GDP growth in the third quarter of 2024 was 0.1 percentage point below that predicted in the October 2024 WEO, after disappointing data releases in some Asian and European economies. Growth in China, at 4.7 percent in year-over-year terms, was below expectations. Faster-than-expected net export growth only partly offset a faster-than-expected slowdown in consumption amid delayed stabilization in the property market and persistently low consumer confidence. Growth in India also slowed more than expected, led by a sharper-than-expected deceleration in industrial activity. Growth continued to be subdued in the euro area (with Germany's performance lagging that of other euro area countries), largely reflecting continued weakness in manufacturing and goods exports even as consumption picked up in line with the recovery in real incomes. In Japan, output contracted mildly owing to temporary supply disruptions. By contrast, momentum in the United States remained robust, with the economy expanding at a rate of 2.7 percent in year-over-year terms in the third quarter, powered by strong consumption.

Where inflation is proving more sticky, central banks are moving more cautiously in the easing cycle while keeping a close eye on activity and labor market indicators as well as exchange rate movements. A few central banks are raising rates, marking a point of divergence in monetary policy.

Global financial conditions remain largely accommodative, again with some differentiation across jurisdictions (see box below) Equities in advanced economies have rallied on expectations of more business friendly policies in the United States. In emerging market and developing economies, equity valuations have been more subdued, and a broad-based strengthening of the US dollar, driven primarily by expectations of new tariffs and higher interest rates in the United States, has kept financial conditions tighter.



Economic policy uncertainty has increased sharply, especially on the trade and fiscal fronts, with some differentiation across countries (see box below). Expectations of policy shifts under newly elected governments in 2024 have shaped financial market pricing in recent months. Bouts of political instability in some Asian and European countries have rattled markets and injected additional uncertainty regarding stalled progress on fiscal and structural policies. Geopolitical tensions, including those in the Middle East, and global trade frictions remain elevated.

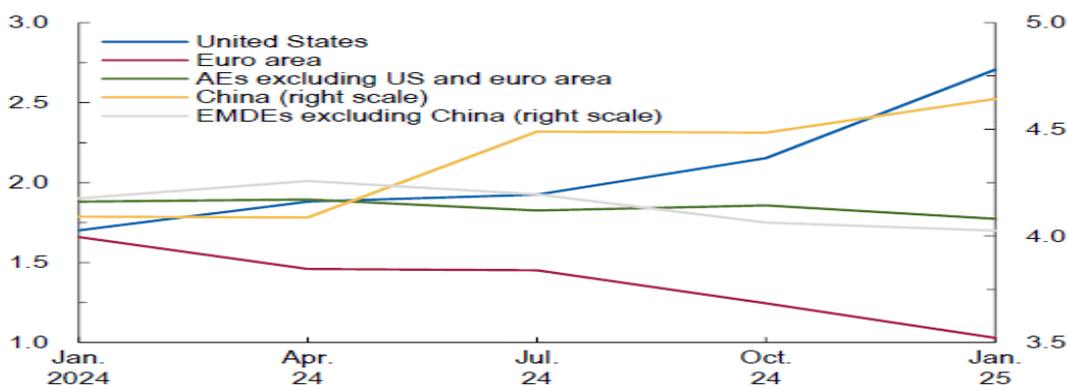


The Outlook

Energy commodity prices are expected to decline by 2.6 percent in 2025, more than assumed in October. This reflects a decline in oil prices driven by weak Chinese demand and strong supply from countries outside of OPEC+ (Organization of the Petroleum Exporting Countries plus selected non-member countries, including Russia), partly offset by increases in gas prices as a result of colder-than-expected weather and supply disruptions, including the ongoing conflict in the Middle East and outages in gas fields. Nonfuel commodity prices are expected to increase by 2.5 percent in 2025, on account of upward revisions to food and beverage prices relative to the October 2024 WEO, driven by bad weather affecting large producers. Monetary policy rates of major central banks are expected to continue to decline, though at different paces, reflecting variations in growth and inflation outlooks. The fiscal policy stance is expected to tighten during 2025–26 in advanced economies including the United States and, to a lesser extent, in emerging market and developing economies.

Global growth is expected to remain stable, albeit lackluster. At 3.3 percent in both 2025 and 2026, the forecasts for growth are below the historical (2000–19) average of 3.7 percent and broadly unchanged from October. The overall picture, however, hides divergent paths across economies and a precarious global growth profile (see the box below). Among advanced economies, growth forecast revisions go in different directions. In the United States, underlying demand remains robust, reflecting strong wealth effects, a less restrictive monetary policy stance, and supportive financial conditions. Growth is projected to be at 2.7 percent in 2025. This is 0.5 percentage point higher than the October forecast, in part reflecting carryover from 2024 as well as robust labor markets and accelerating investment, among other signs of strength. Growth is expected to taper to potential in 2026.

Figure 2. Evolution of 2025 Growth Forecasts (Percent)



Source: IMF staff calculations.

Note: The x-axis shows the months the *World Economic Outlook* is published. AEs = advanced economies; EMDEs = emerging market and developing economies.

In the euro area, growth is expected to pick up but at a more gradual pace than anticipated in October, with geopolitical tensions continuing to weigh on sentiment. Weaker-than-expected momentum at the end of 2024, especially in manufacturing, and heightened political and policy uncertainty explain a downward revision of 0.2 percentage point to 1.0 percent in 2025. In 2026, growth is set to rise to 1.4 percent, helped by stronger domestic demand, as financial conditions loosen, confidence improves, and uncertainty recedes somewhat.

In other advanced economies, two offsetting forces keep growth forecasts relatively stable. On the one hand, recovering real incomes are expected to support the cyclical recovery in consumption. On the other hand, trade headwinds—including the sharp uptick in trade policy uncertainty—are expected to keep investment subdued.

Source: *World Economic Outlook, Update Growth: Divergent and Uncertain*, International Monetary Fund

OVERVIEW OF THE INDIAN ECONOMY

India is poised to lead the global economy once again, with the International Monetary Fund (IMF) projecting it to remain the fastest growing major economy over the next two years. According to the April 2025 edition of the IMF’s *World Economic Outlook*, India’s economy is expected to grow by 6.2 per cent in 2025 and 6.3 per cent in 2026, maintaining a solid lead over global and regional peers.

The April 2025 edition of the WEO shows a downward revision in the 2025 forecast compared to the January 2025 update, reflecting the impact of heightened global trade tensions and growing uncertainty. Despite this slight moderation, the overall outlook remains strong. This consistency signals not only the strength of India’s macroeconomic fundamentals but also its capacity to sustain momentum in a complex international environment. As the IMF reaffirms India’s economic resilience, the country’s role as a key driver of global growth continues to gain prominence.

(Source: *India: Fastest-Growing Major Economy*, Ministry of Finance, Posted On: 23 APR 2025 4:40PM by PIB Delhi)

The recent GDP growth figures of 5.4% year over year¹ for the second quarter of fiscal year 2024 to 2025 probably caught markets off guard (it was significantly below the Reserve Bank of India’s projection of 6.8%). Slower growth in the first half of the fiscal (6%) led the RBI to bring down the annual projection to 6.6% (down from an earlier projection of 7%). However, it’s essential not to let the headline numbers overshadow the nuanced story beneath: GDP is just one lens to evaluate economic health, and this quarter reveals resilience in certain pockets that are worth noting.

Rural consumption has remained robust, supported by strong agricultural performance, while the services sector continues to be a key driver of growth. Manufacturing exports, particularly in high-value-added components (such as electronics, semiconductors, and pharmaceuticals), have displayed strength, underscoring India's growing role in global value chains. We believe the slow growth in the secondary sector³ is temporary (due to disruptions caused by monsoons).

Deloitte has revised its annual GDP growth projection for India to between 6.5% and 6.8% in this fiscal year, and between 6.7% and 7.3% in the following one. A tempered global growth outlook and a delayed synchronized recovery in the industrial economies amid changing trade and policy regulations—compared to what was previously expected—will likely weigh on India's exports and outlook for the next fiscal year. India will have to adapt to the evolving global landscape and harness its domestic strengths to drive sustainable growth.

Decoding the slowdown in the second quarter

On the expenditure side, the slowdown in investments and exports were key factors weighing on the economy. Gross fixed capital formation (GFCF), a key driver of economic growth, slowed down to 5.4%. This was partly due to slower government capex utilization, which was at 37.3% in the first half of this year, lower than last year's 49%.

Geopolitical uncertainties and disruptions in global supply chains, particularly in the Red Sea region, continued to weigh on exports. Petroleum product exports experienced a consistent decline across all three months of the quarter, averaging an approximate 30% contraction. As a result, total export growth slowed to 2.8%. At the same time, imports were higher due to a rise in oil and gold imports.

On the production side, gross value added grew by 5.6% in the second quarter, down from 6.8% in the previous one, primarily due to poor performance in the secondary sector. The slowdown in the industrial sector was somewhat expected as the index of industrial production showed signs of slowing across multiple sectors, particularly in mining and electricity. Mining contracted by 0.1%, while electricity and other utilities grew by just 3.3% (a sharp decline from the previous quarter's 10.4%). The construction sector grew 7.7%—its lowest since the last quarter of fiscal 2021 to 2022. Growth in manufacturing was modest, at 2.2% (down from 7%).

We believe these sectoral declines are temporary due to monsoon-driven disruptions (8% above-normal rainfall)⁴ and restrictive spending during elections. What is concerning is we also suspect the possibility of higher dumping from neighboring countries. Imports of goods such as plastics, organic chemicals, iron and steel products, machinery, and electronic components have seen a sharp jump in recent months and pose a significant threat in the months ahead amid restrictive trade regulations in industrialized nations.

Amid this growth slowdown, there were a few emerging trends that pointed to inert resilience.

- **Robust rural consumption:** Agricultural growth hit a five-quarter high of 3.5%, aided by a strong monsoon season. Indicators like rising sales of fast-moving consumer goods and declining numbers of jobs demanded through the Mahatma Gandhi National Rural Employment Guarantee Act (more commonly, MGNREGA) confirm strength in rural demand. With healthy kharif⁵ harvests and improved rabi sowing, rural consumption is expected to remain strong, further boosted by festive season spending.⁶
- **Strong services sector growth:** Services grew by 7.2%, driven by public administration and defense (9.1%) and finance, insurance, and real estate (7.2%). Services exports surged 21.3%. Between April and October 2024, total services exports stood at US\$216 billion, compared to US\$192 billion in 2023. This growth is crucial given the sector's significant contribution to India's GDP and employment, specifically for the urban middle-income population.

- **High-value manufacturing exports:** Exports of electronics, engineering goods, and chemicals have grown significantly, now comprising 31% of total merchandise exports. Given that micro, small, and medium enterprises are significant contributors to manufacturing supply chains and exports, rising performance of these enterprises points to healthy growth in this export segment.
- **Controlled fiscal deficit:** The fiscal deficit stood at 4.4% of GDP in the second quarter of this fiscal year, accounting for 29.4% of the budget estimate, and standing 10% lower than last year. This gives government some room to ramp up spending to boost demand. With lower capital expenditure in the first half of this fiscal year, the government is poised to ramp up spending in the coming half, supporting demand and crowding in private investments. A significant uptick in government spending is expected in the second half of this fiscal year to meet budgetary targets, which may provide additional support to the economy and boost investment by crowding in private investments.

India’s near-term outlook

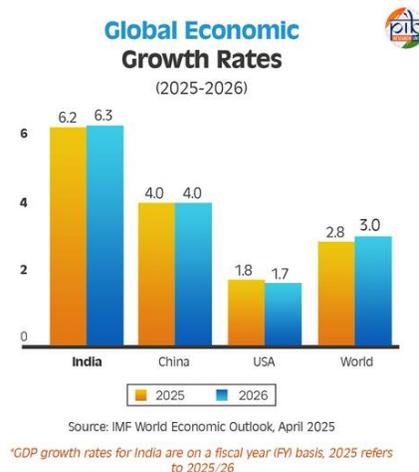
We now expect India to grow between 6.5% and 6.8% in fiscal year 2024 to 2025, in our baseline scenario. Although admittedly lower than previously estimated, because of a slower first half of the year, we expect strong domestic demand in the second half, driven by a significant uptick in government spending).

This will be followed by growth between 6.7% and 7.3% in fiscal year 2025 to 2026, with significant downside risks (hence a wider range; figure 1). India’s growth projections in the subsequent year will likely be tied to broader global trends, including rising geopolitical uncertainties and a delayed synchronous recovery in the West than anticipated. Disruptions to global trade and supply chain due to intensifying geopolitical uncertainties will also affect demand for exports.

(Source: <https://www2.deloitte.com/us/en/insights/economy/asia-pacific/india-economic-outlook.html>)

India’s Growth in Global Context

India is projected to remain the fastest-growing large economy for 2025 and 2026, reaffirming its dominance in the global economic landscape. The country’s economy is expected to expand by 6.2 per cent in 2025 and 6.3 per cent in 2026, outpacing many of its global counterparts. In contrast, the IMF projects global economic growth to be much lower, at 2.8 per cent in 2025 and 3.0 per cent in 2026, highlighting India’s exceptional outperformance.



The IMF has also revised its growth estimates for other major global economies. China’s GDP growth forecast for 2025 has been downgraded to 4.0 per cent, down from 4.6 per cent in the January 2025 edition of the World Economic

Outlook. Similarly, the United States is expected to see a slowdown, with its growth revised downward by 90 basis points to 1.8 per cent. Despite these revisions, India’s robust growth trajectory continues to set it apart on the global stage.

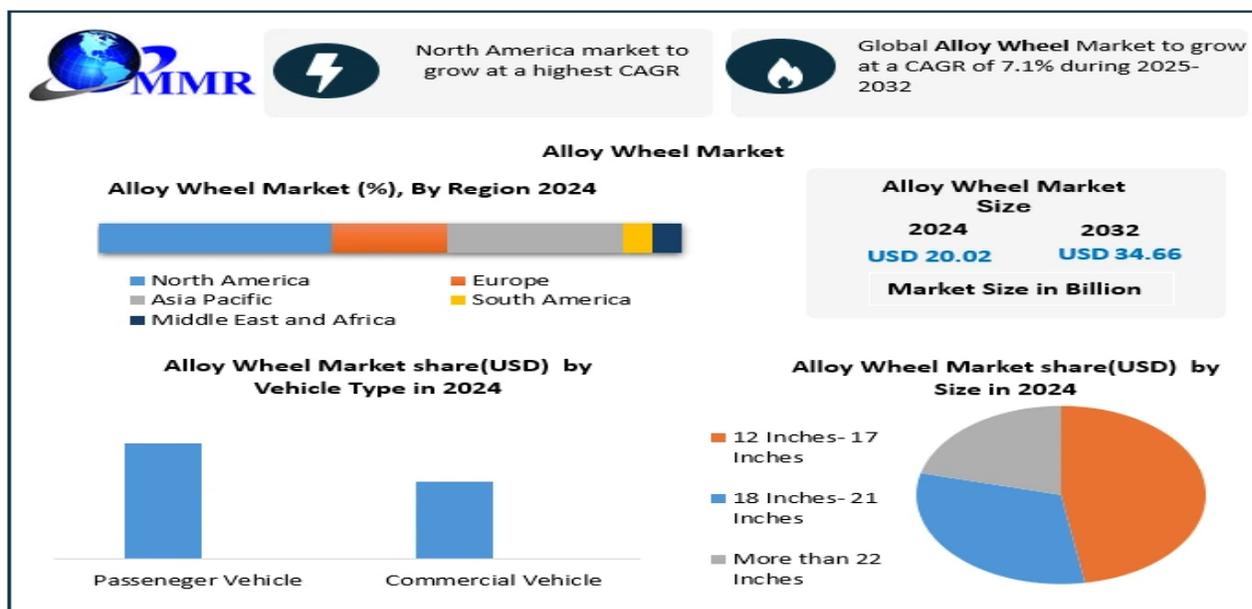
(Source: India: Fastest-Growing Major Economy, Ministry of Finance, Posted On: 23 APR 2025 4:40PM by PIB Delhi)

INDUSTRY OVERVIEW

Alloy Wheel Market Overview:

The Alloy Wheel Market is the portion of the global automotive parts industry that includes lightweight wheels produced principally from aluminium or magnesium alloys. Alloy wheels are widely used because of their strength, durability, resistance to corrosion, and aesthetic ability compared to steel wheels. The report defines the market as cast alloy wheels, forged alloy wheels, or flow-formed alloy wheels for passenger cars, commercial vehicles, and high-performance vehicles. There is a high level of supply market availability in the Alloy Wheel Market from OEMs, aftermarket providers, and global distributors. Demand is driven by consumer demand for high-end styling, improved fuel efficiency, and improved safety. In terms of the supply side of the Alloy Wheel Market, advanced manufacturing technology capabilities produce large volumes of product without sacrificing a supplier's design features or performance standards.

North America held the largest market share in the global Alloy Wheel Market, driven by demand from original equipment manufacturers ("OEMs") in the automotive sector, a vigorous aftermarket for performance and luxury vehicles, and a preference for lightweight wheels to comply with fuel-efficiency and emissions targets. The U.S. is anticipated to continue as the region's growth engine due to the high penetration of SUVs, trucks and luxury cars - all costly options which speak to consumer discretionary spending on vehicle customization.



Motorcycle Alloy Wheels Market Outlook

The global motorcycle alloy wheels market size is expected to reach USD 8.5 billion by 2032, growing at a CAGR of 5.2% from 2024 to 2032. In 2023, the market was valued at USD 5.3 billion, underscoring significant growth factors such as advancements in materials technology and increasing demand for high-performance motorcycles. The rising

popularity of recreational biking and off-road adventures contributes significantly to the expansion of this market, which is poised to see substantial growth over the forecast period.

One of the primary growth factors in the motorcycle alloy wheels market is the increasing consumer preference for lightweight and high-strength wheels. Alloy wheels, particularly those made from aluminum and magnesium, offer superior performance compared to traditional steel wheels. They enhance the bike's handling, acceleration, and braking capabilities due to their lighter weight, which in turn improves fuel efficiency. Additionally, alloy wheels provide better heat dissipation, which is crucial for maintaining tire integrity under high-performance conditions.

Another significant growth factor is the rising disposable income and changing lifestyle trends, especially in emerging economies. As more individuals in countries like India, China, and Brazil attain higher disposable incomes, there is an increased tendency to invest in high-end and aesthetically appealing motorcycles. Alloy wheels, with their sleek designs and customizable options, enhance the visual appeal of motorcycles, making them more desirable to consumers. This trend is bolstered by a growing youth population that is more inclined towards adventure sports and premium biking experiences.

Technological advancements in manufacturing processes are also driving market growth. Innovations such as low-pressure casting, forging, and flow forming have enabled manufacturers to produce alloy wheels that are not only stronger and lighter but also more affordable. These advancements have made high-quality alloy wheels accessible to a broader consumer base. Furthermore, the automotive industry's shift towards electric vehicles (EVs) has led to the development of specialized alloy wheels designed to meet the unique performance requirements of electric motorcycles, thereby creating new market opportunities.

Motorcycle Chain Wheels play a crucial role in the overall performance and efficiency of a motorcycle. These components are responsible for transferring power from the engine to the rear wheel, thus driving the motorcycle forward. The quality and design of motorcycle chain wheels can significantly impact the bike's acceleration, speed, and fuel efficiency. As the demand for high-performance motorcycles continues to rise, manufacturers are focusing on developing advanced chain wheel systems that offer enhanced durability and reduced maintenance needs. Innovations in materials and engineering are enabling the production of chain wheels that are lighter yet stronger, contributing to improved handling and overall riding experience.

Regionally, the Asia Pacific market is expected to dominate the motorcycle alloy wheels market during the forecast period. This dominance can be attributed to the region's large population, increasing urbanization, and a surge in motorcycle sales. Countries like India, China, and Indonesia are leading contributors to this growth. North America and Europe are also significant markets, driven by high consumer demand for performance and premium motorcycles. These regions are characterized by a strong automotive culture and a high penetration of advanced manufacturing technologies.

Alloy wheel's Role in the Indian Economy:

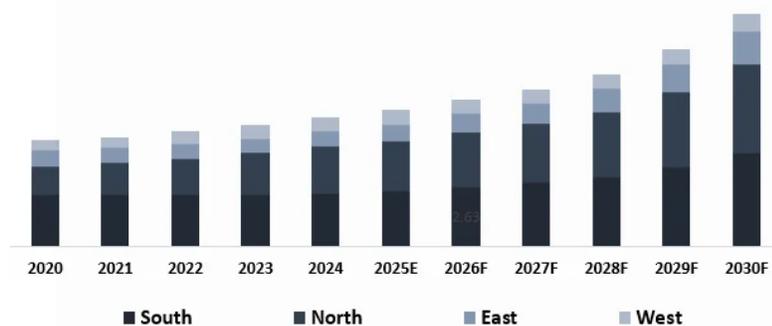
India Alloy Wheels Market was valued at USD 1.30 Billion in 2024 and is expected to reach USD 2.15 Billion by 2030 with a CAGR of 8.69% during the forecast period. India's alloy wheels market is experiencing significant growth, driven by increasing consumer preference for vehicle aesthetics, performance enhancement, and fuel efficiency. The rise in disposable income and evolving lifestyle choices have led to a surge in demand for premium and customized vehicles, boosting the adoption of alloy wheels. Automakers are integrating these wheels as a standard or optional feature in mid-range and high-end vehicle segments, further accelerating market expansion. The demand for lightweight and high-strength materials is also influencing the shift from conventional steel wheels to advanced alloys that enhance handling, braking, and fuel economy. Rapid urbanization and infrastructure development are encouraging higher vehicle ownership rates, directly contributing to alloy wheel sales.

Market trends indicate a rising inclination towards larger wheel sizes and intricate designs, as consumers seek a balance between aesthetics and functionality. The increasing penetration of electric power steering and advanced braking systems has further propelled the need for lighter yet durable wheels. Technological advancements in casting and forging processes are enhancing design flexibility and strength, making alloy wheels more attractive to both automakers and aftermarket consumers. Collaborations between automobile manufacturers and alloy wheel suppliers are fostering product innovations, ensuring compatibility with newer vehicle models. The expansion of the automotive aftermarket, driven by vehicle customization trends and motorsports influence, is also creating a strong demand for alloy wheels with specialized coatings and finishes.

Despite the promising growth outlook, challenges such as high manufacturing costs and fluctuating raw material prices pose concerns for manufacturers. The presence of unorganized and counterfeit products in the market impacts sales of genuine alloy wheels, affecting brand reliability and consumer trust. Supply chain disruptions and dependence on imports for certain raw materials add to production constraints, influencing pricing strategies. Manufacturers are increasingly focusing on localizing supply chains and investing in sustainable production processes to mitigate cost pressures. Addressing these challenges through technological advancements and stronger regulatory enforcement can help sustain market growth and ensure long-term profitability.

India Alloy Wheels Market

India Alloy Wheels Market Size, By Region, By Value, 2020-2030F



SEGMENTAL INSIGHTS

Vehicle Type Insights

The India alloy wheels market in 2024 is primarily dominated by the passenger car segment, driven by increasing consumer demand for aesthetically appealing and high-performance vehicles. Rising disposable income and shifting consumer preferences toward premium and mid-range cars have fueled the adoption of alloy wheels as a standard or optional feature. Automakers are equipping more vehicle models with factory-fitted alloy wheels to enhance both visual appeal and driving efficiency. The availability of multiple wheel design options, lightweight construction, and improved fuel efficiency benefits have made alloy wheels a preferred choice among car buyers. The growing influence of vehicle customization trends, coupled with expanding automotive aftermarket sales, is further propelling demand within the passenger car category.

Two-wheelers also hold a strong presence in the market, with sports bikes and premium motorcycles leading the adoption of alloy wheels. The demand for lightweight and durable wheels in this segment is increasing, as alloy wheels provide better handling, reduced weight, and improved road grip compared to traditional spoke wheels. The preference

for alloy wheels in commuter motorcycles is also rising, as manufacturers introduce stylish and performance-oriented designs to attract younger buyers. The growing market for high-performance and electric two-wheelers is further strengthening demand, as manufacturers seek innovative designs that enhance aerodynamics and riding comfort. The influence of motorsports and urban biking culture is driving enthusiasts to upgrade their vehicles with aftermarket alloy wheels, contributing to overall market growth.

The commercial vehicle segment accounts for a relatively smaller share in 2024, as steel wheels remain the dominant choice due to their cost-effectiveness and durability. However, demand for alloy wheels in premium light commercial vehicles and pick-up trucks is gradually increasing, particularly in urban logistics and last-mile delivery fleets. The advantages of alloy wheels, such as better heat dissipation and improved load-handling capacity, are influencing fleet operators to explore high-performance alternatives. With the expansion of road infrastructure and the introduction of premium commercial vehicle variants, the alloy wheels market in this segment is expected to witness steady adoption. However, cost sensitivity and rugged operating conditions continue to make steel wheels the preferred option for heavy-duty commercial vehicles.

India Alloy Wheels Market

Report Segmentation

Regional Outlook

- North
- South
- East
- West

Distribution Channel Outlook

- OEM
- Aftermarket



Propulsion Type Outlook

- ICE
- Electric

Vehicle Type Outlook

- Two-Wheelers
- Passenger Cars
- Commercial Vehicle



India Alloy Wheels Market Government Policy

In India, the alloy wheels market is primarily governed by regulations set by the Automotive Industry Standards (AIS) under the Ministry of Road Transport and Highways. The AIS mandates specific quality and safety standards for alloy wheels used in vehicles to ensure they meet certain performance criteria. Additionally, the Goods and Services Tax (GST) regime has impacted the alloy wheels market by imposing a tax rate of 28% on alloy wheels, which has influenced pricing and consumer demand. Import regulations also play a role in the market, with restrictions on the import of alloy wheels to promote domestic manufacturing and support the "Make in India" initiative. Overall, government policies in India aim to regulate the quality, pricing, and production of alloy wheels to ensure consumer safety and promote domestic manufacturing.

India Alloy Wheels Market Future Outlook

The India alloy wheels market is poised for significant growth in the coming years due to factors such as increasing demand for high-performance vehicles, rising disposable income levels, and a growing automotive aftermarket industry. The market is expected to benefit from advancements in technology, leading to the development of lightweight and durable alloy wheels that enhance vehicle aesthetics and performance. Additionally, the shift towards electric vehicles in India is likely to drive demand for alloy wheels, as these vehicles require lightweight components

for improved efficiency. Overall, the India alloy wheels market is anticipated to experience steady expansion, with key players focusing on product innovation, strategic partnerships, and expanding distribution networks to capitalize on the growing opportunities in the automotive sector.

GOVERNMENT INITIATIVES SUPPORTING THE AUTOMOTIVE SECTOR

The Indian government has been instrumental in shaping the growth trajectory of the automobile sector through several policy initiatives aimed at enhancing the country’s manufacturing capabilities and positioning it as a global automotive hub.

Make in India	Launched in 2014, the Make in India initiative has provided a significant boost to the country’s manufacturing sector, particularly in automobiles. This policy promotes domestic manufacturing, reduces reliance on imports, and encourages foreign direct investment.
Atmanirbhar Bharat:	The Atmanirbhar Bharat initiative aims to foster self-sufficiency in manufacturing and reduce the country’s dependence on foreign components. In the automotive sector, this has resulted in increased domestic production of critical components such as engines, transmissions, and EV batteries. The government has also extended support to start-ups and small and medium enterprises (SMEs) in the automotive space, helping them integrate into global supply chains.

Source: *Powering India’s participation in Global Value Chains Article on Automotive Industry* by NITI Aayog published on April 2025.

(Source: <https://dataintelo.com/report/motorcycle-alloy-wheels-market>

<https://www.maximizemarketresearch.com/market-report/alloy-wheel-market/215499/>

Powering India’s participation in Global Value Chains Article on Automotive Industry by NITI Aayog published on April 2025.

<https://www.6wresearch.com/industry-report/india-alloy-wheels-market>

<https://www.techsciresearch.com/report/india-alloy-wheels-market/28193.html>)

OUR BUSINESS

Some of the information in the following section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read the section entitled “Forward Looking Statements” on page 14 for a discussion of the risks and uncertainties related to those statements and the section entitled “Risk Factors” on page 24 for a discussion of certain risks that may affect our business, financial condition, or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Statements included in this Draft Red Herring Prospectus on page 182. Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from publicly available information as well as other industry publications and sources. For details, please refer to the section titled “Industry Overview” on page 110.

Overview

Our Company was incorporated under the name and style of ‘*Arete 22 Private Limited*’, a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated February 11, 2021 issued by the Registrar of Companies, Central Registration Centre. Subsequently, our Company was converted into a public limited company pursuant to a resolution passed by our Board of Directors in their meeting held on October 1, 2024 and by our Shareholders in an extraordinary general meeting held on October 23, 2024 and consequently the name of our Company was changed to ‘*Arete 22 Limited*’ and a fresh certificate of incorporation dated February 05, 2025 was issued by the Registrar of Companies, Central Processing Centre. The corporate identification number of our Company is U34300AP2021PLC117329.

Our Company, Arete 22 Limited, is one of the leading manufacturers of aluminium alloy wheels for two-wheelers, headquartered at Auto Nagar, Visakhapatnam, Andhra Pradesh. Presently, we undertake end-to-end manufacturing of aluminium alloy wheels, i.e. designing, casting, machining, finishing and testing, for OEM and replacement markets. We emphasize on weight reduction (“light-weighting”) and value-analysis/value-engineering (VAVE) to deliver durable, balanced wheels that improve ride quality and efficiency. Arete 22 focuses on precision-cast wheels for motorcycles and scooters, built on modern die-casting and in-house finishing capabilities, holding International Automotive Task Force 16949:2016 (IATF 16949:2016) and ISO (9001:2015) certifications. Our commitment to quality and innovation has positioned us as a preferred supplier to leading two wheeler manufacturers in India. At present we are supplying wheels to TVS Motor Co. Limited, Hero MotoCorp Limited and Bajaj Auto Ltd. Our products play a crucial role in enhancing automotive performance and braking system.

Our products not only improves the driving experience for end-users but also aligns with the stringent quality expectations of our automotive clients. We leverage state-of-the-art technology and advanced manufacturing processes to ensure that our solutions provide optimal performance and durability, addressing the specific needs of modern two wheelers.

At Arete22, we are dedicated to continuous innovation, improvement and customer satisfaction. Our IATF 16949:2016 and ISO certifications reflect our commitment to maintaining robust quality management systems and adhering to international standards. We pride ourselves on our ability to deliver innovative and reliable solutions that contribute to the success of our customers in the competitive two-wheeler automotive industry.

Our Company has two state-of-the-art manufacturing facilities located at Kolar, Karnataka and Bilaspur, Haryana. The manufacturing units are situated at:

1. **Unit 1** - Plot No 3A-3, Jakkasandra Industrial Area, Malur Taluk, Kolar, Karnataka-563130
2. **Unit 2** - Khasra No 29/3, Pataudi Road, Bilaspur, Gurugram, Haryana-122413

Our manufacturing facilities is having production capacity of:

Location	Manufacturing Capacity
Unit 1	2.4 million wheels per annum
Unit 2	3.6 million wheels per annum

Our Company also has one warehouse located at SF No 230, Om Shanthi Nagar, Motham Agraharam, Hosur – 635109, Tamil Nadu, which is in close proximity of TVS Motor Co. Limited’s manufacturing facility.







Going forward we want to be one of the leading manufacturers of aluminium alloy wheels and automobile components with a global reach and customer centric approach. We also intend to establish partnerships with aftermarket distributors to improve product reach and brand recall among retail consumers.

Our manufacturing units are equipped with Modern Equipment, ensures Quality Control and follows Sustainable Practices. Our manufacturing unit have received certificate for IATF 16949:2016 and ISO certifications that quality management system is implemented in accordance with ISO 9001:2015.

The setting up of the manufacturing plant at Bilaspur, Gurugram is complete and the commencement of commercial production is awaited. This will enable our Company to offer additional advance products to our existing customers and acquire new customers.

Our longstanding relationships with our clients are characterized by a commitment to consistency and trust. As of August 31, 2025, our key clients are TVS Motor Co. Limited, Hero MotoCorp Limited and Bajaj Auto Ltd. We have open Letter of Intent (LoI) from our customers for supplying of alloy wheels.

To ensure that we supply quality products which meet the applicable global standard, we have set up a Quality Control system which consists of our quality assurance and quality control teams who check and conduct various tests in our 'in-house laboratory' on the raw materials and our products at various stages starting from receiving of raw materials to the finished products manufactured by us.

Our Quality Assurance is responsible for ensuring that adequate arrangements are made to implement the Quality Policy through an elaborate set of Quality Management & Documentation System. It is responsible to design, implementation and review of Quality Management System to ensure that our products are manufactured using processes which of global standard.

With a team of motivated, empowered and trained professionals, we have earned trust and satisfaction of our esteemed customers. We ensure value for money products by developing innovative, safe, cost effective and consistent quality products with emphasis on continuous improvement.

We are committed to:

- implement and maintain quality system and standards and improve system continuously.
- Understand and meet the customers' expectations.
- ensure pollution free environment and to ensure safety of all employees.

We have benefitted from repeat orders from our customers. This reflects the quality of our products and services and our commitment to meeting the evolving needs of our clients. This demonstrates consistency, reliability, expertise and cost efficiencies that we believe we bring to our clients.

We are led by experienced management team comprising qualified Key Managerial Personnel. Our Promoter & Chairman, Pawan Kumar Gupta, and Promoter & Managing Director, Abhishek Gupta, have extensive experience in the automotive component manufacturing. Abhishek Gupta is leading our Company's strategy and operations. Under his guidance, our Company has been able to achieve a dynamic product portfolio and creating a brand in the industry. He is responsible for expanding business horizons, corporate strategy, leadership and management, financial performance, stakeholder relations, innovation and growth, identifying new opportunities and risk management. Our Company employs teams with required expertise in each of our divisions, each of which possess the requisite experience. Led by visionary leaders, who are passionate about innovation and driven by a shared commitment to excellence, our team is united in our vision to become the one of the leading manufacturers of aluminium alloy wheels and automobile components with a global reach and customer centric approach.

Our strategy is guided by the principles of integrity, partnership, and effectiveness. We prioritize transparency and compliance, forging partnerships with automotive manufacturers to provide light-weighting, durable and balanced wheels to ensure enhancing automotive performance.

FINANCIAL HIGHLIGHTS

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

(₹ in lakhs)

Particulars	Fiscal		
	2025	2024	2023
Revenue from Operations	21,239.27	11,246.25	25.54
EBITDA ⁽¹⁾	3,497.77	1,420.82	(75.48)
EBITDA margin ⁽²⁾	16.47%	12.63%	-295.55%
Restated profit for the year	1,898.69	331.36	(75.96)
Restated profit for the year as % of Revenue (PAT margin) ⁽³⁾	8.94%	2.95%	-297.42%
Capital employed	24,877.53	10,911.49	6,903.78
ROE (%)	86.12%	30.42%	-14.97%
ROCE (%)	12.62%	10.23%	-1.59%
Debt-to-Equity ratio	6.82	7.66	6.47

Notes:

(1) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses

(2) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations

(3) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

The table below sets forth a break-up of the revenue earned by our Company across various domestic states during the preceding three Fiscals ended 2025, 2024 and 2023:

(₹ in lakhs)

State	2025		2024		2023	
	Value	%	Value	%	Value	%
Karnataka	8,648.16	40.72	2,286.89	20.33	-	-
Tamil Nadu	9,457.73	44.53	8,913.51	79.26	25.54	100.00
Andhra Pradesh	1,047.57	4.93	-	-	-	-
Haryana	1,750.09	8.24	-	-	-	-
Maharashtra	268.08	1.26	45.85	0.41		
Rajasthan	22.95	0.11				
Uttar Pradesh	44.69	0.21				
Total	21,239.27	100.00	11,246.25	100.00	25.54	100.00

Our Company does not have any export sales.

OUR PRODUCT PORTFOLIO

Our company has a B2B Business Model, and we currently manufacture comprehensive range of Alloy Wheels used in two wheeler automobiles.

Our product portfolio and its usages are as under:

Product Category	Product Name	Photo	Usages
Automobile component	Alloy Wheels		Two wheelers

Product-wise distribution of revenue:

Our Company have only one product category, i.e. alloy wheels, and 100% of the revenue from operations is driven from the same. The table below sets forth a break-up of the product wise revenue earned by our Company during the preceding three Fiscals ended 2025, 2024 and 2023:

Segments	March 31, 2025		March 31, 2024		March 31, 2023	
	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue
Alloy wheels for two wheelers	20,567.37	96.35	10,865.69	96.30	25.54	100.00

INTELLECTUAL PROPERTIES

Our Company does not own any intellectual property for any of our products, except trade marks for our brands in which our products are sold.

SEGMENT WISE REVENUE BREAKUP

The table below sets forth a break-up of the segment wise revenue earned by our Company during the preceding three Fiscals ended 2025, 2024 and 2023:

Segments	March 31, 2025		March 31, 2024		March 31, 2023	
	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue
Automotive	20,567.37	96.35	10,865.69	96.30	25.54	100.00

OUR CUSTOMERS

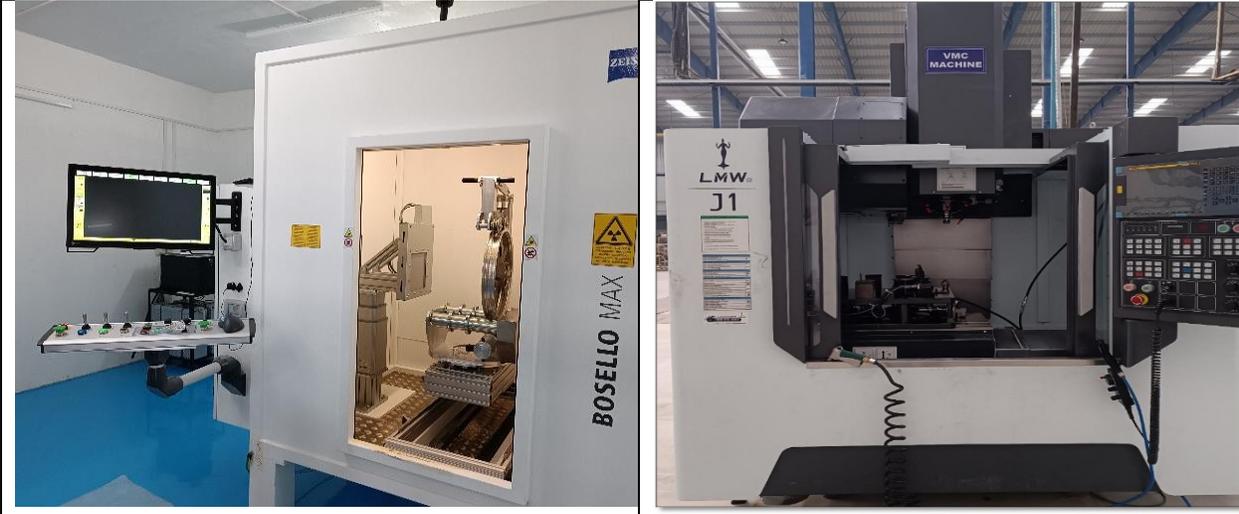
As of August 31, 2025, our key clients are TVS Motor Co. Limited, Hero MotoCorp Limited and Bajaj Auto Ltd. We have open ended Letter of Intent (LoI) from all the three customers for supplying of alloy wheels.

The revenue contribution of all our top customers are as under:

Customers	March 31, 2025		March 31, 2024		March 31, 2023	
	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue
Top 1	17,849.34	84.04	10,865.69	96.62	21.42	83.89
Top 2	2,701.80	12.72	315.41	2.80	4.12	16.11
Top 3	120.00	0.57	30.63	0.27	-	-
Total	20,671.14	97.33	11,211.73	99.69	25.54	100.00

Images of our manufacturing facility:

Unit 1 - Plot No 3A-3, Jakkasandra Industrial Area, Malur Taluk, Kolar, Karnataka-563130







Unit 2 - Khasra No 29/3, Pataudi Road, Bilaspur, Gurugram, Haryana-122413









OUR STRENGTHS

- ***One of the prominent manufacturers of alloy wheels for two wheelers***

We are well known through our brand named — ‘Arete 22’ — in the alloy wheels components manufacturing segment for two wheeler industry in India. Our brand and our Company’s experience has helped us to earn the trust and goodwill of our customers which further has an influence on the prospective client’s decision. We currently manufacture comprehensive range of alloy wheels for two wheelers. Our commitment to quality and innovation has positioned us as a preferred supplier to leading two wheeler manufacturers. We focus on precision-cast wheels for motorcycles and scooters, built on modern die-casting and in-house finishing capabilities. Our facilities are equipped with die-casting, CNC machining, paint/coat lines, and testing labs. Our well established and recognizable brand and the reputation built by us has and will enable us to increase our clientele list in the future. In such a short span of over 4 years, our Company has emerged as a prominent force in automotive components for automotive industry. The specialised wheel industry is characterized by significant challenges, notably the high precession, capital intensive and maintain sizeable and diverse manufacturing units, the need for quality control and assurance, trained manpower and ensure consistent quality control among others. Our sustained market presence has not only facilitated our growth but has also positioned us as a reliable partner for our customers. Leveraging our deep industry insight, we have consistently delivered specialized products that meet the stringent specifications of our renowned customers. Central to our success is the invaluable contribution of our dedicated quality control and assurance team. This team conducts a comprehensive array of quality control tests on our products, ensuring not only quality but also enhancing the value proposition for us.

Our manufacturing facility gives us an edge based on:

Light-weighting with VAVE: Engineering to reduce rotating mass while maintaining strength;

Vertical integration: Casting to paint under one roof for faster SOPs and tighter QC.

- ***Geographical presence***

With the help of our state of the art manufacturing facility, quality control and sustainable practices, we have been able to create the presence of our Company in the geographies we operate, thereby catering to various esteem customers. We offer our products across multiple states in India. Our Company has manufacturing units situated at Jakkasandra Industrial Area, Malur Taluk, Kolar, Karnataka and Bilaspur, Gurugram, Haryana which are an automobile hub for India. In addition, our Company also has one warehouse located at Motham Agraharam, Hosur, Tamil Nadu, which is in close proximity of TVS Motor Co. Limited’s manufacturing facility.

Our quality control is highly dependent upon skilled professionals. We employ skilled, semi-skilled and unskilled labour for carrying out various processes for our manufacturing and the availability of quality labour in abundance in Karnataka and Haryana helps us to maintain our low labour costs. Therefore, the automated setup at and location of our manufacturing units helps us in cutting the cost of manufacturing of our products and enables us to manufacture quality products with the help of domestic raw materials and skilled labour.

- ***Quality Assurance and Quality Control of our products***

At the core of our operations is an unwavering commitment to quality assurance and control. Our customers demand rigorous quality checks at every stages before dispatch, and we have established dedicated quality assurance and control teams to meet these demands. We employ experienced personnels in our manufacturing and quality control process to ensure our product undergo meticulous inspections to prevent rejections and maintain highest quality standard as specified by our customers. Our quality control measures extend from thorough checks of raw materials to the final inspection of finished goods. An in-house laboratory equipped with automatic/mechanical machines, operated by skilled personnel, supplements these efforts.

With continuous efforts and expertise of our quality assurance and quality check team, we hold received certificates for the management system, IATF 16949:2016 and ISO 9001:2015, by CISQ Automotive, which is globally standardized, and independent mark of quality for manufacturing of gravity die cast machined and painted components such as alloy wheels.

- ***Strong, cordial & long term relationship with our Customers***

Our customers base comprises of India's top two wheeler manufacturers, namely TVS Motor Co. Limited, Hero MotoCorp Limited and Bajaj Auto Ltd. We have been benefitted from repeat orders in the past three years from our clients. Our client relationships have strengthened over the years, exemplifying our reliability, expertise and cost efficiencies we bring to our clients. The revenue from our top three customers are as under:

Customers	March 31, 2025		March 31, 2024		March 31, 2023	
	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue
Top 1	17,849.34	84.04	10,865.69	96.62	21.42	83.89
Top 2	2,701.80	12.72	315.41	2.80	4.12	16.11
Top 3	120.00	0.57	30.63	0.27	-	-
Total	20,671.14	97.33	11,211.73	99.69	25.54	100.00

As of August 31, 2025, our key clients TVS Motor Co. Limited, Hero MotoCorp Limited and Bajaj Auto Ltd. have issued open ended Letter of Intent (LoI) for supplying of alloy wheels, under which they issue purchase order from time to time. We believe that our relationships with customers coupled with our innovative and cost-effective products makes us well positioned to benefit from this positive trend and continue to expand our operations.

With the industry experience, our expertise and relationship with automobile manufacturers, going forward we want to be one of the leading manufacturers of aluminium alloy wheels and automobile components with a global reach and customer centric approach.

- ***Cost effective production and timely fulfilment of orders***

Timely fulfilment of the work orders is a prerequisite in our automotive industry. We have taken various steps in order to ensure adherence to timely fulfilment of orders and to achieve greater cost efficiency at our existing manufacturing units. These steps include sourcing of quality raw materials, quality control, smooth labour relations, use of an efficient production system and strong relationship with raw material suppliers. These steps enable us to meet large and varied orders in a timely manner.

Further, our end-to-end, in-house process flow encompasses each stage of production: melting & gas expulsion → casting → riser cutting → heat treatment → machining → shot blasting → PU painting → leak testing → wheel balancing. This vertical integration shortens lead times and enables stringent quality control.

- ***Well experienced management team***

We are led by experienced management team comprising qualified Key Managerial Personnel. Our Promoter & Chairman, Pawan Kumar Gupta, and Promoter & Managing Director, Abhishek Gupta, have extensive experience in the automotive industry. Abhishek Gupta is supported by wholtime director and senior management team, who manage our manufacturing operations, marketing strategies and finance at Arete 22. Abhishek Gupta is holding a bachelor degree in Science from Stern School of Business, New York University, and has a long history in speciality technical and industrial industry of more than 25 years.

We have an experienced and professional management team with strong management, execution capabilities and considerable experience in this industry. The team comprises of personnel having technical, operational and business development experience. We have employed experienced personnels in our manufacturing and quality control process to manage key areas of activities allied to operations. Our team is well qualified and equipped and has been responsible for the growth of our operations. We believe the stability of our management team and the industry experience brought in coupled with their strong repute, will enable us to continue to take advantage of future market opportunities and expand into new markets. For further details of the educational qualifications and experience of our management team and our Key Managerial Personnel, please refer to the section titled “*Our Management*” on page 157 of this Draft Red Herring Prospectus.

OUR STRATEGIES

Our strategic objective is to improve and consolidate our position as a major sterile manufacturer with a continuous growth philosophy and to enter in value added products. Below points represents our continuous growth philosophy being implemented:

Expansion of our existing product portfolio and acquisition of new customers

We are engaged in manufacturing of aluminium alloy wheels for two-wheelers for leading two wheeler manufacturers. We are focussed on enhancing our product portfolio by offering new and additional aluminium alloy wheels, the segment where we already operate by strengthening relationships with existing customers.

With completion of the setting up of new manufacturing unit at Bilaspur, Gurugram, Haryana, we are having additional capacity of 3.6 million wheels per annum. With India being the largest two-wheeler market globally, we have positioned ourself as a quality-driven, cost-competitive partner for OEMs seeking lightweight, durable, and aesthetically enhanced alloy wheel solutions. Our Company is leveraging its modern manufacturing infrastructure and quality certifications to engage with top motorcycle and scooter manufacturers in India. We also intend to establish partnerships with aftermarket distributors to improve product reach and brand recall among retail consumers.

Our in-house design and validation capabilities give two wheeler manufacturers in India confidence in adopting Arete 22 wheels for vehicle, and Arete 22 to acquire a new customer thereby leading to better capacity utilisation and financial performance.

Focus on our Quality Control

Quality control (QC) is a critical aspect of manufacturing of alloy wheels. Our Company has in place adequate arrangements to implement the Quality Policy through an elaborate set of Quality Management & Documentation System. Ensuring the highest quality standards not only enhances the product’s reliability but also builds customer trust and satisfaction. Our quality control process starts from supplier selection, inspect all incoming materials, sample testing of each batch of materials, and finished product testing. Quality control will continue to be a prime focus area for our future operations and relationship development with our clients.

Marketing Strategy

Our major customers for wheels are TVS Motor, Hero MotoCorp and Bajaj. We have a dedicated team of marketing personal who are in touch with these customers on a regular basis to known and understand their requirement. The team is headed by a senior business development head under whom there are senior managers and executives. In addition, our team is also in touch with new customers to develop and expand the customer base and improve capacity utilisation of the new Unit 2. We are also exploring the possibilities of exporting these wheels to various countries in Africa and south-east Asia. In addition to the above, we also participate in exhibitions like Alucast, which is a premier exhibition focused on aluminium products. We are also exploring the aftermarket sales of alloy wheels and in the future want to cater this market.

Presently, our marketing and sales division consists of 5 (five) members who are responsible for marketing our products. We intend to strengthen our existing marketing team by inducting personnel with expertise in the industry, who will supplement our existing marketing strategies in the domestic market.

Growing our business with existing clients with quality products

Our Company is successful in building a strong client base for the business with our quality products. This relationship has helped us in getting repeated business from our clients. Thus, we focus on maintaining strong relationship with existing clients and offer new and innovative products to them, which will help us to gain competitive advantage over competitors and increase the business volume.

Reduction of operational costs and achieving efficiency

Apart from expanding business and revenues, we intend to reduce costs and achieve efficiencies in order to remain a cost competitive company. We will be addressing the increase in operational output through continuous process improvements, quality check and technology development. Our employees are regularly motivated to increase efficiency with error free exercise. We believe that this can be done through continuous process improvements.

Further, we believe that this can be done through economies of scale. We are always in search of new and innovative concepts as per the needs of our business to achieve lowest possible cost through effective supervision and planning. Further, our Company constantly endeavours to improve our processes, and will increase optimize utilization of resources, skill up-gradation of workers, modernization of procedures to attain reduction in cost and achieve efficiency. We also analyse our existing material procurement policy and service processes to identify the areas of bottlenecks and take corrective measure wherever possible. This helps us in improving efficiency and putting resources to optimal use.

MANUFACTURING PROCESS

Raw Material procurement

S. No.	Raw Material	Source
1.	Aluminium Alloy Ingot	Procured locally from India and Malaysia
2.	Paints	Procured locally from India
3.	Cast Iron Rings	Procured locally from India
4.	Gas	Procured locally from India

The purchases from our top suppliers are as under:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Top 5 suppliers	14,035.51	84.37	7,879.34	80.68	726.22	83.39
Top 10 suppliers	15,257.40	91.71	8,846.09	90.58	766.95	88.06

Quality Control

At Arete 22, we have determined and applied the criteria and methods (including monitoring, measurements and related performance indicators) needed to ensure the effective operation and control of these processes in documented information of each process. Arete 22 has addressed the risks and opportunities. Arete 22 has been evaluating these processes and implementing any changes needed to ensure that these processes achieve their intended results and improve the processes and the quality management system. Quality Control Process is defined by 3 processes:

- A) Checking as per set SOPs
- B) Comparing with set Standard of quality parameters and taking actions along with all monitoring
- C) Improvising the Quality Standard continuously.

Our quality team is responsible for the checking and supervising of test at each stage of production process. With continuous efforts and expertise of our quality assurance and quality check team, we hold received certificates for the management system, IATF 16949:2016 and ISO 9001:2015, by CISQ Automotive, which is globally standardized, and independent mark of quality for manufacturing of gravity die cast machined and painted components such as alloy wheels.

List of quality control equipment and its usages

S No	Machine Name	Number of Machine	Used in	Owned/Leased	Application
1	Co-ordinate measuring Machine (Ziess)	1	Standard Room	Owned	For Dimension inspection
2	Contracer (Mitutoyo)	1	Standard Room	Owned	For Dimension inspection
3	Profile Projctor (METZER -M)	1	Standard Room	Owned	For Dimension inspection
4	Roughness Tester Machine (Mitutoyo SJ 210)	1	Standard Room	Owned	For roughness inspection
5	Salt Spray Chamber (Presto)	1	Paint Lab	Owned	For Paint Testing
6	Humidity Chamber (Presto)	1	Paint Lab	Owned	For Paint Testing
7	Hot Air Oven (Pesto)	1	Paint Lab	Owned	For Paint Testing
8	Impact Tester	1	Paint Lab	Owned	For Paint Testing
9	Conical Bending Mandrel (Pestro)	1	Paint Lab	Owned	For Paint Testing
10	Hot water bath (Testronix)	1	Paint Lab	Owned	For Paint Testing
11	Hot Plate (Khushboo)	1	Paint Lab	Owned	For Paint Testing
12	BRINNEL HARNESS TESTER (Kelson)	1	Casting Lab	Owned	For Hardness Testing
13	ROCKWELL HARNESS TESTER (Kelson)	1	Casting Lab	Owned	For Hardness Testing
14	UTM (Kelson)	1	Casting Lab	Owned	For Elongation, Yield strength, Ultimate strength Testing
15	SAND SIEVER (Kelson)	1	Casting Lab	Owned	For To check the size of sand Testing
16	CORE GAS DETERMINATOR (Kelson)	1	Casting Lab	Owned	For To check gas amount in sand Testing
17	HOT TENSILE TESTER (Kelson)	1	Casting Lab	Owned	For To check the sand strength Testing
18	SPECTRO METER (VAS)	1	Casting Lab	Owned	For To check chemical composition
19	MICRO SCOPE (Dewinder)	1	Casting Lab	Owned	For Microstructure analysis Testing
20	Disc Polishing Machine	1	Casting Lab	Owned	For polishing sample(Micro scopic)
21	Spectro Polising machine	1	Casting Lab	Owned	For polishing sample (Spectro)
22	X-RAY machine(Bosello SRE max easy wheel) (Ziess)	1	X- Ray Lab	Owned	For check porosity, shrinkage Testing
23	Impact test (TIMES)	1	FT Lab	Owned	Impact Strength testing
24	Radial Fatigue test (TIMES)	1	FT Lab	Owned	To check the performance of Radial load
25	Cornering Fatigue Test (TIMES)	1	FT Lab	Owned	Bending moment testing
26	Torsional Fatigue test (TIMES)	1	FT Lab	Owned	Torsional fatigue testing

S No	Machine Name	Number of Machine	Used in	Owned/Leased	Application
27	Wheel balacing machine (Snayog Engineer)	1	FT Lab	Owned	For wheel un balacing inspection
28	Tyre Changer Machine (JohnBean)	1	FT Lab	Owned	For Tyer assembly
29	Bench Center (Luthra)	5	Machine Shop	Owned	For Wheel Runout Inspection

Quality Control process:

Incoming Inspection :

- 1 Ingot Chemical composition Inspection
- 2 CI Ring & Bush Inspection(Dimensions, Hardness)
- 3 Sand Inspection(Hot Tensile, Core Gas Determinator, Sand Siever)
- 4 Paint Inspection(Appearance, Viscosity, Electric Resisted, Gloss, Shade, Paint Solids)

Melting :

- 1 Metal Temperature
- 2 Density Check
- 3 N2 Flow,N2 Pressure
- 4 Degassing Roter Speed
- 5 Chemical Composition (Spectro)
- 6 K-Mould Inspection

CASTING

- 1 Die Temperature
- 2 CI Ring Temperature, Insert Temperature
- 3 First Piece Inspection Report
- 4 Patrol Inspection
- 5 X-Ray Inspection

Heat Treatment

- 1 Hardness, Elongation, Yield strength, Tensile Strength
- 2 100% Sizing Inspection

Shot Blasting

- 1 RA Value
- 2 Shots Dia
- 3 100% Visual Inspection

Machining(OP 10)&(OP20)

- 1 100% Bearing Bore, CI Ring APG Checking
- 2 First Piece
- 3 Setup
- 4 Inprocess

VHD(Vall Hole Drilling)

- 1 First Piece
- 2 Setup
- 3 Inprocess

VMC(Drilling & Tapping & Slot)

- 1 First Piece

- 2 Setup
- 3 Inprocess

Leak Test

- 1 100% Leak Test Checking

Pre Inspection

- 1 100% Visual Inspection

Pre Treatment

- 1 PT Chemical Inspection

Paint lab Testing

- 1 Appearance
- 2 Pencil hardness test
- 3 DFT
- 4 Adhesion test
- 5 Corrosion resistance
- 6 Humidity resistance
- 7 Hot Water resistance
- 8 Specular gloss test
- 9 Impact test
- 10 Petrol resistance
- 11 Alkali Resistance
- 12 Acid resistance
- 13 Oil resistance
- 14 Outdoor Test

PDI Inspection

- 1 100% Visual Inspection

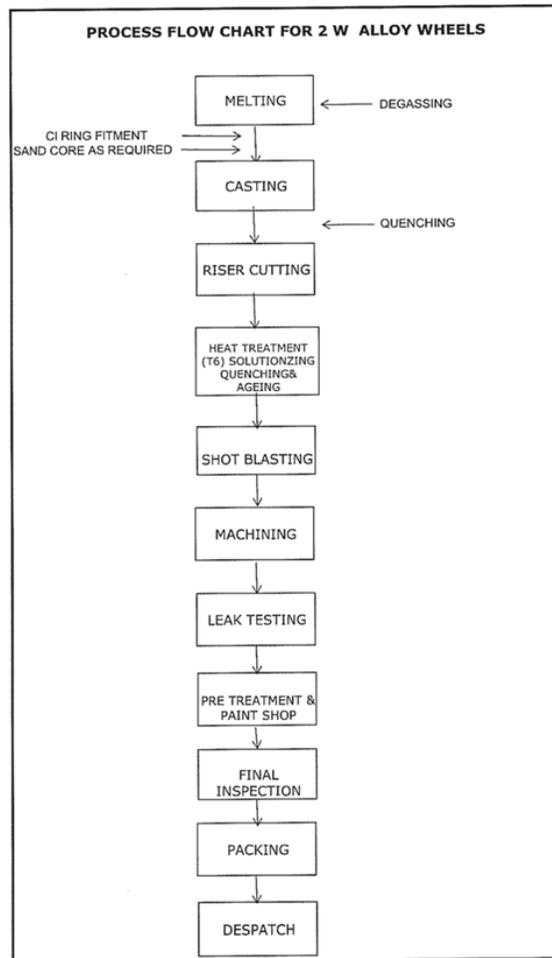
Functional Lab Testing

- 1 Bending fatigue test (CFT)
- 2 Radial load fatigue test (RFT)
- 3 Radial impact resistant test
- 4 Torsional Fatigue test (TFT)
- 5 High Energy Impact Test
- 6 Balancing Inspection

Quality Control process flow chart:



MANUFACTURING PROCESS FLOW



Description of Process flow:

- **Melting**

The Aluminium ingots are fed into the tower furnace to create liquid metal

- **Casting:**

The liquid metal from the melting furnace is fed into the Gravity Die Casting machines to form the rough casting of wheels

- **Riser Cutting:**

The rough castings are fed into the riser cutting machines to cut the runners and risers from the rough casting

- **Heat Treatment:**

After the riser cutting the casted wheels are loaded into the T6 furnace for hardening, quenching and solutionizing process to give strength to the wheels

- **Shot Blasting:**

The heat-treated wheels are shot blasted to clean them from scales and for further processing

- **Machining & Leak Testing:**

The shot blasted wheels are machined in CNC machines to get the exact dimensions and finish and then leak tested to ensure full compliance

- **Pre Treatment & Paint Shop:**

After machining the wheels are pre-treated in a 13 tank process and then painted as per the color scheme of the customer

- **Final Inspection, Packing & Dispatch**

After painting the wheels are inspected for all quality parameters and then packed as per the customer packing scheme and dispatched to various plant locations of the customer

Equipment used in Manufacturing Process

Our Company employs the following:

Machine Name	Number of Machines	Used in	Owned /Leased	Application
Chip Melting	1	Foundry	Owned	For Remelting of chips from machine shop
Chip Processing Unit	1	Foundry	Owned	For chips preparation
Dryer	1	Foundry	Owned	For chips drying
Melting Furnace	3	Foundry	Owned	For Aluminium ingots melting
Degassing Units	7	Foundry	Owned	Molten Matel oxidation
Abb Robot	5	Foundry	Owned	Molten Matel pouring
GDC Machine	12	Foundry	Owned	For Making Wheel
GDC Machine	18	Foundry	Owned	For Making Wheel
Quenching Tank	3	Foundry	Owned	For Hot wheel cooling
Quenching Tank	7	Foundry	Owned	For Hot wheel cooling
Induction Heater	2	Foundry	Owned	For CI ring Heating
Induction Heater	3	Foundry	Owned	For CI ring Heating
Induction Heater	4	Foundry	Owned	For CI ring Heating
Vacuum Machine	1	Foundry	Owned	For Density checking
Vacuum Machine	1	Foundry	Owned	For Density checking
Ice Blasting	2	Foundry	Owned	For die cleaning
Core Shooter	3	Foundry	Owned	For wheel core moulding
Band Saw M/C - Vertical Throat 23 Inch	1	Foundry	Owned	For wheel cutting
RCM-CH Machine	2	Foundry	Owned	For wheel Riser cutting
RCM Machine	1	Foundry	Owned	For wheel Riser cutting
Auto Deburring	1	Foundry	Owned	For wheel deburring
Heat Treatment	2	Foundry	Owned	For wheel hardness and maintain the mechanical properties
Sizzing	2	Foundry	Owned	For Wheel bend removing
Shot Blasting Machine	1	Foundry	Owned	For wheel surface roughness
Shot Blasting Machine	2	Foundry	Lease	For wheel surface roughness
CNC Machine	6	Machine Shop	Owned	For wheel Machining
CNC Machine	24	Machine Shop	Owned	For wheel Machining
TAL VMC	1	Machine Shop	Owned	For wheel drill and tap and slot
LMW VMC	7	Machine Shop	Owned	For wheel drill and tap and slot
TVSM VMC	1	Machine Shop	Owned	For wheel drill and tap and slot
LTM	2	Machine Shop	Owned	For wheel leak testing
LTM	4	Machine Shop	Owned	For wheel leak testing
VHD	4	Machine Shop	Owned	For Wheel valve hole drill
VHD	1	Machine Shop	Owned	For Wheel valve hole drill
VHD	2	Machine Shop	Owned	For Wheel valve hole drill
Broaching Machine	1	Machine Shop	Owned	For Jupiter wheel bush broaching
SPM - Drilling And Tapping	1	Machine Shop	Owned	For wheel drill and tapping
Ces	1	Machine Shop	Owned	For CNC Machines Tool cooling
Paint Shop	1	Paint shop	Owned	For wheel painting
Paint Shop Over Head Conveyor	1	Paint shop	Owned	For wheel caring
Standard Room- CMM Machine	1	Quality	Owned	For Wheel dimension measuring

Machine Name	Number of Machines	Used in	Owned /Leased	Application
Standard Room- Profile Projector	1	Quality	Owned	For Wheel dimension measuring
Standard Room- Roughness /Counteracer Tester	1	Quality	Owned	For wheel roughness checking
Paint Shop Lab- Salt Spray	1	Quality	Owned	For wheel paint quality checking
Paint Shop Lab- Humidity	1	Quality	Owned	For wheel paint quality checking
Paint Shop Lab- Hot Water Bath	1	Quality	Owned	For wheel paint quality checking
Paint Shop Lab- Hot Air Oven	1	Quality	Owned	For wheel paint quality checking
Paint Shop Lab- Titration Set Up	1	Quality	Owned	For wheel paint quality checking
Paint Shop Lab- Ph Meter	1	Quality	Owned	For wheel paint quality checking
Paint Shop Lab- Conductivity Meter	1	Quality	Owned	For wheel paint quality checking
Paint Shop Lab- Lux Meter	1	Quality	Owned	For wheel paint quality checking
Paint Shop Lab- Dft Meter	1	Quality	Owned	For wheel paint quality checking
Paint Shop Lab- Adhesion Test	1	Quality	Owned	For wheel paint quality checking
Paint Shop Lab- Gloss Meter	1	Quality	Owned	For wheel paint quality checking
Paint Shop Lab- Impact Tester	1	Quality	Owned	For wheel paint quality checking
Paint Shop Lab- Pencil Hardness Tester	1	Quality	Owned	For wheel paint quality checking
Paint Shop Lab- Anemometer	1	Quality	Owned	For wheel paint quality checking
Paint Shop Lab- Conical Bending Mandril	1	Quality	Owned	For wheel paint quality checking
Paint Shop Lab- Weighing Machine	1	Quality	Owned	For wheel paint quality checking
Paint Shop Lab- Heating Plate	1	Quality	Owned	For wheel paint quality checking
Paint Shop Lab- Paint Resistivity Meter	1	Quality	Owned	For wheel paint quality checking
Paint Shop Lab- Hegman Gauge	1	Quality	Owned	For wheel paint quality checking
Compressor	3	Utility	Owned	For air supply
Wet Scrubber	1	Utility	Owned	For smoke exhaust
Nitrogen Plant	1	Utility	Owned	For degassing
Cooling Tower	2	Utility	Owned	For water cooling
Cooling Tower	1	Utility	Owned	For water cooling
Air Dryer	3	Utility	Owned	For air drain purpose
LPG Vaporiser	2	Utility	Owned	For lpg gas
Transformer 2500 KVA	1	Utility	Owned	For power supply
VCB Panel	1	Utility	Owned	For power supply
Lt Panel	1	Utility	Owned	For power supply
APFC Panel	1	Utility	Owned	For power supply
Power Distribution Panel	12	Utility	Owned	For power supply
ETP Plant	1	Utility	Owned	For waste water treatment
RO Plant	1	Utility	Owned	For drinking
STP Plant	1	Utility	Owned	For waste water treatment
Dm Plant	1	Utility	Owned	For using CCS & Paint shop
Fire Hydrant	1	Utility	Owned	for plant fire emergency
Dg- 500 KVA	2	Utility	Owned	For power supply
Fork Lift	1	Utility	Owned	For materials handling
Fork Lift	2	Utility	Owned	For materials handling
Hydra	1	Utility	Owned	For materials handling
Online Double Conversion UPS With Batteries	3	Utility	Owned	For System power backup
Battery Lifter Stacker	1	Tool Room	Owned	For Die handling
TMC Lathe	1	Tool Room	Owned	For Die rework
Milling Machine	1	Tool Room	Owned	For Die rework
Radial Drilling Machine	1	Tool Room	Owned	For Die rework
Spot Welding	1	Tool Room	Owned	For Wheel Rework
Tig Welding	1	Tool Room	Owned	For Wheel Rework
Beed Blasting	1	Tool Room	Owned	For Die Cleaning
Laser Metal Engraving Machine	1	Tool Room	Owned	For Die Date/No Making purpose
Electric Spark Weld Machie	1	Tool Room	Owned	For Die rework
Torsion Fatigue Machine	1	Quality	Owned	For wheel testing purpose
Dynamic Corner Fatigue Test (CFT)	1	Quality	Owned	For wheel testing purpose
Radial Impact Fatigue Machine	1	Quality	Owned	For wheel testing purpose

Machine Name	Number of Machines	Used in	Owned /Leased	Application
Radial Load Durability Test (RFT)	1	Quality	Owned	For wheel testing purpose
Wheel Balancing Machine	1	Quality	Owned	For wheel testing purpose
Tyre Change Machine	1	Quality	Owned	For Tyre assembly and removing purpose
Metrology Lab- Hardness Machine	1	Quality	Owned	Wheel Hardness Tester
Metrology Lab- Rockwell Hardness Machine	1	Quality	Owned	Wheel Hardness Tester
Metrology Lab- Spectro Machine	1	Quality	Owned	Wheel Metal Properties checking purpose
Metrology Lab- Double Polishing Grinding Machine	1	Quality	Owned	For Sampling grind purpose
Metrology Lab- Sand Testing Machine	1	Quality	Owned	For Sand test checking purpose
Metrology Lab- UTM Machine	1	Quality	Owned	Allongtion wheel strength purpose
X-Ray Machine	1	Quality	Owned	Wheel X-Ray Inspection purpose
Metrology Lab- Microscope	1	Quality	Owned	For micro structure inspection
Core Gas Determinator	1	Quality	Owned	For Sand test checking purpose
Hot Tensile Strength Machine	1	Quality	Owned	For Sand test checking purpose
Density Meter	1	Quality	Owned	For Metal density checking purpose
Core Baking Oven	1	Foundry	Owned	For Core Making Purpose
Transfer Ladle	1	Foundry	Owned	For Molten Metal transfer purpose
FO Storage Tank 30K Capacity	1	Foundry	Owned	For Fuel Storage
FO Service Tank Capacity 5 K	1	Foundry	Owned	For Fuel Storage
2 X 20 KL Propane Storage Tanks	1	Foundry	Owned	For Fuel Storage
Aluminium Dross Recovery M/C	1	Foundry	Owned	For Dross Metal Recovery Purpose
Weighing Scale MF	3	Foundry	Owned	For Melting furnace RAW Material Weight purpose
Hand Pallet Truck	6	Foundry	Owned	Material Handling purpose
Hub Melting Furnace	1	Foundry	Owned	Rejected wheel hub Melting purpose
Hub Press Machine	1	Foundry	Owned	Rejected wheel hub broken purpose
Main Gate Slider Motor	1	Admin	Owned	For Main Gate Operation purpose

Capacity Utilization

Set forth below is the detail of the installed and utilized capacity of our manufacturing unit for the last three years:

Financial Year	Unit 1			Unit 2		
	Installed Capacity (in Units PA)	Utilized Capacity (in Units PA)	Percentage of utilization (%)	Installed Capacity (in Units PA)	Utilized Capacity (in Units PA)	Percentage of utilization (%)
2022-23 (Trail Run)	12,00,000	7,702	0.64%	-	-	-
2023-24	12,00,000	7,39,565	61.63%	-	-	-
2024-25	24,00,000	14,15,006	58.98%	-	-	-
2025-26 (For 5 months)	10,00,000	6,67,457	66.74%	36,00,000*	-	-

* Commercial production yet to commence

SWOT ANALYSIS	
<p>Strengths</p> <ul style="list-style-type: none"> • Our alloy wheels are known for their superior quality, light-weight and precision-casting. • Utilization of state-of-the-art manufacturing processes and equipment ensures consistent product performance. • Ability to offer tailored solutions to meet specific customer requirements in the automotive industry. 	<p>Weakness</p> <ul style="list-style-type: none"> • Dependence on a small pool of key personnel • Significant reliance on the automotive sector could pose risks if the market faces downturns. • Managing a complex supply chain with multiple suppliers and logistical challenges can be demanding. • Complete dependance on top 3 customers

SWOT ANALYSIS	
<ul style="list-style-type: none"> • A skilled workforce with extensive experience in the industry ensures high standards of production and customer service. • Established long-term relationships with key players in the automotive sector, fostering trust and reliability. 	
<p><u>Opportunities</u></p> <ul style="list-style-type: none"> • Growing demand for two wheelers in India presents opportunities for expansion. • Continuous innovation and development of new products can open up new market specially with e-bikes. 	<p><u>Threats</u></p> <ul style="list-style-type: none"> • Intense competition from other large manufacturers. • Economic downturns can impact the purchasing power of customers in the automotive. • Changes in industry regulations and standards can affect production processes and costs. • Fluctuations in the prices of aluminum can impact profitability.

COLLABORATIONS / JOINT VENTURES

As on date of this Draft Red Herring Prospectus, we have not entered into any technical or financial collaborations or agreements.

EXPORT AND EXPORT OBLIGATION

Our Company does not have any export obligation as on date.

Power

Our Company requires power for the normal requirement of the Offices and manufacturing facilities for operations, lighting, systems etc. Adequate power is available through the local authority.

Water

Our manufacturing units have adequate water supply position. We source water from local body.

Human Resources

Our Company believe that our employees are key contributors to our business success and its ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. We focus on attracting and retaining the best possible talent. We employ experienced chemist and microbiologist in our manufacturing and quality control process. We also employ skilled, semi-skilled and unskilled labour for carrying out various processes for our manufacturing and the availability of quality labour in abundance in Himachal Pradesh helps us to maintain our low labour costs.

As on August 31, 2025, our Company has 170 employees on payroll. A division-wise break-up of our employees is provided below:

Department	Number of employees
Senior Management	4
Accounts and Finance	7
Human Resources and Administration	11
Legal and Compliance	1
Sales & Marketing	5
IT And RD Department	9
Manufacturing	127
Store	6

Total	170
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We also employ contract labour through registered contractors.

MARKETING

We operate within B2B framework. Our success lies in the strength of our relationship with our clients and providing client specific products to achieve the clients objective. We continuously make follow-ups to clients, set-up meetings and take feedback in order to garner clients. We also strive to build our relationship by focusing on direct understanding of client's requirements and meet their unplanned requirements in a time-bound manner. Due to strong relationship with clients and expertise in the industry, we have been able to get repeated orders from our existing clients. The efficiency of the marketing and sales network is critical success factor of our Company. Our business development team also play an instrumental role in creating and expanding the sales network of our Company and increasing our customer base.

In addition, our team is also in touch with new customers to develop and expand the customer base and improve capacity utilisation of the new Unit 2. We are also exploring the possibilities of exporting these wheels to various countries in Africa and south-east Asia. In addition to the above, we also participate in exhibitions like Alucast, which is a premier exhibition focused on aluminium products. We are also exploring the aftermarket sales of alloy wheels and in the future want to cater this market.

Presently, our marketing and sales division consists of 5 (five) members who are responsible for marketing our products. We intend to strengthen our existing marketing team by inducting personnel with expertise in the industry, who will supplement our existing marketing strategies in the domestic market.

INSURANCE

Our Company has the following insurance policies in insure its offices, manufacturing facility and assets:

S. No.	Insurer	Description of Property Insured	Policy No.	Expiry date	Insured Amount (₹ in Lakhs)
1.	The New India Assurance Co Ltd	Raw material, Stock in process, Finished Goods, Consumable Store & Spares, Plant & Machinery, Building – Unit – 1	Standard Fire And Special Perils Policy 62020011240100000004	13/12/2025	12,295.00
2.	The New India Assurance Co. Ltd.	Standard Fire & Special Perils Policy – Unit - 2	62120011250100000001	24/04/2026	10,650.00

INTELLECTUAL PROPERTY RELATED APPROVALS

Trademarks:

Our Company has registered the following trademarks:

Particulars of Trademark	Application No.	Class	Date of application	Status
	7011155	12	16/05/2025	Formality check pass

Particulars of Trademark	Application No.	Class	Date of application	Status
	7011156	12	16/05/2025	Formality check pass

OFFICER AND FACILITIES

Our Registered Office is located at:

D1 and D2 B Block,
Autonagar, Visakhapatnam – 530 012
Andhra Pradesh, India

Our manufacturing units are located at:

Unit 1 - Plot No 3A-3, Jakkasandra Industrial Area, Malur Taluk, Kolar, Karnataka-563130

Unit 2 - Khasra No 29/3, Pataudi Road, Bilaspur, Gurugram, Haryana-122413

Our office is equipped with computer systems, servers, relevant software and other communication equipment's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

Land and Property

The details of the any freehold property of our Company as on the date of this DRHP.

Our company holds the below leasehold property as on the date of this DRHP:

Sr. no.	Details of lease agreement	Details of the Property	Lease Rent	Area	Usage
1	Lease deed dated January 1, 2025 with Sahuwala Cylinders Pvt Ltd for a period of 3 year w.e.f. January 1, 2025 for registered office	2nd Floor, Left wing, D1 and D2 B Block, Autonagar, Visakhapatnam – 530012, Andhra Pradesh, India	Rs.15,000 p.m.	2,000 sq.ft.	Registered Office
2	Lease agreement dated November 5, 2021 executed with Karnataka Industrial Areas Development Board, for a term of 99 years, w.e.f. August 11, 2021	Plot No 3A-3, Jakkasandra Industrial Area, Malur Taluk, Kolar, Karnataka-563130	Rs.6,070/- pa.	24280 sq. meters	Manufacturing Unit 1
3	Lease agreement dated March 28, 2025 executed with VD Infra Projects Pvt Ltd, for a term of 12 years, w.e.f. January 15, 2025	Khasra No 29/3, Pataudi Road, Bilaspur, Gurugram, Haryana-122413	Rs.33,00,000/- p.m.	1,65,000 sq. ft.	Manufacturing Unit 2
4	Lease agreement dated September 27, 2025, executed with S. Nanda Kumar, for a	SF No 230, Om Shanthi Nagar, Motham Agraharam, Hosur – 635109, Tamil Nadu,	Rs.74,520/- p.m.	4,000 sq.ft.	Warehouse

Sr. no.	Details of lease agreement	Details of the Property	Lease Rent	Area	Usage
	term of 11 months, w.e.f. September 27, 2025				

KEY INDUSTRIAL REGULATIONS AND POLICIES

Given below is an indicative summary of certain sector specific and relevant laws and regulations in India, which are applicable to our business and operations. The information in this chapter is based on the current provisions of applicable law in India and has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, etc. that are available in the public domain and are subject to changes, amendments or modifications by subsequent legislative actions, regulatory, administrative, quasi-judicial or judicial decisions. The description of the applicable regulations as given below is only intended to provide general information to the investors is not exhaustive and is neither designed nor intended to be treated as a substitute for professional legal advice. Taxation statutes such as the Income-tax Act, 1961, the Customs Act 1962, the relevant goods and services tax legislation and relevant state legislations on professional tax apply to us as it does to any other Indian company. Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For details of government approvals obtained by our Company, see “Government and Other Approvals” on page 253.

Laws in relation to our business

The Industries (Development and Regulation) Act, 1951, as amended (“IDR Act”)

The IDR Act provides for the development and regulation of certain industries such as the manufacturing industry. The owner of the industrial undertaking is required to register and have a valid registration certificate and must have a prior license for producing or manufacturing new articles. An industrial undertaking means any such manufacturing process which is being carried on with the aid of power having 50 or more workers or without the aid of power having 100 or more workers (on any day of the preceding 12 months). Furthermore, the Act empowers the Central Government to revoke the registration when the registration was obtained upon misrepresentation of an essential fact, or the undertaking has ceased to be registrable by the reason of any exemption granted under this act or the registration has become ineffective. In the case, if a particular activity falls within the exempted category, then an Industrial Entrepreneur Memorandum needs to be filed for undertaking manufacturing of such exempted articles as provided in the notification issued by the Ministry of Commerce and Industry, Government of India having notification number 477(E) dated July 25, 1991. Upon contravention, the Act imposes penalties in the form of pecuniary fines or imprisonment.

Bureau of Indian Standards Act, 2016 and Bureau of Indian Standards Rules, 2018

This Bureau of Indian Act, 2016 (“Act”) provides for establishment of a national standards body for the harmonious development of activities of standardization, conformity assessment and quality assurance of goods, articles, processes, systems, and services whether partly or wholly processed or manufactured in India. The Act seeks to establish and publish Indian standards in relation to any goods, articles, process, systems, or services. Furthermore, the central government is empowered to direct compulsory use of standard mark and impose penalties in the form of pecuniary fines or imprisonment for contravention of the same.

The Bureau of India Standards Rules, 2018 (“Rules”) have been notified, in supersession of the Bureau of Indian Standards Rules, 1987, in so far as they relate to Chapter IVA of the said rules relating to registration of the articles notified by the central government, and in supersession of the Bureau of Indian Standards Rules, 2017. The Rules seek to establish Indian standards in relation to any goods, article, process, system, or service and shall reaffirm, amend, revise, or withdraw Indian standards so established as may be necessary.

The Legal Meteorology Act, 2009 and Legal Metrology (Packaged Commodities) Rules, 2011

This Legal Metrology Act, 2009 (“Act”) establishes and enforces the standards of weights and measures to regulate trade and commerce in weights, measures and other goods which are sold or distributed according to their weight, measure, or number. Furthermore, the Act prohibits the quotation, issuance, preparation, publication of any quantity or dimension other than the standard unit of weight. Upon contravention, the Act imposes penalties in the form of pecuniary fines.

The Packaged Commodities Rules were framed under Section 52(1) and 52(2) (j) and (q) of the Legal Metrology Act and lays down specific provisions applicable to packages intended for retail sale, whole sale and for export and import. A “pre-packaged commodity” means a commodity which without the purchaser being present is placed in a package of whatever nature, whether sealed or not, such that the product contained therein has a predetermined quantity. The key provisions of the Packaged Commodities Rules are:

- It is illegal to sell, distribute, deliver, display or store for sale any pre-packaged commodity unless the package is in such standard quantities or number and bears thereon such declarations and particulars as prescribed;
- All pre-packaged commodities must conform to the declarations provided thereon as per the requirement of Section 18(1) of the Legal Metrology Act; and
- No pre-packaged commodity shall be packed with error in net quantity beyond the limit prescribed in the first schedule of the Packaged Commodity Rules.

The Legal Metrology (National Standards) Rules, 2011 (“National Standards Rules”)

The National Standards Rules was framed under Section 52(1) and (a), (b), (d), (e) of sub-section (2) of the Legal Metrology Act, 2009 and laid down specific regulations that govern the establishment and maintenance of national measurement standards in India. These rules are designed to ensure uniformity and accuracy in measurements across various sectors, protect consumer interests, and facilitate fair trade. The rules also align with international standards and recommendations, particularly those set by the International Organization of Legal Metrology (“OIML”).

Steel and Steel Products (Quality Control) Order, 2020 (“Quality Control Order 2020”)

The Quality Control Order, 2020, as amended, was notified by the Ministry of Steel, Government of India, to bring one hundred twenty steel products under mandatory BIS certification. All manufacturers of steel and steel products are required to apply to the Bureau of Indian Standards for certification and ensure compliance with the Quality Control Order 2020. The Quality Control Order 2020 further provides that every steel and steel products stated therein shall bear the standard mark under a license from Bureau of Indian Standards as provided in Bureau of Indian Standards (Conformity Assessment) Regulations, 2018.

Solvent, Raffinate and Slop (Acquisition, Sale, Storage and Prevention of use in Automobile) Order, 2000 (“SRS Order”)

The SRS Order has been notified by the Central Government under Government under Section 3 of the Essential Commodities Act, 1955. The SRS Order restricts the acquisition, storage and sale of solvents, raffinates, slops or their equivalent and other product without a valid licence obtained from the state government or the district magistrate or any other officer authorized by the central or the state government.

Fire prevention laws

The State legislatures in India have the power to endow the municipalities with the power and authority to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India, which includes fire services.

Electricity Act, 2003 (“Electricity Act”)

The Electricity Act is the central legislation which consolidated the laws relating to generation, transmission, distribution, trading and use of electricity and generally for taking measures conducive to development of electricity industry, promoting competition therein, protecting interest of consumers and supply of electricity to all areas, rationalization of electricity tariff, ensuring transparent policies regarding subsidies, promotion of efficient and environmentally benign policies constitution of Central Electricity Authority, regulatory commissions and establishment of appellate tribunal.

Electricity (Promoting Renewable Energy Through Green Energy Open Access) Rules, 2022

These rules were notified by the Ministry of Power, Government of India, on June 6, 2022. The rules aim to promote the generation, purchase, and consumption of green energy, including energy from waste-to-energy plants, through open access. It provides in detail renewable purchase obligation (“RPO”), green energy open access, nodal agencies, procedure for the grant of green energy open access, banking and charges on open access.

The Central Electricity Regulatory Commission (Terms and Conditions for Renewable Energy Certificates for Renewable Energy Generation) Regulations, 2022 (the “REC Regulations”)

The Central Electricity Regulatory Commission (“CERC”) notified the REC Regulations on May 9, 2022. The REC Regulations enable the development of a market in power from renewable energy sources through renewable energy certificates. Under the REC Regulations, renewable energy generating stations, captive generating stations based on renewable energy sources, open access consumers and distribution licensees are eligible for issuance of renewable energy certificates upon fulfilling the specified conditions and the certificates remain valid until redeemed. The National Load Despatch Centre is the central agency under the REC Regulations. The functions of the central agency include registration of eligible entities, issuance of certificates, maintaining and settling accounts in respect of certificates, acting as repository of transactions in certificates and such other functions incidental to the implementation of REC mechanism as may be assigned by the CERC.

Competition (Amendment) Act, 2023 (“Competition Act”)

The Competition Act is an act for the establishment of a commission to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect the interests of consumers and to ensure freedom of trade in India. The act deals with prohibition of (i) certain agreements such as anti-competitive agreements and (ii) abuse of dominant position and regulation of combinations. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act. The Competition Act introduces a deal value threshold of ₹2000 crores for reporting merger and acquisition transactions to the CCI. The time limit for CCI's assessment of mergers and acquisitions is reduced from 210 days to 150 days. The scope of anti-competitive agreements is broadened by replacing “exclusive supply agreement” with “exclusive dealing agreement” and now covers the acquiring or the selling side of such agreements. The definition of cartel is expanded to include hubs and spoke arrangements involving trade associates, consultants, or intermediaries. Additionally, the Amendment Act provides the CCI the power to appoint a Director General for more effective enforcement, however the same shall require prior approval of the Central Government.

Regulations relating to Intellectual Property Laws

The Trade Marks Act, 1999

The Trade Marks Act, 1999 (“Act”), as amended, governs the statutory protection of trademarks and prohibits registration of trademarks that are identical or even deceptively similar, to avoid unfair trade practices. The Act seeks to grant exclusive rights to the said mark as a brand or label which serves as a recognition for the consumers. As per the Act, an application for trademark registration may be made for the applicant seeking protection before the trademark registry. Once granted, a trademark registration is valid for ten years unless cancelled subsequent to

registration. However, such renewal is necessary after the period of ten-year lapse, in case of non-renewal, the mark lapses and the registration need to be restored.

The Copyright Act, 1957 and the Copyright Rules, 2013

The Copyright Act, 1957 and the Copyright Rules, 2013 govern the protection of copyrights which inter alia includes computer software, literary or artistic work amongst others. Copyright registration is not a prerequisite for protection of copyright; however, it serves as prima facie evidence while undergoing infringement proceedings and reduces inordinate delays.

The Patents Act, 1970

The Patents Act, 1970 grants protection to patents which includes inventions, technological innovations or processes undergone to produce a certain product and grants exclusive right for a limited period of twenty years from the date of filing of the application. Such an exclusive right excludes any such third party from infringing or exploiting the protected patent. However, to be granted protection, the requirements of novelty, utility and no obviousness must be fulfilled.

Regulations relating to environmental protection

The Environment Protection Act, 1986 and the Environment Protection Rules, 1986 read with the Environmental Impact Assessment Notification, 2006

The Environment Protection Act, 1986 has been enacted with the sole objective of protecting the environment. The Act empowers the central government to take measures for minimizing air pollution and taking the necessary steps for improving the quality of the environment. The Environment Protection Rules, 1986 prescribe certain standards for emission or discharge of environmental pollutants from industries, operations, or processes. Furthermore, the central government may prohibit or restrict for industries to carry on processes and operations in certain specified areas taking into consideration the standards for quality of environment, the maximum allowable limits and likely emissions or discharge from the industry or process. Additionally, under the Environmental Impact Assessment Notification, 2006, projects are required to mandatorily obtain certain environmental clearance from the respective authorities after considering the environmental damage or the adverse effects on human health and resources.

The Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”)

The Water Act seeks to control, abate, and prevent water pollution. The Act provides for the establishment of central and state pollution control boards in order to ensure effective implementation. Further, the Act requires prior consent to be obtained to establish an industry which may discharge trade effluent relating to an industrial plant. In order to ensure enforcement of such regulations or violation of the prescribed standards the Act prescribes certain amounts of fine and imprisonment for the respective contraventions.

The Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)

The Air Act deals with the prevention, control and regulatory checks for air pollution resulting by industries while conducting manufacturing activities. The Act provides for prior consents which need to be obtained from the relevant state pollution control boards in order to establish or operate an industrial plant. The Act levies penalties in the form of fines or imprisonment for operating an industrial plant in any air pollution control area as prescribed. Further, no person operating any industrial plant in any air pollution control area shall discharge or permit or cause to be discharged the emission of any air pollutant in excess of the standards as prescribed. All industries and factories are required to obtain consent orders from the pollution control boards, which are indicative of the fact that the factory or industry in question is functioning in compliance with the pollution control norms. These consent orders are required to be renewed annually.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016

The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 have been notified to ensure the safe handling, processing, treatment, packaging, storage, transportation, reprocessing, collection, conversion, offering for sale and the treatment with respect to the destruction and disposal of hazardous waste. The utilization of hazardous and other wastes shall be only carried out after receiving the requisite authorization from the state pollution control board as per the guidelines established by the central pollution control board. The term hazardous waste includes inter-alia such physical, chemical, biological, flammable, explosive that causes danger or is likely to cause danger to health or environment.

The Public Liability Insurance Act, 1991 (“PLI Act”)

The PLI Act provides for public liability insurance for the purpose of providing immediate relief to the persons affected by accident occurring while handling any hazardous substance and imposes liability on the owner of hazardous substances for any damage arising out of an accident involving such hazardous substances. The government by way of a notification has enumerated a list of hazardous substances. The owner or handler is also required to obtain an insurance policy insuring against liability under the legislation. The rules made under the PLI Act mandate that the owner has to contribute towards the environmental relief fund a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

Regulations pertaining to Foreign Direct Investment

Foreign Investment Regulations

Foreign investments in India are primarily governed by the Foreign Exchange Management Act, 1999 (“FEMA”) along with the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (“FEMA NDI Rules”) and the Consolidated Foreign Direct Investment Policy (effective from October 15, 2020) (“Consolidated FDI Policy”), as amended. FEMA along with the allied laws seeks to provide a mechanism to facilitate external trade and payments and further aims to promote orderly development and maintenance of foreign exchange. The Consolidated FDI Policy and the FEMA NDI Rules prescribe inter alia the method of calculation of total foreign investment (direct foreign investment and indirect foreign investment) in an Indian company. Moreover, the Consolidated FDI policy aims to attract and promote foreign direct investment in order to supplement domestic capital, technology, and skills for accelerating economic growth. The Consolidated FDI Policy embodies the policy circulars/press notes/ press releases which are notified by the Department of Economic Affairs (“DEA”). As per the Consolidated FDI Policy, foreign investment in the manufacturing sector is under the automatic route, therefore, the manufacturer is permitted to sell the products manufactured without going through the Government approval route.

In addition to the foregoing, the Government of India along with the Reserve Bank of India enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulates mode of payment and remittance of sale proceeds, among others. Further, the Government of India in consultation with the Reserve Bank of India notified the Foreign Exchange Management (Overseas Investment) Rules, 2022 (“ODI Rules”). These regulations, rules and directions have streamlined and liberalized the existing framework for overseas investment to cover wider economic activities and reduce the need for RBI approvals thereby, making compliances easier.

Foreign Trade (Development and Regulation) Act, 1992

The foreign policy of India is governed by the Foreign Trade (Development and Regulation) Act, 1992 (“FTA”). The FTA seeks to provide a framework for the development and standardization of foreign trade by facilitating imports and enhancing exports. The FTA provides that no person conducting any import or export shall be authorized to do so without an importer-exporter code number (“IEC”) which is granted by the Director General of Foreign Trade,

Ministry of Commerce (“DGFT”). The DGFT is empowered to suspend or cancel such IEC number upon contravention of any law or when there is reason to believe that the respective person is conducting export or import which is in the nature of being prejudicial to the trade relations of India with any foreign country.

Upon suspension or cancellation, the respective person shall not be entitled to import or export any goods except under a special license. The FTA provides for penalties upon contravention of any provision of the legislation.

The Foreign Contribution (Regulation) Act, 2010

The Foreign Contribution (Regulation) Act, 2010 (“FCRA”) as amended has been enacted to regulate the inflow of foreign contributions to ensure that the same is not being diverted for illegal purposes. The FCRA regulates and prohibits the acceptance and utilization of foreign contributions or foreign hospitality by companies, associations or individuals for prescribed activities that could be detrimental to the national interest.

Labour Regulations

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

1. Factories Act;
2. The Employees’ Provident Funds and Miscellaneous Provisions Act, 1952;
3. The Employees’ State Insurance Act, 1948;
4. The Maternity Benefit Act, 1961;
5. The Minimum Wages Act, 1948;
6. The Payment of Bonus Act, 1965;
7. The Payment of Gratuity Act, 1972;
8. The Payment of Wages Act, 1936;
9. The Right of Persons with Disabilities Act, 2016;
10. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
11. The Equal Remuneration Act, 1976;
12. The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986;
13. The Contract Labour (Regulation and Abolition) Act, 1970;
14. The Labour Welfare Fund Act 1936;
15. Industrial Disputes Act, 1947
16. Trade Unions Act, 1926;
17. Employee’s Compensation Act, 1923;
18. Apprenticeship Act 1961;
19. The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959; and
20. The National and Festival Holidays Act, 1974.

In order to rationalize and reform labour laws in India, the Government of India has notified four labour codes which are yet to come into force as on the date of this Draft Red Herring Prospectus, namely, (i) the Code on Wages, 2019, which received the assent of the President of India on August 8, 2019, and will repeal the Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Equal Remuneration Act, 1976, and the Payment of Wages Act, 1936, (ii) the Industrial Relations Code, 2020, which received the assent of the President of India on September 28, 2020, and will repeal certain enactments including the Trade Unions Act, 1926, and Industrial Disputes Act, 1947, (iii) the Code on Social Security, 2020, which received the assent of the President of India on September 28, 2020, and will repeal certain enactments including the Employee’s Compensation Act, 1923, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, and Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972, and (iv) the Occupational Safety, Health and Working Conditions Code, 2020, which received the assent of the President

of India on September 28, 2020 and will repeal certain enactments including the Factories Act, and the Contract Labour (Regulation and Abolition) Act, 1970.

Certain portions of the Code on Wages, 2019 and Code on Social Security, 2020, have come into force upon notification dated December 18, 2020 and May 3, 2023, respectively, by the Ministry of Labour and Employment. The remaining provisions of these codes shall become effective as and when notified by the Government of India.

Other applicable regulations

The Consumer Protection Act, 2019

The Consumer Protection Act, 2019 (“Act”) seeks to protect the interest of consumers and to establish authorities for timely and effective settlement of consumer disputes. Moreover, it guards the consumers against defective goods, deficiency of service and aims to secure the rights of the consumers against unfair trade practices or any such malpractices including but not limited to deceptive advertising of the manufacturers, service providers and traders. Further, the definition of ‘consumer’ has been expanded to include transactions occurring in offline mode or through any electronic means as well. Additionally, the Act imposes penalties in the form of pecuniary fines or imprisonment upon contravention.

Shops and Establishments legislations

Under the provisions of local shops and establishments legislations applicable in the respective state, establishments are set up, and are required to be registered under the respective legislations. Every corporate body including sole proprietorship is required to have a shops and establishment license. The shops and establishment legislations seek to empower the respective states to impose rules and to ensure conversion of unorganized sector to an organized sector, regulate conditions of workers in shops and establishments (including commercial establishments) and further provide for various welfare provisions with respect to leaves, holidays, working hours, rest intervals and imposes a duty upon the employer to maintain records. The Shops and Establishments Acts of different states levy different quantum of penalties which may be in the nature of pecuniary fines or imprisonment for contravention of the provisions.

State and municipality laws

We operate in various states. Accordingly, legislations passed by the respective state governments are applicable to us in those states. These include legislations relating to, among others, classification of fire prevention and safety measures and other local licensing. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area. Further, the respective states have enacted laws empowering the municipalities to issue trade licenses for operating eating outlets and implementation of regulations relating to such licenses along with prescribing penalties for noncompliance.

Other Indian laws

In addition to the above, our Company is subject to various laws and regulations such as state laws under the Industrial Establishments (National and Festival Holidays) Act, 1965 and the provisions of the Companies Act, 2013 and rules framed thereunder, the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and other applicable statutes imposed by the Government of India or the state governments and authorities for our day-to-day business and operations.

Additionally, apart from the above list of laws, which is indicative in nature, general laws like the Indian Contract Act, 1872, Companies Act and rules framed thereunder, Specific Relief Act, 1963, Negotiable Instrument Act, 1881, the Information Technology Act, 2000, the Sale of Goods Act, 1930, the Transfer of Property Act, 1882, the Registration Act, 1908, Indian Stamp Act, 1899 and Indian Easements Act, 1882 and are also applicable to our Company.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated under the name and style of ‘*Arete 22 Private Limited*’, a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated February 09, 2021 issued by the, Registrar of Companies, Central Registration Centre. Subsequently, our Company was converted into a public limited company pursuant to a resolution passed by our Board of Directors in their meeting held on October 1, 2024 and by our Shareholders in an extraordinary general meeting held on October 23, 2024 and consequently the name of our Company was changed to ‘*Arete 22 Limited*’ and a fresh certificate of incorporation dated February 05, 2025 was issued by the Registrar of Companies, Central Processing Centre. The corporate identification number of our Company is U34300AP2021PLC117329.

Change in registered office of our Company

The Registered Office of our Company at the time of incorporation was situated D1, D2 B Block, Autonagar, Visakhapatnam – 530 012, Andhra Pradesh, India.

As of date of this Draft Red Herring Prospectus, our Company has not changed its register office address.

Main Objects of our Company

The main objects of our Company are as follows:

1. *To carry on the business of Manufacturing of Wheels, Auto Components. Defence and Aerospace components, castings, forgings, machining of Ferrous and non-ferrous material. plastic injection components, fabrication, testing etc,*

The main objects as contained in the MoA enable our Company to carry on the business presently being carried out and the activities proposed to be undertaken pursuant to the objects of this Issue.

Amendments to the Memorandum of Association

The following amendments have been made to the Memorandum of Association of our Company since incorporation:

Date of shareholder's resolution	Nature of amendments
February 16, 2020	<i>Clause V of the MoA was amended to reflect the increase in Authorised Capital of our Company from Rs. 1,00,00,000 (Rupees One Crore) divided into 10,00,000 (Ten Lakh Only) Equity Shares of Rs. 10 (Rupees Ten) each to Rs. 10,00,00,000 (Rupees Ten Crore) divided into 1,00,00,000 (One Crore Only) Equity Shares of Rs. 10 (Rupees Ten) each by the creation of additional capital of Rs. 9,00,00,000 (Rupees Nine Crore Only) divided into 90,00,000 (Ninety Lakh Only) Equity Shares of Rs. 10 (Rupees Ten) each</i>
March 10, 2021	<i>Clause V of the MoA was amended to reflect Reclassification of authorised capital from ₹10,00,00,000/- (Rupees Ten Crore) divided into 1,00,00,000 equity shares of ₹ 10/- each to ₹10,00,00,000 (Rupees Ten Crore) divided into 50,00,000 Non-Cumulative Redeemable Preference Shares of ₹ 10/- each and 50,00,000 equity shares of ₹ 10/- each</i>
July 22, 2024	<i>Clause V of the MoA was amended to reflect the increase in Authorised Capital of our Company from ₹10,00,00,000 (Rupees ten Crore) divided into 50,00,000 Non-Cumulative Redeemable Preference Shares of ₹ 10/- each and 50,00,000 equity shares of ₹ 10/- each to ₹16,00,00,000 (Rupees sixteen Crore) comprising of 50,00,000 Non-Cumulative Redeemable Preference Shares of ₹ 10/- each and 1,10,00,000 equity shares of ₹ 10/- each</i>

September 30, 2024	<i>Clause V of the MoA was amended to reflect the re-classification of the Authorised Capital from Rs. 16,00,00,000/- (Rupees Sixteen Crore Only) divided into 50,00,000 (Fifty Lakh) Non-cumulative Redeemable Preference Shares of Rs.10/- (Rupees Ten Only) and 1,10,00,000 (One Crore Ten Lakh) Equity shares of Rs. 10/- to Rs. 16,00,00,000 (Rupees Sixteen Crore Only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each</i>
March 27, 2025	<i>Clause V of the MoA was amended to reflect the increase in Authorised Capital of our Company from Rs.16,00,00,000/- (Rupees Sixteen Crores Only) divided into- 1,60,00,000 (One Crore Sixty Lac) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.24,00,00,000/- (Rupees Twenty Four Crores Only) comprising of 2,40,00,000 (Two Crore Forty Lac) equity shares of Rs. 10/- (Rupees Ten only) each.</i>

Corporate profile of our Company

For details regarding the description of our Company’s activities, services, market, growth, technology, managerial competence, standing with reference to prominent competitors, launch of key services, entry in new geographies or exit from existing markets, major distributors and customers, segment, marketing and competition, please refer to the chapters titled “Our Business”, “Our Management” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 120, 157 and 232 respectively, of this Draft Red Herring Prospectus.

Major Events and Milestones

The table below sets forth some of the key events, milestones in our history since its incorporation:

Year	Events
2020-21	Our company was incorporated on February 09, 2021
2022-23	Our Company begun its commercial production after receiving the LOI from TVSM for 1 million wheels per annum. This quantity was subsequently increased to 2 million wheels.
2024-25	Our company has increased the manufacturing capacity of Unit-I at Bangalore from 1.2 million to 2.4 million units per annum. As part of our strategic expansion, we are setting up Unit-II at Bilaspur, Gurugram District, Haryana, with a planned installed capacity of 3.6 million units per annum

Key awards, accreditations and recognitions

Our Company has not received any key awards in its history since its incorporation.

Time and Cost Overrun

Our Company has not experienced any significant time and cost overrun in setting up projects.

Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks

As of date of this Draft Red Herring Prospectus, there are no defaults or rescheduling of borrowings from financial institutions or banks or conversion of loans into equity in relation to our Company.

Details regarding material acquisition or disinvestments of business / undertakings, mergers, amalgamation

Our Company has not undertaken any merger, demerger, amalgamation, material acquisitions or divestments of any business or undertaking in the last ten years.

Revaluation of assets

Our Company has neither revalued its assets nor has issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves in the last ten years.

Holding Company

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

Subsidiaries of our Company

As on the date of this Draft Red Herring Prospectus, our Company has no subsidiaries.

Associate or Joint ventures of our Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any associate or joint ventures Companies.

Strategic and Financial Partners

As on date of this Draft Red Herring Prospectus our Company does not have any strategic and financial partners

Shareholders and Other Agreements

There are no shareholders and other material agreements, apart from those entered into in the ordinary course of business carried on or intended to be carried on by us.

Agreements with key managerial personnel or a Director or Promoters or any other employee of the Company

There are no agreements entered into except in the ordinary course of business by a Key Managerial Personnel or Director or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Material Agreements

Our Company has not entered into any material agreements with strategic partners, joint venture partners and/or financial partners, other than in the ordinary course of business of our Company.

There are no other agreements/ arrangements and clauses / covenants which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in this Draft Red Herring Prospectus.

We confirm that as on date of this Draft Red Herring Prospectus, no agreements have been entered into between the Shareholders, Promoters, Promoter Group entities, related parties, Directors, Key Managerial Personnel, employees of the Company or entities controlled by it, or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company.

Except as disclosed in “*Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure V: Note 30 - Related Party Disclosures pursuant to Accounting Standard - 18*” on page 210, 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.

Except as disclosed in “*Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure V: Note 30 - Related Party Disclosures pursuant to Accounting Standard - 18*” on page 210,

there are no conflicts of interest between the lessor of the immovable properties, (crucial for operations of the company) and our Company.

OUR MANAGEMENT

Our Board of Directors

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of our Company shall be as per the applicable provisions of the Companies Act, 2013. As on date of this Draft Red Herring Prospectus, we have Six (6) Directors on our Board, which includes One (1) Managing Director, One (1) Whole time Director, Two (2) Non-Executive Directors including Chairman and Two (2) Independent Directors.

Set forth below, are details regarding our Board as on the date of this Draft Red Herring Prospectus:

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
<p>Pawan Kumar Gupta</p> <p>DIN: 00509811</p> <p>Date of Birth: July 07, 1949</p> <p>Designation: Chairman and Non-Executive Director</p> <p>Address: 47-10-28, Ground Floor, Dwarkanagar 2nd Lane, Dwarkanagar, Visakhapatnam (Urban), Akkayyapalem, Visakhapatnam – 530 016, Andhra Pradesh, India.</p> <p>Occupation: Business</p> <p>Current Term: Liable to retire by rotation</p> <p>Period of Directorship: Since March 28, 2025</p> <p>Nationality: Indian</p>	77	<p style="text-align: center;"><i>Indian Companies</i></p> <ol style="list-style-type: none"> 1. Circars Roller Flour Mills Pvt Ltd 2. Coromandel Roller Flour Mills Pvt Ltd 3. ANG Agro Foods Private Limited <p style="text-align: center;"><i>Foreign Companies</i></p> <p style="text-align: center;">NIL</p> <p style="text-align: center;"><i>Limited Liability Partnerships</i></p> <p style="text-align: center;">NIL</p>
<p>Abhishek Gupta</p> <p>DIN: 00671043</p> <p>Date of Birth: December 24, 1978</p> <p>Designation: Managing Director</p> <p>Address: 47-10-28, 1st Floor, Dwarkanagar 2nd Lane, Dwarkanagar, Visakhapatnam (Urban), Akkayyapalem, Visakhapatnam – 530 016, Andhra Pradesh, India.</p> <p>Occupation: Business</p> <p>Current Term: 3 (three) consecutive years from October 01, 2024 to September 30, 2027</p> <p>Period of Directorship: Director since incorporation and Managing Director since October 01, 2024</p> <p>Nationality: Indian</p>	46	<p style="text-align: center;"><i>Indian Companies</i></p> <ol style="list-style-type: none"> 1. Unicast Autotech Private Limited 2. All India High Pressure Cylinder Manufacturers' Association 3. Godavari Roller Flour Mills Private Limited 4. Rajamahendri Food Products Private Limited 5. Anjaneya Roller Flour Mills Private Limited 6. Sahuwala Cylinders Private Limited <p style="text-align: center;"><i>Foreign Companies</i></p> <p style="text-align: center;">Nil</p> <p style="text-align: center;"><i>Limited Liability Partnerships</i></p> <ol style="list-style-type: none"> 1. Perrin Advisors LLP 2. Beluga One Advisors LLP

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
<p>Konica Gupta</p> <p>DIN: 08009243</p> <p>Date of Birth: October 10, 1979</p> <p>Designation: Whole-time director</p> <p>Address: 47-10-28, 1st Floor, Dwarkanagar 2nd Lane, Dwarkanagar, Visakhapatnam (Urban), Akkayyapalem, Visakhapatnam – 530 016, Andhra Pradesh, India.</p> <p>Occupation: Business</p> <p>Current Term: 3 (three) consecutive years from October 01, 2024 to September 30, 2027</p> <p>Period of Directorship: Director since incorporation and Whole-time Director since October 01, 2024</p> <p>Nationality: Indian</p>	45	<p style="text-align: center;"><i>Indian Companies</i></p> <ol style="list-style-type: none"> 1. ANG Agro Foods Private Limited 2. Coromandel Roller Flour Mills Pvt Ltd 3. Godavari Roller Flour Mills Private Limited 4. Dolphin Finance and Investment Company Limited 5. Econ Cylinders Private Limited <p style="text-align: center;"><i>Foreign Companies</i></p> <p style="text-align: center;">NIL</p> <p style="text-align: center;"><i>Limited Liability Partnerships</i></p> <p style="text-align: center;">NIL</p>
<p>Anjanil Gupta</p> <p>DIN: 00653034</p> <p>Date of Birth: September 05, 1978</p> <p>Designation: Non-executive Non-Independent Director</p> <p>Address: 804, Olympus-2 Prestige Acropolis, 20 Hosur Road, Next to Forum Mall, Koramangala, Bangalore South-560 029, Karnataka, India.</p> <p>Occupation: Business</p> <p>Current Term: Liable to retire by Rotation</p> <p>Period of Directorship: Director since October 23, 2024</p> <p>Nationality: Indian</p>	47	<p style="text-align: center;"><i>Indian Companies</i></p> <ol style="list-style-type: none"> 1. Sunspaze Bengaluru Private Limited 2. Sunspaze Pune Logistics Private Limited 3. Pixel Logistics Private Limited 4. Casabelo Developers Private Limited 5. Sunspaze Infrastructure Private Limited 6. Beryll Stone Private Limited 7. Minolta Securities Ltd. 8. Inuit Food Sciences Private Limited <p style="text-align: center;"><i>Foreign Companies</i></p> <p style="text-align: center;">Nil</p> <p style="text-align: center;"><i>Limited Liability Partnerships</i></p> <ol style="list-style-type: none"> 1. Stylepile Constructions LLP 2. Beryll Design One LLP 3. Casa Belo Lifespaces LLP 4. Luxpertise Interiors LLP 5. Beryll Readycrete LLP

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
Rahul Bhutoria DIN: 11076481 Date of Birth: January 23, 1987 Designation: Independent Director Address: GH-7/1, Bhutoria Niwas, Nabapally Hatiyara Road, Near Jagriti Club, Deshbandhu Nagar, Kolkata, North 24 Parganas – 700 059, West Bengal, India. Occupation: Practicing Chartered Accountant Current Term: 5 (five) consecutive years from April 28, 2025 to April 27, 2030 Period of Directorship: Director since April 28, 2025 Nationality: Indian	38	<i>Indian Companies</i> NIL <i>Foreign Companies</i> NIL <i>Limited Liability Partnerships</i> NIL
Sonia Singal DIN: 10702006 Date of Birth: June 01, 1986 Designation: Independent Director Address: 2 nd Floor, Vivekanand Apartment, 268/2/b/ 2 G T Road, Bally (M), Liluah, Howrah – 711204, West Bengal, India. Occupation: Practicing Chartered Accountant Current Term: 5 (five) consecutive years from March 28, 2025 to March 27, 2030 Period of Directorship: Director since March 28, 2025 Nationality: Indian	39	<i>Indian Companies</i> NIL <i>Foreign Companies</i> NIL <i>Limited Liability Partnerships</i> NIL

Brief Biographies of our Directors

Pawan Kumar Gupta, aged 77 years, is the Promoter, Chairman and Non-Executive Director of our Company. He is on our Board since March 28, 2025. He does not hold any formal educational qualification. He is the driving force of the Sahuwala Group since last 6 decades now with his enriched experience of managing flour mills. He started his first venture, “Tirupathi Rollers Flour Mills” in the field of flour milling. Beginning with a humble flour milling venture, his pioneering spirit laid the foundation for what would become a conglomerate spanning over four industry verticals Cylinders, Flour Mills, High Pressure Die Casting and Alloy Wheels. He is the provides strategic guidance to management of our Company.

Abhishek Gupta, aged 46 years, is the Promoter and Managing Director of our Company, and is on our board since February 9, 2021. He has been associated with our Company since incorporation and oversees the overall management and functioning of the Company. He holds a Bachelor's degree in Science from the Leonard N. Stern School of Business, New York, adding to his diverse skill set and expertise. He also serves as a Director at Sahuwala Group, and plays a pivotal role in guiding the Sahuwala group companies towards their objectives and navigating the

competitive landscape with excellence. He is the main driving force behind our Company and is responsible for overall management of the Company.

Konika Gupta, aged 45 years, is the Promoter and Whole-time Director of our Company, and is on our board since February 9, 2021. She has been associated with our Company since incorporation. She holds a degree in Bachelor of Arts from Andhra University. Presently, she heads Human Resource Department of the Company and plays a vital role in managing the resources of the group effectively, overseeing all HR functions such as talent acquisition, compensation, employee relations, training, and performance management, ensuring legal compliance in the organisation.

Anjanil Gupta, aged 46 years, is a Non- Executive Non-Independent Director of our Company, since October 23, 2024. He holds a Bachelor of Science in Industrial Engineering degree from North Western University, United States of America. He is an entrepreneur and possesses a wide experience of more than 25 years in managing the industries like flour mills, Hospitality and EPC.

Rahul Bhutoria, aged 38 years, is the Independent Director of our Company, since April 28, 2025. He holds a degree in Bachelor of Commerce from University of Calcutta. He is an Associate of the Institute of Chartered Accountants of India and holds a certificate to practice as a Chartered Accountant and has also received Certificate in Post Qualification Course in Information Systems Audit and Certificate Course on Forensic Accounting and Fraud Detection issued by Institute of Chartered Accountants of India. He has also obtained Professional Programme Certificate issued by Institute of Company Secretaries of India. He has also passed the Valuation Examination in the Asset Class (Securities or Financial Assets) issued by Insolvency and Bankruptcy Board of India. He is having 14 years of experience in accounting, taxation, risk management, finance, audit and valuation.

Sonia Singal aged 39 years, is the Independent Director of our Company, since March 28, 2025. She holds a degree in Bachelor of Commerce from University of Calcutta. She is an Associate member of the Institute of Chartered Accountants of India and holds a certificate to practice as a Chartered Accountant issued by the Institute of Chartered Accountants of India. She also holds certificate to practice as a Chartered Financial Analyst issued by the Institute of Chartered Financial Analysts of India University, Tripura. He is having 15 years of experience in accounting, taxation, finance and audit.

As on the date of the Draft Red Herring Prospectus

- A. None of the above-mentioned Directors are on the RBI List of willful defaulters or Fraudulent Borrowers.
- B. Neither Promoters nor persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- C. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- D. None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) during his/her tenure.
- E. None of Promoters or Directors of our Company are a fugitive economic offender.
- F. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.
- G. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors

have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence

Relationship between our Directors

Except as stated below, none of our Directors are related to each other:

Name of Director/ KMP/ SMP	Designation	Name of related Director/ KMP/ SMP	Relationship
Pawan Kumar Gupta	Chairman and Non-Executive Director	Abhishek Gupta	Son
Abhishek Gupta	Managing Director	Pawan Kumar Gupta	Father
		Konica Gupta	Spouse
Konica Gupta	Whole-time Director	Abhishek Gupta	Spouse
		Pawan Kumar Gupta	Spouse's Father

Arrangements and Understanding with Major Shareholders

None of our Key Managerial Personnel, Senior Management or Directors have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others pursuant to which any of the directors was selected as a director or member of senior management.

Payment or Benefit to officers of our Company

Except as stated otherwise in this Draft Red Herring Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Service Contracts

Other than the statutory benefits that the KMPs are entitled to, upon their retirement, Directors and the Key Managerial Personnel of our Company have not entered into any service contracts pursuant to which they are entitled to any benefits upon termination of employment or retirement.

Borrowing Powers of our Board

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Our Company has, pursuant to a special resolution passed at the Extraordinary General Meeting held on October 23, 2024, resolved that in accordance with the provisions of the Companies Act, 2013, our Board is authorised to borrow, from time to time, such sum or sums of moneys as the Board which together with the moneys already borrowed by our Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed at any time the aggregate of the paid-up capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of money/moneys borrowed by the Board of Directors and outstanding at one time shall not exceed Rs. 500 crores.

Terms of appointment and remuneration of our Managing Directors

Abhishek Gupta

Pursuant to a resolution passed by the Board of Directors at the meeting held on October 01, 2024, and Extra-Ordinary General Meeting held on October 23, 2024, Abhishek Gupta was designated as the Managing Director of our Company for a period of 3 (three) consecutive years with effect from October 01, 2024 up to September 30, 2027

along with the terms of remuneration, in accordance with Sections 196, 197, 203 and Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms and conditions approved by the Board of Directors and the Shareholders have been summarized below:

Basic Salary	₹ 2,50,000/-per month
Perquisites	<p>Category A:</p> <ol style="list-style-type: none"> 1. Medical Reimbursement for self and family as per the rules of the Company. 2. Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company. <p>Category B:</p> <ol style="list-style-type: none"> 1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company. 2. Encashment of leave as per the rules of the Company. <p>Category C:</p> <ol style="list-style-type: none"> 1. Car, telephone at residence and mobile phone for use on company's business.
Minimum Remuneration	During the tenure of Mr. Abhishek Gupta, the remunerations as approved hereby shall be paid to him as a minimum remuneration in compliance with the limits specified in Section II of Part II of Schedule V of the Companies Act,2013, as may be applicable for the time being in force.

Terms of appointment and remuneration of our Whole-time Director

Konica Gupta

Pursuant to a resolution passed by the Board of Directors at the meeting held on October 01, 2024, and Extra-Ordinary General Meeting held on October 23, 2024, Konica Gupta was designated as the Whole-time Director of our Company for a period of 3 (three) consecutive years with effect from October 01, 2024 up to September 30, 2027 along with the terms of remuneration, in accordance with Sections 196, 197, 203 and Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms and conditions approved by the Board of Directors and the Shareholders have been summarized below:

Basic Salary	₹ 2,50,000/-per month
Perquisites	<p>Category A:</p> <ol style="list-style-type: none"> 3. Medical Reimbursement for self and family as per the rules of the Company. 4. Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company. <p>Category B:</p> <ol style="list-style-type: none"> 3. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company. 4. Encashment of leave as per the rules of the Company. <p>Category C:</p> <ol style="list-style-type: none"> 1. Car, telephone at residence and mobile phone for use on company's business.
Minimum Remuneration	During the tenure of Mrs. Konica Gupta, the remunerations as approved hereby shall be paid to her as a minimum remuneration in compliance with the limits specified in Section II of Part II of Schedule V of the Companies Act,2013, as may be applicable for the time being in force.

Remuneration details of our Directors

i. Remuneration of our Executive Directors

The aggregate value of the remuneration paid to the Executive Directors in Fiscal 2025 is as follows:

S. No.	Name of the Director	Remuneration (₹ in lacs)
1.	Abhishek Gupta	Nil*
2.	Konica Gupta	Nil*

*Vide their respective letters dated October 23, 2024, have given consent not to draw any remuneration for FY2025. Accordingly, no remuneration was paid to them for FY2025.

ii. *Sitting fee details of our Independent Directors and Non-Executive Directors*

The aggregate value of the remuneration paid to the Non-Executive Directors in Fiscal 2025 is as follows:

S. No.	Name of the Director	Remuneration (₹ in lacs)
1.	Sonia Singal	Nil
2.	Pawan Kumar Gupta	Nil
2.	Rahul Bhutoria	Nil
3.	Anjanil Gupta	Nil

Our Board of Directors in their meeting held on April 26, 2025, has fixed ₹25,000/- as sitting fee for Independent Directors and Non-Executive Director, for attending meetings of the Board of Directors and its committees.

Payment or benefit to Directors of our Company

Except as disclosed in this Draft Red Herring Prospectus, 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 Executive Directors except the normal remuneration for services rendered as a Director of our Company. Additionally, there is no contingent or deferred compensation payable to any of our Directors.

Loans to Directors

Except as disclosed in “*Financial Indebtedness*” on page 227 there are no loans that have been availed by the Directors from our Company that are outstanding as on the date of this Draft Red Herring Prospectus.

Shareholding of Directors in our Company

Except as stated below, none of our Directors holds any Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus:

S. No.	Name of Director	No. of Shares Held	As a % of Pre-Issue Capital
1.	Abhishek Gupta	46,22,310	30.81%
2.	Pawan Kumar Gupta	37,78,566	25.18%
3.	Konica Gupta	24,31,215	16.20%

Shareholding of Directors in our Subsidiaries

Our company does not have any subsidiaries.

Interest of our Directors

Our Executive Directors may be deemed to be interested to the extent of remuneration paid to them for services rendered as a Director of our Company and reimbursement of expenses, if any, payable to them. For details of remuneration paid to our see “*Terms of appointment and remuneration of our Executive Directors*” above.

Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or kartas or coparceners or held by

their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to this Issue. Except as disclosed in “Financial Information” and “Our Promoters and Promoter Group” beginning on Page Nos. 182 and 172, respectively of this Draft Red Herring Prospectus, our Directors are not interested in any other company, entity or firm.

Except as stated in “Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure V: Note 30 - Related Party Disclosures pursuant to Accounting Standard - 18” on page 210 of this Draft Red Herring Prospectus, our Directors do not have any other interest in the business of our Company.

Interest as to property

Except as mentioned in “Our Business - Land and Property” and “Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure V: Note 30 - Related Party Disclosures pursuant to Accounting Standard - 18” from the chapter titled “Restated Financial Information” on Page Nos. 144 and 210 of this Draft Red Herring Prospectus our Directors do not have any interest in any property acquired or proposed to be acquired by our Company.

Bonus or Profit Sharing Plan for our Directors

None of our Directors are a party to any bonus or profit sharing plan.

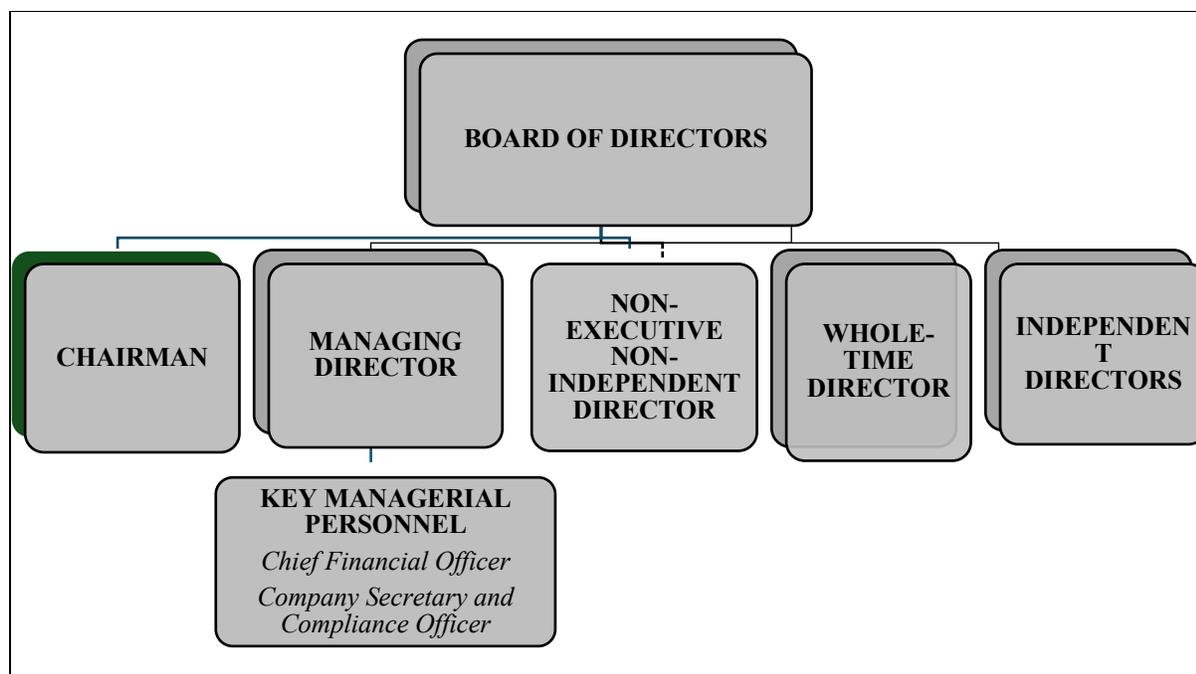
Changes in our Board during the Last Three Years

Except as disclosed below, there have been no changes in our Board during the last three years:

Name of Director	Designation (at the time of appointment)/ change in designation/ cessation	Date of appointment/ change in designation/ cessation	Reasons for Change / Appointment
Pawan Kumar Gupta	Chairman and Non-Executive Director	March 28, 2025	Designated as the Chairman and Non-Executive Director of our Company
Abhishek Gupta	Managing Director	October 01, 2024	Designated as the Managing Director of our Company
Konica Gupta	Whole-time director	October 01, 2024	Designated as the Whole-time Director of our Company
Anjanil Gupta	Non-Executive Non-Independent Director	October 23, 2024	Designated as the Non-Executive Non-Independent Director of our Company.
Rahul Bhutoria	Independent Director	April 28, 2025	Appointed as the Independent Director of our Company
Sonia Singal	Independent Director	March 28, 2025	Appointed as the Independent Director of our Company

Management Organization Structure

Set forth is the management organization structure of our Company:



Corporate Governance

As our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, as on date of this Draft Red Herring Prospectus, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 are not applicable to our Company. In additions, the provisions of the Companies Act, 2013 relating to corporate governance will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. However, our Company has complied with the corporate governance requirement of SEBI (LODR) Regulations, 2015, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

Committees of our Board

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

- a) Audit Committee;
- b) Stakeholders' Relationship Committee;
- c) Nomination and Remuneration Committee; and
- d) Corporate Social Responsibility Committee.

Details of each of these committees are as follows:

(a) Audit Committee

The Audit Committee was constituted by a resolution of our Board of Directors passed in their meeting held on April 28, 2025. It is in compliance with Section 177 of the Companies Act and Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. The current constitution of the Audit committee is as follows:

Name of Director	Designation	Position in the Committee
Rahul Bhutoria	Independent Director	Chairman
Sonia Singal	Independent Director	Member
Abhishek Gupta	Managing Director	Member

The Company Secretary of our Company shall serve as the secretary of the Audit Committee. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. Its terms of reference are as follows:

A. 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;
- (4) to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- (5) The audit committee may invite such of the executives as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on the occasions, it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit committee.

B. Role of Audit Committee

The role of the Audit Committee shall include the following:

1. Oversight the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.

- e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval.
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 7. Review and monitor the auditor's independence and performance and effectiveness of audit process.
 8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
 9. Scrutiny of inter-corporate loans and investments.
 10. Valuation of undertakings or assets of the Company, wherever it is necessary.
 11. Evaluation of internal financial controls and risk management systems.
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 14. Discussion with internal auditors on any significant findings and follow up thereon.
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

(b) Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by a resolution of our Board of Directors passed in their meeting held on April 28, 2025. The Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. The current constitution of the Audit committee is as follows:

Name of Director	Designation	Position in the Committee
Rahul Bhutoria	Independent Director	Chairman
Sonia Singal	Independent Director	Member
Anjanil Gupta	Non-Executive Non-Independent Director	Member

The Company Secretary of our Company shall serve as the secretary of the Nomination and Remuneration Committee. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. Its terms of reference are as follows:

A. Role of Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall have powers, including the following:

1. Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors
3. Devising a policy on diversity of Board of Directors.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria, laid down, and recommend to the Board of Directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

(c) Stakeholders Relationship Committee

The Stakeholders Relationship Committee was constituted by a resolution of our Board of Directors passed in their meeting held on April 28, 2025. The Stakeholders Relationship Committee is in compliance with Section 178 of the Companies Act read with (Meeting of Board and its powers) Rules, 2014 and in accordance with Articles of Association of the Company, any other applicable Law in force. The current constitution of the Audit committee is as follows:

Name of Director	Designation	Position in the Committee
Rahul Bhutoria	Independent Director	Chairman
Sonia Singal	Independent Director	Member
Abhishek Gupta	Managing Director	Member

The Company Secretary of our Company shall serve as the secretary of the Stakeholders’ Relationship Committee. The scope and function of the Stakeholders Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 read with (Meeting of Board and its powers) Rules, 2014 and in accordance with Articles of Association of the Company. Its terms of reference are as follows:

A. Role of Stakeholders Relationship Committee

The Stakeholders Relationship Committee shall have powers, including the following:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.

3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

(d) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted by a resolution of our Board of Directors passed in their meeting held on April 28, 2025. The Corporate Social Responsibility Committee is in compliance with Section 135 of the Companies Act read with Rule 5 of the Companies (Corporate Social Responsibility) Rules, 2014, as amended from time to time. The current constitution of the Audit committee is as follows:

Name of Director	Designation	Position in the Committee
Rahul Bhutoria	Independent Director	Chairman
Konica Gupta	Whole-time Director	Member
Abhishek Gupta	Managing Director	Member

The Company Secretary of our Company shall serve as the secretary of the Corporate Social Responsibility Committee. The scope and function of the Corporate Social Responsibility Committee is in accordance with Section 178 of the Companies Act read with Rule 5 of the Companies (Corporate Social Responsibility) Rules, 2014. Its terms of reference are as follows:

A. Role of Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee shall have powers, including the following:

1. formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII;
2. recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
3. monitor the Corporate Social Responsibility Policy of the company from time to time.
4. any other matter as the CSR Committee may deem appropriate after obtaining approval of the Board or as may be directed by the Board from time to time.

Compliance with SME Listing Regulations

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on Emerge Platform of NSE.

Our Key Managerial Personnel

In addition to our Managing Directors, Chief Executive Officer and Whole-time Directors whose details have been provided under paragraph above titled '*Brief Profile of our Directors*', set forth below are the details of our Key Managerial Personnel as on the date of filing of this Draft Red Herring Prospectus

Botu Srinivasa Rao, aged 54 years, is the Chief Financial Officer of our Company. He holds Master's degree in Commerce from Andhra University. He also holds Master of Business Administration degree from Andhra University. He has experience of more than 30 years in the field of Finance and Commerce. In the past, he was associated with SVR Cables Private Limited as a Finance manager, served Kanoria Chemicals & Industries Limited as Deputy General Manager and served Prime Meiden (Meidensha group of Company, Japan) as Deputy General Manager. He has been

associated with our Company since in the capacity of a Deputy General Manager-Finance and Accounts. Further from March 28, 2025, his designation was changed to Chief Financial Officer- Finance and Accounts. During Fiscal Year 2025, he has drawn remuneration of ₹11.33 Lakhs.

Jyoti Kumari Mishra, aged 35 years, is the Company Secretary and Compliance Officer of our Company. She holds degree of Bachelor of Business Administration with Honours from West Bengal University of Technology. She is an associate member of the Institute of Company Secretaries of India. In the past she was associated with Vikram Financial Services Ltd. She holds around 10 years of experience in the field of corporate law compliances and legal matters. She has been associated with our Company since March 15, 2025. During Fiscal Year 2025, she has drawn remuneration of ₹0.08 Lakhs as she was employed only for 15 days.

Our Senior Managerial Personnel

In addition to our Managing Director, Whole-time Director, Chief Financial Officer and Company Secretary and Compliance Officer, whose details have been provided under paragraph above titled ‘Brief Profile of our Directors’ and ‘Our Key Managerial Personnel’, there are no personnel who form part of the Senior Management as on the date of filing of this Draft Red Herring Prospectus.

Relationship of Key Managerial Personnel and Senior Management with our Directors, Promoters and / or other Key Managerial Personnel and Senior Management

In addition to the disclosure made under the heading “*Relationship between our Directors*”, none of our Key Managerial Personnel and Senior Management are related to each other or to any of our Directors.

Shareholding of the Key Managerial Personnel and Senior Management

None of the Key Management Personnel and Senior Management hold shareholding in our Company, except as under:

Sr. No.	Name of KMP	Number of Equity Shares	% of Pre-Issue Capital
1)	Abhishek Gupta	46,22,310	30.81%
2)	Konica Gupta	24,31,215	16.20%

Bonus or Profit Sharing Plan for our Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management is a party to any bonus or profit sharing plan.

Payment or benefit to Key Managerial Personnel and Senior Management of our Company

Except as disclosed in this Draft Red Herring Prospectus, no amount or benefit has been paid or given within two preceding years or is intended to be paid or given to any of the Key Managerial Personnel and Senior Management 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 and Senior Management.

Except as disclosed in “*Financial Statements*” and “*Financial Indebtedness*” on page 57 and 227, respectively in this Draft Red Herring Prospectus, our KMP and SMP have (i) not extended any personal guarantees; (ii) have not provided their personal properties, for securing the repayment of the bank loans obtained by our Company; and (iii) not advanced unsecured loans to our Company

Interest of Key Managerial Personnel and Senior Management

Except as disclosed in this Draft Red Herring Prospectus, none of our Key Managerial Personnel and Senior Management have any interest in our Company other than to the extent of the remuneration, equity shares held by them or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Further, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel and Senior Management have been appointed.

Changes in Key Managerial Personnel and Senior Management in the Last Three Years

In addition to the changes specified under “*Changes in our Board during the Last Three Years*”, set forth below, are the changes in our Key Managerial Personnel and Senior Management in the last three years immediately preceding the date of filing of this Draft Red Herring Prospectus:

Name	Designation	Date of change	Reason
Botu Srinivasa Rao	Chief Financial Officer	March 28, 2025	Appointment as the Chief Financial Officer
Jyoti Kumari Mishra	Company Secretary and Compliance Officer	March 15, 2025	Appointment as the Company Secretary and Compliance Officer

The attrition of the Key Management Personnel and Senior Management is as per the industry standards.

Loans taken by Directors / Key Management Personnel and Senior Management

Our Company has not granted any loans to the Directors and/or Key Management Personnel and Senior Management as on the date of this Draft Red Herring Prospectus.

OUR PROMOTERS AND PROMOTER GROUP

Promoters

Pawan Kumar Gupta, Abhishek Gupta, Konica Gupta and Naveen Gupta are the Promoters of our Company. The details of the shareholding of our Promoters of our Company, as on date of this Draft Red Herring Prospectus has been provided below:

S. No.	Names	No. of equity Shares	As a % of Issued Capital
1	Abhishek Gupta	46,22,310	30.81%
2	Pawan Kumar Gupta	37,78,566	25.18%
3	Naveen Gupta	29,86,815	19.91%
4	Konica Gupta	24,31,215	16.20%
Total		1,38,18,906	92.10%

For details, please see “*Capital Structure – Build-up of Promoters’ shareholding, Minimum Promoters’ Contribution and lock-in – Build-up of the Equity Shareholding of our Promoters in our Company*” on page 80.

Details of our Promoters are as follows:

I. Details of our Individual Promoters

<i>Pawan Kumar Gupta</i>	
	<p>Pawan Kumar Gupta, aged 77 years, is the Promoter and Chairman (Non-Executive) of our Company. He resides at 47-10-28, ground floor, Dwarakanagar, 2nd lane, Dwarakanagar, Visakhapatnam (Urban), Visakhapatnam, Andhra Pradesh, India.</p> <p>The Permanent Account Number of Pawan Kumar Gupta is AFDPG9686G.</p> <p>For complete profile of Pawan Kumar Gupta, along with details of his date of birth, educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements, please see section titled “<i>Our Management – Brief biographies of Directors</i>” on page 159.</p>
<i>Abhishek Gupta</i>	
	<p>Abhishek Gupta, aged 46 years, is the Promoter and Managing Director of our Company. He resides at 47-10-28, 1st Floor, Dwarakanagar, 2nd Lane, Dwarakanagar, Visakhapatnam (Urban), Akkayyapalem, Visakhapatnam, India., India.</p> <p>The Permanent Account Number of Abhishek Gupta is AFDPG6209D.</p> <p>For complete profile of Abhishek Gupta, along with details of his date of birth, educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements, please see section titled “<i>Our Management – Brief biographies of Directors</i>” on page 159.</p>
<i>Konica Gupta</i>	

	<p>Konica Gupta, aged 47 years, is the Promoter and Whole Time Director of our Company. She resides at 47-10-28, 1st Floor, Dwarakanagar, 2nd Lane, Dwarakanagar, Visakhapatnam (Urban), Akkayapalem, Visakhapatnam, India.</p> <p>The Permanent Account Number of Konica Gupta is ANRPB0960A.</p> <p>For complete profile of Konica Gupta, along with details of his date of birth, educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements, please see section titled “<i>Our Management – Brief biographies of Directors</i>” on page 159</p>
<p>Naveen Gupta</p>	 <p>Naveen Gupta, aged 53 years, is one of the Promoters of our Company. He resides at 47-10-28, 2nd Floor,, Dwarakanagar, 2nd Lane, Dwarakanagar, Visakhapatnam (Urban), Visakhapatnam, Andhra Pradesh-530016. He holds a Bachelor of Commerce degree from Andhra University. He is having more than 25 years of experience in the manufacturing of alloys, hospitality and finance.</p> <p>The Permanent Account Number of Naveen Gupta is AFFPG4085D.</p> <p>For details of other ventures of our Promoter, please refer to “- <i>Promoter Group</i>” on page 175 of this Draft Red Herring Prospectus. Except for the entities forming part of the promoter group “- <i>Promoter Group</i>” on pages 175 of this Draft Red Herring Prospectus.</p>

Our Company confirms that the permanent account numbers, bank account numbers, Aadhar card numbers, passport numbers and driving license numbers, as available, of our Promoters have been submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus.

Change in control of our Company

There has not been any change in the management or control of our Company during the last five years preceding the date of this Draft Red Herring Prospectus.

Interests of Promoters

- (a) Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; (ii) their shareholding in our Company; (iii) the dividends payable thereon; and (iv) any other distributions in respect of their shareholding in our Company. For further details, see “*Summary of Issue Document – Aggregate pre-Offer Shareholding of our Promoters and the members of our Promoter Group*” beginning on page 17

Additionally, our Promoters may be interested in transactions entered into by our Company with other entities (i) in which our Promoters hold shares, or (ii) in which our Promoters are partners or designated partners or directors; or (iii) which are controlled by our Promoters. For further details of interest of our Promoters in our Company, see “*Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure V: Note 30 - Related Party Disclosures pursuant to Accounting Standard - 18*” on page 210.

- (b) Abhishek Gupta and Konica Gupta are interested in our Company in the capacity of Managing Director and Whole-time Director, and may be deemed to be interested in the remuneration payable to them and the reimbursement of expenses incurred by them in the said capacity. For further details, see “*Our Management*” on page 157. For further details of interest of our Promoters in our Company, see “*Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure V: Note 30 - Related Party Disclosures pursuant to Accounting Standard - 18*” on page 210.

- (c) Except as disclosed in “*Financial Information*” and “*Financial Indebtedness*” on page 182 and 227, respectively in this Draft Red Herring Prospectus, our Promoters have (i) have not extended any personal guarantees; (ii) have not provided their personal properties, for securing the repayment of the bank loans obtained by our Company; (iii) are not co-borrowers in certain loans availed by our Company; and (iv) have not advanced unsecured loans to our Company.
- (d) No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which our Promoters are interested, in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as a director or promoter or otherwise for services rendered by the Promoters, or by such firm or company, in connection with the promotion or formation of our Company.
- (e) Our Promoters may be deemed to be interested in the contracts, agreements/arrangements or any other related party transactions entered into or to be entered into by our Company with any company which is promoted by them or in which they are members or in which they hold directorships or any partnership firm in which they are partners in the ordinary course of business, including for purchase/sale of goods and/or services. For further details, please see *Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure V: Note 30 - Related Party Disclosures pursuant to Accounting Standard - 18*” on page 210 of this Draft Red Herring Prospectus.
- (f) Further, our Promoters are, karta, proprietors, members or partners of entities with which our Company have had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities. For further details of interest of our Promoters in our Company, see “*Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure V: Note 30 - Related Party Disclosures pursuant to Accounting Standard - 18*” on page 210 of this Draft Red Herring Prospectus.

Interest in property, land, construction of building and supply of machinery

Our Promoters do not have any interest in any property acquired by our Company in the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery.

Payment or benefits to Promoters or Promoter Group

The members of our Promoter Group are not interested in our Company in any manner as no remuneration or consultancy fee is being paid to them by our Company.

Except as disclosed in “*Restated Consolidated Financial Information*” and “*Financial Indebtedness*” on page 182 and 227, respectively in this Draft Red Herring Prospectus, the members of our Promoter Group (i) have not extended any personal guarantees; (ii) have not provided their personal properties, for securing the repayment of the bank loans obtained by our Company; (iii) are not co-borrowers in certain loans availed by our Company; and (iv) have not advanced unsecured loans to our Company.

Sahuwala Cylinders Private Limited and Unicast Autotech Private Limited, one of the members of our Promoter Group, is a supplier of raw material to our Company. For further details, please see “*Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure V: Note 30 - Related Party Disclosures pursuant to Accounting Standard - 18*” on page 210.

The members of our Promoter Group, namely, Abhishek Gupta HUF and Pawan Kumar Gupta M HUF are interested in our Company to the extent of (i) its shareholding in our Company; (ii) the dividends payable thereon; and (iii) any other distributions in respect of its shareholding in our Company. For further details, see “*Summary of Offer Document*” beginning on page 16.

Except as disclosed above and as stated in “*Financial Statements- Restated Financial Statements – Notes Forming part of Financial Statements – Annexure V: Note 30 - Related Party Disclosures pursuant to Accounting Standard - 18*” on page 210, there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Companies or firms with which our Promoters have disassociated in the last three years

Our Promoters have not disassociated themselves from any company or firm in the three years immediately preceding the date of this Draft Red Herring Prospectus.

Experience of the Promoters in the business of our Company

Our Promoters have adequate experience in the industry in which our Company conducts its business. For details of experience of our Promoters in the industry in which our Company conducts its business, please refer to the chapter titled “*Our Management*” beginning on page 157 of this Draft Red Herring Prospectus.

Material guarantees

Except as disclosed in the chapter titled “*Financial Indebtedness*”, on page 227, as on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

Conflict of Interest

There are no conflicts of interest between our Promoters or members of our Promoter Group and the suppliers of raw materials and third-party service providers (which are crucial for the operations of our Company).

Other confirmations

Our Promoters are not Wilful Defaulters or a Fraudulent Borrowers.

Our Promoters are not Fugitive Economic Offenders.

Our Promoters and members of the Promoter Group have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

Our Promoters are not, and have not been in the past, promoters or a directors of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI.

PROMOTER GROUP

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of the Promoter Group

S. No.	Name of member of our Promoter Group	Relationship with our Promoters
	Pawan Kumar Gupta	

S. No.	Name of member of our Promoter Group	Relationship with our Promoters
1.	Late Geeta Gupta	Spouse
2.	Late VR Gupta	Father
3.	Late Shanti Devi Gupta	Mother
4.	Late Ajit K Gupta	Brother
5.	Late Rajesh k Gupta	
6.	Late Ratan Ku. Gupta	
7.	Pushpa Bansal	Sister
8.	Abhishek Gupta	Son
9.	Naveen Gupta	
10.	Vinita Bhartia	Daughter
11.	Late SL Poddar	Spouse Father
12.	Parmeshwari Devi Poddar	Spouse Mother
13.	Late Shankaram Poddar	Spouse Brother
14.	Late Biswajit Poddar	
15.	Usha Agarwal	Spouse Sister
Naveen Gupta		
1.	Late Priyanka Gupta	Spouse
2.	Pawan Kumar Gupta	Father
3.	Late Geeta Gupta	Mother
4.	Abhishek Gupta	Brother
5.	Vinita Bhartia	Sister
6.	-	Son
7.	-	Daughter
8.	Late Dinesh Agarwal	Spouse Father
9.	Late Asha Agarwal	Spouse Mother
10.	-	Spouse Brother
11.	-	Spouse Sister
Konica Gupta		
1.	Abhishek Gupta	Spouse
2.	Late Subhas Chandra Bhadra	Father
3.	Bana Shree Bhadra	Mother
4.	-	Brother
5.	Mithu Bhadra	Sister
6.	Ronica Sharma	
7.	-	Son
8.	Amaya Gupta	Daughter
9.	Pawan Kumar Gupta	Spouse Father
10.	Late Geeta Gupta	Spouse Mother
11.	Naveen Gupta	Spouse Brother
12.	Vinita Bhartia	Spouse Sister
Abhishek Gupta		
1.	Konica Gupta	Spouse
2.	Pawan Kumar Gupta	Father
3.	Late Geeta Gupta	Mother
4.	Naveen Gupta	Brother
5.	Vinita Bhartia	Sister
6.	-	Son
7.	Amaya Gupta	Daughter
8.	Late Subhas Chandra Bhadra	Spouse Father
9.	Bana Shree Bhadra	Spouse Mother
10.	-	Spouse Brother
11.	Mithu Bhadra	Spouse Sister

S. No.	Name of member of our Promoter Group	Relationship with our Promoters
12.	Ronica Sharma	

Bodies corporates, partnership firms forming part of the Promoter Group

S. No.	Name of entities
1.	VRG Industries Pvt Ltd
2.	Sahuwala Cylinders Pvt Ltd
3.	Rajamahendri Food Products Pvt Ltd
4.	Godavai Roller Flour Mills Pvt Ltd
5.	Coromandel Roller Flour Mills Pvt Ltd
6.	Circar Roller Flour Mills Pvt Ltd
7.	Anjaneya Roller Flour Mills Pvt Ltd
8.	ANG Agro Foods Pvt Ltd
9.	Amaya Industries (Sole Prop.)
10.	Abhishek Gupta HUF
11.	Pawan Kumar Gupta M HUF
12.	Dolphin Finance And Investment Company Limited

Other Confirmations

Neither our Promoters nor members of the Promoters' Group have been declared as wilful defaulters by the RBI or any other governmental authority nor there are any violations of securities laws committed by them in the past or are currently pending against them.

Our Promoters have not been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

Neither Promoters nor entities forming part of our Promoters' Group have been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. Our Promoter and members of the Promoters' Group are not and have never been promoter, directors or person in control of any other company, which is debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last 5 (five) years preceding the date of this Draft Red Herring Prospectus against our Promoter.

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, pursuant to a resolution of our Board dated September 1, 2025, and the applicable accounting standards (Accounting Standard 18 and Indian Accounting Standard 24), for the purpose of identification of “group companies” in relation to the disclosure in Offer Documents, our Company has considered the companies with which there have been related party transactions in the last three years, as disclosed in the section titled “*Financial Information*” on page 182 of this Draft Prospectus .

Accordingly, pursuant to the said resolution passed by our Board of Directors and the materiality policy adopted, for determining our Group Companies, the following companies have been identified and considered as the Group Companies of our Company:

- (i) Sahuwala Cylinders Private Limited
- (ii) Unicast Autotech Private Limited
- (iii) VRG Industries Private Limited

A. Details of our Group Company

(i) Sahuwala Cylinders Private Limited

Registered Office address

The registered office of Sahuwala Cylinders Private Limited is situated D-242, Auto Nagar Visakhapatnam, Andhra Pradesh - 530012, India.

Financial Performance

The Financial Performance of Sahuwala Cylinders Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Equity capital	319.76	319.76	319.76
Reserves and surplus (excluding revaluation)	7387.91	7213.12	6759.46
Sales/ Revenue from Operations	15088.33	15262.34	21247.46
Profit/(Loss) after tax	174.78	453.67	3647.52
Earnings per share (₹) (Basic)	5.47	14.19	114.07
Earnings per share (₹) (Diluted)	5.47	14.19	114.07
Net Worth available to equity shareholders	7707.67	7532.89	7079.22
Net asset value per share (₹)	241.04	235.58	221.39

(₹ in Lakhs)

(ii) Unicast Autotech Private Limited

Registered Office address

The registered office of Unicast Autotech Private Limited is situated 27-B/7, New Rohtak Road, New Delhi - 110005 India.

Financial Performance

Sahuwala Cylinders Limited has acquired Unicast Autotech Private Limited from NCLT in the IBC process. An application bearing no. C.P. (IB) No 763/ND/2021 for initiating Corporate Insolvency Resolution Process (“CIRP”) under Section 7 of the Insolvency and Bankruptcy Code, 2016 against Unicast Autotech Private Limited (“Corporate

Debtor” or “Company”) was filed before the Hon’ble National Company Law Tribunal (“NCLT”), New Delhi Bench, Bench VI and admitted by the Hon’ble NCLT vide order dated 08.07.2022 wherein Mr. Kanti Mohan Rustagi, was appointed as Interim Resolution (“IRP”) and later confirmed as Resolution Professional.

Sahuwala Cylinders Limited (i.e., Resolution Applicant) has submitted the resolution plan which was subsequently approved by the Committee of Creditors of Unicast Autotech Private Limited. NCLT vide its order issued on 31.10.2023 approved the Resolution Plan submitted by Sahuwala Cylinders Limited (i.e., Resolution Applicant) to acquire Unicast Autotech Private Limited.

Further, upon acquisition of Unicast Autotech Private Limited, Resolution Applicant has not been handed over the complete information and documents relevant for preparing the financials by the ex-management of the corporate debtor and due to absence of such information including the backup papers and calculations and non availability of the erstwhile management and key managerial staff, proper closing balances were not available.

The Financial Performance of Unicast Autotech Private Limited as on the date of this Draft Red Herring Prospectus has been disclosed based on the publicly available information on MCA site as follows:

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Equity capital	-	999.81	999.81
Reserves and surplus (excluding revaluation)	-	(1331.96)	(964.82)
Sales/ Revenue from Operations	-	0.67	913.09
Profit/(Loss) after tax	-	(367.14)	(475.87)
Earnings per share (₹) (Basic)	-	(3.67)	(4.76)
Earnings per share (₹) (Diluted)	-	(3.60)	(4.67)
Net Worth available to equity shareholders	-	(332.15)	34.99
Net asset value per share (₹)	-	(3.32)	0.35

(iii) VRG Industries Private Limited

Registered Office address

The registered office of VRG Industries Private Limited is D.No.47-10-13/1, 5th Floor 501 Dwarakanagar, Visakhapatnam, Andhra Pradesh - 530016, India.

Financial Performance

The Financial Performance of VRG Industries Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Equity capital	208.50	208.50	208.50
Reserves and surplus (excluding revaluation)	291.00	279.33	275.01
Sales/ Revenue from Operations	3304.07	3716.51	4983.27
Profit/(Loss) after tax	11.67	4.32	43.47
Earnings per share (₹) (Basic)	0.56	0.21	2.17
Earnings per share (₹) (Diluted)	0.56	0.21	2.17
Net Worth available to equity shareholders	499.50	487.83	483.51
Net asset value per share (₹)	23.96	23.40	23.19

B. Litigation

None of our Group Companies is party to any litigation which may have material impact on our Company.

C. Common pursuits

There are no common pursuits between our Group Companies and our Company. Since, our Group Companies are not engaged in the same business as our Company so there is no conflict of interest between our Company and our Group Companies. Furthermore, our Company and our Group Companies will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they arise.

D. Related business transactions within our Group Companies and significance on the financial performance of our Company

Other than the transactions disclosed in the chapter titled “*Restated Financial Information*” on Page No. 182 of this Draft Prospectus, there are no other related business transactions between our Group Companies and our Company.

E. Business Interest

Other than the transactions disclosed in the chapter titled “*Restated Financial Information*” on Page No. 182, our Group Companies have no business interests in our Company.

F. Nature and extent of interest of our Group Companies

a) In the promotion of our Company

Our Group Companies do not have any interest in the promotion of our Company.

b) In the properties acquired by us in the preceding three years before filing this Draft Prospectus or proposed to be acquired by our Company

Our Group Companies are not interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.

c) In transactions for acquisition of land, construction of building and supply of machinery

Our Group Companies are not interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, with our Company.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited to, net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings, and applicable taxes including dividend distribution tax payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of, or may enter into, to finance our fund requirements for our business activities. As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy.

Upon listing of the Equity Shares of our Company and subject to the SEBI Listing Regulations, we may be required to formulate a dividend distribution policy which shall be required to include, among others, details of circumstances under which the shareholders may or may not expect dividend, the financial parameters that shall be considered while declaring dividend, internal and external factors that shall be considered for declaration of dividend, policy as to how the retained earnings will be utilized and parameters that shall be adopted with regard to various classes of shares, as applicable.

Our Company has not declared any dividends during the last three Financial Years. Further, our Company has not declared any dividend in the current Fiscal. There is no guarantee that any dividends will be declared or paid in future. For details in relation to the risk involved, please refer section titled “*Risk Factors*” on Page No. 24 of this Draft Red Herring Prospectus.

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SECTION VI - FINANCIAL INFORMATION
RESTATED FINANCIAL INFORMATION

S. No.	Details	Page Number
1.	Examination Report on Restated Financial Statements	183
2.	Restated Financial Statements	186

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL STATEMENTS OF M/s ARETE 22 LIMITED

The Board of Directors
ARETE 22 LIMITED (Formerly Known as Arete 22 Private Limited).
D1, D2 B Block, Autonagar,
Vishakhapatnam - 530012
Andhra Pradesh

Dear sir,

1. We have examined the attached Restated Statement of Assets and Liabilities of **ARETE 22 LIMITED** (the "Company" or the "Issuer") as at 31st March, 2025, 31st March, 2024, 31st March 2023, the related Restated Statement of Profit & Loss and the Restated Cash Flow Statement for the year ended 31st March, 2025, 31st March, 2024 and 31st March 2023, the Summary Statement of Significant Accounting Policies, and other explanatory information annexed to this report for the purpose of inclusion in the offer document prepared by the Company (collectively the "**Restated Summary Statements**" or "**Restated Financial Statements**"). These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company in connection with the Initial Public Offering (IPO) in Emerge Platform of National Stock Exchange of India Limited (the "NSE") (the "Stock Exchange"),.

2. These Restated Summary Statements have been prepared in accordance with the requirements of:

- (i) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
- (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
- (iii) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

3. The Restated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the year ended 31st March, 2025, year ended 31st March, 2024 and 31st March 2023 which has been approved by the Board of Directors.

4. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchanges and Registrar of Companies, in connection with the proposed IPO. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in the Significant Accounting Policies and Notes to Accounts as set out in Restated Financial Information. The Board of Directors of the Company's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the company complies with the Act, ICDR Regulations and the Guidance Note.

5. We have examined such Restated Financial Statements taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter;
- 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 Statement; and,

- d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

In accordance with the requirements of Part I of Chapter III of Act including rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

(i) The “**Statement of Assets and Liabilities as Restated**” as set out in this report, of the company as at 31st March, 2025, 31st March, 2024 and 31st March 2023 are prepared by the Company and approved by the Board of Directors. These Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the financial statements of the company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in this Report.

(ii) The “**Statement of Profit and Loss as Restated**” as set out in this report, of the Company for year ended 31st March, 2025, 31st March, 2024 and 31st March 2023 are prepared by the Company and approved by the Board of Directors. These Restated Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the financial statements of the company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in this Report.

(iii) The “**Statement of Cash Flow as Restated**” as set out in this report, of the Company for year ended 31st March, 2025, 31st March 2024 and 31st March 2023 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in this Report.

a) Based on the above, we are of the opinion that the Restated Financial Statements have been made after incorporating:

b) Adjustments for the changes in accounting policies retrospectively in respective financial year to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any.

c) Adjustments for prior period and other material amounts in the respective financial years to which they relate and there are no qualifications which require adjustments.

d) There are no extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments except as disclosed in the notes to accounts.

e) There were no qualifications in the Audit Reports issued by the Statutory Auditors for the year ended 31st March, 2025, 31st March, 2024 and 31st March 2023, which would require adjustments in this Restated Financial Statements of the Company.

f) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in this report.

(f) The Company has not paid any dividend since its incorporation.

6. The preparation and presentation of the Restated Financial Statements referred to above are based on the Audited financial statements of the Company as per Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India for the year ended 31st March, 2025 are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
7. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
8. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
9. In our opinion, the above financial information contained in Annexure of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.
10. Statutory Audit for the year ended 31st March, 2025 and for the year ended 31st March, 2024 was conducted by us and for the year ended 31st March 2023 was conducted by Sadashiv Prasad & Co and accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them and no routine audit has been carried out by us.
11. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For AAAJ & ASSOCIATES
Chartered Accountants
Firm Registration No. 322455E

Sd/-

CA NIRAJ AGARWAL
Partner

Membership No: 301680

Place: Visakhapatnam

Dated: 1st September, 2025

UDIN: 25301680BMNWVP8193

ARETE 22 LIMITED
(Formerly Known as "ARETE 22 PRIVATE LIMITED")
CIN : U34300AP2021PLC117329

Annexure II- Restated Statement of Profit and Loss

(Amount in INR lakhs, unless otherwise stated)

Particulars	Note No.	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Income				
Revenue from operations	19	21,239.27	11,246.25	25.54
Other Income	20	108.01	36.60	-
Total Income		21,347.28	11,282.85	25.54
Expenses				
Purchase of Stock In Trade		147.04	310.25	-
Cost of Material Consumed	21	16,039.09	9,329.09	630.74
Changes in Inventories of Finished Goods & Work in Progress	22	(1,346.90)	(1,546.20)	(594.39)
Employee Benefit Expenses	23	1,826.48	1,013.73	33.93
Finance Costs	24	980.66	682.92	20.87
Depreciation & Amortization Expenses	25	357.30	304.53	34.02
Other Expenses	26	1,183.81	755.16	30.74
Total Expenses		19,187.47	10,849.47	155.90
Profit / Loss before Exceptional and Extraordinary Item and Tax		2,159.81	433.38	(130.36)
Exceptional Item		-	-	-
Profit / (Loss) before Extraordinary Item and Tax		2,159.81	433.38	(130.36)
Extraordinary Item		-	-	-
Profit / (Loss) before Tax		2,159.81	433.38	(130.36)
Tax Expenses:				
- Current tax		85.34	-	-
- Deferred tax		175.77	102.02	(54.41)
- Income tax for earlier years		-	-	-
Total Tax Expenses		261.11	102.02	(54.41)
Profit/ (loss) for the year from continuing operations		1,898.69	331.36	(75.96)

EARNING PER EQUITY SHARE

Basic and Diluted	27	23.10	6.63	(1.64)
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The above statement should be read with Basis of Preparation, Significant Accounting Policies in Annexure IV and Notes to Restated Financial Information appearing in Annexure V.

This is the Restated Statement of Assets and Liabilities referred to in our report of even date.

For
A A A J & Associates
Chartered Accountants
FRN No. : 322455E

Sd/-
CA Niraj Agarwal
Partner
Membership No. : 301680

Place : Visakhapatnam
Date : 1st Day of September, 2025
UDIN: 25301680BMNWVP8193

For and on behalf of the Board of Directors

Sd/-
Abhishek Gupta
Managing Director
DIN 00671043

Sd/-
Konica Gupta
Whole Time Director
DIN 03570218

Sd/-
Botu Srinivasa Rao
Chief Financial Officer

Sd/-
Jyoti Kumari Mishra
Company Secretary

ARETE 22 LIMITED
(Formerly Known as "ARETE 22 PRIVATE LIMITED")
CIN : U34300AP2021PLC117329
Annexure III- Restated Statement of Cash Flows

(Amount in INR lakhs, unless otherwise stated)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
(A) Cash Flow From Operating Activities			
Net Profit/(Loss) before tax	2,159.81	433.38	(130.36)
Adjustments for:			
Depreciation & Amortization Expenses	357.30	304.53	34.02
Interest Income	(31.76)	(0.03)	-
Finance Costs	980.66	682.92	20.87
Liability Written Back	(27.00)	(12.89)	-
Provision for Gratuity	10.74	5.03	3.61
Operating Profit before Working Capital Changes	3,449.75	1,412.94	(71.86)
Adjustments for:			
(Increase) / Decrease in Inventories	(1,796.80)	(1,672.86)	(834.55)
(Increase) / Decrease in Trade Receivables	(1,076.87)	21.76	(22.32)
(Increase) / Decrease in Other Non-Current Asset	(137.94)	(5.35)	252.80
(Increase) / Decrease in Short Term Loans and Advances	(2,010.95)	(84.74)	(642.43)
(Increase) / Decrease in Long term Loan and Advances	492.83	(795.03)	-
(Increase) / Decrease in Other Current Assets	(814.19)	(0.61)	-
Increase / (Decrease) in Trade Payables	854.39	1,061.08	163.37
Increase / (Decrease) in Other Current Liabilities	(166.83)	556.96	107.48
Cash generated from operations	(1,206.61)	494.15	(1,047.50)
Income Taxes (Paid)/ Refund Received	24.95	-	-
Net cash (used in) / generated from operating activities	(1,231.56)	494.15	(1,047.50)
(B) Cash Flow from Investing Activities			
Purchase of Property, Plant and Equipments & Capital Work-in-Progress	(8,783.87)	(3,378.72)	(3,661.53)
Purchase of Intangible Assets	(0.66)	(12.51)	-
Interest Received	31.76	0.03	-
Net Cash (used in) / generated from Investing Activities	(8,752.77)	(3,391.20)	(3,661.53)
(C) Cash Flow from Financing Activities			
Proceeds / (Repayment) from Long Term Borrowings	2,083.16	4,494.08	523.56
Proceeds / (Repayment) of Short Term Borrowings	9,808.04	(865.35)	4,072.73
Proceeds Form Issue of Equity Shares	500.40	-	92.90
Redemption of Preference Shares	(500.00)	-	-
Finance Cost	(980.66)	(682.92)	(20.87)
Net Cash (used in) / generated from Financing Activities	10,910.94	2,945.81	4,668.32
Net Increase/(Decrease) in Cash and Bank Balances [A + B + C]	926.61	48.76	(40.71)
Cash and Bank Balances at the Beginning of the Year	49.76	1.00	41.71
Cash and Bank Balances at the End of the Year	976.37	49.76	1.00

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard- 3 on 'Cash Flow Statement' notified by the Companies (Accounting Standards) Rules, 2006.
- Figures in brackets indicate cash outflows.

Components of Cash and Bank Balances :

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
i) Cash and Cash Equivalents:			
Balances with Banks:			
- In Current Accounts	4.80	-	0.95
- In Overdraft Accounts	-	-	0.05
- In Cash Credit Accounts	1.09	-	-
ii) Other Bank Balances			
Letter of Credit Margin Money	970.48	49.76	-
TOTAL	976.37	49.76	1.00

For
A A A J & Associates
Chartered Accountants
FRN No. : 322455E

Sd/-
CA Niraj Agarwal
Partner
Membership No. : 301680

Place : Visakhapatnam
Date : 1st Day of September, 2025
UDIN: 25301680BMNWVP8193

For and on behalf of the Board of Directors

Sd/-
Abhishek Gupta
Managing Director
DIN 00671043

Sd/-
Konica Gupta
Whole Time Director
DIN 03570218

Sd/-
Botu Srinivasa Rao
Chief Financial Officer

Sd/-
Jyoti Kumari Mishra
Company Secretary

ARETE 22 LIMITED**(Formerly Known as "ARETE 22 PRIVATE LIMITED")****CIN: U34300AP2021PLC117329****Annexure IV- Significant Accounting Policies****Note 1.1 Company Information**

The Company was incorporated on February 09, 2021 as 'Arete 22 Private Limited', a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated February 09, 2021, issued by the Registrar of Companies, Andhra Pradesh. The Company was converted from a private limited company to a public limited company pursuant to board resolution dated October 01, 2024 and special resolution passed by the Shareholders at the EGM dated October 23, 2024. Consequently, the name of our Company was changed from 'Arete 22 Private Limited' to 'Arete 22 Limited'. The company is mainly engaged in the business of Manufacturing of Wheels, Auto Components, Defense and Aerospace components, castings, forgings, machining of ferrous and non ferrous material, plastic injection components, fabrication, testing etc.

Note 1.2 Basis of Preparation

(a) These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, as applicable read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value and on going concern concept.

(b) The Financial statements are presented in Indian Rupee (Rs.) & all the amounts included in the financial statements have been rounded off to the nearest Lakhs upto two decimals, as required by General instructions for preparation of Financial Statements in Division I of Schedule III of the Companies Act, 2013, except number of shares, face value of shares, earning per shares, or wherever otherwise stated. Wherever the amount represented Rs '0.00' construes value less than Rupees Five Hundred.

Note 1.3 Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires management to make 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. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Difference between the actual results and estimates are recognised in the period in which the results are known materialized.

Note 1.4 Classification of Assets and Liabilities

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of manufacturing activity and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle for the purpose of current – non current classification of assets and liabilities as 12 months for its products.

All assets and liabilities are classified into current and non-current.

a) An asset shall be classified as current when it satisfies any of the following criteria:

- It is expected to be realized in, or is intended for sale or consumption in, normal operating cycle of the company;
- It is held primarily for the purpose of being traded;
- It is expected to be realized within twelve months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

b) Current assets include the current portion of non-current assets.

c) All assets other than current assets shall be classified as non-current.

d) A liability shall be classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the normal operating cycle of the company;
- It is held primarily for the purpose of being traded;

- It is due to be settled within twelve months after the reporting date; or
- The company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

e) Current liabilities include current portion of non-current liabilities.

f) All liabilities other than current liabilities shall be classified as non-current.

Note 1.5 Going Concern Accounting Assumption:

The enterprise is normally viewed as a going concern, that is, as continuing in operation for the foreseeable future. It is assumed that the enterprise has neither the intention nor the necessity of liquidation or of curtailing materially the scale of the operations.

Note 1.6 Property, Plant and Equipment

"Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of property, plant and equipment comprises: (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management; (c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other cost directly attributable to bringing the item to working condition for its intended use.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal and retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset is recognized in Statement of profit and loss.

Subsequent cost

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other subsequent cost are charged to Statement of profit and loss at the time of incurrence.

Note 1.7 Intangible Assets:

Intangible Asset is carried in the books, if it is an identifiable non-monetary asset, without physical substance, held for use in the production or supply of goods or services, for rental to others, or for administrative purposes.

"An intangible asset is recognized if, and only if:

- a) It is probable that the future economic benefits that are attributed to the asset will flow to the company; and
- b) cost of the asset can be measured reliably."

Note 1.8 Depreciation Policy:

Depreciation is provided on a pro-rata basis on the straight-line method based on estimated useful life prescribed in Part - C under Schedule II to the Companies Act, 2013. The estimated useful life of assets is as follows:

Sl No.	Type of Asset	Life of Asset
i.	Buildings	30 Years
ii.	Plant and Machineries	15 Years
iii.	Borewell	25 Years
iv.	Electrical Equipments and installation	10 Years
v.	Pollution Control Equipments	10 Years
vi.	Supporting Equipments and Accessories	15 Years
vii.	Solar Power Project	30 Years
viii.	Lab Testing Equipments	10 Years
ix.	Tools and Equipment	5 Years

x.	Computers & Printers	3 Years
xi.	Vehicles	8 Years
xii.	Furniture and Fittings	10 Years
xiii.	Office Equipments	5 Years
xiv.	Intangible Assets	3 Years

The residual value shall not be higher than that prescribed in Part C of Second Schedule.

Note 1.9 Impairment of Assets:

At each reporting date, the Company reviews the carrying amounts of its assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units ('CGU').

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount.

Impairment losses are recognized in the Statement of profit and loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to reduce the carrying amounts of the other assets in the CGU on a pro-rata basis.

For other assets, an impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Note 1.10 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 investments. 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, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

Note 1.11 Retirement and other employee benefits

Short term Employment benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Post Employment Benefits

Defined Contribution Plan

Retirement benefits in the form of contribution to Provident fund are defined contribution plans. The contributions are charged to the statement of profit and loss as and when due monthly and are paid to the Government administered Provident Fund towards which the Company has no further obligation beyond its monthly contribution. Superannuation benefit scheme is not existing in the Company.

Defined benefit plans:

The Company operates defined benefit plan viz., gratuity. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out for the plan using the projected unit credit method.

Defined benefit costs are comprised of:

- a) service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);

b) Net interest expense or income; and

c) Re-measurement.

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs. Re-measurement of net defined benefit liability/asset pertaining to gratuity comprise actuarial gains/ losses (i.e. changes in the present value resulting from experience adjustments and effects of changes in actuarial assumptions) and is reflected immediately in the balance sheet with a charge or credit recognised in Statement of Profit & Loss in the period in which they occur.

Note 1.12 Foreign Currency Transactions:

Foreign currency transactions and balances:

(i) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

(iii) Exchange differences

The company accounts for exchange differences arising on translation/ settlement of foreign currency monetary items. The exchange differences are recognized as income or as expenses in the period in which they arise.

Note 1.13 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 recognition criteria must also be met before revenue is recognized:

Sale of Goods:

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods.

Income from Services:

Revenue from service contracts is recognised on rendering of service to customers.

Interest:

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Note 1.14 Provision and Contingent Liabilities:

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation' A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provisions or disclosure is made.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable than an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

Note 1.15 Inventories

Raw Materials & Store Materials: Inventories are valued at lower of cost and net realisable value. However, materials and other items held for used in the production of inventories are not written down below cost, if the finished products in which they will be incorporated or expected to be sold at or above cost. The cost is determined on the basis of FIFO method.

Finished goods & Stock in process: Inventories are valued at cost or at the net realisable value, whichever is lower. Finished Goods includes cost of purchase of raw materials and conversion thereof, including the cost incurred in the normal course of business in bringing the inventories up to the present location & condition. Traded Goods includes purchase price and other cost incurred for bringing the inventories to their present location and condition.

Note 1.16 Income Taxes:**Current Tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any relating to income taxes. It is measured using tax rates enacted for the relevant reporting period. It is determined as the amount of tax payable under the provisions of Income Tax Act, 1961, in respect of taxable income for the year.

Deferred Tax:

Deferred Tax is recognized, subject to the consideration of prudence, 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 using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws.

Deferred tax assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Note 1.17 Earnings per share:

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity share holder, by weighted average number of equity share outstanding during the period.

Diluted earnings per share is computed by dividing the net profit or loss attributable to equity share holder by weighted average number of equity and equivalent diluted equity share outstanding during the year except where the result would be antidilutive.

Note 1.18 Cash and Bank Balances

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

Other Bank Balances includes Letter of Credit Margin money which are neither in the nature of demand deposits, nor readily available for use by the Company.

Note 1.19 Borrowing cost

Borrowing Cost directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the Asset. All other borrowing cost are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Note 1.20 Government Grants and Subsidies:

Grants and subsidies from the government are recognized when there is reasonable assurance that:

- (i) the company will comply with the conditions attached to them, and
- (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is shown as a deduction from the gross value of the asset concerned in arriving at its book value. The grant is thus recognised in the profit and loss statement over the useful life of a depreciable asset by way of a reduced depreciation charge. Where the grant equals the whole, or virtually the whole, of the cost of the asset, the asset is shown in the balance sheet at a nominal value.

(Amount in INR lakhs, unless otherwise stated)

Note 1 SHARE CAPITAL

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Authorised Share Capital			
i) Equity Shares			
2,40,00,000 (March 31, 2024: 50,00,000; March 31, 2023: 50,00,000) Equity Shares of INR 10/- each	2,400.00	500.00	500.00
ii) Preference Shares			
Nil (March 31, 2024: 50,00,000; March 31, 2023: 50,00,000) Preference Shares of INR 10/- each	-	500.00	500.00
Issued, Subscribed and Fully Paid up Share Capital			
i) Equity Shares			
1,00,02,999 (March 31, 2024: 49,99,000; March 31, 2023: 49,99,000) Equity Shares of INR 10/- each	1,000.30	499.90	499.90
ii) Preference Shares			
Nil (March 31, 2024: 50,00,000; March 31, 2023: 50,00,000) Preference Shares of INR 10/- each	-	500.00	500.00

a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31st March, 2025	
	No. of Shares	Amount
Equity Shares		
Outstanding at the Beginning of the Year	49,99,000	499.90
Add: Issued During the Year	50,03,999	500.40
Outstanding at the End of the Year	(A) 1,00,02,999	1,000.30
Preference Shares		
Outstanding at the Beginning of the Year	50,00,000	500.00
Less: Redemption During the Year	(50,00,000)	(500.00)
Outstanding at the End of the Year	(B) -	-
	[A + B]	1,00,02,999 1,000.30

Particulars	As at 31st March, 2024	
	No. of Shares	Amount
Equity Shares		
Outstanding at the Beginning of the Year	49,99,000	499.90
Add: Issued During the Year	-	-
Outstanding at the End of the Year	(A) 49,99,000	499.90
Preference Shares		
Outstanding at the Beginning of the Year	50,00,000	500.00
Add: Issued During the Year	-	-
Outstanding at the End of the Year	(B) 50,00,000	500.00
	[A + B]	99,99,000 999.90

Particulars	As at 31st March, 2023	
	No. of Shares	Amount
Equity Shares		
Outstanding at the Beginning of the Year	40,70,000	407.00
Add: Issued During the Year	9,29,000	92.90
Outstanding at the End of the Year	(A) 49,99,000	499.90
Preference Shares		
Outstanding at the Beginning of the Year	50,00,000	500.00
Add: Issued During the Year	-	-
Outstanding at the End of the Year	(B) 50,00,000	500.00
	[A + B]	99,99,000 999.90

b) Changes in Authorised Share Capital

- i) The Board of Directors of the Company in the Board meeting dated June 26, 2024 and Shareholders of the company in the Extra Ordinary General Meeting dated July 22, 2024 have approved the increase of Authorized Share Capital of the Company from existing Rs. 500.00 Lakhs divided into 50,00,000 equity shares of Rs. 10/- each to Rs. 1,100.00 Lakhs divided into 1,10,00,000 equity shares Rs. 10/- each ranking pari passu in all respect with the existing equity shares of the Company as per the Memorandum and Articles of Association of the Company.
- ii) The Board of Directors of the Company in the Board meeting dated September 02, 2024 and Shareholders of the company in the Extra Ordinary General Meeting dated September 30, 2024 have approved the reclassification of Authorized Share Capital of the Company from existing Rs. 1,600.00 Lakhs divided into 50,00,000 Non-cumulative Redeemable Preference Shares of Rs. 10/- each and 1,10,00,000 Equity Shares of Rs. 10/- each to Rs. 1,600.00 lakhs divided into 1,60,00,000 Equity Shares of Rs.10/- each as per the Memorandum and Articles of Association of the Company.
- iii) The Board of Directors of the Company in the Board meeting dated March 03, 2025 and Shareholders of the company in the Extra Ordinary General Meeting dated March 27, 2025 have approved the increase of Authorized Share Capital of the Company from existing Rs. 1,600.00 Lakhs divided into 1,60,00,000 equity shares of Rs. 10/- each to Rs. 2,400.00 Lakhs divided into 2,40,00,000 equity shares Rs. 10/- each ranking pari passu in all respect with the existing equity shares of the Company as per the Memorandum and Articles of Association of the Company.

(Amount in INR lakhs, unless otherwise stated)

c) Changes in Issued, Subscribed and Fully Paid up Share Capital

- i) Pursuant to approval of the Board of Directors in their meeting held on June 02, 2022 regarding the offer for right issue of share, the Board of Directors of the Company in their meeting dated July 07, 2022 have issued and allotted 2,80,000 equity shares of Rs.10/-each out of which Pentafour Exim Marketing Pvt. Ltd. was allotted 1,80,000 equity shares of Rs. 10/-each and Binoy Poddar was allotted 1,00,000 equity shares of Rs. 10/- each, taking into consideration the rights renounced by them and letter of acceptance received from the renounee, and shall rank pari passu with the existing shares of the company.
- ii) Pursuant to approval of the Board of Directors in their meeting held on August 01, 2022 regarding the offer for right issue of share, the Board of Directors of the Company in their meeting dated September 09, 2022 have issued and allotted 6,49,000 equity shares of Rs.10/-each out of which Pentafour Exim Marketing Pvt. Ltd. was allotted 4,10,000 equity shares of Rs. 10/-each, Binoy Poddar was allotted 1,50,000 equity shares of Rs. 10/- each, and Pawan Kumar Gupta 89,000 equity shares of Rs. 10/- each taking into consideration the rights renounced by them and letter of acceptance received from the renounee, and shall rank pari passu with the existing shares of the company.
- iii) Pursuant to the approval of shareholders of the company in the Extra Ordinary General Meeting dated June 26, 2024, the Board of Directors of the Company in the Board meeting dated August 9, 2024 have issued and allotted 50,03,999 equity shares of Rs.10/-each in the proportion of 1001 fully paid-up Equity Shares for every 1000 Equity-Share of the Company, held by existing shareholders of the company.
- iv) Pursuant to provisions of section 55 of companies Act, 2013, the Board of Directors of the Company in the Board meeting dated August 13, 2024 have redeemed 50,00,000 Non Cumulative Redeemable Preference shares of Rs.10/-each at par out of proceeds of fresh issue of 50,03,999 equity shares of Rs. 10/- each.

d) Terms/rights attached to equity shares

The company has one class of equity shares having a par value of Rs.10/- each. Each holder of equity shares is entitled to one vote per share. The Dividend proposed by the Board of Directors is subject to the approval of the Shareholder in the ensuing Annual General Meeting except in case of interim dividend.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

e) Details of Equity Shareholders holding more than 5 percent of equity shares in the Company:

Name of the shareholder	As at 31st March, 2025		As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	Holding	No. of Shares	Holding	No. of Shares	Holding
Abhishek Gupta	30,81,540	30.81%	15,40,000	30.81%	15,39,991	30.81%
Konica Gupta	16,20,810	16.20%	8,10,000	16.20%	8,09,995	16.20%
Pawan Kumar Gupta	18,18,694	18.18%	6,94,000	13.88%	89,000	1.78%
Naveen Gupta	19,91,210	19.91%	12,10,000	24.20%	-	-
Abhishek Gupta HUF	5,90,295	5.90%	2,95,000	5.90%	2,95,000	5.90%
Pentafour Exim & Marketing Pvt. Ltd.	-	-	-	-	5,90,000	11.80%
Ravindra saraff	-	-	-	-	2,50,000	5.00%
Belur Properties (P) Limited	-	-	-	-	2,50,000	5.00%
Binoy Poddar	-	-	-	-	2,50,000	5.00%

f) Details of Preference Shareholders holding more than 5% of the preference shares in the company:

Name of the shareholder	As at 31st March, 2025		As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	Holding	No. of Shares	Holding	No. of Shares	Holding
Seema Jindal	-	-	9,50,000	19.00%	9,50,000	19.00%
Dadji Tie-Up Private Limited	-	-	8,85,000	17.70%	8,85,000	17.70%
Shivsubh Marketing Pvt. Ltd	-	-	5,00,000	10.00%	5,00,000	10.00%
Rashi Gupta	-	-	4,00,000	8.00%	4,00,000	8.00%
Rivergove Realestate (P) Ltd	-	-	4,00,000	8.00%	4,00,000	8.00%
Snowline Builders (P) Ltd	-	-	3,00,000	6.00%	3,00,000	6.00%

g) Details of Equity Shares held by each promoter and their percentage of shareholding

Promoter Name	As at 31st March, 2025		
	No. of Shares	Holding	Changes in Shareholding
Abhishek Gupta	30,81,540	30.81%	0.00%
Konica Gupta	16,20,810	16.20%	0.00%
Pawan Kumar Gupta	18,18,694	18.18%	4.30%
Naveen Gupta	19,91,210	19.91%	-4.30%
Abhishek Gupta HUF	5,90,295	5.90%	0.00%
Pawan Kumar Gupta M HUF	1,40,100	1.40%	-0.60%
Pawan Kumar Gupta HUF 1	2,00,100	2.00%	0.00%
Pawan Kumar Gupta HUF 2	3,00,150	3.00%	0.00%
Pawan Kumar Gupta HUF 3	2,00,100	2.00%	0.00%

ARETE 22 LIMITED
(Formerly Known as "ARETE 22 PRIVATE LIMITED")
CIN : U34300AP2021PLC117329
Annexure V- Notes to Restated Financial Information(Continued)

(Amount in INR lakhs, unless otherwise stated)

Promoter Name	As at 31st March, 2024		
	No. of Shares	Holding	Changes in Shareholding
Abhishek Gupta	15,40,000	30.81%	0.00018%
Konica Gupta	8,10,000	16.20%	0.00010%
Pawan Kumar Gupta	6,94,000	13.88%	12.10%
Naveen Gupta	12,10,000	24.20%	24.20%
Abhishek Gupta HUF	2,95,000	5.90%	5.90%
Pawan Kumar Gupta M HUF	1,00,000	2.00%	2.00%
Pawan Kumar Gupta HUF 1	1,00,000	2.00%	2.00%
Pawan Kumar Gupta HUF 2	1,50,000	3.00%	3.00%
Pawan Kumar Gupta HUF 3	1,00,000	2.00%	2.00%

Promoter Name	As at 31st March, 2023		
	No. of Shares	Holding	Changes in Shareholding
Abhishek Gupta	15,39,991	30.81%	-
Konica Gupta	8,09,995	16.20%	-
Pawan Kumar Gupta	89,000	1.78%	100.00%

h) The Company during the preceding 5 years –

- Has not allotted shares pursuant to contracts without payment received in cash.
- Has not allotted shares by way of bonus shares.
- Has not bought back any shares.

Note	2 RESERVES AND SURPLUS		As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
	Particulars				
	Surplus in Profit and Loss Account				
	Balance as per the Last Financial Statements		255.22	(76.14)	(0.19)
	Add: Profit / (Loss) for the Year		1,898.69	331.36	(75.96)
	Balance as per End of the Year		2,153.91	255.22	(76.14)
Note	3 LONG TERM BORROWINGS				
	Particulars		As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
	Secured Loan, considered good**				
	A) Term Loan				
	From Bank		8,093.35	5,095.38	2,000.00
	From Other Financial Institutions		1,510.90	1,702.80	1,500.00
	Less: Current Maturity of Long Term Borrowings*		(1,139.44)	(423.97)	(1,597.20)
	B) Vehicle Loan				
	From Bank		27.17	34.02	6.06
	Less: Current Maturity of Long Term Borrowings*		(7.44)	(6.85)	(1.57)
	Total Long-Term Borrowings		8,484.53	6,401.37	1,907.29
	*Disclosed under the head "Short Term Borrowings"				
	**The details of Security and terms of Repayment of the above loans are given in separate Loan schedule attached as part of the Financial Statements.				
	As at 31st th March, 2025, the Register of charges of the company as available in records of Ministry of Corporate Affairs includes charges or satisfaction which has been created against the credit facilities taken from all the Banks and Financial Institutions except Term Loans taken from HDFC Bank amounting to Rs. 5,500.00 lakhs.				
Note	4 DEFERRED TAX LIABILITIES (NET)				
	Particulars		As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
	Deferred Tax Liabilities				
	(i) Depreciation and Amortization Expenses		351.72	161.61	-
		[A]	351.72	161.61	-
	Deferred Tax Asstes				
	(i) Provision for Gratuity		3.32	1.48	-
	(ii) Others		125.01	112.52	-
		[B]	128.33	114.00	-
	Net Deferred Tax Liability	[A - B]	223.39	47.61	-
Note	5 LONG TERM PROVISIONS				
	Particulars		As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
	Provision for Gratuity (Refer Note 29)		19.31	8.61	3.59
	Total Long-Term Provisions		19.31	8.61	3.59
Note	6 SHORT TERM BORROWINGS				
	Particulars		As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
	(Secured, considered good)				
	From Bank				
	- Cash Credit Accounts		4,661.12	1,062.18	1,007.60
	- Buyers Credit		3,222.10	-	-
	Current Maturity of Long Term Borrowings		1,146.88	430.82	1,598.77
		[A]	9,030.10	1,493.00	2,606.37
	(Unsecured, considered good)				
	From Related Parties		3,709.66	1,444.63	1,397.61
	From Others		275.66	269.75	68.75
		[B]	3,985.32	1,714.38	1,466.36
	Total Short-Term Borrowings	[A + B]	13,015.41	3,207.38	4,072.73
	The loan schedules for the above mentioned loan is attached herewith in the Loan Schedule				
Note	7 CURRENT LIABILITIES - TRADE PAYABLES				
	Particulars		As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
	For Goods				
	(i) total outstanding dues of micro enterprises and small enterprises; and		159.71	167.38	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises*				
	- Related parties		33.87	13.14	29.51
	- Others		803.10	520.61	160.13
		[A]	996.68	701.13	189.64
	For Expenses				
	(i) total outstanding dues of micro enterprises and small enterprises; and		88.97	67.22	10.43
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises				
	- Related parties		686.97	190.16	-
	- Others		477.73	464.45	174.70
		[B]	1,253.67	721.83	185.13
	Total Trade Payables	[A + B]	2,250.35	1,422.96	374.77

*The amount includes Rs. 14.69 payable to M/s Prism Surface Coatings Pvt. Ltd. in the Financial Year 2024-25, the said figure is pending due to the poor quality of Machinery supplied by them. M/s Prism Surface Coatings Pvt. Ltd. has filed a commercial dispute for recovery of money/dues against the Company in Territorial Jurisdiction of the Competent Court of Bengaluru Rural.

The trade payables ageing schedule for the period March 31, 2025 is as follows

Particulars	Not due for payment	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 year	2-3 year	More than 3 Year	
MSME*	-	248.68	-	-	-	248.68
Others	-	1,915.15	54.28	17.55	-	1,986.98
Disputed dues - MSME*	-	-	-	-	-	-
Disputed dues - Others	-	14.69	-	-	-	14.69

The trade payables ageing schedule for the year March 31, 2024 is as follows

Particulars	Not due for payment	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 year	2-3 year	More than 3 Year	
MSME*	-	234.60	-	-	-	234.60
Related Party and Others	-	1,145.75	42.09	0.52	-	1,188.36
Disputed dues - MSME*	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-

The trade payables ageing schedule for the year March 31, 2023 is as follows

Particulars	Not due for payment	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 year	2-3 year	More than 3 Year	
MSME*	-	10.43	-	-	-	10.43
Related party and Others	-	363.56	0.78	-	-	364.34
Disputed dues - MSME*	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

Amount due to micro and small enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the Company.

Disclosure as required under the Micro, Small and Medium Enterprises Development Act, 2006, to the extent ascertained, and as per notification number GSR 679 (E) dated 4th September, 2015

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
(a) Principal amount remaining unpaid to any supplier at the end of each accounting year:	248.68	234.60	10.43
(b) Interest due thereon remaining unpaid to supplier at the end of each accounting year	2.36	-	-
Total	251.04	234.60	10.43
(c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-	-
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-	-
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-	-
(f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-	-

Note 8 OTHER CURRENT LIABILITIES

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Statutory Liabilities			
-Provident Fund Payable	12.45	3.66	2.07
-Employee State Insurance Payable	0.31	0.14	0.15
-Professional Tax Payable	0.37	-	-
-Labour Welfare Fund Payable	0.02	-	-
-Tax Deducted at Source Payable	30.79	15.54	9.15
-Tax Collected at Source Payable	0.06	-	-
-Goods and Service Tax	190.44	2.63	-
Audit Fees Payable	3.00	1.50	0.59
Employee Benefits Payable	112.49	74.69	31.17
Liability for Expenses	137.72	97.23	30.29
Advance from Customers	26.48	485.60	50.59
Total Other Current Liabilities	514.15	680.97	124.01

Note 9 SHORT TERM PROVISIONS

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Provision for Employee Benefits			
Provision for Gratuity (Refer Note 29)	0.07	0.03	0.02
Provision of Income Tax (Net of TDS FY 24-25: 24.95 lakhs, FY 23-24:Nil & FY 22-23:Nil)	60.39	-	-
Total Short-Term Provisions	60.46	0.03	0.02

Note 11 DEFERRED TAX ASSETS (Net)

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Deferred Tax Liabilities			
(i) Depreciation and Amortization Expenses	-	-	82.18
	(A)	-	82.18
Deferred Tax Assets			
(i) Provision for Gratuity	-	-	0.62
(ii) Others	-	-	135.97
	(B)	-	136.59
Total Deferred Tax Assets (Net)	(B - A)	-	54.41

Note 12 LONG-TERM LOANS & ADVANCES

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
<i>(Unsecured, Considered good)</i>			
Capital Advances	302.20	795.03	-
Total Long-Term Loans & Advances	302.20	795.03	-

Note 13 OTHER NON CURRENT ASSETS

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Security Deposits	186.22	48.27	42.93
Total Other Non Current Assets	186.22	48.27	42.93

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(Amount in INR lakhs, unless otherwise stated)

Note 10. PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS

A) PROPERTY, PLANT AND EQUIPMENTS

i) For the year ending as at 31st March 2025

DESCRIPTION	Gross Block			Depreciation			Net Block	
	Balance as at 1st April 2024	Additions during the year	Subsidiy Adjustments during the year*	Balance as at 31st March 2025	Depreciation charged for the year	Deductions during the year	Balance as at 31st March 2025	Balance as at 31st March 2024
Particulars								
Lease Hold Land	528.00	-	76.65	451.35	-	-	451.35	528.00
Building	638.54	139.72	221.02	577.24	13.72	-	34.09	618.17
Plant & Machinery	4,015.59	9,973.06	485.33	13,503.32	287.68	-	568.71	12,934.61
Borewell	-	4.34	-	4.34	0.16	-	0.24	4.10
Electrical Installation & Equipment	190.87	760.94	51.12	900.68	21.69	-	37.25	863.43
Computer & Printer	22.31	25.26	1.32	46.25	4.78	-	13.07	33.18
Pollution Control Equipments	-	10.71	-	10.71	0.28	-	0.28	10.43
Supporting Equipments and Accessorie	-	710.53	-	710.53	3.14	-	3.14	707.39
Solar Power Generating System	-	333.54	-	333.54	0.61	-	0.61	332.94
Lab Testing	-	3.21	-	3.21	0.09	-	0.09	3.11
Tools & Equipment	-	655.38	-	655.38	24.54	-	24.54	630.84
Vehicle	40.56	39.08	2.60	77.04	4.32	-	6.66	70.38
Office Equipments	-	1.72	-	1.72	0.00	-	0.00	1.72
Furniture & Fixtures	16.51	7.81	1.46	22.86	1.28	-	2.95	19.91
Total	5,456.71	12,660.96	839.50	17,278.17	353.42	-	691.62	16,586.55

*Refer Note 10.3

ii) For the year ending as at 31st March 2024

DESCRIPTION	Gross Block			Depreciation			Net Block	
	Balance as at 1st April 2023	Additions during the year	Adjustments during the year	Balance as at 31st March 2024	Depreciation charged for the year	Deductions during the year	Balance as at 31st March 2024	Balance as at 31st March 2023
Particulars								
Lease Hold Land	528.00	-	-	528.00	-	-	528.00	528.00
Building	359.08	279.46	-	638.54	19.03	-	20.37	618.17
Plant & Machinery	4,015.58	-	-	4,015.58	257.69	-	287.68	3,727.90
Borewell	-	4.34	-	4.34	0.08	-	0.08	4.26
Electrical Installation & Equipment	190.87	-	-	190.87	19.41	-	21.69	169.18
Computer & Printer	6.70	15.61	-	22.31	4.57	-	4.78	17.53
Vehicle	9.93	30.64	-	40.56	2.20	-	2.34	38.22
Furniture & Fixtures	5.41	11.10	-	16.51	1.22	-	1.28	15.23
Total	5,115.57	341.14	-	5,456.71	304.19	-	338.20	5,118.50

iii) For the year ending as at 31st March 2023

DESCRIPTION	Gross Block			Depreciation			Net Block	
	Balance as at 1st April 2022	Additions during the year	Adjustments during the year	Balance as at 31st March 2023	Depreciation charged for the year	Deductions during the year	Balance as at 31st March 2023	Balance as at 31st March 2022
Particulars								
Lease Hold Land	-	528.00	-	528.00	-	-	528.00	-
Building	-	359.08	-	359.08	1.34	-	1.34	357.74
Plant & Machinery	-	4,015.58	-	4,015.58	29.99	-	29.99	3,985.59
Borewell	-	-	-	-	-	-	-	-
Electrical Installation & Equipment	-	190.87	-	190.87	2.28	-	2.28	188.59
Computer & Printer	-	6.70	-	6.70	0.21	-	0.21	6.50
Vehicle	-	9.93	-	9.93	0.14	-	0.14	9.79
Furniture & Fixtures	-	5.41	-	5.41	0.06	-	0.06	5.35
Total	-	5,115.57	-	5,115.57	34.02	-	34.02	5,081.55

(Amount in INR lakhs, unless otherwise stated)

B) INTANGIBLE ASSETS

i) For the year ending as at 31st March 2025

DESCRIPTION	Gross Block			Depreciation			Net Block	
	Balance as at 1st April 2024	Additions during the year	Adjustments during the year	Balance as at 31st March 2025	Depreciation charged for the year	Deductions during the year	Balance as at 31st March 2025	Balance as at 31st March 2024
Particulars								
Software	12.51	0.66	-	13.17	3.88	-	8.95	12.18
Total	12.51	0.66	-	13.17	3.88	-	8.95	12.18

ii) For the year ending as at 31st March 2024

DESCRIPTION	Gross Block			Depreciation			Net Block	
	Balance as at 1st April, 2023	Additions during the year	Adjustments during the year	Balance as at 31st March 2024	Depreciation charged for the year	Deductions during the year	Balance as at 31st March 2024	Balance as at 31st March 2023
Particulars								
Software	12.51	12.51	-	25.02	0.34	-	24.68	-
Total	12.51	12.51	-	25.02	0.34	-	24.68	-

C) CAPITAL WORK-IN-PROGRESS

i) For the year ending as at 31st March 2025

Particulars	Gross Block			Depreciation			Impairment			Net carrying Balance as at 31st March 2025
	Balance as at 1st April 2024	Additions during the year	Adjustment / Deductions during the year	Balance as at 1st April 2024	Additions during the year	Adjustment / Deductions during the year	Balance as at 1st April 2024	Impairment for the year	Adjustment / Deductions during the year	
Capital work in progress	3,037.59	8,747.47	11,785.05	-	-	-	-	-	-	-
Total	3,037.59	8,747.47	11,785.05	-	-	-	-	-	-	-

Ageing for capital work-in-progress as at March 31, 2025 is as follows:

Particulars	Amount in capital work-in-progress for a period of			Total
	Less than 1 year	1-2 years	More than 3 years	
Projects in progress*	-	-	-	-
Total	-	-	-	-

* The aforementioned Capital Work in Progress (CWIP) pertains to the ongoing expansion projects.

ii) For the year ending as at 31st March 2024

Particulars	Gross Block			Depreciation			Impairment			Net carrying Balance as at 31st March 2024
	Balance as at April 1, 2023	Additions during the year	Adjustment / Deductions during the year	Balance as at April 1, 2023	Additions during the year	Adjustment / Deductions during the year	Balance as at April 1, 2023	Impairment for the year	Adjustment / Deductions during the year	
Capital work in progress	-	3,037.59	-	-	-	-	-	-	-	3,037.59
Total	-	3,037.59	-	-	-	-	-	-	-	3,037.59

Ageing for capital work-in-progress as at March 31, 2024 is as follows:

Particulars	Amount in capital work-in-progress for a period of			Total
	Less than 1 year	1-2 years	More than 3 years	
Projects in progress*	3,037.59	-	-	3,037.59
Total	3,037.59	-	-	3,037.59

* The aforementioned Capital Work in Progress (CWIP) pertains to the ongoing expansion projects.

(Amount in INR Lakhs, unless otherwise stated)

iii) For the year ending as at 31st March 2023

Particulars	Gross Block			Depreciation			Impairment		Net carrying
	Balance as at April 1, 2022	Additions during the year	Adjustment / Deductions during the year	Balance as at March 31, 2023	Additions during the year	Adjustment / Deductions during the year	Balance as at April 1, 2023	Impairment for the year	Balance as at March 31, 2024
Capital work in progress	1,454.04	-	1,454.04	-	-	-	-	-	-
Total	1,454.04	-	1,454.04	-	-	-	-	-	-

Ageing for capital work-in-progress as at March 31, 2023 is as follows:

Particulars	Amount in capital work-in-progress for a period of			Total
	Less than 1 year	1-2 years	More than 3 years	
Projects in progress*	-	-	-	-
Total	-	-	-	-

* The abovementioned Capital Work in Progress (CWIP) pertains to the ongoing expansion projects.

Note 10.1 The title deeds of the above immovable properties (other than properties where the Company is the Lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

Note 10.2 The Company has taken a Land on lease situated at Jakkasandra Industrial Area, Kasaba Hobli, Malur Taluk & Kolar District, Bengaluru from Karnataka Industrial Areas Development Board for 99 years since 14th September, 2021 to 13th September, 2120.

Note 10.3 The Company had applied for the 35% Investment Promotion Subsidy under 2020-25 Industrial Policy on 10th March 2023 and for Capital Subsidy on 21st March 2023 for the manufacture of aluminium alloy wheels for the automotive sector at its manufacturing facility located at Plot No. 3A-3, Jakkasandra Industrial Area, Kasaba Hobli, Malur Taluk, Kolar District.

The applications were approved by the competent authority vide **Sanction Order No. K.L.R/DIC/DD/2020-25-IP/DLC-6/2022-23 dated 23rd March 2023**, and **Sanction Order No. K.L.R/DIC/DD/2020-25-IP/ETP/DLC-6/2022-23 dated 23rd March 2023**. As per the terms of the sanction, the Company is eligible to receive a subsidy equivalent to 2.5% of its annual turnover each financial year, for a period of five years, subject to a maximum subsidy of ₹19,67,86,638 under the '35% Investment Promotion Subsidy under 2020-25 Industrial Policy' and ₹24,69,300(50% of Fixed Asset Investment) under the 'Capital Subsidy Scheme'.

Accordingly, based on the turnover achieved in the financial years 2023-24 and 2024-25, the Company has recognised a subsidy amounting to ₹8,14,80,322.39 under the '35% Investment Promotion Subsidy under 2020-25 Industrial Policy' and based on the fixed asset investment as on 23rd March 2023, the company has recognised a subsidy amounting to ₹ 24,69,300.00 under the 'Capital Subsidy Scheme' in its books of accounts for the relevant period. These amounts has been accounted for in accordance with Accounting Standard 12 (AS 12) – Accounting for Government Grants, by adjusting the gross value of the related fixed assets, thereby reducing the carrying amount of the respective assets in the year ended March 31, 2025.

Note 14 INVENTORIES			
Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
<i>(As taken, valued and certified by the management)</i>			
<i>At Cost or NRV whichever is lower</i>			
Raw Materials	525.79	129.70	37.34
Stores and Spares	290.93	237.12	202.82
Work-in progress	2,507.68	2,124.08	492.04
Finished Goods	979.81	16.51	102.35
Total Inventories	4,304.21	2,507.41	834.55

Note 15 TRADE RECEIVABLES			
Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
<i>(Unsecured, Considered good)</i>			
(i) Trade receivables - exceeding six months from the date they are due for payment			
- Related parties	-	-	-
- Others	0.66	-	-
	[A]	-	-
(ii) Trade receivables - less than six months from the date they are due for payment			
- Related parties	-	-	-
- Others	1,076.77	0.56	22.32
	[B]	0.56	22.32
Total Trade Receivables	1,077.43	0.56	22.32
	[A + B]		

Note 15.1 The trade receivables ageing schedule for the period March 31, 2025 is as follows

Particulars	Less than 6 months	6 Month to 1 year	1-2 year	2-3 years	More than 3 Years	Total
(i) Undisputed trade receivables – considered good	1,076.77	0.11	0.56	-	-	1,077.44
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

The trade receivables ageing schedule for the period March 31, 2024 is as follows

Particulars	Less than 6 months	6 Month to 1 year	1-2 year	2-3 years	More than 3 Years	Total
(i) Undisputed trade receivables – considered good	0.56	-	-	-	-	0.56
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

The trade receivables ageing schedule for the period March 31, 2023 is as follows

Particulars	Less than 6 months	6 Month to 1 year	1-2 year	2-3 years	More than 3 Years	Total
(i) Undisputed trade receivables – considered good	22.32	-	-	-	-	22.32
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

Note 16 CASH AND BANK BALANCES			
Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
i) Cash and Cash equivalents:			
Balances with Banks			
- In Current Accounts	4.80	-	0.95
- In Overdraft Accounts	-	-	0.05
- In Cash Credit Accounts	1.09	-	-
ii) Other bank balances			
Letter of Credit Margin Money	970.48	49.76	-
Total Cash And Bank Balances	976.37	49.76	1.00

Note 17 SHORT-TERM LOANS & ADVANCES			
Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Other Advances (Unsecured, considered good)			
- Staff	3.50	0.16	-
- Suppliers	2,702.32	1,281.22	543.73
Balance with Government Authorities	748.53	157.52	823.96
TDS Receivable	-	8.90	1.23
Prepaid Expenses	10.74	6.34	0.48
Total Short-Term Loans & Advances	3,465.09	1,454.14	1,369.40

Note 18 OTHER CURRENT ASSETS			
Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Subsidy Receivable*	814.80	-	-
Custom Duty Receivable	-	0.61	-
Total Other Current Assets	814.80	0.61	-

*Refer Note 10.3

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Note 19 REVENUE FROM OPERATIONS

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Manufactured Goods - Alloy Wheels	20,567.37	10,865.69	25.54
Traded Goods - Consumables & Raw Materials	153.45	315.41	-
Sale of Scrap	518.45	65.15	-
Total Revenue From Operations	21,239.27	11,246.25	25.54

Note 20 OTHER INCOME

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Foreign Exchange Gain	49.25	8.37	-
Interest Income	31.76	-	-
Interest on Income Tax Refund	-	0.03	-
Liability Written Back	27.00	12.89	-
Insurance Claim	-	15.31	-
Total Other Income	108.01	36.60	-

Note 21 COST OF MATERIAL CONSUMED

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Raw Material			
Add: Opening	129.70	37.33	-
Add: Purchase of Raw Materials	13,321.90	7,125.27	584.53
Less: Closing	525.79	129.70	37.34
Cost of Raw Material Consumed	12,925.81	7,032.90	547.19
Stores & Spares			
Add: Opening	237.12	202.82	-
Add: Purchases of Consumables	3,167.09	2,330.49	286.37
Less: Closing	290.93	237.12	202.82
Cost of Stores & Spares Consumed	3,113.28	2,296.19	83.55
Total Cost Of Material Consumed	16,039.09	9,329.09	630.74

Note 22 CHANGES IN INVENTORIES OF FINISHED GOODS & WORK IN PROGRESS

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Opening Stock			
Finished Goods	16.51	102.35	-
Work in Progress	2,124.08	492.04	-
(A)	2,140.59	594.39	-
Closing Stock			
Finished Goods	979.81	16.51	102.35
Work in Progress	2,507.68	2,124.08	492.04
(B)	3,487.49	2,140.59	594.39
Total Changes In Inventories Of Finished Goods & Work In Progress (A + B)	(1,346.90)	(1,546.20)	(594.39)

Note 23 EMPLOYEE BENEFIT EXPENSES

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Salaries, Wages & Bonus	1,736.86	958.65	28.87
Contribution to Provident and other funds	26.83	19.09	1.45
Gratuity Expenses	10.74	5.03	3.61
Staff Welfare Expenses	52.05	30.97	-
Total Employee Benefit Expenses	1,826.48	1,013.73	33.93

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Note 24 FINANCE COSTS

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Interest to Banks and Other Financial Institutions	557.69	405.94	13.30
Interest to Others	110.51	108.00	7.55
Other Borrowing Costs	312.46	168.98	0.02
Total Finance Costs	980.66	682.92	20.87

Note 25 DEPRECIATION & AMORTIZATION EXPENSES

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Depreciation on Property, Plant & Equipments	353.42	304.19	34.02
Depreciation on Intangible Assets	3.88	0.34	-
Total Depreciation & Amortization Expenses	357.30	304.53	34.02

Note 26 OTHER EXPENSES

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Auditors' Remuneration (Refer Note-26.1)	3.00	1.50	0.59
Contractual Job Charges	168.91	104.21	-
Security Charges	18.24	14.60	-
Power & Fuel	466.84	401.43	10.33
Filing fees	9.97	6.26	-
Freight Outward	184.53	79.05	-
Interest on Delay Payment of Statutory Dues	3.46	0.17	-
Interest on MSME	2.36	-	-
Office Expense	57.90	31.65	10.65
Professional Fee	18.10	14.77	0.20
Insurance	11.89	5.43	-
Rates & Taxes	1.45	5.41	0.02
Rent			
- Office & Warehouse	18.24	3.77	-
- Machinery & Others	10.86	0.24	-
Sales Promotion	11.51	3.07	-
Statutory Dues Ineligible	3.41	0.60	-
Testing and Inspection	29.20	23.93	-
Repair & Maintenance			
- Factory Building	7.96	-	-
- Plant and Machinery	112.95	30.38	-
- Others	3.53	3.58	0.55
Telephone and Internet Charges	2.58	1.12	0.35
Software Expenses	4.50	0.47	-
Labour Charges	-	-	7.04
Postage & Courier	0.90	-	0.07
Travelling and Accomodation	25.10	20.23	0.90
Miscellaneous Expenses	6.44	3.29	0.03
Total Other Expenses	1,183.81	755.16	30.74

Note 26.1 Auditors' Remuneration

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Statutory Auditors			
- Audit Fees	2.50	1.25	0.59
- Tax Audit Fees	0.50	0.25	-
	3.00	1.50	0.59

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(Amount in INR lakhs, unless otherwise stated)

Note 27 Earnings per share (EPS) as per AS 20

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
Number of equity shares at the beginning of the year	49,99,000	49,99,000	40,70,000
Total number of equity shares outstanding at the end of the year	1,00,02,999	49,99,000	49,99,000
Weighted average number of equity shares outstanding during the year – A	82,20,747	49,99,000	46,38,318
Net profit attributable to equity shareholders for calculation of basic EPS – B <i>(Rs. In lakhs)</i>	1,898.69	331.36	(75.96)
Basic and Diluted EPS (Rs.) (B/A) (Based on weighted average number of shares)	23.10	6.63	-1.64

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(Amount in INR lakhs, unless otherwise stated)

Note 28 Contingent Liabilities and Capital commitments

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
a) Contingent Liabilities			
Outstanding Demand pertaining to Tax Deduction at Source	1.15	-	-
Pending Lawsuit against a Civil Case	49.06	-	-
b) Capital Commitments			
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	-	-
Other commitments relating to settlement of litigation disputes	-	-	-

*M/s Prism Surface Coatings Pvt. Ltd. filed a commercial dispute of recovery of money/dues against the Company in Territorial Jurisdiction of the Competent Court of Bengaluru Rural.

Note 29 Disclosure pursuant to Accounting Standard - 15 'Employee Benefits' as notified u/s 133 of the Companies Act, 2013

Defined Benefit Plan

a) Gratuity Plan

- i) The Normal Retirement Benefit is 15 days salary for every completed year of service.
- ii) The Vesting period on retirement is 5 years and the maximum limit of benefit is upto Rs. 20 lacs.
- iii) The present value of defined obligation and related current cost are measured using the Projected Unit Credit Method with actuarial valuation being

b) Risk Exposure

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

Interest Rates Risk	The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase. Thus the plan exposes the Company to the risk of fall in interest rates. Some times, the fall can be permanent, due to a paradigm shift in interest rate scenarios because of economic or fiscal reasons. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements). Even for funded schemes, a paradigm downward shift in bond yields may affect the reinvestment yields and may increase ultimate costs.
Salary Inflation Risk	The present value of the defined benefit plan is calculated with the assumption of salary escalation rate(SER), which is applied to find the salary of plan participants in future, at the time of separation Higher than expected increases in salary will increase the defined benefit obligation and will have an exponential effect.
Demographic Risk	Demographic assumptions are required to assess the timing and probability of a payment taking place. This is the risk of volatility of results due to unexpected nature of decrements that include mortality, attrition, disability and retirement. The effects of this decrement on the DBO depend upon the combination salary increase, discount rate, and vesting criteria and therefore not very straight forward. It is important not to overstate withdrawal rate because the cost of retirement benefit of a short serving employees will be less compared to long service employees.
Actuarial Risk	It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons: Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected. Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate. Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.
Liquidity Risk	Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the company there can be strain on the cash flows.
Asset Liability Mismatch:	This will come into play unless the funds are invested with a term of the assets replicating the term of the liability.
Investment Risk:	For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.
Market Risk:	Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate / government bonds and hence the valuation of liability is exposed to fluctuations in the yields as
Legislative Risk / Regulatory Risk:	Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation / regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation. The new labour code is a case in point. And the same will have to be recognized immediately in the year when any such amendment is effective.

(Amount in INR lakhs, unless otherwise stated)

c Reconciliation of the Net Defined Benefit (Asset)/ Liability

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Balance at the beginning of the year	8.64	3.61	-
Interest Cost on Defined Benefit Obligation	0.62	0.27	0.07
Current Service Cost	10.76	6.06	3.29
Prior Service Cost	-	-	-
Settlements	-	-	-
Benefits Pay-outs from Plan	-	-	-
Benefit Payments from Employer	-	-	-
Actuarial (Gains)/Loss			
- Changes in demographic assumptions in DBO	-	-	-
- Changes in financial assumptions in DBO	0.48	0.30	(0.02)
- Changes in Experience assumptions in DBO	(1.13)	(1.61)	0.26
Balance at the end of the year	19.38	8.64	3.61

d Funded Status of the Plan

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Fair Value of Plan Assets	-	-	-
Present value of Unfunded obligation	19.38	8.64	3.61
Funded status- Surplus/(Deficit)	(19.38)	(8.64)	(3.61)

e Expense Recognised in Statement of Profit/Loss :

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Current Service Cost	10.76	6.06	3.29
Interest Cost	0.62	0.27	0.07
Actuarial (Gains)/Loss			
- Changes in demographic assumptions in DBO	-	-	-
- Changes in financial assumptions in DBO	0.48	0.30	(0.02)
- Changes in Experience assumptions in DBO	(1.13)	(1.61)	0.26
Expenses recognized in Statement of Profit & Loss	10.74	5.03	3.61

f Actuarial Assumptions

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Financial Assumptions:			
Discount Rate	7.00%	7.22%	7.52%
Salary Escalation Rate	7.00%	7.00%	7.00%
Attrition Rate	10.00%	10.00%	10.00%
Grade Rate From Age 35	8.82%	7.89%	8.33%
Grade Rate From Age 40	5.88%	5.26%	5.56%
Grade Rate From Age 45	2.94%	2.63%	2.78%
Grade Rate From Age 50	1.47%	1.32%	1.39%
Retirement Age 60			
Demographic Assumptions:			
Mortality Rate		IALM (2012-14) Ultimate	
Disability Rate		5% of mortality rate rates	

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

h Maturity Profile of Defined Benefit Obligations

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Information Regarding maturity profile of the liabilities given below:			
Projected Benefit Obligation	19.38	8.64	3.61
Accumulated Benefits Obligation	10.19	4.43	1.95

Expected benefits payment	For the year ended 31st March, 2025	
	Discounted Values/Present Values	Undiscounted Values/Actual Values
Year 1	7,086.00	7,455.00
Year 2	7,481.00	8,422.00
Year 3	7,907.00	9,542.00
Year 4	8,362.00	10,778.00
Year 5	1,92,091.00	2,48,194.00
Vested Benefit Obligation		-

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Expected benefits payment	For the year ended 31st March, 2024	
	Discounted Values/Present Values	Undiscounted Values/Actual Values
Year 1	3,125.00	3,293.00
Year 2	3,289.00	3,716.00
Year 3	3,465.00	4,197.00
Year 4	3,650.00	4,741.00
Year 5	3,845.00	5,354.00
Vested Benefit Obligation		-

Expected benefits payment	For the year ended 31st March, 2023	
	Discounted Values/Present Values	Undiscounted Values/Actual Values
Year 1	1,588.00	1,677.00
Year 2	1,692.00	1,921.00
Year 3	1,802.00	2,200.00
Year 4	1,914.00	2,515.00
Year 5	2,027.00	2,860.00
Vested Benefit Obligation		-

i Sensitivity Analysis

The sensitivity analysis below have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	% Increase in Defined Benefit Obligation	Liability	Increase / Decrease in Defined Benefit Obligations
As at 31st March, 2025			
A (Liability) Recognised in Balance Sheet		19,37,613.00	
i) Effect on DBO due to 1% increase in Discount Rate	-9.73%	17,49,045.00	-1,88,568.00
ii) Effect on DBO due to 1% decrease in Discount Rate	11.49%	21,60,201.00	2,22,589.00
iii) Effect on DBO due to 1% increase in Salary Escalation Rate	11.28%	21,56,251.00	2,18,639.00
iv) Effect on DBO due to 1% decrease in Salary Escalation Rate	-9.73%	17,49,041.00	-1,88,572.00
v) Effect on DBO due to 1% increase in Attrition Rate	-3.09%	18,77,732.00	-59,881.00
vi) Effect on DBO due to 1% decrease in Attrition Rate	3.22%	20,00,028.00	62,415.00
vii) Mortality rate 10% Up	-0.03%	19,37,104.00	-508.00
As at 31st March, 2024			
A (Liability) Recognised in Balance Sheet		8,63,971.00	
i) Effect on DBO due to 1% increase in Discount Rate	-10.19%	7,75,971.00	-88,020.00
ii) Effect on DBO due to 1% decrease in Discount Rate	12.13%	9,68,806.00	1,04,836.00
iii) Effect on DBO due to 1% increase in Salary Escalation Rate	11.94%	9,67,143.00	1,03,172.00
iv) Effect on DBO due to 1% decrease in Salary Escalation Rate	-10.20%	7,75,810.00	-88,161.00
v) Effect on DBO due to 1% increase in Attrition Rate	-3.17%	8,36,559.00	-27,412.00
vi) Effect on DBO due to 1% decrease in Attrition Rate	3.30%	8,92,489.00	28,519.00
vii) Mortality rate 10% Up	-0.02%	8,63,798.00	-173.00
As at 31st March, 2023			
A (Liability) Recognised in Balance Sheet		3,61,002	
i) Effect on DBO due to 1% increase in Discount Rate	-8.95%	3,28,677	-32,325.00
ii) Effect on DBO due to 1% decrease in Discount Rate	10.37%	3,98,436	37,434.00
iii) Effect on DBO due to 1% increase in Salary Escalation Rate	10.33%	3,98,293	37,291.00
iv) Effect on DBO due to 1% decrease in Salary Escalation Rate	-9.08%	3,28,240	-32,762.00
v) Effect on DBO due to 1% increase in Attrition Rate	-2.87%	3,50,651	-10,351.00
vi) Effect on DBO due to 1% decrease in Attrition Rate	2.94%	3,71,622	10,620.00
vii) Mortality rate 10% Up	-0.02%	3,60,939	-63.00

While one of the parameters mentioned above is changed by 100 basis points, Other parameters are kept unchanged for evaluating the DBO While there is no change in the method used for sensitivity analysis from previous period, the change in assumptions now considered are with reference to the current assumptions.

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

(Amount in INR lakhs, unless otherwise stated)

Note 30 RELATED PARTY DISCLOSURES pursuant to Accounting Standard - 18

I) Name of the related parties irrespective of whether transactions have occurred or not :

a) Key management personnel ('KMP') and their relatives

1	Konica Gupta	Whole Time Director
2	Abhishek Gupta	Managing Director
3	Pawan Kumar Gupta	Chairman & Non Executive Director
4	Naveen Gupta	Son of Director
5	Abhishek Gupta HUF	Karta is a Director
6	Pawan Kumar Gupta HUF 1	Karta is a Director
7	Pawan Kumar Gupta HUF 2	Karta is a Director
8	Pawan Kumar Gupta HUF 3	Karta is a Director
9	Pawan Kumar Gupta M HUF	Karta is a Director
10	Jyoti Kumar Mishra	Company Secretary
11	Srinivasa Rao Botu	Chief Financial Officer

Note

- Ms. Jyoti Kumar Mishra was appointed as Company Secretary as on 15th day of March, 2025
- Mr. Pawan Kumar Gupta was appointed as Chairman & Non Executive Director as on 28th March, 2025
- Mr. Srinivasa Rao Botu was appointed as Chief Financial Officer as on 28th March, 2025

b) Entities owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise:

- Unicast Autotech Private Limited
- All India High Pressure Cylinder Manufacturers' Association
- Godavari Roller Flour Mills Private Limited
- Rajamahendri Food Products Private Limited
- Anjaneya Roller Flour Mills Private Limited
- Sahuwala Cylinders Private Limited
- ANG Agro Foods Private Limited
- Coromandel Roller Flour Mills Pvt Ltd
- Dolphin Finance And Investment Company Limited
- Econ Cylinders Private Limited
- Circars Roller Flour Mills Pvt. Ltd.
- VRG Industries Pvt Ltd

The name of the related party and their relationship with the Company is as identified by the management and relied upon by the auditors.

II) Disclosure of Transaction between the Company and Related Party that has taken place during the year and its status of outstanding

A) Transactions with enterprises where Key Management Personnel and their Relatives have significant influence

Sr. No.	Name of the party	Nature of Transactions	31st March, 2025	31st March, 2024	31st March, 2023
1	VRG Industries Pvt Ltd (Khurda Division)	Purchase of Plant & Machinery	-	6.00	6.00
		Loan Taken	-	8.00	-
		Loan Repaid	-	8.00	-
2	VRG Industries Pvt Ltd (Vizag Division)	Purchase of Plant & Machinery	-	-	10.00
3	Sahuwala Cylinders Private Limited	Purchase of Plant & Machinery	-	-	4.61
		Purchase of Raw Materials	869.40	269.24	44.32
		Crane Hire Charges	4.80	4.80	-
		Interest Paid	38.98	87.10	51.77
		Loan Taken	1,217.00	1,211.24	1,365.20
		Loan Repaid	1,214.40	2,412.26	164.18
4	Unicast Autotech Private Limited	Purchase of Raw Materials	42.38	-	-
		Purchase of Consumable	0.84	-	-
		Sale of Consumable	14.51	-	-
		Advance Given for Purchase of Consumable	717.20	-	-
5	Dolphin Finance And Investment Company Limited	Loan Taken	1,464.23	-	-
		Loan Repaid	-	-	-

(Amount in INR lakhs, unless otherwise stated)

B) Transactions with Key Management Personnel and their Relatives

Sr. No.	Name of the party	Nature of Transactions	31st March, 2025	31st March, 2024	31st March, 2023
1	Abhishek Gupta	Loan Taken	381.00	1,266.13	150.00
		Loan Repaid	381.00	355.00	-
2	Pawan Kumar Gupta	Loan Taken	1,062.12	728.50	-
		Loan Repaid	299.00	345.00	-
3	Konica Gupta	Rent Charges	9.00	-	-
4	Srinivas Rao Botu	Remuneration	1.03	-	-
5	Jyoti Kumar Mishra	Remuneration	0.08	-	-

C) Balances outstanding at end of the year

Sr. No.	Name of the party	Nature of Transactions	31st March, 2025	31st March, 2024	31st March, 2023
1	VRG Industries Pvt Ltd (Khurda Division)	Trade Payables	-	-	7.08
		Liability of Expenses	-	-	9.67
2	VRG Industries Pvt Ltd (Vizag Division)	Trade Payables	-	11.80	11.80
		Liability of Expenses	-	1.34	0.96
3	Sahuwala Cylinders Private Limited	Loan (inclusive of Interest)	37.68	-	1,247.61
		Trade Payables	678.87	190.16	-
4	Unicast Autotech Private Limited	Trade Payables	33.87	-	-
		Advance to Parties	717.20	-	-
5	Dolphin Finance And Investment Company Limited	Loan (inclusive of Interest)	1,464.23	-	-
6	Abhishek Gupta	Loan	1,061.13	1,061.13	150.00
7	Pawan Kumar Gupta	Loan	1,146.62	383.50	-
8	Konica Gupta	Trade Payables	8.10	-	-
9	Srinivas Rao Botu	Remuneration Payable	1.03	-	-
10	Jyoti Kumar Mishra	Remuneration Payable	0.08	-	-

Note 31 FOREIGN CURRENCY TRANSACTIONS

Particulars		March 31, 2025	March 31, 2024	March 31, 2023
Capital Goods				
C.I.F. Value of Import	Euro	-	2,775.00	1,22,000.00
	USD	3,448.00	1,25,700.00	86,163.00
	INR	2.92	108.44	201.28
Raw materials - alloy ingots				
C.I.F. Value of Import	USD	60,12,956.61	9,23,339.40	-
	INR	5,108.44	775.20	-

*USD in absolute figures

**Euro in absolute figures

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Note 32 STATEMENT OF TAX SHELTER

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023
A Profit/(Loss) Before Tax as Restated			
- Taxable at Normal Rate	2,159.81	433.38	(130.36)
B Normal Tax Rate Applicable %	17.16%	17.16%	17.16%
C Tax Impact As per Normal Provision	370.62	74.37	(22.37)
D Adjustments:			
Difference in Depreciation	(1,107.87)	(304.24)	(665.57)
Bonus Payable diasallowed	20.85	15.18	7.50
Gratuity Expense disallowed	10.74	5.03	3.61
Amount disallowed u/s 43B in any preceding prev. year but allowable during the prev. year	(13.15)	(7.50)	-
Other Adjustments	67.48	2.46	-
Total Adjustments	(1,021.95)	(289.06)	(654.47)
E Unabsorbed Loss / Carried Forward Loss Set off			
(i) Unabsorbed Loss			
Ordinary Business Loss	-	-	85.24
Depreciation unabsorbed	-	640.51	699.59
Total Unabsorbed Loss	-	640.51	784.83
(ii) Carried Forward Loss Set off			
Ordinary Business Loss	-	(85.24)	-
Depreciation unabsorbed	(640.51)	(59.08)	-
Total Carried Forward Loss Set off	(640.51)	(144.31)	-
F Net Adjustment [D + E]	(1,662.47)	(433.38)	130.36
G Tax Expenses/ (Saving) thereon [F * B]	(285.28)	(74.37)	22.37
H Tax Impact			
- Normal Provisions [C + G]	85.34	-	-
I Deferred Tax	175.77	102.02	(54.41)
J Total Tax Expenses [H + I]	261.11	102.02	(54.41)

Note:

- i) The aforesaid statement of tax shelters has been prepared as per the restated summary statement of profits and losses of the Company. The adjustments related to permanent/timing differences have been computed considering the acknowledged copies of the income-tax return respective years stated above and applicability as per the Income Tax Act, 1961.
- ii) The above statement should be read with the Significant Accounting Policies and Notes to Restated Financial Information, Restated Statements of Assets and Liabilities, Profit and Loss & Cash Flows appearing in Annexures IV, V, I, II and III.

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Note 33 STATEMENT OF CAPITALISATION

Particulars	Pre Issue March 31, 2025	Post Issue •
Debt		
Long Term Debt	8,484.53	
Short Term Debt	13,015.41	
Total Debt	21,499.94	 •
Shareholders' Fund (Equity)		
Share Capital	1,000.30	
Reserves & Surplus	2,153.91	
Less: Miscellaneous Expenses not w/off	-	
Total Shareholders' Fund (Equity)	3,154.21	 •
Long Term Debt / Equity	2.69	 •
Total Debt / Equity	6.82	 •

Note:

- i) Short term debts represents the debts which are expected to be paid / payable within 12 months and includes installment of term loans repayable within 12 months.
- ii) Long term debts represent debts other than Short term debts as defined above but excludes installment of term loans repayable within 12 months grouped under Short Term Borrowings.
- iii) The figures disclosed above are based on restated statement of assets and liabilities of the Company as at 31st, March 2025.

(Amount in INR lakhs, unless otherwise stated)

Note 34 Impact of Restatement Adjustments

Below mentioned is the summary of results of restatement adjustments made to the Audited Financial Information of the respective period/years and its impact on profits.

(a) Reconciliation of Restated Profit/(Loss) After Tax

Particulars	As at 31st March,	As at 31st March,	As at 31st March,
	2025	2024	2023
Net profit / (loss) after tax as per audited financial Information	1,898.69	475.61	(286.71)
Restatement adjustments:			
For changes in Gratuity Provision (Refer Note C(iv))	-	(3.61)	3.61
For changes in Depreciation (Refer Note C(iii))	-	-	(66.50)
For changes in Deferred Tax (Refer Note C(v))	-	147.86	(147.86)
Total Adjustments	-	144.25	(210.75)
Restated Net Profit / (Loss) after Tax	1,898.69	331.36	(75.96)

(b) Reconciliation of restated Equity/ Networth

Particulars	As at 31st March,	As at 31st March,	As at 31st March,
	2025	2024	2023
Equity/ Networth as per audited financials	3,154.21	1,255.11	713.01
Restatement adjustments:			
For changes in Gratuity Provision (Refer Note C(iv))	-	-	3.61
For changes in Depreciation (Refer Note C(iii))	-	-	(66.50)
For changes in Deferred Tax (Refer Note C(v))	-	-	(147.86)
Total adjustments	-	-	(210.75)
Restated Equity/ Networth	3,154.21	1,255.11	923.76

(C) Explanatory Notes For The Restatement Adjustments

(i) The amount relating to the income/ expenses have been adjusted in the year to which the same relates to and under which head the same related to.

(ii) Appropriate adjustments have been made in the restated financial Information, wherever required, by reclassification of the corresponding item of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per audited financials of the company for all the years.

(iii) The Company has changed the method of depreciation in the Audited Financial Information for the year ended 31st March 2024, from the Written Down Value (WDV) Method to the Straight-Line Method (SLM), with retrospective effect from Financial Year 2022-23. This change was made as it was deemed that the Straight-Line Method better matches the expected pattern of consumption of the future economic benefits embodied in the assets. To maintain consistency in the method of depreciation across the presented period in the Restated Financial Information, the Company has applied the new depreciation method retrospectively, starting from the Financial Year 2022-23. This change in accounting estimate has resulted in decrease in the Loss for the year ended 31st March 2023 by Rs. 66.50 lakhs respectively in the Restated Financial Information.

(iv) The company has accounted for gratuity provision for the first time from the Financial Year 2023-24. However, given that the company falls under the applicability criteria of the Gratuity Act, 1972, in the Restated Financial Information, the company has included the effect of actuarial valuation of gratuity provision to recognize the liability for all the years from the Financial Year 2022-23.

(v) In the Financial Year 2022-23 of Audited Financial Information, the company has not created Deferred Tax assets in relation to provisions for gratuity, bonus payable, and unused tax losses but the same was considered in the Financial Year 2023-24. Hence, the impact of the same has been taken into account in the Financial Year 2022-23 itself in the Restated Financial Information.

(Amount in INR Lakhs, unless otherwise stated)

Note 35 RATIO ANALYSIS

As on 31st March, 2025

Particulars	Numerator	Denominator	31 March 2025	31 March 2024	Variations	Variance %	Reason for Deviation*
Current Ratio (no. of times)	Total Current Assets	Total Current Liabilities	0.67	0.76	-0.08	-11.10	NA
Return on Equity Ratio (%)	Net Profits after taxes	Average Shareholder's Equity	86.12%	30.42%	0.56	183.15	Due to substantial increase in net profit after tax and increase in average shareholder's fund
Debt-Equity Ratio (no. of times)	Total Borrowings	Shareholder's Equity	6.82	7.66	-0.84	-10.96	NA
Debt Service Coverage Ratio (no. of times)	Earning for Debt Service = Net Profit before taxes + Non cash operating expenses + Interest + Other non cash adjustments	Debt service = Interest payments + Principal repayments	3.57	2.08	1.49	71.44	Due to substantial increase in earnings available for debt service and increase in debt service
Trade Receivables turnover ratio (no. of times)	Net Credit Sales	Average trade receivables	39.41	983.16	-943.75	-95.99	Due to increase in net credit sale and substantial increase in average trade receivables
Trade payables turnover ratio (no. of times)	Net Credit Purchases	Average trade payables	9.68	12.58	-2.90	-23.08	NA
Inventory Turnover Ratio (no. of times)	Revenue from Operations	Average Inventory	6.24	6.73	-0.49	-7.34	NA
Net capital turnover ratio (no. of times)	Revenue from Operations	Average Working Capital	-6.53	-6.17	-0.36	-5.83	NA
Net profit ratio (%)	Net Profits after taxes	Net Sales	8.94%	2.95%	0.06	203.41	Due to substantial increase in profit and increase in net sales
Return on Capital employed (%)	Earning before interest and taxes	Capital employed = Net worth + Lease Liabilities + Deferred tax liabilities + Borrowings	12.62%	10.23%	0.02	23.39	NA
Return on Investment (%)	Income generated from invested funds	Average invested funds in treasury investments	NA	NA	NA	NA	NA

*Reasons are mentioned for variance of 25%

ARETE 22 LIMITED
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(Amount in INR Lakhs, unless otherwise stated)

As on 31st March, 2024

Particulars	Numerator	Denominator	31 March 2024	31 March 2023	Variations	Variance %	Reason for Deviation*
Current Ratio (no. of times)	Total Current Assets	Total Current Liabilities	0.76	0.49	0.27	55.06	Due to substantial increase in current assets and increase in current liabilities
Return on Equity Ratio (%)	Net Profits after taxes	Average Shareholder's Equity	30.42%	-14.97%	0.45	-303.11	Due to substantial increase in net profit after tax and increase in average shareholder's fund
Debt-Equity Ratio (no. of times)	Total Borrowings	Shareholder's Equity	7.66	6.47	1.18	18.26	N/A
Debt Service Coverage Ratio (no. of times)	Earning for Debt Service = Net Profit before taxes + Non cash operating expenses + Interest + Other non cash adjustments	Debt service = Interest payments + Principal repayments	2.08	-3.62	5.70	-157.52	Due to substantial increase in earnings available for debt service and increase in debt service
Trade Receivables turnover ratio (no. of times)	Net Credit Sales	Average trade receivables	983.16	2.29	980.87	42,860.65	Due to substantial increase in net credit sale and increase in average trade receivables
Trade payables turnover ratio (no. of times)	Net Credit Purchases	Average trade payables	12.58	3.0	9.55	315.78	Due to substantial increase in net credit purchase and increase in average trade payables
Inventory Turnover Ratio (no. of times)	Revenue from Operations	Average Inventory	6.73	0.1	6.67	10,896.89	Due to substantial increase in sales and increase in average inventory
Net capital turnover ratio (no. of times)	Revenue from Operations	Average Working Capital	-6.17	-0.02	-6.15	26,877.97	Due to substantial increase in sales and increase in average working capital
Net profit ratio (%)	Net Profits after taxes	Net Sales	2.95%	-297.42%	3.00	-100.99	Due to increase in profit and substantial increase in net sales
Return on Capital employed (%)	Earning before interest and taxes	Capital employed = Net worth + Lease Liabilities + Deferred tax liabilities + Borrowings	10.23%	-1.59%	0.12	-745.05	Due to substantial increase in EBIT and increase in capital employed
Return on Investment (%)	Income generated from invested funds	Average invested funds in treasury investments	N/A	N/A	N/A	N/A	N/A

*Reasons are mentioned for variance of 25%

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(Amount in INR lakhs, unless otherwise stated)

Note 36 MANDATORY ACCOUNTING RATIOS

Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Net Worth (A)	3,154.21	1,255.12	923.76
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	3,497.77	1,420.82	(75.48)
Restated Profit After Tax (B)	1,898.69	331.36	(75.96)
Number of equity share outstanding as on the end of year (C) (Pre Bonus) Refer Note 1	1,00,02,999	49,99,000	49,99,000
Number of equity share outstanding as on the end of year (D) (Post Bonus) Refer Note 38	1,50,04,498	74,98,500	74,98,500
Weighted average number of equity shares outstanding during the year (E) (Pre Bonus) - Refer Note 27	82,20,747	49,99,000	46,38,318
Weighted average number of equity shares outstanding during the year (F) (Post Bonus) - Refer Note 38	1,32,22,246	74,98,500	71,37,818
Current assets (G)	10,637.90	4,012.48	2,227.27
Current liabilities (H)	15,840.36	5,311.34	4,571.52
Basic & Diluted earning per share (INR) (B/E) (Pre Bonus)	23.10	6.63	(1.64)
Basic & Diluted earning per share (INR) (B/F) (Post Bonus)	14.36	4.42	(1.06)
Return on net worth (%) (B/A)	60.20%	26.40%	-8.22%
Net asset value per share - (A/C) (Face value of Rs. 10 each) (Pre Bonus)	31.53	25.11	18.48
Net asset value per share - (A/D) (Face value of Rs. 10 each) (Post Bonus)	21.02	16.74	12.32
Current ratio (G/H)	0.67	0.76	0.49

I. The ratios have been computed as below:

- (a) Basic earnings per share (Rs.):** Net profit after tax, as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year
- (b) Diluted earnings per share (Rs.):** Net profit after tax, as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year
- (c) Return on net worth (%):** Net profit after tax, as restated / Net worth at the end of the period or year
- (d) Net assets value per share (Rs.):** Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year
- (e) Net worth** has been calculated as sum of Equity Share Capital and Reserves and surplus (*comprising of Securities Premium, Foreign Currency Translation Reserve and Surplus of Profit and Loss Account*)

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(Amount in INR lakhs, unless otherwise stated)

Note 37 KEY PERFORMANCE INDICATORS

Particulars	March 31,2025	March 31, 2024	March 31, 2023
Revenue from Operations	21,239.27	11,246.25	25.54
Total Income	21,347.28	11,282.85	25.54
Gross Profit ⁽ⁱ⁾	5,933.21	2,751.67	(21.14)
Gross Margin ⁽ⁱⁱ⁾	27.94%	24.47%	-82.79%
EBITDA ⁽ⁱⁱⁱ⁾	3,497.77	1,420.82	(75.48)
EBITDA Margin ^(iv)	16.47%	12.63%	-295.55%
Profit After Tax for the Year ("PAT") ^(v)	1,898.69	331.36	(75.96)
PAT Margin ^(vi)	8.94%	2.95%	-297.42%
ROE ^(vii)	86.12%	30.42%	-14.97%
ROCE ^(viii)	12.62%	10.23%	-1.59%
Net Debt/ EBITDA ^(ix)	5.87	6.73	(79.21)

Note:

- i) Gross Profit is calculated as Revenue from Operations less Purchases of stock-in-trade and changes in inventories of finished goods, work-in-progress.
- ii) Gross Margin is calculated as Gross Profit divided by Revenue from Operations
- iii) EBITDA is calculated as restated profit before tax plus finance costs, depreciation and amortisation expense
- iv) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- v) Profit after tax for the year means the profit for the year as appearing in the Restated Financial Information
- vi) PAT Margin is calculated as restated profit for the year divided by Revenue from Operations.
- vii) Return on Equity (%) is calculated as restated profit for the year divided by average total equity
- viii) Return on Capital Employed (%) is calculated as EBIT divided by Capital Employed
- ix) Net Debt/EBITDA, Net debt is Total Borrowings less Cash and bank balances

(Amount in INR lakhs, unless otherwise stated)

Note 38 SUBSEQUENT EVENTS

- a) Pursuant to the approval of shareholders of the company in the Extra Ordinary General Meeting dated August 26, 2025, the Board of Directors of the Company in the Board meeting dated August 27, 2025 have issued and allotted 50,01,499 equity shares of Rs.10/- each credited as fully paid-up shares, in the ratio of 1:2 existing fully paid up equity share held by the shareholders of the Company whose names appear in the Register of Members of the Company at the close of business hours on August 26, 2025.

Note 39 SEGMENT REPORTING

The company operates in a single reportable primary segment (Business segment) i.e. Manufacturing of Alloy Wheels.
No other operating segments have been aggregated to form the above reportable operating segments as per the criteria specified in the AS-17.

Note 40 CORPORATE SOCIAL RESPONSIBILITY

The said provisions of Corporate Social Responsibility under section 135 of Companies Act, 2013 are not applicable to the company.

Note 41 Balances of certain Trade receivables, Trade Payable, Creditors for capital expenditures, Advances to Suppliers and advance from customers are subject to confirmation and the consequential reconciliation thereof. In the opinion of the management, current assets, loan and advances will have value on realization in the ordinary course of business at least equal to the amount at which they are stated.

Note 42 OTHER RELEVANT DISCLOSURES

Additional regulatory information required by Schedule III of Companies Act, 2013:

- i) As per the information & detail available on records and the disclosure given by the management, the company has complied with the number of layers prescribed under clause (87) of section 2 of the companies act read with the Companies (Restriction on number of layers) Rules 2017.
- ii) The company do not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami Property.
- iii) The Company did not have any transaction for the year ended March 2025, March 2024 and March 2023 with the companies which are struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- iv) The company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period except Term Loans taken from HDFC Bank amounting to Rs. 5,500.00 lakhs.
- v) The Company has not traded or invested in crypto currency or virtual currency for the year ended March 2025, March 2024 and 2023.
- vi) The Company has not entered into any scheme of arrangement which has an accounting impact financial year ending as on March 31,2025, March 31,2024 and March 31,2023.
- vii) The Company has not advanced any fund to any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the person or entity shall:
- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
- b) provide any guarantee, security or the like on behalf of the Company.
- viii) The Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
- b) provide any guarantee, security or the like on behalf of the Company.
- ix) The Company do not have any such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- x) The company has not been declared as willful defaulter by any bank or from any other lender for the year ended March 2025, March 2024 and for the year ended March 2023.
- xi) The company has not revalued its property, plant & equipments during the financial year 2024-25, 2023-24 and 2022-23.
- xii) The company has not given any loans or advances in the nature of loans to promoters, directors, KMP's and their related parties either severally or jointly with any other person(s) or entity(ies).

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- xiii) The Company has borrowed funds as unsecured loans from Directors which was given out of their own funds and not being given out of borrowed funds.
- xiv) The Company has filed returns or statements with the bank in lieu of the sanctioned working capital facilities, which are in agreement with the unaudited books of accounts other than those refer note 43.1.

Note 43 The previous year figures have been re-grouped / re-classified wherever required to conform to current year classification. Figures representing 0.00 lacs are below rupees five hundreds.

For
A A A J & Associates
Chartered Accountants
FRN No. : 322455E

For and on behalf of the Board of Directors

Sd/-
CA Niraj Agarwal
Partner
Membership No. : 301680
Place : Vishakhapatnam
Date : 1st Day of September, 2025
UDIN: 25301680BMNWVP8193

Sd/-
Abhishek Gupta
Managing Director
DIN 00671043

Sd/-
Srinivasa Rao Botu
Chief Financial Officer

Sd/-
Konika Gupta
Whole Time Director
DIN 03570218

Sd/-
Jyoti Kumari Mishra
Company Secretary

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(Amount in INR lakhs, unless otherwise stated)

Note	Sl no	Name of the Bank	Aggregate working capital limits sanctioned	Quarter Ended	Amount Disclosed as per statement	Amount as per Books of Accounts	Difference	Reason for Variance	
43.1	1	HDFC Bank	4,000.00	Jun-23					
				Inventories	4,375.90	4,380.00	-4.10	Refer note (a)	
				Trade Payable	236.78	219.70	17.08	Refer note (b)	
				Trade Receivable	143.17	143.17	-	Refer note (c)	
	2	HDFC Bank	4,000.00	Sep-23					
				Inventories	7,084.98	7,090.50	-5.52	Refer note (a)	
				Trade Payable	390.58	406.16	-15.58	Refer note (b)	
				Trade Receivable	591.38	851.23	-259.85	Refer note (c)	
	3	HDFC Bank	4,000.00	Dec-23					
				Inventories	5,808.01	5,809.70	-1.69	Refer note (a)	
				Trade Payable	732.59	815.95	-83.36	Refer note (b)	
				Trade Receivable	1,738.28	1,988.07	-249.79	Refer note (c)	
	4	HDFC Bank	4,000.00	Mar-24					
				Inventories	5,347.49	2,507.41	2,840.08	Refer note (a)	
				Trade Payable	555.99	1,422.96	-866.97	Refer note (b)	
				Trade Receivable	3,587.29	0.56	3,586.73	Refer note (c)	
	5	HDFC Bank	4,000.00	Jun-24					
				Inventories	3,988.32	1,749.01	2,239.31	Refer note (a)	
				Trade Payable	263.95	1,362.25	-1,098.30	Refer note (b)	
				Trade Receivable	1,776.14	884.09	892.05	Refer note (c)	
	6	HDFC Bank	4,000.00	Sep-24					
				Inventories	3,499.59	1,376.23	2,123.36	Refer note (a)	
				Trade Payable	226.45	1,711.21	-1,484.76	Refer note (b)	
				Trade Receivable	2,116.51	1,209.23	907.28	Refer note (c)	
	7	HDFC Bank	4,000.00	Dec-24					
				Inventories	3,495.77	1,748.47	1,747.30	Refer note (a)	
				Trade Payable	282.24	1,704.53	-1,422.29	Refer note (b)	
				Trade Receivable	2,182.35	1,072.60	1,109.75	Refer note (c)	
8	HDFC Bank	4,000.00	Mar-25						
			Inventories	4,721.12	4,022.26	698.86	Refer note (a)		
			Trade Payable	263.32	1,747.74	-1,484.42	Refer note (b)		
			Trade Receivable	1,544.33	1,056.58	487.75	Refer note (c)		

Note:

- Differences in Inventory Valuations is primarily because of data being prepared on provisional basis.
- Differences in Trade Payables is primarily due to inclusion of advances made to suppliers in stock statement which
- Differences in Trade Receivables is primarily due to inclusion of certain other receivables in stock statement which

The above details of the Inventories, Trade Payables and Trade Receivables are only related to factory located at Plot No.3A-3 Kasba Hobli, Malur TK, Jakkasandra Industrial Area, Kolar 563133 Jakkasandra Industrial Area. The company has used the borrowings from the bank for the purpose for which it was taken at the balance sheet date.

(Amount in INR Lakhs, unless otherwise stated)

LOAN SCHEDULE
As on 31st March, 2025

Nature of Loan	Date of Sanction	Loan Sanctioned	Amount as on 31st March, 2025	Rate of Interest	Security	Repayment Term
1. HDFC BANK						
Cash Credit		4,000.00	3,742.61	Reference Rate + Spread of 2.27 (%) p.a. = 8.71% p.a.	<p>a) Primary Security: Stock, Industrial Property, Book Debts, Industrial Manufacturing Unit, Plant and Machinery, FD for LC Margin-FD being booked at the time of LC Issuance.</p> <p>b) Collateral Security: Personal Guarantee of Directors and Property providers, Stock, Book Debts, FD for LC Margin-FD being booked at the time of LC Issuance</p> <p>1. Industrial Property Plot No. 126 Part-127, Part-129, Part-130, Part-131, Part-149, Part-172, Part-173, Part-175, Part-APSEZ AI Chitapuram</p> <p>2. Industrial Manufacturing Unit Plot No.242 Automagar, Vishakhapatnam 530012SY NO.90 Thungalam Village, Gajuwaka Mandal, Block 530012 Automagar.</p> <p>3. Factory Land and Building Plot No.3A-3KaSha Hobli, Malur TK, Jakkasandra Industrial Area, Kolar 563133 Jakkasandra Industrial Area.</p> <p>4. Industrial Property owned by Sahuwala High Pressure Cylinder Private Limited Plot No.4, Apicuala Gajuwaka Limits, Vishakhapatnam District. Pin code:530012IN SY, NO.42, Part-43, Part 44, Part 50 and Part 61, Block G, Industrial Park, Situated at Fakeertekya Village, Gajuwaka Mandal 530012, Near Prjga Sakthi Press Report office, Block-G</p>	12 months
WC Term Loan 1 - 457996935		4,500.00	3,495.68	Apr 2024 - Jul 2024 = 8.88% Aug 2024 - Oct 2024 = 8.75% Nov 2024 - Jan 2025 = 8.42% Feb 2025 - Mar 2025 = 8.61%		84 Months
WC Term Loan 2 - 87526121	06-02-2025	2,000.00	1,650.28	Apr 2024 - Jun 2024 = 8.53% Jul 2024 - Sep 2024 = 8.42% Oct 2024 - Dec 2024 = 8.13% Jan 2025 - Mar 2025 = 8.310%		93 Months
WC Term Loan 3 - 99715959		3,500.00	399.54	Jun 2024 - Jul 2024 = 9.25% Aug 2024 - Oct 2024 = 8.91% Nov 2024 - Jan 2025 = 8.81% Feb 2025 - Mar 2025 = 8.84%		120 Months
Buyer Credit (Sub-limit of WC Term Loan 3)			2,829.32	Nil		As per Bank Offer Letter
Auto Loan	23-08-2021	8.20	2.79	7.79%	Loan is given against the security of Car (Renault - Timber)	60 Months
Auto Loan	21-12-2023	30.35	24.37	8.56%	Loan is given against the security of Car (Toyota - Imova)	60 Months
2. SMALL INDUSTRIES DEVELOPMENT BANK OF INDIA						
Term Loan	13-10-2021	1,500.00	1,256.40	Repo Rate + 2.90 % p.a.	<p>Primary Security:</p> <p>1. Pari Passu first charge by way of hypothecation in favour of SIDBI of the plant, machinery, equipment, tools, spares, accessories and all other assets both present and future.</p> <p>2. Pari Passu first charge by way of hypothecation in favour of SIDBI of all immovable properties of the borrower, both present and future, situated at Jakkasandra Industrial Area, Kasaba Hobli, Malur Taluka, Kolar District, bearing Plot No. 3A-3 admeasuring 6 acres including Factory shed, building and structure thereon</p> <p>Collateral Security: 1. First charge by way of mortgage of factory land, admeasuring 2627.25sq. yards and building located at Plot No.233, D Block, Industrial Development Area, in survey no.26 part, Chingantiyada Village, Gajuwaka Mandal, Vishakhapatnam, Andhra Pradesh owned by M/s PAN Fuel Treat(P) Ltd.</p> <p>Guarantee:</p> <p>1. Personal Guarantee: The borrower shall procure and furnish revocable and uncond tions guarantee of Shri Abhishek Gupta and Smt. Komka Gupta.</p> <p>2. Corporate Guarantee of PAN FUELTECH PRIVATE L LIMITED. The guarantee shall be joint and several</p> <p>No Guarantee commission shall be paid / payable to the guarantor(s).</p>	90 months after a moratorium period of 18 months
Term Loan	18-03-2024	350.00	254.50	Repo Rate + 2.10 % p.a.	<p>Primary Security: First charge by way of hypothecation in favour of SIDBI of all the movable assets of the Borrower including the plant, machinery, spares, equipments, computers, furniture fixtures, fittings, and other movables acquired to be acquired and installed to be installed by the borrower under the present assistance.</p> <p>Guaranteees- irrevocable and unconditional guarantee of Abhishek Gupta and Komka Gupta in favour of SIDBI.</p>	54 monthly instalments after moratorium of 6 months
3. CSIB BANK						
Cash Credit		1,200.00	918.50	9.75% (6.25% + 1.11% + 2.39%) linked to RLLR	<p>(a) Primary Security:</p> <p>(i) Working capital = Hypothecation of Erite stocks, receivables and other current assets of the company (both present and future) on first pari passu charge basis with HDFC Bank Ltd, under MBA.</p> <p>(ii) Term Loan = First Pari passu charge on the current assets and movable fixed assets purchased /to be purchased out of our Bank finance at Unit-II in Gungram, Harayana along with HDFC Bank Ltd and SIDBI , under MBA. First Pari passu charge on the current asset and movable fixed assets at the borrower's existing Unit-I at Jakkasandra, Karnataka.</p> <p>(iii) Cash Margin @10% for the One-time Import LC facility of Rs. 35,00 crore.</p> <p>(b) Collateral Security:</p> <p>First Pari passu charge on the following immovable properties, along with HDFC Bank Ltd & SIDBI (for Unit I at Jakkasandra - Karnataka) :-</p> <p>1. Industrial property situated at Plot no. 15F, Aichutapuram , SY no 126part, 127part, 129 part, 130,131,149,172,173,175, APSEZ - Aichutapuram- 531061</p> <p>2. Industrial Manufacturing unit at Plot no. 242 Sy No. 90, Thungalam village , Gajuwaka Mandal D Block Automagar, Vishakhapatnam-530012</p> <p>3. Industrial property at Plot No. 4, APIC IALA Gajuwaka Limits; S y no. 43,44,45,50,61, Block G Fakeertekya Village - Gajuwaka Mandal, Vishakhapatnam-530012</p> <p>4. Factory land and building at Plot no. 3A-3K Hobli, Malur TK, Jakkasandra industrial Area, Kolar - 563133</p> <p>(c) Guarantee:</p> <p>1. Mr Abhishek Gupta</p> <p>2. Mrs Komka Gupta</p> <p>3. Sahuwala Cylinders Private Limited</p>	On Demand
Term Loan	19-03-2025	3,500.00	2,547.84	9.75% linked to Repo Rate		120 Months from the date of First Disbursal , i.e., 30.09.2024
Buyer Credit		500.00	392.78	9.75% linked to Repo Rate		36 months

4. RELATED PARTY			
Business Loan	N/A	2,207.75	M/L
Business Loan	N/A	1,501.91	9.00% p. a.
5. OTHER UNSECURED LOAN			
Business Loan	N/A	275.66	9.00% p. a.
		2,207.75	Interest free Unsecured loan
		1,501.91	Unsecured loan
		275.66	Unsecured loan
			On Demand
			On Demand
			On Demand

LOAN SCHEDULE
As on 31st March, 2024

Nature of Loan	Date of sanction	Loan Financed	Amount as on 31st March, 2024	Rate of Interest	Description		Repayment Term
1. HDFC BANK							
Cash Credit		4,000.00	1,062.18	Reference Rate + Spread of 2.10 (%) p.a. = 9.00% p.a.	a) Primary Security: Stock, Industrial Property, Book Debts, Industrial Manufacturing Unit, Plant and Machinery, FD for LC Margin-FD being booked at the time of LC issuance.	12 months	
WC Term Loan 1 - 457996935	27-03-2024	4,500.00	3,228.54	Jun 2023 to Oct 2023 = 8.75% Nov 2023 to Jan 2024 = 8.91% Feb 2024 to Mar 2024 = 8.98%	b) Collateral Security: Personal Guarantee of Directors and Property providers, Stock, Book Debts, FD for LC Margin-FD being booked at the time of LC issuance 1. Industrial Property Plot No. 126 Part-127, Part-129, Part-130, Part-131, Part-149, Part-172, Part-173, Part-175, Part-APSEZ At Chitapuram 2. Industrial Manufacturing Unit Plot No.242 Autonagar, Vishakhapatnam 530012SY NO.90 Thungalam Village, Gajuwaka Mandald Block 530012 Autonagar. 3. Factory Land and Building Plot No.3A-3Kasba Hobli, Malur TK, Jakkasandra Industrial Area, Kolar 563133 Jakkasandra Industrial Area. 4. Industrial Property owned by Saluwah High Pressure Cylinder Private Limited Plot No.4, Apiceni Gajuwaka Limits, Vishakhapatnam District. Pin code-530012IN SY. NO.42, Part-43, Part-44, Part 50 and Part 61, Block G, Industrial Park, Situated at Fakeerkeya Village, Gajuwaka Mondal 530012, Near Praja Sakthi Press Report office, Block-G	84 months	
WC Term Loan 2 - 87526121		2,000.00	1,866.84	May 2023 to Jun 2023 = 8.75% July 2023 to Sep 2023 = 8.56% Oct 2023 to Dec 2023 = 8.55% Jan 2024 to Mar 2024 = 8.57%	Loan is given against the security of Car Loan is given against the security of Car	60 Months 60 Months	
Auto Loan	23-08-2021	8.20	4.49	7.79%			
Auto Loan	21-12-2023	30.35	29.53	8.56%			
2. SMALL INDUSTRIES DEVELOPMENT BANK OF INDIA							
Term Loan	13-10-2021	1,500.00	1,402.80	Repo Rate + 2.90 % p.a.	Primary Security: 1. Pari Passu first charge by way of hypothecation in favour of SIDBI of the plant, machinery, equipment, tools, spares, accessories and all other assets both present and future. 2. Pari Passu first charge by way of hypothecation in favour of SIDBI of all immovable properties of the borrower, both present and future, situated at Jakkasandra Industrial Area, Kasaba Hobli, Malur Taluka, Kolar District, bearing Plot No. 3A-3 admeasuring 6 acres including Factory shed, building and structure thereon Collateral- 1. First charge by way of mortgage of factory land, admeasuring 2627.25sq. yards and building located at Plot No.233, D Block, Industrial Development Area, in survey no.26 part, Chinaganayada Village, Gajuwaka Mandal, Vishakhapatnam, Andhra Pradesh owned by M/s PAN Fuel Tech(P) Ltd.	90 months after a moratorium period of 18 months	
Term Loan	18-03-2024	3,50,00,000.00	300.00	Repo Rate + 2.10 % p.a.	Primary Security: First charge by way of hypothecation in favour of SIDBI of all the movable assets of the Borrower including the plant, machinery spares, equipments, computers, furniture fixtures, fittings and other movables acquired / to be acquired and installed / to be installed by the borrower under the present assistance. Guarantees- irrevocable and unconditional guarantee of Abhishek Gupta and Komika Gupta in favour of SIDBI.	50 monthly instalments after moratorium of 3 months	
3. RELATED PARTY							
Business Loan	N/A	1,444.63	1,444.63	N/L	Interest free Unsecured loan	On Demand	
4. OTHER UNSECURED LOAN							
Business Loan	N/A	269.75	269.75	9.00% p. a.	Unsecured	On Demand	

LOAN SCHEDULE
As on 31st March, 2023

Nature of Loan	Loan Financed	Amount as on 31st March, 2023	Rate of Interest	Description	Repayment Term
I. KARNATAKA BANK					
OverDraft	1,000.00	1,007.60	8.6% p.a.	<p>Primary Security: Hypothecation of Stock & book debts considered good upto 90 days.</p> <p>Collateral Security: Fresh Equitable Mortgage (by regn. OTMDTD) of Industrial Property bearing Door no. 6-80-15, plot No. 15, Block -D, SY no. 37 & 38 part of chinaganyada village, Expansion of Industrial Development area, Visakhapatnam AP-530012 land measuring 4689.05 sq yards and building having total built up area of 11005 sq ft belonging to M/s VRG Industries Pvt Ltd (Land-Rs 13.97 Crore; Building Rs 0.95 C-Rs 14.93 Crore)</p>	15 months
Term Loan	2,000.00	2,000.00	8.6% p.a. i.e. 6months T Bill Rate + 5.11%, at present	<p>Primary Security: First Charge on P&M purchased from proceeds of Term Loan on pari passu basis with SIDBI (total value 37 crore-our share Rs. 15.22 crore & SIDBI share Rs. 11.42 crore.</p> <p>Equitable Mortgage (by Regn. of MIDTD) of Lease hold rights of Industrial Property bearing no. Plot No.3A-3, situated at Jakkasandra Industrial Area, Kolar, admeasuring total land of 6 Acres (purchased at cost of Rs.5.28 Crore) and Industrial building to be constructed thereon with total built up area of 30000 sq. ft. with estimated cost of Rs.6.36 Cr.; belonging to M/s. Arete22 Private Ltd., (Continued Collateral Security for the Overdraft facility) on pari passu basis with SIDBI.</p> <p>[Land value Rs.5.28 Crore + proposed building value Rs.6.36 Crore]</p> <p>Total TL for the project Rs.35.00 Crore.</p> <p>Our share in TL 57.14% I.D.Rs.20.00 Crore. (Security value Rs.6.65 Crore SIDBI share in TL 12.85% i.e. Rs.1 5.00 Crore. [Security value Rs.4.95 Crore]</p> <p>Collateral Security: Fresh Equitable Mortgage (by regn. OTMDTD) of Industrial Property bearing Door no. 6-80-15, plot No. 15, Block -D, SY no. 37 & 38 part of chinaganyada village, Expansion of Industrial Development area, Visakhapatnam AP-530012 land measuring 4689.05 sq yards and building having total built up area of 11005 sq ft belonging to M/s VRG Industries Pvt Ltd (Land-Rs 13.97 Crore; Building Rs 0.95 C-Rs 14.93 Crore)</p>	108 months
2. HDFC BANK					
Auto Loan	8.20	6.06	7.79%	Loan is given against the security of Car	60 Months
3. SMALL INDUSTRIES DEVELOPMENT BANK OF INDIA					
Term Loan	1,500.00	1,500.00	Repo Rate + 2.90 % p.a.	<p>Primary Security: 1.Pari Passu first charge by way of hypothecation in favour of SIDBI of the plant, machinery, equipment, tools, spares, accessories and all other assets both present and future. 2. Pari Passu first charge by way of hypothecation in favour of SIDBI of all immovable properties of the borrower, both present and future, situated at Jakkasandra Industrial Area, Kasaba Hobli, Malur Taluk, Kolar District, bearing Plot No. 3A-3 admeasuring 6 acres including Factory shed, building and structure thereon Collateral- 1. First charge by way of mortgage of factory land, admeasuring 2627.25sq yards and building located at Plot No.233, D Block, Industrial Development Area, in survey no.26 part, Chinaganyada Village, Gajiwaka Mandal, Vishakhapatnam, Andhra Pradesh owned by M/s PAN Fuel Tech(P) Ltd.</p>	90 months after a moratorium period of 18 months
4. RELATED PARTY					
Business Loan	150.00	150.00	N/A	Interest free Unsecured loan	On Demand
Business Loan	1,247.61	1,247.61	9.00% p. a.	Unsecured	On Demand
5. OTHER UNSECURED LOAN					
Business Loan	350.00	68.75	9.00% p. a.	Unsecured	On Demand

OTHER FINANCIAL INFORMATION

Accounting ratios

The accounting ratios derived from Restated Financial Statements required to be disclosed under the SEBI ICDR Regulations are set forth below:

(₹ in lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Net Worth (A)	3,154.21	1,255.12	923.76
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	3,497.77	1,420.82	(75.48)
Restated Profit After Tax (B)	1,898.69	331.36	(75.96)
Number of equity share outstanding as on the end of year (C) (Pre Bonus) Refer Note 1	1,00,02,999	49,99,000	49,99,000
Number of equity share outstanding as on the end of year (D) (Post Bonus) Refer Note 38	1,50,04,498	74,98,500	74,98,500
Weighted average number of equity shares outstanding during the year (E) (Pre Bonus) - Refer Note 27	82,20,747	49,99,000	46,38,318
Weighted average number of equity shares outstanding during the year (F) (Post Bonus) - Refer Note 38	1,32,22,246	74,98,500	71,37,818
Current assets (G)	10,637.90	4,012.48	2,227.27
Current liabilities (H)	15,840.36	5,311.34	4,571.51
Basic & Diluted earning per share (INR) (B/E) (Pre Bonus)	23.10	6.63	(1.64)
Basic & Diluted earning per share (INR) (B/F) (Post Bonus)	14.36	4.42	(1.06)
Return on net worth (%) (B/A)	60.20%	26.40%	-8.22%
Net asset value per share - (A/C) (Face value of Rs. 10 each) (Pre Bonus)	31.53	25.11	18.48
Net asset value per share - (A/D) (Face value of Rs. 10 each) (Post Bonus)	21.02	16.74	12.32
Current ratio (G/H)	0.67	0.76	0.49

The ratios have been computed as below:

- (a) Basic earnings per share (Rs.):** Net profit after tax, as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year
- (b) Diluted earnings per share (Rs.):** Net profit after tax, as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year
- (c) Return on net worth (%):** Net profit after tax, as restated / Net worth at the end of the period or year
- (d) Net assets value per share (Rs.) :** Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year
- (e) Net worth** has been calculated as sum of Equity Share Capital and Reserves and surplus (*comprising of Securities Premium, Foreign Currency Translation Reserve and Surplus of Profit and Loss Account*)

For further details, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 232.

Other financial statements

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company for the Fiscals 2025, 2024 and 2023 (“**Audited Financial Statements**”), respectively, are available on our website at www.aret22.com. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements of our Company and the reports thereon do not constitute, (i) a part of

this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements and the reports thereon should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company or any entity in which our Shareholders have significant influence and should not be relied upon or used as a basis for any investment decision. None of the entities specified above, nor any of their advisors, nor BRLM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

FINANCIAL INDEBTEDNESS

As on the date of this Draft Red Herring Prospectus, our Company has availed loans. For details of the borrowing powers of our Board, please see the chapter entitled ‘Our Management’ on page 157..

SECURED BORROWINGS

As on August 31, 2025, we have availed secured loans of which the total outstanding amount secured loan is ₹20,491.58 lakhs as of date, the details of which are as under:

Nature of Loan	Date of Sanction	Loan Sanctioned	Amount as on 31st August, 2025	Rate of Interest	Security	Repayment Term
1. HDFC BANK						
Cash Credit		4,000.00	3,540.07	8.5 % (spread of 3.00% linked to 3M REPO)	a) Primary Security: Stock, Industrial Property, Book Debts, Industrial Manufacturing Unit, Plant and Machinery, FD for LC Margin-FD being booked at the time of LC Issuance. b) Collateral Security: Personal Guarantee of Directors and Property providers, Stock, Book Debts, FD for LC Margin-FD being booked at the time of LC Issuance	80 months
BBG WC Term Loan 1 - 457996935	22-08-2025	4,500.00	3,272.49	7.41 % (spread of 1.91% linked to 3M REPO)	1. Industrial Property Plot No. 126 Part-127, Part-129, Part-130, Part-131, Part-149, Part-172, Part-173, Part-175, Part- APSEZ At Chutapuram 2. Industrial Manufacturing Unit Plat No.242 Autonagar, Visakhapatnam 530012SY NO.90 Thungalam Village, Gajuwaka Mandald Block 530012 Autonagar. 3. Factory Land and Building Plot No.3A-3Kasba Hobli, Malur TK, Jakkasandra Industrial Area, Kolar 563133 Jakkasandra Industrial Area. 4. Industrial Property owned by Sahuwala High Pressure Cylinder Private Limited Plot No.4, Apiiciala Gajuwaka Limits, Visakhapatnam District. Pin code: 530012IN SY. NO.42, Part 43, Part 44, Part 50 and Part 61, Block G, Industrial Park, Situated at Fakeertekya Village, Gajuwaka Mondal 530012, Near Praja Sakthi Press Report office, Block-G	84 Months
BBG WC Term Loan 2 - 87526121		2,000.00	1550.66	7.04 % (spread of 1.54% linked to 3M REPO)		93 Months
BBG WC Term Loan 3 - 99715959			391.21	7.66 % (spread of 2.16% linked to 3M REPO)		120 Months
Buyer Credit (Sub-limit of BBG WC Term Loan 3)		3,500.00	2968.67			1080 days from issuance
Auto Loan		23-08-2021	8.20	2.05		7.79%
Auto Loan	21-12-2023	30.35	22.09	8.56%	Loan is given against the security of Car (Toyota - Innova)	60 Months
2. SMALL INDUSTRIES DEVELOPMENT BANK OF INDIA (SIDBI)						
Term Loan	13-10-2021	1,500.00	1,189.80	Repo Rate +	(a) Primary Security: 1. Pari Passu first charge by way of hypothecation in favour of SIDBI of the plant, machinery,	90 months after a moratorium

Nature of Loan	Date of Sanction	Loan Sanctioned	Amount as on 31st August, 2025	Rate of Interest	Security	Repayment Term
				2.90 % p.a.	<p>equipment, tools, spares, accessories and all other assets both present and future.</p> <p>2. Pari Passu first charge by way of hypothecation in favour of SIDBI of all immovable properties of the borrower, both present and future, situated at Jakkasandra Industrial Area, Kasaba Hobli, Malur Taluk, Kolar District, bearing Plot No. 3A-3 admeasuring 6 acres including Factory shed, building and structure thereon</p> <p>(b) Collateral Security:</p> <p>1. First charge by way of mortgage of factory land, admeasuring 2627.25sq. yards and building located at Plot No.233, D Block, Industrial Development Area, in survey no.26 part, Chinagantyada Village, Gajuwaka Mandal, Visakhapatnam, Andhra Pradesh owned by M/s PAN Fuel Tech(P) Ltd.</p> <p>(C) Guarantee:</p> <p>1. Personal Guarantee: The borrower shall procure and furnish irrevocable and unconditional guarantee of Shri Abhishek Gupta and Smt. Konica Gupta.</p> <p>2. Corporate Guarantee of PAN FUELTECH PRIVATE LIMITED. The guarantee shall be joint and several. No Guarantee commission shall be paid/payable to the guarantor(s).</p>	period of 18 months
Term Loan	18-03-2024	350.00	222.00	Repo Rate + 2.10 % p.a.	<p>(a) Primary Security:</p> <p>First charge by way of hypothecation in favour of SIDBI of all the movable assets of the Borrower including the plant, machinery spares, equipments, computers, furniture fixtures, fittings and other movables acquired/ to be acquired and installed/ to be installed by the borrower under the present assistance.</p> <p>Borrower shall make out a good and marketable title to its properties/above properties to the satisfaction of SIDBI and comply with all such formalities, at its costs and expenses, as may be necessary or required for the said purpose.</p> <p>(b) Guarantees:</p> <p>The Borrower shall procure and furnish irrevocable and unconditional guarantee of Abhishek Gupta and Konica Gupta in favour of SIDBI.</p>	54 monthly instalments after moratorium of 6 months
Term Loan	18-07-2025	183.00	153.13	0.61% above 1 Year MCLR		
3. CSB BANK						
Cash Credit	19-03-2025	1,200.00	520.88	9.75% (6.25% + 1.11% +	<p>(a) Primary Security:</p> <p>(i) <u>Working Capital</u> = Hypothecation of Entire stocks, receivables and other current assets of the company (both present and future) on first pari</p>	On Demand

Nature of Loan	Date of Sanction	Loan Sanctioned	Amount as on 31st August, 2025	Rate of Interest	Security	Repayment Term
				2.39%) linked to RLLR	passu charge basis with HDFC Bank Ltd, under MBA.	
Term Loan		3,500.00	2,776.34	9.75% linked to Repo Rate	(ii) <u>Term Loan</u> = First Pari passu charge on the current assets and movable fixed assets purchased/ to be purchased out of our Bank finance at Unit-II in Gurugram, Haryana along with HDFC Bank Ltd and SIDBI , under MBA. First Pari passu charge on the current assets and movable fixed assets at the borrower's existing Unit-I at Jakkasandra, Karnataka.	120 Months from the date of First Disbursal, i.e., 30.09.2024
Buyers Credit		500.00	403.19		(iii) <u>Cash Margin</u> @10% for the One-time Import LC facility of Rs. 35.00 crore. (b) Collateral Security: First Pari passu charge on the following immovable properties, along with HDFC Bank Ltd & SIDBI (for Unit- I at jakkasandra, Karnataka): 1. Industrial property situated at Plot no. 15F, Atchutapuram, SY no 126part, 127part, 129 part, 130,131,149,172,173,175, APSEZ, Atchutapuram- 531061. Property Owner: Sahuwala Cylinders Pvt. Ltd. Area in Sq. Ft. 2,96,309.05. 2. Industrial Manufacturing unit at Plot no. 242 Sy No. 90, Thungalam village, Gajuwaka Mandal D Block Autonagar, Visakhapatnam -530012. Property Owner: Sahuwala Cylinders Pvt. Ltd. Area in Sq. Ft. 60,000. 3. Industrial property at Plot No. 4, APIIC IALA Gajuwaka Limits; S y no. 43,43,44,50,61, Block G Fakeertekya Village, Gajuwaka Mandal, Visakhapatnam-530012. Property Owner: Sahuwala High Pressure Cylinders Pvt. Ltd. (now merged with Sahuwala Cylinders Pvt. Ltd.). Area in Sq. Ft. 1,72,700 4. Factory land and building at Plot no. 3A-3K Hobli, Malur Tk, Jakkasandra industrial Area, Kolar – 563133. Property Owner: Arete 22 Pvt. Ltd. Area in Sq. Ft. 87,120. (c) Guarantee: 1. Mr Abhishek Gupta 2. Mrs Konica Gupta 3. Sahuwala Cylinders Private Limited	Maximum 36 months
4. RBL Bank						
Cash Credit (Sub-limit of LC)	17-03-2025	1,500.00	410.04	Repo rate plus 3% p.a. with immediate reset frequency	(i) First Pari-Passu charge on entire current assets of the company (both present and future) (ii) First Pari-Passu charge on the entire moveable fixed assets (excluding assets exclusively financed by other banks) (iii) First Pari-Passu charge on industrial Property situated at Plot no. 15F, Atchutapuram, S Y no	On Demand

Nature of Loan	Date of Sanction	Loan Sanctioned	Amount as on 31st August, 2025	Rate of Interest	Security	Repayment Term
Purchase Invoice Discounting (Sub-limit of LC)		5,000.00	1515.62	At the time of discounting linked to repo rate	<p>126 part, L27 part, L29 part 130, 131,149,172, 173, 175, APSEZ, Atchutapuram - 531061 admeasuring area 296309 sq ft owned by Sahuwala Cylinder Pvt Ltd.</p> <p>(iv) First Pari-Passu charge on Industrial manufacturing unit at Plot no. 242 SY No, 90, Thungalam village, Gajuwaka Mandal D Block Autonagar, Visakhapatnam - 530012 admeasuring area 60000 sq ft owned by Sahuwala Cylinder Pvt Ltd</p> <p>(v) First Pari-Passu charge on Industrial Property at Plot no. 4, APIICIALA Gajuwaka Limits, SY no. 43,43,44,50,61, Block G Industrial Park, Near PRAJA Sakthi press report office, Block Fakeertekya Village, Gajuwaka Mandal, Visakhapatnam 172700 admeasuring area 296309 sq ft owned by Sahuwala Cylinder Pvl Ltd</p> <p>(vi) First Pari-Passu charge on Factory land and building at Plot no. 3A-3K Hobli, Malur Talukk, Jakkasandra Industrial Area, Kolar 553133 admeasuring area 87120 sq ft owned by Arete 22 Pvt Ltd</p> <p>(vii) Unconditional and irrevocable personal guarantee of Mr. Abhishek Gupta and Mrs. Konica Gupta remain valid till currency of loan.</p> <p>Unconditional and irrevocable corporate guarantee of Sahuwala Cylinders Pvt. Ltd. remain valid till currency of loan.</p>	Tenor 90 days, Repayment as per due date
5. UNION BANK OF INDIA						
Cash Credit	21-03-2025	2,500.00	1,553.34	EBLR + 0.10%	<p>(a) Primary Security:</p> <p>(i) Hypothecation of entire current assets present and Future.</p> <p>(b) Collateral Security:</p> <p>First Pari Passu charge on the following immovable properties along with HDFC Bank Ltd, SIDBI & CSB Bank Ltd:</p> <p>(i) Lease hold rights of Industrial property at Plot No 15 F measuring 27528 Sq Mts or 32923.49 Sq Yds in Sy Nos 126part, 127part, 129part, 130 part, 131part, 149 part, 172part, 173part, 175part, situated in de-notified area, APSEZ, Atchutapuram of Dibbapalem Village, Atchutapuram Mandal, Viskhatpatnam District. Pin-531061. M/S. Sahuwala Cylinders Pvt Limited Bounded by North Plot No15-II, South: Road, East: Plot No15-E,</p>	On Demand

Nature of Loan	Date of Sanction	Loan Sanctioned	Amount as on 31st August, 2025	Rate of Interest	Security	Repayment Term
					<p>West: Plot No15-H, 15-GI & 15-G. Lease Deed/sale deed: 3408/2020</p> <p>(ii) Industrial property at plot No 242 admeasuring 12911.50 Sq Yrds, Sy No 90 Part of Thungalam Village, IDA, Block D Autonagar, Gajuwaka Mandal, Visakhapatnam Pin 530012 in the name of M/s Sahuwala Cylinders Pvt Limited bounded by North: Road, South: Plot No 243, East: Plot 245, West: 240,241. Sale Deed No:1463/89 dt 27.01.1989</p> <p>(iii)Industrial property at plot No 4 admeasuring 49255.78 Sq Yrds in Sy No 42part, 43part, 44part, 50part, 61part, Block G, Industrial Park, situated at Fakeertakeya Village, Gajuwaka Limits, Visakhapatnam-530012 in the name of M/s Sahuwala High Pressure Cylinders* Pvt Ltd bounded by North: Private Land, South: Road, East: Road and open land, West: Road. Sale Deed No:466/2009 dt 16.03.2009</p> <p>Leasehold rights of industrial property at Plot No 3A-3, SY No 3/2, 4, 9/1, 9/2, and 11, admeasuring 24280 sq mt Jakkasandra Industrial Area, Jakkasandra village, Kasaba Hobli, Malur Taluk, Kolar district, Karnataka pin-563133 in the name of M/S Arete 22 Pvt Ltd. bounded by North: Road, East: Land, South: Land, West: Land. Lease Deed No 5105/21-22.</p>	
Total			20,491.58			

UNSECURED BORROWINGS

As on August 31, 2025, we have availed unsecured loans details of which are as under:

Sl No.	Name of Facilities	Date of Sanction	Loan Sanctioned	Amount as on 31st August, 2025	Rate of Interest	Repayment Term
1.	Penta Four Exim Marketing (P) Ltd	15-07-2022	3,500.00	275.66	9.00% p.a.	Repayable on March 31, 2026
2.	Abhishek Gupta	22-01-2023	2,000.00	1,061.13	Interest Free	Repayable on March 31, 2026
3.	Pawan Kumar Gupta	11-07-2023	2,000.00	1,146.62	Interest Free	Repayable on March 31, 2026
4.	Dolphin Finance and Investment Co Ltd	04-09-2024	2,500.00	1,504.23	9.00% p.a.	Repayable on March 31, 2026
			Total	3,987.63		

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey management's perspective on our financial condition and results of operations for the financial years ended March 31, 2025, 2024 and 2023. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled "Financial Statements" and the chapter titled "Financial Statement" on page 57 of the DRHP. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 24 of this DRHP. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" on page 14 of this DRHP. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers Arete 22 Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Consolidated Financial Statements for the financial years ended March 31, 2025, 2024 and 2023 included in this DRHP beginning on page 182 of this DRHP

BUSINESS OVERVIEW

We are one of the leading manufacturers of aluminum alloy wheels for two-wheelers, headquartered at Auto Nagar, Visakhapatnam, Andhra Pradesh. Presently, we undertake end-to-end manufacturing of aluminum alloy wheels, i.e. designing, casting, machining, finishing and testing, for OEM and replacement markets. We emphasize on weight reduction ("light-weighting") and value-analysis/value-engineering (VAVE) to deliver durable, balanced wheels that improve ride quality and efficiency. Arete 22 focuses on precision-cast wheels for motorcycles and scooters, built on modern die-casting and in-house finishing capabilities, holding International Automotive Task Force 16949:2016 (IATF 16949:2016) and ISO (9001:2015) certifications. Our commitment to quality and innovation has positioned us as a preferred supplier to leading two wheeler manufacturers in India. As present we are supplying wheels to TVS Motor Co. Limited, Hero MotoCorp Limited and Bajaj Auto Ltd. Our products play a crucial role in enhancing automotive performance and braking system.

Our products not only improve the driving experience for end-users but also align with the stringent quality expectations of our automotive clients. We leverage state-of-the-art technology and advanced manufacturing processes to ensure that our solutions provide optimal performance and durability, addressing the specific needs of modern two wheelers.

At Arete22, we are dedicated to continuous innovation, improvement and customer satisfaction. Our IATF 16949:2016 and ISO certifications reflect our commitment to maintaining robust quality management systems and adhering to international standards. We pride ourselves on our ability to deliver innovative and reliable solutions that contribute to the success of our customers in the competitive two-wheeler automotive industry.

Our Company has two state-of-the-art manufacturing facilities located at Kolar, Karnataka and Bilaspur, Haryana. The manufacturing units are situated at:

1. **Unit 1** - Plot No 3A-3, Jakkasandra Industrial Area, Malur Taluk, Kolar, Karnataka-563130
2. **Unit 2** - Khasra No 29/3, Pataudi Road, Bilaspur, Gurugram, Haryana-122413

Our manufacturing facilities is having production capacity of:

Location	Manufacturing Capacity
Unit 1	2.4 million wheels per annum
Unit 2	3.6 million wheels per annum

Our Company also has one warehouse located at SF No 230, Om Shanthi Nagar, Motham Agraharam, Hosur – 635109, Tamil Nadu, which is in close proximity of TVS Motor Co. Limited’s manufacturing facility.

The setting up of the manufacturing plant at Bilaspur, Gurugram is complete and the commencement of commercial production is awaited. This will enable our Company to offer additional advance products to our existing customers and acquire new customers.

Going forward we want to be one of the leading manufacturers of aluminium alloy wheels and automobile components with a global reach and customer centric approach. We also intend to establish partnerships with aftermarket distributors to improve product reach and brand recall among retail consumers.

For detailed information on the business of our Company please refer to “Our Business” beginning on page numbers 120 of this DRHP.

FINANCIAL HIGHLIGHTS

Product-wise distribution of revenue:

Our Company have only one product category, i.e. alloy wheels, and 100% of the revenue from operations is driven from the same. The table below sets forth a break-up of the product wise revenue earned by our Company during the preceding three Fiscals ended 2025, 2024 and 2023:

Segments	March 31, 2025		March 31, 2024		March 31, 2023	
	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue
Alloy wheels for two wheelers	20,567.37	96.35	10,865.69	96.30	25.54	100.00

Our income is dependent upon few major customers, details of the same is as following:

Our company has a B2B Business Model. The contribution of our top three customers in our total revenue are as under:

Customers	March 31, 2025		March 31, 2024		March 31, 2023	
	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue	(₹ in lakhs)	As a % of total Revenue
Top 1	17,849.34	84.04	10,865.69	96.62	21.42	83.89
Top 2	2,701.80	12.72	315.41	2.80	4.12	16.11
Top 3	120.00	0.57	30.63	0.27	-	-
Total	20,671.14	97.33	11,211.73	99.69	25.54	100.00

Geographical distribution of revenue

The table below sets forth a break-up of the revenue earned by our Company across various domestic states during the preceding three Fiscals ended 2025, 2024 and 2023:

State	(₹ in lakhs)		
	2025	2024	2023

	Value	%	Value	%	Value	%
Karnataka	8,648.16	40.72%	22,86.89	20.33%	-	-
Tamil Nadu	9,457.73	44.53%	8,913.51	79.26%	25.54	100.00%
Andhra Pradesh	1,047.57	4.93%	-	-	-	-
Haryana	1,750.09	8.24%	-	-	-	-
Maharashtra	268.08	1.26%	45.85	0.41%	-	-
Rajasthan	22.95	0.11%	-	-	-	-
Uttar Pradesh	44.69	0.21%	-	-	-	-
Total	21,239.27	100.00	11,246.25	100.00	25.54	100.00

Our Company does not have any export sales.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED FINANCIALS

After the date of last Audited Accounts i.e. for the year ended March 31, 2025, the Directors of our Company confirm that, there have not been any significant material developments.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factor*” beginning on page 24 of this DRHP. Our results of operations and financial conditions are affected by numerous factors including the following:

- Our manufacturing facility located at Khasra No 29/3, Pataudi Road, Bilaspur, Gurugram, Haryana-122413 and Registered Office are not owned by our Company and taken on rental basis. A failure to renew our existing arrangements at commercially favourable terms or at all may have a material adverse effect on our business, financial condition and results of operation.
- Our company’s ability to secure raw materials at favorable prices is subject to market fluctuations. Any increase in raw material costs could significantly impact our sales, profitability, and overall performance.
- Our business is dependent on a few of our clients who contribute to significant of our revenues from operations. Any loss of business from them may adversely affect our revenues and profitability.
- Our Company is dependent on the demand from automotive industry where our products find application. Any downturn in such industries could have an adverse impact on our Company’s business and results of operations.
- We highly depend on our raw materials and a few key suppliers who help us procure the same. In the event we are unable to procure adequate amounts of raw materials, at competitive prices our business, results of operations and financial condition may be adversely affected.
- Our Company had negative cash flows in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.
- We have a limited operating history in respect of our products, which may make it difficult for investors to evaluate our business and prospects.
- As of March 31, 2025, we derive 84.29% of our revenue from operations from repeat orders of our customers. Any loss of, or a significant reduction in the repeat orders received by us could adversely affect our business, results of operations, financial condition and cash flows.
- We do not have firm commitment agreements with our customers. If our customers choose not to source their requirements from us, there may be a material adverse effect on our business, financial condition, cash flows and results of operations.
- We generate our major portion of sales from our operations in certain geographical regions. Any adverse developments affecting our operations in these regions could have an adverse impact on our revenue and results of operations.

DISCUSSION ON RESULT OF OPERATION

Our Significant Accounting Policies

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled “Restated Financial Statements” beginning on page 182 of the DRHP.

Overview of Revenue & Expenditure

Our revenue and expenses are reported in the following manner:

Revenues

◆ **Revenue of operations**

Our Company’s revenue is primarily generated from the domestic sale of aluminum alloy wheels for two-wheelers, sale of consumables and scrap.

◆ **Other Income**

Our other income mainly consists of export incentive, currency fluctuation income, interest income, and others being from non-core activities.

The below table show our revenue for the fiscal 2025, 2024 and 2023:

	<i>(₹ In Lakhs)</i>		
Particulars	31-Mar-25	31-Mar-24	31-Mar-23
Incomes:			
Revenue from Operations	21,239.27	11,246.25	25.54
% of total revenue	99.49%	99.68%	100%
Other income	108.01	36.60	-
% of total revenue	0.51%	0.32%	-
Total Revenue	21,347.28	11,282.85	25.54

◆ **Expenditure**

Our total expenditure primarily consists of purchases of stock in trade, cost of materials consumed, changes in inventories of finished goods, employee benefits expenses, finance cost, depreciation and amortization and other expenses.

◆ **Cost of materials consumed**

This represents cost of materials consumed comprises of aluminum ingot, consumables and packing materials.

◆ **Changes in inventories of finished goods, work-in-progress and stock-in-trade**

This relates to the changes in inventories of finished goods and work-in-progress.

◆ **Employment Benefit Expenses**

It includes salaries, wages, bonus and allowances, contributions to welfare funds, provision for gratuity and other expenses.

◆ **Other Expenses**

It includes Power & Fuel, Contractual Job Charges, Security Charges, Auditors' Remuneration, Selling & Distribution Expenses, Insurance, Rates & Taxes, Office Expense, Freight Outward, Rent, Professional Fees, Filing fees, Travelling and Accommodation, Software Expenses, Postage and Courier ,Telephone and Internet Charges, Repair & Maintenance of Machinery, Repair & Maintenance of Building & Maintenance of Other items, Miscellaneous Expenses, Testing and Inspection Expenses, Interest on delay payment of statutory dues, Interest on MSME and others.

◆ **Finance Costs**

Our finance costs mainly include processing charges and interest.

◆ **Depreciation**

Depreciation includes depreciation and amortization.

RESULTS OF OUR OPERATION

(₹ In Lakhs)

Particulars	31-Mar-25	31-Mar-24	31-Mar-23
Incomes:			
Revenue from Operations	21,239.27	11,246.25	25.54
% of total revenue	99.49%	99.68%	100.00%
% Increase/(Decrease)	88.86%	43937.29%	-
Other income	108.01	36.60	-
% of total revenue	0.51%	0.32%	-
% Increase/(Decrease)	195.08%	-	-
Total Revenue	21,347.28	11,282.85	25.54
% Increase/(Decrease)	89.20%	44080.58%	-
Expenses:			
Purchases of Stock in trade	147.04	310.25	-
% of total revenue	0.69%	2.75%	-
% Increase/(Decrease)	(52.61)%	100.00%	-
Cost of Material Consumed	16,039.09	9,329.09	630.74
% of total revenue	75.13%	82.68%	2469.81%
% Increase/(Decrease)	71.93%	1379.07%	-
Changes in Inventory of Finished Goods, Work in Progress & Stock in trade	(1,346.90)	(1,546.20)	(594.39)
% of total revenue	(6.31)%	(13.70)%	(2327.47)%
% Increase/(Decrease)	(12.89)%	160.13%	-
Employee Benefit expenses	1,826.48	1,013.73	33.93
% of total revenue	8.56%	8.98%	132.86%
% Increase/(Decrease)	80.17%	2887.79%	-
Other Expenses	1,183.81	755.16	30.74
% of total revenue	5.55%	6.69%	120.36%
% Increase/(Decrease)	56.76%	2356.82%	-
Total Expense	17,849.52	9,862.03	101.02
% of total revenue	83.61%	87.41%	395.55%
% Increase/(Decrease)	80.99%	9662.77%	-
Profit before Interest, Depreciation and Tax	3,497.76	1,420.81	(75.48)
% of total revenue	16.39%	12.59%	(295.55)%

Particulars	31-Mar-25	31-Mar-24	31-Mar-23
Depreciation and amortization Expenses	357.30	304.53	34.02
% of total revenue	1.67%	2.70%	133.20%
% Increase/(Decrease)	17.33%	795.24%	-
Profit before Interest and Tax	3,140.46	1,116.29	(109.49)
% of total revenue	27.83%	9.89%	(428.75)%
Financial Cost	980.66	682.92	20.87
% of total revenue	4.59%	6.05%	81.71%
% Increase/(Decrease)	43.60%	3172.63%	-
Profit before Tax and Extraordinary Expenses	2,159.80	433.37	(130.36)
% of total revenue	10.12%	3.84%	(510.46)%
Extraordinary Expenses	-	-	-
% of total revenue	-	-	-
% Increase/(Decrease)	-	-	-
Restated Profit/(Loss) before tax	2,159.80	433.37	(130.36)
% of total revenue	10.12%	3.84%	(510.46)%
% Increase/(Decrease)	398.38%	-	-
Tax expenses/(income)			
Current and earlier years Tax	85.34	-	-
Deferred Tax	175.77	102.02	(54.41)
Total tax expenses	261.11	102.02	(54.41)
% of total revenue	1.22%	0.90%	(213.04)%
Restated profit/(loss) after Tax	1,898.69	331.36	(75.96)
% of total revenue	8.89%	2.94%	(297.42)%
% Increase/(Decrease)	473.01%	-	-

* includes other income

REVIEW OF OPERATIONS FOR THE YEAR ENDED MARCH 31, 2025

Income from Operations

Our revenue from operations for the year ended March 31, 2025 was ₹ 21,239.27 Lakhs which was about 99.49% of the total revenue and which comprises of revenue from sale of aluminum alloy wheels for two-wheelers, sale of consumables and scrap. The overall turnover has been increased with the growth in volume of operations of the Company. The Company has been successfully able to tap customers like TVS Motor Co. Limited, Hero MotoCorp Limited and Bajaj Auto Ltd. who are the market leaders in two-wheeler industry. During the period, our Company has focused on efficiently utilizing the installed capacity at Unit -1 and also has completed the setting up of at Unit 2 and starting the operations is awaited.

Other Income

Our other income for the year ended March 31, 2025, was ₹108.01 Lakhs which was about 0.51% of the total revenue and which includes forex gain, interest income and others being from non-core activities.

Expenditure

Purchases of Stock-in-Trade

The Purchases of stock in trade for the year ended March 31, 2025 were ₹147.04 Lakhs which was about 0.69% of the total revenue.

Cost of materials consumed

The Cost of materials consumed for the year ended March 31, 2025 were ₹16,039.09 Lakhs which was about 75.13% of the total revenue. The growth in the cost of materials consumed was the result of higher production, better capacity utilisation and strong operational performance.

Changes in inventories of finished goods

The changes in inventories of finished goods for the year ended March 31, 2025 were ₹(1,346.90) Lakhs. This was on account of higher production.

Employee Benefits expenses

The employee benefits expenses for the year ended March 31, 2025 were ₹1,826.48 Lakhs which was about 8.56% of the total revenue and which includes salaries, wages, bonus and allowances, contributions to welfare funds, provision for gratuity and other expenses. This was on account of higher production.

Other Expenses

Other Expenses for the year ended March 31, 2025 were ₹1,183.81 Lakhs which was about 5.55% of the total revenue and it includes Power & Fuel, Contractual Job Charges, Security Charges, Auditors' Remuneration, Selling & Distribution Expenses, Insurance, Rates & Taxes, Office Expense, Freight Outward, Rent, Professional Fees, Filing fees, Travelling and Accommodation, Software Expenses, Postage and Courier, Telephone and Internet Charges, Repair & Maintenance of Machinery, Repair & Maintenance of Building & Maintenance of Other items, Miscellaneous Expenses, Testing and Inspection Expenses, Interest on delay payment of statutory dues, Interest on MSME and others.

EBIDTA

Our EBIDTA for the year ended March 31, 2025 were ₹3,497.76 Lakhs which was about 16.39% of the total revenue. The growth in EBIDTA is the result of the overall growth in volume of operations of the Company. The overall turnover has been increased with the growth in volume of operations of the Company. The Company has been successfully able to tap customers like TVS Motor Co. Limited, Hero MotoCorp Limited and Bajaj Auto Ltd. who are the market leaders in two wheeler industry. During the period, our Company has focused on efficiently utilizing the installed capacity at Unit -1 and also have completed the setting up of Unit 2 and starting of operations is awaited at Unit 2. These resulted in strong EBIDTA margin.

Financial Costs

Financial costs for the year ended March 31, 2025 were ₹980.66 Lakhs which was about 4.59% of the total revenue and which consists of interest and other finance charges.

Depreciation

Depreciation for the year ended March 31, 2025 were ₹ 357.30 Lakhs which was about 1.67% of the total revenue and which consists of depreciation and amortization expenses.

Profit /(Loss) after Tax

PAT for the fiscal year ended March 31, 2025 was ₹ 1,898.69 Lakhs which is about 8.89% of the revenue. The growth in Profit after tax is the result of the overall growth in volume of operations of the Company. FY2025 was the second year of full operations and the Company's product has been well accepted by the customers. The Company has been successfully able to tap customers like TVS Motor Co. Limited, Hero MotoCorp Limited and Bajaj Auto Ltd. who are the market leaders in two wheeler industry. These resulted in strong PAT margin.

FISCAL YEAR ENDED MARCH 31, 2025 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2024

Income

Total revenue has increased by ₹ 10,064.43 Lakhs and 89.20%, from ₹ 11,282.85 Lakhs in the fiscal year ended March 31, 2024 to ₹ 21,347.28 Lakhs in the fiscal year ended March 31, 2025. The total revenue comprises of revenue from sale of aluminum alloy wheels for two-wheelers, sale of consumables and scrap. The overall turnover has been increased with the growth in volume of operations of the Company. The overall turnover has been increased with the growth in volume of operations of the Company. FY2025 was the second year of full operations and the Company's product has been well accepted by the customers. The Company has been successfully able to tap customers like TVS Motor Co. Limited, Hero MotoCorp Limited and Bajaj Auto Ltd. who are the market leaders in two wheeler industry. These led the growth in revenue from operations of the Company.

The Other income includes forex gain, interest income and insurance claim.

Expenditure

Total Expenditure increased by ₹ 8,338.00 Lakhs and 76.85%, from ₹ 10,849.47 Lakhs in the fiscal year ended March 31, 2024 to ₹ 19,187.47 Lakhs in the fiscal year ended March 31, 2025. Overall expenditure was increased mainly due to increase in volume of production, better capacity utilization and operations efficiency at Unit 1.

Cost of materials consumed

Cost of materials consumed increased by ₹ 6,710.00 Lakhs and 71.93%, from ₹ 9,329.09 Lakhs in the fiscal year ended March 31, 2024 to ₹ 16,039.09 Lakhs in the fiscal year ended March 31, 2025. Cost of materials consumed is increased on account of increase in volume of operations of the Company. During the period, our Company has focused on efficiently utilizing the installed capacity at unit -1, which led the better capacity utilization and higher production volume. With the increase in production, the cost of material consumed has gone up.

Changes in inventories of finished goods

Changes in inventories of finished goods was ₹(1,346.90) Lakhs in the fiscal year ended March 31, 2025 as against ₹(1,546.20) Lakhs the fiscal year ended March 31, 2024. The decrease in changes in Inventories of finish goods was because of higher sale of finished product.

Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage increased by ₹812.75 Lakhs and 80.17% from ₹1,013.73 Lakhs in the fiscal year ended March 31, 2024 to ₹1,826.48 Lakhs in the fiscal year ended March 31, 2025. Overall employee cost was increased as a result increased production man-hour with increased production and capacity utilization.

Other Expenses

Other Expenses in terms of value and percentage increased by ₹428.65 Lakhs and 56.76% from ₹755.16 Lakhs in the fiscal year ended March 31, 2024 to ₹ 1,183.81 Lakhs in the fiscal year ended March 31, 2025. The increase was mainly on account of increase in testing and inspection, professional charges, repairs & maintenance and others.

EBIDTA

Profit before Interest, Depreciation and Tax has increased by ₹ 2,076.94 Lakhs and 146.18% from ₹ 1,420.81 Lakhs in the fiscal year ended March 31, 2024 to ₹ 3,497.76 Lakhs in the fiscal year ended March 31, 2025. The overall turnover has been increased with the growth in volume of operations of the Company. FY2025 was the second year of operations and the Company's product has been well accepted by the customers. The Company has been successfully able to tap customers like TVS Motor Co. Limited, Hero MotoCorp Limited and Bajaj Auto Ltd. who are the market leaders in two wheeler industry. During the period, our Company has focused on efficiently utilizing the installed capacity at Unit -1. All these collectively contributed to the growth in EBIDTA.

Finance Costs

Finance Costs in terms of value and percentage increased by ₹ 297.74 Lakhs and 43.60% from ₹ 682.92 Lakhs in the fiscal year ended March 31, 2024 to ₹ 980.66 Lakhs in the fiscal year ended March 31, 2025. Finance Costs was increased mainly due to higher interest outgo on increased borrowings.

Depreciation & Amortization Expenses

Depreciation in terms of value increased by ₹ 52.77 Lakhs and 17.33% from ₹ 304.53 Lakhs in the fiscal year ended March 31, 2024 to ₹ 357.30 Lakhs in the fiscal year ended March 31, 2025. Depreciation increased primarily because of increase in assets and also due to the expansion of existing capacity of unit 1 from 1.2 million to 2.4 million wheels per year, which was initiated during the FY2024 but was completed on January 20, 2025. As a result of which capital work in progress was capitalized into fixed assets which led to increase in depreciation.

Net Profit after Tax

Net Profit has increased by ₹ 1,567.34 Lakhs and 473.01% from ₹ 331.36 Lakhs in the fiscal year ended March 31, 2024 to ₹ 1,898.69 Lakhs in the fiscal year ended March 31, 2025. The overall turnover has been increased with the growth in volume of operations of the Company. FY2025 was the second year of full operations and the Company's product has been well accepted by the customers. The Company has been successfully able to tap customers like TVS Motor Co. Limited, Hero MotoCorp Limited and Bajaj Auto Ltd. who are the market leaders in two wheeler industry. During the period, our Company has focused on efficiently utilizing the installed capacity at Unit -1. All these collectively contributed to the growth in PAT.

Return on Capital employed (%)

Our Company has recorded a Return on Capital employed of 12.62% in FY2025 as compared to 10.23% in FY2024, thereby registering a growth of 2.39%. This was mainly resulted from our Company's focus on efficiently utilizing the installed capacity at Unit -1.

FISCAL YEAR ENDED MARCH 31, 2024 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2023

Income

Total revenue has increased by ₹ 11,220.72 Lakhs and 99.68%, from ₹ 25.54 Lakhs in the fiscal year ended March 31, 2023 to ₹ 11,246.25 Lakhs in the fiscal year ended March 31, 2024. FY2023 was the first year of operations and the Company's product has been well accepted by the customers. The Company has been successfully able to tap customers like TVS Motor Co. Limited, Hero MotoCorp Limited and Bajaj Auto Ltd. who are the market leaders in two wheeler industry. The overall turnover has been increased with the growth in volume of operations of the Company. As FY2023 was the first year of operation, there was very small volume of production in FY2023. Thus, the revenue from operations of the FY2023 and FY2024 are not comparable.

Expenditure

Total Expenditure increased by ₹ 10,693.58 Lakhs and 6859.24%, from ₹ 155.90 Lakhs in the fiscal year ended March 31, 2023 to ₹ 10,849.48 Lakhs in the fiscal year ended March 31, 2024. FY2023 was the first year of operations and the Company's product has been well accepted by the customers. The Company has been successfully able to tap customers like TVS Motor Co. Limited, Hero MotoCorp Limited and Bajaj Auto Ltd. who are the market leaders in two wheeler industry. The overall turnover has been increased with the growth in volume of operations of the Company. As FY2023 was the first year of operation, there was very small volume of production in FY2023. Thus, the total expenditure of the FY2023 and FY2024 are not comparable.

Cost of materials consumed

Cost of materials consumed increased by ₹ 8,698.35 Lakhs and 1379.07%, from ₹ 630.74 Lakhs in the fiscal year ended March 31, 2023 to ₹ 9,329.09 Lakhs in the fiscal year ended March 31, 2024. Cost of materials consumed is increased on account of increase in volume of production with the commencement of commercial production at Unit -1. As FY2023 was the first year of operation, there was very small volume of production in FY2023. Thus, the cost of materials consumed in the FY2023 and FY2024 are not comparable.

Changes in inventories of finished goods

Changes in inventories of finished goods was ₹ (1,546.20) Lakhs in the fiscal year ended March 31, 2024 as against ₹ (594.39) Lakhs the fiscal year ended March 31, 2023.

Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage increased by ₹ 979.80 Lakhs and 2887.79% from ₹ 33.93 Lakhs in the fiscal year ended March 31, 2023 to ₹ 1,013.73 Lakhs in the fiscal year ended March 31, 2024. The overall employee benefit expenses has been increased with the growth in volume of operations of the Company. As FY2023 was the first year of operation, there was very small volume of production in FY2023. Thus, the employee benefit expenses of the FY2023 and FY2024 are not comparable.

Other Expenses

Other Expenses in terms of value and percentage increased by ₹ 724.42 Lakhs and 2356.82% from ₹ 30.74 Lakhs in the fiscal year ended March 31, 2023 to ₹ 755.16 Lakhs in the fiscal year ended March 31, 2024. The increase was mainly on account of increase in cost of Power & Fuel, Contractual Job Charges, Freight Outward, Office Expense, Insurance, Professional fee, Sales Promotion, Testing and Inspection, Repair & Maintenance, Travelling and Accommodation, and rent.

EBIDTA

Profit before Interest, Depreciation and Tax has increased by ₹ 1,496.29 Lakhs, from ₹ (75.48) Lakhs in the fiscal year ended March 31, 2023 to ₹ 1,420.81 Lakhs in the fiscal year ended March 31, 2024. FY2023 was the first year of operations and the Company's product has been well accepted by the customers. The Company has been successfully able to tap customers like TVS Motor Co. Limited, Hero MotoCorp Limited and Bajaj Auto Ltd. who are the market leaders in two wheeler industry. The overall turnover has been increased with the growth in volume of operations of the Company resulting in growth in EBIDTA margin. As FY2023 was the first year of operation, there was very small volume of production in FY2023. Thus, the EBIDTA of the FY2023 and FY2024 are not comparable.

Finance Costs

Finance Costs in terms of value and percentage increased by ₹ 662.05 Lakhs and 3172.63% from ₹ 20.87 Lakhs in the fiscal year ended March 31, 2023 to ₹ 682.92 Lakhs in the fiscal year ended March 31, 2024. Finance Costs was

increased mainly due to higher interest outgo.

Depreciation & Amortization Expenses

Depreciation in terms of value decreased by ₹ 270.51 Lakhs and 795.24% from ₹ 34.02 Lakhs in the fiscal year ended March 31, 2023 to ₹ 304.53 Lakhs in the fiscal year ended March 31, 2024. The increase in depreciation is due to increase in assets and higher depreciation charged in FY2024. The same is general in nature.

Net Profit after Tax

Net Profit has increased by ₹ 407.31 Lakhs, from loss of ₹75.96 Lakhs in the fiscal year ended March 31, 2023 to profit of ₹ 331.36 Lakhs in the fiscal year ended March 31, 2024. FY2023 was the first year of operations and the Company's product has been well accepted by the customers. The Company has been successfully able to tap customers like TVS Motor Co. Limited, Hero MotoCorp Limited and Bajaj Auto Ltd. who are the market leaders in two wheeler industry. The overall turnover has been increased with the growth in volume of operations of the Company resulting in growth in PAT margin. As FY2023 was the first year of operation, there was very small volume of production in FY2023. Thus, the PAT of the FY2023 and FY2024 are not comparable.

Return on Capital employed (%)

Our Company has recorded a Return on Capital employed of 10.23% in FY2024 as compared to (1.59)% in FY2023, thereby registering a growth of 11.82%. This was mainly resulted from achieving full scale of commercial production at Unit -1. As FY2023 was the first year of operation, the Return on Capital employed of the FY2023 and FY2024 are not comparable.

Cash Flows

(Amount ₹ in lacs)

Particulars	For the year ended March 31,		
	2025	2024	2023
Net Cash from Operating Activities	(1,231.56)	494.15	(1,047.50)
Net Cash from Investing Activities	(8,752.77)	(3,391.20)	(3,661.53)
Net Cash from Financing Activities	10,910.94	2,945.81	4,668.32

Cash Flows from Operating Activities

Net cash from operating activities for year ended March 31, 2025 was at ₹ (1,231.56) lacs as compared to the EBIDTA at ₹ 3,497.76 lacs, this negative cash flow from operating activity attributed to increased investment in working capital. Further, the Net cash from operating activities for fiscal 2024 was at ₹ 494.15 lacs as compared to the EBIDTA at ₹ 1,420.81 lacs, while for fiscal 2023, net cash from operating activities was at ₹(1,047.50) lacs as compared to the EBIDTA at ₹ (75.48) lacs.

Cash Flows from Investment Activities

Net cash from Investing activities for year ended March 31, 2025 was at ₹ (8,752.77) lacs and in fiscal 2024 was at ₹(3,391.20) Lacs. Net cash from investing activities was at ₹ (3,661.53) lacs in the fiscal 2023 attributed to increase in investment in fixed assets as capex for Unit 1 and Unit 2.

Cash Flows from Financing Activities

Cash Flows from Financing Activities for year ended March 31, 2025 was at ₹ 10,910.94 lacs on account of increased borrowings. It was at ₹ 2,945.81 Lacs and ₹ 4,668.32 Lacs in fiscal 2024 and 2023. This was mainly due to increase in Short Term & Long Term borrowings.

OTHER MATTERS

1. Unusual or infrequent events or transactions

Except as described in this DRHP, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing Operations

Other than as described in the Section titled “*Financial Information*” and chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*”, beginning on Page 182 and 232 respectively of this DRHP, to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations

Other than as described in the chapter titled “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Conditions and Result of Operations*”, beginning on Page 24 and 232 respectively of this DRHP, best to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

4. Future relationship between Costs and Income

Other than as described in the chapter titled “*Risk Factors*” beginning on Page 24 of this DRHP, best to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

5. Competition Conditions

Our Industry is fragmented consisting of large established players and small niche players. We compete with organized as well as unorganized sector on the basis of availability of product, price and product range. Further, there are no entry barriers in this industry and any expansion in capacity of existing manufacturers would further intensify competition. Industry is very competitive and we expect competition to continue and likely to increase in the future.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation derived from our Restated Financial Statements for the year ended March 31, 2025, and as adjusted for the Issue. This table should be read in conjunction with “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”, “*Financial Information*” and “*Risk Factors*” on pages 232, 182 and 24, respectively.

(Amount ₹ in lacs)

Particulars	Pre Issue March 31, 2025	Post Issue
Debt		
Long Term Debt	8,484.53	[•]
Short Term Debt	13,015.41	[•]
Total Debt	21,499.94	[•]
Shareholders' Fund (Equity)		
Share Capital	1,000.30	[•]
Reserves & Surplus	2,153.91	[•]
Less: Miscellaneous Expenses not w/off	-	[•]
Total Shareholders' Fund (Equity)	3,154.21	[•]
Long Term Debt / Equity	2.69	[•]
Total Debt / Equity	6.82	[•]

Note:

- *Short term debts represents the debts which are expected to be paid / payable within 12 months and includes installment of term loans repayable within 12 months.*
- *Long term debts represent debts other than Short term debts as defined above but excludes installment of term loans repayable within 12 months grouped under Short Term Borrowings.*
- *The figures disclosed above are based on restated statement of assets and liabilities of the Company as at 31st, March 2025.*

SECTION VII – LEGAL AND OTHER INFORMATION
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings involving our Company, Directors, Promoter or Group Companies; (ii) actions taken by regulatory or statutory authorities involving our Company, Directors, Promoter or Group Companies; (iii) claims involving our Company, Directors, Promoter or Group Companies related to direct and indirect tax matters (disclosed in a consolidated manner); (iv) proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Draft Red Herring Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Draft Red Herring Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Draft Red Herring Prospectus; (ix) litigation or legal action against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Draft Red Herring Prospectus; (x) pending litigations involving our Company, Directors, Promoter, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Board pursuant to its resolution dated September 01, 2025 (“**Materiality Policy**”) in each case involving our Company, Promoters and Directors (“**Relevant Parties**”) in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors. Further, there are no disciplinary actions including penalties imposed by the SEBI or the stock exchanges against our Promoters in the last five Fiscals including any outstanding action.*

For the purpose of material litigation in (x) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Draft Red Herring Prospectus:

a) All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoters, Directors, or Group Companies, KMPS's or SMP's as the case may be shall be deemed to be material;

b) Litigation where the value or expected impact in terms of value, exceeds the lower of the following:

i. 2% of turnover as per latest annual restated financial statements of the issuer: ₹ 424.79 Lakhs

ii. 2% of net worth, as per the latest annual restated financial statements of the issuer except in case the arithmetic value of the net worth is negative: ₹ 63.08 Lakhs

iii. 5% of the average of absolute value of profit or loss after tax, as per the last 3 annual restated financial statements of the issuer: ₹ 35.90 Lakhs

In our case we have taken the value of criteria (iii) being the lowest has been considered for the purpose of materiality.

c) Any pending litigation / arbitration proceedings involving the Relevant Parties wherein a monetary liability is not quantifiable, or which does not fulfil the threshold as specified in (b) above, but the outcome of which could, nonetheless, have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company or where the monetary liability is not quantifiable, each such case involving our Company, Promoter, Directors, Group Companies, KMPS or SMPs whose outcome would have a bearing on the business operations, prospects or reputation of our Company and as required under the SEBI Regulations have been disclosed on our website at www.aret22.com

d) Notices received by our Company, Promoter, Directors, Group Companies, KMPS or SMPs as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoter / Group Companies/ KMPS/ SMPs, as the case may be, are impleaded as parties in proceedings before any judicial forum.

Our Company, our Promoter and/or our Directors, have not been declared as willful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

It is clarified that for the purposes of the above, pre-litigation notices received by any of the Relevant Parties, from third parties (other than show cause notices issued by statutory/regulatory / tax authorities or notices threatening criminal action or the first information reports) have not, and shall not, unless otherwise decided by our Board, be considered as material litigation until such time that such Relevant Party, as the case may be, is impleaded as a defendant/s in proceedings before any judicial/arbitral forum.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus. All terms defined herein in a particular litigation disclosure pertain to that litigation only.

OUTSTANDING LITIGATION INVOLVING OUR COMPANY, DIRECTORS, PROMOTERS, KMPs AND SMPs:

I. LITIGATION INVOLVING OUR COMPANY

A. LITIGATION AGAINST OUR COMPANY

1) Criminal and Civil proceedings

M/s Prism Surface Coatings Private Limited (“**Plaintiff**”) has filed a commercial original suit (Com.O.S. No. 280/2024) under the Commercial Courts Act, 2015 before the Court of the X Additional District & Sessions Judge (Commercial Court), Bengaluru Rural, against our Company, M/s Arete 22 Private Limited (“**Defendant**”), for recovery of ₹41.57 lakhs towards alleged unpaid dues in respect of supply of paint plant and allied materials, together with interest of ₹7.48 lakhs at 18% per annum, aggregating to a total claim of ₹49.06 lakhs. The matter is presently pending at the stage of evidence.

2) Actions by regulatory/ statutory authorities

Nil

3) Disciplinary Actions by Authorities

Nil

4) Litigation involving Tax Liability

Below are the details of pending tax cases involving our Company, specifying the number of cases pending and the total amount involved:

(₹ in lakhs)

Particulars	Number of cases	Amount involved
<i>Indirect tax</i>		
Sales Tax/VAT	Nil	Nil
Central Excise	Nil	Nil
Goods & Services Tax	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil
Traces	Nil	Nil
Total	Nil	Nil

Particulars	Number of cases	Amount involved
<i>Direct Tax*</i>	8	1.15
Total	8	1.15

**Outstanding Demand pertaining to Tax Deduction at Source and Interest thereon*

5) Other Pending Litigation based on Materiality Policy of our Company

Nil

B. LITIGATIONS FILED BY OUR COMPANY

1) Criminal and Civil proceedings

Nil

2) Actions by regulatory/ statutory authorities

Nil

3) Disciplinary Actions by Authorities

Nil

4) Litigation involving Tax Liability:

Indirect Tax: Nil

Direct Tax: Nil

5) Other Pending Litigation based on Materiality Policy of our Company

Nil

II. LITIGATION INVOLVING OUR DIRECTORS AND PROMOTERS

A. LITIGATION FILED AGAINST OUR DIRECTORS AND PROMOTERS

1) Criminal and Civil proceedings

Nil

2) Actions by regulatory/ statutory authorities

Nil

3) Disciplinary Actions by Authorities

Nil

4) Litigation involving Tax Liability:

Below are the details of pending tax cases involving our Directors, specifying the number of cases pending and the total amount involved:

(₹ in lakhs)

Particulars	Number of cases	Amount involved
Indirect Tax		
Sales Tax/VAT	Nil	Nil
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil
Total	Nil	Nil
Direct tax*		
Total	Nil	Nil

*To the extent quantifiable

5) Other Pending Litigation based on Materiality Policy of our Company

Nil

B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTERS

1) Criminal and Civil proceedings

Nil

2) Actions by regulatory/ statutory authorities

Nil

3) Disciplinary Actions by Authorities

Nil

4) Litigation involving Tax Liability:

Indirect Tax: Nil

Direct Tax: Nil

5) Other Pending Litigation based on Materiality Policy of our Company

Nil

III. LITIGATION INVOLVING OUR GROUP COMPANIES

A. LITIGATION AGAINST OUR GROUP COMPANIES

1) Criminal and Civil proceedings

Nil

2) Actions by regulatory/ statutory authorities

Nil

3) *Disciplinary Actions by Authorities*

Nil

4) *Litigation involving Tax Liability:*

Indirect Tax: Nil

Direct Tax: Nil

5) *Other Pending Litigation based on Materiality Policy of our Company*

Nil

B. LITIGATION FILED BY GROUP COMPANIES

1) *Criminal and Civil proceedings*

Nil

2) *Actions by regulatory/ statutory authorities*

Nil

3) *Disciplinary Actions by Authorities*

Nil

4) *Litigation involving Tax Liability:*

Indirect Tax: Nil

Direct Tax: Nil

5) *Other Pending Litigation based on Materiality Policy of our Company*

Nil

IV. LITIGATION INVOLVING OUR KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT (OTHER THAN DIRECTORS AND PROMOTERS)

A. LITIGATIONS AGAINST OUR KMP AND SMP (OTHER THAN DIRECTORS AND PROMOTERS)

1) *Criminal and Civil proceedings*

Nil

2) *Actions by regulatory/ statutory authorities*

Nil

3) Disciplinary Actions by Authorities

Nil

4) Litigation involving Tax Liability:

Below are the details of pending tax cases involving our Senior Management Personnel, specifying the number of cases pending and the total amount involved:

(₹ in lakhs)

Particulars	Number of cases	Amount involved
Indirect Tax		
Sales Tax/VAT	Nil	Nil
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil
Total	Nil	Nil
Direct tax*		
Total	Nil	Nil

*To the extent quantifiable

5) Other Pending Litigation based on Materiality Policy of our Company

Nil

B. LITIGATION FILED BY OUR KMPs AND SMPs (OTHER THAN DIRECTORS AND PROMOTERS)

1) Criminal and Civil proceedings

Nil

2) Actions by regulatory/ statutory authorities

Nil

3) Disciplinary Actions by Authorities

Nil

4) Litigation involving Tax Liability:

Indirect Tax: Nil

Direct Tax: Nil

5) Other Pending Litigation based on Materiality Policy of our Company

Nil

V. DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTER, DIRECTORS, GROUP COMPANIES, PROMOTOR GROUP, KMPs AND SMPs DURING THE LAST 5 FINANCIAL YEARS

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters, Directors or Group Companies during the last 5 financial years including outstanding actions except as disclosed above.

VI. PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS

There have been no inquiries, inspections or investigations initiated under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of this Draft Red Herring Prospectus in the case of our Company, Promoters, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the Draft Red Herring Prospectus.

There are no findings or observations of any of the inspections by SEBI in India, which are material and which needs to be disclosed, or non-disclosure of which may have a bearing on the investment decision of prospective investors in the Issue.

VII. OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

As on the date of the Draft Red Herring Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company

VIII. PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES

There are no proceedings initiated against our Company for any economic offences.

IX. NON-PAYMENT OF STATUTORY DUES

As on the date of the Draft Red Herring Prospectus, there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

X. MATERIAL FRAUDS AGAINST OUR COMPANY

There have been no material frauds committed against our Company in the five years preceding the year of this Draft Red Herring Prospectus.

XI. DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, nor our Promoters, nor Group Companies and nor 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.

XII. MATERIAL DEVELOPMENTS

Except as disclosed in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 232 there have been no material developments that have occurred after the Last Balance Sheet Date.

XII. OUTSTANDING DUES TO SMALL-SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

As per the Materiality Policy, a creditor of our Company, shall be considered to be material (“**Material Creditors**”) for the purpose of disclosure in this Draft Red Herring Prospectus, if amounts due to such creditor by our Company is in excess of 5% of the restated trade payables of our Company, as per the latest completed fiscal year of the Restated Financial Information (*i.e.*, March 31, 2025). Accordingly, a creditor has been considered ‘material’ by our Company if the amount due to such creditor exceeds ₹ 112.52 lakhs as of March 31, 2025.

In accordance with the Materiality Policy, details of outstanding dues (trade payables) owed to MSME (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other than material creditors, as at March 31, 2025, on a standalone basis, are set out below:

(₹ in lakhs)

Particulars	No. of Creditors	Total Amount
Outstanding dues to material creditors	1	678.87
Outstanding dues to micro and small enterprises (MSMEs)	36	248.68
Outstanding dues to other creditors	328	1,322.79
Total outstanding dues	365	2,250.35

The details pertaining to outstanding dues to Material Creditors, along with the name and amount involved for each such Material Creditor, are available on the website of our Company at www.aret22.com. It is clarified that such details available on our Company’s website do not form a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any source of information including our Company’s website, www.aret22.com, would be doing so at their own risk.

GOVERNMENT AND OTHER STATUTORY APPROVALS

We are required to obtain consents, licenses, registrations, permissions and approvals for carrying out our present business activities. Our Company has obtained the necessary material consents, licenses, permissions and approvals from the Government and various Government agencies required for our present business and carrying on our business activities. For details in connection with the regulatory and legal framework within which we operate, please refer the chapter “Key Industrial Regulations and Policies” on page 146 of this Draft Red Herring Prospectus. The main objects clause of the Memorandum of Association and objects incidental to the main objects of our Company enable our Company to carry out its respective activities.

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:

A. Licenses and Approvals of our Company

I. Issue related Approvals

For the approvals and authorizations obtained by our Company in relation to the Issue, see “Other Regulatory and Statutory Disclosures – Authority for the Issue” on page 258 of this Draft Red Herring Prospectus.

II. Approvals from the Stock Exchanges

- a) Our Company has received an in-principle approval from Emerge Platform of the National Stock Exchange of India Limited dated [●] for listing of Equity Shares issued pursuant to the Issue.
- b) Our Company’s ISIN is INE11ZQ01014

III. General Approvals

- a) Certificate of Incorporation dated February 09, 2021 issued under the Companies Act, 2013 by the Registrar of Companies, Central Registration Centre
- b) Fresh Certificate of Incorporation dated February 05, 2025 issued under the Companies Act, 2013 issued by Registrar of Companies, Central Processing Centre, consequent to conversion of our Company from a private limited company to a public limited company.
- c) Letter dated January 06, 2023 issued by the Employees’ State Insurance Corporation under the Employees’ State Insurance Act, 1948 for allotting code number 53700576130010999 to our Company for our Registered Office situated at No. 3A-3, Jakkasandra Industrial Area, Kasaba Hobli Malur Taluk, Kolar, Karnataka, India.
- d) Letter dated March 10, 2025 issued by the Employees’ State Insurance Corporation under the Employees’ State Insurance Act, 1948 for allotting code number 69700576130010999 to our Company for our factory situated at Khasra No. 29/3 (7-13), Pataudi Road, Bilaspur, Gurgaon, Haryana, India.
- e) Certificate of Importer-Exporter Code dated May 24, 2021 bearing file number BNGIECPAMEND00049738AM22 issued by Office of the Additional Director General of Foreign Trade, Bengaluru, Directorate General of Foreign Trade for the purpose of allotting IEC number AAUCA7664D to our Company.
- f) Udyam Registration Certificate dated March 19, 2021 issued by the Ministry of Micro, Small and Medium Enterprises, Government of India for allotting udyam registration number UDYAM-KR-03-0058987, to our Company.

- g) Legal Entity Identifier certificate issued by the LEI Register India Private Limited for the purpose of allotting LEI no. 98450055OB0B3C3BD111 to our Company.
- h) Details of shops and establishment registrations obtained for our registered office and branch offices have been provided below:

S. No.	State/ Territory	Union	Issuing Authority	License Number	Date of Issue	Valid up to
1.	Andhra Pradesh		Labour Department, Government of Andhra Pradesh.	AP-03-30-006-03935488	May 02, 2025	March 31, 2028
2.	Karnataka		Labour Department, Government of Karnataka.	Mal/MAL/CE/0035/2025	May 05, 2025	December 31, 2029

IV. Labour and employee Related Approvals

The labour and employee-related approvals of our Company has been provided below:

The following is the list of labour and employee related approvals which have been availed by our Company for the unit situated at Kolar, Karnataka:

Sr. No.	Type of License/Approval	Issuing Authority	Reference / Registration / License No.	Date of Issue/Renewal	Valid up to
1.	Letter issued for allotting code number under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952	Employees' Provident Fund Organisation	GRVSP2301255000	February 11, 2021	Valid till cancelled or modified.
2.	Letter issued for allotting code number under the Employees' State Insurance Corporation under the Employees' State Insurance Act, 1948	Employees' State Insurance Corporation	53700576130010999	January 6, 2023	Valid till cancelled or modified.
3.	Certificate of Registration issued under sub section (2) of Section 7 of the Contract Labour (Regulation and Abolition) Act, 1970.	Department of Labour	ALC-B-3/CLA/P-11215249/2023-24	March 25, 2025	Valid till cancelled or modified.

The following is the list of labour and employee-related approvals which have been availed by our Company for the Manufacturing Unit situated at Bilaspur:

Sr. No.	Type of License/Approval	Issuing Authority	Reference / Registration / License No.	Date of Issue/Renewal	Valid up to
1.	Letter issued for allotting code number under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952	Employees' Provident Fund Organisation	GRVSP2301255000	February 11, 2021	Valid till cancelled or modified.
2.	Letter issued for allotting code number under the Employees' State Insurance Corporation under the Employees' State Insurance Act, 1948	Employees' State Insurance Corporation	69700576130010999	March 10, 2025	Valid till cancelled or modified.

V. Tax Related Approvals

- a) Our Company's Permanent Account Number issued by the Income Tax Department is AAUCA7664D.
- b) Our Company's Tax Deduction and Collection Number issued by the Income Tax Department is VPNA06763B.
- c) The details of the registration obtained by our Company under the Goods and Services Tax Act, 2017 have been provided below:

Sr. No.	Registration Number	State
1.	29AAUCA7664D1Z4	Karnataka
2.	06AAUCA7664D1ZC	Haryana

- d) Details of professional tax registration and enrolment licenses obtained by our Company for its registered office and branch offices have been provided below:

Sr. No.	State	Registration Number	Enrolment Number	Date of Issue
1.	Karnataka	328441601	1134049429	February 21, 2025

VI. Business Related Approvals

As mentioned hereinabove, we require various approvals, licenses, registrations and permits to carry on our operations in India. Some of these may expire in the ordinary course of business and applications for renewal of such approvals are submitted in accordance with applicable procedures and requirements.

- a) The following is the list of business-related approvals which have been obtained by our Company for its Manufacturing Unit 1 located in Kolar, Karnataka:

Sr. No.	Type of License/Approval	Issuing Authority	Reference / Registration / License No. / Consent No.	Date of Issue/Renewal	Valid up to
1.	Consent to establish obtained under the Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act") and Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act")	Karnataka State Pollution Control Board	CTE-329065	January 06, 2022	December 20, 2026
2.	Consent to operate obtained under the Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act") and Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act")	Karnataka State Pollution Control Board	AW-336409	February 24, 2023	September 30, 2027
3.	License to work a factory issued under the Factories Act, 1948.	Factories, Boiler Industrial safety and Health Department, Government of Karnataka.	No. DFB/RGN/CR-23/23-24	March 13, 2024	December 31, 2032
4.	BIS Certification Marks	Bureau of Indian Standards.	6200192845	May 30, 2023	May 29, 2028

Sr. No	Type of License/Approval	Issuing Authority	Reference / Registration / License No. / Consent No.	Date of Issue/Renewal	Valid up to
5.	Electricity load sanction letter for 1950 KVA	Bangalore Electricity Supply Company (BESCOM)	MLRHT456	February 25, 2022	Valid until cancelled
8.	Registration under the Legal Metrology Act, 2009	Department of Legal Metrology, Karnataka.	AC007202524332	May 08, 2025	May 07, 2026
6.	Certificate of Stability	Planwell Consultants, Chartered Engineer Regd. No. AM69766-7	-	April 1, 2025	March 30, 2030
7.	Quality Management System standard specifically for the automotive industry - IATF 16949:201	CISQ Automotive	TS/46285/25	May 29, 2025	May 28, 2028
8.	ISO 9001:2015	CISQ Automotive	46285/25/AN	May 29, 2025	May 28, 2028
9.	Registration Certificate of Establishment Form "C", under Karnataka Shops and Commercial Establishments Act. 1961	Office of The Labour Inspector	Mal/MAL/CE/0035/2025	May 5, 2025	December 13, 2029

- b) The following is the list of business-related approvals which have been obtained by our Company for its Manufacturing Unit 2 located in Bilaspur, Haryana:

Sr. No	Type of License/Approval	Issuing Authority	Reference / Registration / License No. / Consent No.	Date of Issue/Renewal	Valid up to
1.	Consent to establish obtained under the Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act") and Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act")	Haryana State Pollution Control Board	313119825GUSOCTE97364789	April 23, 2025	April 22, 2030
2.	Electricity load sanction letter.	Dakshin Haryana Bijli Vitran Nigam	Memo. No. Ch. 09/PC-GC-1036/MNSR	December 20, 2024	Valid until cancelled
3.	Certificate of Stability	Planwell Consultants, Chartered Engineer Regd. No. AM69766-7	-	April 1, 2025	March 30, 2030
4.	Registration under the Legal Metrology Act, 2009	Legal Metrology Department	7666	May 5, 2025	May 4, 2026

VII. Intellectual Property Related Approvals

Our Company has applied for registration of the following trademarks under the Trade Marks Act, 1999:

Particulars of Trademark	Application No.	Class	Date of application	Status
	7011155	12	16/05/2025	Formality check pass

	7011156	12	16/05/2025	Formality check pass
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VIII. Licenses/ Approvals for which applications have been made by our Company and are pending:

The following is the list of business-related approvals which have been applied for by our Company for its Manufacturing Unit 1 and 2 and pending for approval:

Sr. No.	Type of License/Approval	Issuing Authority	Application Number	Date of Application
A	Unit 2			
1.	Consent to operate obtained under the Air (Prevention and Control of Pollution) Act, 1981 (the “ Air Act ”) and Water (Prevention and Control of Pollution) Act, 1974 (the “ Water Act ”))	Haryana State Pollution Control Board	102969645	May 07, 2025
2.	Fire NoC	Municipal Corporation Gurgaon	051132523000937	August 20, 2025
3	Factory License	Labour Department, Haryana	ADISH-GGN-III	September 19, 2025
A	Unit 1			
3.	Professional tax registration for registered office at Vizag, Andhra Pradesh	Greater Visakhapatnam Municipal Corporation	37250903946716	September 03, 2025
4.	Fire NoC	Office of the Chief Fire Officer, Karnataka Fire & Emergency Services Department, Bengaluru-East Zone	CR0825007000343803	August 28, 2025

IX. Licenses / approvals which have expired and for which renewal applications have not been made by our Company.

Nil

X. Licenses / Approvals which are required but not yet applied for by our Company:

Nil

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Board of Directors has, pursuant to a resolution passed at its meeting held on August 27, 2025 authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in EGM held on September 2, 2025, authorized the Issue under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

Our Company has received an In-Principle Approval letter dated [•] from NSE for using its name in this Draft Red Herring Prospectus for listing our shares on the Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”). NSE is the Designated Stock Exchange for the purpose of this Issue.

PROHIBITION BY SECURITIES MARKET REGULATORS

Our Company, our Promoters, our Directors and our Promoter’s Group, person(s) in control of the promoters or issuer, have not been prohibited from accessing the capital market or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

CONFIRMATIONS

1. Our Company, our Promoters, Promoter’s Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
2. None of the Directors in any manner associated with any entities which are engaged in securities market related business and are registered with the SEBI in the past five years.
3. There has been no action taken by SEBI against any of our Directors or any entity with which our Directors are associated as Promoter or directors.

PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY

Neither our Company, nor our Promoters, nor the relatives (as defined under the Companies Act) of our Promoters, have been identified as wilful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

ELIGIBILITY FOR THE ISSUE

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:

- Neither our Company, nor any of its Promoters, Promoter Group or Directors are debarred from accessing the capital market by the Board.
- There are no outstanding actions initiated by SEBI against our Promoters in the past five years.
- Neither our Promoters, nor any Directors of our company is a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- Neither our individual Promoters nor any of our Directors is declared as Fugitive Economic Offender.
- Neither our Company, nor our Promoters, relatives (as defined under the Companies Act, 2013) of our Promoters nor our Directors, are Wilful Defaulters or a fraudulent borrower.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post Issue face value paid-up capital shall be upto ₹ 2,500 lakhs, thus, we can offer Equity Shares to the public and propose to list the same on the Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”).

Further, our Company has not been formed by the conversion of a proprietorship or a partnership firm or a limited liability partnership and therefore does not fall under Regulation 229(4) of the SEBI ICDR Regulations. Further, there has not taken place a complete change of promoter of our Company and there are no new promoter(s) who

have acquired more than fifty per cent of the shareholding of our Company and therefore does not fall under Regulation 229(5) of the SEBI ICDR Regulations.

We confirm that:

1. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue will be 100% underwritten and that the Book Running Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled “*General Information*” beginning on page 61 of this Draft Red Herring Prospectus.
2. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or Equal to two hundred (200), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working 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 (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act, 2013.
3. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Red Herring Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Red Herring Prospectus.
4. In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement with the Book Running Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the Emerge Platform of NSE. For further details of the arrangement of market making please refer to section titled “*General Information*” beginning on page 61 of this Draft Red Herring Prospectus.
5. In accordance with Regulation 228(a) of the SEBI (ICDR) Regulations, our Company, its promoters, promoter group or directors are not debarred from accessing the capital markets by the Board.
6. In accordance with Regulation 228(b) of the SEBI (ICDR) Regulations, the companies with which our promoters or directors are associated as a promoter or director are not debarred from accessing the capital markets by the Board.
7. In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoter or directors is a wilful defaulter or a fraudulent borrower.
8. In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer’s individual promoter or directors is a fugitive economic offender.
9. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to NSE (Emerge Platform of the NSE) is the Designated Stock Exchange.
10. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.
11. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid-up.
12. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoter is already in dematerialised form.
13. In accordance with Regulation 230(1)(h) of the SEBI (ICDR) Regulations, the objects of the Issue do not consist of repayment of loan taken from Promoters.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

- Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated January 22, 2025 and Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated January 31, 2025, for establishing connectivity.
- Our Company has a website i.e. www.arete22.com
- The Equity Shares of our Company held by our Promoters are in dematerialised form; and
- All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing

of this Draft Red Herring Prospectus.

- There has been no change in the promoter of the Company in the preceding one year from date of filing application to NSE or listing on Emerge segment.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”):

1. The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.

Our Company is incorporated under the Companies Act, 2013.

2. The post Offer paid up capital of the company shall not be more than ₹ 25.00 Crore.

The present paid-up capital of our Company is ₹ 15,00,44,980 and we are proposing issue upto 56,50,000 Equity Shares of ₹ 10/- each at Issue price of ₹ [●] per Equity Share including share premium of ₹ [●] per Equity Share, aggregating up to ₹ [●] lakhs. Hence, our Post Offer Paid up Capital will be upto ₹[●] Lakhs. Accordingly, our Company has fulfilled the criteria of post Offer paid up capital prescribed under Regulation 229(2) of the SEBI ICDR Regulations.

3. Track Record

A. The company should have a track record of at least 3 years.

Arete 22 Limited (the “Company” or the “Issuer”) was incorporated under the name and style of ‘Arete 22 Private Limited’, a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated February 09, 2021 issued by the, Registrar of Companies, Andhra Pradesh at Vijayawada. Further, pursuant to resolutions passed by our Board of Directors in their meeting held on October 01, 2024 and Shareholder’s Resolution passed on October 23, 2024 our Company was converted into a public limited company, consequent to which its name was changed to ‘Arete 22 Limited’, and a fresh certificate of incorporation dated February 05, 2025, consequent to such conversion was issued by the Registrar of Companies, Central Processing Centre. For further details, including in relation to change in name of our Company, see “History and Certain Corporate Matters” on page 153

B. The company/entity should have operating profit (earnings before 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.

Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statement.
(₹ In lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Operating profit (earnings before interest, depreciation and tax and other income) from operations	3,389.76	1,384.22	(75.48)
Net Worth as per Restated Financial Statement	3,154.21	1,255.12	923.76

4. The company/entity should have positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application.

(₹ In lakh)

Particulars	2025	2024	2023
Net Cash flow from Operations	(1,231.56)	494.15	(1,047.50)
Less- Purchase of Fixed Assets (net of sale proceeds of Fixed Assets)	(8,783.87)	(3,378.72)	(3,661.53)
Add- Net Total Borrowings (net of repayment)	11,891.20	3,628.73	4,596.29
Less- Interest expense x (1-T)	(735.50)	(512.19)	(15.65)
Free cash flow to Equity (FCFE)	1,140.27	231.97	(128.40)

5. *Other Requirements*

We confirm that:

- i. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
- ii. There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.
- iii. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.

6. The Company has a website: www.arete22.com

7. Disclosures

We confirm that:

- i. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of Promoters/promoting company(ies), companies promoted by the Promoter/promoting companies of the Company.
- ii. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, Fis by the Company, Promoter/promoting company(ies), companies promoted by the Promoter/promoting Company(ies) during the past three years.
- iii. There are no litigations record against the applicant, Promoters/promoting company(ies), companies promoted by the Promoters/promoting company(ies).
- iv. There are no criminal cases/investigation/offences filed against the director of the Company.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:

1. In accordance with regulation 260 of the SEBI ICDR Regulations, this Issue is 100% underwritten in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting, please refer to Section titled “**General Information**” beginning on page no. 61 of this Draft Red Herring Prospectus.
2. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the BRLM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares Issue in the Initial Public Issue. For details of the market making arrangement, see Section titled “**General Information**” beginning on page no. 61 of this Draft Red herring Prospectus.
3. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottees in the issue shall be greater than or equal to two hundred (200), otherwise, the entire application money will be refunded within 4 (Four) days of such intimation. If such money is not repaid within 4 (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 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum. 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.
4. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of the Red Herring Prospectus through the BRLM immediately upon registration of the Red Herring Prospectus with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However, SEBI shall not issue any observation on the Red Herring Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

SEBI DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS / RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER ISEXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, HORIZON MANAGEMENT PRIVATE LIMITED SHALL FURNISH TO STOCK EXCHANGE/SEBI, A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, ANDHRA PRADESH AT VIJAYWADA, IN TERMS OF SECTION 26, 30 AND SECTION 32 OF THE COMPANIES ACT, 2013.

DISCLAIMER CLAUSE OF THE NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the filing with the RoC.

DISCLAIMER FROM OUR COMPANY, OUR DIRECTORS AND THE BOOK RUNNING LEAD MANAGER

Our Company, the Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company’s instance and anyone placing reliance on any other source of information, including our Company’s website, www.aret22.com, or the websites of the members of our Promoter Group, would be doing so at his or her own risk.

The BRLM accept no responsibility, save to the limited extent as provided in the Agreement entered between the BRLM (Horizon Management Private Limited) and our Company on September 2, 2025, and the Underwriting Agreement dated [●] entered into between the Underwriters and our Company and the Market Making Agreement

dated [●] entered into among the Market Maker, BRLM and our Company.

All information shall be made available by our Company and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Entity, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entity, and our affiliates or associates, for which they have received and may in future receive compensation.

Note:

Investors that apply in this Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and BRLM and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company and 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 and approvals to acquire Equity Shares of our company. Our Company, the Underwriter and BRLM and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our company.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised 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 the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub –account registered with SEBI which is a foreign corporate or Foreign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Draft Red Herring Prospectus does not, however, constitute an invitation to subscribe to Equity Shares Issue hereby in any other jurisdiction to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession the Draft Red Herring Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Andhra Pradesh, 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.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Draft Red Herring Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1933

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 offered 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 offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in 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 offers 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.

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

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Issue Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. Pursuant to SEBI Master Circular, a copy of the Red Herring Prospectus/ Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. Further, a copy of Red Herring Prospectus/ Prospectus, will also be filed with the Emerge Platform of National Stock Exchange of India Limited, where the Equity Shares are proposed to be listed.

A copy of the Red Herring Prospectus, along with the material contracts, documents and the Prospectus will also be filed with the RoC under Section 26 and Section 32 of the Companies Act, 2013 and through the electronic portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>.

LISTING

Application is to be made to the Emerge Platform of National Stock Exchange of India Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our Company has received an In-Principle Approval letter dated [●] from NSE for using its name in this offer document for listing our shares on the Emerge Platform of National Stock Exchange of India Limited.

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 exchanges 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 (“NSE Emerge”) mentioned above are taken within three Working Days from the Issue Closing Date.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who –

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or

- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three 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 three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

CONSENTS

The written consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Issue, the BRLM to the Issue, Registrar to the Issue, Market Maker, Banker to the Issue*, Monitoring Agency*, Syndicate Member* and Underwriter* to act in their respective capacities have been obtained.

**To be obtained at the RHP stage*

Above consents will be filed along with a copy of the Red Herring Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the ROC.

Our Company has received written consent dated September 1, 2025, from the Statutory Auditors to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report date September 1, 2025, on our Restated Financial Information; and (ii) its report dated September 1, 2025, on the statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

EXPERT OPINION

Except for the reports in the sections “*Statement of Special Tax Benefits*” and “*Financial Information*” on pages 107 and 182 respectively of this Draft Red Herring Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions. We have received written consent from the Statutory Auditor for inclusion of their name in this Draft Red Herring Prospectus, as required under Companies Act read with SEBI (ICDR) Regulations as “Expert”, defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1933.

PREVIOUS PUBLIC OR RIGHTS ISSUE

Our Company has not made public issue or rights issue under SEBI ICDR Regulations, in the past. For details of rights issues please refer chapter titled “*Capital Structure*” beginning on page no. 74 of this Draft Red Herring Prospectus.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

We have not made any previous public Issue. Therefore, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring for or agreeing to procure subscription for any of the Equity Shares of the Company since its inception.

CAPITAL ISSUE DURING THE LAST THREE YEARS

For details of the capital issued of our Company in past three years, please refer chapter titled “*Capital Structure*” beginning on page no.74of this Draft Red Herring Prospectus. Our Company does not have any Group Companies or associates, as of the date of this Draft Red Herring Prospectus.

Price Information of past issues handled by the Lead Manager

Below are the details of the past issues (during the current financial year and two financial years preceding the current financial year) handled by Horizon Management Private Limited (SME IPOs):

Sr. No.	Issuer Name	Issue size (₹ In Lakhs.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing*	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing*	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing*			
1	Cosmic Limited	CRF 5,721.08	314	30-06-2023	251.2	10.83%	2.23%	6.70%	2.16%	87.24%	10.23%
2	Baba Processing Limited	Food (India) 3,288.06	76	15-11-2023	76	-6.93%	7.66%	-23.48%	9.86%	-23.75%	12.10%
3	MVK Agro Product Limited	Food 6,588.00	120	07-03-2024	79	-36.29%	0.09%	-52.98%	-2.71%	-33.27%	12.38%
4	Shree Fabcom Limited	Karni 4,249.44	227	14-03-2024	260	67.18%	1.68%	88.35%	5.05%	193.22%	12.60%
5	Veritaas Advertising Limited	848.16	114	21-05-2024	275	-40.00%	4.38%	-49.53%	8.93%	-51.39%	4.45%
6	Tunwal Limited	E-Motors 11,564.00	59	23-07-2024	64	-9.87%	1.19%	-26.56%	1.53%	-25.82%	-5.21%
7	Forcas Limited	Studio 3,744.00	80	26-08-2024	152	-34.42%	3.72%	-37.85%	-4.41%	-46.71%	-8.86%
8	Osel Limited	Devices 7,065.60	160	24-09-2024	198.05	-5.03%	-5.80%	3.56%	-9.07%	26.18%	-2.13%
9	Thinking Entertainment Solutions Limited	Hats 1,508.76	44	03-10-2024	60	-6.23%	-3.75%	-25.18%	-6.36%	-47.25%	-5.56%
10	Onyx Limited	Biotech 2,934.10	61	22-11-2024	54.05	-5.99%	-1.34%	9.99%	-15.74%	-6.94%	3.79%
11	Abha Power and Steel Limited	3,854.40	75	04-12-2024	81.9	-33.29%	-1.14%	-60.99%	-25.94%	-59.71%	1.02%
12	Citicchem Limited	India 1,260.00	70	03-01-2025	70	-46.41%	-13.00%	-62.06%	-3.70%	-62.86%	5.62%

Sr. No.	Issuer Name	Issue size (₹ In Lakhs.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, change in benchmark]- 30 th calendar days from listing*	+/- % change in closing price, change in benchmark]- 90 th calendar days from listing*	+/- % change in closing price, change in benchmark]- 180 th calendar days from listing*			
13	Rexpro Enterprises Limited	5,365.00	145	29-01-2025	117	-24.06%	-15.29%	-27.18%	5.06%	N.A.	N.A.
14	Swasth Foodtech Limited	1493	94	28-02-2025	94	-8.88%	6.30%	-64.03%	11.52%	N.A.	N.A.
15	Super Iron Foundry Limited	6,805.30	108	19-03-2025	108	-62.75%	3.78%	-67.79%	8.13%	N.A.	N.A.
16	Divine Hira Jewellers Limited	3,183.84	90	24-03-2025	85.5	-39.77%	2.44%	-39.01%	5.86%	N.A.	N.A.
17	Neetu Joshi	7,704.00	75	04-07-2025	105	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
18	Swastika Castal Limited	1,406.60	65	28-07-2025	67	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
19	Parth Electrical & Engineering Ltd	4,972.16	170	11-08-2025	182.70	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
20	LT Elevator Ltd	3,937.44	78	19-09-2025	136.10	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

All share prices data is from www.nseindia.com & www.bseindia.com

Summary statement of price information of past issues handled by Horizon Management Private Limited:

Financial Year	Total no. of IPOs #	Total amount of funds raised (Rs. in Lakhs) #	No. of IPOs trading at discount - 30 th calendar days from listing			No. of IPOs trading at premium - 30 th calendar days from listing			No. of IPOs trading at discount - 180 th calendar days from listing			No. of IPOs trading at premium - 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
Main Board														
2024-2025														
2023-2024														
2022-2023														
SME Board														
2025-2026	4	18,020.20	-	-	-	1	-	2	-	-	-	-	-	-

Financial Year	Total no. of IPOs #	Total amount of funds raised (Rs. in Lakhs) #	No. of IPOs trading at discount - 30 th calendar days from listing			No. of IPOs trading at premium - 30 th calendar days from listing			No. of IPOs trading at discount - 180 th calendar days from listing			No. of IPOs trading at premium - 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-2025	12	49,626.16	-	6	4	-	-	-	1	1	-	-	-	-
2023-2024	4	19,846.58	-	1	1	1	-	1	-	-	-	-	-	-
2022-2023														

N.A.

Break -up of past issues handled by Horizon Management Private Limited:

Financial Year	No. of SME IPOs	No. of Main Board IPOs
2023-24	4	Nil
2024-25	12	Nil
2025-26	4	Nil

Notes:

1. In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.
2. Source: www.bseindia.com and www.nseindia.com

For details regarding the track record of the Book Running Lead Manager, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website of the Book Running Lead Manager as set forth in the table below:

Sr. No.	Name of the Book Running Lead Manager	Website
1	Horizon Management Private Limited	www.horizonmanagement.in

Main Board:

Horizon Management Private Limited has not managed any Public Issue on Main Board.

Track record of past issues handled by the BRLM

For details regarding the track record of the BRLM, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see www.horizonmanagement.in.

PERFORMANCE VIS-A-VIS OBJECTS

Except as stated in the chapter titled “*Capital Structure*” beginning on page 74 of this Draft Red Herring Prospectus, our Company has not undertaken any previous public or rights issue. None of the Promoter Group Entities or associates of our Company are listed on any stock exchange.

PERFORMANCE VIS-À-VIS OBJECTS –PUBLIC/ RIGHTS ISSUE OF SUBSIDIARIES/ LISTED PROMOTERS

As on the date of this Draft Red Herring Prospectus, we do not have a subsidiary or corporate promoter.

STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a minimum period of three years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

In terms of SEBI Master Circular, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 date April 20, 2021 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Manager shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount.

SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days). ‘T’ being issue closing date. In partial modification to circulars dated March 16, 2021 and April 20, 2022, the compensation to investors for delay in unblocking of ASBA application monies (if any) shall be computed from T+3 day. The provisions of this circular shall be applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall follow the timeline prescribed under the SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. The timelines prescribed for public issues as mentioned in SEBI circulars dated November 1, 2018, June 28, 2019, November 8, 2019, March 30, 2020, March 16, 2021, June 2, 2021, and April 20, 2022 shall stand modified to the extent stated in this Circular.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, Bid application number, number of Equity Shares Bid for, amount paid on Bid application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the Bidder, Bid application number, UPI Id, number of Equity Shares applied for, amount blocked

on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has obtained authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and complied with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18, 2014 in relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Draft Red Herring Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue 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 constituted Stakeholders Relationship Committee as follows:

Name of Director	Designation	Position in the Committee
Rahul Bhutoria	Independent Director	Chairman
Sonia Singal	Independent Director	Member
Abhishek Gupta	Managing Director	Member

Our Company has appointed **Jyoti Kumari Mishra**, the Company Secretary and Compliance Officer, who may be contacted in case of any pre-issue or post-issue related problems at the following address:

D1, D2 B Block,
Autonagar, Visakhapatnam – 530 012
Andhra Pradesh, India
Telephone: 6291254215
Facsimile: NA
E-mail: cs@arete22.com

Till date of this Draft Red Herring Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 74 of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

LISTED VENTURES OF PROMOTERS

There are no listed ventures of our Company or of our Promoters as on date of filing of this Draft Red Herring Prospectus.

OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Draft Red Herring Prospectus.

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.

OTHER CONFIRMATIONS

Any person connected with the Issue shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making a Bid in the Issue, except for fees or commission for services rendered in relation to the Issue.

We confirm that there are no findings/observations of any regulators that are material, and which need to be disclosed or non-disclosure of which may have bearing on the investment decision. It is further confirmed that our Company has not received any findings/observations from SEBI, as on date.

SECTION VIII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Draft Red Herring Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN') and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notifications, and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by Individual Investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).

Further, vide the said circular, Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

Authority for the Issue

The present Public Issue of upto 56,50,000 Equity Shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on August 27, 2025 and by the Shareholders of our company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at their Extra ordinary general meeting held on September 2, 2025.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares of our Company including in respect of the right to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to Section titled “**Description of Equity Shares and terms of the Articles of Association**” beginning on Page No 328 of the Draft Red Herring Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act. For further details, please refer to chapter titled “**Dividend Policy**” beginning on Page No. 181 of the Draft Red Herring Prospectus.

Face Value, Issue Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10/- and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share (“**Floor Price**”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“**Cap Price**”). The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and Telugu editions of [●] (a Telugu language newspaper with wide circulation, Telugu being the regional language of Andhra Pradesh, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock

Exchange for the purpose of uploading on its 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 website of the Stock Exchange. The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled “*Basis of Issue Price*” beginning on page 100 of this Draft Red Herring Prospectus.

Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & 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;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 and the Memorandum and Articles of Association of our Company.

Minimum Application Size, 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 be two lots provided that the minimum application size shall be above ₹ 2 Lakhs

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Draft Red Herring Prospectus:

- Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated January 22, 2025.
- Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated January 31, 2025.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of an issuer shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the NSE Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

The minimum number of allottees in the Issue shall be 200 shareholders. In case, the number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Jurisdiction

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, —U.S. personal (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agent of our Company.

In accordance with Section 72 of the Companies Act, 2013, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- To register himself or herself as the holder of the Equity Shares; or
- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Issue capital of our Company, Promoter's minimum contribution as provided under the chapter titled "*Capital Structure*" on page 74 of this Draft Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer chapter titled "*Description of Equity Shares and terms of the articles of association*" on page 328 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. 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 or regulations, which may occur after the date of the Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Withdrawal of the Issue

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment (ii) the final RoC approval of the Red Herring Prospectus after it is filed with the RoC. If our Company in consultation with BRLM withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus/Red Herring Prospectus with Stock Exchange.

ISSUE PROGRAM

Events	Indicative Dates
Bid/Issue Opening Date*	[●]
Bid/Issue Closing Date**^	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

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

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

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

#In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ [●] /- per day for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

The above timetable, other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation on our Company the BRLM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Offer Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. SEBI pursuant to its circular bearing reference number

SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being issue closing date. The provisions of this circular were applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall follow the timelines provided under the aforementioned circular.

Any circulars or notifications from the SEBI after the date of the Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will submit report of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids

Bid/Issue Period (except the Bid/Issue Closing Date)

Submission and Revision in Bids: Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST"))

Bid/Issue Closing Date

Submission and Revision in Bids: Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/Issue Closing Date, the Bids shall be uploaded until:

- i. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- ii. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Individual Investors.

On the Bid/Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Individual Investors after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any 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/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is Indian Standard Time. Bidders are cautioned that, in the event, large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any

errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book *vis-a-vis* data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken. Our Company in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in 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. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding a total of 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/Issue Period for a minimum of one Working Day, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

Minimum Subscription

This Issue 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 Red Herring 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 issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four 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 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Red Herring Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 200 (two hundred).

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 be two lots per application, provided the minimum application size shall be above ₹ 2,00,000.

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, the migration to the Main board of NSE from the EMERGE platform of NSE on a later date shall be subject to the following:

If the Paid-up Capital of our Company is likely to increase above Rs. 25 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution

through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor of the proposal amount to at least two time the number of votes cast by shareholders other than promoter shareholders against the proposal and for which our Company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board

OR

If the Paid-up Capital of the company is more than Rs. 10 crore but below Rs.25 crore, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Parameter	Migration policy from NSE SME Platform to NSE Main Board
Paid up Capital & Market Capitalisation	The paid-up equity capital of the applicant shall not be less than 10 crores and Average capitalisation of the applicant's equity shall not be less than 100 crores** ** Explanation For this purpose capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post issue number of equity shares
Revenue from Operation & Earnings before Interest, Depreciation and Tax (EBITDA)	The revenue from operations should be greater than INR 100 Cr in the last financial year. and Should have positive operating profit from operations for at least 2 out of 3 financial years.
Listing period	The applicant should have been listed on SME platform of the Exchange for at least 3 years.
Public Shareholders	Total number of public shareholders on the last day of preceding quarter from date of application should be at least 500.
Promoter & Promoter Group Holding	Promoter and Promoter Group shall be holding at least 20% of the Company at the time of making application. Further, as on date of application for migration the holding of Promoter's should not be less than 50% of shares held by them on the date of listing.
Other Listing conditions	<ul style="list-style-type: none"> • No proceedings have been admitted under Insolvency and Bankruptcy Code against Applicant company and promoting company. • The company has not received any winding up petition admitted by NCLT/IBC. • The net worth of the company should be at least 75 crores. • No Material regulatory action in the past 3 years like suspension of trading against the applicant Company and Promoter by any Exchange. • No debarment of Company/Promoter, subsidiary Company by SEBI.

Parameter	Migration policy from NSE SME Platform to NSE Main Board
	<ul style="list-style-type: none"> • No Disqualification/Debarment of director of the Company by any regulatory authority. • The applicant company has no pending investor complaints in SCORES. • Cooling period of two months from the date the security has come out of the trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed. • No Default in respect of payment of interest and /or principal to the debenture/bond/fixed deposit holders by the applicant, promoter/ Subsidiary Company.

Market Making

The shares issued and transferred through this Issue are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited (“NSE”) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of National Stock Exchange of India Limited. For further details of the market making arrangement please refer to chapter titled “**General Information**” beginning on page 61 of this Draft Red Herring Prospectus.

Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge Platform of National Stock Exchange of India Limited.

Restrictions, if any, on Transfer and Transmission of Shares or Debentures and on their Consolidation or Splitting

Except for lock-in of the pre-Issue Equity Shares and Promoter’s minimum contribution in the Issue as detailed in the chapter “**Capital Structure**” beginning on page 74. of this Draft Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Application by Eligible NRIs, FPIs or VCFs 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.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy

and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

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.

Option to receive securities in Dematerialized Form

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Further, it is mandatory for the investor to furnish the details of his/her depository account, & if for any reason, details of the account are incomplete or incorrect the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debentures, warrants, secured premium notes, etc. issued by our Company.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital will be upto ₹ [●] lakhs, shall issue equity shares to the public and propose to list the same on the Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”) For further details regarding the salient features and terms of such an issue, please refer chapter titled “*Terms of Issue*” and “*Issue Procedure*” on page no. 273 and 287 respectively of this Draft Red Herring Prospectus.

This public issue comprises of upto 56,50,000 equity shares of face value of ₹10/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share (the “issue price”) aggregating up to ₹ [●] lakhs (“the issue”) by our Company. The Issue and the Net Issue will constitute [●]% and [●]% respectively of the post issue paid up Equity Share Capital of the Company.

This Issue is being made by way of Book Building Process (1):

Particulars of the Issue (2)	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Individual Investors
Number of Equity Shares available for allocation	Up to [●] Equity shares	Not more than [●] Equity Shares.	Not less than [●] Equity Shares	Not less than Equity Shares [●]
Percentage of Issue size available for allocation	[●]% of the issue size	<p>Not more than [●]% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion</p> <p>Up to 60.00% of the QIB Portion may be available for allocation to Anchor Investors and one third of the Anchor Investors Portion shall be available for allocation to domestic mutual funds only.</p>	<p>Not less than [●]% of the Net Issue or the Issue less allocation to QIB Bidders and Individual Investors who apply for minimum application size shall be available for allocation, subject to the following:</p> <p>(a) one third of the portion available to Non-Institutional Investors shall be reserved for Applicants with Application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs;</p> <p>(b) two third of the portion available to Non-Institutional Investors shall be reserved for Applicants with Application size of more than ₹10 lakhs; and</p> <p>(c) any unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to Applicants in the other sub-category of Non-Institutional Investors</p>	Not less than [●]% of the Net Issue

Particulars of the Issue ⁽²⁾	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Individual Investors
Basis of Allotment(3)	Firm Allotment	Proportionate as follows:	Proportionate	Allotment to each Individual Bidder shall not be less than the minimum application size, subject to Availability of Equity Shares in the Individual Investors Portion and the remaining available Equity Shares if any, shall be allotted on a Proportionate basis. For details see, “Offer Procedure” beginning on page no. 287 of this Draft Red Herring Prospectus.
		a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and		
		b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above Equity Shares may be allocated on a discretionary basis to Anchor Investors For further details please refer to the section titled “Offer Procedure” beginning on page no. 287 of this Draft Red Herring Prospectus.		
Mode of Bid	Only through the ASBA Process	Only through the ASBA process.	Through ASBA Process through banks or by using UPI ID for payment to the extent of Bids up to ₹500,000	Through ASBA Process through banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Bid Size	[●] Equity Shares in multiple of [●] Equity shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of [●] Equity Shares that Bid size exceeds ₹ 200,000	[●] Equity Shares in multiple of [●] Equity shares so that the Bid Amount exceed ₹ 2,00,000
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue excluding the Anchor portion, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceed ₹ 2,00,000

Particulars of the Issue ⁽²⁾	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Individual Investors
Trading Lot	[●] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares
Who can apply? ⁽⁵⁾	Market Maker	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, registered with SEBI, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million, National Investment Fund set up by the Government of India, 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, in accordance with applicable laws including FEMA Rules.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, family offices, trusts, FPIs who are individuals, corporate bodies and family offices which are recategorized as category II FPIs and registered with SEBI	Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.			
Mode of Bid	Only through the ASBA process excluding the UPI Mechanism).	Only through the ASBA process (excluding the UPI Mechanism).	Only through the ASBA process (including the UPI Mechanism for a Bid size of up to ₹ 500,000)	Only through the ASBA process (including the UPI Mechanism

- (1) This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018, this is an issue for at least 25% of the post issue paid-up Equity share capital of the Company. This issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- (3) Subject to valid Bids being received at or above the issue price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock

- Exchange, subject to applicable laws.
- (4) The allocation to Non-Institutional Investors shall be made in the following manner: (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs; and (c) any 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.
 - (5) Our Company, in consultation with the BRLM may allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI (ICDR) Regulations, 2018, as amended. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Price.
 - (6) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN. For further details please refer to the section titled “*Issue Procedure*” beginning on page 287 of the Draft Red Herring Prospectus

Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right to not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and Telugu editions of [●] (a Telugu language newspaper with wide circulation, Telugu being the regional language of Andhra Pradesh where our Registered Office is located), each with wide circulation.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approval of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus with RoC.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Andhra Pradesh.

BID/ ISSUE PROGRAMME:

Events	Indicative Dates
Bid/Issue Opening Date*	[●]
Bid/Issue Closing Date**^	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

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

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

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

#In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Bidding Centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Issue closing date:

- i. A standard cut-off time of 3.00 p.m. for acceptance of bids.
- ii. A standard cut-off time of 4.00 p.m. for uploading of bids received from other than Individual Investors.
- iii. A standard cut-off time of 5.00 p.m. for uploading of bids received from only Individual Investors, which may be extended up to such time as deemed fit by NSE Limited after taking into account the total number of bids received up to the closure of timings and reported by BRLM to NSE Limited within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 had reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being issue closing date. The provisions of this circular were applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall close this Issue in accordance with the timeline provided under the aforementioned circular.

ISSUE PROCEDURE

All Bidders shall review the “General Information Document for Investing in Public Issues” prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified by SEBI, suitably modified from time to time, if any, and the UPI Circulars (“General Information Document”), highlighting the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations.

The General Information Documents will be updated to reflect the enactments and regulations including the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document will also be available on the websites of the Stock Exchange and the Lead Manager, before opening of the Issue. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in which certain applicable procedure w.r.t. SMS Alerts, Web portal to CUG etc shall be applicable to Public Issue opening on or after January 1, 2022 and October 1, 2021 respectively.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) Allocation of shares; (iii) Payment Instructions for ASBA Bidders; (iv) Issuance of CAN and Allotment in the Offer; (v) General instructions (limited to instructions for completing the Application Form); (vi) Submission of Application Form; (vii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (viii) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (vi) mode of making refunds; (vii) interest in case of delay in Allotment or refund; and (viii) illustration explaining the procedure of allotment for Non-Institutional Investors in case of initial public offer by SME companies.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, had introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Individual Investors applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by Individual Investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”) and this phase was to continue till March 31, 2020 and post which reduced timeline from T+6 days to T+3 days was to be made effective using the UPI Mechanism for applications by Individual Investors. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”), and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023 (“T+3 SEBI Circular”). The Issue will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the

SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, are deemed to form part of this Draft Red Herring Prospectus. SEBI, vide the SEBI RTA Master Circular, consolidated the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars. 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 size 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 (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Draft Red Herring Prospectus.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead manager shall continue to coordinate with intermediaries involved in the said process.

BOOK BUILDING PROCEDURE:

This Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than [●]% of the Issue shall be allocated on a proportionate basis to QIBs, allocate up to [●]% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than [●]% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders wherein (a) one third of the portion available to Non-Institutional Investors shall be reserved for Applicants with Application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; (b) two third of the portion available to Non-Institutional Investors shall be reserved for Applicants with Application size of more than ₹10 lakhs; and (c) any 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; and not less than [●]% of the Issue shall be available for allocation to Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under- subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for Individual Investors Bidding in the Individual Investor Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to allotment of the Equity Shares in the Issue, subject to applicable laws.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Red Herring Prospectus together with the Application Forms and copies of the Red Herring Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of NSE Limited i.e. www.nseindia.com. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSBs authorizing blocking of funds that are available in the bank account specified in the Application Form. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Red Herring Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

Phased implementation of Unified Payments Interface

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by Individual Investors through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to upto three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circulars proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

- a) Phase I: This phase was applicable from January 01, 2019 and lasted till June 30, 2019. Under this phase, a Individual Bidder, besides the modes of Bidding available prior to the UPI Circulars, also had the option to submit the Bid cum Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.
- b) Phase II: This phase has commenced with effect from July 01, 2019 and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, submission of the Bid cum Application Form by a Individual Investors through intermediaries to SCSBs for blocking of funds has been discontinued and has been replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice.
- c) Phase III/T+3: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023 vide T+3 Press Release. In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Press Release as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the UPI Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked not later than one day from the date on which the Basis of Allotment is finalized. 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 – Issue BRLM will be required to compensate the concerned investor.

All SCSBs offering the facility of making applications in public issues shall also provide the facility to make application using UPI. The Company will be required to appoint one of the SCSBs as a Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the Individual Investors using the UPI.

The processing fees for applications made by Individual Investors using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

For further details, refer to the “General Information Document” available on the websites of the Stock Exchange and the BRLM.

Bid cum Application Form

Copies of the Bid cum Application Form and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the website of NSE Limited (www.nseindia.com) at least one day prior to the Bid/Issue Opening Date.

All Bidders shall mandatorily participate in the Issue only through the ASBA process. The RIs Bidding in the Individual Investor Portion can additionally Bid through the UPI Mechanism.

Individual Investors Bidding in the Individual Investor Portion using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders (other than Individual Investors using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Individual Investors Bidding in the Individual Investor Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. Individual Investors authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
Anchor Investor**	White
Resident Indians, including resident QIBs, Non-Institutional Investors, Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

Note: Electronic Bid Cum Application Forms will also be available for download on the website of the NSE Limited (www.nseindia.com).

*** Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.*

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by

Individual Investors (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 Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Individual investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. 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.
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Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re- submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

For Individual Investors using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to Individual Investors for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to Individual Investors, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Issue Closing Date ("Cut- Off Time"). Accordingly, Individual Investors should accept UPI Mandate Requests for blocking off funds prior to the Cut- Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate Individual Investors (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an issue. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability.

WHO CAN BID?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) 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);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of

Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;

- c) 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;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non- Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) 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;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

APPLICATIONS NOT TO BE MADE BY:

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non- resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Individual Investors

The Application must be for the minimum application size

2. For Other than Individual Investors (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application is for more than 2 lots and in multiples of [●] Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft 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 Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●] and [●] editions of the Telugu regional newspaper [●], a Telugu newspaper, Telugu being the regional language of Andhra Pradesh, where our registered office is located each with wide circulation at least

two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●] and [●] editions of the Telugu regional newspaper [●], a Telugu newspaper, Telugu being the regional language of Andhra Pradesh , where our registered office is located each with wide circulation and also by indicating the change on the website of the Book Running Lead Manager.
- b) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- c) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- d) 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.
- e) 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.
- f) 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.
- g) 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.
- h) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

- 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/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on 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 Issue 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. Individual Investors 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. Individual Investors, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Individual Investors shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

Participation by Associates /Affiliates of BRLM and the Syndicate Members

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Option to Subscribe in the Issue

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Bidders:

1. Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Draft Red Herring Prospectus to be registered with the RoC and also publish the same all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●] and [●] editions of Telugu regional newspaper [●], a Telugu newspaper, Telugu being the regional language of Andhra Pradesh, where our registered office is located each 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 Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Draft Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.

4. Any Bidder who would like to obtain the Draft 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 Applicants 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 Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

BIDS BY HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

BIDS BY MUTUAL FUNDS

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10.00% of any company's paid-up share capital carrying voting rights.

BIDS BY ELIGIBLE NRIS

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules.

In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation or non-repatriation basis, shall not exceed 5.00% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5.00% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together, on a repatriation or non- repatriation basis, shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10.00% may be raised to 24.00% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Issue, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Issue using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of investment by NRIs, see "**Restrictions on Foreign Ownership of Indian Securities**" beginning on page 325. Participation of eligible NRIs shall be subject to FEMA NDI Rules.

BIDS BY FPIS

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA NDI Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA NDI Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap for retail trading of food products manufactured and/ or produced in India is 100% under automatic route.

FPIS are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In case of Bids made by FPIS, a certified copy of the certificate of

registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents.

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. **FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.**

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing off-shore derivative instruments is also required to ensure that any transfer of off-shore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

- (i). such offshore derivative instruments are transferred to person subject to fulfilment of SEBI FPI Regulations; and
- (ii). Prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which inlize the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations ("Operational FPI Guidelines"), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids ("MIM Bids"). It is hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that inlize the multi-investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as "MIM Structure"). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

BIDS BY SEBI-REGISTERED AIFS, VCFS AND FVCIS

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible

funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Issue) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Issue, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

BIDS BY LIMITED LIABILITY PARTNERSHIPS

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

BIDS BY BANKING COMPANIES

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank's own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its 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. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the

investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, see *“Key Regulations and Policies”* beginning on page 146.

BIDS BY SCSBS

SCSBSs participating in the Issue are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBSs 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 SCSBSs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

BIDS BY SYSTEMICALLY IMPORTANT NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

BIDS BY INSURANCE COMPANIES

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

- a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount

of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 25,000,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,000,000 lakhs or more but less than ₹ 25,000,000 lakhs.*

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

BIDS BY ANCHOR INVESTORS

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor 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/ Issue Opening Date and be completed on the same day.
- 5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
 - where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
 - where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
 - where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 2500.00 Lakhs; and (ii) an

additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.

- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/Issue Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
- 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.
- 11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection byes.
- 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 13) Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹ 2,500 lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company, in consultation with the BRLM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLM may deem fit.

ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE:

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.

2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of payment

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the 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 Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Non-Institutional Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Payment into Escrow Account for Anchor Investors

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors.

- a) 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: — “[•] – Anchor Account- R”
- b) In case of Non-Resident Anchor Investors: — “[•] – Anchor Account- NR”
- c) Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

Electronic Registration of Applications

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
 - i. the applications accepted by them,
 - ii. the applications uploaded by them
 - iii. the applications accepted but not uploaded by them or
 - iv. With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
 - (i) The applications accepted by any Designated Intermediaries
 - (ii) The applications uploaded by any Designated Intermediaries or
 - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into

the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.

6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:

- Name of the Bidder;
 - IPO Name;
 - Bid Cum Application Form Number;
 - Investor Category;
 - PAN (of First Bidder, if more than one Bidder);
 - DP ID of the demat account of the Bidder;
 - Client Identification Number of the demat account of the Bidder;
 - Number of Equity Shares Applied for;
 - Bank Account details;
 - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated /

allotted either by our Company.

10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Institutional Bidders and Individual Investors, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, 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 Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid/ Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Build of the Book

- 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 BRLM at the end of the Bid/ Issue 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 centers during the Bid/ Issue Period.

Withdrawal of Bids

- a) Individual Investors can withdraw their Bids until Bid/ Issue Closing Date. In case a Individual Investors wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Price Discovery and Allocation

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Issue Price.

- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- 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 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.
- d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Individual Investors category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

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

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

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

Anchor Investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

GENERAL INSTRUCTIONS

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you have mentioned the correct ASBA Account number if you are not an Individual Investors bidding using the UPI Mechanism in the Bid cum Application Form and if you are an Individual Investors

using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

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 (except electronic Bids) within the prescribed time;
6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
7. If you are an ASBA Bidder and the first applicant is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
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. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
11. Individual Investors bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for Individual Investors using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of Individual Investors submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
15. Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes ("CBDT") notification dated February 13, 2020 and press release dated June 25, 2021.

16. Ensure that the Demographic Details are updated, true and correct in all respects;
17. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
18. Ensure that the category and the investor status is indicated;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
21. Ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
22. Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
23. Individual Investors who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which Individual Investors should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to finalized blocking of funds equivalent to the revised Bid Amount in the Individual Investors's ASBA Account;
24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date;
25. Individual Investors shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an Individual Investors may be deemed to have verified the attachment containing the application details of the Individual Investors in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
26. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (Individual Investors bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of www.sebi.gov.in); and
27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019

is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Individual Investors);
3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, 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 Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
7. Do not submit the Bid for an amount more than funds available in your ASBA account.
8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
9. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
10. If you are an Individual Investors and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
13. Do not submit the General Index Register (GIR) number instead of the PAN;
14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
15. 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;
16. 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);
17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
18. Do not submit a Bid using UPI ID, if you are not an Individual Investors;
19. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
20. Do not Bid for Equity Shares in excess of what is specified for each category;

21. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
22. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Individual Investors can revise or withdraw their Bids on or before the Bid/Issue Closing Date;
23. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
24. If you are an Individual Investors which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
25. Do not Bid if you are an OCB; and
26. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Issue Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Further, in case of any pre-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please see the section entitled “**General Information**” and “**Our Management**” beginning on pages 61 and 157, respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see the section entitled “**General Information**” beginning on page 61.

GROUND FOR TECHNICAL REJECTION

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by Individual Investors using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by Individual Investors using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

10. GIR number furnished instead of PAN;
11. Bids by Individual Investors with Bid Amount of a value of more than two lots;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and
14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by Individual Investors uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchange.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see **“General Information”** beginning on page 61.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI Master Circular, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 had reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); ‘T’ being issue closing date. The provisions of this circular were applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall close this Issue in accordance with the timeline provided under the aforementioned circular. The timelines prescribed for public issues as mentioned in SEBI circulars dated November 1, 2018, June 28, 2019, November 8, 2019, March 30, 2020, March 16, 2021, June 2, 2021, and April 20, 2022 shall stand modified to the extent stated in this Circular.

Names of entities responsible for finalized the basis of allotment in a fair and proper manner

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) 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.
- c) In case of under subscription in the Issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The allotment of Equity Shares to Bidders other than Individual Investors may be on proportionate basis. No Individual Investors will be allotted less than the minimum Bid Lot subject to availability of shares in Individual Investors Category and the remaining available shares, if any will be allotted on a proportionate basis.

BASIS OF ALLOTMENT

a. For Individual Investors

Bids received from the Individual Investors at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Individual Investors will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for allotment to Individual Investors who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Individual Investors to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. Allotment To Anchor Investor (If Applicable)

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:
- i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;
 - ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
 - iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:
 - maximum number of two Anchor Investors for allocation up to ₹ 2 crores; a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
 - in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

d. For QIBs

Bids received from QIBs Bidding in the QIB Category at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- i. 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 Issue Price.
 - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- ii. In the second instance, allotment to all QIBs shall be determined as follows:
 - In the event of oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
 - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along

with other QIB 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.

iii. Basis of Allotment for QIBs and NIIs in case of Over Subscribed Issue:

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Emerge Platform of National Stock Exchange of India Limited (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) 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).
- b) 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).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - Each successful Bidder shall be allotted [●] equity shares; and
 - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) 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.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this DRHP.

Individual Investors 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 Limited.

The Executive Director / Managing Director of NSE Limited – 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

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures that credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date:

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any, within a period of 4 working days of the Bid/ Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

Instructions for Completing the Bid Cum Application Form

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Issue with effect from January 01, 2013. The list of Broker Centre is available on the website of NSE Limited i.e. www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the website of NSE Limited i.e. www.nseindia.com

Bidder's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant

Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository, the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Bid Cum Application Form

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre- Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at Emerge Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured; and
3. 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.

SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August

9, 2023 had reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being issue closing date. The provisions of this circular were applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall close this Issue in accordance with the timeline provided under the aforementioned circular.

BASIS OF ALLOTMENT

Allotment will be made in consultation NSE Limited (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - i. Each successful applicant shall be allotted [●] equity shares; and
 - ii. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the NSE Limited – the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non- Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

Equity Shares in Dematerialised Form with NSDL/CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Issue on January 22, 2025 .
- b) We have entered in to a tripartite agreement between CDSL, the Company and the Registrar to the Issue on January 31, 2025.
- c) The Company's Equity shares bearing ISIN No. INE11ZQ01014.

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a Pre-Issue and price band advertisement, in the form prescribed by the SEBI ICDR Regulations, in: all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●] and [●] editions of the Telugu editions of [●] (a Telugu language newspaper with wide circulation, Telugu being the regional language of Andhra Pradesh, where our Registered Office is located).

In the Pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Flow of Events from the closure of Bidding period (T DAY) Till Allotment:

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA process with the electronic bid details
- RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The DSE, post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below.

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 (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

Issuance of Allotment Advice

- Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.
- The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to the allottees who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed valid, binding and irrevocable contract for the Allotment to such allottee.
- Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful allottee Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures that credit of shares to the successful allottee Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING

- a) Our Company and the Underwriter intend to enter into an Underwriting Agreement on or before the filing of Red Herring Prospectus.
- b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain

details of the Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

“Any person who:

- I. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- II. 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*
- III. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 10/- Lakhs or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 10/- lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 50/- Lakh or with both.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and to consider them similar to non-ASBA applications while finalizing the basis of allotment;
- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange where the Equity Shares are proposed to be listed shall be taken within six Working Days of the Bid/Issue Closing Date or such other time as may be prescribed by the SEBI or under any applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- no further issue of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under- subscription, etc.
- except for the issuance of Equity Shares pursuant to conversion of options to be issued under the ESOP Plan

and pursuant to this Issue, no further issue of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under- subscription, etc.

- our Company, in consultation with the BRLM, reserves the right not to proceed with the Fresh Issue, in whole or in part thereof, to the extent of the Issued Shares, after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and
- if our Company, in consultation with the BRLM withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the SEBI.

UTILIZATION OF ISSUE PROCEEDS

Our Board certifies that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

METHOD OF ALLOTMENT AS MAY BE PRESCRIBED BY SEBI FROM TIME TO TIME

The below outline summarizes the steps followed from the receipt of applications to the final allotment:

Allotment Process Methodology

1. Post-Approval of Basis of Allotment from the Exchange

Once the basis of allotment is approved by the stock exchange, the following steps are initiated:

- Random Allocation: The basis of allotment is based on a reverse application number to ensure a random lottery system, eliminating any discretion in the allotment process.
- Sharing of Lucky Numbers: The Exchange provides the lucky numbers based on the ratio determined for each investor category.

2. Reversal of Application Numbers

- Reversal Process: For each valid application, the application number is reversed. For example, an application number of 12345678 becomes 87654321 after reversal.
- Arrangement: All reversed application numbers are arranged in ascending order for each investor category.

3. Segregation into Buckets

- Bucket Creation: If the ratio for allotment is determined to be 2:5, the applications are segregated into buckets of five. This allows for a structured allocation approach.
- Selection of Lucky Numbers: The Exchange assigns lucky numbers (e.g., 3 and 4) to determine which applications will receive shares from each bucket.

4. Allotment Determination

- Allocating Shares: For every bucket of applications:
Applications numbered 3 and 4 in each bucket will be selected for allotment.

This process is repeated for all categories that require allotment via the lottery system.

Note on Allotment Process

1. Receipt & Validation of Bid Data

- Data Download: Bid data is downloaded from the stock exchanges through SFTP (Secure File Transfer Protocol)
- Validation Checks: The data is validated against depository records to check for:
Invalid demat accounts
Invalid client status
PAN mismatch records
- Error Marking: Any errors identified are marked with the corresponding rejection criteria.

2. Collection of Final Certificates (FCs) and Schedule Data

- Follow-Up: The RTA follows up with Self-Certified Syndicate Banks (SCSBs) to collect Final Certificates confirming:
The total amount blocked.
The number of applications.
- Reconciliation Process:

A reconciliation is performed between bid data and bank schedule data. Applications without funds blocked are removed from the master list.

Post-reconciliation, a valid dataset of applications is prepared for the allotment process.

3. Technical Rejection Process

- Identification of Valid Applications: The technical rejection process as per the terms outlined in the letter of offer is executed, which identifies valid applications eligible for the basis of allotment.

4. Basis of Allotment

- Category-wise Allocation: The basis of allotment is prepared for different categories:
Market Makers
Eligible Employees
Individual Investors (applications under ₹2 lakhs)
High Net worth Individual Investors (HNI) (applications over ₹2 lakhs)
- Tagging Applications: Applications are tagged according to the above categories for allotment processing.
- Allocable Shares Calculation: Allocable shares for each category are determined as per the RHP and in proportion to subscriptions among each category.

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, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“RBI”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”).

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), has issued consolidated FDI Policy Circular of 2017 (“**FDI Policy 2017**”), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular. The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to *inter-alia*, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, *inter-alia* with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore applicable foreign investment up to 100% is permitted in our company under automatic route.

In case of investment in sectors through Government Route approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2017 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, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include: (i) where the transfer of shares requires the prior approval of the Government as per the extant FDI policy provided that: a) the requisite approval of the Government has been obtained; and b) the transfer of shares adheres with the pricing guidelines and documentation requirements as specified by the Reserve Bank of India from time to time.; (ii) where the transfer of shares attract SEBI (SAST) Regulations subject to the adherence with the pricing guidelines and documentation requirements as specified by reserve Bank of India from time to time.; (iii) where the transfer of shares does not meet the pricing guidelines under the FEMA, 1999 provided that: a) The resultant FDI is in compliance with the extant FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, etc.), reporting requirements, documentation etc.; b) The pricing for the transaction is compliant with the specific/explicit, extant and relevant SEBI regulations/guidelines (such as IPO, Book building, block deals, delisting, exit, open offer/substantial acquisition/SEBI SAST); and Chartered Accountants Certificate to the effect that compliance with the relevant SEBI regulations/guidelines as indicated above is attached to the form FC-TRS to be filed with the AD bank and iv) where the investee company is in the financial sector provided that: a) Any ‘fit and proper/due diligence’ requirements as regards the non-resident investor as stipulated by the respective financial sector regulator, from time to time, have been complied with; and b) The FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, pricing, etc.), reporting requirements, documentation etc., are complied with. As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company

to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2017, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017. 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.

i. 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 percent and 24 percent 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.

ii. 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 recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 i.e.:

- The total holding by any individual NRI or OCI shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or should not exceed 5 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed 10 percent of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

iii. Investment by NRI or OCI on non-repatriation basis:

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities

laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws. Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

SECTION IX - DESCRIPTION OF EQUITY SHARES AND TERMS OF 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. 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:

Article No.	Articles	Particulars
1.	Table F Applicable.	No regulation contained in Table “F” in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.
CAPITAL		
3.	Authorized Capital.	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.
4.	Increase of capital by the Company how carried into effect	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.
5.	New Capital same as existing capital	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.
6.	Non-Voting Shares	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.
7.	Redeemable Preference Shares	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such

Article No.	Articles	Particulars
		option being exercisable at such times and for such consideration as the Board thinks fit.
8.	Voting rights of preference shares	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.
9.	Provisions to apply on issue of Redeemable Preference Shares	<p>On the issue of redeemable preference shares under the provisions of Article hereof , the following provisions-shall take effect:</p> <ul style="list-style-type: none"> (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption; (b) No such Shares shall be redeemed unless they are fully paid; (c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed; (d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and (e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital
10.	Reduction of capital	<p>The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <ul style="list-style-type: none"> (a) the share capital; (b) any capital redemption reserve account; or (c) any security premium account <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>
11.	Debentures	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.
12.	Issue of Sweat Equity Shares	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject

Article No.	Articles	Particulars
		to such conditions as may be specified in that sections and rules framed thereunder.
13.	ESOP	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.
14.	Buy Back of shares	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.
15.	Consolidation, Sub-Division And Cancellation	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
16.	Issue of Depository Receipts	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.
17.	Issue of Securities	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.
MODIFICATION OF CLASS RIGHTS		
18.	Modification of rights	(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.
	New Issue of Shares not to affect rights attached to existing shares of that class.	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.

Article No.	Articles	Particulars
19.	Shares at the disposal of the Directors.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the 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 and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.
20.	Power to issue shares on preferential basis.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.
21.	Shares should be Numbered progressively and no share to be subdivided.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.
22.	Acceptance of Shares.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.
23.	Directors may allot shares as full paid-up	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.
24.	Deposit and call etc.to be a debt payable immediately.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.
25.	Liability of Members.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.

Article No.	Articles	Particulars
26.	Registration of Shares.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.
RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT		
27.		The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act.
CERTIFICATES		
28.	Share Certificates.	<p>(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, subdivision, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by</p>

Article No.	Articles	Particulars
		means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.
29.	Issue of new certificates in place of those defaced, lost or destroyed.	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>
30.	The first named joint holder deemed Sole holder.	(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.
	Maximum number of joint holders.	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.
31.	Company not bound to recognise any interest in share other than that of registered holders.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.
32.	Installment on shares to be duly paid.	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.
UNDERWRITING AND BROKERAGE		
33.	Commission	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any

Article No.	Articles	Particulars
		shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.
34.	Brokerage	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.
CALLS		
35.	Directors may make calls	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board. (3) A call may be made payable by installments.
36.	Notice of Calls	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.
37.	Calls to date from resolution.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.
38.	Calls on uniform basis.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.
39.	Directors may extend time.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.
40.	Calls to carry interest.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.
41.	Sums deemed to be calls.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions

Article No.	Articles	Particulars
		herein contained in respect of calls shall apply to such amount or installment accordingly.
42.	Proof on trial of suit for money due on shares.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
43.	Judgment, decree, partial payment motto proceed for forfeiture.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.
44.	Payments in Anticipation of calls may carry interest	<p>(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend</p> <p>(b) or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p>
LIEN		
45.	Company to have Lien on shares.	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the

Article No.	Articles	Particulars
		footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.
46.	As to enforcing lien by sale.	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.
47.	Application of proceeds of sale.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to 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.
FORFEITURE AND SURRENDER OF SHARES		
48.	If call or installment not paid, notice may be given.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.
49.	Terms of notice.	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which

Article No.	Articles	Particulars
		such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.
50.	On default of payment, shares to be forfeited.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.
51.	Notice of forfeiture to a Member	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.
52.	Forfeited shares to be property of the Company and may be sold etc.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.
53.	Members still liable to pay money owing at time of forfeiture and interest.	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.
54.	Effect of forfeiture.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.
55.	Evidence of Forfeiture.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles 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 shares.
56.	Title of purchaser and allottee of Forfeited shares.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.
57.	Cancellation of share certificate in respect of forfeited shares.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors

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		shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.
58.	Forfeiture may be remitted.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.
59.	Validity of sale	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
60.	Surrender of shares.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.
TRANSFER AND TRANSMISSION OF SHARES		
61.	Execution of the instrument of shares.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.
62.	Transfer Form.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. The instrument of transfer shall be in a common form approved by the Exchange;
63.	Transfer not to be registered except on production of instrument of transfer.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this

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		Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.
64.	Directors may refuse to register transfer.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;
65.	Notice of refusal to be given to transferor and transferee.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.
66.	No fee on transfer.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.
67.	Closure of Register of Members or debenture holder or other security holders.	The Board of Directors shall have power on giving not less than seven days pervious notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.
68.	Custody of transfer Deeds.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.
69.	Application for transfer of partly paid shares.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.
70.	Notice to transferee.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.
71.	Recognition of legal representative.	(a) 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 person recognized by the Company as having any title to his interest in the shares. (b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of

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		<p>Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.</p> <p>Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>
72.	Titles of Shares of deceased Member	<p>The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.</p>
73.	Notice of application when to be given	<p>Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.</p>
74.	Registration of persons entitled to share otherwise than by transfer. (transmission clause).	<p>Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.</p>
75.	Refusal to register nominee.	<p>Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.</p>
76.	Board may require evidence of transmission.	<p>Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such</p>

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		transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.
77.	Company not liable for disregard of a notice prohibiting registration of transfer.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.
78.	Form of transfer Outside India.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.
79.	No transfer to insolvent etc.	No transfer shall be made to any minor, insolvent or person of unsound mind.
NOMINATION		
80.	Nomination	<p>i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</p> <p>ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</p>
81.	Transmission of Securities by nominee	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p>

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		<p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further 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 or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>
DEMATERIALIZATION OF SHARES		
82.	Dematerialisation of Securities	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.
JOINT HOLDER		
83.	Joint Holders	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.
84.	Joint and several liabilities for all payments in respect of shares.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.
	Title of survivors.	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;
	Receipts of one sufficient.	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and
	Delivery of certificate and giving of notices to first named holders.	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.
SHARE WARRANTS		
85.	Power to issue share warrants	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the

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		identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.
86.	Deposit of share warrants	<p>(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.</p> <p>(b) Not more than one person shall be recognized as depositor of the Share warrant.</p> <p>(c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.</p>
87.	Privileges and disabilities of the holders of share warrant	<p>(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company.</p> <p>(b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.</p>
88.	Issue of new share warrant coupons	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.
CONVERSION OF SHARES INTO STOCK		
89.	Conversion of shares into stock or reconversion.	<p>The Company may, by ordinary resolution in General Meeting.</p> <p>a) convert any fully paid-up shares into stock; and</p> <p>b) re-convert any stock into fully paid-up shares of any denomination.</p>
90.	Transfer of stock.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation 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.
91.	Rights of stock holders.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
92.	Regulations.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the

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		words “share” and “shareholders” in those regulations shall include “stock” and “stockholders” respectively.
BORROWING POWERS		
93.	Power to borrow.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, anybody corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.
94.	Issue of discount etc. or with special privileges.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.
95.	Securing payment or repayment of Moneys borrowed.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.
96.	Bonds, Debentures etc. to be under the control of the Directors.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.
97.	Mortgage of uncalled Capital.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.

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98.	Indemnity may be given.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.
MEETINGS OF MEMBERS		
99.	Distinction between AGM & EGM.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.
100.	Extra-Ordinary General Meeting by Board and by requisition	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members
	When a Director or any two Members may call an Extra Ordinary General Meeting	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.
101.	Meeting not to transact business not mentioned in notice.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.
102.	Chairman of General Meeting	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Vice Chairman of the Company so shall take the chair and preside the meeting. In the absence of the Vice Chairman as well, the Directors present may choose one of the Directors among themselves to preside the meeting.
103.	Business confined to election of Chairman or Vice Chairman whilst chair is vacant.	No business, except the election of a Chairman or Vice Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.
104.	Chairman with consent may adjourn meeting.	a) 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. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) 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.

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		d) 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.
105.	Chairman's casting vote.	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.
106.	In what case poll taken without adjournment.	Any poll duly demanded on the election of Chairman or Vice Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.
107.	Demand for poll not to prevent transaction of other business.	The demand for a poll except on the question of the election of the Chairman or Vice Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
VOTES OF MEMBERS		
108.	Members in arrears not to vote.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.
109.	Number of votes each member entitled.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.
110.	Casting of votes by a member entitled to more than one vote.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.
111.	Vote of member of unsound mind and of minor	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor 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.
112.	Postal Ballot	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.
113.	E-Voting	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

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114.	Votes of joint members.	<p>a) 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. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.</p> <p>b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>
115.	Votes may be given by proxy or by representative	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles
116.	Representation of a body corporate.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.
117.	Members paying money in advance.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.
	Members not prohibited if share not held for any specified period.	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.
118.	Votes in respect of shares of deceased or insolvent members.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.
119.	No votes by proxy on show of hands.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.
120.	Appointment of a Proxy.	Modification of rights-(a the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall

Article No.	Articles	Particulars
		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.
121.	Form of proxy.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
122.	Validity of votes given by proxy notwithstanding death of a member.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.
123.	Time for objections to votes.	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.
124.	Chairperson of the Meeting to be the judge of validity of any vote.	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
DIRECTORS		
125.	Number of Directors	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution
126.	Qualification shares.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.
127.	Nominee Directors.	<p>(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement</p> <p>(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.</p> <p>(d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any</p>

Article No.	Articles	Particulars
		information obtained by him/them to the Financial Institution appointing him/them as such Director/s.
128.	Appointment of alternate Director.	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.
129.	Additional Director	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.
130.	Directors power to fill casual vacancies.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.
131.	Sitting Fees.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.
132.	Travelling expenses Incurred by Director on Company's business.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.
PROCEEDING OF THE BOARD OF DIRECTORS		
133.	Meetings of Directors.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
134.	Chairman and Vice Chairman	a) The Directors may from time to time elect from among their members a Chairperson of the Board as well as a Vice Chairman of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, to the Vice Chairman shall preside at the meeting and in the absence of the Vice Chairman as well, the Directors present may choose one of the Directors among themselves to preside the meeting. b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.

Article No.	Articles	Particulars
135.	Questions at Board meeting how decided.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman or the Vice Chairman, as the case may be will have a second or casting vote.
136.	Continuing directors may act notwithstanding any vacancy in the Board	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.
137.	Directors may appoint committee.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.
138.	Committee Meetings how to be governed.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.
139.	Chairperson of Committee Meetings	a) A committee may elect a Chairperson of its meetings. b) 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.
140.	Meetings of the Committee	a) A committee may meet and adjourn as it thinks fit. b) 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.
141.	Acts of Board or Committee shall be valid notwithstanding defect in appointment.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.
RETIREMENT AND ROTATION OF DIRECTORS		
142.	Power to fill casual vacancy	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.
POWERS OF THE BOARD		

Article No.	Articles	Particulars
143.	Powers of the Board	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
144.	Certain powers of the Board	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say
145.	To acquire any property , rights etc.	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.
146.	To take on Lease.	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.
147.	To erect & construct.	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.
148.	To pay for property.	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
149.	To insure properties of the Company.	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.
1.	To open Bank accounts.	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.

Article No.	Articles	Particulars
2.	To secure contracts by way of mortgage.	(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.
3.	To accept surrender of shares.	(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.
4.	To appoint trustees for the Company.	(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.
5.	To conduct legal proceedings.	(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.
6.	Bankruptcy & Insolvency	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.
7.	To issue receipts & give discharge.	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.
8.	To invest and deal with money of the Company.	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.
9.	To give Security by way of indemnity.	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;
10.	To determine signing powers.	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.
11.	Commission or share in profits.	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.
12.	Bonus etc. to employees.	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.

Article No.	Articles	Particulars
13.	Transfer to Reserve Funds.	(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.
14.	To appoint and remove officers and other employees.	(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.
15.	To appoint Attorneys.	(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of

Article No.	Articles	Particulars
		attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.
16.	To enter into contracts.	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.
17.	To make rules.	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.
18.	To effect contracts etc.	(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.
19.	To apply & obtain concessions licenses etc.	(24) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.
20.	To pay commissions or interest.	(25) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how. (26) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products. (27) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient. (28) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.

Article No.	Articles	Particulars
		<p>(29) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(30) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(31) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(32) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>
21.	To redeem preference shares.	(33) To redeem preference shares.
22.	To assist charitable or benevolent institutions.	(34) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.
23.		<p>(35) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.</p> <p>(36) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.</p>
MANAGING AND WHOLE-TIME DIRECTORS		
145.	Powers to appoint Managing/ Whole-time Directors.	<p>a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.</p>
146.	Remuneration of Managing or Whole-time Director.	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.

Article No.	Articles	Particulars
147.	Powers and duties of Managing Director or Whole-time Director.	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>
CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER		
148.	Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer	<p>a) Subject to the provisions of the Act,—</p> <p>i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>
THE SEAL		

Article No.	Articles	Particulars
149.	The seal, its custody and use.	<p>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p>
150.	Deeds how executed.	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 authorized 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.
DIVIDEND AND RESERVES		
151.	Division of profits.	<p>(1) 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.</p> <p>(2) 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.</p> <p>(3) 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.</p>
152.	The company in General Meeting may declare Dividends.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.
153.	Transfer to reserves	<p>a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>
154.	Interim Dividend.	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.

Article No.	Articles	Particulars
155.	Debts may be deducted.	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
156.	Capital paid up in advance not to earn dividend.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.
157.	Dividends in proportion to amount paid-up.	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 dividends as from a particular date such share shall rank for dividend accordingly.
158.	Retention of dividends until completion of transfer under Articles .	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.
159.	No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.
160.	Effect of transfer of shares.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.
161.	Dividend to joint holders.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.
162.	Dividends how remitted.	a) 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. b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
163.	Notice of dividend.	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.
164.	No interest on Dividends.	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.
CAPITALIZATION		
165.	Capitalization.	(1) The Company in General Meeting may, upon the recommendation of the Board, resolve: (a) that it is desirable to capitalize 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 (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:

Article No.	Articles	Particulars
		<p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) 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; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>
166.	Fractional Certificates.	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p> <p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(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 capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p>
167.	Inspection of Minutes Books of General Meetings.	<p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p>

Article No.	Articles	Particulars
168.	Inspection of Accounts	<p>a) 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.</p> <p>b) 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.</p>
FOREIGN REGISTER		
169.	Foreign Register.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.
DOCUMENTS AND SERVICE OF NOTICES		
170.	Signing of documents & notices to be served or given.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.
171.	Authentication of documents and proceedings.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.
WINDING UP		
172.		<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>(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.</p> <p>(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.</p> <p>(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.</p>
INDEMNITY		
173.	Directors' and others right to indemnity.	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and

Article No.	Articles	Particulars
		so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.
174.	Not responsible for acts of others	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.
SECRECY		
175.	Secrecy	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
	Access to property information etc.	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.

SECTION XI - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, will be delivered to the ROC for registration/submission of the Red Herring Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company and on our website at , from date of filing of Red Herring Prospectus with ROC on all Working Days until the Bid/Issue Closing Date.

1. Material Contracts for the Issue

- (i) Issue Agreement dated September 2, 2025 entered into between our Company and the Book Running Lead Manager.
- (ii) Registrar Agreement dated September 2, 2025 , entered into amongst our Company and the Registrar to the Issue.
- (iii) Tripartite Agreement dated January 22, 2025 between our Company, NSDL and the Registrar to the Issue.
- (iv) Tripartite Agreement dated January 31, 2025 between our Company, CDSL and the Registrar to the Issue.
- (v) Syndicate Agreement dated [●] executed between our Company, Book Running Lead Manager and Syndicate Member.
- (vi) Banker to the Issue Agreement dated [●] among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
- (vii) Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.
- (viii) Underwriting Agreement dated [●] amongst our Company and the Underwriters.

2. Material Documents to the Issue

- (i) Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
- (ii) Certificate of Incorporation dated February 9, 2021 under the Companies Act, 2013 issued by Registrar of Companies, Andhra Pradesh at Vijayawada.
- (iii) Certificate of incorporation dated February 05, 2025 issued under the Companies Act, 2013 by the Registrar of Companies, Andhra Pradesh at Vijayawada, pursuant to conversion of our Company into a public limited company.
- (iv) The resolution passed by the Board of Directors at its meeting held on August 27, 2025, and the resolution passed by the Shareholders of the Company in EGM held on September 2, 2025, authorizing the Issue.
- (v) Resolution of the Board of Directors of the Company dated September 29, 2025, taking on record and approving this Draft Red Herring Prospectus.

- (vi) The examination reports dated September 1, 2025, issued by the peer review Auditor, on our Company's Restated Financial Statements, included in this Draft Red Herring Prospectus.
- (vii) Copies of the Audited Financial Statements of our Company for the Fiscals 2025 and 2024 and 2023.
- (viii) Consents of the Book Running Lead Managers, Legal Advisor to the Issue, Registrar to the Issue, Statutory Auditor of the Company, Peer Review Auditor, Market Maker*, Underwriters*, Monitoring Agency*, Bankers to our Company, Banker to the Issue/ Sponsor Bank*, Syndicate Member*, Promoter of our Company, Directors of our Company, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
**To be appointed at the time of Red Herring Prospectus*
- (ix) Consent letter dated September 1, 2025, of the peer review Auditor to include their names as experts in relation to their report dated September 1, 2025 on the Restated Financial Information and the Statement of Tax Benefits dated September 1, 2025, included in this Draft Red Herring Prospectus.
- (x) Resolution passed by the Audit Committee of the Company in its meeting held on September 26, 2025, for taking on record the KPIs as presented in this Draft Red Herring Prospectus.
- (xi) Certificate on Key Performance Indicators (KPI's) issued by peer review Auditor dated September 26, 2025.
- (xii) Certificate on utilization of loan which is proposed to be repaid from the issue proceeds issued by our Statutory Auditor September 26, 2025.
- (xiii) Site visit report dated September 2, 2025, prepared pursuant to site visit undertaken by the Book Running Lead Manager.
- (xiv) In principle listing approval dated [●] issued by National Stock Exchange of India Limited.
- (xv) Due Diligence Certificate dated [●], issued by the BRLM to SEBI.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act, 2013 and other relevant statutes.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

Abhishek Gupta
(Managing Director)

Sd/-

Pawan Kumar Gupta
(Chairman & Non-Executive Director)

Sd/-

Rahul Bhutoria
(Independent Director)

Sd/-

Anjanil Gupta
(Non-Executive Director)

Sd/-

Sonia Singal
(Independent Director)

Sd/-

Konica Gupta
(Whole-time Director)

SIGNED BY THE KEY MANAGERIAL PERSONNELS OF OUR COMPANY

Sd/-

Botu Srinivasa Rao
(Chief Financial Officer)

Sd/-

Jyoti Kumari Mishra
(Company Secretary & Compliance Officer)

Date: September 29, 2025

Place: Visakhapatnam