(Please scan this QR Code to view the Draft Red Herring Prospectus)

DRAFT RED HERRING PROSPECTUS
Dated May 22, 2025
Please read section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

KSH INTERNATIONAL LIMITED

CORPORATE IDENTITY NUMBER: U28129PN1979PLC141032

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	E-MAIL AND TELEPHONE	WEBSITE
11/3, 11/4 and 11/5 Village Birdewadi Chakan Taluka - Khed Pune – 410 501 Maharashtra, India	201, Tower 2, Montreal Business Centre, Off Pallod Farms, Baner Pune – 411 045 Maharashtra, India	Sarthak Malvadkar *Company Secretary and Compliance Officer*	**Email**: cs.connect@kshinternational.com **Telephone**: + 91 20 45053237	www.kshinternational.com

OUR PROMOTERS: KUSHAL SUBBAYYA HEGDE, PUSHPA KUSHAL HEGDE, RAJESH KUSHAL HEGDE, ROHIT KUSHAL HEGDE, RAKHI GIRIJA SHETTY, DHAULAGIRI FAMILY TRUST, EVEREST FAMILY TRUST, MAKALU FAMILY TRUST, BROAD FAMILY TRUST, ANNAPURNA FAMILY TRUST, KANCHENJUNGA FAMILY TRUST AND WATERLOO INDUSTRIAL PARK VI PRIVATE LIMITED

DETAILS OF THE OFFER TO PUBLIC

TYPE	SIZE OF THE FRESH ISSUE^	SIZE OF THE OFFER FOR SALE	TOTAL OFFER SIZE^	ELIGIBILITY AND SHARE RESERVATION AMONG QIBs, NIIs AND RIIs
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹4,200.00 million	Up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹3,250.00 million	Up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹7,450.00 million	The Offer is being made pursuant to Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"). For further details, see "*Other Regulatory and Statutory Disclosures – Eligibility for the Offer*" on page 392. For details of share reservation among Qualified Institutional Buyers, Non-Institutional Investors and Retail Individual Investors, see "*Offer Structure*" on page 411.

DETAILS OF THE PROMOTER SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE

NAME OF THE PROMOTER SELLING SHAREHOLDER	TYPE	AGGREGATE AMOUNT OF OFFER FOR SALE (₹IN MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE OF FACE VALUE OF ₹5 EACH (IN ₹)*#
Kushal Subbayya Hegde	Promoter Selling Shareholder	1,528.00	1.36
Pushpa Kushal Hegde	Promoter Selling Shareholder	422.00	1.51
Rajesh Kushal Hegde	Promoter Selling Shareholder	650.00	1.40
Rohit Kushal Hegde	Promoter Selling Shareholder	650.00	1.35

**As certified by Kirtane & Pandit LLP, Chartered Accountants, our Statutory Auditors, by way of their certificate dated May 22, 2025. For further details, see "Summary of the Offer Document – Average cost of acquisition of Equity Shares by our Promoters and the Promoter Selling Shareholders" on page 27.*
#As adjusted for Split of Equity Shares and Bonus Issue.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offering of equity shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹5 each. The Floor Price, Cap Price and Offer Price (as determined by our Company, in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations) and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for the Offer Price*" on page 119, 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 and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 30.

ISSUER'S AND PROMOTER SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

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

LISTING

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

BOOK RUNNING LEAD MANAGERS

NAME AND LOGO OF THE BOOK RUNNING LEAD MANAGER		CONTACT PERSON	EMAIL AND TELEPHONE
nuvama	**Nuvama Wealth Management Limited**	Lokesh Shah/ Soumavo Sarkar	**Email:** ksh.ipo@nuvama.com **Telephone:** +91 22 4009 4400
ICICI Securities	**ICICI Securities Limited**	Kishan Rastogi/ Abhijit Diwan	**Email:** ksh@icicisecurities.com **Telephone:** +91 22 6807 7100

REGISTRAR TO THE OFFER

NAME OF THE REGISTRAR	CONTACT PERSON	TELEPHONE AND EMAIL
MUFG Intime India Private Limited *(formerly Link Intime India Private Limited)*	Shanti Gopalkrishnan	**Telephone**: +91 81081 14949 **E-mail**: kshinternational.ipo@in.mpms.mufg.com

BID/OFFER PERIOD

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

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

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

[(3)] The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.

^Our Company in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement, as may be permitted under applicable law for an amount aggregating up to ₹840.00 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the SCRR. the Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety) and as may be required under applicable law. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

DRAFT RED HERRING PROSPECTUS
Dated May 22, 2025
Please read section 32 of the Companies Act, 2013
(The Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

KSH INTERNATIONAL LIMITED

Our Company was originally incorporated as "*Bhandary Metal Extrusion Private Limited*" under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated July 30, 1979 issued by the Registrar of Companies, Maharashtra at Bombay. Subsequently, the name of our Company was changed from "*Bhandary Metal Extrusion Private Limited*" to "*KSH International Private Limited*" pursuant to a resolution dated June 1, 1996 passed by our Board and a resolution dated June 24, 1996 passed by our shareholders, post which a fresh certificate of incorporation dated July 4, 1996 was issued by Registrar of Companies Maharashtra at Mumbai pursuant to change of name under the Companies Act, 1956. Further, pursuant to a special resolution passed by our Shareholders on January 13, 2011 which was confirmed by an order of the regional director dated August 16, 2011, the registered office of our Company was shifted from the jurisdiction of Registrar of Companies, Maharashtra at Mumbai to the jurisdiction of the Registrar of Companies, Maharashtra at Pune, and a certificate of registration of the order of regional director confirming transfer of the registered office within the same state was issued to us on October 13, 2011, by the RoC. On the conversion of our Company from a private limited company to a public limited company, pursuant to a resolution passed by our Board on December 11, 2024 and a special resolution passed by our Shareholders on December 19, 2024, the name of our Company was changed to "*KSH International Limited*" and a fresh certificate of incorporation was issued by the Registrar of Companies, Central Processing Centre on January 20, 2025. For further details of changes in the registered office of our Company, see "*History and Certain Corporate Matters- Change in our registered office*" on page 240.

Corporate Identity Number: U28129PN1979PLC141032
Registered Office: 11/3, 11/4 and 11/5, Village Birdewadi, Chakan Taluka - Khed, Pune – 410 501, Maharashtra, India;
Corporate Office: 201, Tower 2, Montreal Business Centre, Off Pallod Farms, Baner, Pune – 411 045, Maharashtra, India;
Contact Person: Sarthak Malvadkar, Company Secretary and Compliance Officer; **Telephone:** + 91 20 4505 3237;
E-mail: cs.connect@kshinternational.com; **Website**: www.kshinternational.com

OUR PROMOTERS: KUSHAL SUBBAYYA HEGDE, PUSHPA KUSHAL HEGDE, RAJESH KUSHAL HEGDE, ROHIT KUSHAL HEGDE, RAKHI GIRIJA SHETTY, DHAULAGIRI FAMILY TRUST, EVEREST FAMILY TRUST, MAKALU FAMILY TRUST, BROAD FAMILY TRUST, ANNAPURNA FAMILY TRUST, KANCHENJUNGA FAMILY TRUST AND WATERLOO INDUSTRIAL PARK VI PRIVATE LIMITED

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹5 EACH ("EQUITY SHARES") OF KSH INTERNATIONAL LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹7,450.00 MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹5 EACH AGGREGATING UP TO ₹4,200.00 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹[●] EACH ("OFFERED SHARES") AGGREGATING UP TO ₹3,250.00 MILLION, COMPRISING UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹5 EACH BY KUSHAL SUBBAYYA HEGDE AGGREGATING UP TO ₹1,528.00 MILLION, UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹5 EACH BY PUSHPA KUSHAL HEGDE AGGREGATING UP TO ₹422.00 MILLION, UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹5 EACH BY RAJESH KUSHAL HEGDE AGGREGATING UP TO ₹650.00 MILLION AND UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹5 EACH BY ROHIT KUSHAL HEGDE AGGREGATING UP TO ₹650.00 MILLION (COLLECTIVELY, "PROMOTER SELLING SHAREHOLDERS" AND SUCH OFFER FOR SALE OF EQUITY SHARES OF FACE VALUE OF ₹5 EACH BY THE PROMOTER SELLING SHAREHOLDERS, THE "OFFER FOR SALE"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY CONSIDER A PRE-IPO PLACEMENT AS MAY BE PERMITTED UNDER APPLICABLE LAW FOR AN AMOUNT AGGREGATING UP TO ₹ 840.00 MILLION, AT ITS DISCRETION, PRIOR TO THE FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLMS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SCRR. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. PRIOR TO THE COMPLETION OF THE OFFER, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER, OR THE OFFER MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. OUR COMPANY SHALL REPORT ANY PRE-IPO PLACEMENT TO THE STOCK EXCHANGES, WITHIN 24 HOURS OF SUCH PRE-IPO PLACEMENT (IN PART OR IN ENTIRETY) AND AS MAY BE REQUIRED UNDER APPLICABLE LAW. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND THE PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS ₹5 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND, AND MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] (A WIDELY CIRCULATED MARATHI DAILY NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR UPLOADING ON THEIR RESPECTIVE WEBSITES 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/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of *force majeure*, banking strike or similar unforeseen circumstances, our Company may, in consultation with the Book Running Lead Managers, for reasons to be recorded in writing, extend the Bid /Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the Book Running Lead Managers and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR**"), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Portion**"), provided that our Company in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations (the "**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("**Anchor Investor Allocation Price**"). In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (the "**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB 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 Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Investors ("**Non-Institutional Portion**") of which one-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million and two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹1.00 million and undersubscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Bidders in the other sub-category of the Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Offer shall be available for allocation to Retail Individual Investors ("**Retail Portion**"), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount ("**ASBA**") process and shall provide details of their respective bank account (including UPI ID *(defined hereinafter)* in case of UPI Bidders *(defined hereinafter)* in which the Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or pursuant to the UPI Mechanism, as the case may be. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "*Offer Procedure*" on page 414.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹5 each. The Offer Price, Floor Price or Cap Price (as determined by our Company, in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations), and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for the Offer Price*" on page 119, 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 and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to "*Risk Factors*" on page 30.

ISSUER'S AND PROMOTER SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each of the Promoter Selling Shareholders, severally and not jointly, accepts responsibility for and confirms the statements specifically made or confirmed by them in this Draft Red Herring Prospectus solely to the extent of information specifically pertaining to themselves and the Equity Shares offered by them in the Offer for Sale and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. Each of the Promoter Selling Shareholders, severally and not jointly, assume no responsibility for any other statements, including, inter alia, any and all of the statements made by or relating to our Company or its business or any other Promoter Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

LISTING

The Equity Shares, offered through the Red Herring Prospectus, are proposed to be listed on the Stock Exchanges. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 459.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER
Nuvama Wealth Management Limited 801 - 804, Wing A, Building No 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400051, Maharashtra, India **Tel:** +91 22 40094400 **E-mail:** ksh.ipo@nuvama.com **Website:** www.nuvama.com **Investor grievance email:** customerservice.mb@nuvama.com **Contact Person:** Lokesh Shah/ Soumavo Sarkar **SEBI Registration Number**: INM000013004	**ICICI Securities Limited** ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025, Maharashtra, India **Tel:** +91 22 6807 7100 **E-mail:** ksh@icicisecurities.com **Website:** www.icicisecurities.com **Investor grievance email:** customercare@icicisecurities.com **Contact Person:** Kishan Rastogi/Abhijit Diwan **SEBI Registration Number**: INM000011179	**MUFG Intime India Private Limited** *(formerly Link Intime India Private Limited)* C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai 400 083, Maharashtra, India **Tel:** +91 81081 14949 **E-mail:** kshinternational.ipo@in.mpms.mufg.com **Website:** www.linkintime.co.in **Investor grievance e-mail:** kshinternational.ipo@in.mpms.mufg.com **Contact Person:** Shanti Gopalkrishnan **SEBI Registration Number:** INR000004058

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

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

TABLE OF CONTENTS

SECTION I - GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below, and references to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rule guidelines or policy as amended from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. Further, the Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

Unless the context otherwise indicates, all references to "we", "us", "our", "the Company", and "our Company", are references to KSH International Limited, a company incorporated on July 30, 1979 under the Companies Act, 1956 and having its Registered Office at 11/3, 11/4 and 11/5, Village Birdewadi, Chakan Taluka-Khed, Pune – 410 501, Maharashtra, India and its Corporate Office at 201, Tower 2, Montreal Business Centre, Off Pallod Farms, Baner, Pune – 411 045, Maharashtra, India.

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

Notwithstanding the foregoing, terms in "Main Provisions of Articles of Association", "Statement of Special Tax Benefits", "Industry Overview", "Key Regulations and Policies in India", "History and Certain Corporate Matters", "Basis for the Offer Price", "Restriction on Foreign Ownership of Indian Securities", "Financial Information" and "Outstanding Litigation and Material Developments" on pages, 435, 128, 131, 235, 240, 119, 434, 279 and 383, respectively, will have the meaning ascribed to such terms in those respective sections.

General Terms

Term	Description
Our Company/ the Company	KSH International Limited, a public limited company incorporated under the Companies Act, 1956 having its registered office at 11/3, 11/4 and 11/5, Village Birdewadi, Chakan Taluka - Khed, Pune – 410 501, Maharashtra, India
We/ us/ our	Unless context otherwise indicates or implies, refers to our Company

Company Related Terms

Term	Description
AoA/Articles of Association or Articles	The articles of association of our Company, as amended from time to time
Audit Committee	Audit committee of our Board, as disclosed in "*Our Management – Corporate Governance – Committees of our Board*" on page 255
Auditors/ Statutory Auditors	The current statutory auditors of our Company, being Kirtane & Pandit LLP, Chartered Accountants
Board/ Board of Directors	The board of directors of our Company. For further details, see "*Our Management- Board of Directors*" on page 247
Bonus Issue	Bonus issue undertaken on February 21, 2025, in the ratio of four Equity Shares of face value of ₹5 for every one Equity Share of face value of ₹5 held by our Shareholders as on February 10, 2025. For further details, please see "*Capital Structure – Equity Share capital history of our Company*" on page 84
CARE Report	Report titled "*Industry Report on Magnet Winding Wires Market in India*" dated May 22, 2025, prepared and issued by CARE Analytics and Advisory Private Limited which has been commissioned by and paid for by our Company pursuant to an engagement letter dated December 2, 2024 entered into with CARE Analytics and Advisory Private Limited, exclusively for the purposes of the Offer. The report will be available on the website of our Company at https://kshinternational.com/investor-relations/industry-report/ from the date of this Draft Red Herring Prospectus until the Bid/Offer Closing Date
Chairman and Executive Director	The chairman and executive director of our Company, being Kushal Subbayya Hegde. For further details, see "*Our Management - Board of Directors*" on page 247
Chief Executive Officer/ CEO	The chief executive officer of our Company, being Sandesh Bhagwat. For further details, see "*Our Management – Key Managerial Personnel and Senior Management*" on page 264
Chief Financial Officer/ CFO	The chief financial officer of our Company, being Amod Joshi. For further details, see "*Our Management – Key Managerial Personnel and Senior Management*" on page 264

Term	Description
Company Secretary/ CS and Compliance Officer	The company secretary and compliance officer of our Company, being Sarthak Malvadkar. For further details, see "*General Information*" and "*Our Management – Key Managerial Personnel and Senior Management*" on pages 75 and 264, respectively.
Corporate Office	The corporate office of our company located at 201, Tower 2, Montreal Business Centre, Off Pallod Farms, Baner, Pune – 411 045, Maharashtra, India
Corporate Promoter	Waterloo Industrial Park VI Private Limited
CSR Committee/ Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board, as disclosed in "*Our Management- Corporate Governance - Committees of our Board*" on page 255
Director(s)	The director(s) on our Board. For further details, see "*Our Management – Board of Directors*" on page 247
Equity Shares	The equity shares of our Company of face value of ₹5 each, unless otherwise stated
Executive Director(s)	Executive director(s) on our Board. For further details, see "*Our Management –Board of Directors*" on page 247
ESOP 2025	The employee stock option plan of our Company titled, '*KSH Employee Stock Option Scheme 2025*' approved by our Board and Shareholders each in their meeting May 6, 2025
Family Branch(es)	Parents Branch, Rajesh Branch, Sangeeta Branch, Rakhi Branch and Rohit Branch
Group Companies	The companies identified as 'group companies' in accordance with Regulation 2(1)(t) of the SEBI ICDR Regulations and the Materiality Policy. For further details, see "*Group Companies*" on page 390
Independent Director(s)	Non-executive and independent director(s) on our Board. For further details, see "*Our Management - Board of Directors*" on page 247
Independent Chartered Engineer	The independent chartered engineer appointed by our Company, namely, Lalit Muljibhai Sarvaiya bearing registration number M-140388
Industry Data Provider	The industry data provider being, CARE Analytics and Advisory Private Limited
IPO Committee	The IPO committee of our Board constituted to facilitate the process of the Offer
Joint Managing Director	The joint managing director of our Company being, Rohit Kushal Hegde. For further details, see "*Our Management*" on page 247
KMP/ Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as further disclosed in "*Our Management - Key Managerial Personnel and Senior Management*" on page 264
Managing Director	The managing director of our Company, namely Rajesh Kushal Hegde. For further information, see "*Our Management - Board of Directors*" on page 247
Materiality Policy	The policy adopted by our Board on May 17, 2025, for identification of: (a) outstanding material outstanding litigation involving our Company, our Promoters and our Directors; (b) companies, considered material by our Company, for the purposes of disclosure as group companies in this Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus; and (c) outstanding dues to material creditors of our Company, in accordance with the disclosure requirements under the SEBI ICDR Regulations, for the purposes of disclosure in this Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus
MoA/ Memorandum of Association	The memorandum of association of our Company, as amended
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as disclosed in "*Our Management - Committees of our Board*" on page 255
Non-Executive Non-Independent Director(s)	The non-executive non-independent Directors on our Board, as disclosed in "*Our Management – Board of Directors*" on page 247
Parents Branch	Kushal Subbayya Hegde, Pushpa Kushal Hegde, Broad Family Trust and Dhaulagiri Family Trust
Promoter Group	Persons and entities, excluding our Promoters constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in "*Our Promoters and Promoter Group*" on page 267
Promoters	Kushal Subbayya Hegde, Pushpa Kushal Hegde, Rajesh Kushal Hegde, Rohit Kushal Hegde and Rakhi Girija Shetty, Dhaulagiri Family Trust, Everest Family Trust, Makalu Family Trust, Broad Family Trust, Annapurna Family Trust, Kanchenjunga Family Trust and Waterloo Industrial Park VI Private Limited
Promoter Selling Shareholders	Kushal Subbayya Hegde, Pushpa Kushal Hegde, Rajesh Kushal Hegde and Rohit Kushal Hegde
Promoter Trusts	Dhaulagiri Family Trust, Everest Family Trust, Makalu Family Trust, Broad Family Trust, Annapurna Family Trust, and Kanchenjunga Family Trust
Rajesh Branch	Rajesh Kushal Hegde, his spouse, his children, lineal descendants and Everest Family Trust
Rakhi Branch	Rakhi Girija Shetty, her spouse (if any), her children, lineal descendants and Annapurna Family Trust
Registered Office	The registered office of our Company located at 11/3, 11/4 and 11/5, Village Birdewadi, Chakan Taluka-Khed, Pune – 410 501, Maharashtra, India
Registrar of Companies/RoC	The Registrar of Companies, Maharashtra at Pune
Restated Financial Statements	The restated financial information of our Company comprising the restated statements of assets and liabilities as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the restated statements of profit and loss (including other comprehensive income), the restated statements of cash flow, the restated statements of changes in equity, summary of material accounting policies and other explanatory information and other financial information, including the annexures, notes and schedules thereto, for the nine-month period ended December 31, 2024

Term	Description
	and Fiscals 2024, 2023 and 2022, prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, SEBI ICDR Regulations, the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by ICAI, as amended from time to time and the Indian Accounting Standards as specified under Section 133 of the Act and other accounting principles generally accepted in India.
Risk Management Committee	The risk management committee of our Board, as disclosed in "*Our Management – Corporate Governance - Committees of our Board*" on page 255
Rohit Branch	Rohit Kushal Hegde, his spouse, his children, lineal descendants and Makalu Family Trust
Sangeeta Branch	Sangeeta Ramprasad Rai, her spouse, her children, lineal descendants and Kanchenjunga Family Trust
Split of Equity Shares	Pursuant to a resolution passed by our Board and Shareholders dated February 10, 2025 and February 11, 2025, respectively, our Company sub-divided the face value of its equity shares from ₹100 per equity share to ₹5 per Equity Share. For further details, see "*Summary of the Offer Document*" and "*Capital Structure – Notes to Capital Structure – Equity Share Capital History of our Company*" on pages 21 and 84, respectively
Senior Management	Our senior management in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in "*Our Management - Key Managerial Personnel and Senior Management*" on page 264
Shareholders	The holders of the Equity Shares from time to time
Stakeholders Relationship Committee	The stakeholders' relationship committee of our Board, as disclosed in "*Our Management – Corporate Governance - Committees of our Board*" on page 255
Supa Facility	Our proposed manufacturing facility, which is under construction located at Supa Ahilyanagar (formerly Ahmednagar) in Maharashtra
Unit 1	Our manufacturing facility located at Plot No. J-25, Taloja Industrial Area, Village Padghe, Taluka Panvel, Raigad – 410 208, Maharashtra, India
Unit 2	Our manufacturing facility located at 11/3, 11/4 and 11/5, Village Birdewadi, Chakan Taluka - Khed, Pune – 410 501, Maharashtra, India
Unit 3	Our manufacturing facility located at Plot No. 5, Chakan Industrial Area, Phase II, Village Khalumbre, Taluka Khed, Pune – 410 501, Maharashtra, India
Whole-time Director	The whole-time director of our Company being, Rakhi Girija Shetty. For further information, see "*Our Management - Board of Directors*" on page 247

Offer Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allot/ Allotment/ Allotted	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares by the Promoter Selling Shareholders pursuant to the Offer for Sale to successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus, and who has Bid for an amount of at least ₹100 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors according to the terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the BRLMs on the Anchor Investor Bid/Offer Date
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bidding Date	The date, one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	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 Offer Price but not higher than the Cap Price The Anchor Investor Offer Price will be decided by our Company in consultation with the BRLMs
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the BRLMs, to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations

Term	Description
	One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by the UPI Bidders
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
ASM	Additional Surveillance Measure
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), the Refund Bank(s), the Public Offer Account Bank(s) and the Sponsor Bank(s), as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in "*Offer Procedure*" on page 414
Bid	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations. The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder and, in the case of RIIs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIIs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, upon submission of the Bid in the Offer, as applicable
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires.
Bid Lot	[●] Equity Shares of face value of ₹5 each and in multiples of [●] Equity Shares of face value of ₹5 each thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), and [●] edition of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located). In case of any revisions, the extended Bid/Offer Closing Date shall also be notified on the websites and terminals of the members of the Syndicate, as required under the SEBI ICDR Regulations and communicated to the Designated Intermediaries and the Sponsor Bank Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLMs and at the terminals of the Syndicate Members, which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), and [●] edition of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located)
Bid/ Offer Period	Except in relation to Bids by Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer 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 in terms of the Red Herring Prospectus. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors In cases of *force majeure*, banking strike or similar unforeseen circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days

Term	Description
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Managers/ BRLMs/Managers	The book running lead managers to the Offer namely, Nuvama Wealth Management Limited and ICICI Securities Limited
Broker Centres	Broker centres of the Registered Brokers where ASBA Bidders can submit the ASBA Forms, provided that UPI Bidders may only submit ASBA Forms at such broker centres if they are Bidding using the UPI Mechanism. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
CAN/ Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on/after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall not be more than 120% of the Floor Price
Cash Escrow and Sponsor Bank(s) Agreement	Agreement to be entered into and amongst our Company, the Promoter Selling Shareholders, the Registrar to the Offer, the Book Running Lead Managers, the Syndicate Members, the Bankers to the Offer in accordance with UPI Circulars, for *inter alia*, the appointment of the Banker(s) to the Offer for the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
Client ID	Client identification number maintained with one of the Depositories in relation to the Bidder's beneficiary account
Collecting Depository Participant/ CDP	A depository participant as defined under the Depositories Act, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), issued by SEBI and other applicable circulars issued by SEBI as per the lists available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time
Cut-off Price	Offer Price, finalised by our Company, in consultation with the BRLMs, which shall be any price within the Price Band Only Retail Individual Investors Bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation and bank account details and UPI ID, where applicable
Designated CDP Locations	Such locations of the CDPs where Bidders (other than Anchor Investors) can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and updated from time to time
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as appropriate, in terms of the Red Herring Prospectus and the Prospectus, after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful Bidders in the Offer
Designated Intermediaries	In relation to ASBA Forms submitted by UPI Bidders (not using the UPI Mechanism) 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 Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate, Registered Brokers, CDPs and RTAs In relation to ASBA Forms submitted by QIBs and NIIs (not using the UPI Mechanism), Designated Intermediaries shall mean SCSBs, Syndicate, sub Syndicate, Registered Brokers, CDPs and RTAs
Designated RTA Locations	Such centres of the RTAs where ASBA Bidders can submit the ASBA Forms (in case of UPI Bidder only ASBA Forms under UPI). The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and as updated from time to time

Term	Description
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus/ DRHP	This draft red herring prospectus dated May 22, 2025 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer and includes any addenda or corrigenda thereto
Eligible FPI(s)	FPIs that are eligible to participate in this Offer in terms of applicable laws
Eligible NRI(s)	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid Cum Application Form constitutes an invitation to subscribe or purchase for the Equity Shares
Escrow Account(s)	Account(s) to be opened with the Escrow Collection Bank and in whose favour Anchor Investors will transfer the money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount while submitting a Bid
Escrow and Sponsor Bank(s) Agreement	The agreement to be entered into amongst our Company, the Registrar to the Offer, the BRLMs, the Syndicate Members and Banker(s) to the Offer in accordance with the UPI Circulars, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable remitting refunds, if any, to Bidders, on the terms and conditions thereof
Escrow Collection Bank(s)	The Bank(s) which are clearing members and registered with SEBI as bankers to an issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case being [●]
First Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fresh Issue	The fresh issue of up to [●] Equity Shares of face value of ₹5 each by our Company, at ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating up to ₹4,200.00 million. For information, see "*The Offer*" on page 68. *Our Company in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement as may be permitted under applicable law for an amount aggregating up to ₹ 840.00 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the SCRR. the Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety) and as may be required under applicable law. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2012
General Information Document	The General Information Document for investing in public offers, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020, issued by SEBI, suitably modified and updated pursuant to, among others, the UPI Circulars and any subsequent circulars or notifications issued by SEBI from time to time
GSM	Graded Surveillance Measures
Gross Proceeds	The gross proceeds of the Fresh Issue
ICICI Securities	ICICI Securities Limited
Monitoring Agency	Monitoring agency appointed pursuant to the Monitoring Agency Agreement, namely [●]
Monitoring Agency Agreement	The agreement to be entered into between our Company and the Monitoring Agency prior to filing of the Red Herring Prospectus
Mutual Fund Portion	The portion of the Offer being 5% of the Net QIB Portion consisting of [●] Equity Shares of face value of ₹5 each which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Mutual Funds	Mutual funds registered with SEBI under the SEBI Mutual Funds Regulations
Net Proceeds	The proceeds of the Fresh Issue less our Company's share of the Offer related expenses. For details regarding the use of the Net Proceeds and the Offer related expenses, see "*Objects of the Offer – Utilization of Net Proceeds*" on page 105

Term	Description
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Investors/ NIIs	All Bidders that are not QIBs or Retail Individual Investors and who have Bid for Equity Shares for an amount more than ₹0.20 million (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Offer consisting of [●] Equity Shares of face value of ₹5 each which shall be available for allocation to Non-Institutional Investors, of which (a) one-third portion shall be reserved for applicants with application size of more than ₹0.20 million and up to ₹1.00 million, and (b) two-thirds portion shall be reserved for applicants with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors, subject to valid Bids being received at or above the Offer Price
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Nuvama	Nuvama Wealth Management Limited
Offer	The initial public offering of up to [●] Equity Shares of face value of ₹5 each for cash at a price of ₹[●] each (including a share premium of ₹[●] each), aggregating up to ₹7,450.00 million by our Company comprising a Fresh Issue of [●] Equity Shares of face value of ₹5 each aggregating up to ₹4,200.00 million, an Offer for Sale of up to [●] Equity Shares of face value of ₹5 each aggregating to ₹3,250.00 million by the Promoter Selling Shareholders. *Our Company in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement, as may be permitted under applicable law for an amount aggregating up to ₹840.00 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the SCRR. the Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety) and as may be required under applicable law. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*
Offer Agreement	The agreement dated May 22, 2025 amongst our Company, the Promoter Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	The offer for sale component of the Offer of up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹3,250.00 million, comprising of an offer for sale of up to [●] Equity Shares of face value of ₹5 each by Kushal Subbayya Hegde aggregating up to ₹1,528.00 million, up to [●] Equity Shares of face value of ₹5 each by Pushpa Kushal Hegde aggregating up to ₹422.00 million, up to [●] Equity Shares of face value of ₹5 each by Rajesh Kushal Hegde aggregating up to ₹650.00 million and up to [●] Equity Shares of face value of ₹5 each by Rohit Kushal Hegde aggregating up to ₹650.00 million
Offer Price	₹[●] per Equity Share, being the final price within the Price Band, at which Equity Shares will be Allotted to successful Bidders, other than Anchor Investors as determined in accordance with the Book Building Process and determined by our Company, in consultation with the Book Running Lead Managers, in terms of the Red Herring Prospectus on the Pricing Date. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus The Offer Price will be decided by our Company, in consultation with the BRLMs on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds from the Offer for Sale which shall be available to the Promoter Selling Shareholders. For further information about use of the Offer Proceeds, please see section titled "*Objects of the Offer*" on page 104
Offered Shares	Up to [●] Equity Shares of face value of ₹5 each aggregating to ₹3,250.00 million being offered for sale by the Promoter Selling Shareholders in the Offer for Sale component of the Offer
Pre-IPO Placement	Our Company in consultation with the Book Running Lead Managers, may consider a pre-IPO placement, as may be permitted under applicable law for an amount aggregating up to ₹840.00 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. The pre-IPO placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the pre-IPO placement is completed, the amount raised pursuant to the pre-IPO placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the SCRR. the pre-IPO placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the pre-IPO placement, prior to allotment pursuant to the pre-IPO placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report

Term	Description
	any pre-IPO placement to the Stock Exchanges, within 24 hours of such pre-IPO placement (in part or in entirety) and as may be required under applicable law. Further, relevant disclosures in relation to such intimation to the subscribers to the pre-IPO placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.
Price Band	Price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall be less than or equal to 120% of the Floor Price. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is situated) at least two Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company, in consultation with the BRLMs, will finalise the Offer Price
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account Bank(s)	The banks with which the Public Offer Account(s) is opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]
Public Offer Account(s)	Bank account(s) to be opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date
QIB Portion	The category of the Offer (including the Anchor Investor Portion), being not more than 50% of the Offer, consisting of up to [●] Equity Shares of face value of ₹5 each aggregating to ₹[●] million, which shall be available for allocation to QIBs on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price or the Anchor Investor Offer Price (for Anchor Investors)
Qualified Institutional Buyer(s)/ QIB(s)/ QIB Bidder(s)	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
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 offered and the size of the Offer including any addenda or corrigenda thereto The Bid/Offer Opening Date shall be at least three Working Days after filing of Red Herring Prospectus with the RoC. The Red Herring Prospectus will become the Prospectus upon filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account(s)	The account(s) opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made.
Refund Bank(s)	The Banker(s) to the Offer which are a clearing member registered with SEBI under the SEBI BTI Regulations with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of the SEBI ICDR Master Circular and the SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012, and the UPI Circulars, issued by SEBI
RTAs/Registrar and Share Transfer Agents	The registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations as per the list available on the websites of BSE and NSE, and the UPI Circulars
Registrar Agreement	The agreement dated May 22, 2025 between our Company, the Promoter Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar to the Offer	MUFG Intime India Private Limited *(formerly Link Intime India Private Limited)*
Retail Individual Investors(s)/ RII(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹0.20 million in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	The portion of the Offer being not less than 35% of the Offer consisting of [●] Equity Shares of face value of ₹5 each, available for allocation to Retail Individual Investors as per the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s) QIB Bidders and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors

Term	Description
	can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date
SCORES	SEBI Complaints Redressal Mechanism
Self-Certified Syndicate Bank(s)/ SCSB(s)	(i) The banks registered with SEBI, offering services in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other website as updated from time to time, and (ii) The banks registered with SEBI, enabled for UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time
Share Escrow Agent	The share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●]
Share Escrow Agreement	The agreement to be entered into between our Company, the Promoter Selling Shareholders and the Share Escrow Agent in connection with the transfer of the respective portion of Equity Shares being offered by each Promoter Selling Shareholder in the Offer for Sale portion of the Offer and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which will be included in the Bid cum Application Form
Sponsor Bank(s)	The Bankers to the Offer registered with SEBI, which have been appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the UPI Mandate Request and/or payment instructions of the UPI Bidders using the UPI and carry out other responsibilities, in terms of the UPI Circulars, in this case being [●]
Stock Exchanges	Collectively, BSE Limited and National Stock Exchange of India Limited
STT	Securities transaction tax
Syndicate Agreement	Agreement to be entered into among our Company, the Promoter Selling Shareholders, the BRLMs and the Syndicate Members in relation to collection of Bid cum Application Forms by Syndicate
Syndicate Members	Intermediaries (other than the BRLMs) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer and carry out activities as an underwriter, namely, [●]
Syndicate/Members of the Syndicate	Together, the BRLMs and the Syndicate Members
Systemically Important Non-Banking Financial Company/ NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Underwriters	[●]
Underwriting Agreement	The agreement among the Underwriters, the Promoter Selling Shareholders and our Company to be entered into on or after the Pricing Date, but prior to filing of the Prospectus with the RoC
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI.
UPI Bidder(s)	Collectively, individual investors applying as Retail Individual Investors in the Retail Portion and individuals applying as Non-Institutional Investors with a Bid Amount of up to ₹0.50 million in the Non-Institutional Portion. Pursuant to the SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹0.50 million shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 (to the extent this circular is not rescinded by the SEBI RTA Master Circular and the SEBI ICDR Master Circular), SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 (to the extent this circular is not rescinded by the SEBI RTA Master Circular), SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent this circular is not rescinded by the SEBI ICDR Master Circular), SEBI ICDR Master Circular (to the extent it pertains to the UPI Mechanism), the SEBI RTA Master Circular (to the extent it pertains to the UPI Mechanism), and any subsequent circulars or notifications issued by SEBI in this regard, along with the circulars issued by the Stock Exchanges in this regard, including the circular issued by the NSE having reference no. 23/2022 dated July 22, 2022, and having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220702-30 dated July 22, 2022 and having reference no. 20220803-40 dated August 3, 2022
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidders, by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders using the UPI Mechanism

Term	Description
	initiated by the Sponsor Banks to authorize blocking of funds equivalent to the Bid Amount in the relevant ASBA Account through the UPI linked mobile application, and the subsequent debit of funds in case of Allotment
UPI Mechanism	The Bidding mechanism that may be used by UPI Bidders to make Bids in the Offer in accordance with UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	All days on which commercial banks in Mumbai, India are open for business, provided however, for the purpose of announcement of the Price Band and the Bid/Offer Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Maharashtra, India are open for business and the time period between the Bid/Offer Closing Date and listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges excluding Sundays and bank holidays in India in accordance with circulars issued by SEBI, including UPI Circulars

Conventional and General Terms and Abbreviations

Term	Description
AIF	Alternate Investment Fund
A.Y.	Assessment year
BSE	BSE Limited
Calendar Year or year	Unless the context otherwise requires, shall refer to the twelve-month period ending December 31
Category I AIF	AIFs registered as "Category I alternative investment funds" under the SEBI AIF Regulations
Category I FPIs	FPIs registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II AIF	AIFs registered as "Category II alternative investment funds" under the SEBI AIF Regulations
Category II FPIs	FPIs registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III AIF	AIFs registered as "Category III alternative investment funds" under the SEBI AIF Regulations
CAGR	Compound Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CESTAT	Customs, Excise and Service Tax Appellate Tribunal
Companies Act, 1956	Companies Act, 1956, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires
Companies Act, 2013/ Companies Act	Companies Act, 2013 and the rules, regulations, notifications, modifications and clarifications thereunder
CSR	Corporate social responsibility
Depositories Act	Depositories Act, 1996 read with the rules and regulations thereunder
Depository or Depositories	NSDL and/or CDSL
DIN	Director Identification Number
DP ID	Depository Participant's Identification Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
Factories Act	Factories Act, 1948
FDI	Foreign direct investment
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Finance Act	Act number 15 of 2024 dated August 16, 2024, to give effect to the financial proposals of the Government of India for the financial year 2024-25, which received the assent of the President of India on August 16, 2024
Finance Bill	Bill number 14 of 2025 dated February 1, 2025, introduced in the Lok Sabha, to give effect to the financial proposals of the Central Government for the financial year 2025-2026
Financial Year/ Fiscal	Period of twelve months ending on March 31 of that particular year, unless stated otherwise
FPI(s)	A foreign portfolio investor who has been registered pursuant to 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 under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000) registered with SEBI
GoI / Central Government	Government of India
GST	Goods and services tax
HUF	Hindu undivided family
IATF	International Automotive Task Force
I.T. Act	Income-tax Act, 1961
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Ind AS	Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended

Term	Description
Ind AS 24	Indian Accounting Standard 24, "Related Party Disclosures", notified under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time
Indian GAAP	Generally Accepted Accounting Principles in India, being, accounting principles generally accepted in India including the accounting standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended
IPO	Initial public offer
ISO	International Organization for Standards
IST	Indian Standard Time
IT	Information technology
LEI	Legal entity identifier
MCLR	Marginal cost of funds based lending rate
Mn/ mn	Million
MT	Metric ton
N.A. or NA	Not applicable
NACH	National Automated Clearing House
NEFT	National electronic fund transfer
Non-Resident	A person resident outside India, as defined under FEMA
NPCI	National Payments Corporation of India
NRE Account	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NRI	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NRO Account	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date had taken benefits under the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Offer
OCI	Overseas Citizen of India
P/E Ratio	Price/earnings ratio
PAN	Permanent account number allotted under the I.T. Act
PAT	Profit after tax
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
Rs. / Rupees/ ₹/ INR	Indian Rupees
RBI	Reserve Bank of India
RTGS	Real time gross settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Master Circular	SEBI ICDR Master Circular - SEBI master circular bearing reference SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Mutual Funds Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI RTA Master Circular	SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations
State Government	Government of a state of India.

Term	Description
U.S. Securities Act	United States Securities Act of 1933, as amended
US GAAP	Generally Accepted Accounting Principles in the United States of America.
USA/ U.S. / US	The United States of America
USD	United States Dollars
VCFs	Venture capital funds as defined in, and registered with SEBI under, the SEBI VCF Regulations (*now repealed*) or the SEBI AIF Regulations, as the case may be

Technical and Industry Related Terms

Term	Abbreviations
2W	Two-Wheelers
3W	Three Wheelers
4W	Four Wheelers
AAS	Advance Authorization Scheme
ACC	Advanced Chemistry Cell
ADAS	Advanced driver-assistance systems
AMRUT	Atal Mission for Rejuvenation and Urban Transformation
BCD	Basic Custom Duty
BESS	Battery Energy Storage System
BIS	Bureau of Indian Standards
BLDC	Brushless Direct Current
BTA	Bilateral trade agreement
BU	Billion unit
CEA	Central Electricity Authority
CERC	Central Electricity Regulatory Commission
CKM	Circuit Kilometers
CTC	Continuous Transposed Conductors
CUF	Capacity Utilization Factor
DDUGJY	Deen Dayal Upadhyaya Gram Jyoti
DFI	Development Finance Institution
DFIA	Duty-Free Import Authorisation
DG	Diesel Generators
EBITDA	Earnings Before Interest, Taxes, Depreciation, and Amortization.
EMIS	Education Management Information System
EPCG	Export Promotion Capital Goods
EV	Electric Vehicles
FAME	Faster Adoption and Manufacturing of Hybrid and Electric Vehicles
FE	Final Estimates
FHP	Fractional Horsepower
FRE	First Revised Estimates
FSA	Fuel Supply Agreements
FTA	Free Trade Agreements
GDP	Gross Domestic Product
GNDI	Gross National Disposable Income
GVA	Gross Value Added
GW	Gigawatt
GWH	Gigawatt-Hour
HT	High Tension
HVAC	Heating, Ventilation, and Air Conditioning
HVDC	High Voltage Direct Current
IATF	International Automotive Task Force
ICE	Internal Combustion Engine
IEA	International Energy Agency
IEBR	Internal and Extra Budgetary Resources
IEC	International Electrotechnical Commission
IIP	Index of Industrial Production
IMF	International Monetary Fund
IPDS	Integrated Power Development Scheme
ISTS	Inter-State Transmission System
kV	Kilovolt
LPG	Liquid Propane Gas
LT	Low Tension
MOSPI	Ministry of Statistics and Programme Implementation
MVA	Mega Volt-Amperes
MW	Megawatt

Term	Abbreviations
MWW	Magnet Winding Wires
NEMMP	National Electric Mobility Mission Plan
NEP	National Electricity Plan
NIP	National Infrastructure Pipeline
NMP	National Monetization Pipeline
OEMs	Original equipment manufacturer
OTG	Oven, Toaster, Grill
PAT	Profit After Tax
PFCE	Private Final Consumption Expenditure
PLI	Production Linked Incentives
PMAY	Pradhan Mantri Awas Yojana
PM-KUSUM	Pradhan Mantri Kisan Urja Suraksha evam Utthaan Mahabhiyan Yojana
PV	Photo Voltaic
PWIL	Precision Wires India Limited
QSR	Quick Service Restaurants
RBI	Reserve Bank of India
RDSS	Revamped Distribution Sector Scheme
RES	Renewable Energy Resources
ROCE	Return on Capital Employed
RoDTEP	Remission of Duties and Taxes on Exported Products
RoHS	Restriction of Hazardous Substances
RPO	Renewable Purchase Obligations
RRTS	Regional rapid transit systems
SAE	Second Advance Estimates
SECI	Solar Energy Corporation of India Limited
TIES	Trade Infrastructure for Export Scheme
UK	United Kingdom
UL	Underwriters Laboratories
W&C	Wires and cables
WEO	World Economic Outlook
Y-O-Y	Year-on-year Growth

Key Financial and Operating Metrics used in this Draft Red Herring Prospectus

Term	Description
A. Financial metrics	
Fixed Asset Turnover Ratio	Fixed Asset Turnover Ratio is calculated as Revenue from Operations divided by Property, Plant and Equipment
Net Debt/ Equity	Net Debt/Equity is calculated as net debt divided by total equity. Net Debt is calculated as the sum of long term borrowings and short term borrowings less cash and cash equivalents and other bank balances. Total Equity is calculated as share capital + reserves & surplus.
Net Debt/ EBITDA	Net Debt / EBITDA is calculated as Net Debt divided by EBITDA. Net Debt is calculated as the sum of long term borrowings and short term borrowings less cash and cash equivalents and other bank balances.
Fixed Asset Turnover Ratio	Fixed Asset Turnover Ratio is calculated as Revenue from Operations divided by Property, Plant and Equipment
Net Debt/ Equity	Net Debt/Equity is calculated as net debt divided by total equity. Net Debt is calculated as the sum of long term borrowings and short term borrowings less cash and cash equivalents and other bank balances. Total Equity is calculated as share capital + reserves & surplus.
Net Working Capital Days	Working capital days is computed as Inventory days plus Trade receivable days minus Trade payable days. Inventory days is calculated as Inventory divided by Cost of goods sold (COGS) from operations multiplied by 365 or 275 days. Trade receivables days is calculated as Trade receivables divided by revenue from operations multiplied by 365 or 275 days. Trade payable days is calculated as Trade payable divided by COGS multiplied by 365 or 275 days.
PAT CAGR	PAT CAGR provides information regarding growth in PAT over a period
Profit After Tax Margin	PAT Margin is calculated as profit for the period divided by Total Income
Profit After Tax Margin	Profit after tax margin is an indicator of the overall profitability margin and financial performance of the business
Revenue CAGR	Revenue CAGR provides information regarding growth in revenue over a period
Revenue from Operations	Revenue from operation means revenue from operating activities
Total Income	Total income is calculated as the sum of revenue from operations & other income
Y-o-y Revenue growth	Growth in revenue from operations provides information regarding the growth of the business over the respective years
B. Non-GAAP Measures	
EBITDA	EBITDA is calculated as profit for the period minus other income plus finance costs, depreciation and amortisation and total tax expense.

Term	Description
EBITDA Margin	EBITDA Margin is calculated as EBITDA divided by revenue from operations
ROE	Return on Equity is calculated as PAT divided by Total Equity. Total Equity is calculated as share Capital + reserves & surplus.
ROCE	Return on Capital Employed is calculated as EBIT divided by capital employed. EBIT is calculated as profit before exceptional items and tax plus Finance Cost. Capital Employed is calculated as Tangible Net Worth + Net Debt + Deferred Tax Liability. Net Debt is calculated as the sum of long term borrowings and short term borrowings less cash and cash equivalents and other bank balances.
Fixed Asset Turnover Ratio	Fixed Asset Turnover Ratio is calculated as Revenue from Operations divided by Property, Plant and Equipment
C. Operational measures	
Revenue from Exports	Revenue from Exports means revenue from operating activities outside India.

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

Certain Conventions

All references in this Draft Red Herring Prospectus to "India" are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable. All references herein to the "US", "USA", the "U.S." or the "United States" are to the United States of America and its territories and possessions. All references herein to "EU" are to the European Union and its territories and possessions. All references herein to "Sweden" are to Sweden and its territories and possessions.

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

Financial Data

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year and accordingly, all references to a particular financial year or fiscal are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Unless the context requires otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year and references to a Fiscal/Fiscal Year are to the year ended on March 31, of that calendar year. Certain other financial information pertaining to our Group Companies are derived from their respective audited financial statements.

Unless indicated otherwise or the context requires otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus have been derived from the Restated Financial Statements. For further information, see "*Restated Financial Statements*" on page 279.

The restated financial statements of our Company comprising the restated statements of assets and liabilities as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the restated statements of profit and loss (including other comprehensive income), the restated statements of cash flow and the restated statements of changes in equity for the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022 and the summary of material accounting policies and other explanatory information prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by ICAI, as amended from time to time.

There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS, see "*Risk Factors – Significant differences exist between Indian accounting standard ("**Ind AS**") and other accounting principles, such as international financial reporting standards ("**IFRS**") and United States generally accepted accounting principles ("**U.S. GAAP**"), which may be material to investors' assessments of our financial condition.* " on page 61. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off.

Further, any figures sourced from third party industry sources may be rounded off to other than to the second decimal to conform to their respective sources.

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 pages 30, 208 and 353, respectively, and elsewhere in this Draft Red Herring Prospectus, unless otherwise stated or context requires otherwise, have been derived from Restated Financial Statements or non-GAAP financial measures as described below.

Non-GAAP Financial Measures

Certain measures included in this Draft Red Herring Prospectus, for instance EBITDA, EBITDA Margin, Net Debt, Return on Capital Employed, Return on Equity, and other non- GAAP measures, (the **"Non-GAAP Measures''**), presented in this Draft Red Herring Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with Ind AS, IFRS or US GAAP. Furthermore, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or US GAAP and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or US GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. Further, these Non-GAAP Measures and other statistical and other information relating to operations and financial performance should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP Measures and other statistical and other information relating to operations and financial performance, are not standardised terms and may not be computed on the basis of any standard methodology that is applicable across the industry and therefore, may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. Further, they may have limited utility as a comparative measure. Although such Non-GAAP financial measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance. For further information, see "*Management's Discussion and Analysis of Financial Position and Results of Operations – Non-GAAP Measures – EBITDA (excluding other income) and Adjusted EBITDA*" on page 376.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from the report titled "*Industry Report on Magnet Winding Wires Market in India*" dated May 22, 2025 ("**CARE Report**"), prepared by CARE Analytics and Advisory Private Limited, which has been prepared exclusively for the purpose of understanding the industry in connection with the Offer and commissioned and paid for by our Company, pursuant to the engagement letter dated December 2, 2024. The CARE Report is available on the website of our Company at the following weblink: https://kshinternational.com/investor-relations/industry-report/. Further, CARE Analytics and Advisory Private Limited, pursuant to their consent letter dated May 22, 2025 ("**Letter**") has accorded their no objection and consent to use the CARE Report. CARE Analytics and Advisory Private Limited, pursuant to their Letter, has also confirmed that it is an independent agency and has not conflict of interest issuing the CARE Report, and confirmed that it is not related, either directly or indirectly, to our Company, our Directors, our Promoters (including the Promoter Selling Shareholders), our Key Managerial Personnel, our Senior Management, our Group Companies or the Book Running Lead Managers.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but accuracy, completeness relevance of such information shall be subject to the disclaimers, context and underlying assumptions of such sources. The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. The excerpts of the CARE Report are disclosed in this Draft Red Herring Prospectus and there are no parts, information, data (which may be relevant for the proposed Offer), left out or changed in any manner. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful and depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies, and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in *"Risk Factors – Certain sections of this Draft Red Herring Prospectus contain information from the CARE Report which has been commissioned by us and any reliance on such information for making an investment decision in this Offer is subject to inherent risks. ."* on page 5. Accordingly, no investment decision should be solely made on the basis of such information.

In accordance with the disclosure requirements under the SEBI ICDR Regulations, the section titled *"Basis for the Offer Price"* on page 119 includes information relating to our listed peer group companies. Such information has been derived from publicly available sources specified therein, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Accordingly, no investment decisions should be based solely on such information.

The extent to which the industry 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.

Currency and Units of Presentation

All references to:

- “Rupees” or “INR” or “₹” or “Rs.” are to Indian Rupees, the official currency of the Republic of India;
- “U.S $”, “U.S. Dollar”, “USD” are to United States Dollars, the official currency of the United States of America;
- ‘EUR’, ‘Euro’ and ‘€’ are to the official currency of the European Union; and
- “SEK” are to Swedish Krona, the official currency of Sweden.

All the figures in this Draft Red Herring Prospectus, except for figures derived from the CARE Report (which are in million or billion), have been presented in million or in whole numbers where the numbers have been too small to present in million unless stated otherwise. One million represents 1,000,000 and one billion represents 1,000,000,000 and one trillion represents 1,000,000,000,000. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third-party industry sources may be expressed in denominations other than million or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Time

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time.

Exchange Rates

This Draft Red Herring Prospectus may contain conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These conversions should not be construed as a representation that such 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 ₹and the respective foreign currencies:

(in ₹)

Currency	As at			
	December 31, 2024	March 31, 2024*	March 31, 2023	March 31, 2022
1 USD	85.62	83.37	82.22	75.81
1 EUR	89.09	90.22	89.61	84.66
1 SEK	7.76	7.82	7.91	8.13

Source: FBIL Reference Rate as available on www.fbil.org.in. and www.oanda.com/bvi-en/
Note: The exchange rates are rounded off to two decimal places and in case March 31 of any of the respective years is a public holiday, the previous Working Day not being a public holiday has been considered. Exchange rate is rounded off to two decimal points.
**Since March 31, 2024 was a Sunday and March 29, 2024 was a public holiday on account of Good Friday, the exchange rate was considered as on March 28, 2024, being the last working day prior to March 31, 2024.*

FORWARD-LOOKING STATEMENTS

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

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties, and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. This may be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries we cater and our ability to respond to them, our ability to successfully implement our strategies, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence.

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

- Reliance on our key customers;
- Reliance on our key suppliers;
- Price and availability of primary raw materials i.e. copper and aluminium, and insulating materials such as enamel and paper;
- Reliance on the power sector industry;
- Reliance on our key product segment i.e. specialised magnet winding wires;
- Any unscheduled, unplanned or prolonged disruption, slowdown or shutdown of our manufacturing facilities;
- Any delays or cost overruns in the completion of the construction of the Supa Facility;
- Product defect issues or failure by us or our raw materials suppliers to comply with the strict quality standards and requirements applicable to our business operations;
- Any change in law, regulations and policies of foreign jurisdictions where we sell our products or plan to sell our products; and
- Failure to comply with the applicable regulations and rules prescribed by the Central Government and the relevant statutory or regulatory bodies.

For a further discussion of factors that could cause our actual results to differ from the expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 30, 208 and 353, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially be different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as statements based on them could prove to be inaccurate and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Promoter Selling Shareholders, BRLMs, nor the Syndicate or 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 will ensure that investors in India are informed of material developments pertaining to our Company from the date of this Draft Red Herring Prospectus until the time of the grant of listing and trading permissions by the Stock Exchanges for the Offer. In accordance with the requirements of the SEBI and as prescribed under the applicable law, our Promoter Selling Shareholders, in respect of statements made by them in this Draft Red Herring Prospectus, severally and not jointly, shall ensure (through our Company and the Book Running Lead Managers) that the Bidders are informed of material developments in relation to statements specifically confirmed or undertaken by them in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for the Offer, with respect to their Offered Shares. Only the statements and undertakings which are specifically confirmed or undertaken by each of the Promoter Selling Shareholders about or in relation to themselves as Promoter Selling Shareholders and their respective portion of the Offered Shares, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Promoter Selling Shareholder.

SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections "Risk Factors", "Our Business", "Industry Overview", "Capital Structure", "The Offer", "Restated Financial Statements", "Objects of the Offer", "Management's Discussion and Analysis of Financial Position and Results of Operations" and "Outstanding Litigation and Material Developments" on pages 30, 208, 131, 83, 68, 279, 104, 353, 383, *respectively of this Draft Red Herring Prospectus.*

Primary business of our Company

We are the third largest manufacturer of magnet winding wires in India in terms of production capacity in Fiscal 2024 (*Source: CARE Report*). Our key products include round enamelled copper/ aluminium magnet winding wires, paper insulted rectangular copper/ aluminium magnet winding wires, continuously transposed conductors, rectangular enamelled copper/ aluminum magnet winding wires and bunched paper insulated copper magnet winding wires. These products (transformers, motors, alternators and generators) find application in end-use industries such as power (generation, transmission and distribution), renewables, industrials, railways, automotives (EV and ICE), home appliances, refrigeration and air conditioning.

For further details, see *"Our Business"* on page 208.

Summary of industry in which our Company operates

As per the CARE Report, the electric wires and cables market in India is experiencing robust growth, fueled by a confluence of factors that are reshaping the industrial and technological landscape of the nation. Electric wires and cables play a pivotal role in supporting various industries, including electrical equipment, telecommunications, motor vehicles, and construction. India's electric wires and cables market was valued at USD 17.7 billion in CY23, reflecting a CAGR of 4.8% from CY19 to CY23. The market is projected to reach USD 29.8 billion by CY28, expanding at a CAGR of 11.0% from CY23 to CY28.

For further details, see "*Industry Overview*" on page 131.

Our Promoters

Kushal Subbayya Hegde, Pushpa Kushal Hegde, Rajesh Kushal Hegde, Rohit Kushal Hegde, Rakhi Girija Shetty, Dhaulagiri Family Trust, Everest Family Trust, Makalu Family Trust, Broad Family Trust, Annapurna Family Trust, Kanchenjunga Family Trust and Waterloo Industrial Park VI Private Limited are the Promoters of our Company.

For further details, see "*Our Promoters and Promoter Group*" on page 267.

The Offer

The following table summarizes the details of the Offer:

Offer(1)	Up to [●] Equity Shares of face value of ₹5 each for cash at price of ₹[●] per Equity Share (including a premium of [●] per Equity Share), aggregating up to ₹7,450.00 million
Of which	
Fresh Issue(1)^	Up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹4,200.00 million
Offer for Sale(2)	Up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹3,250.00 million

(1) *The Offer has been authorized pursuant to the resolution passed by our Board dated May 6, 2025 and the Fresh Issue has been authorized by our Shareholders pursuant to a special resolution passed on May 6, 2025.*

(2) *Each of the Promoter Selling Shareholders, severally and not jointly, confirms that its portion of the Offered Shares are eligible for being offered for sale in terms of Regulation 8 of the SEBI ICDR Regulations. Each Promoter Selling Shareholder has, severally and not jointly, consented to the sale of its portion of the Offered Shares in the Offer for Sale. For further details on the authorisation of the Promoter Selling Shareholders in relation to the Offered Shares, see "Other Regulatory and Statutory Disclosures – Authority for the Offer" on page* 392.

^ *Our Company in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement, as may be permitted under applicable law for an amount aggregating up to ₹840.00 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the SCRR. the Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety) and as may be required under applicable law. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

The Offer shall constitute [●]% of the post-Offer paid-up equity share capital of our Company. For further details, see "*The Offer*" and "*Offer Structure*" on pages 68 and 411, respectively.

Objects of the Offer

The Net Proceeds are proposed to be utilised towards the following Objects:

(*₹in million*)

Particulars	Estimated amount
Prepayment and/or repayment, in full or in part, of all or a portion of certain outstanding borrowings availed by our Company	2,259.77
Funding the capital expenditure requirements of our Company towards: (i) purchasing and setting up of new machinery for expansion at our Supa Facility; (ii) purchasing and setting up of new machinery at Unit 2 in Chakan, Pune in Maharashtra	900.63
Funding the capital expenditure requirements of our Company towards purchasing and setting up of a rooftop solar power plant for power generation at our Supa Facility	104.13
General corporate purposes(1)^	[●]
Net Proceeds(1)^	[●]

(1) *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

^ *Our Company in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement, as may be permitted under applicable law for an amount aggregating up to ₹840.00 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the SCRR. the Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety) and as may be required under applicable law. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

For further information, see "*Objects of the Offer*" on page 104.

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

The aggregate pre-Offer and post-Offer shareholding of our Promoters, the members of our Promoter Group and Promoter Selling Shareholders as on the date of this Draft Red Herring Prospectus is set out below:

S. No.	Name of the Shareholder	Pre-Offer equity share capital		Post-Offer equity share capital^	
		No. of Equity Shares of face value of ₹5 each	% of paid-up Equity Share capital	No. of Equity Shares of face value of ₹5 each	% of paid-up Equity Share capital
Promoters					
1.	Kushal Subbayya Hegde*	26,704,570	47.00%	[●]	[●]
2.	Pushpa Kushal Hegde*	7,386,270	13.00%	[●]	[●]
3.	Rajesh Kushal Hegde*	11,363,500	20.00%	[●]	[●]
4.	Rohit Kushal Hegde*	11,363,500	20.00%	[●]	[●]
5.	Rakhi Girija Shetty	100	0.00**%	[●]	[●]
6.	Dhaulagiri Family Trust	10	0.00**%	[●]	[●]
7.	Everest Family Trust	10	0.00**%	[●]	[●]
8.	Makalu Family Trust	10	0.00**%	[●]	[●]
9.	Broad Family Trust	10	0.00**%	[●]	[●]
10.	Annapurna Family Trust	10	0.00**%	[●]	[●]
11.	Kanchenjunga Family Trust	10	0.00**%	[●]	[●]
Sub-total (A)		**56,818,000**	**100.00%**	[●]	[●]
Promoter Group					
12.	Maithili Rajesh Hegde	100	0.00**%	[●]	[●]
13.	Katyayani Balasubramanian	100	0.00**%	[●]	[●]
Sub-total (B)		**200**	**0.00**%**	[●]	[●]
Total (A + B)		**56,818,200**	**100.00%**	[●]	[●]

**Also, the Promoter Selling Shareholder.*

***The number is negligible and below the rounding off norms adopted by our Company.*

^Subject to completion of the Offer and finalisation of the Basis of Allotment.

For further details, see *"Capital Structure"* on page 83.

Aggregate pre-Offer and post-Offer shareholding of our Promoters, members of our Promoter Group and the additional top 10 Shareholders of our Company

The aggregate pre-Offer and post-Offer shareholding of our Promoters, members of our Promoter Group and additional top 10 Shareholders (apart from Promoters and members of our Promoter Group) as a percentage of the pre-Offer and post-Offer paid-up Equity Share capital of our Company is set out below:

Name	Pre-Offer		Post-Offer shareholding as at Allotment^			
	Number of Equity Shares of face value of ₹5 each	Percentage of pre-Offer Equity Share capital (%)	At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
			Number of Equity Shares of face value of ₹5 each	Percentage of post-Offer Equity Share capital (%)	Number of Equity Shares of face value of ₹5 each	Percentage of post-Offer Equity Share capital (%)
Promoters						
Kushal Subbayya Hegde*	26,704,570	47.00%	[●]	[●]	[●]	[●]
Pushpa Kushal Hegde*	7,386,270	13.00%	[●]	[●]	[●]	[●]
Rajesh Kushal Hegde*	11,363,500	20.00%	[●]	[●]	[●]	[●]
Rohit Kushal Hegde*	11,363,500	20.00%	[●]	[●]	[●]	[●]
Rakhi Girija Shetty	100	0.00%	[●]	[●]	[●]	[●]
Dhaulagiri Family Trust	10	0.00**%	[●]	[●]	[●]	[●]
Everest Family Trust	10	0.00**%	[●]	[●]	[●]	[●]
Makalu Family Trust	10	0.00**%	[●]	[●]	[●]	[●]
Broad Family Trust	10	0.00**%	[●]	[●]	[●]	[●]
Annapurna Family Trust	10	0.00**%	[●]	[●]	[●]	[●]
Kanchenjunga Family Trust	10	0.00**%	[●]	[●]	[●]	[●]
Sub-total (A)	**56,818,000**	**100.00%**	[●]	[●]	[●]	[●]
Promoter Group						
Maithili Rajesh Hegde	100	0.00**%	[●]	[●]	[●]	[●]
Katyayani Balasubramanian	100	0.00**%	[●]	[●]	[●]	[●]
Sub-total (B)	**200**	0.00**%	[●]	[●]	[●]	[●]
Additional top 10 Shareholders						
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Sub-total (C)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total (A+B+C)	**56,818,200**	**100.00%**	[●]	[●]	[●]	[●]

^Subject to completion of the Offer and finalisation of the Basis of Allotment.
*** The number is negligible and below the rounding off norms adopted by our Company.*
**Also, the Promoter Selling Shareholder*

For further details, see *"Capital Structure"* on page 83.

Summary of selected financial information

The details of certain financial information as at nine-month period ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022, as derived from the Restated Financial Statements are set forth below:

(₹in million, except per share data)

Particulars	As at and for the nine-month period ended December 31, 2024	As at and for		
		Fiscal 2024	Fiscal 2023	Fiscal 2022
Equity share capital	56.82	56.82	56.82	56.82
Total equity	2,801.29	2,309.46	1,936.55	1,670.23
Net worth(1)	2,801.29	2,309.46	1,936.55	1,670.23
Return on Net worth	17.68%	16.17%	13.74%	16.51%
Revenue from operations	14,204.55	13,828.15	10,494.60	8,705.89
Restated profit for the year	495.28	373.50	266.13	275.70
Earnings per Equity Share (of face value of ₹5 each)				
- Basic(2)(4)	8.72	6.57	4.68	4.85
- Diluted(3)(4)	8.72	6.57	4.68	4.85

Particulars	As at and for the nine-month period ended December 31, 2024	As at and for		
		Fiscal 2024	Fiscal 2023	Fiscal 2022
Net Asset Value per Equity Share(5)	49.30	40.65	34.08	29.40
Total borrowings(6)	2,821.77	2,068.08	1,203.54	1,462.57

**Not annualised.*
Notes:

(1)Net worth means the aggregate value of the paid up share capital of the Company and all reserves created out of profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, foreign currency translation reserve, write-back of depreciation as at period /year end, as per Restated Financial Statements of Assets and Liabilities of the Company.
(2) Earnings per Equity Share (Basic) = Restated profit for the period/year attributable to the equity holders of our Company/Weighted average number of equity shares outstanding during the period/year.
(3) Earnings per Equity Share (Diluted) = Restated profit for the period/year attributable to equity holders of our Company/Weighted average number of equity shares outstanding during the period/year considered for deriving basic earnings per share and the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares during the period/ year.
(4) Basic EPS and Diluted EPS calculations are in accordance with Indian Accounting Standard 33 'Earnings per Share'. The Split of Equity Shares and Bonus Issue are retrospectively considered for the computation of weighted average number of equity shares outstanding during the period, in accordance with Ind AS 33.
(5) Net Asset Value per Equity share is calculated as Equity attributable to owners of the Company / Net Worth divided by Weighted average number of shares outstanding during the year as adjusted for Split of Equity Shares and Bonus Issue.
(6) Total borrowings is computed as current borrowings plus non-current borrowings.

For further details, see "*Restated Financial Statements*" on page 279.

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

There are no qualifications included by the Statutory Auditors in their audit reports and hence no effect is required to be given in the Restated Financial Statements.

Summary of outstanding litigations

A summary of outstanding litigation proceedings involving our Company, our Directors and our Promoters in accordance with the SEBI ICDR Regulations and the Materiality Policy as on the date of this Draft Red Herring Prospectus, is provided below:

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#	Aggregate amount involved* (₹in million)
Company						
By our Company	2	0	N.A.	N.A.	0	11.54
Against our Company	0	0	0	N.A.	0	0.00
Directors						
By our Directors	1	0	N.A.	N.A.	2	1,360.00
Against our Directors	1	3	0	N.A.	0	3.48
Promoters						
By our Promoters	1	0	N.A.	N.A.	1	50.00
Against our Promoters	0	2	0	0	0	2.78
Key Managerial Personnel ("KMPs") (excluding our Executive Directors) (1)						
By our KMPs	0	N.A.	N.A.	N.A.	N.A.	0.00
Against our KMPs	0	N.A.	0	N.A.	N.A.	0.00
Senior Management ("SM") (excluding our KMPs)(2)						
By our SMs	0	N.A.	N.A.	N.A.	N.A.	0.00
Against our SMs	0	N.A.	0	N.A.	N.A.	0.00

* *To the extent quantifiable.*
\# *Determined in accordance with the Materiality Policy.*
Notes:
(1) Certain of our KMPs including, Kushal Subbayya Hegde, Rajesh Kushal Hegde, Rohit Kushal Hegde and Rakhi Girija Shetty are also our Executive Directors. Hence, litigation against our Executive Directors have not been included under the heading of KMPs to avoid repetition.
(2) Certain of our SMs including, Sandesh Bhagwat, CEO, Amod Joshi, CFO, Sarthak Malvadkar, CS and Compliance Officer, and Ganesh Prasad, Technical Director, are also our KMPs. Hence, litigation against our KMPs have not been included under the heading of SMs to avoid repetition.

Further, as on the date of this Draft Red Herring Prospectus, there are no outstanding litigation involving our Group Companies which may have a material impact on our Company.

For further details, see "*Outstanding Litigation and Material Developments*" on page 383.

Risk Factors

Specific attention of Bidders is invited to the section "*Risk Factors*" on page 30. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. Set forth below are the top 10 risk factors applicable to our Company:

S. No.	Description of Risk
1.	We depend on certain customers for a significant portion of our revenue from operations. Our top 10 customers contributed to 52.93%, 57.10%, 58.99% and 66.02% of our revenue from operations for the nine-month period ended December 31, 2024, and Fiscals 2024, 2023 and 2022, respectively. Any decrease in demand from such customers, the loss of such customers or our inability to diversify our customer base could have an adverse effect on our business, results of operations, financial condition and cash flows.
2.	Our business is dependent on suppliers to procure our raw materials (top 10 suppliers contributed to 97.67%, 96.93%, 97.14% and 98.39% of our total cost of raw materials and components purchased for the nine-month period ended December 31, 2024, and Fiscals 2024, 2023, and 2022, respectively). We have not entered into long-term agreements with these suppliers, and any loss of suppliers or interruptions in the timely delivery of raw materials or volatility in their prices could have an adverse impact on our business, financial condition, cash flows and results of operations.
3.	Any shortfall in the supply or availability of raw materials including aluminium or copper, which are our primary raw materials, or insulating materials, such as enamel and paper, or an increase in our such material costs, or other input costs, may adversely affect the pricing and supply of our products and have an adverse effect on our business, results of operations and financial condition.
4.	A significant portion of our revenue from operations i.e. 75.39%, 75.17%, 79.08% and 86.78% of our revenue from operations for the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively is attributable to the power sector (generation, transmission and distribution) industry. Any economic cyclicality coupled with reduced demand or negative trend in the Power Sector industry or other industries that we operate in, could adversely affect our business, results of operations and financial condition.
5.	We derive a substantial portion of our revenue (more than 75% in each of the nine-month period ended December 31, 2024, and Fiscals 2024, 2023 and 2022) from the sale of specialized magnet winding wires. Any reduction in demand for our key products would have a material adverse effect on our business, financial condition, results of operations and cash flows.
6.	Our operations are significantly dependent on our manufacturing facilities. Any unscheduled, unplanned or prolonged disruption, slowdown or shutdown of our manufacturing facilities could have a material adverse effect on our business, financial condition, cash flows and results of operations.
7.	We have encountered delays in the past and may encounter delays or cost overruns in the completion of the construction of our manufacturing facility at Supa, Ahilyanagar (formerly Ahmednagar) in Maharashtra, which may adversely affect our business, result of operations, financial condition and cash flows.
8.	We are subject to strict quality requirements and any product defect issues or failure by us or our raw material suppliers to comply with quality standards may lead to the cancellation of existing and future orders, recalls or exposure to potential product liability claims.
9.	We export our products to various countries and our revenue from outside India represented 35.07%, 39.15%, 43.93% and 40.40% of our revenue from operations for the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively. Any adverse events affecting these countries or changes in laws and duties in relation to exports could have an adverse impact on our business, revenue operations, financial condition and cash flows
10.	If we fail to comply with the applicable regulations and rules prescribed by the Government of India and the relevant statutory or regulatory bodies or fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required for our business, our results of operations and cash flows may be adversely affected.

For further details, see *"Risk Factors"* on page 30.

Summary of contingent liabilities

The following is a summary table of our contingent liabilities as at the nine-month period ended December 31, 2024, as derived from the Restated Financial Statements:

(₹in million)

Particulars	Amount as of December 31, 2024
Income tax demands under income tax appeal [1]	0.03
Tax deducted at source demands under Income Tax Act [2]	0.52
Open bank guarantees outstanding	34.92
Total	**35.47**

[1]A.Y. 2018-19 - The Income Tax Department has raised a demand of ₹0.03 million (out of which ₹6,030 has been deposited under protest) towards certain disallowances. The Company has filed an appeal against said order with CIT(A). Subsequent to the balance sheet date, the appeal was concluded in favor of the Company.
2. Intimation with demand received for defaults and PAN errors identified in the regular statements filed for Q4 Fiscal 2024 for form 24Q and processed by ITD under section 200A/ 206CB.

For details, see "*Restated Financial Statements – Note 28 of Annexure V*" on page 320.

Summary of related party transactions

The summary of related party transactions, as per the requirements under Ind AS 24 – Related Party Disclosures, entered into by us for the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, as derived from the Restated Financial Statements are as set out in the table below:

(₹in million)

Nature of transaction	Name of related party with whom transactions have taken place	Nature of relationship	Nine-month period ended December 31, 2024	% of revenue from operations	Fiscal 2024	% of revenue from operations	Fiscal 2023	% of revenue from operations	Fiscal 2022	% of revenue from operations
Purchase of goods	Kushal Electricals	Promoters are partners in the partnership firm	0.20	0.00%	0.28	0.00%	0.19	0.00%	0.23	0.00%
Purchase of goods	Waterloo Motors	Promoters are partners in the partnership firm	0.13	0.00%	0.10	0.00%	0.13	0.00%	0.23	0.00%
Services received	KSH Distriparks Private Limited	Common control	2.52	0.02%	2.91	0.02%	3.66	0.03%	2.10	0.02%
Services received	Parijat Foundation	Promoters are trustees in the trust	-	0.00%	1.50	0.01%	2.00	0.02%	-	0.00%-
Deposit given	KSH Infra Park 4 Private Limited	Common control	-	0.00%	-	0.00%	-	0.00%	100.00	1.15%
Deposit paid	KSH Infra Park 4 Private Limited	Common control	-	0.00%	-	0.00%	100.00	0.95%	-	0.00%
Remuneration paid#	Remuneration paid to key managerial personnel	Key managerial personnel*	106.77	0.75%	100.35	0.73%	123.32	1.18%	85.00	0.98%
Remuneration paid#	Remuneration paid to relatives of Key Managerial Personnel	Relatives of Key managerial personnel	0.70	0.00%	0.98	0.01%	0.92	0.01%	0.92	0.01%
Total			**110.32**	**0.77%**	**106.12**	**0.77%**	**230.22**	**2.19%**	**188.48**	**2.16%**

#Information relating to remuneration does not include provision for gratuity, which is provided on an overall actuarial valuation, as separate amounts are not available for respective Key Managerial Personnel. Remuneration paid at actual basis is considered for above computation.

**Subsequent to the date of Restated Financial Statements, the following changes have occurred:*

a. Pushpa K. Hegde, Sangeeta Ramprasad Rai and Ganesh Prasad have resigned from the Board of Directors w.e.f. March 3, 2025

b. The designation of Rohit K Hegde has been changed from Whole-time Director to Joint Managing Director w.e.f. March 1, 2025

c. Ganesh Prasad has been designated as a Key Managerial Personnel on the Board w.e.f. March 3, 2025

d. The designation Rakhi Shetty has been changed from Director to Whole- time Director w.e.f. March 1, 2025

Notes:

(1) In relation to the information disclosed in relation to Key Managerial Personnel, payment basis reporting is used for the variable pay component.

For further details, see *"Restated Financial Statements – Note 31 of Annexure V"* on page 329.

Financing arrangements

There have been no financing arrangements whereby our Promoters, members of our Promoter Group, our Directors and their relatives (as defined under Companies Act, 2013) 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 a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

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

The weighted average price at which the specified securities were acquired by our Promoters and the Promoter Selling Shareholders in the last one year is given below:

Name of the Promoter	Number of Equity Shares of face value of ₹5 acquired	Weighted average price of acquisition per Equity Shares(1)# (in ₹)
Kushal Subbayya Hegde*	26,437,554	0
Pushpa Kushal Hegde*	7,312,437	0
Rajesh Kushal Hegde*	11,249,865	0
Rohit Kushal Hegde*	11,249,865	0
Rakhi Girija Shetty	100	530
Dhaulagiri Family Trust	10	0
Everest Family Trust	10	0
Makalu Family Trust	10	0
Broad Family Trust	10	0
Annapurna Family Trust	10	0
Kanchenjunga Family Trust	10	0

**Also, the Promoter Selling Shareholder*

 # Pursuant to a resolution passed by the Board and Shareholders of the Company dated February 10, 2025 and February 11, 2025, respectively, the face value of the equity shares was sub-divided from ₹100 per equity share to ₹5 per Equity Share. Further, pursuant to a resolution dated February 11, 2025 passed by our Shareholders, the Company approved the issue of bonus shares which were allotted on February 21, 2025

(1) As certified by Kirtane & Pandit LLP, Chartered Accountants, our Statutory Auditors, by way of their certificate dated May 22, 2025.

Note: Number of Equity shares and cost of acquisition has been adjusted for subsequent sale/transfers made based on the average cost of the acquisition.

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

The weighted average price for all equity shares acquired in the last one year, eighteen months and three years preceding the date of the Draft Red Herring Prospectus is mentioned below:

Period	Weighted average cost of acquisition (in ₹)*#	Cap Price is 'x' times the weighted average cost of acquisition**	Range of acquisition price per Equity Share of face value of ₹5: lowest price – highest price (in ₹)#
Last one year	0.0028	To be updated upon finalization of the price band.	0 – 530
Last 18 months	0.0028		0 – 530
Last three years	0.0028		0 – 530

* *As certified by Kirtane & Pandit LLP, Chartered Accountants, our Statutory Auditors, by way of their certificate dated May 22, 2025.*

** *To be updated in the Prospectus.*

\# *The range of acquisition price per Equity Share is adjusted on the basis of bonus and sub-division of Equity Shares.*

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

The average cost of acquisition of Equity Shares by our Promoters and the Promoter Selling Shareholders as on the date of this Draft Red Herring Prospectus, is as set forth below:

Name of Promoter	Number of Equity Shares held of face value of ₹5 each	Average cost per Equity Share of face values of ₹5 each** (₹)
Kushal Subbayya Hegde*	26,704,570	1.36
Pushpa Kushal Hegde*	7,386,270	1.51
Rajesh Kushal Hegde*	11,363,500	1.40
Rohit Kushal Hegde*	11,363,500	1.35
Rakhi Girija Shetty	100	530.00
Dhaulagiri Family Trust	10	0.00
Everest Family Trust	10	0.00
Makalu Family Trust	10	0.00
Broad Family Trust	10	0.00
Annapurna Family Trust	10	0.00
Kanchenjunga Family Trust	10	0.00

** *As certified by Kirtane & Pandit LLP, Chartered Accountants, our Statutory Auditors, by way of their certificate dated May 22, 2025.*

* *Also, Promoter Selling Shareholders.*

Note: Number of Equity shares and cost of acquisition has been adjusted for subsequent sale/transfers made based on the average cost of the acquisition.

Details of price at which specified securities of our Company were acquired by our Promoters, members of the Promoter Group, Promoter Selling Shareholders and Shareholders with the right to nominate Directors or any other special rights in the three years preceding the date of this Draft Red Herring Prospectus

Except as stated below, none of our Promoters and members of our Promoter Group, Promoter Selling Shareholders and Shareholders with right to nominate directors or other special rights have acquired any Equity in the three years immediately preceding the date of this Draft Red Herring Prospectus:

Name of Shareholder	Date of acquisition	Number of equity shares acquired	Face value (₹)	Acquisition price per equity share^ (in ₹)
Promoters				
Kushal Subbayya Hegde*^&	February 21, 2025	21,363,680	5	0
Pushpa Kushal Hegde*^&	February 21, 2025	5,909,040	5	0
Rajesh Kushal Hegde*^&	February 21, 2025	9,090,800	5	0
Rohit Kushal Hegde*^&	February 21, 2025	9,090,800	5	0
Rakhi Girija Shetty&	December 17, 2024	1	100	53,000
Rakhi Girija Shetty^&	February 21, 2025	80	5	0
Dhaulagiri Family Trust&	May 7, 2025	10	5	0
Everest Family Trust&	May 7, 2025	10	5	0
Makalu Family Trust&	May 7, 2025	10	5	0
Broad Family Trust&	May 8, 2025	10	5	0
Annapurna Family Trust&	May 8, 2025	10	5	0
Kanchenjunga Family Trust &	May 7, 2025	10	5	0
Promoter Group				
Maithili Rajesh Hegde&	December 17, 2024	1	100	53,000
Maithili Rajesh Hegde^&	February 21, 2025	80	5	Not Applicable
Katyayani Balasubramanian&	December 17, 2024	1	100	53,000
Katyayani Balasubramanian ^&	February 21, 2025	80	5	Not Applicable

\# *As certified by Kirtane & Pandit LLP, Chartered Accountants, our Statutory Auditors, by way of their certificate dated May 22, 2025.*
* *Also, a Promoter Selling Shareholder*
& *Shareholder entitled with right to nominate directors or any other rights*
^ *Bonus shares issued in the ratio of 4:1.*

Secondary Transfer of Equity Shares of face value of ₹5 each in the form of Gifts

Transferee	Transferor	Equity Shares of face value of ₹5 each	Date
Dhaulagiri Family Trust	Kushal Subbayya Hegde	10	May 7, 2025
Makalu Family Trust	Kushal Subbayya Hegde	10	May 7, 2025
Everest Family Trust	Kushal Subbayya Hegde	10	May 7, 2025
Kanchenjunga Family Trust	Pushpa Kushal Hegde	10	May 7, 2025
Annapurna Family Trust	Pushpa Kushal Hegde	10	May 8, 2025
Broad Family Trust	Pushpa Kushal Hegde	10	May 8, 2025

Details of pre-IPO placement

Our Company in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement, as may be permitted under applicable law for an amount aggregating up to ₹840.00 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the SCRR. the Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety) and as may be required under applicable law. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

Issue of equity shares of our Company for consideration other than cash in the last one year

Except as disclosed in "*Capital Structure – Notes to Capital Structure – Shares issued for consideration other than cash or by way of a bonus issue*" on page 89, our Company has not issued any equity shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

Split or consolidation of equity shares in the last one year

Pursuant to a resolution passed by our Board dated February 10, 2025 and a resolution passed by our Shareholders dated February 11, 2025, the face value of the equity shares was split from ₹100 per equity share to ₹5 per Equity Share. Accordingly, the authorised share capital of our Company, being 4,000,000 equity shares of ₹100 each was split into 80,000,000 Equity Shares of ₹5 each, and the issued, subscribed and paid-up equity share capital of our Company, being 568,182 equity shares of ₹100 each was split into 1,13,63,640 Equity Shares of ₹5 each. For further details, please see "*Capital Structure – Equity Share capital history of our Company*" on page 84.

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

Our Company has not applied for or received any exemption by SEBI from complying with any provisions of securities laws including the SEBI ICDR Regulations, as on the date of this Draft Red Herring Prospectus.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described in this section are those that we consider to be the most significant to our business, results of operations and financial condition as of the date of this Draft Red Herring Prospectus. The risks described below may not be exhaustive or the only ones relevant to us, the Equity Shares or the industry segments in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently do not deem material may arise or may become material in the future. If any or a combination of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and investors may lose all or part of their investment. The risk factors have been presented below on the basis of their materiality. Furthermore, some events may be material collectively rather than individually. Some events may not be material at present but may have a material impact in the future. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer, including the merits and risks involved. Potential investors should consult their tax, financial and legal advisors about the particular consequences of purchasing our Equity Shares.

In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Industry Overview", "Our Business", "Key Regulations and Policies in India", "Restated Financial Statements", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Outstanding Litigation and Material Developments" on pages 131, 208, 235, 279, 353 and 383, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates, uncertainties and other factors, many of which are beyond our control. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For more details, see "Forward-Looking Statements" on page 19.

Unless otherwise stated, or unless the context otherwise requires, the financial information of our Company used in this section has been derived from our Restated Financial Statements included in this Draft Red Herring Prospectus on page 279. Our financial year ends on March 31 of each year. Accordingly, references to "Fiscal 2024", "Fiscal 2023" and "Fiscal 2022", "Fiscals 2024, 2023, and 2022" or "financial years ended March 31, 2024, March 31, 2023 and March 31, 2022" are to the 12-month period ended March 31 of the relevant year.

We have also included various financial and operational performance indicators in this Draft Red Herring Prospectus, some of which have not been derived from the Restated Financial Statements. The manner of calculation and presentation of some of these financial and operational performance indicators, and the assumptions and estimates used in such calculations, may vary from those used by other companies in India and other jurisdictions.

*Unless stated otherwise, industry and market data used in this section has been obtained or derived from the report titled "Industry Report on Magnet Winding Wires Market in India" dated April 2025 ("**CARE Report**"), prepared and issued by Care Analytics and Advisory Private Limited pursuant to an engagement letter dated December 2, 2024, and exclusively commissioned and paid for by us in connection with the Offer. The industry-related information included herein includes excerpts from the CARE Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CARE Report and included herein with respect to any particular year refers to such information for the relevant calendar year. The CARE Report will be available on the website of our Company from the date of the Red Herring Prospectus until the Bid/Offer Closing Date. For more information, see "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation" on page 16.*

INTERNAL RISKS

1. ***We depend on certain customers for a significant portion of our revenue from operations. Our top 10 customers contributed to 52.93%, 57.10%, 58.99% and 66.02% of our revenue from operations for the nine-month period ended December 31, 2024, and Fiscals 2024, 2023 and 2022, respectively. Any decrease in demand from such customers, the loss of such customers or our inability to diversify our customer base could have an adverse effect on our business, results of operations, financial condition and cash flows.***

We have derived a significant portion of our revenue from operations from our top 10 customers. The table below sets forth details of our revenue from operations generated from top 10 customers in each of the period/ Fiscals indicated:

Particulars	Nine-month period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from top 10 customers (₹in million)	7,519.16	7,896.04	6,191.05	5,747.43

Particulars	Nine-month period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from top 10 customers as a percentage of total revenue from operations (%)	52.93%	57.10%	58.99%	66.02%
Total revenue from operations	**14,204.56**	**13,828.15**	**10,494.60**	**8,705.89**

The table below sets forth the revenue derived from each of our top 10 customers, for the period/ Fiscals indicated:

S. No.	Various customers*	Nine-month period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
		Amount (₹ in million)	% of revenue from operations	Amount (₹ in million)	% of revenue from operations	Amount (₹ in million)	% of revenue from operations	Amount (₹ in million)	% of revenue from operations
1.	Customer	1,336.87	9.41%	1,446.66	10.46%	1,303.86	12.42%	1,099.49	12.63%
2.	Customer	1,224.84	8.62%	1,396.23	10.10%	765.18	7.29%	1,040.67	11.95%
3.	Customer	726.20	5.11%	856.66	6.20%	672.20	6.41%	688.96	7.91%
4.	Customer	683.62	4.81%	774.13	5.60%	632.42	6.03%	649.68	7.46%
5.	Customer	673.16	4.74%	758.39	5.48%	606.45	5.78%	541.98	6.23%
6.	Customer	639.57	4.50%	632.78	4.58%	541.86	5.16%	503.67	5.79%
7.	Customer	619.22	4.36%	576.64	4.17%	518.98	4.95%	449.64	5.16%
8.	Customer	600.01	4.22%	517.62	3.74%	396.52	3.78%	316.22	3.63%
9.	Customer	567.89	4.00%	470.48	3.40%	384.27	3.66%	253.37	2.91%
10.	Customer	447.75	3.15%	466.46	3.37%	369.31	3.52%	203.74	2.34%
	Total	**7,519.16**	**52.93%**	**7,896.04**	**57.10%**	**6,191.05**	**58.99%**	**5,747.43**	**66.02%**

* *These customers represent the top 10 customers for each of the respective periods/ Fiscals and may not necessarily be the same customers across the periods/ Fiscals.*

Note: Our top 10 customers include Al-Ahleia Switchgear Co., Bharat Bijlee Limited; CG Power and Industrial Solutions Limited; Emirates Transformer & Switchgear Limited; Georgia Transformer Corporation; Nidec Industrial Automation India Private Limited; Transformers & Rectifiers (India) Limited; and Virginia Transformer Corporation. Names of other customers who form part of our top 10 customers during the periods/ Fiscals included above, have not been included in this Draft Red Herring Prospectus due to non-receipt of consent from such customers to be named in the Offer Documents.

We had 112, 117, 117 and 104 customers as on December 31, 2024, March 31, 2024, March 31, 2023, and March 31, 2022, respectively. Since a significant portion of our revenue from operations is derived from certain key customers with long-standing, the loss of one or more of such customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business and results of operations, financial condition and cash flows. Of our top 10 customers based on revenue contribution for the nine-months ended December 31, 2024, 5 of our customers have been customers for 10 years intermittently, 2 of our customers have been customers for 5 years, and the other 3 have been our customers for 2 years.

Except as disclosed in the section titled "*Outstanding Litigation and Material Developments – A. Litigation Involving our Company – Criminal proceedings by our Company*" on page 384, there have not been any instances of disputes with our customers or adverse changes in our relationship with our customers in the past, we cannot assure you that such instances will not occur in the future and have a material adverse impact on our business, result of operations, cash flows and financial condition. Our reliance on a select group of customers may also constrain our ability to negotiate our arrangements, including pricing, which may have an impact on our profit margins and financial performance. The deterioration of the financial condition or a decline in the budgetary allocations of these customers could reduce their demand for our products and result in a significant decrease in the revenues we derive from them. Furthermore, key customers may become subject to international sanctions, which could further adversely affect our business and revenues.

The volume and timing of sales to such customers may also vary due to a change in their requirements, geo-political issues and management of inventory levels. Furthermore, we do not have firm commitments in the form of continuing or long-term supply agreements with some of our customers and instead rely on orders for manufacture of specific products on a purchase order basis, which governs the volume and other terms of the sale of our products. We need to maintain sufficient inventory levels of raw material to meet customer expectations at all times. Accumulating excess inventory could increase our inventory costs, and a failure to have adequate inventory in stock to fulfil customer orders could result in inability to meet customer demand or loss of customers. As actual orders by our customers are typically placed by way of 'make to order'/ specific purchase orders, we are exposed to significant or unexpected changes in product specifications and delivery schedules, which may result in a mismatch between our inventories of raw materials, thereby increasing our costs for maintaining inventory. Our inability to forecast the level of customer demand for our products as well as our inability to accurately schedule our raw material purchases and production and manage our inventory may adversely affect our business and cash flows from operations. We cannot assure you that our customers will place further orders with us in the future or that we will be able to maintain historic levels of business from them, or that we will be able to significantly reduce customers concentration in the future. The loss of business from any of these customers due to any reason could adversely affect our business, results of operations, financial condition and cash flows.

2. ***Our business is dependent on suppliers to procure our raw materials (top 10 suppliers contributed to 97.67%. 96.93%, 97.14%, and 98.39% of our total cost of raw materials and components purchased for the nine-month period ended December 31, 2024, and Fiscals 2024, 2023, and 2022, respectively). We have not entered into long-term agreements with these suppliers, and any loss of suppliers or interruptions in the timely delivery of raw materials or volatility in their prices could have an adverse impact on our business, financial condition, cash flows and results of operations.***

We are dependent on suppliers to procure our raw materials. We had a network of 15, 17, 11 and 24 suppliers of copper and aluminium (which are our primary raw materials) and enamel and paper (which are our insulating materials) in the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively. Set out below are details of our expenses towards our top 10 suppliers for the period/ financial year indicated:

S. No.	Various suppliers*	Nine-month period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
		Amount (₹ in million)	% of total cost of raw materials and components purchased	Amount (₹ in million)	% of total cost of raw materials and components purchased	Amount (₹ in million)	% of total cost of raw materials and components purchased	Amount (₹ in million)	% of total cost of raw materials and components purchased
1.	Supplier	5,475.17	42.55%	8,518.72	67.86%	2,979.90	31.53%	4,940.86	60.18%
2.	Supplier	4,083.06	31.73%	2,415.14	19.24%	2,455.79	25.99%	2,267.70	27.62%
3.	Supplier	1,070.71	8.32%	678.91	5.41%	1,926.76	20.39%	361.64	4.40%
4.	Supplier	769.12	5.98%	242.87	1.93%	1,121.28	11.87%	240.62	2.93%
5.	Supplier	470.39	3.66%	98.33	0.78%	256.78	2.72%	74.82	0.91%
6.	Supplier	276.96	2.15%	73.68	0.59%	126.91	1.34%	69.66	0.85%
7.	Supplier	202.32	1.57%	39.79	0.32%	125.82	1.33%	36.05	0.44%
8.	Supplier	118.55	0.92%	35.79	0.29%	104.58	1.11%	34.93	0.43%
9.	Supplier	54.35	0.42%	34.60	0.28%	49.45	0.52%	33.94	0.41%
10.	Supplier	48.01	0.37%	29.86	0.24%	32.53	0.34%	18.16	0.22%
	Total	**12,568.64**	**97.67%**	**12,167.70**	**96.93%**	**9,179.80**	**97.14%**	**8,078.38**	**98.39%**

**These suppliers represent the top 10 suppliers for each of the respective period/ Fiscals and may not necessarily be the same suppliers across the period/ Fiscals.*

Note: Our top 10 suppliers include Ahlstrom Sweden AB; Cindus Corporation; Elantas Beck India Limited; Hindalco Industries Limited; Polycom Associates; Savli Copper Products Private Limited; Union Copper Rod LLC; and Vedanta Limited Sterlite Copper. Names of other suppliers have not been included in this Draft Red Herring Prospectus due to non-receipt of consent from such suppliers to be named in the Offer Documents.

We purchase our raw materials from third-party suppliers on the basis of purchase orders and do not typically enter into any long-term agreements. In the absence of long-term contracts, our suppliers may not be obligated to supply their products to us and/or may choose to sell their products to our competitors. While we have a large network of long-term suppliers, we purchase copper and aluminium, which are our primary raw materials (and copper also being our principal raw material), from a limited number of suppliers. While there have been no instances of termination of our relationship with our suppliers which had impacted our supply in the nine-month period ended December 31, 2024, and the Fiscals 2024, 2023 and 2022, there can be no assurance that a particular supplier will continue to supply us with raw materials in the future. Further, we cannot assure that we will be able to enter into new or renew our existing arrangements with suppliers on terms acceptable to us, which could have an adverse effect on our ability to source materials in a commercially viable and timely manner, if at all, which may impact our business and profitability.

We conduct quality checks before onboarding suppliers for certain of our raw materials including metal and paper. Further, there are a limited number of qualified suppliers of insulating materials such as enamel and paper due to criticality to maintain process composition, which further restricts the number of suppliers we can source such materials from. Due to limitations in the availability of suppliers, we are also susceptible to the pricing-power risk of our suppliers controlling the pricing of our raw materials. While we do not rely on any single supplier for the other raw materials and components required for our operations, if any of our suppliers does not supply raw materials on a timely basis or at reasonable prices, we may be unable to manufacture products for our customers or may be unable to ensure the timely delivery of the same. Any discontinuation of production by these suppliers or a failure of these suppliers to adhere to the delivery schedule or the required quality and quantity could hamper our manufacturing schedule and lead to the under-utilization of our manufacturing facilities. Our operations may also be impacted due to instances such as disputes with suppliers, our inability to make timely payments to the suppliers, changes in governmental or regulatory policies, including sanctions/ tariffs that may be imposed on certain suppliers, or any other circumstances specific to our suppliers, such as acquisition or consolidation of such supplier, or any other adverse market conditions affecting the industry in which our supplier operates or the economic environment generally. If we were to experience a significant or prolonged shortage of raw materials from any of our suppliers and cannot procure those raw materials from other sources, we may be unable to meet our production schedules for our products and provide such products to our customers in a timely fashion, which may adversely affect our customer relations and reputation. Further, we cannot assure that our suppliers will continue to be associated with us on reasonable terms, or at all. We may also be required to replace a supplier if its products or services do not meet our safety, quality or performance standards or if a supplier unexpectedly suspends or discontinues operations due to reasons beyond its or our control, including strikes, natural calamities or financing constraints caused by credit market conditions. While we have not faced any instances of disruption in raw materials that led to any material adverse impact on our business and operations in the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, there can be no assurance that these instances will not occur in the future.

3. ***Any shortfall in the supply or availability of raw materials including aluminium or copper, which are our primary raw materials (and copper also being our principal raw material), or insulating materials, such as enamel and paper, or an increase in our such material costs, or other input costs, may adversely affect the pricing and supply of our products and have an adverse effect on our business, results of operations and financial condition.***

Our business depends significantly on price and availability of raw materials including the consistent supply of primary raw materials (i.e. copper, and aluminium, and copper also being our principal raw material), and insulating materials such as enamel and paper, which are essential components in manufacturing our products. Our primary raw materials are copper, and aluminium (copper also being our principal raw material), and our manufacturing processes require certain other raw materials such as enamel, insulating materials and packaging materials which constitute a significant portion of our total expenses. The following table sets forth the details of our total cost of raw materials consumed as a percentage of our total expenses for the period/ Fiscals indicated:

Particulars	Nine-month period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Cost of raw materials and components consumed (₹ in million)	12,811.66	12,514.10	9,449.56	8,096.84
Cost of materials and components consumed as a percentage of our total expenses (%)	93.94%	93.40%	92.54%	96.86%

While we have not experienced any disruption in nine-month period ended December 31, 2024, and Fiscals 2024, 2023 and 2022, in case of increase in raw material prices, there can be no assurance that we will be able to pass such cost increases to our customers. Any increase in the cost of inputs to our production could lead to higher costs for our products. The prices of our primary raw materials, copper and aluminium (copper also being our principal raw material), are derived from prices of such metals on London Metal Exchange, which is passed on to our customers on the date of placing their orders with us. If we increase the prices of our products to offset the impact of higher costs of raw materials, this may cause certain of our customers to cancel orders or refrain from purchasing our products, which may materially and adversely reduce the demand for our products, and thus, negatively impact our operating results.

Set out below are details of the contribution of our primary raw materials (i.e. copper and aluminium, copper also being our principal raw material) and other raw materials (i.e. insulating, consumables and packaging materials) towards our total cost of raw materials consumed for the period/ Fiscals indicated:

Particulars	Nine-month period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹in million)	% of total expenses	Amount (₹in million)	% of total expenses	Amount (₹in million)	% of total expenses	Amount (₹in million)	% of total expenses
Cost of primary raw materials consumed (copper and aluminium) (A)	12,260.31	95.70%	11,885.25	94.97%	8,957.00	94.79%	7,682.11	94.88%
Cost of other raw materials and components consumed (B)	551.35	4.30%	628.85	5.03%	492.56	5.21%	414.73	5.12%
Total cost of raw materials and components	**12,811.66**	**100.00%**	**12,514.10**	**100.00%**	**9,449.56**	**100.00%**	**8,096.84**	**100.00%**

Particulars	Nine-month period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹in million)	% of total expenses	Amount (₹in million)	% of total expenses	Amount (₹in million)	% of total expenses	Amount (₹in million)	% of total expenses
consumed (A+B)								

In addition to supply challenges, the cost of raw materials is subject to market fluctuations driven by inflation, foreign exchange rate volatility, and changes in government policies, such as tariffs and environmental regulations. The table below sets forth details of the suppliers from within and outside India and percentage of total expenses towards such suppliers in the period/ Fiscals indicated:

Particulars	Nine-month period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹in million)	% of total cost of raw materials and components purchased	Amount (₹in million)	% of total cost of raw materials and components purchased	Amount (₹in million)	% of total cost of raw materials and components purchased	Amount (₹in million)	% of total cost of raw materials and components purchased
Domestic suppliers	7,457.43	58.21%	9,837.40	78.61%	6,472.40	68.49%	5,097.33	62.95%
Suppliers from outside India	5,354.23	41.79%	2,676.70	21.39%	2,977.16	31.51%	2,999.51	37.05%
Total	**12,811.66**	**100.00%**	**12,514.10**	**100.00%**	**9,449.56**	**100.00%**	**8,096.84**	**100.00%**

During the last three Fiscals, the prices of copper and aluminium have experienced a compounded annual growth rate (CAGR) of 3.1% and 0.5%, respectively, leading to increased input costs (*Source: CARE Report*). While we have not faced any significant challenges in the procurement of raw materials in the nine-month period ended December 31, 2024 or Fiscals 2024, 2023 and 2022, we cannot assure that we will not face any disruptions in future. Any significant shortfall in supply or increase in costs could adversely affect the pricing and supply of our products, impair our competitiveness, and negatively impact our business operations, financial condition, cash flows and results of operations.

4. ***A significant portion of our revenue from operations i.e. 75.39%, 75.17%, 79.08% and 86.78% of our revenue from operations for the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively is attributable to the power sector (generation, transmission and distribution) industry ("Power Sector"). Any economic cyclicality coupled with reduced demand or negative trend in the Power Sector industry or other industries that we operate in, could adversely affect our business, results of operations and financial condition.***

We are dependent on our customers from the Power Sector for a significant portion of our operating revenue. Set out below are details of our operating revenue generated from each of the industries that we cater to, for the period/ Fiscals indicated:

End-user industry	Nine-month period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹in million)	% of revenue from operations	Amount (₹in million)	% of revenue from operations	Amount (₹in million)	% of revenue from operations	Amount (₹in million)	% of revenue from operations
Power Sector	10,018.85	75.39%	9,642.92	75.17%	7,652.26	79.08%	6,974.77	86.78%
Others*	3,271.25	24.61%	3,185.92	24.83%	2,023.98	20.92%	1,063.00	13.22%
Total#	**13,290.10**	**100.00%**	**12,828.84**	**100.00%**	**9,676.24**	**100.00%**	**8,037.77**	**100.00%**

* *Others include industrials, automotives (EV and ICE), home appliances, refrigeration and air conditioning.*
\# *Excludes other operating income including income from scrap and income from remission of duties and taxes on export products.*

Any downturn or negative trends in the Power Sector due to reasons such as consumer demand, consumer confidence, changes in national and international trade policies, imposition of tariffs, sanctions by countries on input materials, changes in government policies, environmental regulations, and commodity prices, could result in loss of business or reduction in the volume of business from customers operating in these industries. While there has not been significant reduction in demand from the Power Sector in the nine-month period ended December 31, 2024, and the Fiscals 2024, 2023 and 2022, there can be no assurance that there will not be any such reduction in future. Further, there can be no assurance that any instance of economic cyclicality, significant reduction in demand or negative trends in Power Sector will not occur in the future, which may impact our sales and in turn adversely affect our business, financial condition, cash flows and results of operations.

5. ***We derive a substantial portion of our revenue (more than 75% in each of the nine-month period ended December 31, 2024, and Fiscals 2024, 2023 and 2022) from the sale of specialized magnet winding wires. Any reduction in demand for our key products would have a material adverse effect on our business, financial condition, results of operations and cash flows.***

We significantly rely on revenue generated from specialized magnet winding wires. The specialized magnet winding wires that we manufacture are primarily used in transformers, generators, and power (generation, transmission and distribution). The table below sets out the revenues generated from sales of our key product segments i.e., specialised and standard magnet winding wires as a percentage of our operating revenue:

Products	Nine-month period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹in million)	% of operating revenue	Amount (₹in million)	% of operating revenue	Amount (₹in million)	% of operating revenue	Amount (₹in million)	% of operating revenue
Specialized magnet winding wires	10,018.85	75.39%	9,642.92	75.17%	7,652.26	79.08%	6,974.77	86.78%
Standard magnet winding wires	3,271.25	24.61%	3,185.92	24.82%	2,023.98	20.92%	1,063.00	13.22%
Total	**13,290.10**	**100.00%**	**12,828.84**	**100.00%**	**9,676.24**	**100.00%**	**8,037.77**	**100.00%**

While we have not experienced any material sustained decline in the sale of our key products in the nine-month period ended December 31, 2024, and the Fiscals 2024, 2023, and 2022, there is no assurance that we will not face any decline in the future. Any failure to successfully manufacture and market specialized magnet winding wires, whether on account of regulatory changes or changes in technologies, including creation of alternate technologies, or otherwise could adversely affect our business, financial condition, cash flows and results of operations.

6. ***Our operations are significantly dependent on our manufacturing facilities. Any unscheduled, unplanned or prolonged disruption, slowdown or shutdown of our manufacturing facilities could have a material adverse effect on our business, financial condition, cash flows and results of operations.***

Our business is dependent upon our ability to efficiently manage our manufacturing facilities, and the operational risks associated with it, including those beyond our control. As of the date of this Draft Red Herring Prospectus, we have three operational manufacturing facilities in India. For details in relation to our manufacturing facilities, and their capacity utilization, see "*Our Business – Manufacturing Facilities*" and "*Our Business – Capacity and Capacity Utilization*" on pages 225 and 227, respectively. Any unscheduled, unplanned or prolonged disruption in our manufacturing facilities may result in delays or shutdowns of our production activities. While we perform regular scheduled and unscheduled maintenance services and employ other systems and processes such as power backups, employee training and productivity monitoring at each of our manufacturing facilities, these facilities are subject to various operating risks, such as the breakdown or failure of equipment, power supply or processes, productivity of our workforce, performance below expected levels of efficiency, obsolescence of equipment or machinery, timely availability of raw materials, labour disputes, strikes, natural disasters, industrial accidents, fire, severe weather conditions, any significant social, political or economic disturbances and infectious disease outbreaks resulting in unplanned slowdowns and/or shutdowns and the need to comply with the directives of relevant government and regulatory authorities. Our inability to effectively respond to any breakdown, shutdown or to rectify any disruption, in a timely manner and at an acceptable cost, could lead to an adverse effect on our business, financial condition, cash flows and results of operations. While there has not been any breakdown during the nine-month period ended December 31, 2024, or Fiscals 2024, 2023, and 2022, we cannot assure that there will not be any breakdowns in future.

Further, we run the risk of an industrial action by our unionized non-managerial employees. Our non-managerial staff are organized in a registered trade union through which we negotiate the terms and conditions of their compensation and the redressal of their grievances. For details in relation to memorandum of settlement with the KSH International Chakan Internal Kamgar Sangathna, see "*Our Business – Human Resources*" on page 232. In addition, we may be subject to manufacturing disruptions due to contraventions by us of any of the conditions of our regulatory approvals, which may require our manufacturing facilities to cease, or limit, production until the disputes concerning such approvals are resolved. While we may be able to transfer manufacturing activities to another facility, servicing our customers from distant manufacturing locations may lead to delays and increased costs which could impact our reputation and profitability. A shutdown of any such facility, including due to delays or non-renewal of specific approvals, will result in an inability to manufacture the relevant products for the duration of such shutdown. Further, any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. Interruptions in production or operational activities beyond our control such as transportation of finished products, may also increase our costs and reduce our sales and may require us to make substantial capital expenditures to remedy the situation or to defend litigation that we may become involved in as a result, which may negatively affect our reputation, profitability, business, financial condition, cash flows and results of operations. There is also no assurance that we will be able to recover all, or part of the losses incurred, under our insurance policies. While there has not been any such disruptions in the nine-month period ended December 31, 2024 or Fiscals 2024, 2023 and 2022, there can be no assurance that such instances will not occur in the future, and any such disruption may result in delays or shutdown of our manufacturing activities which may adversely affect our business, financial condition, cash flows and results of operations.

7. ***We have encountered delays in the past and may encounter delays or time cost overruns in the completion of the construction of our manufacturing facility at Supa, Ahilyanagar (formerly Ahmednagar) in Maharashtra, which may adversely affect our business, result of operations, financial condition and cash flows.***

We are in the process of setting up our fourth manufacturing unit at Supa, Ahilyanagar (formerly Ahmednagar) in Maharashtra, which will be operational in Fiscal 2026, subject to receipt of requisite approvals. The originally anticipated scheduled date of commencement of operations for our Supa Facility was March 31, 2025, however, we have experienced delays in setting up our Supa Facility and operations are now expected to commence in Fiscal 2026. Further, in relation to the construction of phase I of our Supa Facility, we are required to obtain certain approvals. For details of such approvals, see, "*Government and other Approvals*" on page 387. We may face further delays or cost overruns in completion of construction of our Supa Facility in the future on account of several factors, including delays in receiving governmental, statutory, and other regulatory approvals and permits, and delays in or non-delivery of construction equipment by suppliers, among others.

Additionally, an amount of ₹822.65 million from the Net Proceeds is intended to be utilised towards the Phase II Expansion at our Supa Facility. Phase I of our Supa Facility envisages construction of plant/ building and adding equipment and purchase of equipment and machinery which is intended to enhance our production capacity by 12,000 MT across our product categories, i.e., specialised magnet winding wires and standard magnet winding wires. For further details, see "*Objects of the Offer - Funding the capital expenditure requirements of our Company towards: (i) purchasing and setting up of new machinery for expansion at our Supa Facility; (ii) purchasing and setting up of new machinery at Unit 2 in Chakan, Pune in Maharashtra*" on page 111. Any delays in completion in construction of building at phase I of our Supa Facility may consequently delay the timeline for implementation of the Phase II Expansion at our Supa Facility. Any failure to complete the construction of this facility in a timely manner, and within budget, or at all, and any failure of receipt of the required approvals required for operation of the Supa Facility, could have an adverse impact on our business, results of operations, financial condition, and cash flows.

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

We face an inherent business risk of exposure to product defects and subsequent liability claims if the use of any of our products results in personal injury or property damage. We and our component suppliers may not be able to meet regulatory quality standards in India or abroad, or the quality standards imposed by our customers and applicable to our manufacturing processes, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. We are also required to obtain material approvals and certifications for product quality verification in India and other jurisdictions. Further, our manufacturing facilities are subjected to rigorous quality control checks, accreditation requirements, and periodic inspections from various regulatory agencies that have issued us product and system certifications. If any of our products do not meet regulatory standards or are defective, we may be, inter alia, (i) responsible for damages relating to any defective products, (ii) required to replace, recall or redesign such products, (iii) incur significant costs to defend any such claims or (iv) restricted to produce or market such products to our customers.

While there have not been any material product liability claims made against our products or any cancellation of existing or future orders, during the nine-month period ended December 31, 2024, or Fiscals 2024, 2023 and 2022, resulting in a material adverse impact on our business, financial condition, results of operations and cash flows, there can be no assurance that we will not face any product liability claims or cancellation of existing or future orders in the future. The quality of raw materials and the goods we trade in will have an impact on the quality of the finished products and in turn affect our brand image, business and revenue. There is no assurance that our products will always meet the satisfaction of our customers' quality standards. Certain customers may also conduct pre-qualification evaluations before placing their first orders. Our or our supplier's failure to comply with applicable regulations could cause adverse consequences to be imposed on us, including warning letters, fines, injunctions, civil penalties, the refusal of regulatory authorities to grant approvals, delays, suspensions or withdrawal of approvals, license revocation, seizures or recalls of products, operating restrictions and criminal prosecutions, all of which could harm our business. There can be no assurance that we or our suppliers comply or can continue to comply with all regulatory requirements or the quality requirement standards of our customers. Further, there can be no assurance that if we need to engage new suppliers to satisfy our business requirement, we will be able locate new suppliers in compliance with regulatory requirements in a timely manner, or at all. Failure to do so could lead to the cancellation of existing and future orders and have a material adverse effect on our business and revenue.

We are an approved supplier of empaneled PICC and CTC for certain entities, and are required to undergo stringent pre-qualification requirements imposed by corporate, state, central government, and international organizations during their procurement processes. We have received approvals for our products from certain organisations who are the ultimate end-users of transformers and reactors. For further details, please see "*Our Business – Overview*" on page 208. While there has not been any non-compliance with the quality standards of our customers during the nine-month period ended December 31, 2024, or Fiscals 2024, 2023 and 2022, we cannot assure you that any future non-compliance with quality standards will not result in a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

For details of our certifications and accreditations, see "*Our Business - Description of our Business - Quality Control, Services, Packaging and Certifications*" on page 230. Our manufacturing facilities and operating processes are also audited by third party auditors. In the event we fail to comply with the requirements of customers in relation to third-party audits, or fail our audits, we may be in breach of our arrangements with certain customers. In the event we are unable to renew our accreditations or comply with the accreditation criteria or if such agencies find that we are not in compliance with the standards and norms prescribed, our accreditation may be revoked, or we may not be granted accreditation. While we have not faced any instances of non-renewal or loss of any certification or accreditation for any of our manufacturing facilities in the nine-month period ended December 31, 2024, or Fiscals 2024, 2023 and 2022, there can be no assurance that these instances will not occur in the future. If we lose one or more of our accreditations or certifications, our reputation, business, cash flows and results of operations may be adversely affected.

9. ***We export our products to various countries and our revenue from outside India represented 35.07%, 39.15%, 43.93% and 40.40% of our revenue from operations for the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively. Any adverse events affecting these countries or changes in laws and duties in relation to exports could have an adverse impact on our business, revenue operations, financial condition and cash flows.***

We have supplied our products to customers across 16, 21, 16 and 11 countries outside India, in the nine-month period ended December 31, 2024, and the Fiscals 2024, 2023 and 2022, respectively. The table below sets forth details of the customers served outside India and revenue generated from such customers in the years/ periods indicated:

Particulars	**Nine-month period ended December 31, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount (₹in million)	**% of revenue from operations**	**Amount (₹in million)**	**% of revenue from operations**	**Amount (₹in million)**	**% of revenue from operations**	**Amount (₹in million)**	**% of revenue from operations**
Domestic customers	8,492.66	64.93%	7,559.52	60.85%	5,245.79	56.07%	4,565.33	59.60%
Customers outside India	4,586.95	35.07%	4,863.35	39.15%	4,110.36	43.93%	3,094.16	40.40%
Total	**13,079.61**	**100.00%**	**12,422.87**	**100.00%**	**9,356.15**	**100.00%**	**7,659.49**	**100.00%**

Any change in law, regulations and policies in foreign jurisdictions where we sell our products or plan to sell our products may have an adverse impact on our business, financial condition, cash flows and results of operations. Further, foraying into the international markets would be subject to numerous political and economic factors, legal requirements such as obtaining necessary licenses or approvals, and other risks associated with doing business globally. Therefore, we may not be able to expand our export business, which could have an adverse effect on our business, financial condition and results of operations. For instance, we are required to have a valid importer-exporter code issued by the Director General of Foreign Trade, Ministry of Commerce and Industry, Government of India, for import and export related activities. While there have been no instances in the nine months period ended December 31, 2024 and the Fiscals 2024, 2023 and 2022, we cannot assure you that in future we will receive the appropriate approvals, and/ or licenses to sell our products in foreign jurisdictions or continue sales to such foreign jurisdictions, which may impact our business, financial condition, cash flows and results of operations. Further, since we do not have established offices and dedicated sales presence overseas, we may from time-to-time commission agents to represent us and enable our participation in tenders issued in overseas jurisdictions. If we are unsuccessful in securing such export orders, our business, financial condition and results of operations may be adversely impacted.

Further, the United States have recently introduced tariff hikes on its imports from India. The tariff hike on imports from India has been increased to 26.00%. While a significant portion of our export sale is made in the United States, we have not assessed the impact of implementation of increased tariff on India and on our Company. Any increase in tariff rates, especially in the United States, can lead to reduction in demand of our products in such markets, and could adversely affect our business, financial condition and results of operations.

10. ***If we fail to comply with the applicable regulations and rules prescribed by the Government of India and the relevant statutory or regulatory bodies or fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required for our business, our results of operations and cash flows may be adversely affected.***

We are required to obtain and maintain a number of statutory and regulatory licenses, registrations, permits and approvals under central, state and local government rules in India, for carrying out our business and for our manufacturing facility, among other things, relating to occupational health and safety (including laws regulating the generation, storage, handling, use and transportation of waste materials, the emission and discharge of hazardous waste materials into soil, air or water, and the health and safety of employees) and mandatory certification requirements for our facilities and products. For further information on the nature of the material approvals and licenses required for our business and for information on the material approvals applied for, see "*Government and Other Approvals*" on page 387. In addition, we will need to apply for renewal of certain approvals, licenses registrations and permits, which expire or seek new approvals, licenses, registrations and permits from time to time, as and when required in the ordinary course of our business. While there has not been any non-compliance during the nine-month period ended December 2024 or Fiscals 2024, 2023, and 2022, there can be no assurance that we will be in compliance at all times with such laws, regulations and the terms and conditions of any such consents or permits. If we violate or fail to comply adequately with these requirements, we could be fined or otherwise sanctioned by the relevant regulators.

Our business and operations are subject to a number of approvals, licenses, registrations and permissions for construction and operation of our manufacturing facilities, warehouses, branch offices and regional offices, in addition to extensive government regulations for the protection of the environment and occupational health and safety. We have either made or are in the process of making an application or renewal for obtaining necessary approvals that are not in place or have expired. Further, we may also need to apply for additional approvals including the renewal of approvals which may expire from time to time, in the ordinary course of business. For instance, we have made applications for (i) renewal of consent to operate in relation to Unit 3 to be issued by the Maharashtra Pollution Control Board issued under the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981; and certificate of enrolment issued by Maharashtra Sales Tax Department under the Maharashtra State Tax on Professions, Trades, Callings and Employment Act, 1975. We have received provisional no-objection certificate from the relevant authorities for our Unit 2 and phase I of our Supa Facility, subject to certain conditions provided. Additionally, consent to establish (expansion) to be issued in relation to the Supa Facility, by the Maharashtra Pollution Control Board under the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981. For details, see "*Government and Other Approvals – C. Material approvals in relation to our Company – IV. Material Approvals or renewal applied for but not received*" on page 388. We cannot assure you that these approvals will be granted by the relevant authorities. In the event these approvals are not granted, we will have to make alternate manufacturing arrangements including increasing production in our other existing manufacturing facilities, which may adversely impact our business, financial condition, results of operations, cash flows and prospects. Further, we may be required to obtain a no objection certificate under the relevant state tenancy laws, when applying for a factory license. For further details of pending renewals and pending material approvals, see "*Government and Other Approvals*" on page 387. If we fail to retain, renew or receive any of such approvals, licenses, registrations, permissions or renewals, in a timely manner or at all, our business, financial condition, results of operations, cash flows and prospects may be adversely affected

Further, our government approvals and licenses are subject to certain conditions, some of which are onerous and require us to make substantial compliance-related expenditure. If we fail to comply or a regulator claim that we have not complied with such conditions, our business, prospects, financial condition, results of operations and cash flows may be adversely affected.

Considering the nature of raw materials involved in our business, there can be no assurance that other environmental and safety allegations will not be made against us in the future. The relevant regulator may order closure of our unit where it is found to be non-compliant with the applicable norm. In some instances, such a fine or sanction could adversely affect our business, reputation, financial condition, results of operations or cash flows. In addition, these requirements may become more stringent over time and there can be no assurance that we will not incur significant environmental costs or liabilities in the future. For details, see "*Risk Factors – Our insurance coverage may not be sufficient or adequate to protect us against all material hazards, which may adversely affect our business, results of operations, financial condition and cash flows*" on page 54.

Further, we propose to utilise a portion of our Net Proceeds towards funding the capital expenditure requirements of our Company towards purchasing and setting up of new machinery for expansion at our Supa Facility which will require us to obtain necessary licenses and approvals. For details, see "*Objects of the Offer –Funding the capital expenditure requirements of our Company towards: (i) purchasing and setting up of new machinery for expansion at our Supa Facility ("Phase II Expansion at our Supa Facility"); and (ii) purchasing and setting up of new machinery at Unit 2 in Chakan, Pune in Maharashtra*" on page 111. We may have to revise our funding requirements and deployment of the Net Proceeds in case we are unable to obtain necessary licenses and approvals or due to other external factors, which may not be within the control of our management.

Our inability to control the costs involved in complying with these and other relevant laws and regulations could have an adverse effect on our business, financial condition, results of operations and cash flows.

11. ***We operate in a competitive business environment. Failure to compete effectively against our competitors and new entrants to the industry may adversely affect our business, financial condition and results of operations.***

We face significant competition in our business from other manufacturers and suppliers of winding wires. Our competitors may possess wider product ranges, larger sales teams, greater intellectual property resources and broader appeal across various divisions. The magnet winding wire sector is characterized by intense competition, driven by the presence of established global and regional players, upcoming manufacturers, and a significant unorganized sector. (*Source: CARE Report*). For further details on our competitors, see "*Our Business –Competition", "Basis for Offer Price" and "Industry Overview*" on pages 231, 119 and 131, respectively. Our failure to compete effectively with respect to any of these or other factors could have an adverse effect on our business, prospects, financial condition or operating results. Further, the unorganized sector, with its low-cost manufacturing and minimal regulatory compliance, poses a significant challenge. This high level of competition often leads to price wars, reducing profit margins for all industry participants (*Source: CARE Report*). We cannot assure you that we will be able to compete successfully against our competitors as well as new entrants in our industry in the future. Accordingly, our business, financial condition, results of operations and prospects would be adversely and materially affected if we are unable to maintain our competitive advantage and compete successfully against our competitors and any new entrants in the industry.

While we work consistently to offset pricing pressures, produce new products, improve our services or enhance our production efficiency to reduce costs, such efforts may not be successful. Also, as we plan to expand our offerings to launch new products, we may face strong competition from other players in the same markets. Many of our existing and potential competitors may seek to equal or exceed us in terms of their financial, production, sales, marketing and other resources. If we fail to compete effectively in the future, our business and prospects could be materially and adversely affected.

12. ***Any failure in arranging adequate working capital for our operations or furnishing performance bank guarantees may adversely affect our business, results of operations, cash flows and financial condition.***

We require significant working capital to finance the purchase of raw materials and for the manufacture and other related expenses before payment is received from customers. We currently meet our working capital requirements through a mix of internal accruals and working capital facilities from banks.

Set out below are our working capital days for the nine-month period ended December 31, 2024, and the Fiscals 2024, 2023 and 2022:

Particulars		**Nine-month period ended December 31, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Net Working Capital Days[(1)]	Number of days	68	76	73	89

(1) Working capital days is computed as Inventory days plus Trade receivable days minus Trade payable days. Inventory days is calculated as Inventory divided by revenue from operations multiplied by 365 or 183 days. Trade receivables days is calculated as Trade receivables divided by revenue from operations multiplied by 365 or 183 days. Trade payable days is calculated as Trade payable divided by revenue from operations multiplied by 365 or 183 days.

Any delays in our billing and settlement process, or delays or defaults in our trade receivables or an increase in inventory and work in progress and/or accelerated payments to suppliers or limited advance payments on government contracts could adversely affect our working capital, lower our cash flows and materially increase the amount of working capital requirements. The actual amount and timing of our future working capital requirements may differ from estimates as a result of, among other factors, unforeseen events beyond our control, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, economic conditions, technological changes, revisions to business terms by customers and suppliers and additional market developments and new opportunities in the industries we operate. Further, our future success depends on our ability to continue to secure and successfully manage sufficient amounts of working capital. Our inability to obtain adequate amount of working capital at such terms which are favourable to us and in a timely manner or at all may also have an adverse effect on our results of operations, cash flows and financial condition. Continued increases in our working capital requirements may have an adverse effect on our results of operations, cash flows and financial condition.

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

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

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#	Aggregate amount involved* (₹in million)
Company						
By our Company	2	0	N.A.	N.A.	0	11.54
Against our Company	0	0	0	N.A.	0	0.00
Directors (1)						
By our Directors	1	0	N.A.	N.A.	2	1,360.00
Against our Directors	1	3	0	N.A.	0	3.48
Promoters						
By our Promoters	1	0	N.A.	N.A.	1	50.00
Against our Promoters	0	2	0	0	0	2.78
Key Managerial Personnel(1)						
By our KMPs	0	N.A.	N.A.	N.A.	N.A.	0.00
Against our KMPs	0	N.A.	0	N.A.	N.A.	0.00
Senior Management Personnel(2)						
By our SMs	0	N.A.	N.A.	N.A.	N.A.	0.00
Against our SMs	0	N.A.	0	N.A.	N.A.	0.00

** To the extent quantifiable.*
 # Determined in accordance with the Materiality Policy.
Notes:
(1) Certain of our KMPs including, Kushal Subbayya Hegde, Rajesh Kushal Hegde, Rohit Kushal Hegde and Rakhi Girija Shetty are also our Executive Directors. Hence, litigation against our Executive Directors have not been included under the heading of KMPs to avoid repetition.
(2) Certain of our SMs including, Sandesh Bhagwat, CEO, Amod Joshi, CFO, Sarthak Malvadkar, CS and Compliance Officer, and Ganesh Prasad, technical director, are also our KMPs. Hence, litigation against our KMPs have not been included under the heading of SMs to avoid repetition.

Further, as on the date of this Draft Red Herring Prospectus, there are no pending litigation proceedings involving any of our Group Companies which will have a material impact on our Company.

Such proceedings could divert management's time, attention, and consume financial resources in their defence or prosecution. We cannot assure you that any of these matters will be settled in favour of our Company or that no additional liability will arise out of these proceedings. Further, we cannot assure you that there will be no new legal and regulatory proceedings involving our Company, Promoters or Directors in the future. An adverse outcome in any of these proceedings may have an adverse effect on our business, financial position, prospects, cash flows, results of operations and our reputation. For further information, see "*Outstanding Litigation and Material Developments*" on page 383.

14. ***Under-utilization of our manufacturing capacities and an inability to effectively utilize our manufacturing capacities could have an adverse effect on our business, future prospects and future financial performance.***

Information relating to the installed capacity and capacity utilization of our manufacturing facilities included in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account by the Independent Chartered Engineer, in the calculation of the installed capacity and capacity utilization of our manufacturing facilities.

The table below sets forth the installed capacity and capacity utilization product category wise across our manufacturing facilities during the nine-month period ended December 31, 2024 and the Fiscals 2024, 2023 and 2022, respectively:

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Sr. No.	Manufacturing Unit/ Product	Fiscal 2023			Fiscal 2022		
		Installed Capacity in MT	Actual Production in MT	Capacity Utilization %	Installed Capacity in MT	Actual Production in MT	Capacity Utilization %
1	**Taloja Unit No 1 (Taloja)**						
a)	Specialised Magnet Winding Wire	4,241	3,647	85.99%	4,241	2,996	70.64%
	Total Taloja Unit No 1	**4,241**	**3,647**	**85.99%**	**4,241**	**2,996**	70.64%
2	**Chakan Unit No. 2 (Birdewadi)**						
a)	Specialised Magnet Winding Wire	14,626	10,882	74.40%	14,437	11,280	78.13%
b)	Standard Magnet Winding Wire	1,347	53	3.93%	-	-	-
	Total Chakan Unit No. 2	**15,973**	**10,935**	**68.46%**	**14,437**	**11,280**	**78.13%**
3	**Chakan Unit No. 3 (Khalumbre)**						
a)	Standard Magnet Winding Wire	5,051	3,174	62.84%	5,051	1,896	37.54%
	Total Chakan Unit No. 3	**5,051**	**3,174**	**62.84%**	**5,051**	**1,896**	**37.54%**
	Total	**25,265**	**17,756**	**70.28%**	**23,729**	**16,172**	**68.15%**

Sr. No.	Manufacturing Unit/ Product	Nine months period ended December 31, 2024 *			Fiscal 2024		
		Installed Capacity in MT	Actual Production in MT	Capacity Utilization % ^	Installed Capacity in MT	Actual Production in MT	Capacity Utilization %
1	**Taloja Unit No 1 (Taloja)**						
a)	Specialised Magnet Winding Wire	4,241	2,665	83.79%	4,241	3,487	82.22%
	Total Taloja Unit No 1	**4,241**	**2,665**	**83.79%**	**4,241**	**3,487**	**82.22%**
2	**Chakan Unit No. 2 (Birdewadi)**						
a)	Specialised Magnet Winding Wire	14,626	10,521	95.91%	14,626	13,472	92.11%
b)	Standard Magnet Winding Wire	2,694	389	19.25%	2,694	506	18.78%
	Total Chakan Unit No. 2	**17,320**	**10,910**	**83.99%**	**17,320**	**13,978**	**80.70%**
3	**Chakan Unit No. 3 (Khalumbre)**						
a)	Standard Magnet Winding Wire	7,484	3,890	69.30%	6,875	4,289	62.39%
	Total Chakan Unit No. 3	**7,484**	**3,890**	**69.30%**	**6,875**	**4,289**	**62.39%**
	Total	**29,045**	**17,465**	**80.17%**	**28,436**	**21,754**	**76.50%**

^Calculated on proportionate installed capacity basis
**Actual production mentioned above is for the nine months ended December 31, 2024.*

Notes:

- *Capacity mentioned in above table for the year 2021-2022, 2022-2023 and 2023-2024 is on annualized basis.*
- *PICC means - Paper Insulated Copper Conductor*
- *CTC means - Continuously Transposed Conductors.*
- *RW means - Round Wire Conductors*
- *Installed capacity represents the installed capacity as of the last date of the relevant Fiscal and the annual available capacity has been calculated based on the average of daily available capacity for the relevant Fiscal/ period. The installed capacity and the annual available capacity are based on various assumptions and estimates, including standard capacity calculation practice in the Indian winding wires industry and capacity of other ancillary equipment installed at the relevant manufacturing facility. Actual available annual capacity is calculated by considering above mentioned factors and percentage of utilization is calculated by considering available capacity only.*
- *The information relating to the installed capacity of the manufacturing facilities as of the date included above are based on various assumptions and estimates that have been taken into account for calculation of the installed capacity. However, the said installed capacity will reduce at the time of actual production due to factors such as plant preventive maintenance, unplanned maintenance, set up change for extreme cross section, job loading & unloading time, power failure, lunch/Tea break etc.*
- *Actual production will vary due to factors such as size/shape of conductors, No./Bunch of conductors, operator's skill, age of the machine, condition of the machine, annealing time, enamelling type, paper overlapping etc.*
- *Company manufactures wide range of wires and Conductors in various sizes and types. Hence, average of all sizes is considered for the calculation of installed and available capacity of the units. Main production output is based on final output of CTC, PICC machine as it is final operation to get finish product.*

- *For purpose of arriving at copper equivalent figures of production, the aluminium products has been multiplied by 3.28.*
- *Assumptions and estimates taken into account for measuring available capacities includes:*
    - *Specialize magnet winding wires:*
        - *For PICC - 26 days per month resulting in 312 working days in a year with per day three operating shifts with actual run time of 5.6 hours per shift.*
        - *For CTC - 26 days per month resulting in 312 working days in a year with per day three operating shifts with actual run time of 5.2 hours per shift.*
- *Standard magnet winding wires:*
    - *For RW – 95% of 365 working days in a year on a continuing basis with per day three operating shifts with actual run time of 8 hours per shift.*
- *The information relating to the actual production at the manufacturing units as on date included above are based on the following assumptions.*
- *The actual production capacity of the company is derived from a 'Production Data' on a monthly basis.*
- *Capacity utilization has been calculated on the basis of actual production during the relevant Fiscal/ period divided by the aggregate available capacity as of at the end of the relevant period.*
- *Each manufacturing site is physically visited and the machinery installed is inspected at site to check the working condition. Output of the machines are verified by visiting various manufacturer sites and installed capacity is derived.*

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Our historical capacity utilisation for the standard magnet winding wires reflect under-utilisation, as our production of standard magnet winding wires Fiscal 2020 and were affected by the adverse economic slowdown due to Covid-19. For further details on our manufacturing facilities and capacities, see "*Our Business – Capacity and Capacity Utilization*" on page 227. Our ability to maintain our profitability depends on our ability to maintain high levels of capacity utilization and there is no assurance that our capacities will be adequately utilized. Capacity utilization is affected by our ability to accurately forecast customer demand, to carry out uninterrupted operations, the availability of raw materials, and industry/ market conditions. In the event there is a decline in the demand for our offerings, or if we face prolonged disruptions at our facility 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 facility, resulting in operational inefficiencies which could have a material adverse effect on our business and financial condition. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term, or an inability to fully realize the benefits of our recently implemented capacity expansion, could materially and adversely impact our business, growth prospects and future financial performance.

15. ***Our manufacturing facilities are located in Maharashtra, India, which exposes our operations to potential geographical concentration risks arising from local and regional factors which may adversely affect our operations and in turn our business, results of operations and cash flows.***

As of the date of this Draft Red Herring Prospectus, we primarily manufacture our products at our three manufacturing facilities, one at Taloja (Raigad), Maharashtra, and two in Chakan (Pune), Maharashtra. For details in relation to the land on which our Manufacturing Facilities are located, see, "*Our Business – Manufacturing Facilities*" on page 225. Further, Supa Facility, which is under construction, as on the date of this Draft Red Herring Prospectus is located at Supa Ahilyanagar (formerly Ahmednagar), also in Maharashtra. Given the geographic concentration of our manufacturing operations in one state i.e. Maharashtra, our operations are susceptible to disruptions which may be caused by certain local and regional factors, including but not limited to political, economic and weather conditions, natural disasters, demographic factors, and other unforeseen events and circumstances. While there have not been any instances of risks materializing due to our geographical concentration in the nine-month period ended December 31, 2024 and the Fiscals 2024, 2023 and 2022, if any such disruptions occurs due to reasons included herein, our operations may be affected leading to significant delays in the manufacturing and sale of our products which could materially and adversely affect our business, financial condition and results of operations.

16. ***We have experienced negative cash flows from operating activities in the past. Any negative cash flows in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and implement our growth plans, thereby affecting our financial condition.***

The table below sets forth certain information relating to our cash flows from operating activities for the periods/ years indicated:

Particulars	Nine-month period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net cash flows from / (used in) operating activities	103.42	(172.32)	620.89	(418.77)

We experienced negative cash flows in the Fiscal 2024, and the Fiscal 2022, due to increase in inventories and increase in trade receivables. Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. We may face a shortfall of capital in future as a result of negative cash flows and there can be no assurance that we will be able to raise adequate capital in future. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Cash Flows*" on page 373.

17. ***We have incurred indebtedness and are subject to certain restrictive covenants under the terms of our financing agreements, which may limit our ability to seek additional financing or undertake certain business actions. Any inability to comply with repayment obligations and/or other covenants in our financing agreements could adversely affect our business and financial condition.***

As of April 21, 2025, we had total borrowings (including fund-based borrowings and non-fund based borrowings, and consisting of secured borrowings including term loans and working capital facilities, and unsecured borrowings including working capital facilities and unsecured loans) of ₹3,637.92 million. For further details, see "*Financial Indebtedness*" on page 380. Our ability to pay interest and repay the principal of 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 reducing our flexibility in planning for or reacting to changes in our business, competition pressures and market conditions.

Our financing agreements contain certain restrictive covenants that limit our ability to undertake certain types of actions, which could adversely affect our business and financial condition. For example, some of our financing agreements require our Company to obtain prior written waiver or consent from, or intimate our lenders for, among other things, effecting any change in ownership, control, management of our Company; effecting any changes to the capital structure or shareholding pattern; entering into any merger, de-merger, amalgamation, reorganisation or consolidation or formulating any scheme of reconstruction, arrangement or compromise with the creditors; making any amendment to the constitutional documents; diversification, modernisation or substantial expansion of any of its existing business, operations or project; undertake any new project, implement any scheme of expansion or invest in any other entity or change the general nature of business; declaring or paying dividend; or dispose of the majority of our properties and assets. Further, our Promoters have also extended personal guarantees in favour of our lenders. In the event any of these guarantees are revoked, the lenders for such facilities may require alternative guarantees or collateral or cancellation of such facilities, entailing repayment of amounts outstanding under such facilities. We may not be successful in procuring such alternative guarantees to the satisfaction of the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which may not be available on acceptable terms or at all. For further details in relation to the personal guarantees, see "*History and Certain Corporate Matters – Guarantees provided to third parties by our Promoter Selling Shareholders*" on page 242.

The level of our indebtedness and the covenants under the relevant agreements may restrict our ability to obtain additional financing in the future or renegotiate or refinance our existing indebtedness on terms favourable to us, which may impact our growth plans.

While we have been in compliance with the financial covenants under our loan agreements in the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, there can be no assurance that we will be able to comply with these financial or other covenants in the future or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business.

A failure to observe the covenants under the financing arrangements or to obtain necessary waivers may lead to the termination of our credit facilities and acceleration of amounts due under such facilities. For the purpose of the Offer, the consents from our lenders as required under the relevant loan documents for undertaking activities relating to the Offer have been obtained.

18. ***The loss of certain independent certification and accreditation of our products and the manufacturing practices that we have adopted could harm our business.***

We obtain and maintain quality certifications and accreditations from independent certification entities in connection with the products we manufacture. For instance, we were awarded (i) ISO 9001:2015 – accreditation for the certification and approval of the quality management system; (ii) ISO 14001:2015 – accreditation for environment management system; (iii) ISO 45001:2018 – certification for occupational health and safety management; and (iv) IATF 16949:2016 – certification for the certification and approval of the quality management system. If we fail to comply with applicable quality standards or if the relevant accreditation institute or agency declines to certify our products and manufacturing practices, or if we are otherwise unable to obtain such quality accreditations in the future, in a timely manner or at all, our business prospects and financial performance will be adversely affected. While we have not experienced any instances where we failed to obtain quality certifications and accreditations which had an adverse impact on our business, results of operations, financial condition or cash flows, we cannot assure you that such instances will not arise in the future.

19. ***There have been certain instances of delays in payment of statutory dues by us in the past. Any delay in payment of statutory dues by us in future, may result in the imposition of penalties and in turn may have an adverse effect on our business, financial condition, results of operation and cash flows.***

We are required to pay certain statutory dues including provident fund contributions under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, employee state insurance contributions under the Employees' State Insurance Act, 1948, professional tax, tax deduction at source ("**TDS**"), labour welfare fund, GST and income tax.

The table below sets out details of statutory dues paid by our Company, in relation to its employees during the period/ Fiscals indicated:

(₹in million)

Nature of Payment	As at and for the nine-month period ended December 31, 2024			Fiscal 2024			Fiscal 2023			Fiscal 2022		
	Total Dues (in millions)	Paid (in millions)	Unpaid (in millions)	Total Dues (in millions)	Paid (in millions)	Unpaid (in millions)	Total Dues (in millions)	Paid (in millions)	Unpaid (in millions)	Total Dues (in millions)	Paid (in millions)	Unpaid (in millions)
Employees State Insurance	0.02	0.02	-	0.03	0.03	-	0.09	0.09	-	0.17	0.17	-
Provident Fund#	9.07	9.07	-	11.15	11.15	-	10.01	10.01	-	9.21	9.21	-
Company Professional Tax	0.29	0.29	-	0.40	0.40	-	0.39	0.39	-	0.38	0.38	-
Tax Deducted at Source u/s 192B	44.38	44.38	-	41.65	41.65	-	52.03	52.03	-	34.69	34.69	-
Labour Welfare Fund	0.02	0.02	-	0.01	0.01	-	0.01	0.01	-	0.01	0.01	-
Goods and Services Tax&	94.61	94.61	-	39.92	39.92	-	17.61	17.61	-	25.08	25.08	-
Total	**148.40**	**148.40**	**-**	**93.17**	**93.17**	**-**	**80.14**	**80.14**	**-**	**69.53**	**69.53**	**-**
No of Employees as at period/year end*	169			168			161			156		

Note:
1) The number of employees mentioned in the above table differ for every statutory due basis eligibility under respective acts.
*2) *excludes contractual employees.*
& Goods and Services Tax includes only payment of taxes in cash.
 # Employer and Employee Contribution.

While no penalty or fine has been levied by the appropriate authorities against us for the aforementioned delays, we cannot assure you that we will not be subject to such penalties and fines in the future which may have a material adverse impact on our financial condition and cash flows.

20. ***Our operations involve activities and materials which are hazardous in nature and could result in a suspension of operations, injury to our personnel, emission of pollutants and/or the imposition of civil or criminal liabilities which could adversely affect our business, results of operations, cash flow and financial condition.***

Certain operations at our manufacturing facilities can cause accidents during the manufacturing process resulting in serious injuries or death of employees or other persons, if improperly handled, and cause damage to our properties or equipment and the properties of others or to the environment. Despite ensuring that employee safety manuals covering employee safety and environmental procedures are in place and that hazard identification and risk assessments with respect to our operations are periodically carried out, our operations are subject to significant hazards, including explosions, fires, mechanical failures and other operational problems, inclement weather and natural disasters, discharges or releases of hazardous substances and other environmental risks. In the nine-month period ended December 31, 2024, and Fiscals 2024, 2023 and 2022, we have experienced one accident at one of our manufacturing facilities in June 2021. Despite our best efforts to meet the safety standards and take necessary precautions to curb possibility of occurrence of such instances, we cannot assure you that such accidents will not occur in the future.

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

21. ***We have substantial requirements for power and fuel for our manufacturing facilities and any disruption in the supply or increase in tariff may adversely affect our business, results of operations, and financial condition.***

We have power and fuel requirements for our manufacturing facilities. In a situation where our costs towards power and fuel were to increase or if there were any disruption in their supply to our manufacturing facilities, it could have an adverse effect on our business, results of operations, and financial condition. Set forth below are details in relation to our power and fuel costs for the period/ Fiscals indicated:

Particulars	Nine-month period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Power and fuel cost (₹in million)	166.98	197.53	156.38	128.96
Percentage of total expenses (%)	1.22%	1.47%	1.53%	1.54%

While we plan to install a 3.2 MW rooftop solar power plant at our Supa Facility from a portion of the Net Proceeds, we depend on third parties for our power and fuel requirements and source most of the electricity from state electricity boards. Any disruptions in the supply of such electricity, increase in tariffs, or decline in the quality of electricity supplied to us could significantly affect our cost of production and profitability. If energy costs were to rise, or if electricity supplies or supply arrangements were disrupted, our profitability could decline. Energy prices can be affected by numerous factors beyond our control, including global and regional supply and demand, carbon taxes, inflation, political and economic conditions, and applicable regulatory regime.

We source most of our electricity requirements for our manufacturing facilities from local power suppliers or state electricity boards. If our electricity suppliers increase the price for electricity, our cost of production and profitability would be materially adversely affected. If for any reason electricity is not available for a prolonged period of time, we may need to shut down our plants until an adequate supply of electricity is restored. Interruptions of electricity supply can also result in production shutdowns, increased costs associated with restarting production and the loss of production in progress. Although we have not encountered any such material interruptions during the nine-month period ended December 31, 2024, or Fiscals 2024, 2023, and 2022, we cannot assure you that we will not experience such interruptions in the future.

22. ***We are subject to counterparty credit risk and any delay in receiving payments or non-receipt of payments from our customers could have an adverse effect on our business, results of operations, financial condition and cash flows.***

Our operations involve extending credit to our customers in respect of sale of our products and consequently, we face the risk of uncertainty regarding the receipt of such outstanding amounts. The table below shows our bad debts written-off and provision for bad debts for the nine-month period ended December 31, 2024, and Fiscals 2024, 2023 and 2022, and such amounts as a percentage of our revenue from operations:

(₹in million, except percentages)

Particulars	Nine-month period ended December 31, 2024	Financial year ended		
		March 31, 2024	March 31, 2023	March 31, 2022
Bad debts written off (A)	0	0.24	0	0.45
Bad debts written off as a percentage of revenue from operations (B = A/E) (%)	0%	0%	0%	0.01%
Provision for bad debt (C)	0.65	13.59	17.81	7.49
Provision for bad debt as a percentage of revenue from operations (D = C/E) (%)	0%	0.10%	0.17%	0.09%
Revenue from operations (E)	14,204.56	13,828.15	10,494.60	8,705.89

Any delay in receiving payment or default on their payment obligations to us, could lead to an increase in our receivables. Any significant delay in receiving payment or non-receipt of payments from our customers may adversely affect our business, results of operations, financial condition and cash flows. While we have not experienced any instances of significant delays in receiving payments which had an impact on our business, results of operations, financial condition and cash flows in the nine month period ended December 31, 2024 or Fiscals 2024, 2023 and 2022, we cannot assure you that such instance will not arise in the future.

23. ***Our operations are dependent on our new product and process development, thus our inability to introduce new products and processes and respond to changing customer preferences in a timely and effective manner, may have an adverse effect on our business, results of operations and financial condition.***

As of December 31, 2024, we have a dedicated team of 15 employees focused on new product/ process development and maintenance. During the nine-month period ended December 31, 2024, and Fiscals 2024, 2023, and 2022, we have incurred ₹9.35 million, ₹11.22 million, ₹9.31 million, and ₹7.28 million aggregating to 2.89%, 3.33%, 3.91% and 2.62% of the employee benefit expenses incurred during the respective period/ years, on the new product and process development team. Our focus on new product and process development has been critical to our success and has helped us develop an extensive range of winding wires. Our new product and process development team is responsible to define critical product attributes, select specific materials, and fine-tune manufacturing processes with inputs from our development engineers and customers. Our future growth may depend in part on our ability to respond to technological advancement and emerging standards, and practices on a cost-effective and timely basis. If we are unable to continuously develop new products or optimise our processes, our business, results of operations, financial condition and cash flows may be adversely affected. Further, delays in any part of the process, our inability to obtain necessary regulatory approvals for our products or failure of a product to be successful at any stage of its development will result in our inability to timely offer products that satisfy the market, which might allow competing products to emerge during the development and certification process and could adversely affect our business. Delays in introducing new products and enhancements, the failure to choose correctly among technical alternatives or the failure to offer innovative products or enhancements at competitive prices may cause existing and potential customers to purchase our competitors' products. Though we strive to align our solutions with requirements of our customers, there can be no assurance that we will be able to secure the necessary knowledge through our own in-house product development that will allow us to continue to develop our offerings in accordance with the requirements of our customers and industry trends.

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

Our financial statements are presented in Indian Rupees. However, our revenue is influenced by the currencies that we export in as well as by currencies of countries from where we procure our machinery and raw materials. Our foreign currency exposures, exchange rate fluctuations between the Indian Rupee and foreign currencies, especially USD, EURO and SEK, may have an adverse impact on our results of operations, cash flows and financial condition. While we have a foreign exchange risk management policy to identify, assess, monitor and manage foreign exchange risks, we cannot assure you that our measures will adequately protect our business operations, financial conditions, results of operations and cash flows from the full effects of exchange rate fluctuations. Failure to hedge effectively against exchange rate fluctuations may adversely affect our business operations, financial conditions, results of operations and cash flows. While we have not experienced any instance of foreign exchange conversion loss in the nine-month period ended December 31, 2024, or Fiscals 2024, 2023 and 2022, we cannot assure you that such instance will not arise in the future. For details of risks in relation in relation to our export sales, please see "*Risk Factors – We export our products to various countries and our revenue from outside India represented 35.07%, 39.15%, 43.93% and 40.40% of our revenue from operations for the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively. Any adverse events affecting these countries or changes in laws and duties in relation to exports could have an adverse impact on our business, revenue operations, financial condition and cash flows.*" on page 37.

We undertake certain exchange rate hedging activities due to the size of our operations. We enter into hedging forward contracts, and further, we may in the future implement hedging strategies to mitigate these risks. However, these hedging strategies may not eliminate our exposure to foreign exchange rate fluctuations and involve costs and risks of their own, such as ongoing management time and expertise, external costs to implement the strategy and potential accounting implications.

25. ***We have not yet placed orders in relation to the capital expenditure to be incurred for certain of our proposed objects of the Offer. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the requisite equipment in a timely manner, or at all, the same may result in time and cost over-runs.***

We intend to utilize portions of the Net Proceeds for funding capital expenditure requirements for (i) funding the capital expenditure requirements of our Company towards purchasing and setting up of new machinery for expansion at our Supa Facility; (ii) funding the capital expenditure requirements of our Company towards purchasing and setting up of a rooftop solar power plant for power generation at our Supa Facility; and (iii) funding the capital expenditure requirements of our Company towards purchasing and setting up of new machinery at Unit 2 in Chakan, Pune in Maharashtra (collectively, "**Proposed Capital Expenditure**"). While we have procured quotations from various vendors in relation to the capital expenditure to be incurred for the Proposed Capital Expenditure, we have not placed any firm orders for certain of them. For details in respect of the foregoing, see "*Objects of the Offer*" on page 104. Such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. We cannot assure that we will be able to undertake such capital expenditure at the costs indicated by such quotations or that there will not be cost escalations over and above the contingencies proposed to be funded out of the Net Proceeds. The actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes and technological changes. Further, certain items of the Proposed Capital Expenditure, for which our Company has already placed purchase orders, may not be delivered within the expected time, or at all, and may impact the time and cost estimates of our Proposed Capital Expenditure.

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

26. ***Fraud, employee misconduct or similar incidents may adversely affect our results of operations and cash flows.***

Fraud or misconduct by our employees such as leaking of confidential information in relation to our contracts, unauthorized business transaction, bribery, breach of any applicable law or our internal policies could result in regulatory actions and litigation thereby creating an adverse impact on our business, reputation, results of operations, financial condition and cash flows. Although we have controls in place with respect to the handling of such cases, we may be unable to prevent, detect or deter all such instances of misconduct. While there have been no instances in the nine-month period ended December 31, 2024, or Fiscals 2024, 2023 and 2022, of any such fraud or misconduct committed by our employees, we cannot assure you that our employees will not commit any fraud or other misconduct in the future. Further, we may not be able to identify non-compliance and suspicious transactions in a timely manner. Any such misconduct committed against our interests, which may include past acts that have gone undetected or future acts, may have an adverse effect on our business and reputation.

27. ***Some of our manufacturing facilities and our Corporate Office are leased by us. In the event we lose or are unable to renew such leasehold rights, our business, financial condition and results of operations may be adversely affected.***

Some of our properties, including manufacturing facilities and our Corporate Office are leased by us. Our manufacturing facility at Unit 3 located at Chakan, Pune, Maharashtra, is on a leasehold basis for a period of three years with effect from August 2, 2023. For details in relation to the land on which our leased properties are located, see, "*Our Business – Property*" on page 233.

We cannot assure you that we will be able to renew our leases on commercially favourable terms or at all. In the event that we are required to vacate our current premises, we would be required to make alternative arrangements, and we cannot assure that the new arrangements will be on commercially viable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay increased charges, which could have an adverse effect on our business, prospects, results of operations and financial condition. If we are unable to renew these leases or relocate on commercially suitable terms, it may have an adverse effect on our business, results of operation and financial condition. While there has not been any instance of non-renewal of lease or early termination of lease agreements in the past, we cannot assure that we will be able to enter into new or renew our existing arrangements with lessors on terms acceptable to us, which could have an adverse effect on our ability to source materials in a commercially viable and timely manner, if at all, which may impact our business and profitability.

28. ***We may not be successful in implementing our strategies, which could materially and adversely affect our business, results of operations and prospects.***

The success of our business depends greatly on our ability to effectively manage our business and implement our strategies. For details, see section titled "*Our Business – Our Strategies*" on page 215. We will require significant capital investments and cash outlays, which is likely to have a material impact on our results of operations. Our ability to successfully execute these expansion plans will depend on various factors, including, among others:

- the availability, terms and costs of financing;
- the grant of regulatory approvals; and
- general economic conditions in such markets.

To achieve and maintain future growth, we need to, *inter alia*, accurately assess new markets, attract new customers, obtain sufficient financing for our expected capital expenditures, control our input costs, effectively expand, train and manage our employees, maintain sufficient operational and financial controls and make additional capital investments to take advantage of anticipated market conditions. We may not be able to achieve growth in revenues and profits or maintain such rate of growth in the future. Moreover, if we experience extended periods of very rapid growth, we may not be able to manage our growth effectively with available resources. If we are unable to execute our strategies effectively, and in a timely and successful manner, our business, financial condition and profitability will be adversely affected.

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

We possess technical knowledge about our products and manufacturing know-how. The companies in winding wires industry grapple with the diverse pace of innovations in product development. To keep up with innovations and competitions, companies have to continuously update their technology to compete in the market. Our technical knowledge i.e., knowledge of our manufacturing processes and related aspects, is an asset that may not be sufficiently protected by intellectual property rights. As a result, we cannot be certain that our technical knowledge will remain confidential in the long run. Certain technical knowledge may be leaked, either inadvertently or wilfully. Some of our employees have access to confidential processes and product and customer information. Moreover, certain of our employees may leave us and join our various competitors. While the appointment letters issued to our employees typically contain confidentiality clauses, we cannot assure you that we will be able to successfully enforce such provisions. In the event the confidential technical information in respect of our products or business becomes available to third parties or to the general public, any competitive advantage we may have over other companies in the sectors we operate in could be harmed. If a competitor is able to reproduce or otherwise capitalise on our technology, it may be difficult, expensive or impossible for us to obtain necessary legal protection. Any leakage of confidential technical information in the future could have an adverse effect on our business, results of operations, financial condition and future prospects. While we have not encountered any instances confidential information regarding our manufacturing operations, products, or customers being leaked in the nine-month period ended December 31, 2024 or Fiscals 2024, 2023 and 2022, we cannot assure you that such instances will not arise in the future.

30. ***Our ability to access capital at attractive costs depends on our credit ratings. Non-availability of credit ratings or a poor rating may restrict our access to capital and thereby adversely affect our business, financial conditions, cash flows and results of operations.***

The cost and availability of capital depends on our credit ratings. Set out below are our credit ratings received from Care Ratings Limited, in the nine-month period ended December 31, 2024, Fiscals 2024, 2023 and 2022:

Date	Rating	Outlook	Facilities/ Instrument
December 10, 2024	'CARE A-'	Stable	Long Term Bank Facilities
	'CARE A-'	Stable/ CARE A2	Long Term / Short Term Bank Facilities
	'CARE A2'	N.A.	Short Term Bank Facilities
December 18, 2023	'CARE A-'	Stable	Long Term Bank Facilities
	'CARE A-'	Stable/ CARE A2	Long Term / Short Term Bank Facilities
	'CARE A2'	N.A.	Short Term Bank Facilities
	'CARE A2'	N.A.	Short Term Bank Facilities
November 30, 2022	'CARE A-'	Positive	Long Term Bank Facilities
	'CARE A-'	Positive / CARE A2	Long Term / Short Term Bank Facilities
	'CARE A-'	Positive / CARE A2	Long Term / Short Term Bank Facilities
	'CARE A2'	N.A.	Short Term Bank Facilities

An inability to secure future financing on attractive terms or at all may adversely impact our strategic initiatives and our business prospects. Credit ratings reflect the opinion of the rating agency on our management, track record, diversified clientele, increase in scale and operations and margins, medium term revenue visibility and operating cycle.

While our rating outlook has been revised from 'positive' to 'stable' in our latest ratings obtained on December 10, 2024, we have not experienced downgrading in our credit ratings received in the last nine-month period ended December 31, 2024 or Fiscals 2024, 2023 and 2022, any downgrade in our credit ratings or our inability to obtain such credit rating in a timely manner or any non-availability of credit ratings, or poor ratings, could increase borrowing costs, will give the right to our lenders to review the facilities availed by us under our financing arrangements and adversely affect our access to capital and debt markets, which could in turn adversely affect our interest margins, our business, results of operations, financial condition and cash flows.

31. ***Our Company has availed unsecured loans from financial institutions which may be recalled on demand.***

As of December 31, 2024, our Company has outstanding unsecured loans amounting to ₹ 117.74 million as unsecured loans for our working capital requirements from financial institutions which is repayable on demand to the relevant lenders. These loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. In such cases, our Company may be required to repay the entirety of the unsecured loans together with accrued interest. Our Company may not be able to generate sufficient funds at short notice to be able to repay such loans and may resort to refinancing such loans at a higher rate of interest and on terms not favorable to it. If we are unable to arrange for any such financing arrangements, we may not have adequate working capital to carry out the operations or complete our ongoing operations. Failure to repay unsecured loans in a timely manner may have a material adverse effect on our business, cash flows and financial condition. For further details of unsecured loans of our Company, see, "*Restated Financial Statement*" on page 279.

32. ***We are unable to trace some of our historical corporate records including in relation to certain allotments made by our Company. Further, certain corporate records have errors, and certain corporate filings have been made with delays. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to these matters, which may impact our financial condition and reputation.***

Certain of our Company's corporate records are not traceable as the relevant information was not available in the records maintained by our Company or on the online portal of the Ministry of Corporate Affairs ("**MCA Portal**") or in the physical records available at the Registrar of Companies. For instance, we are unable to trace the following:

(i) Annual returns filed by the Company beginning from the Fiscal 1980 until the Fiscal 2003, except for the Fiscals ended March 31, 1983, and March 31, 1988;

(ii) Financial statements, (a) between the Fiscal 1980 until March 31, 1985, (b) between the Fiscal 1986 until March 31, 2005, and (c) between the Fiscals 2011 and 2014;

(iii) Form 1, Form 1A and Form 18 along with corresponding RoC challans for incorporation of the Company dated July 30, 1979, application for reservation of name, and intimation of registered office respectively;

(iv) Form 23, Forms 1A and 1B along with corresponding RoC challans for change of name of the Company from "*Bhandary Metal Extrusion Private Limited*" to "*KSH International Private Limited*" dated July 4, 1996;

(v) Form 32 along with corresponding challan for regularization as director in relation to Rajesh Kushal Hegde dated September 26, 1996;

(vi) Form 32 along with corresponding RoC challan for appointment as additional director in relation to Rohit Kushal Hegde dated November 1, 2000;

(vii) Form 32 along with the corresponding RoC challan for regularisation as director in relation to Rohit Kushal Hegde dated September 21, 2000;

(viii) Copies or counter folios of share certificates issued to the shareholders; and

(ix) Share transfer forms for all secondary transactions of equity shares, including the following transfers involving the Promoter Selling Shareholders:

S. No.	Date	Details	Nature of document
1.	1979-1980	Initial subscription to the MoA and further issue	The financial statements of FY 1980 and FY 1981.
2.	September 30, 1981	Secondary transfer of equity shares	Form 7B for transfer of shares to Kushal Hegde from DM Shetty and Gopal BO.
3.	August 6, 1982	Secondary transfer of equity shares	Form 7B for transfer of shares to Kushal Hegde from Karunakar Bhandary and SA Shetty.
4.	December 9, 1983	Secondary transfer of equity shares	Form 7B for transfer of shares to Kushal Hegde from Jayaram Shetty.
5.	March 28, 1987	Secondary transfer of equity shares	Form 7B for transfer of shares by Kushal Hegde to Karunakar Hegde.
6.	February 25, 1993	Further issue of equity shares	Challan for the Form 2 in relation to the said allotment
7.	September 7, 1998	Secondary transfer of equity shares	Form 7B for transfer of shares to Karunakar Hegde HUF from Karunakar Hegde.
8.	September 7, 1998	Secondary transfer of equity shares	Form 7B for transfer of shares to Rajesh Kushal Hegde from Narayana B. Shetty
9.	December 28, 1998	Secondary transfer of equity shares	Form 7B for transfer of shares to Kushal Hegde from Shubhkamal Leasing and Investment Private Limited
10.	December 28, 1998	Secondary transfer of equity shares	Form 7B for transfer of shares to Rohit Hegde from Karunakar Hegde HUF.
11.	December 28, 1998	Secondary transfer of equity shares	Form 7B for transfer of shares to Rajesh Kushal Hegde from Shubhkamal Leasing and Investment Private Limited
12.	November 29, 2001	Secondary transfer of equity shares	Form 7B for transfer of shares to Rajesh Hegde by Vijay Hegde.
13.	November 29, 2001	Secondary transfer of equity shares	Form 7B for transfer of shares to Rohit Hegde by Vijay Hegde.
14.	April 20, 2002	Secondary transfer of equity shares	Form 7B for transfer of shares by Kushal Hegde to Rajesh Hegde and Rohit Hegde.
15.	1979-1980	Initial subscription to the MoA and further issue	The financial statements of FY 1980 and FY 1981.

16.	February 20, 2015	Conversion of unsecured loan	Valuation report of an independent chartered accountant for conversion of loan into equity shares.
17.	March 29, 2016	Secondary transfer of equity shares	Form SH- 4 for transfer of shares by Kushal Hegde, Rajesh Hegde and Rohit Hegde to Pushpa Hegde.
18.	1979- 2016		Copy or counter folios of share certificates issued to the shareholders.

For further details, see "*Capital Structure – Details of Shareholding of our Promoters and members of the Promoter Group in our Company*" and "*Capital Structure -Equity share capital history of our Company*" on pages 90 and 84, respectively.

We have been unable to trace these documents despite commissioning a detailed search at the Registrar of Companies, through an independent practicing company secretary, Kanj and Co LLP ("**Practicing Company Secretary**"), to trace records and filings available with Registrar of Companies and reliance has been placed on the certificate dated May 21, 2025, issued by the Practicing Company Secretary. We have also intimated the Registrar of Companies by way of our letter dated May 21, 2025, regarding the missing corporate records.

In addition, 1,000, equity shares of face value of ₹100 each allotted to Karunakar N. Bhandary, 500 equity shares of face value of ₹100 each allotted to Kushal Subbayya Hegde, Narayna B. Shetty and Jayaram N. Shetty, respectively, pursuant to the initial subscription to the MoA dated June 29, 1979, were subsequently taken on record by the Board by way of a resolution dated August 25, 1979. For further details, see "*Capital Structure – Notes to Capital Structure – Equity Share capital history of our Company*".

Further, some of our form filings made with the RoC have been delayed in the nine-month period ended December 31, 2024, and Fiscals 2024, 2023 and 2022. We have made such filings subsequent to the statutory period with a late filing fee. We cannot assure you that our future filings shall be made within the time permitted under the applicable laws, and that any legal proceedings or regulatory actions will be initiated against our Company in the future.

Although no regulatory action/ litigation is pending against us in relation to (i) untraceable secretarial and other corporate records and documents, (ii) errors in our corporate filings, and (iii) delays in our corporate filings, we cannot assure you that we will not be subject to penalties imposed by regulatory authorities in this respect.

33. ***We depend on our Individual Promoters, Senior Management, Key Management Personnel and qualified and skilled personnel with technical expertise, and if we are unable to recruit and retain senior management, qualified and skilled personnel, our business and our ability to operate or grow our business maybe adversely affected.***

We are led by our Individual Promoters Kushal Subbayya Hegde, Pushpa Kushal Hegde, Rajesh Kushal Hegde, Rohit Kushal Hegde and Rakhi Girija Shetty. For further details, see "*Our Management*" and "*Our Promoter and Promoter Group*" on pages 247 and 267, respectively.

Our future performance would depend on the continued service of our Individual Promoters, Senior Management, Key Managerial Personnel, qualified and skilled personnel with technical expertise, and the loss of any senior employee and the inability to find an adequate replacement may impair our relationship with key customers and our level of technical expertise, which may adversely affect our business, cash flows, financial condition, results of operations and prospects. Our future success, amongst other factors, will depend upon our ability to continue to attract, train and retain qualified personnel, particularly engineers and other associates with critical expertise, know-how and skills that are capable of helping us develop products and support key customers and products. We may therefore need to increase compensation and other benefits in order to attract and retain personnel in the future, which may adversely affect our business, financial conditions, cash flows and results of operations.

As on date, our Company does not have a business succession policy in place, and there can be no assurance that we will be able to effectively formulate or implement appropriate succession plans in the future. Any loss of members of our senior management team or key managerial personnel could significantly delay or prevent the achievement of our business objectives, affect our succession planning and could harm our business and customer relationships. While there have not been any instances of where we have not been able to effectively replace our members of senior management, or loss of key managerial personnel in the nine-month period ended December 31, 2024, and the Fiscals 2024, 2023 and 2022, we cannot assure you that we would be effectively able to replace any loss of members of our senior management team or key managerial personnels in the future.

The market for qualified professionals is competitive and we may not continue to be successful in our efforts to attract and retain qualified people. The specialized skills we require in our industry are difficult and time-consuming to acquire and, as a result, are in short supply. Our inability to hire, train and retain a sufficient number of qualified personnel could delay our ability to bring new products to the market and impair the success of our operations. We may also be required to increase our levels of employee compensation and benefits more rapidly than in the past to remain competitive in attracting skilled personnel. This could have an adverse effect on our business, financial conditions, cash flows and results of operations.

The following table sets forth the attrition rate for KMPs, SMs and other employees, respectively, in the period/ Fiscals indicated:

Particulars	Nine-month period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Cumulative attrition rate of KMPs and SMs	0%	9.09%	0%	10.00%

Particulars	Nine-month period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Employee attrition rate (excluding KMPs/ SMs)	12.66%	12.10%	18.00%	11.64%

For further details regarding the employees, see "*Our Business – Human Resources*" on page 232.

Competition for individuals with specialized knowledge and experience is intense in our industry. Further, as we expect to continue to expand our operations and develop new products, we will need to continue to attract and retain experienced management personnel. If we are unable to retain or attract such members or are unable to locate suitable or qualified replacements, our results of operations may be adversely affected. For details of changes in our key management personnel, please see "*Our Management*" on page 247.

An increase in employee attrition rates may result in an increase in recruitment and training costs for new hires, a decline in productivity and efficiency and loss of knowledge, skill and expertise. We cannot provide assurance that we will be able to grow our workforce in a manner consistent with our growth objectives, which may adversely affect our business, results of operations, cash flows and financial condition.

34. ***We currently avail benefits under certain Government incentive schemes. Cancellation or our inability to meet the conditions under such schemes may result in adversely affect our business operations, cash flows, results of operations and financial condition.***

During the nine-month period ended December 31, 2024, and preceding three Fiscals, our Company has availed certain incentives such as Merchandise Exports from India Scheme ("**MEIS**") and Remission of Duties or Taxes on Export of Products Scheme ("**RoDTEP**"). The table below sets forth details relating to government incentive schemes:

Nine-month period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
Government Incentive schemes (₹in million)	Percentage of Revenue from Operations (%)	Government Incentive schemes (₹in million)	Percentage of Revenue from Operations (%)	Government Incentive schemes (₹in million)	Percentage of Revenue from Operations (%)	Government Incentive schemes (₹in million)	Percentage of Revenue from Operations (%)
22.76	0.16%	0	0%	0.75	0.01%	0	0%

In relation to our upcoming projects, including in relation to, setting up of our Supa Facility, we expect to receive incentives from the Maharashtra State Government under the Maharashtra Industrial Policy, 2019 ("**MIP**"), which aims to incentivise the companies for setting up and/ or expanding existing facilities primarily based on certain revenue parameters. Key incentive under the MIP includes tax benefits of 50% of gross state GST for local sales made within Maharashtra, and customized benefits to mega and ultra mega units on a case-to-case basis.

Our profitability will be affected to the extent that such benefits will not be available beyond the periods currently contemplated. Our profitability may be further affected in the future if any of such benefits are reduced or withdrawn prematurely or if we are subject to any dispute with the tax authorities in relation to these benefits or in the event we are unable to comply with the conditions required to be complied with in order to avail ourselves of each of these benefits. For instance, the Government of India through Ministry of Commerce and Industry, Department of Commerce, Directorate General of Foreign Trade had issued a notification dated March 20, 2025 bearing reference number 66/2024-25, pursuant to which the support under the RoDTEP scheme has been retrospectively discontinued with effect from February 5, 2025 for certain categories of beneficiaries which also includes our Company. Further, our inability to meet the conditions as prescribed under such schemes would make our Company less competitive against its competitors who have been availing this scheme by complying all conditions.

35. ***We may be unable to adequately protect intellectual property that we use and may be subject to risks of infringement claims.***

We rely on our trademarks to protect our intellectual property, which is critical to our business. The protection of our intellectual property rights may require the expenditure of financial, managerial and operational resources. We rely on a combination of laws and regulations, confidentiality of information and contractual restrictions to protect our intellectual property. Despite our efforts to protect and enforce our proprietary rights, unauthorized parties have used, and may in the future use, our trademarks or similar trademarks, copy aspects of our website images, features, compilation and functionality or obtain and use information that we consider as proprietary, such as trade secrets.

Our trademark "KSH" is also used by 18 other entities, including, (i) Waterloo Motors Private Limited; (ii) KSH Project Management Services Private Limited; (iii) KSH Infra Park 5 Private Limited; (iv) KSH Infra Park VI Private Limited; (v) KSH Distriparks Private Limited; (vi) KSH Integrated Logistics Private Limited; (vii) Kushal Motors and Electricals Private Limited; (viii) Waterloo Industrial Park I Private Limited; (ix) Waterloo Industrial Park II Private Limited; (x) Waterloo Industrial Park III Private Limited; (xi) Waterloo Industrial Park IV Private Limited; (xii) Waterloo Industrial Park V Private Limited; (xiii) Waterloo Industrial Park VII Private Limited; (xiv) Waterloo Industrial Park VIII Private Limited; (xv) Waterloo Industrial Park IX Private Limited; (xvi) Waterloo Industrial Park IX B Private Limited; (xvii) Waterloo Industrial Park IX A Private Limited; and (xviii) KSH Infra Park IV Private Limited ("**Group Entities**"). We have entered into consent and waiver letters each dated May 22, 2025, respectively with the Group Entities for entering into a detailed arrangement on usage of the brand "KSH". As of date of this Draft Red Herring Prospectus, we have permitted the Group Entities. to use the "KSH" trademark without any payment. We cannot assure you that any waiver of consideration for using the "KSH" trademark would not have any adverse effect on our financial condition.

Further, we do not hold any patents over our product formulae and have not made any applications in this respect. We may therefore not be able to prevent our competitors from developing, using or commercializing products that are functionally equivalent or similar to our products. This may lead to reduction in sales of some of our products.

Additionally, the process of obtaining intellectual property protection is expensive and time-consuming, and the amount of compensation for damages can be limited. Even if issued, trademarks may not adequately protect our intellectual property, as the legal standards relating to the validity, enforceability and scope of protection of trademark and other intellectual property rights are applied on a case-by-case basis and it is generally difficult to predict the results of any litigation relating to such matters. Any litigation, whether or not it is resolved in our favour, could result in significant expense to us and divert the efforts of our technical and management personnel, which may adversely affect our business, financial condition, cash flows and results of operations. While there have not been any instances of infringement of our intellectual property rights which have come to our knowledge in the nine-month period ended December 31, 2024 or Fiscals 2024, 2023 and 2022, we cannot assure you that such instances shall not occur in the future.

36. ***Our insurance coverage may not be sufficient or adequate to protect us against all material hazards, which may adversely affect our business, results of operations, financial condition and cash flows***

Our operations are subject to various risks inherent in the manufacturing industry including defects, liability for product and/or property damage, malfunctions and failures of manufacturing equipment, fire, riots, strikes, explosions, loss-in-transit for our products, accidents, personal injury or death, environmental pollution and natural disasters. We maintain ongoing insurance policies in order to manage the risk of losses from potentially harmful events, including: (i) marine open inland transit insurance; (ii) marine open export transit insurance (iii) standard fire and special perils policy; (iv) industrial all risk policy; (v) public liability industrial policy; and (vi) money insurance policy; (vii) group health insurance policy and (viii) burglary first loss policy. For further details of the insurance policies availed by our Company, see "*Our Business – Insurance*" on page 232. Our insurance may not be adequate to completely cover any or all of our risks and liabilities. Further, there is no assurance that the insurance premiums payable by us will be commercially viable or justifiable. Accordingly, our inability to maintain adequate insurance cover in connection with our business could adversely affect our operations and profitability.

The following table sets forth our insurance cover in absolute amount and as a percentage of net assets as of the dates indicated:

Period	Book value of assets (in ₹ million)	Insurance Coverage** (in ₹ million)	Average Percentage of insurance coverage to net value of assets (in %)
As on nine months ended December 31, 2024	3,165.62	4,690.24	148.16%
As on financial year ended March 31, 2024	2,325.62	3,347.40	143.94%
As on financial year ended March 31, 2023	1,960.55	2,486.51	126.83%
As on financial year ended March 31, 2022	1,786.10	1,984.96	111.13%

* *Assets represents Fixed Assets including Capital Work in Progress and Inventory and excluding Freehold Land and Leasehold Land, Intangibles, Investments, Cash and Bank Balances, other Bank Balances and Advances and Other Assets.*

** *Insurance policies does not include Marine Insurance, Transit Insurance and Burglary Policies.*

We cannot assure you that, in the future, any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. Further, an insurance claim once made could lead to an increase in our insurance premium, result in higher deductibles and also require us to spend towards addressing certain covenants specified by the insurance companies. Our Company has not made any insurance claims in the nine-month period ended December 31, 2024, and Fiscal 2024, 2023, and 2022. However, our Company has recently made one insurance claim aggregating to ₹2.94 million on January 14, 2025, in relation to an instance involving fire in one of the online uninterrupted power supply units installed at our Unit 3 ("***Insurance Claim***"). The Insurance Claim was rejected by the insurer and our Company had borne the entire loss. To the extent that we suffer loss or damage as a result of events for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or the amount received pursuant to an insurance claim, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected.

37. ***We have certain contingent liabilities that have not been provided for in our financial statements, which if they materialise, may adversely affect our financial condition.***

As at December 31, 2024, our contingent liabilities as per Ind AS 37 –provisions, contingent liabilities and contingent assets, that have not been provided for are as set out in the table below:

(₹in million)

Particulars	Amount as at December 31, 2024
Income tax demands under income tax appeal [1]	0.03
Tax deducted at source demands under Income Tax Act [2]	0.52
Open bank guarantees outstanding	34.92
Total	**35.47**

1. A.Y. 2018-19 - The Income Tax Department has raised a demand of ₹0.03 million (out of which ₹6,030 has been deposited under protest) towards certain disallowances. The Company has filed an appeal against said order with CIT(A). Subsequent to the balance sheet date, the appeal was concluded in favor of the company.

2. Intimation with demand received for defaults and PAN errors identified in the regular statements filed for Q4 Fiscal 2024 for form 24Q and processed by ITD under section 200A/ 206CB.

Our contingent liabilities may materialise and become actual liabilities. In such case, our business, financial condition, cash flows and results of operations may be adversely affected. For further information, please refer chapter titled "*Restated Financial Statements – Note 28 of Annexure V*" on page 320.

38. ***Certain sections of this Draft Red Herring Prospectus contain information from the CARE Report which has been commissioned by us and any reliance on such information for making an investment decision in this Offer is subject to inherent risks.***

Certain sections of this Draft Red Herring Prospectus include information based on, or derived from, the CARE Report or extracts of the CARE Report prepared by Care Analytics and Advisory Private Limited ("**CareEdge Research**"). All such information in this Draft Red Herring Prospectus indicates the CARE Report as its source.

The CARE Report is commissioned and paid for by our Company pursuant to an engagement letter dated December 2, 2024, for the purpose of confirming our understanding of the industry in connection with this Offer. While CareEdge Research is not related to our Company, our Promoters or our Directors, our Company has subscribed to and paid for certain research and reports from CareEdge Research business process services division.

Industry sources and publications are prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Further, the CARE Report is not a recommendation to invest / disinvest in any company covered in the CARE Report. Accordingly, prospective investors should not place undue reliance on or base their investment decision solely on this information.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in this Offer pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the CARE Report. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the CARE Report before making any investment decision regarding this Offer. See "*Industry Overview*" on page 131. For the disclaimer associated with the CARE Report, see "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data*" on page 17.

39. ***Our Promoters and certain of our Directors and are interested in our Company in addition to their remuneration and reimbursement of expenses.***

Our Promoters and certain of our Directors have interests in us other than the reimbursement of expenses incurred and normal remuneration and benefits. They are interested in us to the extent of Equity Shares held by them, and their relatives in our Company or held by the entities in which they are associated as directors, promoters, proprietors, members, trustees or partners, 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 the Offer and any dividend and other distributions payable in respect of such Equity Shares. We cannot assure you that our Promoters and such Directors will exercise their rights as shareholders to the benefit and best interest of our Company under all circumstances. For further details in relation to the interest of our Promoters and Directors, see "*Summary of the Offer Document – Summary of related party transactions*" and "*Related Party Transactions*" on "Our *Promoters and Promoter Group –Interests of our Promoters"*, *"Our Management –Interest of Directors*" on pages 26, 352, 274 and 254, respectively.

We cannot assure you that any Director who may be interested in the future, would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, such Director in the future 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, and our other Shareholders may be unable to affect the outcome of such voting. Such interested Director in the future may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that such interested Director in the future will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects.

40. ***We have entered into, and will continue to enter into, related party transactions that may involve conflicts of interest.***

We have in the past entered into transactions with several related parties. For details regarding our related party transactions for the Fiscals 2024, 2023, 2022 and for the nine-month period ended December 31, 2024, see "*Summary of the Offer Document – Summary of related party transactions*" and "*Related Party Transactions*" on pages 26 and 352, respectively. While we believe that all such related party transactions that we have entered into have been conducted in accordance with applicable laws, we cannot assure you these arrangements or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations, cash flows and prospects. Although all related-party transactions that we may enter into will be subject to Audit Committee, Board or shareholder approval, as may be required under the Companies Act, 2013 and the SEBI Listing Regulations and the circulars issued by the SEBI in this regard, we cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations or that our Company could not have undertaken such transactions on more favorable terms with any unrelated parties. We cannot assure you that any dispute that may arise between us and related parties will be resolved in our favour.

41. ***Our Promoters and members of our Promoter Group will continue to hold a significant equity stake in our Company after the Offer and their interests may differ from those of the other shareholders.***

As on the date of this Draft Red Herring Prospectus, our Promoters and members of the Promoter Group collectively hold 100% of the paid-up equity share capital of our Company. For further information on their shareholding pre and post-Offer, see "*Capital Structure*" on page 83. After the completion of the Offer, our Promoters along with the members of Promoter Group will continue to collectively hold majority of the shareholding in our Company and will continue to exercise significant influence over our business policies and affairs and all matters requiring Shareholders' approval, including the composition of our Board, the adoption of amendments to our certificate of incorporation, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditure or any other matter requiring special resolution. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these stockholders. The interests of our Promoters and the members of the Promoter Group could conflict with our interests or the interests of our other shareholders. We cannot assure you that the Promoters or the members of the Promoter Group will act to resolve any conflict of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business. For further information in relation to the interests of our Promoters in the Company, see "*Our Promoters and Promoter Group*" and "*Our Management*" on pages 267 and 247, respectively.

42. ***Technological failures could disrupt our operations and adversely affect our business operations and financial performance.***

Our IT systems are vital to our business and we have adopted IT policies to assist us in our operations. The key functions of our IT team include establishing and maintaining enterprise information systems and infrastructure services to support our business requirements, maintaining secure enterprise operations through, among others, risk assessment and incident management policies. We have implemented security measures intended to prevent unauthorized access to our information technology system, such measures may not detect or prevent all attempts to compromise our systems, including viruses, malicious software, break-ins, phishing attacks, security breaches or other attacks and similar disruptions that may jeopardize the security of information stored in. Breaches of our cybersecurity measures could result in unauthorized access to our systems, misappropriation of information or data, deletion or modification of users information, or a denial of service or other interruption to our business operations. If our security and information systems are compromised as a result of data corruption or loss, cyberattack or a network security incident or our employees, and this information is obtained by unauthorised persons or used inappropriately, it could subject us to litigation and government enforcement actions, damage our reputation, cause us to incur substantial costs, liabilities and penalties and/or result in a loss of customer confidence, any and all of which could adversely affect our business, financial condition and results of operations. Additionally, we have entered into an agreement for combined cloud services dated December 20, 2021, with a vendor ("**Cloud Services Vendor**") to streamline our record keeping and track our business operations. Any disruptions of services at Cloud Services Vendor's end, shall be beyond our control and may adversely affect our business, financial condition and results of operations. While we have not experienced any instances of security breaches in the nine-month period ended December 31, 2024 or Fiscals 2024, 2023 and 2022, we cannot assure you that such instance will not arise in the future. Further, while we have adopted a disaster recovery policy to mitigate disruptions caused due to technological failures, we cannot assure you that such policy will effectively mitigate the adverse effects caused due to technological failures.

43. ***Any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company.***

1. We propose to utilize the Net Proceeds towards (i) Prepayment and/or repayment, in full or in part, of all or a portion of certain outstanding borrowings availed by our Company; (ii) Funding the capital expenditure requirements of our Company towards (b) purchasing and setting up of new machinery for expansion at our Supa Facility; and (b) purchasing and setting up of new machinery at Unit 2 in Chakan, Pune in Maharashtra; (iii) Funding the capital expenditure requirements of our Company towards purchasing and setting up of a rooftop solar power plant for power generation at our Supa Facility; and (iv) general corporate purposes. For further details of the proposed objects of the Offer, see "*Objects of the Offer*" on page 104. Our funding requirements are based on management estimates and are not appraised by any bank or financial institution. The deployment of the Net Proceeds will be at the discretion of our Board. However, the deployment of the Gross Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. Further, we cannot determine with any certainty if we would require the Net Proceeds to meet another expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, we cannot undertake variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus without obtaining the approval of the Shareholders through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the Shareholders in a timely manner, or at all. Any delay or inability in obtaining such approval of the Shareholders may adversely affect our business or operations. Further, our Promoters would be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Offer, at a price and manner as prescribed by SEBI.

Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders of our Company may deter our Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that our Promoters of our Company if applicable, will have adequate resources at their disposal at all times to enable them to provide an exit opportunity. In light of these factors, we may not be able to vary the objects of the Offer to use any unutilized proceeds of the Fresh Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business, financial conditions, cash flows and results of operations.

44. ***We may be susceptible to liabilities arising from violation of applicable anti-bribery and anti-corruption laws.***

We are subject to anti-corruption and anti-bribery laws that prohibit improper payments or offers of improper payments to governments and their officials and political parties for the purpose of obtaining or retaining business or securing an improper advantage and require the maintenance of internal controls to prevent such payments. Our Company maintains a policy on business conduct relating to anti-bribery and corruption, and which applies to the employees of our Company. Notwithstanding this, our employees might take actions that could expose us to liability under anti-bribery laws. In certain circumstances, we may be held liable for actions taken by our partners and agents, even though they are not always subject to our control. While there have been no such violations in the past, any violation of anti-corruption laws could result in penalties, both financial and non-financial, that could have a material adverse effect on our business and reputation.

45. ***Our ability to pay dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.***

We have not declared and paid dividend in the previous three Fiscals. For details, see section titled "*Dividend Policy*" on page 278. However, the amount of our future dividend payments, if any, will depend on our future earnings, cash flows, financial condition, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that we will pay dividends. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. Additionally, in the future, we may be restricted by the terms of our financing agreements in making dividend payments unless otherwise agreed with our lenders.

46. ***The disclosures related to the educational qualifications of certain of our Promoters in this Draft Red Herring Prospectus are based on declarations, affidavits, and undertakings furnished by them.***

Our Promoter, Chairman and Executive Director, Kushal Subbayya Hegde, and our Promoter, Pushpa Hegde have been unable to trace copies of certain documents pertaining to their educational qualifications. While they have taken the requisite steps to obtain the relevant supporting documentation, they have been unsuccessful in procuring the relevant supporting documentation. Accordingly, we have placed reliance on affidavits furnished by them to disclose the details of their educational qualifications in this Draft Red Herring Prospectus and we have not been able to independently verify these details in the absence of primary documentary evidence. Further, there can be no assurances that they will be able to trace the relevant documents pertaining to their educational qualifications in the future, or at all. Therefore, we cannot assure you that all or any of the information relating to his educational qualification included in "*Our Management*" on page 247 is complete, true and accurate.

47. ***We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Offer. 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 Offer. 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 Offer or any shortfall in the Offer 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 Offer*" on page 104 of this Draft Red herring Prospectus.

48. ***A portion of the Net Proceeds may be utilised for repayment or prepayment of certain loan facilities availed by our Company.***

We propose to repay or pre-pay certain loan facilities availed by our Company from Bank from the Net Proceeds. For details, see "*Objects of the Offer*" on page 104.

The loan facilities to be prepaid or repaid will be selected based on a range of various factors, including (i) any conditions attached to the loan facilities restricting our ability to repay or prepay the loan facilities and time taken to fulfil such requirements, (ii) levy of any prepayment penalties and the quantum thereof, (iii) receipt of consents for prepayment, (iv) provisions of any laws, rules and regulations governing such loan facilities, and (v) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan.

While a voluntary prepayment or scheduled re-payment of a portion of certain outstanding loan facilities will help reduce our outstanding indebtedness and debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion, the repayment/ pre-payment will not result in the creation of any tangible assets for our Company.

49. ***Our Company will not receive any proceeds from the Offer for Sale. Our Promoter Selling Shareholders will receive the proceeds from the Offer for Sale.***

The Offer comprises of a Fresh Issue and an Offer for Sale by the Promoter Selling Shareholders. Our Promoter Selling Shareholders shall be entitled to the entire proceeds from the Offer for Sale (net of their respective portion of the Offer-related expenses) and we will not receive any proceeds from the Offer for Sale. For further information, see "*The Offer*" and "*Objects of the Offer*" on pages 68 and 104, respectively.

EXTERNAL RISKS

50. ***Changing laws, rules and regulations and legal uncertainties in the markets in which we operate may adversely affect our business operations, financial condition, cash flows and results of operations.***

The regulatory and policy environment in which we operate is evolving and is subject to change. The Governments of India and any other region we may expand into may implement new laws or other regulations and policies that could affect wire and cables industries in general, which could lead to new compliance requirements, including requiring us to obtain governmental approvals and licenses or impose onerous requirements.

For example, the Digital Personal Data Protection Act, 2023 ("**DPDP Act**") which has received the assent of the President on August 11, 2023, provides for personal data protection and privacy of individuals, regulates cross border data transfer, and provides several exemptions for personal data processing by the Government. It provides for and imposes restrictions and obligations on data fiduciaries resulting from dealing with personal data and further, provides for levy of penalties for breach of obligations prescribed under the DPDP Act. Compliance with the DPDP Act may increase operational costs for implementing data security measures, and any failure to adhere to these requirements could result in substantial penalties, affecting our business reputation and financial position. Additionally, the interpretation and application of laws, standards, contractual obligations and other obligations relating to privacy and data protection are uncertain. The Ministry of Electronics and Information Technology ("**MEITY**") on January 3, 2025, released the draft Digital Personal Data Protection Rules, 2025 ("**draft DPDP Rules**") which seek to operationalize DPDP Act. As per these rules, the data fiduciaries must provide clear and accessible information about how personal data is processed, enabling informed consent. The draft DPDP Rules also address the restrictions and handling of data, reporting of personal data breaches and cross-border data transfers among other specifications. These laws, standards, and contractual and other obligations maybe interpreted and applied in a manner that is, or is alleged to be, inconsistent with our data management practices, our policies or procedures, or the features of our offerings. We may be unable to make such changes and modifications in a commercially reasonable manner or at all, and our ability to develop new offerings and features could be limited. Further, the costs of compliance with, and other burdens imposed by, the laws, regulations, and policies that are applicable to the businesses of our clients may limit the use and adoption of, and reduce the overall demand for, our offerings. Any inability to adequately address privacy, data protection or security-related concerns, even if unfounded, or to successfully negotiate privacy, data protection or security-related contractual terms with clients, or to comply with applicable laws, regulations and other obligations relating to privacy, data protection, and security, could result in additional cost and liability to us, damage our reputation and adversely affect our business. Privacy and personal security concerns, whether valid or not valid, may inhibit market adoption of our offerings, particularly in certain industries and foreign countries.

In addition, the Government of India has introduced (a) the Wages Code; (b) the Code on Social Security, 2020 ("**Social Security Code**"); (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 (collectively, the "**Labour Codes**") which consolidate, subsume and replace numerous existing central labour legislations. The Government of India 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 notified in its entirety, 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. We are yet to determine the impact of all or some of such laws on our business and operations which may restrict our ability to grow our business in the future. For example, the Social Security Code aims to provide uniformity in providing social security benefits to the employees which was earlier segregated under different acts and had different applicability and coverage. Furthermore, the Wages Code limits the amounts that may be excluded from being accounted toward employment benefits (such as gratuity and maternity benefits) to a maximum of 50.00% of the wages payable to employees. The implementation of such laws could increase our employee and labour costs, thereby adversely impacting our results of operations, cash flows, business and financial performance.

Further, on July 1, 2024, the Government implemented The Bharatiya Nyaya Sanhita, 2023, Bharatiya Nagrik Suraksha Sanhita, 2023 and Bhartiya Sakshya Adhiniyam, 2023, which have replaced the Indian Penal Code, 1860, Code of Criminal Procedure, 1973 and the Indian Evidence Act, 1872, respectively. 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 applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body of administrative or judicial precedents 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. While we have not experienced any material impact due to changing laws or regulations over the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, there is no assurance that such incidents will not occur in the future.

51. ***Challenging economic conditions in India and globally could materially and adversely affect our business, financial condition, results of operations, and prospects.***

Our business results depend on a number of general macroeconomic factors in the markets in which we operate which are beyond our control. In particular, our revenue and profitability are strongly correlated to consumer discretionary spending. Other factors that may adversely affect the Indian and global economy, and hence our results of operations and the market for our Equity Shares, include:

- 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, resulting in an adverse effect on economic conditions in India and globally and scarcity of financing for our expansions;
- prevailing income conditions among consumers and corporations in India and globally;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India and other countries' tax, trade, fiscal or monetary policies; and
- political instability, civil unrest, social or ethnic instability, terrorism, military conflict and other acts of violence or war in India or in countries in the region or globally, including in India's various neighbouring countries.

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

52. ***We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could adversely affect our business and activities.***

The Competition Act prohibits any anti-competition agreement or arrangement, understanding or action in concert between enterprises, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition in India. Any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services in any manner by way of allocation of geographical area, type of goods or services or number of consumers in the relevant market or in any other similar way or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition.

The Competition Act also prohibits abuse of a dominant position by any enterprise. The combination regulation (merger control) provisions under the Competition Act require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the Competition Commission of India ("**CCI**"). Any breach of the provisions of Competition Act, may attract substantial monetary penalties. With effect from April 11, 2023, the Government of India has enacted the Competition (Amendment) Act, 2023 ("**Competition Amendment Act**"). Pursuant to the Competition Amendment Act, several amendments have been made to the Competition Act, including introduction of deal value thresholds for assessing whether a merger or acquisition qualifies as a "combination", expedited merger review timelines, codification of the lowest standard of "control" and enhanced penalties for providing false information or a failure to provide material information. Additionally, the Competition Commission of India (Lesser Penalty) Regulations, 2024 were also notified on February 20, 2024. Subsequently, the Competition Commission of India, on March 6, 2024, notified the: (i) CCI (Commitment) Regulations, 2024; (ii) CCI (Settlement) Regulations, 2024; and (iii) CCI (Determination of Turnover or Income) Regulations, 2024. With effect from September 19, 2024, the Ministry of Corporate Affairs has issued Notification No. S.O. 4031(E) announcing that clause (f) of section 19of the Competition Amendment Act has come into effect, which amends Section 26 of the Competition Act by addition of sub-section (9) that allows CCI to either close an investigation or pass an order under Section 27 upon completing its inquiry, provided that, prior to issuance of the final order, the CCI issues a show cause notice to the parties concerned detailing the allegations against such parties. The Competition Act aims to, among other things, prohibit all agreements and transactions, which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. We are not currently party to any outstanding proceedings, nor have we ever received any notice in relation to non-compliance with the Competition Act. The applicability or interpretation of the Competition Act to any merger, amalgamation or acquisition proposed by us, or any enforcement proceedings initiated by the CCI in future, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI may affect our business, financial condition and results of operations.

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

Natural disasters, epidemics, pandemics, acts of war, terrorist attacks and other geopolitical events such as the Russia-Ukraine war or the India-Pakistan unrest, many of which are beyond our control, may lead to economic instability, including in India or globally, and may adversely affect our business, financial condition, cash flows and results of operations.

Fires, natural disasters and/ or severe weather can result in damage to our property, generally reduce our productivity, require us to evacuate personnel and suspend operations, or lead to a sharp decline in passenger volumes and changes in customer preferences (such as driving instead of flying or taking trains). Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India could also have a negative effect on us. Such incidents could create a greater perception that investment in companies with operations in India involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares.

54. ***Significant differences exist between Indian accounting standard ("Ind AS") and other accounting principles, such as international financial reporting standards ("IFRS") and United States generally accepted accounting principles ("U.S. GAAP"), which may be material to investors' assessments of our financial condition.***

For the purposes of disclosure in this Draft Red Herring Prospectus, the SEBI ICDR Regulations require us to prepare and present our Restated Financial Statements which are prepared and presented in conformity with Ind AS. This Restated Financial Statements has been derived from our special purpose audited financial statements for the nine months ended December 31, 2024, Fiscal 2023 and Fiscal 2022 and audited financial statements for Fiscal 2024. Ind AS differs from accounting principles with which prospective investors may be familiar, such as Indian GAAP, IFRS and U.S. GAAP. We have not attempted to quantify the impact of U.S. GAAP or IFRS on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP. Accordingly, the degree to which the Ind AS financial statements, which are restated as per the Companies Act, 2013, SEBI ICDR Regulations and the Guidance Note on Reports in Company's Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India included in this Draft Red Herring Prospectus, will meaningful information is entirely on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

55. ***We track certain operational metrics and non-GAAP (generally accepted accounting principles) measures for our operations with internal systems and tools. Certain of our operational metrics are subject to inherent challenges in measurement and any real or perceived inaccuracies in such metrics may adversely affect our business and reputation.***

Certain of our operational metrics are prepared with internal systems and tools that are not independently verified by any third parties, and which may differ from estimates or similar metrics published by third parties due to differences in sources, methodologies, or the assumptions on which we rely. Our internal systems and tools have a number of limitations and our methodologies for tracking these metrics may change over time, which could result in unexpected changes to our metrics, including the metrics we publicly disclose. If the internal systems and tools we use to track these metrics under count or over count performance or contain algorithmic or other technical errors, the data we report may not be accurate. While these numbers are based on what we believe to be reasonable estimates of our metrics for the applicable period of measurement, there are inherent challenges in measuring how our platform is used across large populations. Limitations or errors with respect to how we measure data or with respect to the data that we measure may affect our understanding of certain details of our business, which could affect our long-term strategies. Further, we will likely continue to adopt non-GAAP metrics to evaluate our performance in certain areas in the future. If our operating metrics are not accurate representations of our business, if investors do not perceive our operating metrics to be accurate, or if we discover material inaccuracies with respect to these figures, we expect that our business, reputation, financial condition and results of operations would be adversely affected.

These operational metrics and other non-GAAP metrics presented in this Draft Red Herring Prospectus, such as EBITDA, EBITDA Margin, Net debt, Return on Capital Employed, Return on Equity,, are supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or U.S. GAAP. Further, these metrics are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or U.S. GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the period/year or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP. Although these non-GAAP metrics are not a measure of performance calculated in accordance with applicable accounting standards, our management believes that they are useful to an investor in evaluating us, as these metrics are widely used measured to evaluate an entity's operating performance. In addition, these are not standardised terms, hence a direct comparison of these measures between companies may not be possible. Other companies may calculate these measures differently from us, limiting its usefulness as a comparative measure.

56. ***Changes in tax laws may materially and adversely affect our business, prospects, financial condition, results of operations and cash flows.***

New income, sales, use or other tax laws, statutes, rules, regulation or ordinances could be enacted at any time, or interpreted, changed, modified or applied adversely to us, any of which could adversely affect our business operations and financial performance. The Government of India has implemented a major reform in Indian tax laws, namely the goods and services tax ("**GST**"). The indirect tax regime in India has undergone a complete overhaul. The indirect taxes on goods and services, such as central excise duty, service tax, central sales tax, state value added tax, surcharge and excise have been replaced by GST, with effect from July 1, 2017. The GST regime continues to be subject to amendments and its interpretation by the relevant regulatory authorities is constantly evolving. We cannot assure you that the relevant regulatory authorities will not make any material tax demands under GST on us in the future which could adversely impact our business, results of operations, financial condition, cash flows, and the price of the Equity Shares. Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax ("**DDT**"), in the hands of the company. However, the Government has amended the Income-tax Act, 1961 ("**Income Tax Act**") to abolish the DDT regime. Accordingly, any dividend distribution by a domestic company is subject to tax in the hands of the investor at the applicable rate. Additionally, the domestic company is required to withhold tax on such dividends distributed at the applicable rate. However, non-resident shareholders may claim benefit of an applicable tax treaty, read with the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting (Multilateral Instrument), if and to the extent applicable, subject to satisfaction of certain conditions. We may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of withholding tax pursuant to any corporate action including dividends.

The Government of India announced the union budget for the Financial Year 2025-2026 on February 1, 2025. Following this, the Finance Bill, 2025, was introduced in the Lok Sabha on the same day and the bill is currently under parliamentary consideration and has received the President's assent on March 29, 2025, becoming the Finance Act, 2025, with effect from April 1, 2025. The Finance Act, 2025, provides changes to India's taxation framework, including raising the tax exemption threshold to ₹1.20 million annually and recalibrating tax slabs, with the maximum rate of 30% applying to incomes of ₹2.40 million and above. We have not fully determined the impact of these recent laws and regulations on our business. There is no certainty on the impact of the Finance Bill, 2025 on tax laws or other regulations, which may adversely affect the Company's business, financial condition and results of operations or on the industry in which we operate. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in the Equity Shares.

While we have not experienced any material incidents due to changes to tax laws in the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

57. ***Any downgrading of India's debt rating by a domestic or an international rating agency could adversely affect our business.***

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 of which are outside the control of our Company. Any adverse revisions to India's credit ratings for domestic and international debt by international rating may adversely impact our ability to raise additional external financing, and the interest rates and other commercial terms at which such additional financing is available. Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. India's sovereign rating improved from Baa3 with a "negative" outlook to Baa3 with a "stable" outlook by Moody's in October 2021 and improved from BBB-with a "negative" outlook to BBB-with a "stable" outlook by Fitch in June 2022; and DBRS confirmed India's rating as BBB "low" in May 2023. India's sovereign rating from S&P is BBB-with a "positive" outlook. Any further adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any additional overseas financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business, cash flows and financial performance and the price of our Equity Shares.

58. ***Non-resident investors are subject to investment restrictions under Indian laws which limit our ability to attract foreign investors, which may adversely impact the market price of our Equity Shares.***

Under the 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 Reserve Bank of India ("**RBI**"). 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. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, 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. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction and/or purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made similar amendment to the Foreign Exchange Management Act, 1999 Non-debt Instruments Rules. We cannot assure investors that any required approval from the RBI or any other government agency can be obtained on any particular terms or conditions or at all. For further details, see "*Restrictions on foreign ownership of Indian Securities*" on page 434. Our ability to raise foreign capital through foreign direct investment is therefore constrained by Indian law and any potential future changes to Indian law, which may adversely affect our business, financial condition, results of operations and cash flows.

59. ***Investors may have difficulty enforcing foreign judgments against us or our management.***

Our Company is a limited liability company incorporated under the laws of India. All of our directors are residents of India. A majority of our assets are located in India. As a result, you may be unable to effect service of process in jurisdictions outside of India, including in the U.S., upon us and these other persons or entities; enforce in the Indian courts judgments obtained in courts of jurisdictions outside of India against us and these other persons or entities, including judgments predicated upon the civil liability provisions of securities laws of jurisdictions outside India; and enforce judgments obtained in U.S. courts against us and these other persons or entities, including judgments predicated upon the civil liability provisions of the federal securities laws of the U.S.

Recognition and enforcement of foreign judgments is provided for under Section 13, Section 14 and Section 44A of the Code of Civil Procedure, 1908 ("**CPC**"). India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, the UAE, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the CPC. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, 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, including the U.S., 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 directly enforceable in India.

The party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India.

60. ***Our ability to raise foreign capital may be constrained by Indian law.***

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

61. ***If inflation rises, the increased costs may result in a decline in our profits.***

Inflation rates could be volatile and we may continue to face high inflation in the future as India and overseas had witnessed in the past. Increasing inflation globally, especially in the countries or regions we have operations, can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, salaries, and other expenses relevant to our business, which may adversely affect our business and financial condition. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation can increase our operating expenses, which we may not be able to pass on to customers, whether entirely or in part, and the same may adversely affect our business and financial condition. Further, high inflation leading to higher interest rates may also lead to a slowdown in the economy and adversely impact credit growth. If we are unable to increase our revenues sufficiently to offset our increased costs due to inflation, it could have an adverse effect on our business, prospects, financial condition, results of operations and cash flows. While we have not experienced any past instances of inflations having a material impact on our business in the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and March 31, 2022, there is no assurance that such incident will not occur in the future.

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

SEBI and the Stock Exchanges have introduced various pre-emptive surveillance measures in order to enhance market integrity and safeguard the interests of investors, including ASM and GSM. ASM and GSM are imposed on securities of companies based on various objective criteria such as significant variations in price and volume, concentration of certain client accounts as a percentage of combined trading volume, average delivery, securities which witness abnormal price rise not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net worth, price / earnings multiple, market capitalization, etc.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, low trading volumes, and a large concentration of client accounts as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, requirement of settlement on a trade for trade basis without netting off, limiting trading frequency, reduction of applicable price band, requirement of settlement on gross basis or freezing of price on upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company.

RISKS IN RELATION TO THE OFFER

63. ***The Offer Price of our Equity Shares and our price-to-earnings ratio may not be indicative of the trading price of our Equity Shares upon listing on the Stock Exchanges subsequent to the Offer and, as a result, you may lose a significant part or all of your investment.***

While our market capitalisation is subject to the determination of the Offer Price, which will be determined by our Company, in consultation with the BRLMs through the book building process. The following table sets forth details of our price to earning ratio for Fiscal 2024:

Particulars	Ratio vis-à-vis Floor Price	Ratio vis-à-vis Cap Price
Price-to-earning ratio	[●]	[●]

Further, our Offer Price, the ratio specified above may not be comparable to the market price, market capitalisation and price-to-earnings ratios of our peers and would be dependent on the various factors included under "*Basis for Offer Price*" on page 119. Accordingly, any valuation exercise undertaken for the purposes of the Offer by our Company in consultation with the BRLMs, would not be based on a benchmark with our industry peers. The relevant financial parameters on the basis of which Price Band will be determined, have been disclosed under "*Basis for Offer Price*" on page 119 and shall be disclosed in the price band advertisement. For details of comparison with listed peers, see "*Basis for Offer Price*" on page 119.

64. ***Our Equity Shares have never been publicly traded and after the completion of the Offer, our Equity Shares may experience price and volume fluctuations and an active trading for our Equity Shares may not develop. Further, the Offer Price may not be indicative of the market price of our Equity Shares after the completion of the Offer.***

Prior to this Offer, there has been no public market for our Equity Shares. We cannot assure you that an active trading market for our Equity Shares will develop or be sustained after this Offer. The Offer Price of our Equity Shares is proposed to be determined by our Company, in consultation with the BRLMs through a book-building process and may not be indicative of the market price of our Equity Shares at the time of commencement of trading of our Equity Shares or at anytime thereafter. The determination of the Offer Price will be based on numerous factors, including factors as described under "*Basis for Offer Price*" on page 119 and may not be indicative of the market price for our Equity Shares after the Offer. The market price of our Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India and volatility in the stock exchanges and securities markets elsewhere in the world. These broad market fluctuations and industry factors may materially reduce the market price of our Equity Shares, regardless of our Company's performance. In addition, following the expiry of the six-month locked-in period on certain portions of the pre-Offer Equity Share capital, the pre-Offer shareholders may sell their shareholding in our Company, depending on market conditions and their investment horizon. Any perception by investors that such sales might occur could additionally affect the trading price of our Equity Shares. Consequently, the price of our Equity Shares may be volatile, and you may be unable to sell your Equity Shares at or above the Offer Price, or at all. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

Our Equity Shares are expected to trade on the NSE and BSE after the Offer, but there can be no assurance that active trading in our Equity Shares will develop after the Offer, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares.

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus. The initial public offering price will be determined by the Book Building Process and may not be indicative of prices that will prevail in the open market following the Offer. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including:

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

A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment. As a result of these factors, investors may not be able to resell their Equity Shares at or above the initial public offering price. In addition, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a particular company. These broad market fluctuations and industry factors may materially reduce the market price of the Equity Shares, regardless of our Company's performance. There can be no assurance that the investor will be able to resell their Equity Shares at or above the Offer Price.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("**STT**") is levied on equity shares sold on an Indian stock exchange. Any capital gains exceeding ₹125,000, realized on the sale of listed equity shares on a recognized stock exchange, held for more than 12 months may be subject to long-term capital gains tax in India at the rate of 12.50% (plus applicable surcharge and cess). This beneficial provision is, inter alia, subject to payment of STT. Further any capital gains realized on the sale of listed equity shares of an Indian company, held for more than 12 months, which are sold using any platform other than a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India at the rate of 12.50% (plus applicable surcharge and cess), without indexation benefits.

Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less immediately preceding the date of transfer, will be subject to short-term capital gains tax in India at the rate of 20% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates.

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

66. ***Qualified institutional buyers ("QIBs") and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid and Retail Individual and Eligible Employees Bidding in the Employee Reservation Investors are not permitted to withdraw their Bids after Bid/Offer Closing Date.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date. While our Company is required to complete all necessary formalities for listing and commencement of trading of our Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment pursuant to the Offer, within three Working Days from the Bid/Offer Closing Date or such other timeline as may be prescribed under applicable law, events affecting the Bidders' decision to invest in our Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of our Equity Shares even if such events occur, and such events may limit the Bidders' ability to sell our Equity Shares Allotted pursuant to the Offer or cause the trading price of our Equity Shares to decline on listing.

67. ***We cannot assure that prospective investors will be able to sell immediately on an Indian stock exchange any of our Equity Shares they purchase in the Offer.***

In accordance with Indian law and practice, final approval for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until our Equity Shares have been issued and allotted. Such approval will require the submission of all other relevant documents authorizing the issuance of our Equity Shares. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the Stock Exchanges within a prescribed time. Accordingly, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all and there could be a failure or delay in listing our Equity Shares on the Stock Exchanges, which would adversely affect your ability to sell our Equity Shares.

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

Under the Companies Act, 2013, a company having share capital and incorporated in India must offer holders of its equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by shareholders of such company. However, if the laws of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, you may suffer future dilution of your ownership position and your proportional interests in us would be reduced.

69. ***Any future issuance of Equity Shares or securities linked to Equity Shares may dilute your shareholding, and sale of our Equity Shares by our major shareholders may also adversely affect the trading price of our Equity Shares.***

We may be required to finance our growth through future offerings. Any future issuances by us, including a primary offering or an issuance of Equity Shares to eligible employees upon exercise of vested options that may be held by them under the KSH Employee Stock Option Scheme 2025, may lead to the dilution of your shareholdings in our Company. There can be no assurance that we will not issue further Equity Shares or that the Shareholders will not dispose of our Equity Shares. Any future issuances could also dilute the value of your investment in our Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

Any sales (or pledge or encumbrance) of substantial amounts of our Equity Shares in the public market after the completion of the Offer by our major Shareholders, including our Promoters (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations) or the perception that such sales could occur, could adversely affect the market price of our Equity Shares and materially impair our future ability to raise capital through offerings of our Equity Shares.

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

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

71. ***Rights of shareholders of companies under Indian law may differ from those under the laws of other jurisdictions.***

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

SECTION III – INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer of Equity Shares [(1)]	Up to [●] Equity Shares of face value of ₹5 each, aggregating up to ₹7,450.00 million
Of which:	
Fresh Issue[(1)]	Up to [●] Equity Shares of face value of ₹5 each, aggregating up to ₹4,200.00 million
Offer for Sale[(2)(3)]	Up to [●] Equity Shares of face value of ₹5 each, aggregating up to ₹3,250.00 million
The Offer comprises of:	
A) QIB Portion[(4)(5)(6)]	Not more than [●] Equity Shares of face value of ₹5 each aggregating up to ₹[●] million
of which:	
Anchor Investor Portion[(6)]	Up to [●] Equity Shares of face value of ₹5 each
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of face value of ₹5 each
of which:	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares of face value of ₹5 each
Balance of QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares of face value of ₹5 each
B) Non-Institutional Portion[(4)(5)]	Not less than [●] Equity Shares of face value of ₹5 each aggregating up to ₹[●] million
of which:	
One-third available for allocation to Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million	Up to [●] Equity Shares of face value of ₹5 each
Two-third available for allocation to Bidders with an application size of more than ₹1.00 million	Up to [●] Equity Shares of face value of ₹5 each
C) Retail Portion[(4)(5)]	Not less than [●] Equity Shares of face value of ₹5 each aggregating up to ₹[●] million
Pre- and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)	56,818,200 Equity Shares of face value of ₹5 each
Equity Shares outstanding after the Offer*	[●] Equity Shares of face value of ₹5 each
Use of Net Proceeds of the Offer	See "*Objects of the Offer*" on page [●] for information about the use of the Net Proceeds of the Offer. Our Company will not receive any proceeds from the Offer for Sale.

* *To be updated upon finalization of the Offer Price.*

^ *Our Company in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement, as may be permitted under applicable law for an amount aggregating up to ₹840.00 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the SCRR. the Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety) and as may be required under applicable law. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

(1) The Offer has been authorized pursuant to the resolution passed by our Board dated May 6, 2025. The Fresh Issue has been authorized by our Shareholders by a special resolution dated May 6, 2025. Further, our Board has taken on record the consents of the Promoter Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated May 6, 2025 and IPO Committee has taken on record further updated consents of the Promoter Selling Shareholders pursuant to its resolution dated May 22, 2025.

(2) Our Promoter Selling Shareholders have confirmed and authorised their participation in the Offer for Sale as set out below:

S. No.	Promoter Selling Shareholder	Maximum number of Equity Shares offered in the Offer for Sale	Aggregate amount of Offer for Sale (₹in million)	Date of consent letter
1.	Kushal Subbayya Hegde	[●]	Up to ₹1,528.00 million	May 6, 2025, read with May 22, 2025
2.	Pushpa Kushal Hegde	[●]	Up to ₹422.00 million	May 6, 2025, read with May 22, 2025
3.	Rajesh Kushal Hegde	[●]	Up to ₹650.00 million	May 6, 2025, read with May 22, 2025
4.	Rohit Kushal Hegde	[●]	Up to ₹650.00 million	May 6, 2025, read with May 22, 2025

(3) The Equity Shares held by the respective Promoter Selling Shareholders and being offered by the Promoter Selling Shareholders are eligible to form a part of the Offer for Sale in terms of the SEBI ICDR Regulations. Each of the Promoter Selling Shareholders, severally and not jointly, confirms that the Equity Shares being offered by it are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 of the SEBI ICDR Regulations. For further details of authorizations received for the Offer, see "Other Regulatory and Statutory Disclosures" on page 392.

(4) Subject to valid bids being received at or above the Offer Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders, as applicable, at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. Undersubscription in the Offer, if any, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, the Allotment for the valid Bids will be made in the first instance towards subscription for 90% of the Fresh Issue. For further details, see "Offer Structure" on page 411.

(5) Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Investors and Retail Individual Investors, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Investors shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Not less than 15% of the Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹1.00 million and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. The allocation to each Non-Institutional Investors shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

(6) Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the Equity Shares allocated to Anchor Investors 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 Investors Allocation Price. In case of under-subscription or non- Allotment in the Anchor Investor Portion, the remaining Equity Shares will be added back to the Net QIB Portion Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer 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. For further information, see "Offer Procedure" on page 414.

For further details including in relation to grounds for rejection of Bids, see *"Offer Structure"*, *"Offer Procedure"* and "*Terms of the Offer*" on pages 411, 414 and 405.

SUMMARY FINANCIAL STATEMENTS

The following tables set forth the summary financial information derived from the Restated Financial Statements. The summary financial information presented below should be read in conjunction with "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 279 and 353, respectively.

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SUMMARY OF RESTATED STATEMENT OF ASSETS AND LIABILITIES

(₹in million, unless otherwise stated)

Particulars	As at nine-month period ended December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
ASSETS				
Non-current assets				
Property, plant and equipment	1 ,274.46	1,327.41	984.12	877.83
Capital work in progress	720.29	74.23	94.21	105.57
Intangible assets	10.51	13.22	17.26	0.10
Right of use assets	39.77	56.68	72.83	93.29
Financial assets				
(i) Other financial assets	36.60	23.29	19.22	116.16
Other non-current assets	153.22	57.56	39.96	2.60
Total non-current assets	**2,234.85**	**1,552.39**	**1,227.60**	**1,195.55**
Current assets				
Inventories	1,576.61	1,328.95	1,094.42	1,014.90
Financial assets				
(i) Trade receivables	2,017.64	1,591.55	1,094.48	1,307.89
(ii) Cash and cash equivalents	25.58	156.21	42.28	27.15
(ii) Other bank balances	6.20	21.42	25.88	43.26
(iii) Other financial assets	0.98	1.01	1.02	0.05
Other current assets	410.15	175.55	106.08	195.17
Total current assets	**4,037.16**	**3,274.69**	**2,364.16**	**2,588.42**
Total assets	**6,272.01**	**4,827.08**	**3591.76**	**3,783.97**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	56.82	56.82	56.82	56.82
Other equity	2,744.47	2,252.64	1,879.73	1,613.41
Total equity	**2,801.29**	**2,309.46**	**1,936.55**	**1,670.23**
Liabilities				
Non-current liabilities				
Financial liabilities				
(i) Borrowings	837.23	343.47	78.13	71.02
(ii) Lease liabilities	25.23	47.45	73.43	88.81
Provisions	6.50	6.28	5.18	3.26
Deferred tax liabilities (net)	59.56	75.61	76.91	73.01
Total non-current liabilities	**928.52**	**472.81**	**233.65**	**236.10**
Current liabilities				
Financial liabilities				
(i) Borrowings	1,984.54	1,724.61	1,125.41	1,391.54
(ii) Lease liabilities	29.15	25.98	15.38	17.61
(iii) Trade payables				
(a) Total outstanding dues of micro and small enterprises	25.19	30.41	31.25	28.61
(b) Total outstanding dues other than micro and small enterprises	218.05	154.23	167.72	273.35
(iv) Other financial liabilities	72.04	50.19	27.73	103.45
Provisions	11.63	4.75	5.17	3.92
Liabilities for current taxes (net)	35.73	22.38	10.69	11.49
Other current liabilities	165.87	32.26	38.21	47.67
Total current liabilities	**2,542.20**	**2,044.81**	**1,421.56**	**1,877.64**
Total equity and liabilities	**6,272.01**	**4,827.08**	**3,591.76**	**3,783.97**

SUMMARY OF RESTATED STATEMENT OF PROFIT AND LOSS

(in ₹million, unless otherwise stated)

Particulars		For the nine-month period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
I Revenue					
	Revenue from Operations	14,204.56	13,828.15	10,494.60	8,705.89
	Other income	79.14	76.80	71.35	58.80
	Total income (I)	**14,283.70**	**13,904.95**	**10,565.95**	**8,764.69**
II Expenses					
	Cost of raw materials and components consumed	12,811.66	12,514.10	9,449.56	8,096.84
	Changes in inventories of finished goods and work-in-progress	(190.61)	(195.87)	(79.45)	(500.49)
	Employee benefits expenses	322.86	337.29	238.27	277.67
	Finance costs	201.47	175.70	133.74	87.33
	Depreciation and amortisation expense	105.30	109.54	81.91	60.19
	Other expenses	387.14	458.01	387.22	337.75
	Total expenses (II)	**13,637.82**	**13,398.77**	**10,211.25**	**8,359.29**
III Profit before exceptional items & taxes (I – II)		**645.88**	**506.18**	**354.70**	**405.40**
IV	**Exceptional items (net)**	-	-	-	-
V	**Profit before tax (III – IV)**	**645.88**	**506.18**	**354.70**	**405.40**
VI	**Income tax expense**				
	(i) Current tax	165.49	133.79	84.72	102.94
	(ii) Deferred tax expense/ (credit)	(14.90)	(1.10)	3.85	26.76
	(iii)Tax pertaining to earlier years	-	-	-	-
Total tax expenses		**150.59**	**132.69**	**88.57**	**129.70**
VII	**Profit for the period (V – VI)**	**495.29**	**373.50**	**266.13**	**275.70**
VIII	**Other comprehensive income**				
	Items that will not be reclassified to profit or loss account in subsequent periods				
	Re-measurement gains/(loss) on defined benefit obligations	(4.62)	(0.79)	0.25	1.93
	Tax impact on above	1.16	0.20	(0.06)	(0.49)
IX	**Other comprehensive profit/ (loss) (net)**	**(3.46)**	**(0.59)**	**0.19**	**1.44**
X	**Total comprehensive income for the period (net of taxes) (VII + VIII)**	**491.83**	**372.91**	**266.32**	**277.14**
XI	Earnings per equity share				
	(1) Basic earnings per share	**8.72**	**6.57**	**4.68**	**4.85**
	(2) Diluted earnings per share	**8.72**	**6.57**	**4.68**	**4.85**

SUMMARY OF RESTATED CASH FLOWS

(in ₹million, unless otherwise stated)

Particulars	For the nine-month period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
A. Cash flow from operating activities				
Profit before tax for the period	**645.88**	**506.19**	**354.70**	**405.40**
Adjusted for:				
Depreciation and amortization	105.30	109.54	81.91	60.19
Profit on sale of property, plant & equipment	-	(12.46)	(0.54)	2.26
Finance cost (including towards lease liabilities)	195.00	169.13	130.47	87.33
Interest income	(2.30)	(3.62)	(3.03)	(12.25)
Sundry balances written off	(14.79)	(0.51)	(6.30)	8.46
Expected credit loss	0.65	13.83	17.81	-
Foreign exchange loss/ (gain) (net)	(1.21)	1.96	(0.19)	(38.10)
Operating profit/(loss) before working capital changes	**928.54**	**784.06**	**574.83**	**513.29**
Adjusted for:				
(Increase)/decrease in inventories	(247.67)	(234.53)	(79.51)	(614.30)
(Increase)/decrease in trade receivables	(426.74)	(510.91)	195.61	(184.39)
(Increase)/decrease in other financial assets	(12.94)	(4.44)	95.00	(38.01)
(Increase)/ decrease in other current assets	(234.60)	(69.48)	89.09	(31.86)
(Increase)/ decrease in trade payables	74.33	(15.65)	(96.69)	(16.61)
Increase/(decrease) in other financial liabilities	38.53	6.81	(65.88)	102.83
Increase/(decrease) in provisions	2.48	(0.11)	3.42	(28.04)
Increase/(decrease) in other current liabilities	133.62	(5.96)	(9.46)	(30.71)
Cash generated from operations	**255.55**	**(50.21)**	**706.41**	**(327.80)**
Income tax (paid)/ refund	(152.14)	(122.11)	(85.52)	(90.97)
Net cash flow generated from/(used in) operating activities (A.)	**103.42**	**(172.32)**	**620.89**	**(418.77)**
B. Cash flow from investing activities				
Purchase of property, plant and equipment, and capital expenditure	(695.11)	(434.72)	(184.51)	(74.39)
Proceeds from sale of property, plant & equipment	-	55.75	0.62	(1.62)
Capital work in progress	-	-	-	(94.45)
Investment in fixed deposit	15.22	4.45	17.38	43.26
Interest income	1.96	4.01	4.00	12.25
Capital advance	(95.66)	(17.60)	(37.36)	-
Net cash flow from/ (used in) investing activities (B.)	**(773.59)**	**(388.09)**	**(199.87)**	**(201.47)**
C. Cash flow from financing activities				
Proceeds from short term borrowings (net)	259.93	599.20	(266.14)	601.22
Proceeds from long term borrowings	578.58	317.81	39.25	73.78
Repayment of long term borrowings	(84.83)	(52.47)	(32.14)	(70.79)
Payment of lease liabilities	(22.81)	(28.93)	(27.18)	(9.94)
Finance cost	(191.34)	(161.30)	(119.86)	(76.77)
Net cash flow from/ (used in) financing activities (C.)	**539.53**	**674.32**	**(406.07)**	**517.50**
Net increase / (decrease) in cash and cash equivalents (A.+B.+C.)	**(130.63)**	**(113.93)**	**(14.95)**	**(102.74)**
Effect of exchange difference on restatement of foreign currency	**-**	-	0.19	-
Cash and other bank balances other than cash and cash equivalents at the beginning of the period	**156.21**	**42.28**	**27.15**	**129.89**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**(130.63)**	**113.93**	**15.13**	**(102.74)**
Cash and other bank balances other than cash and cash equivalents at the end of the period	**25.58**	**156.21**	**42.28**	**27.15**

Particulars	For the nine-month period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Reconciliation of cash and cash equivalents with the balance sheet:				
Cash and cash equivalents at per balance sheet	**25.58**	**156.21**	**42.78**	**27.15**
Comprises of:				
Cash on hand	0.05	0.04	0.04	0.08
Balances with banks				
In current accounts	25.53	146.17	42.24	27.07
In deposit account	0.00	10.00	0.00	0.00
Changes in financial liability arising from financing activities				
Opening balance	156.21	42.28	27.15	129.89
Changes from financing cash flows	539.53	674.32	(406.07)	517.50
Other changes (Changes from Operating and Investing cash flows)	(670.16)	(560.39)	421.20	(620.24)
Closing balance	25.58	156.21	42.28	27.15

GENERAL INFORMATION

Registered Office of our Company

KSH International Limited
11/3, 11/4 and 11/5, Village Birdewadi
Chakan, Taluka-Khed
Pune – 410 501
Maharashtra, India

For details of change in our registered office, see "*History and Certain Corporate Matters – Change in the registered office of our Company*" on page 240.

Corporate Office of our Company

KSH International Limited
201, Tower-2, Montreal Business Centre
Off Pallod Farms, Baner
Pune 411 045
Maharashtra, India

Company registration number and corporate identity number

(a) **Registration number**: 141032

(b) **Corporate identity number**: U28129PN1979PLC141032

Address of the RoC

Our Company is registered with the Registrar of Companies, Maharashtra at Pune, which is situated at the following address:

Registrar of Companies, Maharashtra at Pune

PCNTDA Green Building
Block A 1st and 2nd floor
Near Akurdi Railway Station
Akurdi, Pune – 411 044
Maharashtra, India

Board of Directors of our Company

The following table sets out the brief details of our Board of Directors as on the date of this Draft Red Herring Prospectus:

Name	Designation	DIN	Address
Kushal Subbayya Hegde	Chairman and Executive Director	00135070	S. no. 245/ 104, Pushpakamal, Deccan Gymkhana Society, lane no. 3 Prabhat Road, opposite PYC basketball court, Deccan Gymkhana, Pune – 411 004 Maharashtra, India
Rajesh Kushal Hegde	Managing Director	00114193	12 Buena Monte, NCL co-operative housing society, Panchvati, Pashan, Pune – 411 008, Maharashtra, India
Rohit Kushal Hegde	Joint Managing Director	00134926	Pushpakamal Apartment, Flat – 1, S. no. 245/ 104, Prabhat Road Lane no. 3, Shivaji Nagar, Deccan Gymkhana, Pune – 411 004, Maharashtra, India
Rakhi Girija Shetty	Whole-time Director	03124510	S. no. 245/ 104, Pushpakamal, Deccan Gymkhana Society, lane no. 3 Prabhat Road, opposite PYC basketball court, Erandawane, Deccan Gymkhana, Pune – 411 004 Maharashtra, India
Dinesh Hirachand Munot	Independent Director	00049801	Pratik Bunglow, Senapati Bapat Road, behind Sahara Hotel, Shivajinagar, Model Colony, Pune – 411 016, Maharashtra, India
Ajay Shriram Patil	Independent Director	01217000	602, Gopalkrupa Apartment, Bhonde colony, Prabhat Road, Erandawane, Pune – 411 004, Maharashtra, India
Ram Kumar Tiwari	Independent Director	10938958	A-259, JK Road, Minal Residency, Huzur, Govindpura, Bhopal – 462 023, Madhya Pradesh, India
Indu Jacob	Independent Director	05293084	A29, Abhimanshree Society, Pashan Road, Pune – 411 008, Maharashtra, India

For brief profiles and further details of our Board of Directors, see "*Our Management – Board of Directors*" on page 247.

Company Secretary and Compliance Officer

Sarthak Malvadkar is our Company Secretary and Compliance Officer. His contact details are as set forth below:

Gat No. 11/3, 11/4, 11/5, Village Birdewadi
Taluka Khed, District
Pune – 410 501
Maharashtra, India
Telephone: + 91 20 45053237
E-mail: Sarthak.malvadkar@kshinterantional.com

Investor grievances

Bidders may contact the Company Secretary and Compliance Officer, Book Running Lead Managers or Registrar to the Offer in case of any pre-Offer or post-Offer related queries, grievances and for redressal of complaints including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

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

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Managers

Nuvama Wealth Management Limited
801-804, Wing A, Building No. 3 Inspire BKC
G Block, Bandra Kurla Complex
Bandra East, Mumbai – 400 051
Maharashtra, India
Telephone: +91 22 40094400
Email: ksh.ipo@nuvama.com
Website: www.nuvama.com
Investor grievance E-mail:
customerservice.mb@nuvama.com
Contact person: Lokesh Shah/ Soumavo Sarkar
SEBI registration no.: INM000013004

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai – 400 025
Maharashtra, India
Telephone: +91 22 6807 7100
Email: ksh@icicisecurities.com
Website: www.icicisecurities.com
Investor grievance E-mail:
customercare@icicisecurities.com
Contact person: Kishan Rastogi/Abhijit Diwan
SEBI registration no.: INM000011179

Statement of *inter-se* allocation of responsibilities among the BRLMs

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

S. No.	Activities	Responsibility	Coordinator
1.	Due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of RHP, Prospectus and RoC filing. Capital structuring with the relative components and formalities such as type of instruments, allocation between primary and secondary, etc.	BRLMs	Nuvama

S. No.	Activities	Responsibility	Coordinator
2.	Drafting and approval of statutory advertisements	BRLMs	Nuvama
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report with SEBI	BRLMs	I-Sec
4.	Appointment of all other intermediaries (e.g., Registrar(s), Printer(s), Monitoring Agency, Banker(s) to the Issue and Sponsor Banker to the Issue, Advertising agency etc.) including coordinating all agreements to be entered with such parties	BRLMs	Nuvama
5.	Preparation of road show presentation and frequently asked questions	BRLMs	I-Sec
6.	International Institutional Marketing of the Issue, which will cover, inter alia: • Marketing strategy • Finalising the list and division of international investors for one-to-one meetings and • Finalizing road show and investor meeting schedules	BRLMs	I-Sec
7.	Domestic Institutional Marketing of the Issue, which will cover, inter alia: • Finalising the list and division of domestic investors for one-to-one meetings • Finalizing domestic road show schedules and investor meeting schedules	BRLMs	Nuvama
8.	Non-institutional marketing of the Issue, which will cover, inter alia, • Finalising media, marketing and public relations strategy including list of frequently asked questions at non-institutional road shows; and • Finalising centres for holding conferences for brokers, etc.;	BRLMs	Nuvama
9.	Retail Marketing of the Issue, which will cover, inter alia, • Formulating marketing strategies, preparation of publicity budget • Finalizing Media and PR strategy • Finalizing centres for holding conferences for brokers, etc. • Finalizing collection centres; and • Follow-up on distribution of publicity and Issue material including application form, prospectus and deciding on the quantum of the Issue material	BRLMs	I-Sec
10.	Coordination with Stock-Exchanges for book building software, bidding terminals, mock trading, anchor coordination, anchor CAN and intimation of anchor allocation	BRLMs	I-Sec
11.	Managing the book and finalization of pricing in consultation with the Company	BRLMs	I-Sec
12.	Post-Offer activities, which shall involve essential follow-up with Bankers to the Issue and SCSBs to get quick estimates of collection and advising Company about the closure of the Issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, unblocking of application monies, listing of instruments, dispatch of certificates or demat credit and refunds, payment of applicable Securities Transaction Tax on behalf of the Promoter Selling Shareholders and coordination with various agencies connected with the post-Offer activity such as Registrar to the Issue, Bankers to the Issue, Sponsor Banks, SCSBs including responsibility for underwriting arrangements, as applicable. Coordinating with Stock Exchanges and SEBI for submission of all post-Issue reports including the initial and final post-Issue report to SEBI.	BRLMs	I-Sec

Syndicate Members

[●]

Legal Counsel to our Company as to Indian Law

Trilegal
One World Centre
10th Floor, Tower 2A & 2B
Senapati Bapat Marg, Lower Parel (West)
Mumbai – 400 013
Maharashtra, India
Telephone: +91 22 4079 1000

Registrar to the Offer

MUFG Intime India Private Limited
(formerly Link Intime India Private Limited)
C-101, 247 Park, 1st Floor,
L B S Marg, Vikhroli (West)
Mumbai – 400 083
Maharashtra, India
Telephone: +91 81081 14949

E-mail: kshinternational.ipo@in.mpms.mufg.com
Investor grievance E-mail: kshinternational.ipo@in.mpms.mufg.com
Website: www.in.mpms.mufg.com
Contact Person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

Bankers to the Offer

[●]

Escrow Collection Bank(s)

[●]

Public Offer Account Bank(s)

[●]

Refund Bank(s)

[●]

Sponsor Bank(s)

[●]

Designated Intermediaries

Self-Certified Syndicate Banks

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

Eligible SCSBs and mobile applications enabled for UPI Mechanism

In accordance with the SEBI ICDR Master Circular, UPI Bidders may only apply through the SCSBs and mobile applications whose names appear on the website of the SEBI which may be updated from time to time. A list of SCSBs and mobile applications, using the UPI handles and which are live for applying in public issues using UPI mechanism is available on the website of SEBI at 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 and at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

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

Registered Brokers

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

Registrar and Share Transfer Agents

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

Collecting Depository Participants

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

Experts

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

Our Company has received the written consent dated May 22, 2025 from our Statutory Auditors, Kirtane & Pandit, LLP, Chartered Accountants, to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013, to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated May 17, 2025 on the Restated Financial Statements; and (ii) the statement of special tax benefits available to the Company and its shareholders under the direct and indirect tax laws in India dated May 22, 2025, included in this Draft Red Herring Prospectus and (iii) any other certificates as may be required for the purposes of the Offer, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" and "consent" does not represent an "expert" or "consent" within the meaning under the U.S. Securities Act.

Our Company has received written consent dated May 22, 2025 from Lalit Muljibhai Sarvaiya, Chartered Engineer, to include their name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the chartered engineer in respect of information certified by them, as included in this Draft Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated May 22, 2025, from Kanj & Co. LLP, independent practicing company secretary, to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the certificate issued in their capacity as a practicing company secretary to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Statutory Auditor to our Company

Kirtane & Pandit, LLP, Chartered Accountants
5th Floor, Wing A, Gopal House
S. No. 127/1B/1, Plot A1
Opp Harshal Hall
Kothrud
Pune – 411 038
Maharashtra, India
E-mail: parag.pansare@kirtanepandit.com
Telephone: + 91 (20) 6729 5100
Firm registration number: 105215W/ W100057
Peer review number: 014680

Changes in Auditors

Except as stated below, there has been no change in our statutory auditors in the three years preceding the date of this Draft Red Herring Prospectus:

Particulars	Date of change	Reasons for change
Kirtane & Pandit, LLP, Chartered Accountants 5th Floor, Gopal House Opposite Harshal Hall, above HDFC Limited Karve Road, Pune – 411 038 Maharashtra, India	September 30, 2024	Appointment as Statutory Auditor of our Company

Particulars	Date of change	Reasons for change
E-mail: parag.pansare@kirtanepandit.com **Telephone**: + 91 20 6729 5100 **Firm registration number**: 105215W/ W100057 **Peer review number**: 014680		
Hingne Tare & Associates Flat No. 102, Sai Complex Shaniwar Peth, Pune – 411 030 Maharashtra, India **E-mail**: hingnetare@gmail.com **Firm registration number**: 116417W **Peer review number**: NA	September 30, 2024	Expiry of term as statutory auditor of our Company

Bankers to our Company

Citibank N.A.
8th Floor, Onyx Tower
North Main Road
Koregaon Park, Pune – 411 001
Maharashtra, India
Telephone: +91 20 6606 4494
Contact Person: Hitesh Ramani
Website: http://commercialbanking.citibank.com
Email: hitesh.ramani@citi.com

Export-Import Bank of India
No. 401, 401(A), 401(B)
& 402, 402(A), 402(B), 4th Floor
Signature Building, Bhandarkar road
Shivaji Nagar, Pune – 411 004
Maharashtra, India
Telephone: +91 20 2640 3100
Contact Person: Chitra Raste
Website: www.eximbankindia.in/
Email: pro@eximbankindia.in

IndusInd Bank Limited
2401 Gen Thimmayya Road,
Cantonment
Pune – 411 001
Maharashtra, India
Telephone: +91-20-26234000
Contact Person: Sharmila Joshi
Website: www.indusind.com/
Email: sharmila.joshi@indusind.com

ICICI Bank Limited
ICICI Bank, CBG, 3rd Floor, 362, Satguru House
Next to Tanishq Showroom, CTS No. 30
Bund Garden Road, Pune – 411 001
Maharashtra, India
Telephone: + 91 8879770456
Contact Person: Cherag Gyara
Website: www.icicibank.com
Email: cherag.gyara@icicibank.com

HDFC Bank Limited
5th Floor, Marathon IT Park
Bund Garden Road
Pune – 411 001
Maharashtra, India
Telephone: +91 20 6769 4648
Contact Person: Manisha Shukla
Website: www.hdfcbank.com
Email: manisha.shukla@hdfcbank.com

State Bank of India, Industrial Finance Branch
Tara Chambers, Mumbai-Pune Road,
Wakdewadi
Pune – 411 003
Maharashtra, India
Telephone: +91 20 2561 8211
Contact Person: Tushar Wakhele
Website: www.sbi.co.in
Email: rm6.ifbpune@sbi.co.in

The Federal Bank Limited
Ground Floor, Kubera Chambers
Opp. Sancheti Hospital
Shivajinagar, Pune – 411 005
Maharashtra, India
Telephone: + 91 91586 40360
Contact Person: Ashish Mathew Pulloor
Website: www.federalbank.co.in
Email: ashishmp@federalbank.co.in

Bajaj Finance Limited
The Capital
Unit no. 1601, B- wing
BKC, Mumbai
Maharashtra India
Telephone: +91 20 7157 6403
Contact Person: Aditya Paliwal
Website: www.bajajfinance.com
Email: aditya.paliwal@bajajfinserv.in

Grading of the Offer

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

Appraising Entity

No appraising entity has been appointed in relation to the Offer.

Monitoring Agency

As the size of the Fresh Issue exceeds ₹1,000.00 million, our Company will appoint a credit rating agency registered with SEBI as a monitoring agency to monitor the utilisation of the Net Proceeds, in accordance with Regulation 41 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 Offer*" on page 104.

Credit Rating

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

Debenture Trustee

As the Offer is of Equity Shares, the appointment of trustee is not required.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus has been filed through SEBI's online intermediary portal at https://siportal.sebi.gov.in, as specified in Regulation 25(8) of the SEBI ICDR Regulations and in accordance with SEBI ICDR Master Circular. It will also be filed at:

Securities and Exchange Board of India
Corporation Finance Department Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
Maharashtra, India

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act would be filed with the RoC at its office and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be filed with the RoC at its office, and through the electronic portal.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus and the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the BRLMs, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Marathi newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. Pursuant to the Book Building Process, the Offer Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/Offer Closing Date. For details, see "*Offer Procedure*" on page 414.

All Bidders other than Anchor Investors shall only participate through 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. In addition to this, the Retail Individual Investors shall participate through 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 by using the UPI Mechanism. Non-Institutional Investors with an application size of up to ₹0.50 million shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

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

For further details, see "*Terms of the Offer*" and "*Offer Procedure*" on pages 405 and 414, respectively.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. Each of the Promoter Selling Shareholders has, severally and not jointly, specifically confirmed that it will comply with the SEBI ICDR Regulations and any other directions issued by SEBI, as applicable to it, in relation to its portion of the Offered Shares. In this regard, our Company and the Promoter Selling Shareholders have appointed the Book Running Lead Managers to manage this Offer and procure Bids for this Offer.

The Book Building Process under the SEBI ICDR Regulations and the Bidding process are subject to change from time to time, and the Bidders are advised to make their own judgment about investment through the aforesaid processes prior to submitting a Bid in the Offer.

Bidders should note that the Offer is also subject to (i) filing of the Prospectus by our Company with the RoC; and (ii) our Company obtaining final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment.

For further details on the method and procedure for Bidding, see "*Offer Procedure*" and "*Offer Structure*" on pages 414 and 411 respectively.

Underwriting Agreement

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

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus. This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC)

Name, address, telephone and e-mail address of the Underwriters	Indicative Number of Equity Shares of face value of ₹5 each to be Underwritten	Amount Underwritten *(₹in million)*
[●]	[●]	[●]
[●]	[●]	[●]

The above-mentioned underwriting commitment is indicative and will be finalized after determination of the Offer Price and Basis of Allotment and will be subject to Regulation 40(3) of the SEBI ICDR Regulations.

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

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

CAPITAL STRUCTURE

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

(in ₹, except share data)

S. No.	Particulars	Aggregate nominal value	Aggregate value at Offer Price*
A)	**AUTHORISED SHARE CAPITAL(1)**		
	Equity Shares comprising:		[●]
	80,000,000 Equity Shares of face value of ₹5 each	400,000,000	[●]
B)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	56,818,200 Equity Shares of face value of ₹5 each	284,091,000	[●]
C)	**PRESENT OFFER(2)(4)**		
	Offer of up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹7,450.00 million (3)	[●]	[●]
	Of which		
	Fresh Issue of up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹4,200.00 million(4)	[●]	[●]
	Offer for Sale of up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹3,250.00 million(3)	[●]	[●]
E)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER***		
	[●] Equity Shares of face value of ₹5 each	[●]	[●]
F)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer	0.00	
	After the Offer*	[●]	

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

(1) *For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see "History and Certain Corporate Matters – Amendments to our Memorandum of Association in the last 10 years" on page 241.*

(2) *The Offer has been approved by our Board pursuant to the resolution passed at its meeting held on May 6, 2025 and our Shareholders have authorized the Fresh Issue pursuant to a special resolution passed at their meeting held on May 6, 2025. Further, our Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholders pursuant to its resolution dated May 6, 2025 and IPO Committee has taken on record further updated consents of the Promoter Selling Shareholders pursuant to its resolution dated May 22, 2025.*

(3) *Each of the Promoter Selling Shareholders have, severally and not jointly, consented to participate in the Offer for Sale. Each of the Promoter Selling Shareholders has specifically confirmed that its respective portion of the Offered Shares has been held by each one of them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI and are accordingly eligible for being offered for sale in the Offer as required by the SEBI ICDR Regulations. Further, each of the Promoter Selling Shareholders has confirmed that it is in compliance with the conditions specified in Regulation 8 of the SEBI ICDR Regulations, to the extent applicable, as on the date of this Draft Red Herring Prospectus. For details on the authorisation of the Promoter Selling Shareholders in relation to the Offered Shares, see "The Offer" and "Other Regulatory and Statutory Disclosures" on pages 68 and 392 respectively.*

(4) *Our Company in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement, as may be permitted under applicable law for an amount aggregating up to ₹840.00 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the SCRR. the Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety) and as may be required under applicable law. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

Notes to Capital Structure

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

(a) The following table sets forth the history of the Equity Share capital of our Company:

<table>
<tr><th>Date of allotment</th><th>Nature of allotment</th><th>Details of allottees/ shareholders</th><th>Number of equity shares allotted/ cancelled</th><th>Face value per equity shares (₹)</th><th>Offer price per equity shares (₹)</th><th>Nature of consideration</th><th>Cumulative number of equity shares</th><th>Cumulative paid-up equity share capital (₹)</th></tr>
<tr><td>July 30, 1979*</td><td>Initial subscription to the MoA</td><td><table><tr><th>Name</th><th>No. of equity shares of face value of ₹100 allotted</th></tr><tr><td>Kushal Subbayya Hegde</td><td>500</td></tr><tr><td>Karunakar N. Bhandary</td><td>1,000</td></tr><tr><td>Narayana B. Shetty</td><td>500</td></tr><tr><td>Jayaram N. Shetty</td><td>500</td></tr></table></td><td>2,500</td><td>100</td><td>100</td><td>Cash</td><td>2,500</td><td>250,000</td></tr>
<tr><td>June 25, 1980</td><td>Further issue**</td><td><table><tr><th>Name</th><th>No. of equity shares of face value of ₹100 allotted</th></tr><tr><td>Diwakar M. Shetty</td><td>750</td></tr><tr><td>Gopal B.O</td><td>750</td></tr><tr><td>Sanjeeva A. Shetty</td><td>250</td></tr><tr><td>Kushal Subbayya Hegde</td><td>250</td></tr><tr><td>Narayana B. Shetty</td><td>250</td></tr><tr><td>Jayaram N. Shetty</td><td>250</td></tr></table></td><td>2,500</td><td>100</td><td>100</td><td>Cash</td><td>5,000</td><td>500,000</td></tr>
<tr><td>November 5, 1988</td><td>Further issue</td><td><table><tr><th>Name</th><th>No. of equity shares of face value of ₹100 allotted</th></tr><tr><td>Kushal Subbayya Hegde</td><td>4,950</td></tr><tr><td>Pushpa Kushal Hegde</td><td>50</td></tr></table></td><td>5,000</td><td>100</td><td>100</td><td>Cash</td><td>10,000</td><td>1,000,000</td></tr>
<tr><td>February 25, 1993</td><td>Further issue</td><td><table><tr><th>Name</th><th>No. of equity shares of face value of ₹100 allotted</th></tr><tr><td>Kushal Subbayya Hegde</td><td>2,900</td></tr><tr><td>Pushpa Kushal Hegde</td><td>250</td></tr><tr><td>Vijay M. Hegde</td><td>1,000</td></tr><tr><td>Shubhkamal Leasing & Investment Private Limited</td><td>10,350</td></tr></table></td><td>14,500</td><td>100</td><td>100</td><td>Cash</td><td>24,500</td><td>2,450,000</td></tr>
<tr><td>March 31, 1999</td><td>Further issue</td><td><table><tr><th>Name</th><th>No. of equity shares of face value of ₹100 allotted</th></tr><tr><td>Kushal Subbayya Hegde</td><td>3,400</td></tr><tr><td>Rajesh Kushal Hegde</td><td>1,700</td></tr><tr><td>Rohit Kushal Hegde</td><td>3,200</td></tr></table></td><td>8,300</td><td>100</td><td>100</td><td>Cash</td><td>32,800</td><td>3,280,000</td></tr>
<tr><td>June 1, 2004</td><td>Further issue</td><td><table><tr><th>Name</th><th>No. of equity shares of face value of ₹100 allotted</th></tr><tr><td>Kushal Subbayya Hegde</td><td>2,400</td></tr><tr><td>Pushpa Kushal Hegde</td><td>2,400</td></tr></table></td><td>10,000</td><td>100</td><td>500</td><td>Cash</td><td>42,800</td><td>4,280,000</td></tr>
</table>

Date of allotment	Nature of allotment	Details of allottees/ shareholders	Number of equity shares allotted/ cancelled	Face value per equity shares (₹)	Offer price per equity shares (₹)	Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		Rajesh Kushal Hegde: 3,400 Rohit Kushal Hegde: 1,800						
September 12, 2005	Further issue	**Name: No. of equity shares of face value of ₹100 allotted** Kushal Subbayya Hegde: 4,315 Pushpa Kushal Hegde: 2,875 Rajesh Kushal Hegde: 630 Rohit Kushal Hegde: 2,180	10,000	100	500	Cash	52,800	5,280,000
August 31, 2009	Further issue	**Name: No. of equity shares of face value of ₹100 allotted** Kushal Subbayya Hegde: 7,788 Pushpa Kushal Hegde: 2,027 Rajesh Kushal Hegde: 3,338 Rohit Kushal Hegde: 3,338 Shubhkamal Leasing & Investment Private Limited: 2,709	19,200	100	550	Cash	72,000	7,200,000
March 17, 2010	Further issue	**Name: No. of equity shares of face value of ₹100 allotted** Kushal Subbayya Hegde: 9,592 Pushpa Kushal Hegde: 2,497 Rajesh Kushal Hegde: 4,112 Rohit Kushal Hegde: 4,112 Shubhkamal Leasing & Investment Private Limited: 3,337	23,650	100	550	Cash	95,650	9,565,000
November 14, 2013	Bonus issue in the ratio of 5 equity shares for every 1 equity share held by the shareholders	**Name: No. of equity shares of face value of ₹100 allotted** Kushal Subbayya Hegde: 193,975 Pushpa Kushal Hegde: 50,495 Rajesh Kushal Hegde: 83,150 Rohit Kushal Hegde: 83,150 Shubhkamal Leasing & Investment Private Limited: 67,480	478,250	100	-	-	573,900	57,390,000
March 29, 2014@	Further issue	**Name: No. of equity shares of face value of ₹100 allotted** Kushal Subbayya Hegde: 6,211 Pushpa Kushal Hegde: 2,662 Rajesh Kushal Hegde: 2,662 Rohit Kushal Hegde: 2,662	14,197	100	563.50	Cash	588,097	58,809,700

<table>
<tr><th>Date of allotment</th><th>Nature of allotment</th><th>Details of allottees/ shareholders</th><th>Number of equity shares allotted/ cancelled</th><th>Face value per equity shares (₹)</th><th>Offer price per equity shares (₹)</th><th>Nature of consideration</th><th>Cumulative number of equity shares</th><th>Cumulative paid-up equity share capital (₹)</th></tr>
<tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>June 12, 2014</td><td>Rights issue in the ratio of one fully paid up equity share for every 71.63 fully paid up equity shares held</td><td><table><tr><th>Name</th><th>No. of equity shares of face value of ₹100 allotted[#]</th></tr><tr><td>Kushal Subbayya Hegde</td><td>3,941</td></tr><tr><td>Pushpa Kushal Hegde</td><td>985</td></tr><tr><td>Rajesh Kushal Hegde</td><td>1,642</td></tr><tr><td>Rohit Kushal Hegde</td><td>1,642</td></tr></table></td><td>8,210</td><td>100</td><td>609</td><td>Cash</td><td>596,307</td><td>59,630,700</td></tr>
<tr><td>August 26, 2014</td><td>Rights issue in the ratio of one fully paid up equity share for every 42.23 fully paid up equity shares held</td><td><table><tr><th>Name</th><th>No. of equity shares of face value of ₹100 allotted[##]</th></tr><tr><td>Kushal Subbayya Hegde</td><td>6,732</td></tr><tr><td>Pushpa Kushal Hegde</td><td>1,806</td></tr><tr><td>Rajesh Kushal Hegde</td><td>2,791</td></tr><tr><td>Rohit Kushal Hegde</td><td>2,791</td></tr></table></td><td>14,120</td><td>100</td><td>609</td><td>Cash</td><td>610,427</td><td>61,042,700</td></tr>
<tr><td>September 29, 2014</td><td>Rights issue in the ratio of one fully paid up equity share for every 265.63 fully paid up equity shares held</td><td><table><tr><th>Name</th><th>No. of equity shares of face value of ₹100 allotted[###]</th></tr><tr><td>Kushal Subbayya Hegde</td><td>738</td></tr><tr><td>Pushpa Kushal Hegde</td><td>738</td></tr><tr><td>Rajesh Kushal Hegde</td><td>411</td></tr><tr><td>Rohit Kushal Hegde</td><td>411</td></tr></table></td><td>2,298</td><td>100</td><td>609</td><td>Cash</td><td>612,725</td><td>61,272,500</td></tr>
<tr><td>February 20, 2015[@]</td><td>Conversion of unsecured loan into equity shares</td><td><table><tr><th>Name</th><th>No. of equity shares of face value of ₹100 each allotted</th></tr><tr><td>Kushal Subbayya Hegde</td><td>2,713</td></tr><tr><td>Pushpa Kushal Hegde</td><td>543</td></tr><tr><td>Rajesh Kushal Hegde</td><td>1,550</td></tr><tr><td>Rohit Kushal Hegde</td><td>620</td></tr></table></td><td>5,426</td><td>100</td><td>645^</td><td>Other than cash</td><td>618,151</td><td>61,815,100</td></tr>
<tr><td>February 20, 2015</td><td>Rights issue in the ratio of one fully paid up equity share for every 19.76 fully paid up equity shares held</td><td><table><tr><th>Name</th><th>No. of equity shares of face value of ₹100 each allotted[####]</th></tr><tr><td>Kushal Subbayya Hegde</td><td>15,504</td></tr><tr><td>Pushpa Kushal Hegde</td><td>3,101</td></tr><tr><td>Rajesh Kushal Hegde</td><td>6,201</td></tr><tr><td>Rohit Kushal Hegde</td><td>6,201</td></tr></table></td><td>31,007</td><td>100</td><td>645</td><td>Cash</td><td>649,158</td><td>64,915,800</td></tr>
<tr><td>February 2, 2016</td><td>Scheme of arrangement for a demerger between the Company and Waterloo Motors Private Limited</td><td>Cancellation of 80,976 equity shares of face value of ₹100 each held by Shubhkamal Leasing and Investment Private Limited[(1)]</td><td>(80,976)</td><td>100</td><td>-</td><td>-</td><td>568,182</td><td>56,818,200</td></tr>
</table>

<table>
<tr><th>Date of allotment</th><th>Nature of allotment</th><th>Details of allottees/ shareholders</th><th>Number of equity shares allotted/ cancelled</th><th>Face value per equity shares (₹)</th><th>Offer price per equity shares (₹)</th><th>Nature of consideration</th><th>Cumulative number of equity shares</th><th>Cumulative paid-up equity share capital (₹)</th></tr>
<tr><td colspan="9">Pursuant to resolution passed by our shareholders on February 11, 2025, the equity shares of our Company of face value of ₹100 each were sub-divided into Equity Shares of face value of ₹5 and consequently the issued and paid-up equity share capital of our Company was sub-divided from 568,182 equity shares of ₹100 each to 1,13,63,640 Equity Shares of ₹5 each.</td></tr>
<tr><td>February 21, 2025</td><td>Bonus issue in the ratio of 4 equity shares for every 1 equity share held by the shareholders</td><td><table>
<tr><th>Name</th><th>No. of Equity Shares of face value of ₹5 each allotted</th></tr>
<tr><td>Kushal Subbaya Hegde</td><td>21,363,680</td></tr>
<tr><td>Pushpa Kushal Hegde</td><td>5,909,040</td></tr>
<tr><td>Rajesh Kushal Hegde</td><td>9,090,800</td></tr>
<tr><td>Rohit Kushal Hegde</td><td>9,090,800</td></tr>
<tr><td>Maithili Rajesh Hegde</td><td>80</td></tr>
<tr><td>Katyayani Balasubramanian</td><td>80</td></tr>
<tr><td>Rakhi Girija Shetty</td><td>80</td></tr>
</table></td><td>45,454,560</td><td>5</td><td>-</td><td>-</td><td>56,818,200</td><td>284,091,000</td></tr>
</table>

* *The date of allotment mentioned refers to the date of incorporation of our Company. Pursuant to the initial subscription to the MoA dated June 29, 1979, the 1,000, equity shares of face value of ₹100 each allotted to Karunakar N. Bhandary, 500 equity shares of face value of ₹100 each allotted to Kushal Subbayya Hegde, Narayna B. Shetty and Jayaram N. Shetty, respectively, were subsequently taken on record by the Board by way of a resolution dated August 25, 1979. For further details, please see "Risk Factors – We are unable to trace some of our historical corporate records including in relation to certain allotments made by our Company. Further, certain corporate records have errors, and certain corporate filings have been made with delays. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to these matters, which may impact our financial condition and reputation" on page 51.*

** *The 2,500 equity shares of face value of ₹100 allotted to the initial subscribers of the MoA dated June 29, 1979, and the 2,500 equity shares of face value of ₹100 allotted in the further issue dated June 25, 1980, were collectively recorded in the Form-2 dated July 23, 1980 filed by our Company with the Registrar of Companies, Maharashtra at Mumbai. However, the Form-2 dated July 23, 1980, inadvertently recorded allotment of 1,000 equity shares of face value of ₹100 to Karunakar N. Bhandary, although no additional equity shares were allotted to him post the initial subscription to the MoA. For further details, please see "Risk Factors – We are unable to trace some of our historical corporate records including in relation to certain allotments made by our Company. Further, certain corporate records have errors, and certain corporate filings have been made with delays. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to these matters, which may impact our financial condition and reputation" on page 51.*

^ *No cash payment was made on allotment of equity shares of face value of ₹100 each as the same was an adjustment against loan provided to the Company.*

Out of the 1,130 equity shares of face value of ₹100 each offered to Shubhkamal Leasing & Investment Private Limited, 604 equity shares of face value of ₹100 each were renounced in favour of Kushal Subbayya Hegde, 102 equity shares of face value of ₹100 each were renounced in favour of Pushpa Kushal Hegde, 212 equity shares of face value of ₹100 each were renounced in favour of Rajesh Kushal Hegde and 212 equity shares of face value of ₹100 each were renounced in favour of Rohit Kushal Hegde.

Out of the 1,919 equity shares of face value of ₹100 each offered to Shubhkamal Leasing & Investment Private Limited, 980 equity shares of face value of ₹100 each were renounced in favour of Kushal Subbayya Hegde, 285 equity shares of face value of ₹100 each were renounced in favour of Pushpa Kushal Hegde, 327 equity shares of face value of ₹100 each were renounced in favour of Rajesh Kushal Hegde and 327 equity shares of face value of ₹100 each were renounced in favour of Rohit Kushal Hegde.

Out of the 305 equity shares of face value of ₹100 each offered to Shubhkamal Leasing & Investment Private Limited, 287 equity shares of face value of ₹100 each were renounced in favour of Pushpa Kushal Hegde, 9 equity shares of face value of ₹100 each in favour of Rajesh Kushal Hegde and 9 equity shares of face value of ₹100 each were renounced in favour of Rohit Kushal Hegde. Out of the 202 equity shares of face value of ₹100 each offered to Kushal Subbayya Hegde, all 202 equity shares of face value of ₹100 each were renounced in favour of Pushpa Kushal Hegde.

Out of the 4,031 equity shares of face value of ₹100 each offered to Shubhkamal Leasing & Investment Private Limited, 2,791 equity shares of face value of ₹100 each were renounced in favour of Kushal Subbayya Hegde, 620 equity shares of face value of ₹100 each were renounced in favour of Rajesh Kushal Hegde and 620 equity shares of face value of ₹100 each were renounced in favour of Rohit Kushal Hegde.

@ *Certain form- filings, resolutions and other secretarial documents for certain past allotments of equity shares made by our Company could not be traced as the relevant information was not available in the records maintained by our Company, or the Ministry of Corporate Affairs at its website or with the RoC and Registrar of Companies, Maharashtra at Mumbai. Accordingly, we have relied on the search report dated May 21, 2025, prepared by Kanj and Co LLP, independent practicing company secretary, and certified by their certificate dated May 21, 2025 ("**RoC Search Report**"). For further details, please see "Risk Factors – We are unable to trace some of our historical* *corporate records including in relation to certain allotments made by our Company. Further, certain corporate records have errors, and certain corporate filings have been made with delays. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to these matters, which may impact our financial condition and reputation" on page 51.*

*(1) The High Court of Bombay, India, pursuant to its order dated December 4, 2015, granted sanction to the scheme of arrangement under sections 391 to 394 of the Companies Act, 1956 read with section 52 of the Companies Act, 2013, and section 100 to 103 of the Companies Act, 1956, between our Company and Waterloo Motors Private Limited ("**Scheme**"). Prior to the Scheme, our Company was involved in the business of manufacturing copper conductors as well as other businesses carried out through investments in subsidiary/ joint venture/ associates. Pursuant to the Scheme, the business of our Company carried out through investments in subsidiary/ joint venture/ associates (i.e. KSH Distriparks Private Limited, Kushal Motors and Electronics Private Limited and Waterloo Distributors Private Limited) got demerged into Waterloo Motors Private Limited. Upon the Scheme becoming effective, the existing 80,976 equity shares of face value of ₹100 each of our Company held by Shubhkamal Leasing & Investments Private Limited, as on the effective date, without any application or deed, stood cancelled without any payment.*

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2. **Preference share capital history of our Company**

Our Company has not issued any outstanding preference shares as on the date of this Draft Red Herring Prospectus.

3. **Shares issued for consideration other than cash or by way of a bonus issue**

Except as disclosed below, our Company has not issued any equity shares, for consideration other than cash by way of a bonus issue or conversion of loan into equity shares, as on the date of this Draft Red Herring Prospectus –

<table>
<tr><th>Date of allotment</th><th>Nature of allotment</th><th>Number of equity shares allotted</th><th>Face value (₹)</th><th>Issue Price per equity share (₹)</th><th>Details of the allottees</th><th>Form of consideration</th><th>Reason for allotment</th><th>Benefits if any that have accrued to our Company</th></tr>
<tr><td>November 14, 2013</td><td>Bonus issue in the ratio of 5 equity shares for every 1 equity share held by the shareholders</td><td>478,250</td><td>100</td><td>-</td><td><table><tr><th>Name</th><th>No. of equity shares of face value of ₹100 each allotted</th></tr><tr><td>Kushal Subbayya Hegde</td><td>193,975</td></tr><tr><td>Pushpa Kushal Hegde</td><td>50,495</td></tr><tr><td>Rajesh Kushal Hegde</td><td>83,150</td></tr><tr><td>Rohit Kushal Hegde</td><td>83,150</td></tr><tr><td>Shubhkamal Leasing & Investment Private Limited</td><td>67,480</td></tr></table></td><td>-</td><td>Equity shares of face value of ₹100 each allotted pursuant to bonus issue in the ratio of 5 equity shares for every 1 equity share held by the shareholders</td><td>Nil</td></tr>
<tr><td>February 20, 2015@</td><td>Conversion of unsecured loan into equity shares</td><td>5,426</td><td>100</td><td>645</td><td><table><tr><th>Name</th><th>No. of equity shares of face value of ₹100 each allotted</th></tr><tr><td>Kushal Subbayya Hegde</td><td>2,713</td></tr><tr><td>Pushpa Kushal Hegde</td><td>543</td></tr><tr><td>Rajesh Kushal Hegde</td><td>1,550</td></tr><tr><td>Rohit Kushal Hegde</td><td>620</td></tr></table></td><td>Conversion of loan into equity shares</td><td>Equity shares of face value of ₹100 each allotted pursuant to conversion of loan into equity shares at a premium of ₹545 per equity share</td><td>By converting the loan into equity, our Company reduced its debt burden, improving its debt-to-equity ratio and overall financial health.</td></tr>
<tr><td>February 21, 2025</td><td>Bonus issue in the ratio of 4 equity shares for every 1 equity share held by the shareholders</td><td>45,454,560</td><td>5</td><td>-</td><td><table><tr><th>Name</th><th>No. of Equity Shares of face value of ₹5 each allotted</th></tr><tr><td>Kushal Subbaya Hegde</td><td>21,363,680</td></tr><tr><td>Pushpa Kushal Hegde</td><td>5,909,040</td></tr><tr><td>Rajesh Kushal Hegde</td><td>9,090,800</td></tr><tr><td>Rohit Kushal Hegde</td><td>9,090,800</td></tr><tr><td>Maithili Rajesh Hegde</td><td>80</td></tr><tr><td>Katyayani Balasubramanian</td><td>80</td></tr><tr><td>Rakhi Girija Shetty</td><td>80</td></tr></table></td><td>-</td><td>Equity shares of face value of ₹5 each allotted pursuant to bonus issue in the ratio of 4 equity shares for every 1 equity share held by the shareholders</td><td>Nil</td></tr>
</table>

@ *Certain form- filings, resolutions and other secretarial documents for certain past allotments of equity shares made by our Company could not be traced as the relevant information was not available in the records maintained by our Company, or the Ministry of Corporate Affairs at its website or with the RoC and Registrar of Companies, Maharashtra at Mumbai. Accordingly, we have relied on the search report dated May 21, 2025, prepared by Kanj and Co LLP, independent practicing company secretary, and certified by their certificate dated May 21, 2025 ("**RoC Search Report**"). For further details, please see "Risk Factors – We are unable to trace some of our historical corporate records including in relation to certain allotments made by our Company. Further, certain corporate records have errors, and certain corporate filings have been made with delays. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to these matters, which may impact our financial condition and reputation" on page 51.*

4. **Shares issued out of revaluation reserves**

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

5. **Issue of equity shares pursuant to Sections 391 to 394 of the Companies Act 1956 or Sections 230 to 234 of the Companies Act, 2013**

Except as disclosed in "*Capital Structure – Notes to Capital Structure – Equity Share capital history of our Company*" on page 84 and in "*History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years*" on page 242, our Company has not allotted any equity shares in terms of any scheme of arrangement approved under Sections 391-394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013.

6. **Issue of specified securities at a price lower than the Offer Price in the last year**

Except as disclosed in "*Capital Structure–Notes to Capital Structure – Equity Share capital history of our Company*" on page 84, our Company has not issued any equity shares in the preceding one year at a price that may be lower than the Offer Price.

7. **Issue of equity shares under employee stock option schemes**

Our Company has adopted an employee stock option scheme, namely, KSH Employee Stock Options Scheme ("**ESOP 2025**"), which has been approved pursuant to a resolution of our Board of Directors dated May 6, 2025, and a special resolution of our shareholders dated May 6, 2025.

Under ESOP 2025, out of the total pool of 1,704,546 options, 107,413 options have been granted by our Company to our employees, as on date of this Draft Red Herring Prospectus. The details of ESOP 2025 as certified by Kirtane & Pandit LLP, Chartered Accountants, our Statutory Auditors, by way of their certificate dated May 22, 2025. However, no equity shares have been issued in exercise of the options granted under ESOP 2025, as on date of this Draft Red Herring Prospectus.

8. **Compliance with the Companies Act, 1956 and the Companies Act, 2013**

All issuances of equity shares since the date of incorporation of our Company, have been in compliance with the relevant provisions of the Companies Act, 1956 and Companies Act, 2013. Further, the Company has not issued any other securities since its incorporation.

9. **Details of history of shareholding and share capital of our Promoters and the members of the Promoter Group in our Company**

As on the date of this Draft Red Herring Prospectus, our Promoters and members of the Promoter Group hold, in aggregate, 56,818,200 Equity Shares, which constitutes 100% of the issued, subscribed and paid-up Equity Share capital of our Company. The details regarding our Promoters' shareholding are set forth below:

a) Shareholding of our Promoters and members of our Promoter Group

Except as disclosed below, none of our Promoters and members of our Promoter Group hold Equity Shares in our Company:

Name	Pre-Offer		Post-Offer*^	
	Number of Equity Shares of face value of ₹5 each	Percentage of pre-Offer Equity Share capital	Number of Equity Shares of face value of ₹5 each	Percentage of post-Offer Equity Share capital
Promoters				
Kushal Subbayya Hegde	26,704,570	47.00%	[●]	[●]
Pushpa Kushal Hegde	7,386,270	13.00%	[●]	[●]
Rajesh Kushal Hegde	11,363,500	20.00%	[●]	[●]
Rohit Kushal Hegde	11,363,500	20.00%	[●]	[●]
Rakhi Girija Shetty	100	0.00**%	[●]	[●]
Dhaulagiri Family Trust	10	0.00**%	[●]	[●]
Everest Family Trust	10	0.00**%	[●]	[●]
Makalu Family Trust	10	0.00**%	[●]	[●]
Broad Family Trust	10	0.00**%	[●]	[●]

Name	Pre-Offer		Post-Offer*^	
	Number of Equity Shares of face value of ₹5 each	Percentage of pre-Offer Equity Share capital	Number of Equity Shares of face value of ₹5 each	Percentage of post-Offer Equity Share capital
Annapurna Family Trust	10	0.00**%	[●]	[●]
Kanchenjunga Family Trust	10	0.00**%	[●]	[●]
Total (A)	**56,818,000**	**100.00%**	[●]	[●]
Promoter Group				
Maithili Rajesh Hegde	100	0.00**%	[●]	[●]
Katyayani Balasubramanian	100	0.00**%	[●]	[●]
Total (B)	200	0.00**%	[●]	[●]
Total (A+B)	**56,818,200**	**100.00%**	[●]	[●]

** To be included in the Prospectus.*
***The number is negligible and below the rounding off norms adopted by our Company.*
^ Subject to finalization of Basis of Allotment.

b) *Build-up of shareholding of the Promoters of our Company*

Set forth below is the build-up of our Promoters' equity shareholding in our Company, since its incorporation:

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition / transfer price per equity share (₹)	Nature of consideration	Nature of transaction	% of the pre-Offer equity share capital $	% of the post-Offer equity share capital&
Kushal Subbayya Hegde							
July 30, 1979*	500	100	100	Cash	Initial subscription to the MOA	0.00^^%	[●]
June 25, 1980**	250	100	100	Cash	Further issue	0.00^^%	[●]
September 30, 1981 @	200	100	100	Cash	Transfer from Diwakar M. Shetty	0.00^^%	[●]
	200	100	100	Cash	Transfer from Gopal B. O.	0.00^^%	[●]
August 6, 1982 @	1,300	100	100	Cash	Transfer from Karunakar N. Bhandary	0.00^^%	[●]
	250	100	100	Cash	Transfer from Sanjeev A. Shetty	0.00^^%	[●]
December 9, 1983 @	500	100	100	Cash	Transferred from Jayaram N. Shetty	0.00^^%	[●]
March 28, 1987 @	(300)	100	100	Cash	Transferred to Karunakar Hegde	0.00^^%	[●]
November 5, 1988	4,950	100	100	Cash	Further issue	0.00^^%	[●]
February 25, 1993	2,900	100	100	Cash	Further issue	0.00^^%	[●]
December 28, 1998 @	4,000	100	100	Cash	Transfer from Shubhkamal Leasing and Investment Private Limited	0.00^^%	[●]
March 31, 1999	3,400	100	100	Cash	Further issue	0.00^^%	[●]
April 20, 2002@	(2,250)	100	100	Cash	Transfer to Rajesh Kushal Hegde	0.00^^%	[●]
	(1,200)	100	100	Cash	Transfer to Rohit Kushal Hegde	0.00^^%	[●]
June 1, 2004	2,400	100	500	Cash	Further issue	0.00^^%	[●]
September 12, 2005	4,315	100	500	Cash	Further issue	0.00^^%	[●]
August 31, 2009	7,788	100	550	Cash	Further issue	0.01%	[●]
March 17, 2010	9,592	100	550	Cash	Further issue	0.02%	[●]

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition / transfer price per equity share (₹)	Nature of consideration	Nature of transaction	% of the pre-Offer equity share capital [$]	% of the post-Offer equity share capital[&]
November 14, 2013	193,975	100	-	-	Bonus issue	0.34%	[●]
March 29, 2014[@]	6,211	100	563.50	Cash	Further issue	0.01%	[●]
June 12, 2014	3,941[#]	100	609	Cash	Rights issue	0.00[^^]%	[●]
August 26, 2014	6,732[##]	100	609	Cash	Rights issue	0.01%	[●]
September 29, 2014	738[###]	100	609	Cash	Rights issue	0.00[^^]%	[●]
February 20, 2015[@]	2,713	100	645[^]	Other than cash	Conversion of loan into equity shares	0.00[^^]%	[●]
February 20, 2015	15,504[####]	100	645	Cash	Rights issue	0.03%	[●]
March 29, 2016 [@]	(1,563)	100	-	Gift	Transfer to Pushpa Kushal Hegde	0.00[^^]%	[●]
Pursuant to resolution passed by our shareholders on February 11, 2025, the equity shares of our Company of face value of ₹100 each were sub-divided into Equity Shares of face value of ₹5 each. Consequently the 267,046 equity shares of face value of ₹100 each held by Kushal Subbayya Hegde were sub-divided into 5,340,920 Equity Shares of face value of ₹5 each.							
February 21, 2025	21,363,680	5	-	-	Bonus issue	37.60%	[●]
May 7, 2025	(10)	5	-	Gift	Transfer to Dhaulagiri Trust	0.00[^^]%	[●]
May 7, 2025	(10)	5	-	Gift	Transfer to Everest Family Trust	0.00[^^]%	[●]
May 7, 2025	(10)	5	-	Gift	Transfer to Makalu Family Trust	0.00[^^]%	[●]
Total (A)	**26,704,570**	**5**				**47.00%**	**[●]**
Pushpa Kushal Hegde							
November 5, 1988	50	100	100	Cash	Further Issue	0.00[^^]%	[●]
February 25, 1993	250	100	100	Cash	Further Issue	0.00[^^]%	[●]
June 1, 2004	2,400	100	500	Cash	Further Issue	0.00[^^]%	[●]
September 12, 2005	2,875	100	500	Cash	Further Issue	0.00[^^]%	[●]
August 31, 2009	2,027	100	550	Cash	Further Issue	0.00[^^]%	[●]
March 17, 2010	2,497	100	550	Cash	Further Issue	0.00[^^]%	[●]
November 14, 2013	50,495	100	-	-	Bonus Issue	0.09%	[●]
March 29, 2014[@]	2,662	100	563.50	Cash	Further Issue	0.00[^^]%	[●]
June 12, 2014	985[#]	100	609	Cash	Rights Issue	0.00[^^]%	[●]
August 26, 2014	1,806[##]	100	609	Cash	Rights Issue	0.00[^^]%	[●]
September 29, 2014	738[###]	100	609	Cash	Rights Issue	0.00[^^]%	[●]
February 20, 2015[@]	543	100	645[^]	Other than cash	Conversion of loan into equity shares	0.00[^^]%	[●]
February 20, 2015	3,101[####]	100	645	Cash	Rights Issue	0.00[^^]%	[●]
March 29, 2016 [@]	1,563	100	-	Gift	Transfer from Kushal Subbayya Hegde	0.00[^^]%	[●]
	1,401	100	-	Gift	Transfer from Rajesh Kushal Hegde	0.00[^^]%	[●]
	471	100	-	Gift	Transfer from Rohit Kushal Hegde	0.00[^^]%	[●]
December 17, 2024[*]	(1)	100	53,000	Cash	Transfer to Rakhi Girija Shetty	0.00[^^]%	[●]

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition / transfer price per equity share (₹)	Nature of consideration	Nature of transaction	% of the pre-Offer equity share capital [$]	% of the post-Offer equity share capital[&]
Pursuant to resolution passed by our shareholders on February 11, 2025, the equity shares of our Company of face value of ₹100 each were sub-divided into Equity Shares of face value of ₹5 each. Consequently the 73,863 equity shares of face value of ₹100 each held by Pushpa Kushal Hegde were sub-divided into 1,477,260 Equity Shares of face value of ₹5 each.							
February 21, 2025	5,909,040	5	-	-	Bonus issue	10.40%	[●]
May 7, 2025	(10)	5	-	Gift	Transfer to Kanchenjunga Family Trust	0.00^^%	[●]
May 8, 2025	(10)	5	-	Gift	Transfer to Broad Family Trust	0.00^^%	[●]
May 8, 2025	(10)	5	-	Gift	Transfer to Annapurna Family Trust	0.00^^%	[●]
Total (B)	**7,386,270**	**5**				13.00%	[●]
Rajesh Kushal Hegde							
September 7, 1998 @	500	100	100	Cash	Transfer from Narayana B. Shetty	0.00^^%	[●]
December 28, 1998@	200	100	100	Cash	Transfer from Shubhkamal Leasing and Investment Private Limited	0.00^^%	[●]
March 31, 1999	1,700	100	100	Cash	Further Issue	0.00^^%	[●]
November 29, 2001 @	500	100	100	Cash	Transfer from Vijay M. Hegde	0.00^^%	[●]
April 20, 2002 @	2,250	100	100	Cash	Transfer from Kushal Subbayya Hegde	0.00^^%	[●]
June 1, 2004	3,400	100	500	Cash	Further Issue	0.00^^%	[●]
September 12, 2005	630	100	500	Cash	Further Issue	0.00^^%	[●]
August 31, 2009	3,338	100	550	Cash	Further Issue	0.00^^%	[●]
March 17, 2010	4,112	100	550	Cash	Further Issue	0.00^^%	[●]
November 14, 2013	83,150	100	-	-	Bonus Issue	0.15%	[●]
March 29, 2014@	2,662	100	563.50	Cash	Further Issue	0.00^^%	[●]
June 12, 2014	1,642#	100	609	Cash	Rights Issue	0.00^^%	[●]
August 26, 2014	2,791##	100	609	Cash	Rights Issue	0.00^^%	[●]
September 29, 2014	411###	100	609	Cash	Rights Issue	0.00^^%	[●]
February 20, 2015@	1,550	100	645^	Other than cash	Conversion of loan into equity shares	0.00^^%	[●]
February 20, 2015	6,201####	100	645	Cash	Rights Issue	0.01%	[●]
March 29, 2016 @	(1,401)	100	-	Gift	Transfer to Pushpa Kushal Hegde	0.00^^%	[●]
December 17, 2024*	(1)	100	53,000	Cash	Transfer to Maithili Rajesh Hegde	0.00^^%	[●]
Pursuant to resolution passed by our shareholders on February 11, 2025, the equity shares of our Company of face value of ₹100 each were sub-divided into Equity Shares of face value of ₹5 each. Consequently the 113,635 equity shares of face value of ₹100 each held by Rajesh Kushal Hegde were sub-divided into 2,272,700 Equity Shares of face value of ₹5 each.							
February 21, 2025	9,090,800	5	-	-	Bonus issue	16.00%	[●]
Total (C)	**11,363,500**	**5**				**20%**	[●]
Rohit Kushal Hegde							
December 28, 1998 @	300	100	100	Cash	Transfer from Karunakar Hegde HUF	0.00^^%	[●]

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition / transfer price per equity share (₹)	Nature of consideration	Nature of transaction	% of the pre-Offer equity share capital $	% of the post-Offer equity share capital&
March 31, 1999	3,200	100	100	Cash	Further Issue	0.00^^%	[●]
November 29, 2001 @	500	100	100	Cash	Transfer from Vijay M. Hegde	0.00^^%	[●]
April 20, 2002 @	1,200	100	100	Cash	Transfer from Kushal Subbayya Hegde	0.00^^%	[●]
June 1, 2004	1,800	100	500	Cash	Further Issue	0.00^^%	[●]
September 12, 2005	2,180	100	500	Cash	Further Issue	0.00^^%	[●]
August 31, 2009	3,338	100	550	Cash	Further Issue	0.00^^%	[●]
March 17, 2010	4,112	100	550	Cash	Further Issue	0.00^^%	[●]
November 14, 2013	83,150	100	-	-	Bonus Issue	0.15%	[●]
March 29, 2014@	2,662	100	563.50	Cash	Further Issue	0.00^^%	[●]
June 12, 2014	1,642#	100	609	Cash	Rights Issue	0.00^^%	[●]
August 26, 2014	2,791##	100	609	Cash	Rights Issue	0.00^^%	[●]
September 29, 2014	411###	100	609	Cash	Rights Issue	0.00^^%	[●]
February 20, 2015@	620	100	645^	Other than cash	Conversion of loan into equity shares	0.00^^%	[●]
February 20, 2015	6,201####	100	645	Cash	Rights Issue	0.01%	[●]
March 29, 2016 @	(471)	100	-	Gift	Transfer to Pushpa Kushal Hegde	0.00^^%	[●]
December 17, 2024*	(1)	100	53,000	Cash	Transfer to Katyayani Balasubramaniam	0.00^^%	[●]
Pursuant to resolution passed by our shareholders on February 11, 2025, the equity shares of our Company of face value of ₹100 each were sub-divided into Equity Shares of face value of ₹5 each. Consequently the 113,635 equity shares of face value of ₹100 each held by Rohit Kushal Hegde were sub-divided into 2,272,700 Equity Shares of face value of ₹5 each.							
February 21, 2025	9,090,800	5	-	-	Bonus issue	16.00%	[●]
Total (D)	**11,363,500**	**5**				20.00%	[●]
Rakhi Girija Shetty							
December 17, 2024*	1	100	53,000	Cash	Transfer from Pushpa Kushal Hegde	0.00^^%	[●]
Pursuant to resolution passed by our shareholders on February 11, 2025, the equity shares of our Company of face value of ₹100 each were sub-divided into Equity Shares of face value of ₹5 each. Consequently the 1 equity share of face value of ₹100 each held by Rakhi Girija Shetty was sub-divided into 20 Equity Shares of face value of ₹5 each.							
February 21, 2025	80	5	-	-	Bonus issue	0.00^^%	[●]
Total (E)	**100**	**5**				0.00^^%	[●]
Dhaulagiri Family Trust							
May 7, 2025	10	5	-	Gift	Transfer from Kushal Subbayya Hegde	0.00**^^%	[●]
Total (F)	**10**	**5**				0.00**^^%	[●]
Everest Family Trust							
May 7, 2025	10	5	-	Gift	Transfer from Kushal Subbayya Hegde	0.00**^^%	[●]
Total (G)	**10**	**5**				0.00**^^%	[●]
Makalu Family Trust							
May 7, 2025	10	5	-	Gift	Transfer from Kushal Subbayya Hegde	0.00**^^%	[●]
Total (H)	**10**	**5**				0.00**^^%	[●]
Kanchenjunga Family Trust							
May 7, 2025	10	5	-	Gift	Transfer from Pushpa Kushal Hegde	0.00**^^%	[●]
Total (I)	**10**	**5**				0.00**^^%	[●]

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition / transfer price per equity share (₹)	Nature of consideration	Nature of transaction	% of the pre-Offer equity share capital $	% of the post-Offer equity share capital&
Broad Family Trust							
May 8, 2025	10	5	-	Gift	Transfer from Pushpa Kushal Hegde	0.00**^^%	[●]
Total (J)	**10**	**5**				0.00**^^%	**[●]**
Annapurna Family Trust							
May 8, 2025	10	5	-	Gift	Transfer from Pushpa Kushal Hegde	0.00**^^%	[●]
Total (K)	**10**	**5**				0.00**^^%	**[●]**
Total (A+B+C+D+E+F+G+H+I+J+K)	**56,818,000**	**5**				**100.00%**	**[●]**

& *To be updated at Prospectus stage.*

* *The board of directors approved the transfer by way of a resolution passed at their meeting held on December 11, 2024, in accordance with the articles of association.*

^^*The number is negligible and below the rounding off norms adopted by our Company.*

$*On a fully diluted basis*

**The date of allotment mentioned refers to the date of incorporation of our Company. Pursuant to the initial subscription to the MoA dated June 29, 1979, the 1,000, equity shares of face value of ₹100 each allotted to Karunakar N. Bhandary, 500 equity shares of face value of ₹100 each allotted to Kushal Subbayya Hegde, Narayana B. Shetty and Jayaram N. Shetty, respectively, were subsequently taken on record by the Board by way of a resolution dated August 25, 1979. For further details, please see "Risk Factors – We are unable to trace some of our historical corporate records including in relation to certain allotments made by our Company. Further, certain corporate records have errors, and certain corporate filings have been made with delays. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to these matters, which may impact our financial condition and reputation" on page 51.*

** *The 2,500 equity shares of face value of ₹100 allotted to the initial subscribers of the MoA dated June 29, 1979, and the 2,500 equity shares of face value of ₹100 allotted in the further issue dated June 25, 1980, were collectively recorded in the Form-2 dated July 23, 1980 filed by our Company with the Registrar of Companies, Maharashtra at Mumbai. However, the Form-2 dated July 23, 1980, inadvertently recorded allotment of 1,000 equity shares of face value of ₹100 to Karunakar N. Bhandary, although no additional equity shares were allotted to him post the initial subscription to the MoA. For further details, please see "Risk Factors – We are unable to trace some of our historical corporate records including in relation to certain allotments made by our Company. Further, certain corporate records have errors, and certain corporate filings have been made with delays. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to these matters, which may impact our financial condition and reputation" on page 51.*

^ *No cash payment was made on allotment of equity shares of face value of ₹100 each as the same was an adjustment against loan provided to the Company.*

\#*Out of the 1,130 equity shares of face value of ₹100 each offered to Shubhkamal Leasing & Investment Private Limited, 604 equity shares of face value of ₹100 each were renounced in favour of Kushal Subbayya Hegde, 102 equity shares of face value of ₹100 each were renounced in favour of Pushpa Kushal Hegde, 212 equity shares of face value of ₹100 each were renounced in favour of Rajesh Kushal Hegde and 212 equity shares of face value of ₹100 each were renounced in favour of Rohit Kushal Hegde.*

\## *Out of the 1,919 equity shares of face value of ₹100 each offered to Shubhkamal Leasing & Investment Private Limited, 980 equity shares of face value of ₹100 each were renounced in favour of Kushal Subbayya Hegde, 285 equity shares of face value of ₹100 each were renounced in favour of Pushpa Kushal Hegde, 327 equity shares of face value of ₹100 each were renounced in favour of Rajesh Kushal Hegde and 327 equity shares of face value of ₹100 each were renounced in favour of Rohit Kushal Hegde.*

\### *Out of the 305 equity shares of face value of ₹100 each offered to Shubhkamal Leasing & Investment Private Limited, 287 equity shares of face value of ₹100 each were renounced in favour of Pushpa Kushal Hegde, 9 equity shares of face value of ₹100 each in favour of Rajesh Kushal Hegde and 9 equity shares of face value of ₹100 each were renounced in favour of Rohit Kushal Hegde. Out of the 202 equity shares of face value of ₹100 each offered to Kushal Subbayya Hegde, all 202 equity shares of face value of ₹100 each were renounced in favour of Pushpa Kushal Hegde.*

\#### *Out of the 4,031 equity shares of face value of ₹100 each offered to Shubhkamal Leasing & Investment Private Limited, 2,791 equity shares of face value of ₹100 each were renounced in favour of Kushal Subbayya Hegde, 620 equity shares of face value of ₹100 each were renounced in favour of Rajesh Kushal Hegde and 620 equity shares of face value of ₹100 each were renounced in favour of Rohit Kushal Hegde.*

@*Certain form- filings, resolutions and other secretarial documents for certain past allotments of equity shares made by our Company could not be traced as the relevant information was not available in the records maintained by our Company, or the Ministry of Corporate Affairs at its website or with the RoC and Registrar of Companies, Maharashtra at Mumbai. Accordingly, we have relied on the search report dated May 21, 2025, prepared by Kanj and Co LLP, independent practicing company secretary, and certified by their certificate dated May 21, 2025 ("**RoC Search Report**"). For further details, please see "Risk Factors – We are unable to trace some of our historical corporate records including in relation to certain allotments made by our Company. Further, certain corporate records have errors, and certain corporate filings have been made with delays. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to these matters, which may impact our financial condition and reputation" on page 51.*

As of the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged or are otherwise encumbered.

c) Details of Minimum Promoters' Contribution locked in as may be prescribed under applicable law

Pursuant to Regulation 14 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post Offer Equity Share capital of our Company held by our Promoters shall be considered as minimum promoters' contribution and, pursuant to Regulation 16 of the SEBI ICDR Regulations, shall be locked-in for a period of three years, or such other period as prescribed under the SEBI ICDR Regulations, as minimum promoter's contribution from the date of Allotment ("**Minimum Promoters' Contribution**"). Our Promoters' shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of one year from the date of Allotment or any other period as may be prescribed under the SEBI ICDR Regulations.

The details of Equity Shares held by our Promoters, which will be locked-in for a period of three years, from the date of Allotment as Minimum Promoters' Contribution are set forth below:

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

Note: To be updated at the Prospectus stage.
 # Equity Shares were fully paid-up on the respective dates of allotment/acquisition, as the case may be.
*** Subject to finalisation of Basis of Allotment.*

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

Our Company undertakes that the Equity Shares that are being locked-in are not and will not be ineligible for computation of Minimum Promoters' Contribution under Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, see "*Capital Structure –Build-up of Promoters' shareholding in our Company*" on page 91.

In this connection, we confirm the following:

(i) The Equity Shares offered for Minimum Promoters' Contribution shall not consist of Equity Shares acquired during the three years preceding the date of this Draft Red Herring Prospectus (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets, or (b) as a result of bonus shares issued by utilization of revaluation reserves or unrealised profits or from bonus issue against Equity Shares which are otherwise in-eligible for computation of Minimum Promoters' Contribution;

(ii) The Equity Shares offered for Promoters' Contribution shall not consist of Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm; and

(iv) All the Equity shares held by our Promoters and offered for Minimum Promoters' Contribution are not subject to pledge or any other encumbrance.

d) Details of share capital locked-in for six months or any other period as may be prescribed under applicable law

In terms of Regulation 17 of the SEBI ICDR Regulations, except for the Minimum Promoters' Contribution and any Equity Shares held by our Promoters in excess of Minimum Promoter's Contribution, which shall be locked in as above, the entire pre-Offer Equity Share capital of our Company, shall, unless otherwise permitted under the SEBI ICDR Regulations, be locked in for a period of six months from the date of Allotment in the Offer. In terms of Regulation 17(c) of the SEBI ICDR Regulations, Equity Shares held by a venture capital fund or alternative investment fund of category I or category II or a foreign venture capital investor shall not be locked-in for a period of six months from the date of Allotment, provided that such Equity Shares shall be locked in for a period of at least six months from the date of purchase by such shareholders.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in pursuant to Regulation 16 of the SEBI ICDR Regulations, may be transferred amongst our Promoters or any member of the Promoter Group or to any new promoter, subject to continuation of lock-in in the hands of the transferees for the remaining period and compliance with provisions of the SEBI Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired. The Equity Shares held by persons other than our Promoters and locked-in pursuant to Regulation 17 of the SEBI ICDR Regulations, may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the provisions of the SEBI Takeover Regulations.

In terms of Regulation 21 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in as per Regulation 16 of the SEBI ICDR Regulations, may be pledged only with scheduled commercial banks or public financial institutions or systemically important non-banking finance companies or deposit taking housing finance companies as collateral security for loans granted by such entity, provided that such pledge of the Equity Shares is one of the terms of the sanctioned loan. However, such lock-in will continue pursuant to any invocation of the pledge and the transferee of the Equity Shares pursuant to such invocation shall not be eligible to transfer the Equity Shares until the expiry of the lock-in period stipulated above.

e) **Recording of non-transferability of Equity Shares locked-in**

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

f) **Lock-in of Equity Shares Allotted to Anchor Investors**

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

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

Except as disclosed in "*Capital Structure – Build-up of Promoters' shareholding in our Company*" on page 91 and "*Capital Structure - Secondary Transactions of equity shares involving the Promoters and members of the Promoter Group*" on page 100, none of our Promoters, the members of the Promoter Group, our Directors or their relatives have purchased, acquired or sold any Equity Shares or other specified securities of our Company during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

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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 Shareholder (III)	No. of fully paid-up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total no. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (Including Warrants, ESOP etc.) (X)	Total no. of shares on fully diluted basis (including warrants, ESOP, Convertible Securities etc.) (XI)=(VII+X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XII)=(VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XIII)		Number of Shares pledged (XIV)		Non-Disposal Undertaking (XV)		Other encumbrances, If any (XVI)		Total Number of Shares encumbered (XVII)=(XIV+XV+XVI)		Number of equity shares held in demateriallized form (XVIII)	
								No. of Voting Rights: Class eg: X	No. of Voting Rights: Class eg: Y	No. of Voting Rights: 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)	No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
(A)	Promoter & Promoter Group	13	56,818,200	0	0	56,818,200	100%	NA	NA	NA		-	-	-	-	-	-	-	-	-	-	-	-	-	-	56,818,200
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**13**	**56,818,200**	**0**	0	**56,818,200**	**100%**	**NA**	**NA**	**NA**		-	-	-	-	-	-	-	-	-	-	-	-	-	-	**56,818,200**

10. As on the date of this Draft Red Herring Prospectus, our Company has 13 equity Shareholders.

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

Except as stated below, none of our Directors or Key Managerial Personnel or members of Senior Management hold any Equity Shares.

Name of Shareholder	Number of Equity Shares of face value of ₹5 each	Percentage of pre-Offer Equity Share capital*
Kushal Subbayya Hegde	26,704,570	47.00%
Rajesh Kushal Hegde	11,363,500	20.00%
Rohit Kushal Hegde	11,363,500	20.00%
Rakhi Girija Shetty	100	0.00**%
Total	**49,431,670**	**87.00%**

**Calculated on a fully diluted basis*
***The number is negligible and below the rounding off norms adopted by our Company.*

12. ***Details of shareholding of the major shareholders of our Company***

(a) Set forth below are details of shareholders holding 1% or more of the paid-up share capital of our Company as on the date of this Draft Red Herring Prospectus:

Sr. no	Name of Shareholder	Number of Equity Shares of face value of ₹5 each	Percentage of pre-Offer Equity Share capital*
1	Kushal Subbayya Hegde	26,704,570	47.00%
2	Rajesh Kushal Hegde	11,363,500	20.00%
3	Rohit Kushal Hegde	11,363,500	20.00%
4	Pushpa Kushal Hegde	7,386,270	13.00%
	Total	**56,817,840**	**99.99%**

**Calculated on a fully diluted basis*

Set forth below are details of shareholders holding 1% or more of the paid-up share capital of our Company as of 10 days prior to the date of this Draft Red Herring Prospectus:

Sr. no	Name of Shareholder	Number of Equity Shares of face value of ₹5 each	Percentage of pre-Offer Equity Share capital*
1	Kushal Subbayya Hegde	26,704,570	47.00%
2	Rajesh Kushal Hegde	11,363,500	20.00%
3	Rohit Kushal Hegde	11,363,500	20.00%
4	Pushpa Kushal Hegde	7,386,270	13.00%
	Total	**56,817,840**	**99.99%**

**Calculated on a fully diluted basis*

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

Sr. no	Name of Shareholder	Number of equity shares of face value of ₹100 each	Percentage of pre-Offer Equity Share capital*
1	Kushal Subbayya Hegde	267,046	47.00%
2	Rajesh Kushal Hegde	113,636	20.00%
3	Rohit Kushal Hegde	113,636	20.00%
4	Pushpa Kushal Hegde	73,864	13.00%
	Total	**568,182**	**100.00%**

**Calculated on a fully diluted basis*

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

Sr. no	Name of Shareholder	Number of equity shares of face value of ₹100 each	Percentage of pre-Offer Equity Share capital*
1	Kushal Subbayya Hegde	267,046	47.00%
2	Rajesh Kushal Hegde	113,636	20.00%
3	Rohit Kushal Hegde	113,636	20.00%
4	Pushpa Kushal Hegde	73,864	13.00%
	Total	**568,182**	**100.00%**

**Calculated on a fully diluted basis*

13. ***Secondary Transactions of equity shares involving the Promoters and members of the Promoter Group***

Except as disclosed below and in "*Capital Structure – Build-up of Promoter's shareholding in our Company*", on page 91, there have been no secondary transactions of equity shares by our Promoters and members of the Promoter Group, as on date of this Draft Red Herring Prospectus:

Date of allotment/ transfer	Name of transferor	Name of transferee	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition/ transfer price per equity share (₹)	Nature of consideration	Nature of transaction
September 30, 1981@	Diwakar M. Shetty	Kushal Subbayya Hegde	200	100	100	Cash	Share transfer
September 30, 1981@	Gopal B. O.	Kushal Subbayya Hegde	200	100	100	Cash	Share transfer
September 30, 1981@	Diwakar M. Shetty	Karunakar N. Bhandary	150	100	100	Cash	Share transfer
September 30, 1981@	Gopal B. O.	Karunakar N. Bhandary	150	100	100	Cash	Share transfer
September 30, 1981@	Diwakar M. Shetty	Jayaram N. Shetty	400	100	100	Cash	Share transfer
September 30, 1981@	Gopal B. O.	Narayana B. Shetty	400	100	100	Cash	Share transfer
August 6, 1982@	Karunakar N. Bhandary	Kushal Subbayya Hegde	1300	100	100	Cash	Share transfer
August 6, 1982@	Sanjeev A. Shetty	Kushal Subbayya Hegde	250	100	100	Cash	Share transfer
December 9, 1983@	Jayaram N. Shetty	Kushal Subbayya Hegde	500	100	100	Cash	Share transfer
March 28, 1987@	Kushal Subbayya Hegde	Karunakar Hegde	300	100	100	Cash	Share transfer
November 16, 1989@	Narayana B. Shetty	Shubhkamal Leasing and Investment Private Limited	650	100	100	Cash	Share transfer
December 5, 1990@	Jayaram N. Shetty	Shubhkamal Leasing and Investment Private Limited	650	100	100	Cash	Share transfer
September 7, 1998@	Karunakar Hegde	Karunakar Hegde (HUF)	300	100	100	Cash	Share transfer
September 7, 1998@	Narayana B Shetty	Rajesh Kushal Hegde	500	100	100	Cash	Share transfer
December 28, 1998@	Karunakar Hegde (HUF)	Rohit Kushal Hegde	300	100	100	Cash	Share transfer
December 28, 1998@	Shubhkamal Leasing and Investment Private Limited	Kushal Subbayya Hegde	4000	100	100	Cash	Share transfer
December 28, 1998@	Shubhkamal Leasing and Investment Private Limited	Rajesh Kushal Hegde	200	100	100	Cash	Share transfer
November 29, 2001@	Vijay M. Hegde	Rajesh Kushal Hegde	500	100	100	Cash	Share transfer

Date of allotment/ transfer	Name of transferor	Name of transferee	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition/ transfer price per equity share (₹)	Nature of consideration	Nature of transaction
November 29, 2001@	Vijay M. Hegde	Rohit Kushal Hegde	500	100	100	Cash	Share transfer
April 20, 2002@	Kushal Subbayya Hegde	Rohit Kushal Hegde	1200	100	100	Cash	Share transfer
April 20, 2002@	Kushal Subbayya Hegde	Rajesh Kushal Hegde	2250	100	100		Share transfer
March 29, 2016@	Kushal Subbayya Hegde	Pushpa Kushal Hegde	1563	100	-	Gift	Share transfer
March 29, 2016@	Rajesh Kushal Hegde	Pushpa Kushal Hegde	1401	100	-	Gift	Share transfer
March 29, 2016@	Rohit Kushal Hegde	Pushpa Kushal Hegde	471	100	-	Gift	Share transfer
December 17, 2024	Pushpa Kushal Hegde	Rakhi Girija Shetty	1	100	53000	Cash	Share transfer
December 17, 2024	Rajesh Kushal Hegde	Maithili Rajesh Hegde	1	100	53000	Cash	Share transfer
December 17, 2024	Rohit Kushal Hegde	Katyayani Balasubramanian	1	100	53000	Cash	Share transfer
May 7, 2025	Kushal Subbayya Hegde	Makalu Family Trust	10	5	-	Gift	Share transfer
May 7, 2025	Kushal Subbayya Hegde	Dhaulagiri Family Trust	10	5	-	Gift	Share transfer
May 7, 2025	Kushal Subbayya Hegde	Everest Family Trust	10	5	-	Gift	Share transfer
May 7, 2025	Pushpa Kushal Hegde	Kanchenjunga Family Trust	10	5	-	Gift	Share transfer
May 8, 2025	Pushpa Kushal Hegde	Annapurna Family Trust	10	5	-	Gift	Share transfer
May 8, 2025	Pushpa Kushal Hegde	Broad Family Trust	10	5	-	Gift	Share transfer

*@Certain form- filings, resolutions and other secretarial documents for certain past allotments of equity shares made by our Company could not be traced as the relevant information was not available in the records maintained by our Company, or the Ministry of Corporate Affairs at its website or with the RoC and Registrar of Companies, Maharashtra at Mumbai. Accordingly, we have relied on the search report dated May 21, 2025, prepared by Kanj and Co LLP, independent practicing company secretary, and certified by their certificate dated May 21, 2025 (“**RoC Search Report**”). For further details, please see “Risk Factors – We are unable to trace some of our historical corporate records including in relation to certain allotments made by our Company. Further, certain corporate records have errors, and certain corporate filings have been made with delays. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to these matters, which may impact our financial condition and reputation” on page 51.*

14. There have been no financing arrangements whereby our Promoters, members of our Promoter Group, our Directors or any of their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

15. Our Company, our Directors and the BRLMs have not entered into any buy-back arrangement for purchase of the Equity Shares.

16. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus. The Equity Shares to be issued or transferred pursuant to the Offer shall be fully paid-up at the time of Allotment.

17. All the Equity Shares held by our Promoters are in dematerialised form as on the date of this Draft Red Herring Prospectus.

18. None of the BRLMs and their respective associates (as defined under the SEBI (Merchant Bankers) Regulations, 1992) hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

19. Except for the stock options granted under ESOP 2025, there are no outstanding warrants or convertible securities, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares of our Company, as on the date of this Draft Red Herring Prospectus.

20. No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

21. Except for the stock options granted under ESOP 2025, allotment of specified securities pursuant to the Fresh Issue and Pre-IPO Placement aggregating up to ₹840.00 million, there will be no further issue of specified securities whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.

22. Except for the (i) equity shares to be allotted pursuant to ESOP 2025; and (ii) Equity Shares to be allotted pursuant to the Fresh Issue, there is no proposal or intention, negotiations or consideration by our Company to alter its capital structure by way of split or consolidation of the denomination of the Equity Shares or by way of further issue of Equity Shares or convertible securities on a preferential basis or by way of issue of bonus Equity Shares or on a rights basis or by way of further public offer of such securities, within a period of six months from the Bid/Offer Opening Date.

23. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

24. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time. All transactions in Equity Shares by our Promoters and members of our Promoter Group between the date of filing of this Draft Red Herring Prospectus and the date of Bid/Offer Closing Date shall be reported to the Stock Exchanges within 24 hours of such transactions. Any issuance of Equity Shares pursuant to the Pre-IPO Placement and secondary transactions of Equity Shares aggregating up to 1% or more of the paid-up equity share capital of the Company by our Promoters and members of our Promoter Group between the date of filing of this Draft Red Herring Prospectus and the Bid/Offer Closing Date shall be reported to the Stock Exchanges within 24 hours of such transactions.

25. None of our Promoters and the members of the Promoter Group will submit Bids or otherwise participate in the Offer.

26. None of the Shareholders of our Company are directly or indirectly related to the BRLMs or their associates.

27. **Employee Stock Option plan**

    Our ESOP 2025 is in compliance with the relevant provisions of the SEBI SBEB Regulations and the Companies Act, 2013, and the options under ESOP 2025 have been granted only to the employees of our Company. Our ESOP 2025 was approved pursuant to a resolution passed by our Board dated May 6, 2025, and special resolution by our Shareholders dated May 6, 2025.

    Under ESOP 2025, out of the total pool of 1,704,546 options, 107,413 options have been granted by our Company to our employees, as on date of this Draft Red Herring Prospectus. The total number of Equity Shares which can be issued pursuant to conversion of the options under ESOP 2025 are 1,704,546.

Particulars	Details
Total options granted	107,413
Options forfeited/ lapsed/ cancelled	0
Options exercised	0
Total number of Equity Shares arising as a result of exercise of options	0
Options vested (including options that have been exercised)	0
Total number of options in force	107,413

Details of grants, exercise and lapsing of options as on the date of this Draft Red Herring Prospectus on a cumulative basis are as follows:

Particulars	Details
	From January 1, 2025 till the date of this Draft Red Herring Prospectus
Options granted	107,413
Number of employees to whom options were granted	72
Options vested (Excluding options that have been exercised)	-
Options exercised	-

Particulars	Details
	From January 1, 2025 till the date of this Draft Red Herring Prospectus
Options forfeited/ lapsed/ cancelled	-
Options outstanding (including vested and unvested options)	107,413
Exercise price of options - weighted average exercise price per option (in ₹)	5
Total number of Equity Shares that would arise as a result of full exercise of options granted (net of forfeited/ lapsed/ cancelled options) (vested and unvested options)	5,725,613
Variation in terms of options	NA
Money realised by exercise of options (in ₹ million)	NA
Total number of options in force (unvested options)	107,413
Employee wise details of options granted to	
(i) KMPs and SMs	
Kushal S. Hegde (KMP)	-
Rajesh K. Hegde (KMP)	-
Rohit K. Hegde (KMP)	-
Rakhi Shetty (KMP)	-
Ganesh Prasad (KMP)	16,891
Sandesh Bhagwat (KMP)	-
Amod Joshi (KMP)	6,075
Sandeep Sharma (SM)	9,260
Manoj Dwivedi (SM)	-
Suresh Patil (SM)	4,430
Sarthak Malvadkar (Company Secretary and Compliance Officer)	1016
(ii) Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year	-
(iii) Identified employees who are granted options, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	-
Fully diluted EPS as on December 31, 2024 on a pre- Offer basis pursuant to the issue of Equity Shares on exercise of options calculated in accordance with the applicable accounting standard on 'Earnings per Share' (in ₹) for continuing and discontinued operations	8.72
Lock-in	-
Difference between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost that shall have been recognised if the Company had used fair value of options and impact of this difference on profits and EPS of the Company	NA, Company follows Fair value method which is specified in SBSE regulations.
Description of the pricing formula and the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	1. **Exercise Price** – Rs 5 2. **Fair Value of Option** – 316.31* 3. **Risk Free Interest Rate** – May 2026 = 5.99%, May 2027 = 6.07%, May 2028 = 6.10%. 4. **Expected Life** – May 2026 = 3years, May 2027 = 4Years, May 2028 = 5 Years 5. **Expected Volatility** - May 2026 = 49.49%, May 2027 = 50.59%, May 2028 = 50.00% 6. **Dividend** – Rs 0 7. **Market Price Computed** = Rs 320.24
Impact on profits and EPS of the last three years if the Company had followed the accounting policies specified in the SEBI SBEB & SE Regulations in respect of options granted in the last three years	No Change in Impact as ESOPs Granted are non-Dilutive.

Particulars	**Details**
	From January 1, 2025 till the date of this Draft Red Herring Prospectus
Intention of the KMPS, SMs and whole-time directors who are holders of Equity Shares allotted on exercise of options granted under an employee stock option scheme or allotted under an employee stock purchase scheme, to sell their Equity Shares within three months after the date of listing of the Equity Shares in the Offer (aggregate number of Equity Shares intended to be sold by the holders of options), if any	The KMPs, SMs and Whole Time Directors may sell some Equity Shares allotted on the exercise of options granted under ESOP Scheme, within three months after the date of listing of the Equity Shares of the Company
Intention to sell Equity Shares arising out of an employee stock option scheme or allotted under an employee stock purchase scheme within three months after the date of listing, by Directors, KMPs, SMs and employees having Equity Shares issued under an employee stock option scheme or employee stock purchase scheme amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company	No Directors, KMPs, SMs and employees hold more than 1% of the issued capital allocated under the ESOP 2018 scheme.

SECTION IV - PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The Offer is of up to [●] Equity Shares of face value of ₹5 each aggregating to ₹7,450.00 million comprising a Fresh Issue of [●] Equity Shares, aggregating up to ₹4,200.00 million by our Company and an Offer for Sale of up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹3,250.00 million by the Promoter Selling Shareholders, subject to finalization of the Basis of Allotment.

Offer for Sale

Each of the Promoter Selling Shareholders will be entitled to their respective portion of the proceeds of the Offer for Sale, after deducting their respective portion of the Offer related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale. All expenses in relation to the Offer, other than the listing fees (which shall be borne by our Company), shall be shared among our Company and the Promoter Selling Shareholders on a pro rata basis, in proportion to the Equity Shares Allotted by our Company in the Fresh Issue and the respective portion of the Offered Shares sold by each Promoter Selling Shareholder in the Offer for Sale, in accordance with applicable law. The table below sets forth certain details in relation to the Promoter Selling Shareholders and their respective Offered Shares:

S. No.	Name of Promoter Selling Shareholder	Aggregate amount of Offer for Sale (₹ in million)	Date of consent letter
1.	Kushal Subbayya Hegde	1,528.00	May 6, 2025, read with May 22, 2025
2.	Pushpa Kushal Hegde	422.00	May 6, 2025, read with May 22, 2025
3.	Rajesh Kushal Hegde	650.00	May 6, 2025, read with May 22, 2025
4.	Rohit Kushal Hegde	650.00	May 6, 2025, read with May 22, 2025

Fresh Issue

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

Particulars	Estimated amount (in ₹ million)
Gross Proceeds from the Fresh Issue*^	Up to 4,200.00
(Less) Offer related expenses in relation to the Fresh Issue to be borne by our Company#	[●]
Net Proceeds from the Fresh Issue#^	**[●]**

* *Subject to full subscription of the Fresh Issue component*

\# *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. For further details, see "Objects of the Offer - Offer related expenses" on page 116.*

(1) *Our Company in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement, as may be permitted under applicable law for an amount aggregating up to ₹840.00 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the SCRR. the Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety) and as may be required under applicable law. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

Requirement of funds

The Net Proceeds of the Fresh Issue are proposed to be utilised by our Company in the following manner:

1. Prepayment and/or repayment, in full or in part, of all or a portion of certain outstanding borrowings availed by our Company;
2. Funding the capital expenditure requirements of our Company towards:
   (i) purchasing and setting up of new machinery for expansion at our Supa Facility ("**Phase II Expansion at our Supa Facility**");
   (ii) purchasing and setting up of new machinery at Unit 2 in Chakan, Pune in Maharashtra;
3. Funding the capital expenditure requirements of our Company towards purchasing and setting up of a rooftop solar power plant for power generation at our Supa Facility; and
4. General corporate purposes.

(collectively, referred to herein as "**Objects**")

In addition to the aforementioned Objects, our Company expects to achieve the benefits of listing of its Equity Shares on the Stock Exchanges including enhancement of our Company's brand name and creating a public market for our Equity Shares in India.

The main objects and the objects incidental and ancillary to the main objects of our MoA enables our Company to undertake (i) our existing business activities; (ii) the activities proposed to be funded from the Net Proceeds; and (iii) the activities for which loans were raised and which are proposed to be prepaid or repaid in full or in part from the Net Proceeds and the activities for which funds are earmarked towards general corporate purposes.

Utilisation of Net Proceeds

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

Particulars	Estimated Amount*^@ (₹ in million)
Prepayment and/or repayment, in full or in part, of all or a portion of certain outstanding borrowings availed by our Company	2,259.77
Funding the capital expenditure requirements of our Company towards: (i) purchasing and setting up of new machinery for expansion at our Supa Facility (ii) purchasing and setting up of new machinery at Unit 2 in Chakan, Pune in Maharashtra	900.63
Funding the capital expenditure requirements of our Company towards purchasing and setting up of a rooftop solar power plant for power generation at our Supa Facility	104.13
General corporate purposes*	[●]
Net Proceeds*	[●]

* *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

(2) *Our Company in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement, as may be permitted under applicable law for an amount aggregating up to ₹840.00 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the SCRR. the Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety) and as may be required under applicable law. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

@^ *Exclusive of applicable goods and service tax*

Proposed schedule of implementation and deployment of Net Proceeds

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

(*₹ in million*)

Particulars	Total estimated cost	Estimated advance to be paid(1)	Estimated amount^/ Amount to be funded from the Net Proceeds	Estimated schedule of deployment of Net Proceeds	
				Fiscal 2026	Fiscal 2027
Prepayment and/or repayment, in full or in part, of all or a portion of certain outstanding borrowings availed by our Company;	2,259.77	-	2,259.77	2,259.77	-
Funding the capital expenditure requirements of our Company towards: (i) purchasing and setting up of new machinery for expansion at our Supa Facility; (ii) purchasing and setting up of new machinery at Unit 2 in Chakan, Pune in Maharashtra;	995.95	95.32	900.63	287.98	612.65
Funding the capital expenditure requirements of our Company towards purchasing and setting up of a rooftop solar power plant for power generation at our Supa Facility	104.13	-	104.13	104.13	-
General corporate purposes*	[●]	-	[●]	[●]	[●]

Particulars	Total estimated cost	Estimated advance to be paid(1)	Estimated amount^/ Amount to be funded from the Net Proceeds	Estimated schedule of deployment of Net Proceeds	
				Fiscal 2026	Fiscal 2027
Total Net Proceeds**	[●]	-	[●]	[●]	[●]

**To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

*** Our Company in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement as may be permitted under applicable law for an amount aggregating up to ₹ 840.00 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the SCRR. the Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety). Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

(1)Advance of 9,90,000 Euros (₹95.32 million based on a conversion rate of 1 Euro = ₹96.28 as of May 9, 2025 (source: www.rbi.org.in)) is expected to be paid by the Company through internal accruals and/or debt funds before listing.

The fund requirement, the deployment of funds and the intended use of the Net Proceeds as indicated above are based on our management estimates, current circumstances of our business and prevailing market conditions and other external commercial and technical factors including interest rates. Further, in relation to the Phase II Expansion at our Supa Facility, funding the capital expenditure requirements of our Company towards purchasing and setting up of a rooftop solar power plant for power generation at our Supa Facility, and funding the capital expenditure requirements of our Company towards purchasing and setting up of new machinery at Unit 2 in Chakan, Pune in Maharashtra, on the estimated costs basis the valid quotations obtained from various third-party vendors and the certificate dated May 22, 2025 issued by the ICE ("**Chartered Engineer Certificate**"), which are subject to change.

Our Company may decide to accelerate the estimated deployment of Net Proceeds ahead of the schedule of implementation specified above. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular Object *vis-à-vis* the utilization of Net Proceeds. Further, the deployment of funds described herein has not been appraised by any bank or financial institution or any other independent agency. We may also have to revise our funding requirements and deployment of the Net Proceeds from time to time on account of business and strategy and other external factors such as such as, change in cost, financial and market conditions, demand for our products, change in technology, our management's analysis of economic trends and business requirements, competitive landscape as well as general factors affecting our results of operations, financial condition, access to capital, business and strategy, delay in procuring and operationalizing assets, obtaining necessary licenses and approvals or other external factors, which may not be within the control of our management. This may entail changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. For details, please see section titled "*Risk Factors – Any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company.*" on page 57.

In the event the estimated utilisation out of the Net Proceeds is not completely utilised for the Objects during the respective periods stated above due to factors such as (i) economic and business conditions; (ii) delay in procuring and operationalizing assets or necessary licenses and approvals; (iii) timely completion of the Offer; (iv) market conditions outside the control of our Company; and (v) any other commercial considerations, the remaining unutilised portion of the Net Proceeds shall be utilised (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws. Further, due to various factors including considerations as set out above, we may decide or have to utilize portion of the Net Proceeds allocated for the subsequent year in the previous year. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular object vis-à vis the utilization of Net Proceeds.

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

Details of objects of the Offer

Our Board at its meeting held on May 22, 2025 has approved the Objects of the Offer and the respective amounts proposed to be utilized from the Net Proceeds for each Object. The details of each of the Objects of the Offer are as below:

1. **Prepayment and/or repayment, in full or in part, of all or a portion of certain outstanding borrowings availed by our Company**

As on April 21, 2025, our Company had total fund based outstanding borrowings of ₹3,609.00 million. For details of these financing arrangements including indicative terms and conditions, please see sections titled "*Restated Financial Statements*" and "*Financial Indebtedness*" on pages 279 and 380, respectively. Our Company intends to utilize an aggregate amount of ₹2,259.77 million from the Net Proceeds towards repayment/ prepayment, in full or part of certain of its outstanding borrowings availed from banks, which constitutes 62.61% of total outstanding borrowings of our Company as on April 21, 2025.

Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Given the nature of the borrowings and the terms of repayment/ prepayment, the aggregate outstanding amounts under the borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of their existing borrowings prior to Allotment or avail of additional credit facilities. In addition, our Company may, from time to time, enter into further financing arrangements and drawdown funds thereunder. In such cases or in case any of the borrowings listed below are prepaid or repaid (earlier or as on the scheduled date of repayment), refinanced, in part or full, or further drawn down prior to the completion of the Offer, we may utilize Net Proceeds towards prepayment or repayment (earlier or scheduled date of payment) of such additional indebtedness availed by us and/ or interest thereon, details of which shall be provided in the Red Herring Prospectus.

Such repayment or prepayment will help reduce our outstanding indebtedness and debt servicing costs, improve our debt-to-equity ratio and enable utilization of the internal accruals for further investment towards business growth and expansion. In addition, we believe that the improved debt-equity ratio of our Company would improve our ability to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business.

The following table provides the details of outstanding amount of borrowings availed by our Company as on April 21, 2025, which we propose to prepay or repay, in full or part, from the Net Proceeds for an aggregate amount of ₹2,259.77 million:

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Date of Sanction Letter / Loan Agreement	Name of the lender	Nature of Borrowing	Amount sanctioned (in ₹ million)	Tenure of borrowing	Principal amount (in ₹ million) outstanding loan amount as on April 21, 2025	Prevailing Rate of Interest	Rate of Interest prevailing as on April 21, 2025	Repayment Schedule	Prepayment Penalty	Purpose
March 22, 2024	Exim Bank	Secured rupee term loan	770.00	32 quarterly instalments (including 24 months moratorium from first disbursement on December 29, 2023)	491.64	91 days T-bill rate plus bps per annum	8.42%	32 quarterly instalments (including 24 months moratorium from first disbursement on December 29, 2023)	1% of the amount prepaid except prepayment is done from proceeds of fresh equity capital issued or internal accruals or capital subsidy receipts	Setting up of copper conductor manufacturing unit IV comprising of CTC wires, round wires and enamelled flat wires at MIDC Supa, Ahilyanagar (formerly Ahmednagar)
November 12, 2024	ICICI Bank	Secured rupee term loan	90.00	60 months	45.06	(I-MCLR-1Y) + Spread p.a. (subject to change at the end of every 1 year)	9.35%	60 equated monthly instalments	1% of the principal amount repaid/ 4% if the facility is take-over by other banks	Expansion (Purchase of plant and machinery)
March 16, 2023	ICICI Bank	Secured rupee term loan	153.00	72 months	120.59	(I-MCLR-1Y) + spread p.a.	9.35%	72 months (60 monthly equated instalment after a moratorium of 12 months)	1% of the principle amount prepaid	Purchase of replacement machinery (Rolling Mill)
December 15, 2023	IndusInd Bank	Secured rupee term loan	1,000.00	32 quarterly instalments (including 24	625.92	91 days T-bill rate plus spread	8.25%	32 quarterly instalments (including 24	1% of the amount prepaid	Setting up of copper conductor

Date of Sanction Letter / Loan Agreement	Name of the lender	Nature of Borrowing	Amount sanctioned (in ₹ million)	Tenure of borrowing	Principal amount (in ₹ million) outstanding loan amount as on April 21, 2025	Prevailing Rate of Interest	Rate of Interest prevailing as on April 21, 2025	Repayment Schedule	Prepayment Penalty	Purpose
				Months Moratorium from first Disbursement on December 29, 2023)				Months Moratorium from first Disbursement on December 29, 2023)	except prepayment is done from proceeds of fresh equity capital issued.	manufacturing unit IV comprising of CTC wires, Round Wires and Enamelled Flat wires at MIDC Supa, Ahilyanagar (formerly Ahmednagar.)
July 12, 2024	Federal Bank Limited	Cash credit/ WCDL	250.00	Yearly renewal	232.66	As mutually agreed, or to be decided at the time of drawdown	9.60%	Lump sum or on due dates	2% plus taxes	Working Capital Requirements
July 24, 2024	HDFC Bank Limited	Cash credit/ WCDL	250.00	CC on demand WCDL up to 180 days	99.29	CC-T-Bill 3 Months plus spread) WCDL-T-Bill 3 Months plus spread p.a	8.25%	CC- Repayable on Demand WCDL- 180 days	2% on outstanding principal amount	Working Capital Requirements
November 12, 2024	ICICI Bank	Cash credit/ WCDL	350.00	Yearly renewal	333.27	Cash Credit (I-MCLR-6M) + Spread p.a. (subject to change at the end of every 6 months)	9.20%	Cash credit: 1 Year Working capital demand loan:	Cash credit: Not applicable	Working Capital Requirements

Date of Sanction Letter / Loan Agreement	Name of the lender	Nature of Borrowing	Amount sanctioned (in ₹ million)	Tenure of borrowing	Principal amount (in ₹ million) outstanding loan amount as on April 21, 2025	Prevailing Rate of Interest	Rate of Interest prevailing as on April 21, 2025	Repayment Schedule	Prepayment Penalty	Purpose
						WCDL: Sum of Repo Rate+ Spread p.a.		WCDL:Principal amount of each tranche to be repaid in instalments as mutually agreed between the Company and ICICI Bank	Working capital demand loan: Subject to applicable prepayment premium as stipulated by ICICI Bank	
July 12, 2024	Federal Bank Ltd	Bill discounting limit	200	12 Months	186.38	As mutually agreed at the time of drawdown	8.30%	Lumpsum/ on demand	2% plus taxes	Working Capital Requirements
November 19, 2024	Bajaj Finance Limited	Bill discounting limit	150	12 Months	149.03	Linked to SBI 3 months MCLR plus spread	8.80%	Principal and interest to be repaid at the end of each tranche. The tenor of each tranche to communicated by Bajaj Finance Limited at the time of disbursement	Not Applicable	Working Capital Requirements
			3,213.00		**2,283.84**					

Note: In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilisation of loans for the purposes availed, our Company has obtained the requisite certificate dated May 22, 2025, from Kirtane & Pandit LLP, Chartered Accountants, our Statutory Auditors, as applicable.

Further, in the event any penalties are charged for repayment/ prepayment by the banks for the above facilities, as may be applicable, our Company will bear the same through its internal accruals.

2. Funding the capital expenditure requirements of our Company towards: (i) purchasing and setting up of new machinery for expansion at our Supa Facility ("Phase II Expansion at our Supa Facility"); and (ii) purchasing and setting up of new machinery at Unit 2 in Chakan, Pune in Maharashtra;

i. <u>Purchasing and setting up of new machinery for expansion at our Supa Facility</u>

The magnet winding wires industry in India has demonstrated robust growth, driven by its critical role in powering various end-use industries such as power transmission and distribution, electrical equipment, and appliances, automotive, telecommunications and industrial machinery. The Indian magnet winding wire market was valued at USD 4.2 billion in CY23, growing from USD 3.5 billion in CY19, with a CAGR of 4.6%. Looking forward, magnet winding wire market in India is expected to reach USD 5.3 billion by CY28, growing at a CAGR of 4.5% from CY23 to CY28. (*Source: CARE Report*).

The standard magnet winding wire market has experienced steady growth, with demand increasing from USD 1.08 billion in CY19 to USD 1.28 billion in CY23, reflecting a CAGR of 4.5%. The expected growth trajectory indicates a continued rise, with projections reaching USD 1.68 billion by CY28, supported by a higher CAGR of 5.6% from CY23 to CY28. This positive outlook is attributed to the expansion of renewable energy projects, rising adoption of electric vehicles, and increased focus on industrial automation (*Source: CARE Report*). Standard magnet winding wires are essential in a variety of general electrical applications, including motors, transformers, and coils.

The market for Specialty Magnet Winding wires has demonstrated steady growth, increasing from USD 2.45 billion in CY19 to USD 2.94 billion in CY23, reflecting a CAGR of 4.61%. The segment is expected to maintain a strong growth trajectory, with projections reaching USD 3.57 billion by CY28 at a CAGR of 3.99% from CY23 to CY28 (*Source: CARE Report*). Specialty Magnet Winding wires are designed for high-performance applications, offering enhanced insulation, reduced energy losses, and superior mechanical strength (*Source: CARE Report*).

As on the date of this Draft Red Herring Prospectus, we manufacture our products at our three operating manufacturing facilities, with a combined annual installed capacity of 29,045 MT (as on December 31, 2024). Two of these facilities are located in Chakan, Pune in Maharashtra and one in Taloja, Raigad in Maharashtra. Additionally, in order to address the rise in demand for magnet winding wires, we are establishing a fourth facility in Supa, Ahilyanagar (formerly Ahmednagar) in Maharashtra ("**Supa Facility**").

We are the third largest manufacturer of magnet winding wires in India in terms of production capacity in Fiscal 2024 (*Source: CARE Report*). We are also the largest exporter of magnet winding wires from India in terms of export revenues in Fiscal 2024 (*Source: CARE Report*). We commenced our operations in 1981 by manufacturing magnet winding wires in Taloja, Raigad, in Maharashtra. Over the last four decades, we have diversified our operations to include manufacturing various types of standard and specialized magnet winding wires which are tailored to customer specific requirements. Our key products include round enamelled copper/ aluminium magnet winding wires, paper insulted rectangular copper/ aluminium magnet winding wires, continuously transposed conductors, rectangular enamelled copper/ aluminum magnet winding wires and bunched paper insulated copper magnet winding wires. Our products are critical components of capital goods such as transformers, motors, alternators and generators. These capital goods (transformers, motors, alternators and generators) find application in end-use industries such as power (generation, transmission and distribution), renewables, industrials, railways, automotives (EV and ICE), home appliances, refrigeration and air conditioning.

Background of the Supa Facility

Our Supa Facility is being developed on a 74,094 square meter industrial plot located in Supa-Parner Industrial Park (Plot No. F 223 Village Palve Khurd, Taluka Parner, District Ahilyanagar) which was allotted to us by the Maharashtra Industrial Development Corporation ("**MIDC**") pursuant to a letter dated August 2, 2023, followed by an agreement to lease dated September 8, 2023, for a period of 95 years ("**Lease Agreement**"). The Supa Facility is being developed in two phases as described below.

Phase I

Phase I of our Supa Facility is currently under construction and is expected to commence operations in Fiscal 2026, subject to receipt of requisite approvals. Phase I of our Supa Facility is being funded through term loans availed by our Company and internal accruals and is not part of the Objects of the Offer. Further, in relation to the construction of phase I of our Supa Facility, we are required to obtain certain approvals. For details regarding the approvals required for Phase I of our Supa Facility, see, "*Government and other Approvals*" on page 387.

Phase I of our Supa Facility is expected to enhance our production capacity by an additional annual installed capacity of 12,000 MT across our product categories, i.e., specialised magnet winding wires and standard magnet winding wires.

Phase II

We intend to utilise an aggregate amount of ₹822.65 million from the Net Proceeds towards the purchase of new machinery to address the growing demand for our products for the Phase II Expansion at our Supa Facility. Phase II Expansion of our Supa Facility envisages the procurement of additional machinery at our Supa Facility which is expected to enhance our production capacity by an additional annual installed capacity of 18,000 MT across our product categories, i.e., specialised magnet winding wires and standard magnet winding wires. The machinery that we intend to purchase for the Phase II Expansion of our Supa Facility includes, among others, enamelling machines, wire flattening machine, rod breakdown machine, etc. Such machinery will be housed in the same plant/ building that is under construction as part of Phase I of our Supa Facility. The approvals required in relation to Phase II Expansion of our Supa Facility will be obtained by our Company as and when they become applicable.

Our Company is undertaking a strategic expansion of its production capacity in the magnet winding wire segment, driven by strong and sustained demand for standard and specialised magnet winding wires in India and internationally. According to CARE Report, the Indian magnet winding wire industry was valued at USD 4.2 billion in CY23, up from USD 3.5 billion in CY19, reflecting a CAGR of 4.6% and over the past two years. The market is projected to reach USD 5.3 billion by CY28, continuing its growth at a CAGR of 4.5% from CY23 to CY28. our Company's market share has increased from 10.5% in FY22 to 12.6% in FY24. The market growth is fuelled by rising demand from sectors such as power and distribution, renewable energy, electric motors, automotive (particularly electric vehicles), and consumer electronics. We believe that the proposed expansion will position our Company to meet increasing domestic demand, tap into export opportunities given India's growing role in the China+1 strategy by global customers, and improve cost competitiveness. By aligning with key market trends and leveraging operational strengths, our Company aims to strengthen its market share, drive revenue growth, and reinforce its position in the magnet wire industry over the coming years. Our Company plans to expand its capacity by 30,000 MT in next two years at our Supa Facility which is situated in Maharashtra and which is located within a 250km radius of our customers, which we believe will enable us to meet the demands of our customers in a prompt fashion.

Total estimated cost for Phase II Expansion at our Supa Facility

We intend to utilise ₹822.65 million from the Net Proceeds towards the Phase II Expansion at our Supa Facility, over a period of two financial years, being, Fiscal 2026 and Fiscal 2027. The Board of Directors of our Company pursuant to their resolution dated May 22, 2025, have taken note of the proposed capital expenditure requirements and the cost to be incurred towards the capital expenditure.

A list of machinery that we have obtained quotations for, along with the details of such quotations is set forth below:

S. No.	Description of the machinery	Name of the vendor	Basic Cost per unit (₹ in million unless stated in another currency)	Quantity	Total Cost in (₹ in million)*@	Amount proposed to be funded from the Net Proceeds (₹ in million)	Date of the quotation	Validity
1.	Vertical high speed flat wire enamelling machine (1-15mm^2, 4 lines)	Wuxi Juyi TongChuang Technology Co Ltd	740,000 USD$	1	63.37	63.37	March 20, 2025	October 31, 2025
	Erection cost including travel expenditure, installation and commissioning		23,500 USD$	-	2.01	2.01		
	Installation of EV machine	Empire	1.05	-	1.05	1.05	April 5, 2025	September 25, 2025
	EV foundation between grid Q&R	Unity Buildtech Private Limited	1.54	-	1.54	1.54	April 4, 2025	September 25, 2025
2.	Vertical high speed wire enamelling machine (1.4-4.00 mm, 4 lines)	Wuxi Juyi Tongchuang Technology Co. Ltd	565,000 USD$	1	48.39	48.39	March 20, 2025	October 31, 2025
	Erection cost including travel expenditure, installation and commissioning		23,500 USD$	-	2.01	2.01		
	Round enamel quotation between P&Q	Unity Buildtech Private Limited	1.54	-	1.54	1.54	April 4, 2025	September 25, 2025
3.	Beams and chequered plates	Empire	0.13	325	42.25	42.25	April 5, 2025	September 25, 2025
4.	Horizontal high-speed round wire Enamelling machine	Wuxi Juyi Tongchuang Technology Co Ltd	545,000 USD$	2	93.34	93.34	March 20, 2025	October 31, 2025
	Erection cost including travel expenditure, installation and commissioning		36,000 USD$	-	3.13	3.13		

S. No.	Description of the machinery	Name of the vendor	Basic Cost per unit (₹ in million unless stated in another currency)	Quantity	Total Cost in (₹ in million)*@	Amount proposed to be funded from the Net Proceeds (₹ in million)	Date of the quotation	Validity
5.	CTC Machine CTC 24	ITEC Co Ltd, China	390,000 USD$	1	33.40	33.40	March 17, 2025	September 16, 2025
	Commissioning service		20,000 USD$	-	1.71	1.71		
6.	CTC Machine CTC 64		440,000 USD$	1	37.68	37.68		
	Commissioning service		20,000 USD$	-	1.71	1.71		
7.	CTC Rewinding Machine line (Sunan)	ITEC Co Ltd, China	172,000 USD$	1	14.73	14.73	March 12, 2025	October 2025
8.	Two wire rod breakdown line (MM 85)	Niehoff India	83.70	1	83.70	83.70	March 17, 2025	September 30, 2025
	Erection and commissioning	Apex Engineering	2.00	-	2.00	2.00	February 25, 2025	September 30, 2025
9.	PEEK Extruder Machine	Rosendahl Nextrom GmBH	2,000,000 EUR#	1	192.56	192.56	April 30, 2025	October 31, 2025
	Erection and commissioning	Apex Engineering	2.00	-	2.00	2.00	April 25, 2025	September 30, 2025
10.	Basket handling battery pallet	Technosys Equipments Private Limited	0.74	1	0.74	0.74	May 5, 2025	September 30, 2025
11.	Battery operated stacker		0.98	1	0.98	0.98		
12.	Battery operated reel lifter		0.74	1	0.74	0.74		
13.	Om brand battery Forklift (3 ton)	Kion India Private Limited	1.28	1	1.28	1.28	March 24, 2025	June 30, 2025
14.	Chain hoist with panel (0.5 T)	EMH Crane and Components	0.73	4	2.91	2.91	March 17, 2025	September 16, 2025
15.	Special steel baskets	RMC Industries	0.04	50	2.08	2.08	January 4, 2025	September 30, 2025
16.	Steel tank supply for copper rod breakdown machine	Apex Engineering	0.55	1	0.55	0.55	January 10, 2025	September 30, 2025
17.	Flak tray with wire mesh		0.38	1	0.38	0.38		
18.	Electrical materials	Megha Electromech	2.00	1	2.00	2.00	April 4, 2025	September 30, 2025
19.	Flameproof wellglass IP66 (45 W)	Legero Led Lighting	0.005	80	0.41	0.41	May 7, 2025	September 30, 2025
20.	Flameproof wellglass IP66 (75 W)		0.007	90	0.60	0.60		
21.	Mitsubishi CNC wirecut electrical discharge machine	MC Machinery Systems India Pvt Ltd.	8.70	2	17.40	17.40	March 1, 2025	September 30, 2025
22.	CU20X instrument	Conoptica AS Norway	153,560 EUR#	1	14.78	14.78	March 21, 2025	June 30, 2025
23.	4mm PU concrete floor coating system	Chemsol India	0.0001	25000	3.75	3.75	March 10, 2025	September 30, 2025
24.	Beads detecting system	Anhui Juxin Intelligent Manufacturing Technology Co. Ltd.	25,000 USD$	2	4.28	4.28	March 26, 2025	October 31, 2025
25.	Flat bead, round bead and continuity detectors	Smart Katt Designs L.L.C	72,505 USD$	1	6.21	6.21	March 21, 2025	October 20, 2025
26.	Electric generating Set – 400 KW/ 500 KVA	Powerica Limited	4.50	1	4.50	4.50	January 29, 2024	September 30, 2025
27.	Electric generating Set – 600 KW/ 750 KVA		7.55	1	7.55	7.55		
28.	Electric generating Set – 808 KW/ 1010 KVA		7.10	1	7.10	7.10		
29.	Electric generating Set – 1600 KW/ 2000 KVA		17.00	1	17.00	17.00		
30.	FFS and FAS work	Canter Engineers Private Limited	7.01	1	7.01	7.01	April 4, 2025	September 30, 2025
31.	PCC Panel, APFC Panel, Isolator Panel, 1350 KVAR APFC Panel	S.S. Controls, Aurangabad	16.13	1	16.13	16.13	April 5, 2025	September 30, 2025
32.	Supply and installation of vacuum circuit breaker ("**VCB**") system	Megha Electromech	4.45	1	4.45	4.45	April 15, 2025	September 30, 2025
33.	Fuji electric make online uninterruptible power supply ("**UPS**") system	Fuji Electric India Private Limited	2.49	1	2.49	2.49	March 31, 2025	September 30, 2025

S. No.	Description of the machinery	Name of the vendor	Basic Cost per unit (₹ in million unless stated in another currency)	Quantity	Total Cost in (₹ in million)*@	Amount proposed to be funded from the Net Proceeds (₹ in million)	Date of the quotation	Validity
34.	Trucks Eicher Model–Pro02114XP	Fortpoint Automotive Mumbai Private Limited	2.88	1	2.88	2.88	April 17, 2025	December 31, 2025
35.	Trucks Eicher Model Pro2110		2.60	1	2.60	2.60		
36.	Heating ventilation air conditioning ("**HVAC**") system for - variable refrigerant flow and variable refrigerant volume system	S3 Engineers, Navi Mumbai	7.04	1	7.04	7.04	March 21, 2025	September 25, 2025
37.	Power Enhancement Installation of Electrical Material	Megha Electromech	4.09	1	4.09	4.09	April 8, 2025	September 2025
38.	Distribution Transformer (4000 kVA)	CAHORS, Medium Voltage Division Transfix India Private Limited	5.80	1	5.80	5.80	March 18, 2025	September 30, 2025
39.	Total					775.85		
40.	Miscellaneous cost [1)]							7.63
41.	Contingency cost[(2)]							39.17
42.	**Total**							**822.65**

As certified by the Chartered Engineer Certificate

**The above cost excludes GST, customs duty and/or other taxes and duties as may be applicable.*

$The conversion rate for USD is ₹85.64, as at rate of exchange on May 9, 2025 (source: www.rbi.org.in).

 # The conversion rate for Euro is ₹96.28, as at rate of exchange on May 9, 2025 (source: www.rbi.org.in).

@Any additional amounts which may be payable to a vendor at the time of delivery, including GST, any additional implementation and maintenance charges (to the extent applicable) or other levies by the relevant government at the time of delivery will be funded from internal accruals

(1) Miscellaneous costs are towards freight and forwarding cost, transportation costs, insurance costs and clearing costs.

(2) Contingency cost at 5% of total costs has been considered towards unforeseen circumstances and/or costs.

The quotations received from the above suppliers are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with the suppliers and there can be no assurance that the abovementioned suppliers would be engaged to eventually provide the services at the same costs. If there is any increase in the costs, the additional costs shall be paid by our Company from its internal accruals and borrowings. For details, please see "*Risk Factors – We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Offer. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.*" on page 58. We do not intend to purchase any second-hand equipment in relation to this object.

ii. Purchasing and setting up of new machinery at Unit 2 in Chakan, Pune in Maharashtra

In line with our continued focus on strategic growth opportunities, our Company proposes to utilise a portion of the Net Proceeds, amounting to ₹77.98 million, for purchasing and setting up of new machinery at our manufacturing facility in Unit 2 in Chakan, Pune in Maharashtra. We believe that the purchase of new machinery will enhance the precision and efficiency of the wire flattening process, thereby strengthening our operational capabilities and driving overall productivity improvements. For details, please see, "*Our Business*" on page 208.

The details of the proposed machinery, along with the estimated cost and the details of the purchase order we have placed in this respect are set forth below:

S. No.	Description of the machinery	Name of the vendor	Quantity	Total cost (in EUR million)	Total cost[(1)(3)] (in ₹ million)	Estimated advance to be paid [(2)] (in ₹ million)	Amount proposed to funded from the Net Proceeds (₹ in million)	Date of purchase order	Estimated date of delivery
1	Wire flattening machine	FUHR GmBH & Co. KG	1	1.8	173.30	95.32	77.98	May 8, 2025	February 25, 2026

As certified by the Chartered Engineer Certificate.

(1) The conversion rate for Euro is ₹96.28 as of May 9, 2025 (source: www.rbi.org.in).
(2) Advance of 9,90,000 Euros (₹95.32 Million) is expected to be paid by the Company through internal accruals and/or debt funds before listing.
(3) The above cost excludes GST, customs duty and/or other taxes and duties as may be applicable. Any additional amounts which may be payable to a vendor at the time of delivery, including GST, any additional implementation and maintenance charges (to the extent applicable) or other levies by the relevant government at the time of delivery will be funded from internal accruals.

If there is any increase in the costs, the additional costs shall be paid by our Company from its internal accruals. For details, please see "*Risk Factors – We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Offer. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance*" on page 58. We do not intend to purchase any second-hand equipment in relation to this object.

3. Funding the capital expenditure requirements of our Company towards purchasing and setting up of a rooftop solar power plant for power generation at our Supa Facility

To reduce operational costs and enhance sustainability, we plan to invest in captive renewable energy generation through the installation of a roof top solar plant, to meet our manufacturing energy needs. As on the date of this Draft Red Herring Prospectus, we have installed a rooftop solar power plant in Chakan, Pune in Maharashtra with a capacity of generating 1 MW of solar power. We plan to install a 3.2 MW rooftop solar power plant at our Supa Facility.

The total estimated cost of purchasing and installation of rooftop solar power plant is ₹104.13 million, as certified by the Chartered Engineer Certificate.

S. No.	Description of the machinery	Name of the vendor	Total cost^ (₹ in million)	Amount proposed to be funded from the Net Proceeds (₹ in million)	Date of the quotation	Validity
1.	Supply of 3200 kWp Solar Rooftop System	Agni Solar Systems Private Limited	89.57	89.57	March 20, 2025	September 30, 2025
2.	System installation cost		4.12	4.12		
3.	Walkway, cleaning arrangement, safety line, fire extinguisher cost		4.12	4.12		
4.	DG PV sync, online monitoring and weather monitoring station cost		0.42	0.42		
5.	Net metering and CEIG liasioing cost		0.94	0.94		
6.	Contingency*			4.96	-	-
	Total			**104.13**	-	-

As certified by the Chartered Engineer Certificate.
^Total cost is exclusive of GST. Any additional amounts which may be payable to a vendor at the time of delivery, including GST, any additional transportation charges, implementation and maintenance charges (to the extent applicable) or other levies by the relevant government at the time of delivery will be funded from internal accruals.
**Contingency cost at 5% of total costs has been considered towards unforeseen circumstances and/or costs that cannot be reliably estimated at this stage.*

We have not placed any orders for the purchase of solar power plant as on the date of this Draft Red Herring Prospectus. The quotation received from the above supplier is valid as on the date of this Draft Red Herring Prospectus. Further, we have not entered into any definitive agreements with the supplier from whom we have received the quotation for supply of the rooftop solar power plant as mentioned above and there can be no assurance that the same supplier would be engaged to eventually supply the equipment or at the same costs. The quantity of equipment to be purchased is based on management estimates. We do not intend to purchase any second-hand machinery or equipment. In case of any increase in the costs of solar power plant or incidental costs, the additional costs shall be paid by our Company from its internal accruals. See "*Risk Factors – We have not yet placed orders in relation to the capital expenditure to be incurred for certain of our proposed objects of the Offer. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the requisite machinery or machinery. in a timely manner, or at all, the same may result in time and cost over-runs*" on page 48.

Other confirmations

Our Promoter, Directors, Key Managerial Personnel and Senior Management do not have any interest in the suppliers/ vendors from whom our Company has obtained quotations or placed purchase orders in relation to the Objects of the Offer.

4. General Corporate Purposes

Our Company intends to deploy any balance left out of the Gross Proceeds towards general corporate purposes, as approved by our management from time to time, subject to such utilisation for general corporate purposes not exceeding 25% of the

Gross Proceeds, in compliance with the SEBI ICDR Regulations. The allocation or quantum of utilisation of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our management, in accordance with the policies of the Board, shall have the flexibility in utilising surplus amounts, if any.

Such general corporate purposes may include, but are not restricted to strategic initiatives, funding growth opportunities, including acquisitions and meeting exigencies, brand building, payment towards purchase of raw materials, payment of lease expense, payment of commission and/or fees to consultants, employee related expenses, insurance, repairs and maintenance and payments of taxes and duties, and any other purpose in the ordinary course of business as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with applicable laws.

Means of finance

The fund requirements set out in the aforesaid Objects are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable accruals as required under the SEBI ICDR Regulations. 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 and/ or seeking additional debt from existing and/ or other lenders.

Offer Related Expenses

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

Except for (i) listing fees and expenses for any corporate advertisements consistent with past practice of our Company (not including expenses relating to marketing and advertisements undertaken in connection with the Offer), which shall be borne solely by our Company; and (ii) the applicable tax payable on transfer of Offered Shares which shall be borne by the respective Promoter Selling Shareholders, our Company and each of the Promoter Selling Shareholders shall share the costs and expenses (including all applicable taxes) directly attributable to the Offer (including fees and expenses of the BRLMs, legal counsel and other intermediaries, advertising and marketing expenses, printing, underwriting commission, procurement commission (if any), brokerage and selling commission and payment of fees and charges to various regulators in relation to the Offer) in proportion to the number of Equity Shares issued and Allotted by our Company through the Fresh Issue and sold by each of the Promoter Selling Shareholders through the Offer for Sale, in accordance with applicable law including Section 28(3) of the Companies Act. 2013. Our Company shall advance the cost and expenses of the Offer and our Company will be reimbursed, severally and not jointly, by each of the Promoter Selling Shareholders for their respective proportion of such costs and expenses. Such payments, expenses and taxes, to be borne by the Promoter Selling Shareholders will be deducted from the proceeds from the sale of Offered Shares, in accordance with applicable law, in proportion to its respective Offered Shares. Further, in the event the Offer is withdrawn or the requisite approvals required for the Offer are not received, the Company and each of the Promoter Selling Shareholders shall, in accordance with the manner stated above, share the costs and expenses (including all applicable taxes) directly attributable to the Offer, in proportion to the extent of the amount proposed to be raised by the Company through the Fresh Issue and the amount corresponding to the extent of participation of each Promoter Selling Shareholder in the Offer for Sale.

The estimated Offer expenses are as follows:

Activity	Estimated amount(1) (in ₹ million)	As a % of total estimated Offer Expenses(1)	% of Offer Size
Fees payable to the BRLMs (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs and Bankers to the Offer and fee payable to the Sponsor Banks for Bids made by RIBs using UPI(2)	[●]	[●]	[●]
Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs(3)(4)	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Fees payable to others(5)	[●]	[●]	[●]
Others			
sting fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]

Activity	Estimated amount(1) (in ₹ million)	As a % of total estimated Offer Expenses(1)	% of Offer Size
- Printing and stationery	[●]	[●]	[●]
- Advertising and marketing expenses for the Offer	[●]	[●]	[●]
- Fee payable to legal counsels	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

(1) *Amounts will be finalised on determination of Offer Price*

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

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

* *Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price. Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid book of BSE or NSE.*

(3) *No processing fees shall be payable by our Company and the Promoter Selling Shareholders to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Investors, Non-Institutional Investors and Eligible Employees (excluding UPI Bids) which are procured by the Members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSBs for blocking, would be as follows:*

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

(4) *Selling commission on the portion for Retail Individual Bidders, Non-Institutional Bidders and Eligible Employees which are procured by Members of the Syndicate (including their sub-Syndicate Members), RTAs, Registered Brokers and CDPs or for 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 Retail Individual Bidders	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Eligible Employees	*[●]% of the Amount Allotted* (plus applicable taxes)*

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

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

Uploading Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIBs using 3-in-1 accounts, Eligible Employees and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹[●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

Selling commission/ uploading charges payable to the Registered Brokers on the portion for UPI Bidders procured through UPI Mechanism, Non-Institutional Bidders, Eligible Employees and HDFC Bank Shareholders which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

*Portion for RIBs**	*₹[●] per valid application (plus applicable taxes)*
*Portion for Eligible Employees**	*₹[●] per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹[●] per valid application (plus applicable taxes)*

**Based on valid applications*

Uploading charges/ Processing fees for applications made by UPI Bidders using the UPI Mechanism would be as under:

Members of the Syndicate / RTAs / CDPs (uploading charges)	*₹[●] per valid application*
Sponsor Banks (Processing fee)	*₹[●] per valid application (plus applicable taxes)* *The Sponsor Banks shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws*

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and the Cash Escrow and Sponsor Banks Agreement.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format as prescribed by SEBI, from time to time and in accordance with SEBI ICDR Master Circular.

(5) *This includes fees payable to our Statutory Auditors, practicing company secretary and the Independent Chartered Accountant appointed for providing confirmations and certificates for the purpose of the Offer, CARE, for preparing the industry report commissioned by our Company, the virtual data room provider in connection with due diligence for the Offer, etc.*

Interim Use of Net Proceeds

Our Company, in accordance with the applicable law, policies established by our Board from time to time and in order to attain the Objects set out above, will have flexibility to deploy the Net Proceeds. Pending utilisation for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds in deposits with one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, for the necessary duration, wherein no lien of any nature shall be created on the funds. Such investments will be approved by the Board of Directors from time to time. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity shares of any other listed company or for any investment in the equity markets.

Appraising Entity

None of the Objects for which the Net Proceeds will be utilised have been appraised by any agency, including any bank or finance institutions.

Bridge financing facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Prospectus, which are proposed to be repaid from the Net Proceeds.

Monitoring of utilisation of funds

Our Company has appointed [●] as the Monitoring Agency to monitor the utilization of the Gross Proceeds, in accordance with Regulation 41(1) of the SEBI ICDR Regulations. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilisation of the Gross Proceeds, including interim use under a separate head in its balance sheet for such Fiscals, as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Gross Proceeds have been utilised.

Our Company will also, in its balance sheet for the applicable financial years, provide details, if any, in relation to all such Gross Proceeds that have not been utilised, if any. Further, our Company, on a quarterly basis, shall include the deployment of Net Proceeds under various heads, as applicable, in the notes to our quarterly consolidated results.

Pursuant to the Regulation 32(3) and Part C of Schedule II, of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Gross Proceeds. The Audit Committee shall review the report submitted by the Monitoring Agency and make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosure shall be made only till such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement including deviations, if any, in the utilization of the Gross Proceeds of the Offer from the Objects as stated above. The information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act 2013 and applicable rules and regulations, including Regulation 59 and Schedule XX of the SEBI ICDR Regulations, our Company shall not vary the Objects unless our Company is authorised to do so by way of a special resolution passed in a general meeting of its Shareholders or through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution, shall specify the prescribed details as required under the Companies Act, 2013 and be published in accordance with the Companies Act, 2013. The postal ballot notice shall, simultaneously be published in newspapers, one in English, one in Hindi and one in Marathi, the regional language of the jurisdiction where our Registered Office is located. The Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the Objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act, 2013 and provisions of Regulation 59 and Schedule XX of the SEBI Regulations.

Other Confirmations

No part of the Net Proceeds will be utilised by our Company as consideration to our Promoters, members of the Promoter Group, Directors, Group Companies, Key Managerial Personnel or Senior Management, except in the ordinary course of business. Our Company has not entered into or is not planning to enter into any arrangements/agreements with our Promoters, members of the Promoter Group, Directors, Group Companies, Key Managerial Personnel or Senior Management in relation to the utilisation of the Net Proceeds of the Offer. Further, except in the ordinary course of business, there is no existing or anticipated transaction with Promoters, members of the Promoter Group, Directors, Key Managerial Personnel, Senior Management or our Group Companies in relation to the utilisation of the Net Proceeds.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares bearing face value ₹5 each offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹5 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price. Bidders should also see "*Risk Factors*", "*Our Business*", "*Restated Financial Statements*", and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 30, 208, 279 and 353, respectively, to have an informed view before making an investment decision.

Qualitative Factors

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

- We are one of the leading manufacturers of magnet winding wires in India with a comprehensive suite of products used across multiple end use industries.
- We have large, strategically located, manufacturing facilities with focus on advanced technologies and new product and process development.
- We have long standing relationships with our diversified customer base both domestically as well as globally.
- We have a proven track record with necessary certifications and accreditations in an industry which has high barriers to entry.
- We have a track record of financial performance and consistent growth.
- We have experienced Promoters and Senior Management team.

For details, see "*Our Business—Our Strengths*" on page 210.

Quantitative Factors

Some of the information presented below, relating to our Company, is derived from the Restated Financial Statements. For details, see "*Restated Financial Statements*" on page 279.

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

1. **Basic and diluted earnings per share ("EPS"), as adjusted for changes in capital:**

Particulars	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Fiscal 2024	6.57	6.57	3
Fiscal 2023	4.68	4.68	2
Fiscal 2022	4.85	4.85	1
Weighted Average	**5.653**	**5.653**	
Nine-month period ended December 31, 2024#	8.72	8.72	-

Not annualised.

* *As certified by Kirtane & Pandit LLP, Chartered Accountants, our Statutory Auditors, by way of their certificate dated May 22, 2025.*

Notes:

1. *Restated basic and diluted earnings/ (loss) per equity share (in ₹) are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended). The face value of Equity Shares of the Company is ₹5.*
2. *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.*
3. *Earnings per Equity Share (Basic) = Restated profit attributable to the equity holders / Weighted average number of equity shares.*
4. *Earnings per Equity Share (Diluted) = Restated profit attributable to the equity holders / Weighted average number of equity shares adjusted for the effects of dilution.*

2. **Price/Earning ("P/E") ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share of face value of ₹5 each:**

Particulars	P/E at the Floor Price (no. of times)	P/E at the Cap Price (no. of times)
Based on Basic EPS as per the Restated Financial Statements for Fiscal 2024	To be updated on finalization of the Price Band.	To be updated on finalization of the Price Band.
Based on Diluted EPS as per the Restated Financial Statements for Fiscal 2024	To be updated on finalization of the Price Band.	To be updated on finalization of the Price Band.

3. **Industry peer group P/E ratio**

Particulars	P/E Ratio
Highest	49.12
Lowest	43.77
Average	46.45

* *As certified by Kirtane & Pandit LLP, Chartered Accountants, our Statutory Auditors, by way of their certificate dated May 22, 2025.*

Notes:

(1) The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed.

(2) P/E Ratio has been computed based on the closing market price of equity shares on BSE on May 20, 2025, divided by the diluted earnings per share for the year ended March 31, 2024.

(3) All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the financial statements of the respective companies for the year ended March 31, 2024, submitted to stock exchanges.

4. **Enterprise Value (EV)/ Operating EBITDA Ratio in relation to the Price Band of ₹[●] to ₹[●] per Equity Share:**

Particulars	EV/Operating EBITDA Ratio at the lower end of the Price Band (number of times)#	EV/ Operating EBITDA Ratio at the higher end of the Price Band (number of times)#
Based on operating EBITDA for Fiscal 2024	To be updated on finalization of the Price Band.	To be updated on finalization of the Price Band.

5. **Industry peer group EV/ Operating EBITDA Ratio**

Particulars	EV/ Operating EBITDA Ratio*
Highest	23.97
Lowest	23.21
Average	23.59

* *As certified by Kirtane & Pandit LLP, Chartered Accountants, our Statutory Auditors, by way of their certificate dated May 22, 2025.*

Notes:

(1) The industry composite has been calculated as the arithmetic average EV/ Operating EBITDA of the industry peer set disclosed.

(2) EV is computed as the market capitalization of the industry peers based on the closing market price of equity shares on BSE on May 20, 2025, plus the net debt as on March 31, 2025.

(3) All the financial information for computation of operating EBITDA of listed industry peers mentioned above is taken as is sourced from the audited standalone financial statements of Precision Wires India Limited, for Fiscal 2024 and the audited Consolidated financial statements of Ram Ratna Wires Limited for Fiscal 2024, as available on the websites of the stock exchanges.

6. **Return on Net Worth ("RoNW")**

As derived from the Restated Financial Statements of our Company:

Particulars	RoNW (%)*	Weight
Fiscal 2024	16.17%	3
Fiscal 2023	13.74%	2
Fiscal 2022	16.51%	1
Weighted Average	**15.42%**	
Nine-month period ended December 31, 2024#	17.68%	-

* *As certified by Kirtane & Pandit LLP, Chartered Accountants, our Statutory Auditors, by way of their certificate dated May 22, 2025.*

#*Not annualised*

Notes:

1. *Return on Net Worth (%) = Ratio of Restated total profit for the year of the Company for the Fiscal to Net Worth as of the last day of the relevant Fiscal. Net Worth means sum of paid up equity share capital and other equity as of the last day of relevant fiscal.*
2. *Weighted average = Aggregate of year-wise weighted Net Worth divided by the aggregate of weights i.e. [(Net Worth x weight) for each year] / [total of weights]*

7. **Net Asset Value per Equity Share of face value ₹5 each ("NAV")**

NAV per Equity Share	Amount (₹)
As at March 31, 2024	40.65
As at December 31, 2024	49.30
After completion of the Offer	
- At the Floor Price	*To be computed after finalization of the Price Band*
- At the Cap Price	*To be computed after finalization of the Price Band*
At the Offer Price	*To be computed after finalization of the Price Band*

* *As certified by Kirtane & Pandit LLP, Chartered Accountants, our Statutory Auditors, by way of their certificate dated May 22, 2025.*

Notes:
1. *Net Asset Value per Equity Share = Net worth / number of Equity Shares outstanding at end of the period, adjusted for Bonus Issue and Split of Equity Shares.*
2. *Net Worth means sum of equity share capital and other equity as of the last day of relevant period..*

8. **Comparison of accounting ratios with listed industry peers**

The peer group of our Company has been determined on the basis of companies listed on Indian stock exchanges, whose business profile is comparable to our businesses in terms of our size, scale and our business model^:

Name of the Company	Revenue from operations (₹in million)	Face value per equity share (₹)	Closing price on May 20, 2025, (₹) per equity share/ Offer Price	P/E Ratio (x)	EV/ Operating EBITDA Ratio (x)	Operating EBITDA (₹in million)	EPS (Basic) (₹per share)	EPS (Diluted) (₹per share)	RoNW (%)	Net Asset Value per Equity Share (₹per share)
KSH International Limited#	13,828.15	5	[●]^^	[●]^^	[●]^^	714.63	6.57	6.57	16.17%	40.65
Listed peers**										
Precision Wires India Limited	33,017	1.00	178.60	43.77	23.97	1,340.23	4.08	4.08	14.39%	28.35
Ram Ratna Wires Limited	29,832	5.00	588.60	49.12	23.21	1,193.00	11.88	11.88	12.73%	93.27

***** *As certified by Kirtane & Pandit LLP, Chartered Accountants, our Statutory Auditors, by way of their certificate dated May 22, 2025.*
 # For Fiscal 2024
***All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the financial statements of the respective companies for the year ended March 31, 2024 submitted to stock exchanges.*
^^To be updated upon finalization of the Price Band.
Notes:
*1. P/E ratio for the listed industry peers has been computed based on the closing market price of equity shares on BSE Limited (“**BSE**”) as on May 20, 2025 divided by the diluted earnings per share for the year ended March 31, 2024.*
2. EV/ Operating EBITDA ratio for the listed industry peers has been computed as the market capitalization of the industry peers based on the closing market price of equity shares on BSE on May 20, 2025, plus the net debt as on March 31, 2024 divided by Operating EBITDA for the year ended March 31, 2024.
3. Return on Net Worth (%) = Ratio of Profit /(loss) for the year attributable to owners of the company for the Fiscal to Net Worth as of the last day of the relevant Fiscal. Net Worth means sum of equity share capital and other equity as of the last day of relevant fiscal.
4. Net Asset Value per Equity Share = Net worth / Weighted average number of Equity Shares outstanding during the year. Net Worth means sum of equity share capital and other equity as of the last day of relevant fiscal.
5. Operating EBITDA for our Company the year ended March 31, 2024 is calculated as profit for the period minus other income plus finance costs, depreciation and amortisation and total tax expense.
6. Operating EBITDA for listed industry peers the year ended March 31, 2024 has been computed as profit for the period minus other income plus finance costs, depreciation and amortisation and total tax expense

For further details of non-GAAP measures, see the section “*Other Financial Information*” on page 351, to have a more informed view.

9. **Key Performance Indicators (“KPIs”)**

The table below sets forth the details of the key performance indicators (“**KPIs**”) that our Company considers have a bearing for arriving at the basis for Offer Price. These KPIs have been used historically by our Company to understand and analyse our business performance, which as a result, help us in analysing the growth of business in comparison to our peers.

All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated May 22, 2025, and the Audit Committee has confirmed that all KPIs pertaining to our Company that have been disclosed to earlier investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus have been disclosed in this section and have been subject to verification and certification by our Statutory Auditors, pursuant to their certificate dated May 22, 2025 which has been included as part of the “*Material Contracts and Documents for Inspection*” on page 459. The KPIs disclosed below have been certified by Kirtane & Pandit LLP, Chartered Accountants, Statutory Auditors, on behalf of the management of our Company by way of certificate dated May 22, 2025.

Our Company confirms that it shall continue to disclose all the KPIs included below in this section on a periodic basis, at least once in a year (or any lesser period as determined by our Board), for a duration that is the later of one year after the date of listing of the Equity Shares on the Stock Exchanges, or for such other duration as may be required under the SEBI ICDR Regulations.

A list of our KPIs as of and for the nine-month period ended December 31, 2024, and Fiscals 2024, 2023 and 2022 is set out below:

(₹in million, unless otherwise indicated)

Particulars	Unit	As at the nine-month period ended December 31, 2024	As at and for Fiscal		
			2024	2023	2022
Financial KPIs					
Revenue from Operations(1)	₹ in million	14,204.56	13,828.15	10,494.60	8,705.89
YTD Revenue growth(2)	%	36.96%*	31.76%	20.55%	-
Total Income(3)	₹ in million	14,283.70	13,904.95	10,565.95	8,764.69
EBITDA(4)	₹ in million	873.51	714.63	499.00	494.12
EBITDA Margin(5)	%	6.15%	5.17%	4.75%	5.68%
Profit After Tax(6)	₹ in million	495.29	373.50	266.13	275.70
Profit After Tax Margin(7)	%	3.47%	2.69%	2.52%	3.15%
ROE(8)	%	17.68%	16.17%	13.74%	16.51%
ROCE(9)	%	13.59%	14.15%	13.25%	13.84%
Net Debt/ Equity(10)	times	1.00	0.82	0.59	0.83
Net Debt/ EBITDA(11)	times	3.19	2.65	2.28	2.82
Fixed Asset Turnover Ratio(12)	times	11.15	10.42	10.66	9.92
Net Working Capital Days(13)	Number of days	68	76	73	89
Revenue CAGR (FY 22-FY24) (14)	%	-	26.03%		
EBITDA CAGR(FY 22-FY24) (15)	%	-	20.26%		
PAT CAGR(FY 22-FY24)(16)	%	-	16.39%		
Operating KPIs					
Production capacity(17)	MT	29,045	28,436	25,265	23,729
Magnet winding wires sales volume(18)	MT	17,424	21,495	17,645	15,766
Volume Growth(19)	%	8.08%	21.82%	11.92%	N.A.
Revenue from Exports(20)	₹ in million	4,586.95	4,863.35	4,110.36	3,094.16

**Annualised*

Notes:

(1) Revenue from operation means revenue from operating activities

(2) Growth in Revenue from operations provides information regarding the growth of the business over the respective years

(3) Total income is calculated as the sum of revenue from operations and other income

(4) EBITDA is calculated as profit for the period minus other income plus finance costs, depreciation and amortisation and total tax expense

(5) EBITDA Margin is calculated as EBITDA divided by revenue from operations

(6) Profit for the year is used by the management to track the overall profitability of the business

(7) PAT Margin is calculated as profit for the period divided by Total Income

(8) Return on Equity is calculated as restated profit for the year divided by total equity at the end of the year

(9) Return on Capital Employed is calculated as EBIT divided by capital employed.

(10) EBIT is calculated as profit before exceptional items and tax plus Finance Cost. Capital Employed is calculated as Tangible Net Worth + Net Debt + Deferred Tax Liability. Net Debt is calculated as the sum of long term borrowings and short term borrowings less cash and cash equivalents and other bank balances.

(11) Net Debt is calculated as the sum of long term borrowings and short term borrowings for the period less cash and cash equivalents.

(12) Net Debt/Equity is calculated as net debt divided by total equity. Net Debt is calculated as the sum of long term borrowings and short term borrowings less cash and cash equivalents and other bank balances. Total Equity is calculated as share capital + reserves & surplus.

(13) Working capital days is computed as Inventory days plus Trade receivable days minus Trade payable days. Inventory days is calculated as Inventory divided by Cost of goods sold (COGS) from operations multiplied by 365 or 275 days. Trade receivables days is calculated as Trade receivables divided by revenue from operations multiplied by 365 or 275 days. Trade payable days is calculated as Trade payable divided by COGS multiplied by 365 or 275 days.

(14) Fixed Asset Turnover Ratio is calculated as Revenue from Operations divided by Property, Plant and Equipment

(15) Working capital days is computed as Inventory days plus Trade receivable days minus Trade payable days. Inventory days is calculated as Inventory divided by Cost of goods sold (COGS) from operations multiplied by 365 or 274 days. Trade receivables days is calculated as Trade receivables divided by revenue from operations multiplied by 365 or 274 days. Trade payable days is calculated as Trade payable divided by COGS multiplied by 365 or 274 days.

(16) PAT CAGR provides information regarding growth in PAT over a period.

(17) Production capacity indicates the maximum output that can be produced.

(18) Sales Volumes (MT) is used by the management to assess the overall market demand for the company's products and to evaluate the effectiveness of sales strategies across the product category.

(19) Growth in Volumes provides information regarding the growth in market demand for the company's products across various product categories over the respective years.

(20) Revenue from Exports indicates the revenue generated outside the country of the company.

Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Financial Statements. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see sections titled "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" starting on pages 208 and 353, respectively. We have described and defined the KPIs, as applicable, in "*Definitions and Abbreviations – Technical and Industry Related Terms*" on page 13. Bidders are encouraged to review the Ind AS financial measures and not to rely on any single financial or operational metric to evaluate our business. For further details, see "*Risk Factors — Significant differences exist between Indian accounting standard ("**Ind AS**") and other accounting principles, such as international financial reporting standards ("**IFRS**") and United States generally accepted accounting principles ("**U.S. GAAP**"), which may be material to investors' assessments of our financial condition.*" on page 61.

Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company

Brief explanation of the relevance of the KPIs for our business operations is set forth below. We have also described and defined the KPIs, as applicable, in "*Definitions and Abbreviations*" on page 1.

KPI	Rationale
Operating KPIs	
Production capacity	Production capacity indicates the maximum output that can be produced.
Magnet winding wires (sales volume in MT)	Sales Volumes (MT) is used by the management to assess the overall market demand for the company's products and to evaluate the effectiveness of sales strategies across the product category.
Volume Growth	Growth in Volumes provides information regarding the growth in market demand for the company's products across various product categories over the respective years
Revenue from Exports	Revenue from Exports indicates the revenue generated outside the country of the company.
Financial KPIs	
Revenue from Operations	Revenue from operations is used by the management to track the revenue which is generated from our business.
YTD Revenue growth	Growth in Revenue from Operations provides information regarding the growth of the business over the respective years/ period.
Total Income	Total income comprises of revenue from operations & other income
EBITDA	EBITDA is used by the management to track the operational profitability of the business
EBITDA Margin	EBITDA Margin is an indicator of the operational profitability margin and financial performance of the business
Profit After Tax	Profit for the year is used by the management to track the overall profitability of the business
Profit After Tax Margin	Profit for the year Margin is an indicator of the overall profitability margin and financial performance of the business
ROE	RoE is used by the management to track how efficiently the Company generates profits from shareholders funds and how well it is converting shareholders funds to generate profits.
ROCE	ROCE is used by the management to track how efficiently the Company generates earnings from the capital employed in the business and how well it is converting its total capital to generate profits
Net Debt/ Equity	The Net Debt / Equity ratio provides information on the leverage level of our company
Net Debt/ EBITDA	Net Debt / EBITDA is used by the management to get insights into financial leverage and stability
Fixed Asset Turnover	Fixed Assets Turnover Ratio provides information on the use of fixed assets to generate revenue from operations.
Net Working Capital Days	Net Working Capital Days is used by the management to assess the efficiency of the Company to manage current assets and liabilities, indicating the company's liquidity and operational efficiency
Revenue CAGR (FY22-FY24)	Revenue CAGR provides information regarding growth in revenue over a period.
EBITDA CAGR (FY22-FY24)	EBITDA CAGR provides information regarding growth in EBITDA over a period
PAT CAGR (FY22-FY24)	PAT CAGR provides information regarding growth in PAT over a period.

Comparison of KPIs with our peers listed in India

Set forth below is a comparison of our KPIs with our peer group companies listed in India and operating in the same industry as our Company, whose business profile is comparable to our business in terms of our size, scale and our business model:

Sr. No.	Particulars	Unit	KSH International Limited				Precision Wires India Limited				Ram Ratna Wires Ltd			
			Nine-month period ended December 31, 2024	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022	Nine-month period ended December 31, 2024$	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022	Nine-month period ended December 31, 2024$	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022
Operating KPI														
1	Production Capacity	MT	29,045	28,436	25,265	23,729	NA	48,000	39,400	39,400	N.A.	45,222	N.A.	N.A.
2	Magnet winding wires sales volume	MT	17,424	21,495	17,645	15,766	N.A.	39,188	N.A.	N.A.	26,746	34,003	30,237	N.A.
3	Volume Growth	%	8.08%	21.82%	11.92%	N.A.	N.A.	N.A.	N.A.	N.A.	4.88%	12.45%	N.A.	N.A.
4	Revenue from Exports	₹ in million	4,586.95	4,863.35	4,110.36	3,094.16	N.A.	3,810.99	3,085.51	1,824.78	N.A.	2,713.02	2,148.13	1,986.04
Financial KPIs														
5	Revenue from Operations	₹ in million	14,204.56	13,828.15	10,494.60	8,705.89	29,690.04	33,016.91	30,335.79	26,831.43	27,200.04	29,832.48	26,495.99	22,885.74
6	YTD Revenue growth	%	36.96%*	31.76%	20.55%	-	19.90%*	8.84%	13.06%	-	21.57%*	12.59%	15.78%	-
7	Total Income	₹ in million	14,283.70	13,904.95	10,565.95	8,764.69	29,812.44	33,210.01	30,554.70	26,900.46	27,313.49	29,982.53	26,565.14	22,952.38
8	EBITDA	₹ in million	873.51	714.63	499.00	494.12	1,152.76	1,340.23	1,064.67	1,174.04	1,103.81	1,193.00	1,090.03	1,106.88
9	EBITDA Margin	%	6.15%	5.17%	4.75%	5.68%	3.88%	4.06%	3.51%	4.38%	4.06%	4.00%	4.11%	4.84%
10	Profit After Tax	₹ in million	495.29	373.50	266.13	275.70	604.56	728.54	594.93	630.11	515.42	546.17	470.00	541.77
11	Profit After Tax Margin(	%	3.47%	2.69%	2.52%	3.15%	2.03%	2.19%	1.95%	2.34%	1.89%	1.82%	1.77%	2.36%
12	ROE	%	17.68%	16.17%	13.74%	16.51%	N.A.	14.39%	13.21%	17.27%	N.A.	12.64%	14.43%	19.21%
13	ROCE	%	13.59%	14.15%	13.25%	13.84%	N.A.	21.94%	23.65%	29.82%	N.A.	15.69%	15.03%	16.79%
14	Net Debt/ Equity	times	1.00	0.82	0.59	0.83	N.A.	0.04	(0.14)	(0.06)	N.A.	0.46	0.78	0.90
15	Net Debt/ EBITDA	times	3.19	2.65	2.28	2.82	N.A.	0.17	(0.59)	(0.20)	N.A.	1.66	2.35	2.29
16	Fixed Asset Turnover Ratio	times	11.15	10.42	10.66	9.92	N.A.	23.70	26.17	27.00	N.A.	17.36	18.52	15.35
17	Net Working Capital Days	Number of days	68	76	73	89	N.A.	30	28	28	N.A.	33	46	49
18	Revenue CAGR (FY22-FY24)	%	-	26.03%			-	10.93%			-	14.17%		
19	EBITDA CAGR (FY22-FY24)	%	-	20.26%			-	6.84%			-	3.82%		

Sr. No.	Particulars	Unit	KSH International Limited				Precision Wires India Limited				Ram Ratna Wires Ltd			
			Nine-month period ended December 31, 2024	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022	Nine-month period ended December 31, 2024$	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022	Nine-month period ended December 31, 2024$	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022
20	PAT CAGR (FY22-FY24)	%	-	16.39%			-	7.53%			-	0.41%		

Annualised

***** *As certified by Kirtane & Pandit LLP, Chartered Accountants, our Statutory Auditors, by way of their certificate dated May 22, 2025.*
Note: In the absence of Balance Sheet data for the nine-month period ended December 31, 2024 for Precision Wires India Limited and Ram Ratna Wires Limited we have mentioned N.A.

Comparison of KPIs based on material additions or dispositions to our business

Our Company has not made any material additions or dispositions to our business during the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022. For further information see "*Management Discussion and Analysis of Financial Condition and Results of Operations*" on page 353.

10. **Weighted average cost of acquisition, Floor Price and Cap Price**

(a) Price per share of our Company based on primary/ new issue of Equity Shares or convertible securities (excluding Equity Shares issued under employee stock option plans and issuance of Equity Shares pursuant to a bonus issue) 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 our Company (calculated based on the pre-Offer capital before such transactions 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. ("Primary Issuances")

Our Company has not issued any Equity Shares or compulsory convertible preference shares, excluding shares issued under the ESOP 2025, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more that 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

(b) Price per share of our Company based on secondary sale / acquisition of Equity Shares or convertible securities, where our Promoters, Promoter Selling Shareholders, members of our Promoter Group, or Shareholder(s) having the right to nominate director(s) to the Board of the our Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transactions 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 ("Secondary Transactions")

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

(c) **Since there are no such transactions to report to under (a) and (b) above, the following are the details basis the last five primary or secondary transactions (secondary transactions where the Promoters, members of the Promoter Group, Promoter Selling Shareholders or Shareholder(s) having the right to nominate Director(s) on our Board, are a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions**:

Date of allotment/ transaction	No. of equity shares	Face value per equity share (₹)	Issue price/Transfer price per equity shares (₹)	Nature of allotment/ transaction	Nature of consideration	Total consideration (₹in million)
Primary issuances						
NA	NA	NA	NA	NA	NA	NA
Weighted average cost of acquisition ("**WACA**") for primary issuance (₹per Equity Share)^						NA
Secondary transactions						
NA	NA	NA	NA	NA	NA	NA
WACA for secondary transactions (₹per Equity Share)^						NA

***** *As certified by Kirtane & Pandit LLP, Chartered Accountants, our Statutory Auditors, by way of their certificate dated May 22, 2025.*

(d) **The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on the primary issuances and secondary transactions as disclosed below:**

Types of Transactions	WACA (₹per Equity Share)*	Floor Price (i.e., ₹[●])^	Cap Price (i.e., ₹[●])^
A. WACA for Primary Issuances	NA	[●] times	[●] times
B. WACA for Secondary Transactions	530	[●] times	[●] times

* *As certified by Kirtane & Pandit LLP, Chartered Accountants, our Statutory Auditors, by way of their certificate dated May 22, 2025*

^ *Details have been left intentionally blank as the Floor Price and Cap Price are not available as on date of this Draft Red Herring Prospectus. To be updated upon finalisation of the Price Band.*

(e) Explanation for Offer Price/ Cap Price being [●] times of WACA of primary issuances/ secondary transactions of Equity Shares of face value of ₹5 each (as disclosed above) along with our Company's KPIs and financial ratios for the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022:

[●]*

**To be included upon finalisation of the Price Band.*

(f) Explanation for the Offer Price/Cap Price, being [●] times of weighted average cost of acquisition of primary issuances/secondary transactions of Equity Shares (as disclosed in point 3 above) in view of the external factors which may have influenced the pricing of the Issue:

[●]*

**To be included upon finalisation of the Price Band.*

(g) The Offer Price is [●] times of the face value of the Equity Shares.

The Offer Price of ₹[●] has been determined by our Company, in consultation with the BRLMs, on the basis of market demand from Bidders for Equity Shares of face value of ₹5 each, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters.

Bidders should read the above-mentioned information along with the sections titled "*Risk Factors*", "*Our Business*", "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 30, 208, 279 and 353, respectively, to have a more informed view. The trading price of the Equity Shares of face value of ₹5 each could decline due to the factors mentioned in the section "*Risk Factors*" on page 30 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

Date: May 22, 2025

To:

The Board of Directors
KSH International Limited
(formerly known as KSH International Private Limited)
11/3, 11/4 & 11/5, Village Birdewadi,
Chakan Taluka-Khed
Pune 410501
Maharashtra, India

Nuvama Wealth Management Limited
801 - 804, Wing A, Building No 3
Inspire BKC, G Block
Bandra Kurla Complex
Bandra East
Mumbai 400051
Maharashtra, India

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi
Mumbai 400 025
Maharashtra, India

(Nuvama Wealth Management Limited, ICICI Securities Limited and any other merchant bankers appointed are collectively referred to as the "**Book Running Lead Managers**" or the "**BRLMs**")

Proposed initial public offering of equity shares ("Equity Shares"), comprising of a fresh issue of Equity Shares of KSH International Limited (formerly known as KSH International Private Limited) (the "Company") and an offer for sale of the Equity Shares by certain existing Shareholders of the Company of Rs. 5 each ("Offer for Sale" and together with the Fresh Issue, the "Offer")

Re: Certificate on statement of special tax benefits

1. We, Kirtane & Pandit LLP, Chartered Accountants, (the "**Statutory Auditor**") have been informed that the Company proposes to file the Draft Red Herring Prospectus ("**DRHP**") with the Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited (collectively, the "**Stock Exchanges**") and subsequently the red herring prospectus ("**RHP**") and prospectus (the "**Prospectus**") with the Registrar of Companies, Maharashtra at Pune ("**RoC**") and subsequently with SEBI and Stock Exchanges, in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**").

2. In terms of our engagement letter dated October 8, 2024 and addendum to engagement letter dated October 11, 2024 in relation to the Offer, we have received a request from the Company to provide a statement of special tax benefits available to the Company.

3. We enclose herewith the statement of tax benefit ("**Statement**") (refer **Annexure A**) showing the current position of the possible special tax benefits available to the Company and its Shareholders under the provisions of:

    a. the Income-tax Act, 1961 (the "Act"), as amended by the Finance Act, 2024 read with the Income-tax Rules, 1962, i.e. applicable to the Financial Year 2024-25 relevant to the assessment year 2025-26.

    b. the Central Goods and Services Tax Act, 2017 ("CGST")/ the Integrated Goods and Services Tax Act, 2017 ("IGST") / relevant State Goods and Services Tax Act ("SGST") read with rules, circulars, and notifications (CGST, IGST and SGST together referred as the "GST law". and

    c. the Customs Act, 1962, the Customs Tariff Act, 1975 ("Customs law"), (together referred to as the "Tax Laws".

    Several of these benefits are dependent on the Company and its Shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its Shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its Shareholders may or may not choose to fulfil.

4. The benefits discussed in the enclosed Statement covers only the possible special tax benefits available to the Company and to the Shareholders of the Company and do not cover any general tax benefits available to the Company and its Shareholders.

5. The benefits discussed in the enclosed Statement are neither exhaustive nor conclusive. The contents stated in the Statement are based on the information and explanations obtained from the Company.

6. We are informed that this Statement is only intended to provide general information to the investors/ third parties 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 tax consultant with respect to the specific tax implications arising out of their participation in the initial public offer. We are neither suggesting nor advising the investors to invest in the initial public offer relying on this Statement and do not assume any responsibility towards the investors/ third parties who may or may not invest in the initial public offer relying on the Statement.

7. Our views are based on the existing provisions of the tax laws and their interpretation, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update the Statement in case of any events subsequent to this date, which may have a material effect on the discussion herein.

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

   - the Company or its Shareholders will obtain/ continue to obtain these benefits in future; or
   - the conditions prescribed for availing the benefits have been/ would be met with; or
   - the revenue authorities/ courts will concur with the views expressed herein.

9. 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.

10. This Statement is prepared solely for inclusion in the DRHP in connection with the Offer under the ICDR Regulations, as amended and is not to be used, referred to or distributed for any other purpose.

Yours Sincerely,

For Kirtane & Pandit LLP
Chartered Accountants
ICAI Firm Registration No: 105215W/W100057

Parag Pansare
Partner
Membership No.: 117309
UDIN : 25117309BMJDIX8332

Date: May 22, 2025
Place: Pune, India

Annexure A

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

I. Special tax benefits available to the Company and its shareholders

The Company has opted to export the goods without payment of Integrated GST under a Letter of Undertaking for the Financial Year 2023-24 and 2024-25 and is entitled to claim refund of accumulated ITC on such exports in terms of GST law.

The Company has also claimed the benefit under the Remission of Duties or Taxes on Export Products "RODTEP" scheme framed by the Government of India on the exports of goods of eligible items in the Financial Year 2024- 25.

The Company imports some of its raw material and capital goods under advance authorization and Export Promotion Capital Goods scheme without payment of customs duty.

The shareholders of the Company are not entitled to any special tax benefits for investing in the Equity Shares of the Company.

Notes:

(i) The above Statement of Tax benefits set out the special tax benefits available to the Company and its shareholders under the tax laws mentioned above.

(ii) The above Statement covers only above-mentioned tax laws benefits and does not cover any general tax benefits under any other law.

(iii) This Annexure is intended only 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 tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax arising out of their participation in the proposed IPO.

(iv) 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.

(v) This statement does not discuss any tax consequences under any law for the time being in force, as applicable of any country outside India. The shareholders / investors are advised to consult their own professional advisors regarding possible tax consequences that apply to them in any country other than India.

SECTION V – ABOUT OUR COMPANY

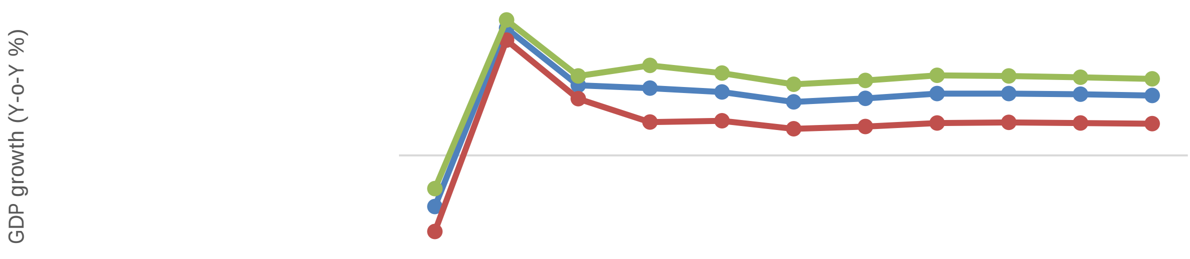
INDUSTRY OVERVIEW

1. Economic Outlook

1.1 Global Economy

Global growth, which reached 3.49% in CY23, is estimated to stabilize at 3.29% for CY24 and projected to decrease at 2.79% for CY25. Global trade is expected to be disrupted by new US tariffs and countermeasures from trading partners, leading to historically high tariff rates and negatively impacting economic growth projections. The global landscape is expected to change as countries rethink their priorities and policies in response to these new developments. Central banks priority will be to adjust policies, while smart fiscal planning and reforms are key to handling debt and reducing global inequalities.

Chart 1: Global Growth Outlook Projections (Real GDP, Y-o-Y change in %)



	CY20	CY21	CY22	CY23	CY24E	CY25P	CY26P	CY27P	CY28P	CY29P	CY30P
World	-2.67%	6.61%	3.65%	3.49%	3.29%	2.79%	2.96%	3.22%	3.22%	3.18%	3.12%
Advanced Economies	-3.96%	5.99%	2.95%	1.74%	1.80%	1.38%	1.51%	1.69%	1.72%	1.67%	1.65%
Emerging Market and Developing Economies	-1.74%	7.04%	4.13%	4.69%	4.28%	3.70%	3.89%	4.16%	4.12%	4.07%	3.97%

Notes: IMF – World Economic Outlook, April 2025; Notes: P-Projection, E-Estimated

Table 1: GDP growth trend comparison - India v/s Other Economies (Real GDP, Y-o-Y change in %)

	Real GDP (Y-o-Y change in %)										
	CY20	CY21	CY22	CY23	CY24E	CY25P	CY26P	CY27P	CY28P	CY29P	CY30P
India	-5.78	9.69	7.61	9.19	6.46	6.20	6.27	6.47	6.48	6.49	6.50
China	2.34	8.56	3.11	5.38	5.00	3.95	3.96	4.22	4.06	3.70	3.38
Indonesia	-2.07	3.70	5.31	5.05	5.03	4.65	4.67	4.85	4.95	5.11	5.13
Saudi Arabia	-3.58	5.08	7.49	-0.76	1.31	2.99	3.74	3.56	3.18	3.18	3.28
Brazil	-3.28	4.76	3.02	3.24	3.40	2.01	1.98	2.19	2.31	2.43	2.49
Euro Area	-6.02	6.33	3.53	0.40	0.86	0.81	1.19	1.35	1.30	1.20	1.13
United States	-2.16	6.06	2.51	2.89	2.80	1.83	1.74	1.98	2.12	2.12	2.12

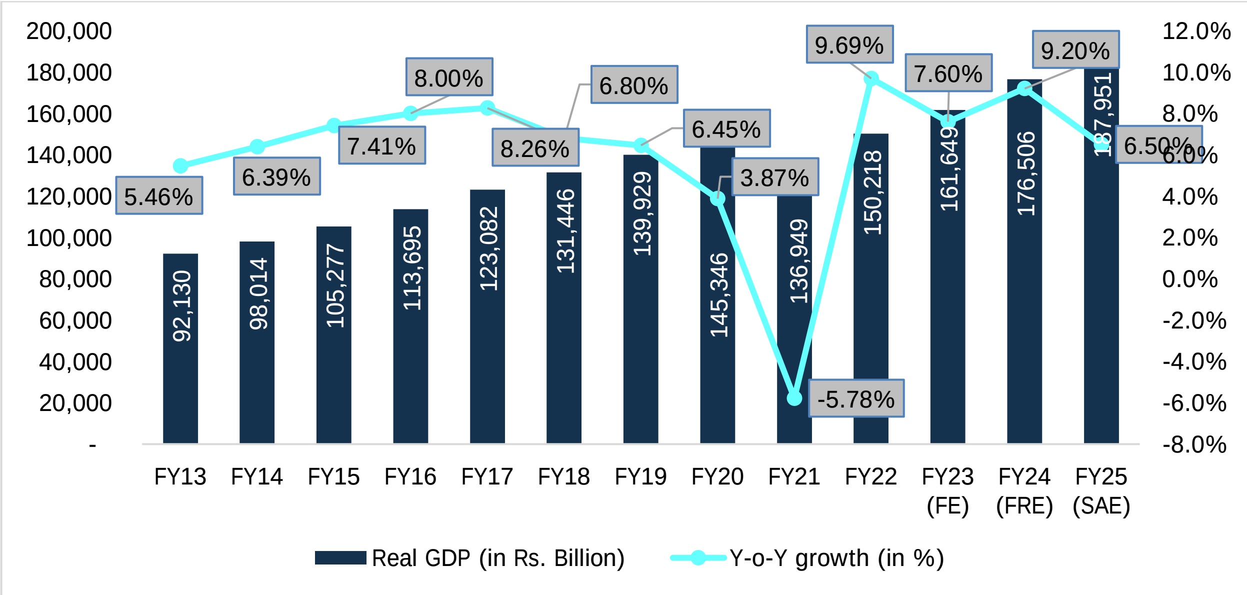
Source: IMF- World Economic Outlook Database (April 2025)
Note: P- Projections, E-Estimate; India's fiscal year (FY) aligns with the IMF's calendar year (CY). For instance, FY24 corresponds to CY23.

1.2 Indian Economic Outlook

1.2.1 GDP Growth and Outlook

Resilience to External Shocks remains Critical for Near-Term Outlook

Chart 2: Trend in Real Indian GDP growth rate



Source: MOSPI, Note: SAE – Second Advance Estimates, FRE – First Revised Estimates, FE – Final Estimate;

India's real GDP grew by 9.20% in FY24 (Rs. 176,506 billion) which is the highest in the previous 12 years (excluding FY22 being 9.69% on account of end of pandemic) and is estimated to grow by 6.50% in FY25 (Rs. 187,951 billion), driven by double digit growth particularly in the Manufacturing sector, Construction sector and Financial, Real Estate & Professional Services.

GDP Growth Outlook

FY26 GDP Outlook: Real GDP growth is projected at 6.50%, driven by strong rural demand, improving employment, and robust business activity. The agriculture sector's bright prospects, healthy reservoir levels, and robust crop production support this growth. Manufacturing is reviving, and services remain resilient, despite global uncertainties. Investment activity is gaining traction, supported by healthy balance sheets and easing financial conditions. However, risks from geopolitical tensions, global market volatility, and geo-economic fragmentation persist

Persistent geopolitical tensions, volatility in international financial markets and geo-economic fragmentation do pose risk to this outlook. Based on these considerations, the RBI, in its April 2025 monetary policy, has projected real GDP growth at 6.50% y-o-y for FY26.

Table 2: RBI's GDP Growth Outlook (Y-o-Y %)

FY26P (complete year)	Q1FY26P	Q2FY26P	Q3FY26P	Q4FY26P
6.5%	6.5%	6.7%	6.6%	6.3%

Source: Reserve Bank of India, Note: P-Projected

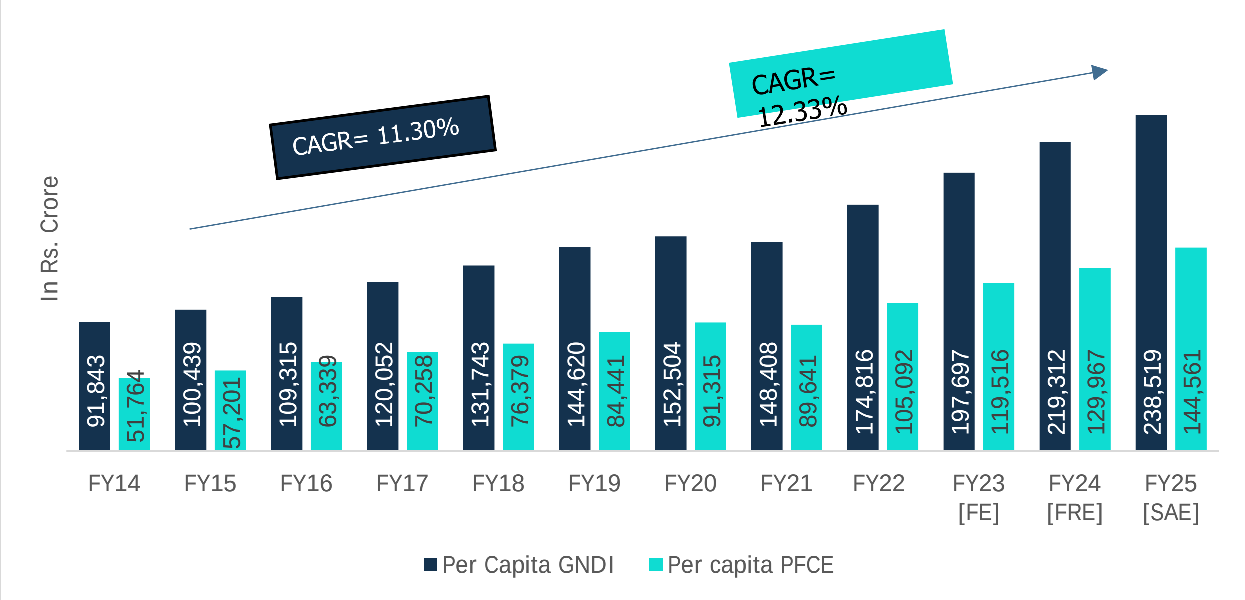
1.2.2 Per capita PFCE and GNDI

- **Increasing Disposable Income and Consumer Spending**

  Gross National Disposable Income (GNDI) is a measure of the income available to the nation for final consumption and gross savings. Between the period FY14 to FY25, per capita GNDI at current prices registered a CAGR of 11.30%. More disposable income drives more consumption, thereby driving economic growth.

  With increase in disposable income, there has been a gradual change in consumer spending behavior as well. Per capita Private Final Consumption Expenditure (PFCE) which is measure of consumer spending has also showcased significant growth from FY14 to FY25 at a CAGR of 12.33%.

Chart 3: Trend of Per Capita GNDI and Per Capita PFCE (Current Price)



Note: SAE- Second Advance Estimates, FRE – First Revised Estimates, FE – Final Estimate; Source: MOSPI

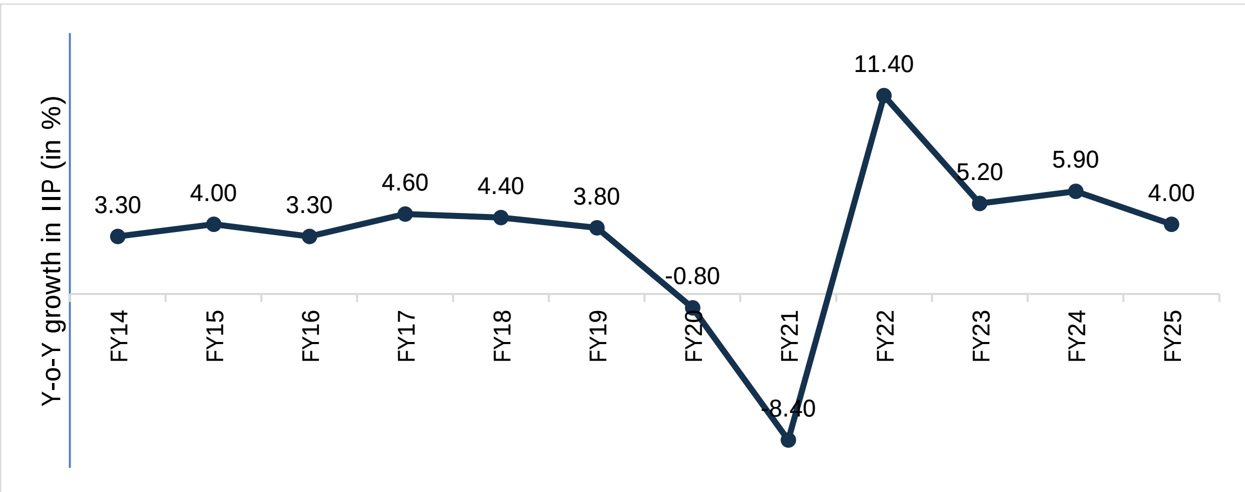
1.2.3 Industrial Growth

The Quick Estimates of the Index of Industrial Production (IIP) for March 2025 show a 3.00% growth, up from 2.90% in February 2025. The y-o-y growth for March 2025 was 4.00% down from 5.90% in March 2024, the overall growth in the industry was moderate but subdued primarily due to deceleration in consumer non-durables, infrastructure industries, intermediate goods, capital and primary goods.

In March 2025, the industrial growth saw a rise due to Manufacturing (3.00%), and Electricity (6.30%) while witnessing a decline in the mining sector (0.40%). Among the industry group of basic metals, items of flat products of alloy steel, pipes and tubes of steel and bars and rods of mild steel experienced significant growth. Use-based indices had a slowed growth in Primary Goods, Capital Goods, and Intermediate Goods.

Manufacturing growth was driven by basic metals (6.90%), motor vehicles and semi-trailers (10.30%) and electrical equipment (15.70%). While government spending and private investment support growth, declining consumer non-durables and improving rural demand highlight the need for sustained consumption and investment.

Chart 4: Y-o-Y growth in IIP (in %)

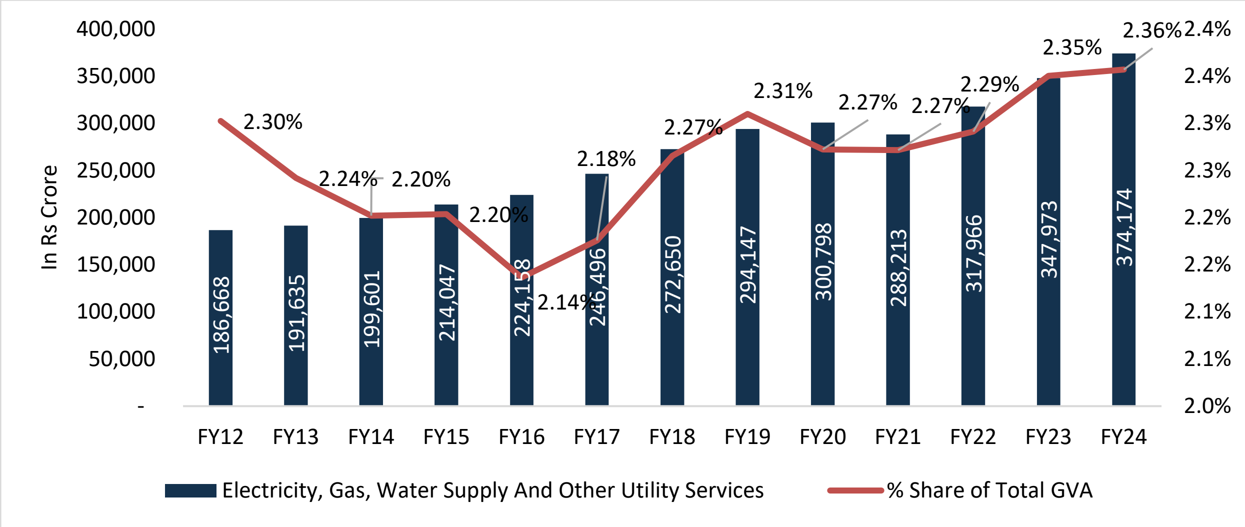


Source: MOSPI

1.2.4 GVA in Electricity, Gas, Water Supply and Other Utility Services

The data on the Gross Value Added (GVA) in the Electricity, Gas, Water Supply, and Other Utility Services sector at constant prices shows a consistent upward trajectory from FY12 to FY24. Despite this growth, the sector's share of the overall economy remained relatively stable, fluctuating between 2.10% and 2.40%. In FY23 and FY24, the sector's share reached 2.35% and 2.36% respectively, indicating a slight increase compared to previous years. This suggests that while the sector experienced healthy growth in absolute terms, its relative contribution to the overall economy remained steady over the period. The growth in this sector reflects the increasing importance of utilities in the economy, although other sectors also expanded in parallel.

Chart 5: GVA in Electricity, Gas, Water Supply and Other Utility Services

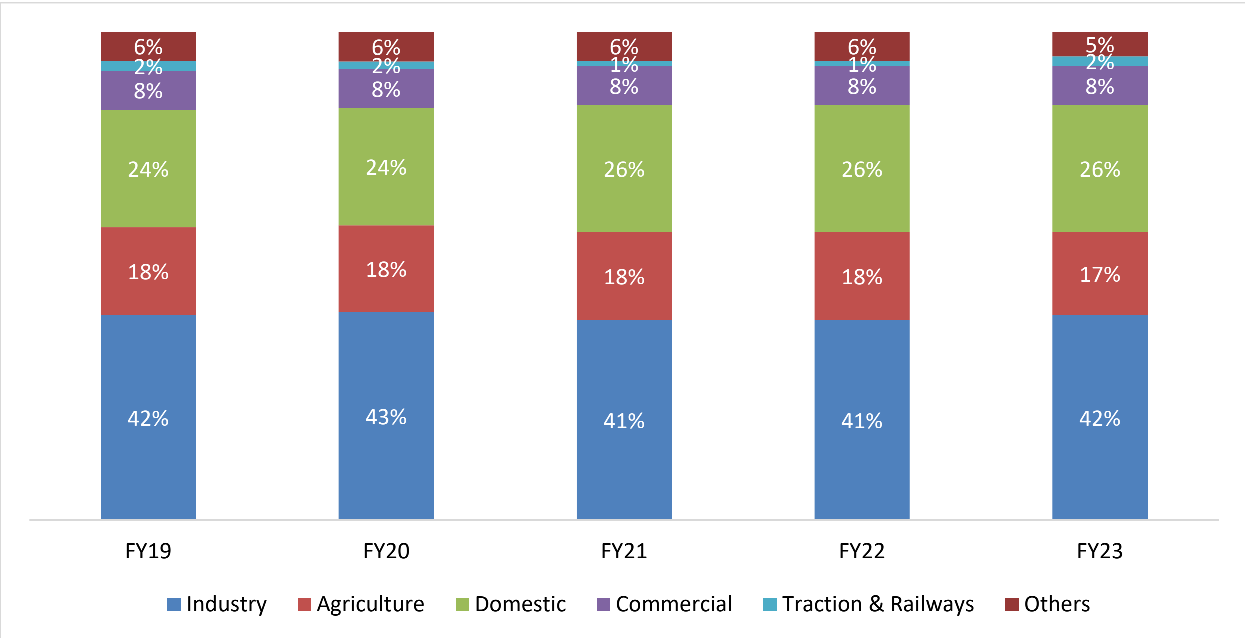


Source: NITI Aayog

1.2.5 Growth in Electricity Consumption by Segments

From FY19 to FY23, overall electricity consumption grew at CAGR of 4.92% growing from 4,86,490 GWH in FY19 to 5,89,428 GWH in FY23. The growth was seen across all sectors, with the Domestic sector leading the way at a 7.04% CAGR, driven by increased urbanization and household energy demand. The Industry and Commercial sectors both saw steady growth at 4.92%, reflecting ongoing industrialization and business expansion. The Agriculture sector experienced slower growth at 3.43%, likely due to gradual technological adoption and mechanization. Traction & Railways also grew at 4.92%, reflecting the expansion of electrified railway systems. Meanwhile, the Others category showed minimal growth, with a 0.24% CAGR, indicating stable or declining electricity consumption in those areas.

Chart 6: Electricity Consumption by Segments (FY19 – FY23)



Source: MOSPI, CareEdge Research

1.2.6 Structure of basic PowerGrid in Future

The future structure of India’s power grid will be driven by the integration of renewable energy, digitalization, and decentralization. With a target to increase the share of non-fossil fuel-based power, particularly solar and wind, the grid will need enhanced flexibility to accommodate the intermittency of renewable energy. A key focus will also be on efficient power distribution, ensuring last-mile connectivity and reducing aggregate technical and commercial (AT&C) losses through network modernization and grid automation.

Smart grid technologies, including advanced sensors and real-time monitoring systems, will optimize grid operations and enable better demand-side management. The rise of decentralized energy sources, such as rooftop solar and microgrids, will reduce transmission losses and increase energy access in rural areas. Electric vehicle adoption will necessitate a robust charging infrastructure and the integration of vehicle-to-grid technology for grid support. Additionally, large-scale energy storage systems will stabilize the grid by storing excess renewable energy and balancing supply and demand.

Transmission infrastructure will be upgraded with technologies like High Voltage Direct Current (HVDC) for efficient long-distance transmission, and increased cross-border interconnections will enhance energy security. During the 2027-32 period, it is planned to add 76,787 ckm of transmission lines and 497,855 MVA of transformation capacity in substations at voltage levels of 220 kV and above. Additionally, 32,250 MW of HVDC bi-pole capacity is also planned to be incorporated.

The planned additions to the ISTS and Intra-State Transmission Systems during this period are outlined below:

Table 3: Transmission lines and transformation capacity under ISTS and intra-state

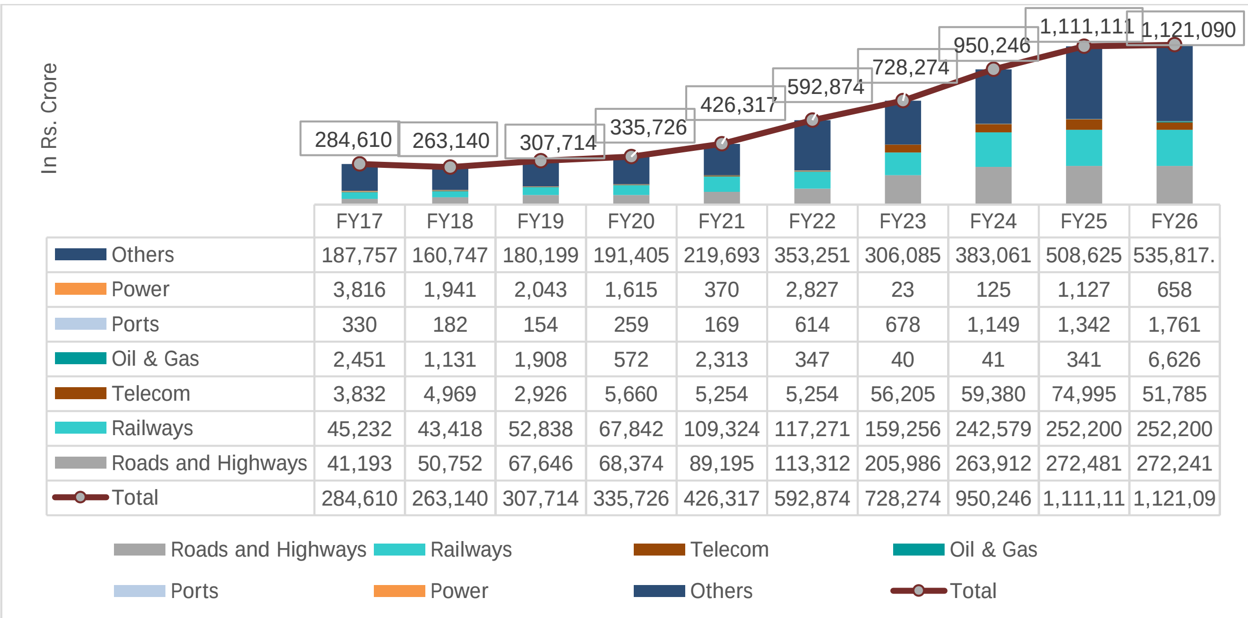
Particulars		At the end of FY22	Planned addition during FY22-27	At the end of FY27	Planned addition during FY27-32	At the end of FY32	Total
Transmission lines (ckm)	ISTS	2,00,036	51,185	2,51,221	43,324	2,94,545	6,48,190
	Intra-State	2,56,680	63,502	3,20,182	33,463	3,53,645	
Transformation capacity (MVA)	ISTS	4,60,965	4,72,225	9,33,190	3,48,165	12,81,355	24,11,885
	Intra-State	6,43,485	3,05,105	9,48,590	1,81,940	11,30,530	

Source: NEP, CareEdge Research

1.2.7 Government investment in infrastructure and improvement in infrastructure in country

With the growing population, the long-term need for robust infrastructure is necessary for economic development. This generates the need for massive investments in the development and modernization of infrastructure facilities, which will not only cater to the growing demand but will also ensure competitiveness in the global market.

Chart 7: Key Infrastructure Sectors for Capital Expenditure in Budget 2025-26



	FY17	FY18	FY19	FY20	FY21	FY22	FY23	FY24	FY25	FY26
Others	187,757	160,747	180,199	191,405	219,693	353,251	306,085	383,061	508,625	535,817.
Power	3,816	1,941	2,043	1,615	370	2,827	23	125	1,127	658
Ports	330	182	154	259	169	614	678	1,149	1,342	1,761
Oil & Gas	2,451	1,131	1,908	572	2,313	347	40	41	341	6,626
Telecom	3,832	4,969	2,926	5,660	5,254	5,254	56,205	59,380	74,995	51,785
Railways	45,232	43,418	52,838	67,842	109,324	117,271	159,256	242,579	252,200	252,200
Roads and Highways	41,193	50,752	67,646	68,374	89,195	113,312	205,986	263,912	272,481	272,241
Total	284,610	263,140	307,714	335,726	426,317	592,874	728,274	950,246	1,111,11	1,121,09

Source: Union Budget 2025-26 Analysis

Some of the key government infrastructure schemes include:

- The government has announced plans for the National Monetization Pipeline (NMP) and Development Finance Institution (DFI) to improve the financing of infrastructure projects

- The government has helped the growth of urbanization through a number of schemes and projects, including the **Smart Cities Mission,** the **Atal Mission for Rejuvenation and Urban Transformation (AMRUT),** and the **Pradhan Mantri Awas Yojana (Urban)**

1.2.8 Reforms undertaken by the government to boost Manufacturing Sector

A brief overview of some of the key structural reforms undertaken by the government is given below:

Production Linked Incentive (PLI) Scheme

Launched in March 2020, the PLI scheme aims to enhance domestic manufacturing capabilities, increase import substitution, and generate employment. It seeks to attract investments, boost production, and make Indian manufacturers globally competitive.

- The scheme includes an ambitious outlay of Rs. 1.97 lakh crore (over US$26 billion) to support 14 key sectors. The 14 key sectors covered are Mobile Manufacturing and Specified Electronic Components, Critical Key Starting Materials, Drug Intermediaries, and Active Pharmaceutical Ingredients, Manufacturing of Medical Devices, Automobiles and Auto Components, Pharmaceuticals Drugs, Specialty Steel, Telecom & Networking Products, Electronic/Technology Products, White Goods (Air Conditioners and LEDs), Food Products, Textile Products (MMF segment and technical textiles), High Efficiency Solar PV Modules, Advanced Chemistry Cell (ACC) Batteries, and Drones and Drone Components. All 14 sector-specific PLI schemes have been approved and notified by the relevant Ministries or Departments and are at various stages of implementation.

- The PLI schemes are designed to attract significant investments in innovative technology, improve efficiency, and achieve economies of scale in the manufacturing sector. They are expected to significantly boost production, employment, and economic growth over the next five years.

Make in India

The Make in India initiative, launched in 2014, focuses to position India as a global manufacturing and entrepreneurial hub, transforming the business environment across various sectors. Its goal is to enhance the country's industrial capabilities and foster a culture of innovation and investment.

- It aims to reshape the relationship between the government and industry. Moving from a regulatory role to that of a facilitator, the government aims to partner with businesses to drive economic development. This shift is supported by recent policies like the Production Linked Incentive (PLI) scheme and Free Trade Agreements (FTAs), which address challenges such as high logistics costs and export competitiveness.

- The initiative has identified 25 key sectors for development, including manufacturing, infrastructure, and services. Foreign Direct Investment (FDI) has been significantly opened in areas like Defense Production, Construction, and Railway infrastructure, reflecting a strategic effort to boost industrial growth and attract global investment.

- It focuses on enhancing the ease of doing business by streamlining regulations, reducing licensing requirements, and introducing digital platforms for faster approvals. Concurrently, significant investments are being made in modern infrastructure, including the creation of industrial corridors and smart cities with advanced technology and high-speed communication. Upgrades to existing infrastructure are also in progress to improve logistics and support innovation and industrial growth.

Atmanirbhar Bharat (Self-Reliant India)

Announced in 2020, the Atmanirbhar Bharat initiative emphasizes self-reliance in manufacturing, aiming to reduce dependency on imports. It focuses on supporting domestic industries, particularly in critical sectors like defense, electronics, and pharmaceuticals, through production-linked incentives and local sourcing.

1.2.9 Concluding Remarks

Global economic growth faces headwinds from geopolitical tensions, volatile commodity prices, high interest rates, inflation, financial market volatility, climate change, and rising public debt. However, India's economy remains relatively strong, with an IMF forecast of 6.50% GDP growth in CY24 (FY25 according to the fiscal year), compared to the global projection of 3.29%. Key drivers include strong domestic demand, government capital expenditure and moderating inflation.

Public investment is expected to exhibit healthy growth as the government has allocated a strong capital expenditure of about Rs. 11.21 lakh crores for FY26. The private sector's intent to invest is also showing improvement as per the data announced on new project investments and resilience shown by the import of capital goods. Additionally, improvement in rural demand owing to healthy sowing, improving reservoir levels, and progress in south-west monsoon along with government's thrust on capex and other policy support will aid the investment cycle in gaining further traction.
The impact of U.S. tariffs on India's export trade is anticipated to be minimal. The engineering goods sector will have a potential U.S. tariff impact, whereas steel industry is affected by the 10% tariffs although the impact is expected to be minimal given the volume of goods exported is less.

On February 13, Prime Minister Narendra Modi and President Donald Trump discussed enhancing the U.S.-India trade relationship, with a target to increase bilateral trade from USD 200 billion to USD 500 billion by 2030. Negotiations for a multi-sector bilateral trade agreement (BTA) are expected to commence later this year, focusing on trade fairness, national security, and job creation.

Thus, while U.S. tariffs may have a limited impact on India's exports, ongoing trade negotiations and India's competitive manufacturing advantage position it well for continued growth in global trade.

2. Indian Electrical wires and cables industry

2.1 Overview of Electrical wires and cables

Electric wires and cables are crucial components of electrical systems, responsible for transmitting power, signals, and data. They are typically made of conductive materials, such as copper, encased in insulating layers, and are engineered to ensure safe and efficient energy and information transfer across diverse applications and industries. Electric wire and cable are fundamental building blocks of modern infrastructure, serving residential, commercial, industrial, and institutional sectors. They are designed to meet specific technical requirements, such as current-carrying capacity, temperature resistance, flexibility, and environmental resilience. These components play a critical role in sectors including power distribution, telecommunications, automotive, construction, industrial machinery, and aerospace.

Types of Electric wires and cables

In India, with its rapidly growing industrial base, urbanization, and technological advancements, the demand for diverse types of wires and cables has expanded significantly. This includes applications in residential, commercial, industrial, and specialized sectors like renewable energy and electric vehicles.

The following sections categorize the types of electric wires and cables available in the Indian market based on their usage, applications, materials, and design features.

Table 4: Types of Electric Wires and Cables, End Users and their Market Size

Particulars	Description	End Use Industries	Market Size	CAGR (CY23-28)
Power Cables	Power cables are crucial for transmitting and distributing electricity from generating stations to end-users. High-voltage cables are used for long-distance transmission, while medium- and low-voltage cables distribute power to homes and businesses.	Power Transmission and Distribution, Construction, Oil and Gas, IT, Automotive, Renewable Energy, etc.	USD 11.10 billion in CY23 to USD 17.08 billion in CY28	9.00%
Magnet Winding Wires	Magnet Winding wire is a type of electrical wire or conductor where the base wire is either Copper or Aluminium with a thin insulation coating typically made of enamel/paper/insulating tapes such as polyester-Mica film-Aramid tapes, which is used for winding coils in various electrical and electronic devices.	Electrical Equipment & Appliances, Power Transmission & Distribution, Automotive Industry, Renewable Energy, Electronics and Telecommunications, Industrial Machinery, Railways & Metro, Consumer Durables	USD 4.22 billion in CY23 to USD 5.25 billion in CY28	4.50%
Housing Wires	Housing wires are critical for the safe and efficient transmission of electricity within residential and commercial buildings. They are designed to manage low-voltage applications and ensure reliable power distribution for lighting, appliances, and other utilities.	Construction (Residential and Commercial)	N.A.	N.A.

Particulars	Description	End Use Industries	Market Size	CAGR (CY23-28)
Telecom Cables	Telecom cables are specialized cables designed to transmit voice, data, and multimedia signals efficiently. They are engineered to manage high-speed data transfer, durability, and resistance to environmental factors.	Telecommunications, IT, Construction	USD 0.95 billion in CY23 to USD 1.30 billion in CY28	6.50%
Instrumentation Cables	Instrumentation cables are specialized cables designed for transmitting low voltage signals, primarily used to connect instrumentation and control systems in industrial applications. These cables are designed to maintain signal integrity in environments with high electrical noise, vibrations, or extreme conditions.	Oil and gas, Power generation, and Manufacturing	USD 1.74 billion in CY23 to USD 2.62 billion in CY28	8.50%
Other Special Cables	This category of cables includes coaxial cables, twisted pair cables, ethernet cables, audio cables, video cables, coil cables, and USB (universal serial bus) cables.	Telecommunications, IT, Residential and Commercial, Consumer Durables, etc.	N.A.	N.A.

Application of Electric Cables and Wires

Wires and cables are integral components across various industries and applications:

Chart 8: Industries and their applications

Electrical Power Transmission	Used to transmit electricity from power plants to substations, industrial facilities, commercial buildings, and homes
Telecommunications	Facilitate the transmission of voice, data, and video across telephone networks, internet infrastructure, and fiber optic systems
Automation and Control	Employed in industrial automation systems to transmit control signals and power machinery
Construction	Provide wiring for lighting, heating, cooling, and powering equipment in buildings and infrastructure projects
Automotive and Transportation	Used in vehicles for electrical systems, including power supply, lighting, and communication networks
Renewable Energy	Essential for connecting solar panels, wind turbines, and other renewable energy sources to the grid
Marine and Offshore	Used in ships and offshore platforms for power distribution, communication, and control systems
Aerospace and Defence	Critical for wiring systems in military equipment, aircraft, and space vehicles
Mining and Industrial Applications	Support heavy machinery and equipment in mining operations and industrial settings

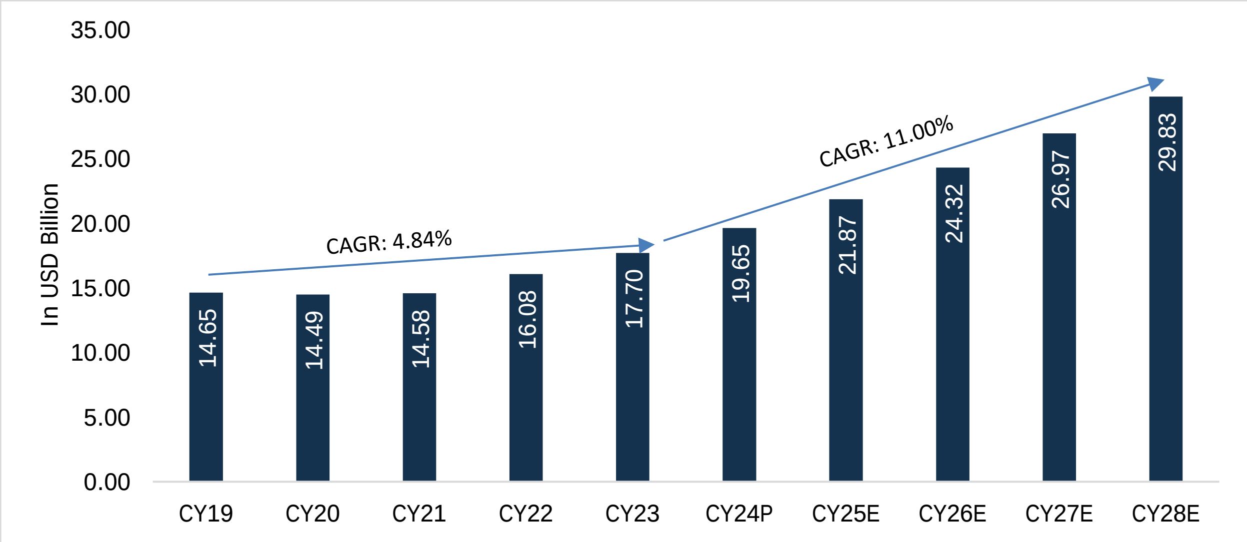
2.2 Market outlook on Electrical wires and cables industry in India

The electric wires and cables market in India is experiencing robust growth, fueled by a confluence of factors that are reshaping the industrial and technological landscape of the nation. Electric wires and cables play a pivotal role in supporting various industries, including electrical equipment, telecommunications, motor vehicles, and construction.

India's electric wires and cables market was valued at USD 17.70 billion in CY23, reflecting a CAGR of 4.84% from CY19 to CY23. The market is projected to reach USD 29.83 billion by CY28, expanding at a CAGR of 11.00% from CY23 to CY28. This will create an incremental growth opportunity worth USD 12.12 billion between 2023 and 2028. This growth is driven by expanding infrastructure development, including enhancements in electricity generation, transmission, and distribution networks, which demand reliable and efficient cables suited for diverse environmental conditions.

The rapid growth of the real estate and construction sectors, driven by urbanization and industrialization, has significantly increased the demand for wiring solutions across residential, commercial, and industrial buildings. Smart city initiatives and sustainable infrastructure projects further drive the need for advanced, energy-efficient cables to support modern technologies. Simultaneously, the growth of digitalization and connectivity has boosted demand for high-quality cables in the telecommunications sector, with the proliferation of mobile networks, broadband services, and fiber optics requiring seamless data transmission solutions. The automotive industry, particularly the electric vehicle (EV) market, is also a key growth driver, as India's focus on sustainable transportation fuels the demand for specialized, lightweight, and efficient cables to power EVs and enable their advanced features. These factors collectively contribute to the robust expansion of the electric wires and cables market in India.

Chart 9: Indian Electric Wires and Cables Market – By Value

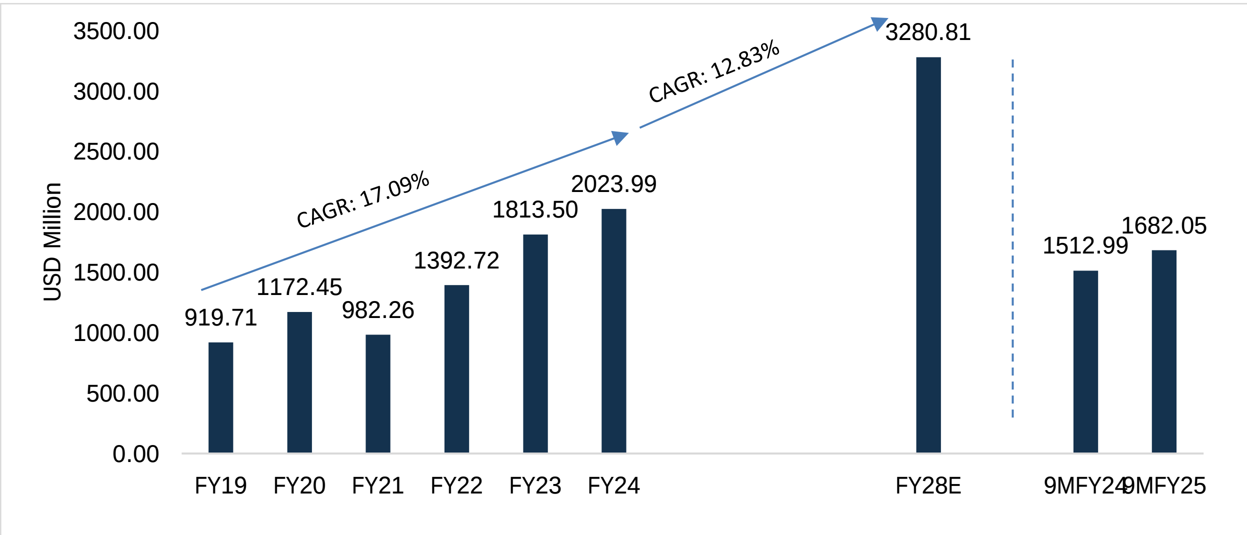


Source: Mordor Intelligence, EMIS, CareEdge Research; Note: E- Estimate, P- Projection

2.3 Overview of Export of Electrical wires & cables from India

The export of electric wires and cables (W&C) has shown a fluctuating yet strong upward trajectory from FY19 to FY24. Indian electric W&C industry witnessed rise in export from USD 919.71 million in FY19 to USD 2,023.99 million in FY24, reflecting a healthy CAGR of 17.09%. This growth has been driven by factors such as post-pandemic recovery, rising global demand for energy-efficient solutions, technological advancements in cable manufacturing, and the expansion of sectors such as renewable energy, electric vehicles (EVs), and telecommunications. Additionally, the growing preference for Indian manufacturers, known for their improved product quality and competitive pricing, has strengthened the country's position in the global market. Furthermore, lower labor costs as compared to developed economies like USA, Germany, Japan and China, Indian manufacturers benefit from reduced production expenses, especially in labor-intensive cable segments. In April-November FY24, exports reached USD 1,682.05 million, showcasing sustained momentum. This steady growth highlights India's strengthening competitiveness in the global electric wire and cable market, supported by robust industrial and infrastructure development.

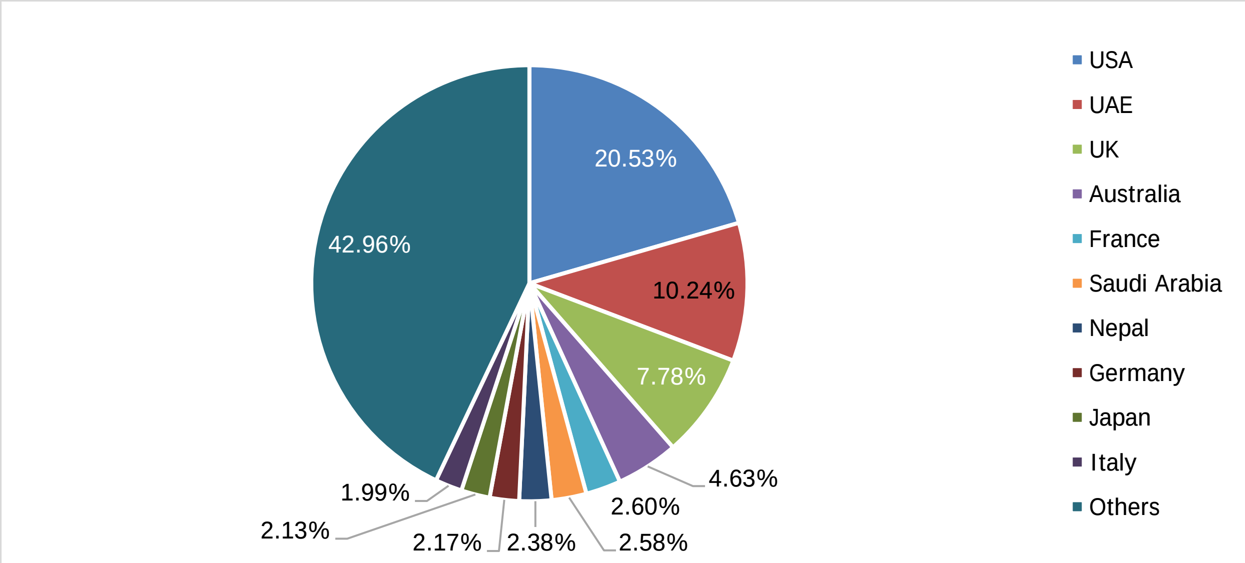
Chart 10: Export of Electric Wires and Cables by India



Source: Ministry of Commerce; CareEdge Research, HS Code: 8544

India majorly exports to USA constituting approximately 20.53% of exports, followed by the **UAE** (10.24%) and the **UK** (7.78%). Other key markets include **Australia** (4.63%), **France and Saudi Arabia** (2.60% and 2.58% respectively), **Nepal** (2.38%), and **Germany** (2.17%) and a significant **42.96%** is attributed to other countries. This highlights the widespread acceptability of Indian wire and cable products in global markets.

Chart 11: Electric Wires and Cables Export Share by Countries for FY24



Source: Ministry of Commerce; CareEdge Research

Looking ahead, the export of electrical wires and cables is projected to reach USD 3,280.81 million by FY28, growing at a CAGR of 12.83% over the forecast period. This growth will primarily be driven by the rapid expansion of renewable energy projects worldwide, increasing demand for power transmission and distribution infrastructure, and the global rollout of 5G and fiber-optic networks. Additionally, this growth would also be driven by following few factors –

China plus one strategy - In the 1990s, many global manufacturing companies from regions like the US and Europe relocated their production facilities to China, drawn by its favourable production conditions, establishing the country as the hub of the global supply chain. However, in 2021, a surge in global demand following the COVID-19 pandemic, coupled with China's zero-COVID policy, and ensuing supply chain disruptions, created challenges for manufacturers in meeting demand. This has prompted businesses to consider diversifying their operations and investments away from China to alternative locations. This shift presents a significant opportunity for India, supported by its expansive manufacturing base, competitive production advantages, robust business ecosystem, and supportive government policies. These factors position India well to capitalize on this trend, driving growth in exports for its wires and cables industry.

Export Incentives: The Government of India has introduced various policy measures to promote the export of goods and services, which are expected to further strengthen the export market for wires and cables in India. Key initiatives include the Advance Authorization Scheme (AAS) and the Export Promotion Capital Goods (EPCG) Scheme, which facilitate duty-free import of raw materials and capital goods for the production of export goods. Additionally, the Remission of Duties and Taxes on Exported Products (RoDTEP) scheme offers rebates on central, state, and local duties and taxes levied on exported products, enhancing cost competitiveness in global markets. Other significant initiatives like the Trade Infrastructure for Export Scheme (TIES) aim to develop export-related infrastructure are also creating a favorable environment for the growth of W&C exports from India.

Increasing Global Demand for Energy-Efficient Products: The growing global emphasis on sustainability and energy efficiency is creating substantial opportunities for India's wires and cables industry to expand its exports, particularly in the renewable energy and electric vehicle (EV) sectors. The global push for clean energy solutions, driven by commitments such as the Paris Agreement and net-zero emission targets, has led to increased adoption of renewable energy projects worldwide. This has significantly boosted the demand for specialized cables used in wind and solar power systems. Similarly, the rapid adoption of EVs across the globe has driven demand for high-performance wires and cables critical for vehicle components such as batteries, electric motors, and inverters, as well as for fast-charging stations.

The recent imposition of a **10% baseline tariff by the United States** (possible revision post 9th July, 2025) on India is expected to have a limited impact on India's wires and cables export market, as this segment accounts for only

0.53% of the country's total exports. However, Indian companies with significant revenue exposure to the U.S. market may experience some adverse effects. Notably, tariff exclude certain items such as copper, pharmaceuticals, semiconductors, lumber articles, bullion, and energy-related minerals that are not readily available in the US. Moreover, global copper prices have declined, which is likely to benefit wires and cables manufacturers in India.

2.4 Overview on types of Magnet Winding Wires and its key end use industries in India

Magnet winding wire is a critical component in electric motors, which are found in household appliances, industrial machines, and automobiles. As these industries expand, so does the demand for enameled or magnet cables. Transformers, generators, electromagnetic components, medical devices, and consumer electronics are some of the other applications for these cables.

2.4.1 Types of Magnet Winding Wires

Magnet winding wires are broadly classified into Standard Magnet winding wires and Specialty Magnet winding wires, based on their construction, insulation type, and application in electrical and industrial sectors.

Table 5: Comparison Between Standard Magnet Winding Wires & Specialty Magnet Winding Wires

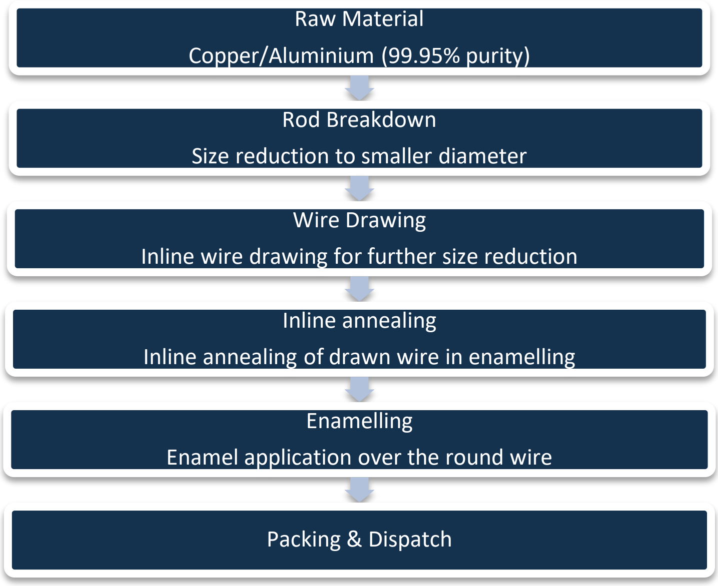
Features	Standard Magnet Winding Wires	Specialty Magnet Winding wires
Product Properties	Enamel (Polyester, Polyester amide, Polyimide)	Multi-layer insulation (paper, enamel + paper), transposed structures, bunching
Manufacturing	Simple, uniform process making it cost effective and suitable for high-volume production	Requires precision engineering, multiple processing stages which enables customization and adaptability to harsh environments
Applications	LT and BLDC motors, Distribution transformers with MVA rating of 15KVA-25MVA, Traction Motors, Consumer Electronics, DG Sets	Transformers with MVA rating of 15KVA->600MVA, 765 MVA transformer and reactors, HT Motors, Traction motors and Alternators
Performance Requirements	Standard electrical insulation	Enhanced insulation, mechanical strength, reduced eddy current losses
Pricing	Raw material and volume-based pricing	These wires are usually priced 6-7% higher than standard wires, since it involves complexity and specialized applications, performance additives, precision coating, testing, R&D costs
Validations and certifications	Along with UL, ISO, IATF certifications - IEC 60317/IS 13730 (various parts)	Along with UL, ISO, IATF certifications - IEC 60317/IS 13730 (various parts), Speciality wires also meets IS 13778, IS 19059, RoHS and c Compliance which are specific to advanced electrical equipment

2.4.1.1 Standard Magnet Winding wires

Standard magnet winding wires are widely used in general electrical applications, including motors, transformers, and coils. These wires primarily feature enamel insulation, providing electrical insulation and mechanical protection. The key types include Enamel Copper and Enamel Aluminium wires. These wires cater to all types of motors used in industrial applications like industrial machinery, automotive traction motors, BLDC motors used in home appliances like ac, refrigerators, fans, etc.

Enamel Copper Magnet Winding Wire – Round

Chart 12: Process flow of manufacturing of Enamelled Copper/Aluminium Round Magnet Winding Wires



Description: Enamel copper magnet winding wire is a highly conductive copper wire coated with a thin layer of insulation, making it ideal for electrical winding applications. Made from electrolytically refined copper, these wires are annealed to enhance their mechanical properties, including tensile strength and flexibility. The enamel coating provides essential electrical insulation while maintaining the wire's durability and flexibility, which is crucial for winding in motors, transformers, switchgear, and various consumer and industrial electronics. These wires offer superior electrical efficiency due to copper's low resistivity, ensuring minimal voltage drop and reduced energy loss, making them perfect for long distance transmission. They also exhibit excellent anti-fatigue properties, low heat generation, and high ductility, ensuring operational safety and longevity. These wires are available in different grades, with varying thicknesses of insulation, and comply with international standards, making them suitable for a wide range of industrial applications.
Usage: They are used in low voltage motors, transformers, switch gears, inductors, generators, coil windings, domestic appliances, pumps and fans, Traction Motors for EVs (2W and 3W), Compressors for ACs, etc.

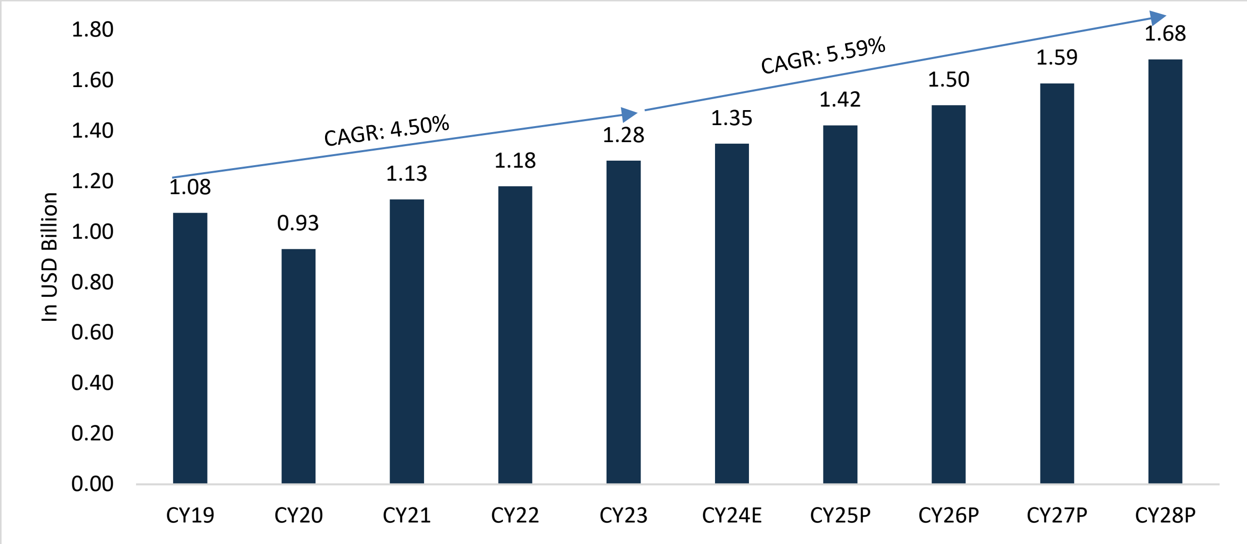
Enamel Aluminium Magnet Winding Wire - Round

Description: Enamel aluminium magnet winding wire is a type of wire made from aluminium and coated with a thin layer of insulation, typically enamel. This insulation ensures electrical isolation while preserving the wire's flexibility and mechanical integrity, making it ideal for use in winding electrical components like transformers, motors, and generators. Aluminium offers several advantages, such as being lightweight and cost-effective compared to copper, and although it has lower electrical conductivity, its performance remains efficient due to the ability to produce larger cross-sectional areas. The enamel coating enhances the wire's durability by providing resistance to environmental factors such as oxidation, ensuring its longevity in demanding applications. Enamel-coated aluminium magnet winding wire is widely used across various industries, including automotive, consumer electronics, and industrial machinery, where its lightweight properties and high durability are crucial. It is particularly valuable in electric motors and household appliances, where space and weight are key considerations, contributing to efficient power conversion and transmission.
Usage: They are used in low voltage motors, transformers, switch gears, inductors, generators, coil windings, domestic appliances, pumps and fans, Compressors for EVs, etc.

Market size of Standard Magnet Winding wires

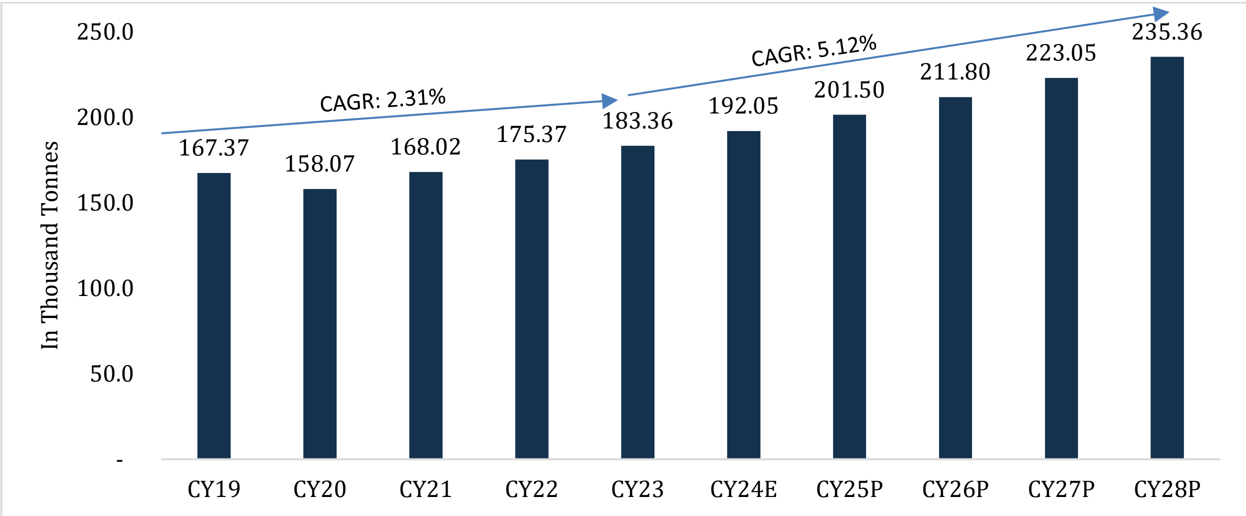
The standard magnet winding wire market has experienced steady growth, with demand increasing from USD 1.08 billion in CY19 to USD 1.28 billion in CY23, reflecting a CAGR of 4.50%. The initial decline in CY20 was likely due to disruptions caused by the COVID-19 pandemic, but the market rebounded in subsequent years, driven by growing demand from key industries such as automotive, power, and electronics. The expected growth trajectory indicates a continued rise, with projections reaching USD 1.68 billion by CY28, supported by a higher CAGR of 5.59% from CY23 to CY28. This positive outlook is attributed to the expansion of renewable energy projects, rising adoption of electric vehicles, and increased focus on industrial automation.

Chart 13: Market size of Standard Magnet Winding Wires in India - By Value



Source: CMI, CareEdge Research; Note: E- Estimate, P- Projection

Chart 14: Market size of Standard Magnet Winding Wires in India - By Volume



Source: CMI, CareEdge Research; Note: E- Estimate, P- Projection

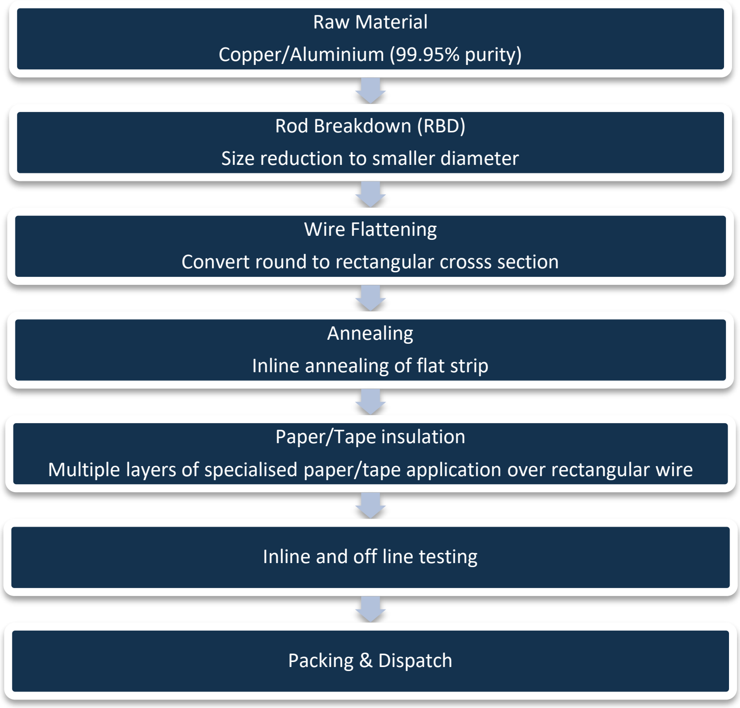
2.4.1.2 Specialty Magnet Winding Wires

Specialty Magnet Winding wires are designed for high-performance applications, offering enhanced insulation, reduced energy losses, and superior mechanical strength. These wires cater to specialized industries such as high-efficiency transformers, power reactors, and high-voltage electrical machines.

The key types include Paper insulated magnet winding wires, Rectangular Enamel Magnet Winding wires, CTCs and many more which are listed below –

Paper insulated Copper Magnet Winding wires

Chart 15:Process flow of manufacturing of Paper Insulated Copper/Aluminium Magnet Winding Wires



Description: Paper insulated Copper Magnet Winding Wires consist of copper wires wrapped in one or more layers of specially chosen insulating paper, such as Kraft, Crepe, or Nomex. These wires are primarily used in high-performance applications like transformer and heavy motor electrical winding. The insulation plays a critical role in enhancing the conductor's dielectric strength, thermal stability, and resistance to electrical surges. The type of paper and the thickness of the insulation are selected based on specific mechanical, chemical, and thermal requirements, providing tailored protection for different voltage levels. This insulation not only ensures reliable performance in demanding environments but also improves heat dissipation, making the conductors capable of withstanding high temperatures without degradation. By combining the superior conductivity of copper with robust paper insulation, these wires offer durability, efficiency, and long-term reliability for applications where high electrical performance is essential.

Usage: They are used in Distribution Transformers, Power Transformers, dry-type transformers and traction transformer for metro railways, motors, generators etc.

Paper insulated Aluminium Magnet Winding wires

Description: Paper Covered Aluminium Magnet Winding Wires are aluminum wires insulated with layers of specially treated paper, designed for applications requiring both effective insulation and durability. The paper insulation, typically made from materials like kraft, crepe, or impregnated paper, provides excellent dielectric strength and thermal resistance, allowing these conductors to withstand high-voltage environments. The layered paper covering enhances the conductor's ability to resist electrical stress and mechanical strain, making them ideal for use in transformers, reactors, and other electrical equipment. These wires are lightweight compared to copper conductors, offering a cost-effective solution without compromising on efficiency or reliability. Their insulation also helps dissipate heat, ensuring safe and effective transmission of electrical energy in various systems.
Usage: They are used in dry-type transformers, distribution transformers, Inverted Duty Transformers, motors, etc.

Continuous Transposed Conductors (CTC)

Chart 16: Process flow of manufacturing of Continuous Transposed Conductors (CTC)

Description: Continuous Transposed Conductors (CTCs) are highly specialized electrical conductors designed for use in windings for Power Transformers. A CTC consists of multiple rectangular enamel-insulated copper or aluminium strands, precisely arranged, and continuously transposed along their length. This transposition minimizes electrical losses by mitigating the skin and proximity effects that can otherwise cause uneven current distribution during alternating current (AC) transmission. Their compact design, excellent heat dissipation, and enhanced electrical efficiency make them ideal for applications where high-power density and reliability are essential.

Usage: These are used primarily in Power Transformers, 765 KV Transformers, HVDC Transformers, Traction Transformers, Reactors.

Enamel Copper Magnet Winding Wires - Rectangular

Chart 17:Process flow of manufacturing of Enamelled Copper/Aluminium Magnet Winding Wires

Description: Rectangular enamel copper magnet winding wires is a flat copper conductor coated with a durable enamel insulation layer, offering high resistance to electrical currents, oxidation, and physical damage while maintaining excellent conductivity. The flat structure enhances winding efficiency, space optimization, and heat dissipation, making it ideal for high-performance electrical devices such as transformers, electric motors, and inductors. Its mechanical stability and temperature resistance ensure reliable performance in demanding environments, where precise control and efficient energy transfer are essential.

Usage: They are used in high voltage motors, transformers, switch gears, inductors, generators, coil windings, Traction Motors for EVs, etc.

Enamel Aluminium Magnet Winding Wires - Rectangular

Description: Rectangular enamel aluminium magnet winding wires are flat, lightweight conductors coated with an insulating enamel layer, widely used in electrical applications like transformers, motors, and inductors. The enamel coating provides protection against oxidation and ensures safe electricity conduction, while the strip's flat profile allows for compact, efficient winding configurations. These strips offer high conductivity, corrosion resistance, and heat resistance, making them ideal for demanding environments in industries like automotive, renewable energy, and aerospace, where weight and performance are critical.

Usage: They are used in transformers, switch gears, inductors, coil windings, etc.

Multi strand Bunched Paper Covered Copper Magnet Winding wires

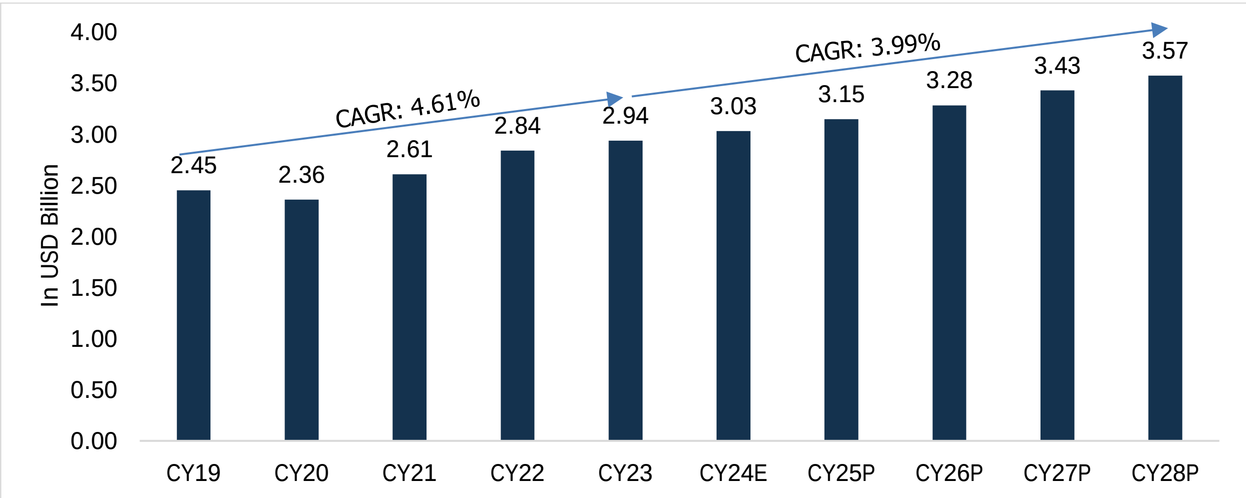
Description: Multi strand Bunched Paper Covered Copper Magnet Winding wires are specialized electrical conductors used primarily in applications requiring enhanced insulation and thermal resistance. These cables are constructed with multiple layers of paper insulation, typically impregnated with oils or resins, which provide excellent electrical insulation properties while also resisting heat and moisture. The use of copper as the conductor material ensures high electrical conductivity, making these cables ideal for various industrial applications.

Usage: They are used in power and distribution transformers; transmission and industrial applications particularly where high voltage and dependable performance are required.

Market size of Specialty Magnet Winding wires

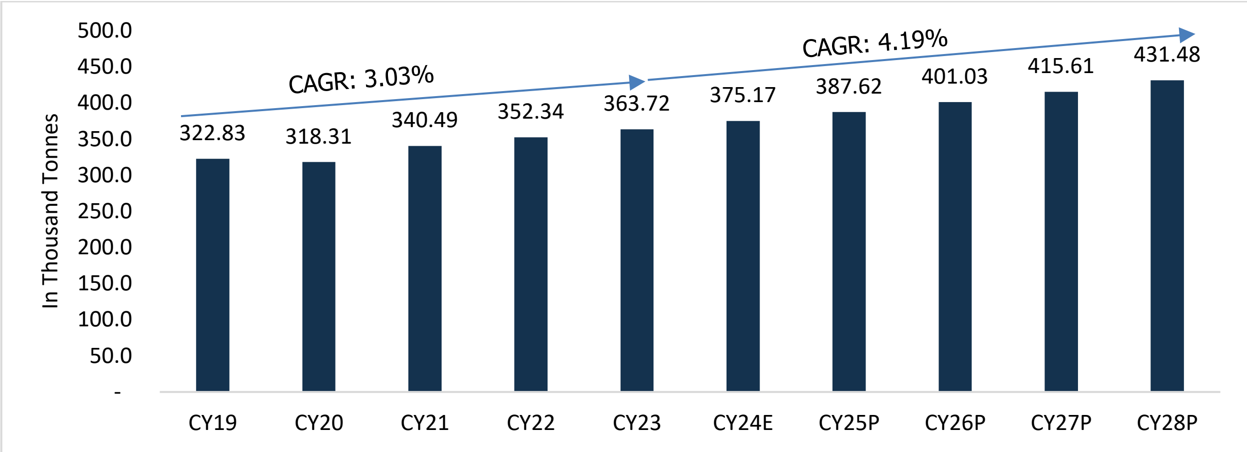
The market for Specialty Magnet Winding wires has demonstrated steady growth, increasing from USD 2.45 billion in CY19 to USD 2.94 billion in CY23, reflecting a CAGR of 4.61%. The growth was driven by the country's growing infrastructure, industrialization, and power sector expansion. The increasing need for energy-efficient transformers and motors in industries such as construction, manufacturing, and utilities spurred the use of enamel copper strips due to their superior conductivity, compactness, and heat dissipation properties. The segment is expected to maintain a strong growth trajectory, with projections reaching USD 3.57 billion by CY28 at a CAGR of 3.99% from CY23 to CY28. This growth is primarily fueled by expanding electrification initiatives, rising investments in power transmission networks, and the growing shift towards renewable energy, which requires efficient conductors for energy distribution.

Chart 18:Market size of Specialty Magnet Winding Wires in India - By Value



Source: CMI, CareEdge Research; Note: E- Estimate, P- Projection

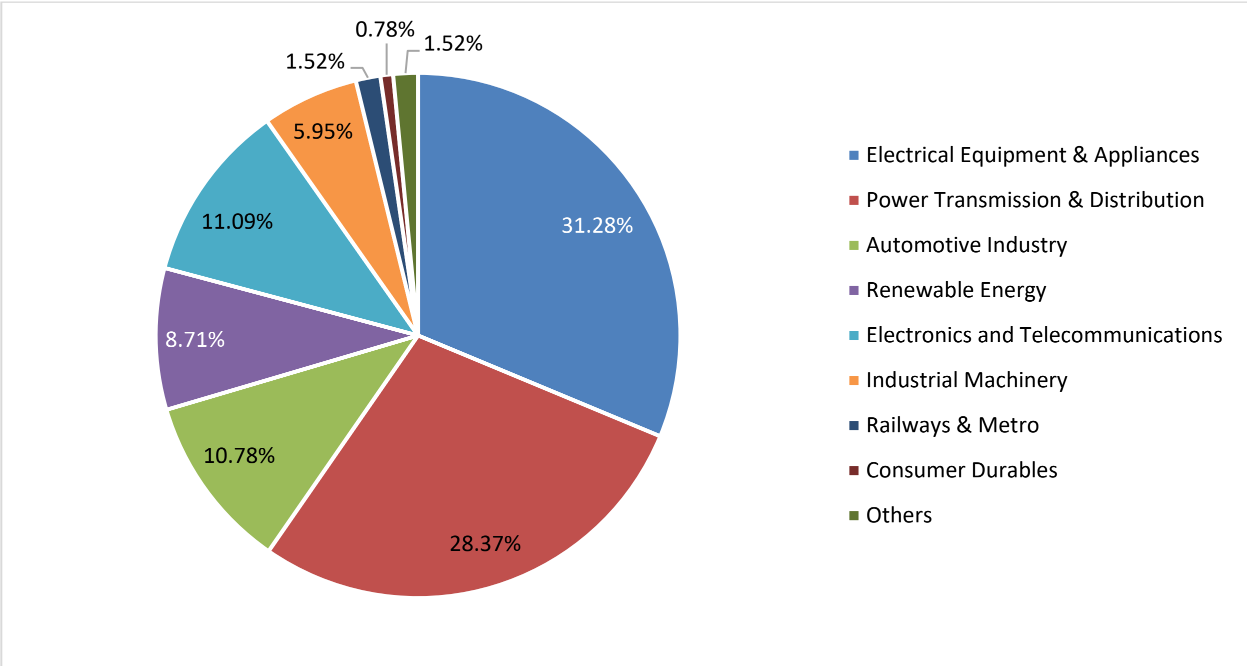
Chart 19: Market size of Specialty Magnet Winding Wires in India - By Volume



Source: CMI, CareEdge Research; Note: E- Estimate, P- Projection

2.5 Key End Use Sectors

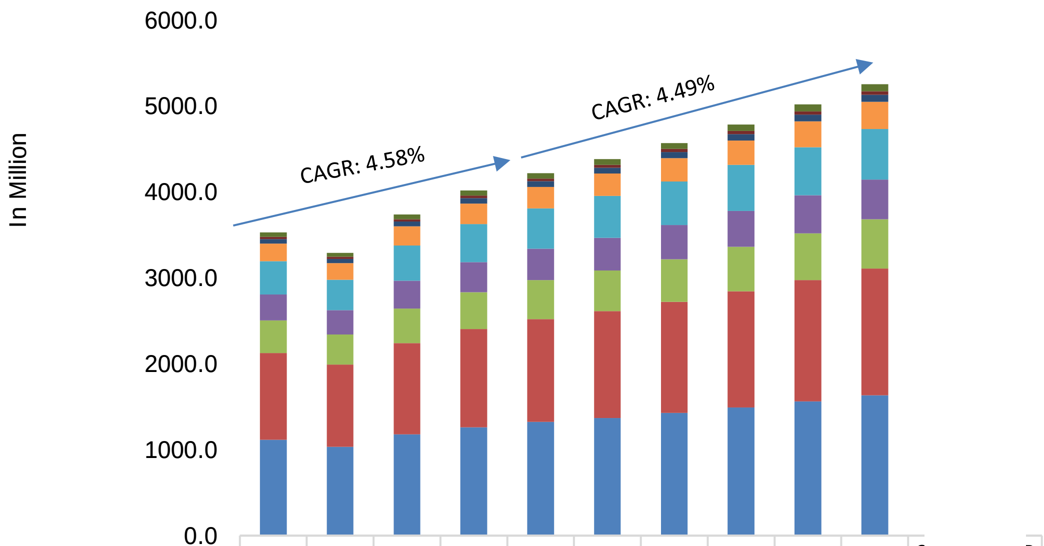
Chart 20: Share of Magnet Winding wires by End User Industry for CY24E in India



Source: CMI, CareEdge Research

The magnet winding wire market serves a variety of end-user industries, with the largest demand coming from Electrical Equipment & Appliances (31.28%) and Power Transmission & Distribution (28.37%), reflecting the essential role of magnet winding wires in energy distribution and electrical systems. Other significant contributors include the Electronics and Telecommunications (11.09%), fueled by advancements in digital technologies and consumer electronics and Automotive Industry (10.78%), driven by the growth of electric vehicles. Emerging sectors like Renewable Energy (8.71%) highlights the increasing use of winding wires in sustainable energy solutions, while Industrial Machinery (5.95%) underscores their importance in manufacturing processes. Smaller segments such as Railways & Metro (1.52%) and Consumer Durables (0.78%) cater to specialized applications, demonstrating the broad utility of winding wires. Overall, the market is characterized by its critical role in supporting modern infrastructure, industrial expansion, and technological progress.

Chart 21:Consumption of Magnet Winding wires by End User Industry in India



	CY19	CY20	CY21	CY22	CY23	CY24 E	CY25 P	CY26 P	CY27 P	CY28 P	CAGR CY19-23	CAGR CY23-28
Others	49.7	47.0	54.4	60.2	63.6	66.5	70.0	74.2	78.7	83.0	6.3%	5.5%
Consumer Durables	26.2	24.4	28.4	31.4	32.9	34.1	35.7	37.7	39.8	41.9	5.8%	4.9%
Railways & Metro	52.2	48.6	56.2	62.1	64.5	66.6	69.4	72.8	76.5	80.2	5.4%	4.4%
Industrial Machinery	204.8	192.1	220.1	238.8	250.7	260.6	272.8	286.6	301.5	317.0	5.2%	4.8%
Electronics and Telecommunications	386.7	357.3	412.5	445.2	467.9	485.8	508.1	533.3	560.7	589.2	4.9%	4.7%
Renewable Energy	304.9	282.7	323.3	347.4	366.6	381.6	399.1	418.9	440.4	462.5	4.7%	4.8%
Automotive Industry	377.2	347.8	400.5	429.5	453.8	472.3	494.0	518.5	545.0	572.7	4.7%	4.8%
Power Transmission & Distribution	1011.7	957.0	1064.3	1141.9	1196.8	1242.9	1292.8	1350.8	1413.0	1475.2	4.3%	4.3%
Electrical Equipment & Appliances	1114.1	1034.6	1177.1	1261.9	1322.6	1370.0	1427.2	1491.4	1561.1	1633.1	4.4%	4.3%

Source: CMI, CareEdge Research; Note: E- Estimate, P- Projection

Electrical Equipment & Appliances Industry

The **Electrical Equipment and Appliances** is a vital sector, encompassing the production of a wide range of products such as transformers, switchgear, wires, cables, consumer appliances, and industrial machinery. It plays a pivotal role in supporting infrastructure development, energy generation, and industrial growth.

The **Electrical Equipment and Appliances** sector is the largest market for winding wires, driven by its application in motors, transformers, generators, and other electrical components. From CY19-23, the demand for winding wires in this sector grew at a CAGR of 4.38%, fueled by rapid urbanization, increasing electrification, and government initiatives promoting infrastructure and manufacturing and is expected grow at CAGR of 4.31% for CY23-28. Despite this marginal decline, the sector will remain a significant consumer of winding wires. The demand will be fueled by growing emphasis on energy efficiency, renewable energy integration, and technological advancements in electrical equipment. The shift towards smart appliances and industrial automation also presents opportunities for specific winding wires such enamel copper/aluminium winding wires, CTCs etc., designed for high-performance and sustainable applications. These trends ensure the continued relevance of winding wires within this evolving industry.

Power Generation, Transmission & Distribution

The power industry is divided into three segments:

- Generation
- Transmission
- Distribution

Generation is the process of producing electricity from various sources like thermal energy (coal, diesel etc.), nuclear and renewable sources such as sunlight and wind, natural gas, etc. in generating stations or power generation plants.

Transmission utilities transport large amount of electricity from power plants to distribution substations via a grid at high voltages. The retail electricity distribution, which is the distribution of electricity to consumers at lower voltages, forms part of the distribution segment.

The **Power Transmission & Distribution (T&D)** sector is a crucial end-user of magnet winding wires in India, driven by the country's growing energy demands and infrastructure development. In CY23, the consumption of magnet winding wires was valued at USD 1,196.84 million, which grew at a CAGR of 4.29% from CY19 to CY23. This growth was largely driven by government initiatives such as **Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY)** and **Integrated Power Development Scheme (IPDS) aimed at** achieving universal electrification and strengthening the national grid. Additionally, increased investments in rural electrification, the expansion of transmission lines, and the integration of renewable energy sources into the grid further accelerated the consumption of winding wires.

Looking ahead, the consumption in the sector is expected to grow at a CAGR of 4.27% from CY23 to CY28. The government's focus on **grid modernization** to upgrade aging infrastructure and enhance efficiency and reliability will boost demand for advanced transformers and switchgear, which heavily rely on winding wires. Additionally, the integration of renewable energy sources to meet India's ambitious target of 500 GW by 2030 will require robust transmission infrastructure, further increasing winding wire usage. The adoption of **smart grid technologies** under the **Revamped Distribution Sector Scheme (RDSS)** will also contribute to the demand for specialized, high-performance winding wires. These factors will ensure steady growth in the consumption of winding wires in this sector in the coming years.

Automotive Industry

The **automotive industry in India** is one of the largest and fastest-growing sectors globally, playing a pivotal role in the country's economic development. It encompasses a wide range of vehicles, including passenger cars, commercial vehicles, two-wheelers, and electric vehicles (EVs). India is the second largest manufacturer of two-wheelers, the largest manufacturer of three-wheelers and 3rd largest manufacturers of passenger cars in the world. According to EMIS, the Indian automotive manufacturing industry was valued at USD 84.57 billion in 2023, growing from USD 58.80 billion in 2020, with a CAGR of 12.88%. It is projected to grow to USD 113.50 billion by 2028, at a CAGR of 6.06%. This industry is considered to be one of the major drivers of economic growth due to its linkages with multiple industries.

The **automotive industry** in India is a significant consumer of winding wires, primarily used in electric motors, alternators, transformers, and other critical components. In CY23, the consumption of magnet winding wires was valued at USD 453.77 million, which grew at a CAGR of 4.73% from CY19 to CY23. This growth was largely driven by the growing demand for vehicles, advancements in automotive technology, and the push toward electrification. The introduction of government initiatives such as the **FAME II scheme** and incentives under the **PLI scheme** further accelerated the adoption of electric vehicles (EVs), leading to greater consumption of winding wires.

Looking forward, the sector's consumption of magnet winding wires is projected to grow at a **CAGR of 4.76% from CY23 to CY28.** The transition toward green mobility, increasing penetration of EVs, and advancements in hybrid vehicle technologies will remain key drivers of demand for high-performance winding wires. Furthermore, the growing focus on connected vehicles and advanced driver-assistance systems (ADAS) will contribute to the rising need for specialized winding wires in automotive electronics. The Indian automotive industry's transition to electric and smart mobility solutions will sustain the demand for winding wires, making it a critical end-use segment.

Renewable Energy

Renewables, including solar, wind, hydropower, biofuels, and others, are at the centre of the transition to less carbon-intensive and more sustainable energy systems. India's **renewable energy sector** is one of the fastest-growing globally, driven by the government's commitment to sustainability and energy security. As per the National Electricity Plan Vol-1 (October 2024), the installed power generating capacity from renewable sources was 193.5 GW and is projected to reach 612.7 GW by 2032, growing at a CAGR of 15.50%.

The **renewable energy sector** in India is an emerging consumer of magnet winding wires, driven by the rapid expansion of solar, wind, and hydroelectric power projects. In CY23, the consumption of magnet winding wires was valued at USD 366.61 million, which grew at a CAGR of 4.72% from CY19 to CY23, driven by increasing investments in renewable energy infrastructure. Government initiatives like the **National Solar Mission**, the **Green Energy Corridor project**, and incentives under the **PLI scheme for renewable energy components** have played a vital role in accelerating the sector's expansion.

Looking ahead, the sector's consumption of magnet winding wires is projected to grow at a **CAGR of 4.76% from CY23 to CY28.** This is supported by India's ambitious target of achieving **613 GW of renewable energy capacity**

by 2032, which will drive the demand for advanced and reliable winding wires for critical applications. The increasing integration of renewable energy into the national grid and the development of battery storage systems will further enhance winding wire requirements.

Telecommunications and Electronics

India's **telecommunications and electronics industry** is a cornerstone of the country's digital transformation and economic growth. With over **1.2 billion mobile subscribers** and a rapidly expanding internet user base, India is the second-largest telecommunications market globally. The electronics sector, encompassing consumer electronics, semiconductors, and telecom equipment, is witnessing robust growth driven by increasing demand for smartphones, IoT devices, and 5G infrastructure. According to EMIS, the Indian telecom market was valued at USD 85.80 billion in CY23, and is projected to grow to USD 143.30 billion in CY28, at a CAGR of 10.80%.

The **telecommunications and electronics sector** in India is a growing consumer of magnet winding wires, essential for the manufacturing of various telecom and electronic components. In CY23, the consumption of magnet winding wires was valued at USD 467.94 million, which grew at a CAGR of 4.88% from CY19 to CY23, driven by the rapid expansion of telecommunications networks and the increasing adoption of consumer electronics. The rollout of 4G and 5G infrastructure and a surge in demand for IoT-enabled devices and smartphones significantly boosted winding wire consumption during this period.

Looking forward, the consumption in the sector is expected to grow at a CAGR of 4.72% from CY23 to CY28, reflecting sustained demand driven by advancements in technology and infrastructure. The deployment of **5G networks**, expansion of data centers, and rising adoption of smart devices will remain key growth drivers. Moreover, the increasing focus on semiconductor manufacturing and the domestic production of telecom equipment will contribute to higher demand for specialized winding wires. This factor will ensure a steady rise in winding wire consumption in this sector over the coming years.

Industrial Machinery

The industrial machinery consists of sales of CNC machines, steel mills, semiconductor manufacturing machinery, sawmill, and woodworking machinery (except handheld), machinery for making paper and paper products, printing and binding machinery and equipment, textile making machinery, and machinery for making plastics and rubber products, etc. According to EMIS, the Indian industrial machinery market was valued at USD 13.10 billion in 2023, growing from USD 10.60 billion in 2019, with a CAGR of 5.44%. It is projected to grow to USD 19.34 billion by 2028, at a CAGR of 8.10%.

The **industrial machinery sector** in India is one of the key consumers of magnet winding wires. From CY19 to CY23, the consumption of the magnet winding wires in this sector grew at a CAGR of 5.19%, driven by rapid industrialization, increased automation, and infrastructure development. The growth was further supported by government initiatives such as **Make in India**, the **Atmanirbhar Bharat campaign**, and incentives under the **PLI scheme**, which boosted domestic manufacturing and the adoption of advanced machinery.

Looking ahead, the consumption in the sector is expected to grow at a CAGR of 4.81% from CY23 to CY28. The adoption of **Industry 4.0 technologies**, including IoT, AI, and robotics, is expected to drive the demand for high-performance winding wires in automation systems and smart machinery. Additionally, investments in infrastructure and manufacturing under the **National Infrastructure Pipeline** and the continued focus on localizing production will sustain the sector's growth, leading to greater consumption of the winding wires.

Railways and Metro

India's **railways and metro industry** is a critical driver of urban mobility and national infrastructure development. Indian railways span thousands of kilometers practically covering the entire nation, making it the fourth largest in the world after the US, China, and Russia. According to EMIS, the Indian railway market was valued at USD 2.50 billion in CY23, and is projected to grow to USD 2.80 billion, at a CAGR of 2.29%.

The **railways and metro sector** in India is a growing consumer of magnet winding wires, which are essential for manufacturing traction motors and other electrical components. The consumption of the magnet winding wires in this sector grew at a CAGR of 5.43% from CY19 to CY23, driven by the accelerated electrification of rail lines and the expansion of metro networks across major cities. Key initiatives such as the **Mission Electrification program**, which aims to achieve 100% electrification of broad-gauge railways, and increased investments in metro rail infrastructure under the **National Infrastructure Pipeline** significantly boosted demand.

Looking forward, the consumption is expected to grow at a CAGR of 4.44% from CY23 to CY28, reflecting sustained demand as electrification projects near completion and metro rail expansions continue. Additionally, the push for green mobility and energy-efficient systems, coupled with modernization efforts in rail signaling and infrastructure, will sustain the sector's growth, leading to the greater consumption of winding wires.

Consumer Durables

The consumer durables industry can be broadly classified into consumer electronics (brown products like TVs, laptops, audio & video systems, personal computers, and other electronic accessories) and consumer appliances (white goods like air conditioners, washing machines, refrigerators, and other appliances).

The **consumer durables sector** in India is one of the significant consumers of magnet winding wires. From CY19 to CY23, the consumption of winding wires in this sector grew at a CAGR of 5.83%, by rising disposable incomes, increased urbanization, and growing penetration of appliances in rural areas.

Looking ahead, the consumption in the consumer durables sector is expected to grow at a CAGR of 4.92% from CY23 to CY28. The factors such as the increasing demand for energy-efficient and smart appliances, government initiatives like the **PLI scheme**, and the expansion of the rural electrification network will continue to drive demand. Additionally, the shift toward premium and eco-friendly appliances will support the adoption of high-performance winding wires.

2.6 Review and Market outlook on Magnet Winding Wires industry in India

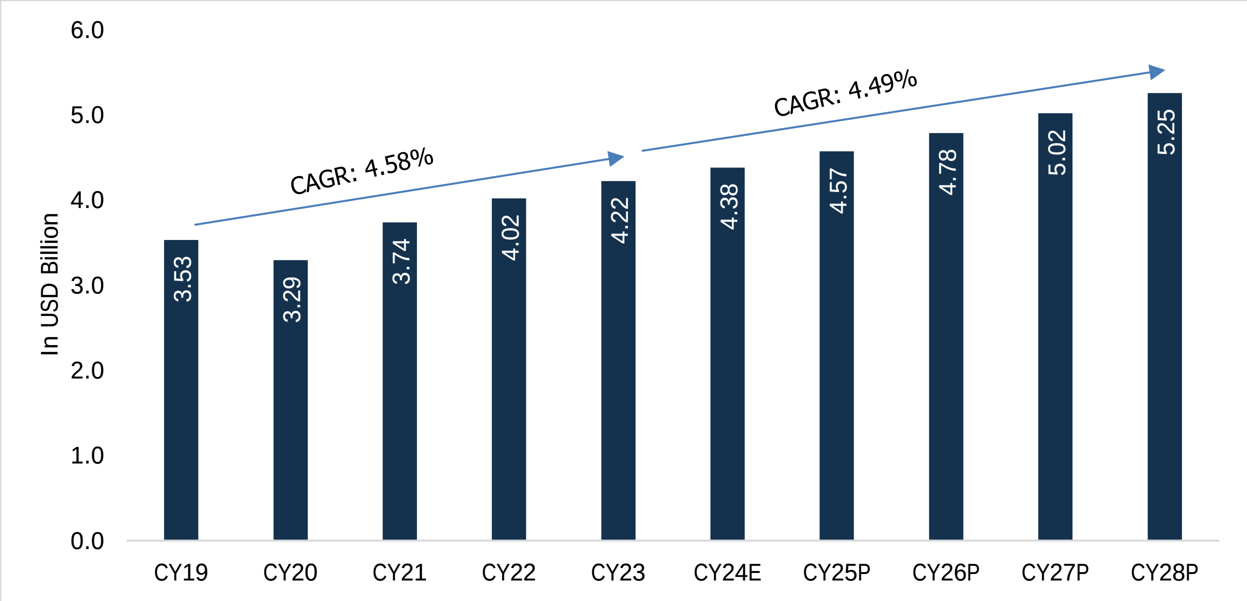
The magnet **winding wires industry in India** has demonstrated robust growth, driven by its critical role in powering various end-use industries such as power transmission and distribution, electrical equipment, and appliances, automotive, telecommunications and industrial machinery. The Indian magnet winding wire market was valued at USD 4.22 billion in CY23, growing from USD 3.53 billion in CY19, with a CAGR of 4.58%. By volume, the winding wire market grew at a CAGR of 2.78% from CY19 to CY23 reaching volume of 547.09 thousand tonnes in CY23. This growth was largely fueled by infrastructure development, rising electrification across sectors, and the rapid adoption of renewable energy solutions. Additionally, government initiatives such as Make in India, Atmanirbhar Bharat and sector-specific policies further boosted demand across multiple applications.

Looking forward, magnet winding wire market in India is expected to reach USD 5.25 billion by CY28, growing at a CAGR of 4.58% from CY23 to CY28. By volume, the market is expected to grow at a CAGR of 4.04% from CY23-CY28 reaching volume of 666.84 thousand tonnes in CY28. This growth will be fueled by the country's efforts to enhance power transmission capacity, investments in grid modernization, increasing adoption of electric vehicles (EVs), and the rising demand for energy-efficient appliances. The **power transmission and distribution sector** will be a major growth driver, with India aiming to expand its transmission line network from **4.85 lakh cKm in 2024** to **6.48 lakh cKm by 2032**, alongside a transformation capacity increase to **2.38 million MVA** by the same year. These developments will significantly boost the consumption of winding wires, which are essential components in these applications.

Additionally, the **electrical equipment and appliance sector**, driven by the expanding middle class, urbanization, and growing consumer electronics penetration, will further accelerate demand for winding wires. The **renewable energy sector** will also play a critical role, as India strives to achieve its ambitious target of **500 GW of renewable energy capacity by 2030**, increasing the demand for winding wires in solar and wind energy installations.

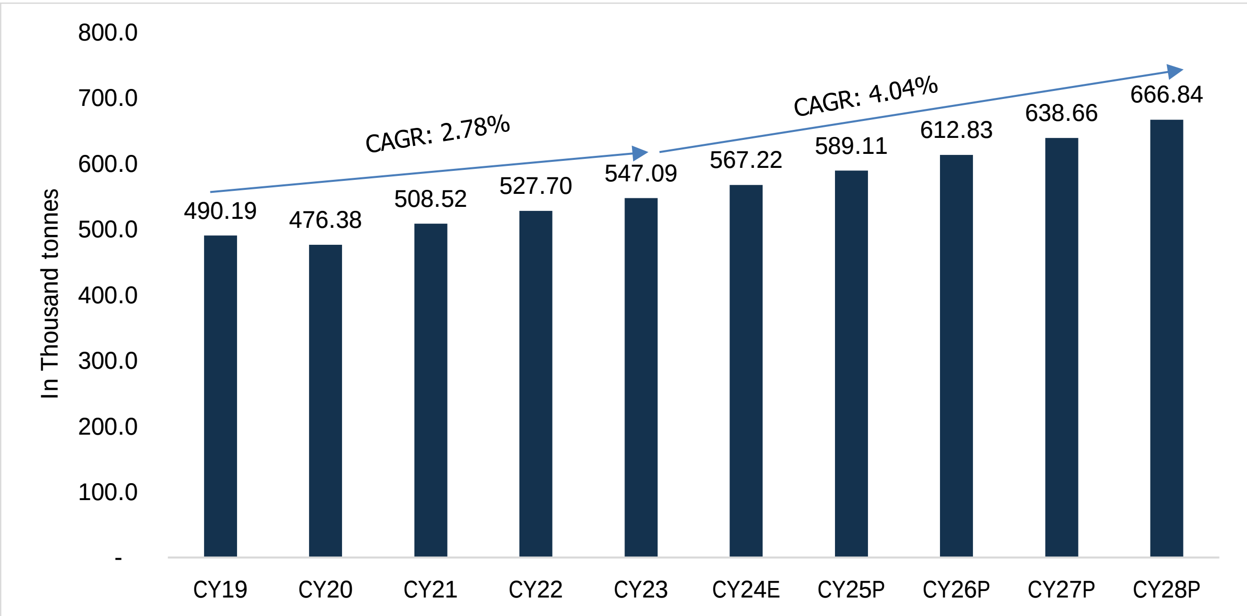
The **automotive sector**, particularly the shift towards EVs, will contribute significantly to winding wire consumption. The Indian EV market is forecasted to grow from **USD 3.20 billion in 2022** to **USD 113.90 billion by 2029**, with a remarkable **CAGR of 66.58%**, offering substantial opportunities for the winding wire industry. Furthermore, the expansion of telecom infrastructure, advancements in industrial automation, and increased investments in metro and railway infrastructure are expected to boost growth in the winding wires market.

Chart 22:Indian Magnet Winding wires Market – By Value



Source: CMI, CareEdge Research; Note: E- Estimate, P- Projection

Chart 23: Indian Magnet Winding wires Market – By Volume



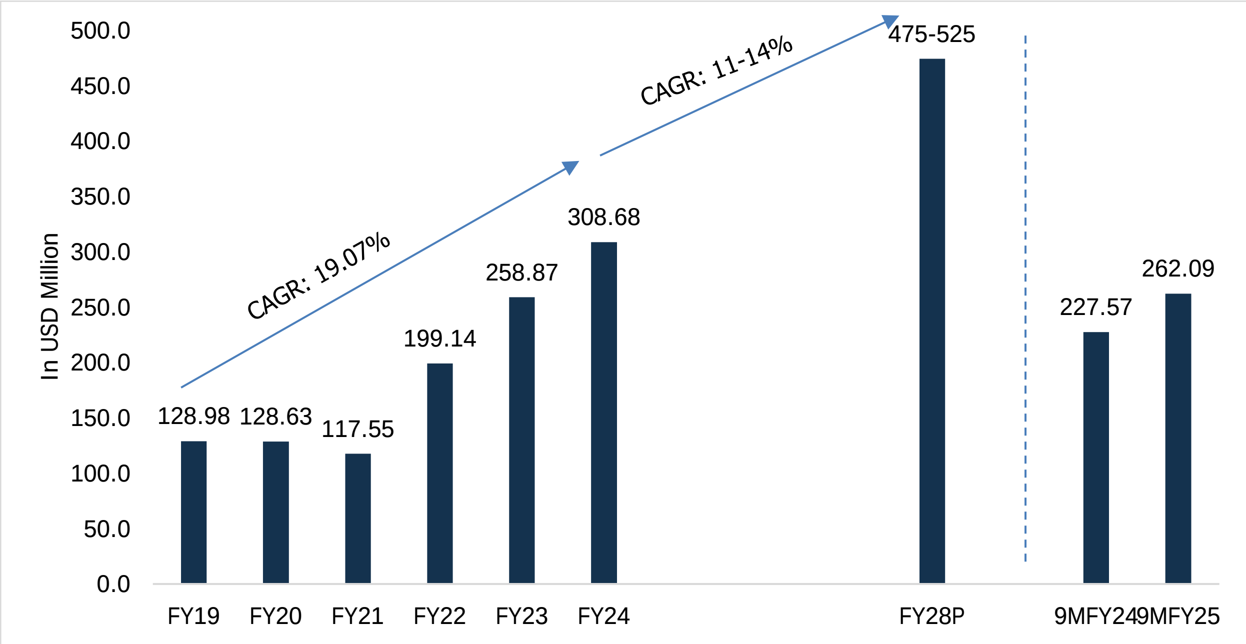
Source: CMI, CareEdge Research; Note: E- Estimate, P- Projection

2.7 Overview of Export of Magnet winding wires from India

India’s magnet winding wire export market has witnessed significant fluctuations over the years, reflecting the dynamic global demand and domestic production capabilities. Indian magnet winding wires industry witnessed significant rise in export from USD 128.98 million in FY19 to USD 308.68 million in FY24, reflecting a healthy CAGR of 19.07%. Despite a dip in FY21 to USD 117.55 million due to the COVID-19 pandemic, which disrupted supply chains and global economic activity, the market rebounded strongly in FY22, reaching USD 199.14 million. The upward trend continued in FY23 and FY24, with exports reaching USD 258.87 million and USD 308.68 million, respectively. This growth was driven by increasing global demand for winding wires in sectors such as renewable energy, automotive (especially electric vehicles), and power transmission. India's competitive manufacturing ecosystem, enhanced by government support through initiatives like the PLI scheme, further strengthened its position as a major exporter.

In 9M FY25, exports amounted to USD 262.09 million, indicating sustained momentum. The performance in this period suggests continued global reliance on India for high-quality winding wires, supported by increasing investments in electrification, energy efficiency, and infrastructure modernization globally. Looking ahead, the export of electrical wires and cables is projected to reach USD 475-525 million by FY28, growing at a CAGR of 11%-14% over the forecast period. With the rising global adoption of electric vehicles and renewable energy systems, India's magnet winding wire exports are expected to maintain their growth trajectory, provided the country continues to enhance its manufacturing capabilities and adapt to evolving international standards and market demands.

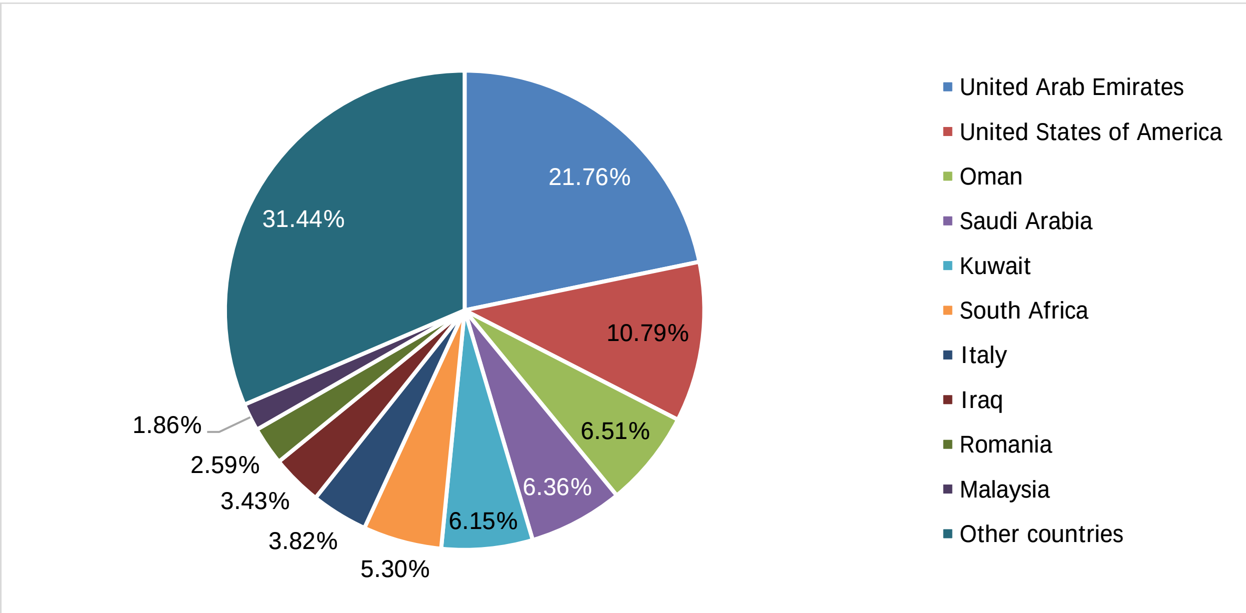
Chart 24: Export of Magnet Winding wires by India



Source: Ministry of Commerce; CareEdge Research, HS Code- 854411, 854419

India majorly exports to UAE constituting approximately 21.76% of exports, followed by the **USA** (10.79%) and Oman (6.51%). Other key markets include **Saudi Arabia** (6.36%), **Kuwait** and **South Africa** (6.15% and 5.30% each), **Italy** (3.82%), and **Iraq** (3.43%) and a significant **31.44%** is attributed to other markets. This highlights the widespread acceptability of Indian magnet winding wires in global markets.

Chart 25: Magnet Winding Wires Export Share by Countries for FY24



Source: Ministry of Commerce; CareEdge Research

2.8 Key growth drivers for Magnet winding wires industry in India

- **Infrastructure Development**

Key Point	Details
Infrastructure Development Plans	The Government of India's infrastructure development plans are consistently increasing across sectors such as highways, railways, airports, and power.
Budget Allocation Growth	The budgetary allocation for infrastructure has grown at a CAGR of 26.1% over the past four years (FY22 to FY25).
Interim Union Budget 2024-25 Allocation	Rs 11.11 trillion allocated for infrastructure capital expenditure, an 11% increase over the previous year's budget.
National Infrastructure Policy (NIP)	The NIP has expanded to cover over 9,000 projects (up from 6,835 projects).
National Monetisation Pipeline (NMP)	The government has announced plans for the NMP and Development Finance Institution (DFI) to enhance infrastructure project financing.
NIP Investment Details	The NIP involves investments of Rs 111 lakh crore from central and state governments, as well as the private sector (FY20-25).
PM Gati Shakti National Master Plan	Alignment with NIP will help accelerate project execution by removing bottlenecks.
Impact on Winding Wire Demand	The increased pace of infrastructure development will drive greater demand for winding wires.

- **Rising expansion of Transmission and distribution network**

Aspect	Details
Power Generation Capacity	Expected to double from 442 GW in March 2024 to around 900 GW by March 2032.
Battery Energy Storage System (BESS)	Expected to reach 9 GW of installed capacity by 2027 and 47 GW by 2032.
Transmission Line Network	Projected to increase from 4.85 lakh cKm in 2024 to 6.48 lakh cKm by 2032.
Transformation Capacity	Set to expand to 2.38 million MVA by 2032.
Investment in Transmission Sector	Expected investments of Rs 9.16 trillion, representing a multi-decade growth opportunity.
Impact on Winding Wire Demand	Expansion will drive demand for winding wires, crucial for transformers, electrical motors, and power transmission infrastructure.

- **Transition towards Renewables**

India's ambitious transition towards renewable energy is a major growth driver for the winding wires industry. With the goal of achieving 500 GW of renewable energy capacity by 2030, the country is witnessing significant investments in solar, wind, and other green energy projects. Winding wires play a critical role in renewable energy systems, including generators, transformers, and inverters used in solar and wind installations. Additionally, the advancement of smart grids, which utilize digital communication technology for monitoring and managing electricity distribution, also demands for specialized and durable winding wires.

- **Automobile Sector**

India was the third-largest automobile market in 2022. After the pandemic's impact, the sector rebounded, with domestic sales growing by 20.36% year-on-year in FY23. This growth was driven by strong urban demand, rising replacement needs, increasing utility vehicle sales, the vehicle scrappage policy, and higher infrastructure spending.

Despite inflationary pressures, preponed purchases before the new fuel emission norms (BS-VI Phase II), easing semiconductor chip shortages, and pent-up demand supported sales. In FY23, all categories saw double-digit growth: two-wheelers (+16.89%), passenger vehicles (+26.71%), commercial vehicles (+34.17%), tractors (+12.20%), and 3-wheelers (+86.99%).

In FY24, domestic sales growth was 13.21% for two-wheelers, 8.46% for passenger vehicles, and 0.62% for commercial vehicles. Total domestic sales (excluding tractors) grew by 12.50%. The positive trend is expected to continue due to strong demand and government initiatives for rural and urban development.

The automobile sector will further benefit from the increasing adoption of electric vehicles (EVs). The Electric Mobility Promotion Scheme 2024 (EMPS 2024), with Rs 7,780 million allocated, aims to boost EV manufacturing and adoption. This scheme, extended to 30th September 2024, supports 5,60,789 EVs and is expected to drive sales, increasing the demand for winding wires, as EVs require more than conventional vehicles.

- **Growth in Industrialization**

  The rapid growth of industrialization in India is a significant driver for the winding wires industry, with the manufacturing sector playing a crucial role. The expansion of industries such as automotive, steel, and cement increases the demand for robust power infrastructure to support their operations, subsequently boosting the consumption of winding wires. These wires are vital for transformers, motors, and other electrical equipment that ensure a reliable power supply in industrial settings.

  Additionally, the proliferation of data centers and IT hubs, fueled by India's growing digital economy, has further strengthened the demand for winding wires. The establishment of these facilities requires advanced power systems and energy-efficient equipment, where winding wires are integral components. As data storage and processing needs escalate, the winding wires industry stands to benefit from the growing infrastructure investments. Together, these factors highlight the essential role of industrialization in driving the growth and future potential of the winding wires market.

- **Government Initiatives and Policies**

  Government initiatives and policies play a pivotal role in driving the growth of the winding wire industry in India.

  - **Production-Linked Incentive (PLI)** scheme for sectors like electronics, automotive, and renewable energy manufacturing encourage local production, boosting demand for motors, transformers, and other equipment that rely on winding wires.
  - Initiatives like the **National Electric Mobility Mission Plan (NEMMP)** and **Faster Adoption and Manufacturing of Hybrid and Electric Vehicles (FAME)** accelerate electric vehicle adoption, directly increasing the need for winding wires in EV motors and charging infrastructure.
  - The **Smart Cities Mission** and **UDAY Scheme**, focusing on urban modernization and improving electricity distribution, further drive demand for electrical equipment utilizing winding wires.

  Initiatives like "Saubhagya" (Pradhan Mantri Sahaj Bijli Har Ghar Yojana) aim to provide electricity to all households, significantly increasing the demand for power cables.

- **Export Policies and Trade Incentives**

  India’s winding wire market is poised for strong export-driven growth, supported by favorable government policies and global trade dynamics. Key initiatives include:

  - **Remission of Duties and Taxes on Exported Products (RoDTEP) scheme** aims to refund embedded taxes and duties that were previously non-recoverable, such as VAT on fuel used in transportation and electricity duties. This ensures that exported products are zero-rated, enhancing their competitiveness in the global market.
  - **Zero Duty Export Promotion Capital Goods (EPCG) Scheme** allows exporters to import capital goods at zero customs duty, provided they commit to an export obligation equivalent to six times the duty saved, to be fulfilled over six years. This facilitates technological upgrades and capacity expansion for exporters.
  - **Advance Authorisation (AA) and Duty-Free Import Authorisation (DFIA)** schemes provide duty exemptions on raw materials required for export production, reducing input costs and improving cost competitiveness.

Additionally, evolving global trade policies, such as U.S. tariffs on Chinese imports, present significant opportunities for Indian winding wire exporters to capture new market share. These measures include reciprocal tariffs designed to match the rates that other countries impose on U.S. products. Such policies can lead to higher costs for Chinese goods in the U.S. market, creating opportunities for Indian exporters to fill the gap with competitively priced winding wires

2.9 Threats and Challenges

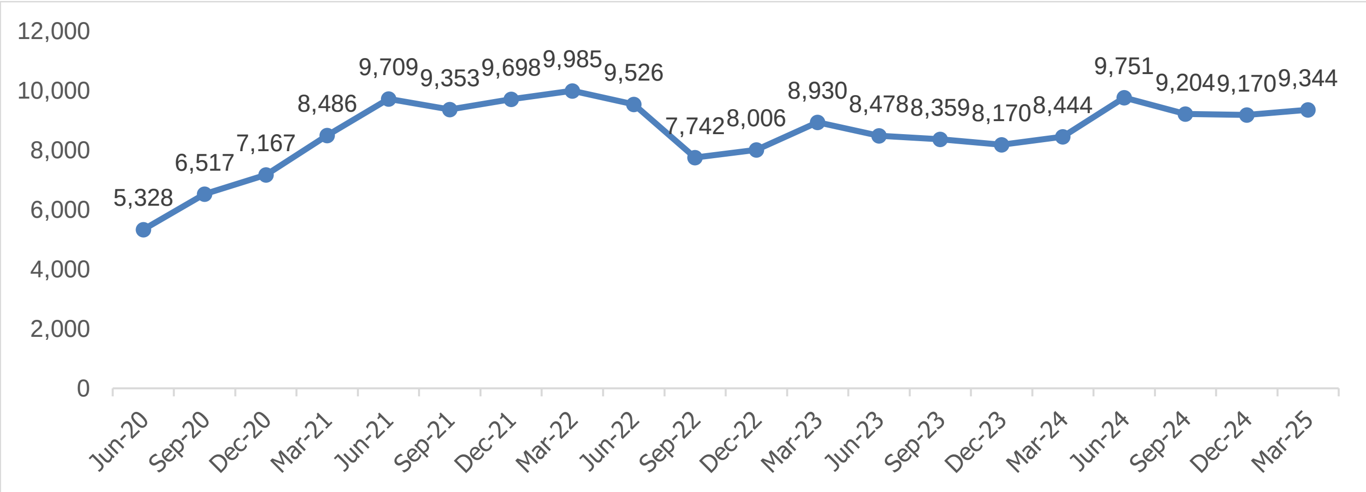
Threats

- **Raw material prices**

The magnet winding wire market in India heavily rely on materials like copper and aluminium for conducting electricity efficiently. These raw materials are subject to global market dynamics, influenced by factors such as supply-demand imbalances, geopolitical tensions, and economic conditions. The prices of copper and aluminium have experienced significant volatility in recent years. Copper prices rose from USD 6,114 per ton in June 2019 to USD 9,344 per ton in March 2025, with a peak of USD 9,985 per ton in March 2022. However, copper prices also saw a sharp decline, dropping from USD 9,985 per ton in March 2022 to USD 7,742 per ton in September 2022. Similarly, aluminium prices increased from USD 1,794 per ton in June 2019 to USD 2,629 per ton in March 2025, reaching a high of USD 3,267 per ton in March 2022.

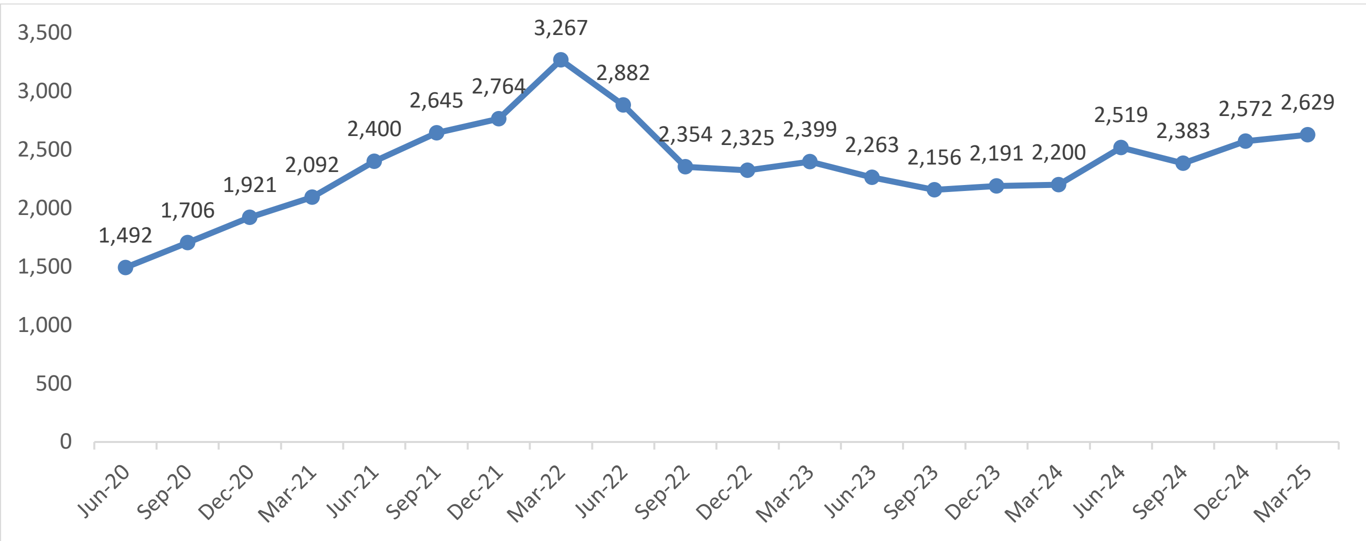
During the last three fiscals, the prices of copper and aluminium have experienced a compounded annual growth rate (CAGR) of 3.08% and 0.48% respectively, leading to increased input costs. Manufacturers typically pass these price increases on to consumers, though this is often done with a delay. However, such price hikes can lead to reduced sales volumes. Given the broader industry trends and macroeconomic factors, the revenue and profitability of industry players are likely to be affected. The raw material price trends will affect the inventory-based companies.

Chart 26: Copper Price Trends



Source: CMIE

Chart 27: Aluminium Price Trends



Source: CMIE

- **Fluctuation in currency exchange rate**

  Fluctuations in the rupee-dollar exchange rate present a significant challenge for the winding wire industry. The exchange rate averaged Rs. 74 per USD in CY 2021, rose to Rs. 79 in CY 2022, Rs. 83 in CY 2023, and has reached Rs. 85 as of December 2024. Many industry players rely on imports for raw materials such as aluminium and insulation materials to leverage cost and quality advantages. However, exposure to currency fluctuations can drive up overall costs, thereby impacting profit margins. The currency fluctuations will affect the inventory-based companies.

- **Supply chain power shift**

  The winding wire industry faces significant challenges due to power imbalances within the supply chain. Manufacturers often deal with dominant raw material suppliers, such as those providing copper, aluminium, and insulation materials, who have substantial control over pricing and terms. On the other side, they serve large, consolidated customers, including wholesalers, energy operators, and industrial clients, who exert considerable negotiating power due to their scale. Additionally, manufacturers typically have limited direct interaction with end consumers, which restricts their ability to influence market dynamics or demand trends. This lack of leverage on both ends of the supply chain makes it difficult for winding wire manufacturers to control costs, optimize pricing, or achieve higher margins.

- **Regulatory Compliance**

  The magnet winding wire industry faces stringent regulatory requirements related to safety, product quality, and environmental sustainability. Key compliances include the Bureau of Indian Standards (BIS), Electrical Equipment (Quality Control) Order, RoHS India (Restriction of Hazardous Substances Directive), Electrical Safety Standards (Central Electricity Authority Regulations). Adhering to these regulations demands significant investments in research and development to design and manufacture compliant products. Meeting these standards often necessitates adopting advanced technologies, implementing rigorous testing protocols, and obtaining certifications, all of which increase production costs. Non-compliance can result in financial penalties, reputational damage, and restricted market access, making regulatory adherence a critical yet challenging aspect for manufacturers in this industry.

- **Competitive pressure**

  The magnet winding wire industry is characterized by intense competition, driven by the presence of established global and regional players, upcoming manufacturers, and a significant unorganized sector. Leading companies like Precision Wires and Ram Ratna Wires capitalize on their scale, advanced technology, and brand reputation to dominate the market. Simultaneously, companies like KSH, Vidya Wires are expanding their capacities and introducing innovative, cost-effective solutions, disrupting traditional pricing and supply dynamics. Adding to the competitive pressure, the unorganized sector, with its low-cost manufacturing and minimal regulatory compliance, poses a significant challenge. This high level of competition often leads to price wars, reducing profit margins for all industry participants.

Challenges

- **High Investment**

  One of the key challenges hindering the growth of the Indian magnet winding wires market is the high upfront investment required for ordering specialized equipment needed for the manufacturing and testing of magnet winding wires. The substantial financial resources needed can be a significant barrier for small and large wire manufacturers and companies with limited budgets and cash flows. Additionally, setting up production facilities requires capital-intensive machinery, as high-quality enameled and insulated wires demand advanced manufacturing processes. The cost of raw materials, primarily copper and aluminum, fluctuates based on global market trends, necessitating strong financial planning and working capital management. Regulatory compliance with domestic and international standards further increases costs, as manufacturers must invest in testing facilities and R&D. The high capital requirements create entry barriers for new businesses and put pressure on existing manufacturers to balance costs while maintaining profitability, making strategic investments and government incentives crucial for sustaining growth in the industry.

- **Technical and Operational Challenges**

  The magnet winding wire industry faces several technical and operational challenges that impact production efficiency, product quality, and overall market dynamics. Winding wires, especially Continuously Transposed Conductors that go into large Power Transformers (765 Kv, HVDC) which are used by Powergrid

Corporation, NTPC, etc. are susceptible to various technical and operational challenges that can compromise their performance and reliability. Common issues such as overheating, insulation failure, and electromagnetic interference can cause transformer malfunctions and outages, leading to significant disruptions. The Magnet Winding Wires have to adhere to stringent National/International standards and pass key tests such as at KEMA High Voltage Labs in the Netherlands, with a Short-Circuit test.

- **Capacity Utilization**
  Excess capacity in certain segments leads to underutilization of plants, reducing operational efficiency. Underutilization also prevents companies from optimizing their production planning and resource allocation, further straining cash flows. When capacity remains idle, manufacturers are often tempted to reduce prices to stimulate demand, triggering price wars in the market. This results in an unhealthy competitive environment, undermining the overall value chain. Additionally, prolonged underutilization can lead to deterioration of machinery, increasing maintenance costs and reducing the long-term operational lifespan of equipment.

- **Global price competition and Price Volatility**
  Indian exporters face competitive pressures from global low-cost manufacturers, limiting pricing flexibility in international markets. Compliance with stringent technical standards and certifications in developed markets requires process improvements and quality assurance systems. Fluctuations in currency exchange rates introduce financial uncertainty and impact export profitability. Logistics inefficiencies and trade barriers in certain regions further restrict market access and raise transaction costs.

- **High Barriers to Entry**
  The magnet winding wire industry presents significant barriers to entry, primarily due to stringent pre-qualification requirements imposed by corporate, state, central government, and international organizations during their procurement processes. These pre-qualification standards are designed to ensure transparency, accountability, efficiency, and quality control when selecting external suppliers. While established vendors enjoy several advantages, new entrants often struggle to overcome the complexities, costs, and resource requirements associated with pre-qualification. Pre-qualified vendors benefit from increased revenue opportunities and market visibility, as they can participate in tenders, bids, and contracts, enabling substantial business growth. Additionally, registration with government entities or their approved vendors provides access to lucrative infrastructure projects, which serve as a major revenue source. Another key barrier is the credibility and reputation factor, as companies prefer working with recognized suppliers that have a proven track record of meeting strict quality and regulatory standards.

3. End User Markets

Table 6: Product - Application Mapping

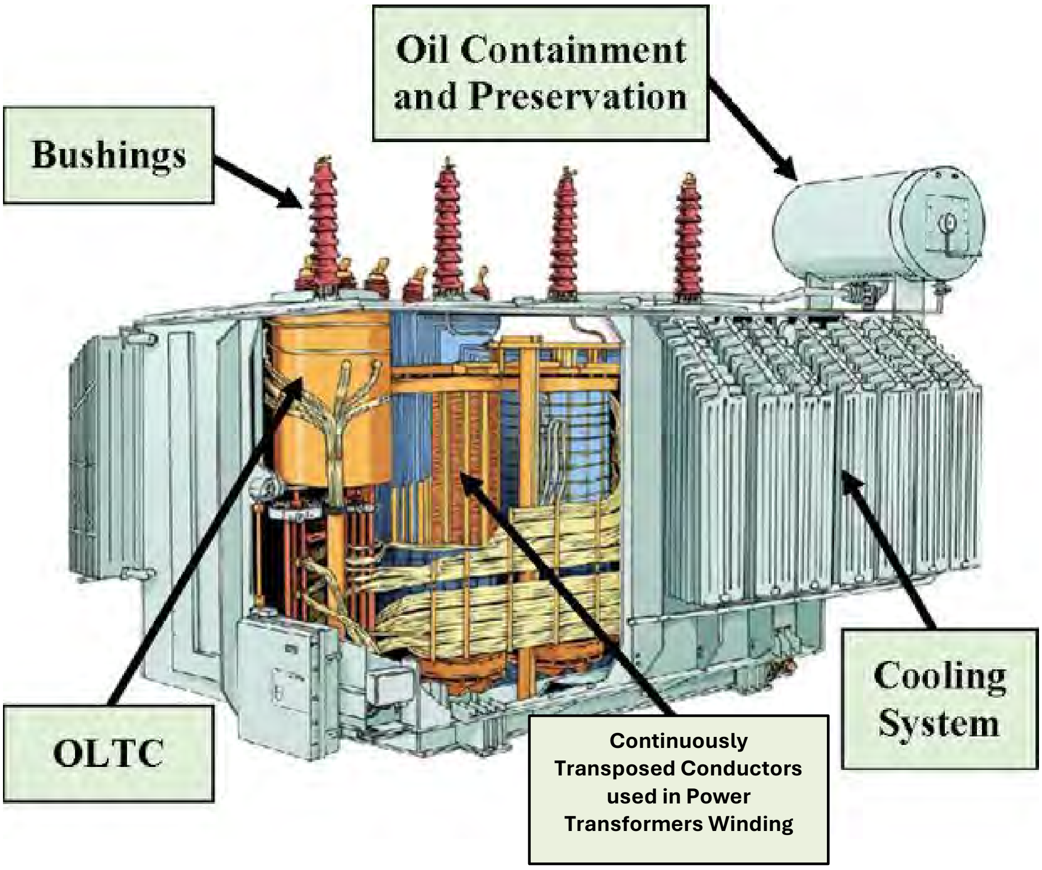
Applications	Standard - Magnet Winding Wires (MWW)		Specialised - Magnet Winding Wires (MWW)					
	Round Enamelled Copper MWW	Round Enamelled Aluminium MWW	Paper Insulated Rectangular Copper MWW	Paper Insulated Rectangular Aluminium MWW	Continuously Transposed Conductors (CTC)	Rectangular Enamelled Copper MWW	Rectangular Enamelled Aluminium MWW	Bunched Paper Insulated Copper Wires
Power Transformers			✓		✓	✓		✓
Distribution Transformers	✓	✓	✓	✓		✓	✓	✓
Loco-Traction Transformers			✓		✓	✓		✓
HVDC Transformers			✓		✓	✓		✓
765 Kv Transformers			✓		✓	✓		✓
765 Kv Reactors			✓		✓	✓		✓

Applications	Standard - Magnet Winding Wires (MWW)		Specialised - Magnet Winding Wires (MWW)					
	Round Enamelled Copper MWW	**Round Enamelled Aluminium MWW**	**Paper Insulated Rectangular Copper MWW**	**Paper Insulated Rectangular Aluminium MWW**	**Continuously Transposed Conductors (CTC)**	**Rectangular Enamelled Copper MWW**	**Rectangular Enamelled Aluminium MWW**	**Bunched Paper Insulated Copper Wires**
LT/FHP Motors	✓	✓						
HT Motors			✓			✓		
BLDC Motors	✓	✓						
EV Traction Motors - 4W/Off Highway	✓					✓		
EV Traction Motors - 2W/3W	✓					✓		
Drone Motors	✓							
Compressors and hermetic compressors for AC/Refrigerators	✓	✓						
Microwaves	✓	✓						
Ceiling Fans	✓	✓						
Mixers/Grinders/TV/Electronics	✓	✓						
Wind Generator/ Turbo and Hydro generator Rotor/Stator	✓		✓					
ICE Starters/Alternators	✓					✓		
DG Set Alternators	✓		✓			✓		
Motors for Metro Coach	✓							
Motors in Automobiles (Wiper/ABS etc)	✓							

Source: Company Disclosures

3.1 Global Power (Transformer) Sector

Figure 1: CTCs used in Power Transformers

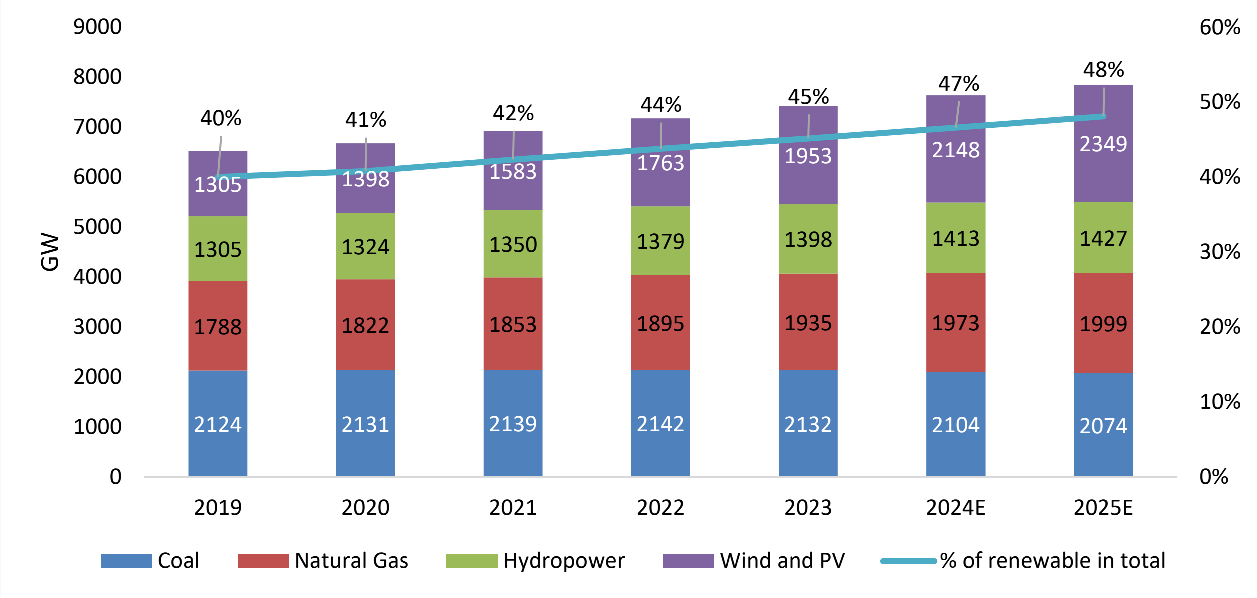


The global power scenario encompasses various facets, including energy production, consumption, sources, and sustainability. This analysis highlights key statistics and trends that define the current global energy landscape.

Fossil fuel prices have decreased from their peaks in 2022, yet markets remain tense and volatile. The ongoing conflict in Ukraine, over a year after Russia's invasion, is now compounded by the potential for a prolonged conflict in the Middle East. The overall economic sentiment is pessimistic, marked by persistent inflation, rising borrowing costs, and high debt levels. Currently, the global average surface temperature is approximately 1.2 °C above pre-industrial levels, resulting in heatwaves and other extreme weather events, while greenhouse gas emissions have yet to reach their peak. The energy sector is the main contributor to the air pollution that affects over 90% of the world's population, which is associated with more than 6 million premature deaths each year. Additionally, positive trends in access to electricity and clean cooking have either slowed or reversed in some countries.

According to IEA, Renewable electricity capacity additions achieved an estimated 507 GW in 2023, marking an increase of nearly 50% compared to the previous year, 2022. The substantial growth is attributed to ongoing policy support in over 130 countries, prompting a significant shift in the global growth trend. The global acceleration in 2023 was primarily fueled by the year-on-year expansion of China's thriving market for solar PV (+116%) and wind (+66%). The trend of increasing renewable power capacity additions is expected to persist over the next five years, with solar PV and wind collectively representing a record 96% of the total. This dominance is due to their lower generation costs compared to both fossil and non-fossil alternatives in most countries, coupled with sustained policy backing.

Chart 28: Global Power Sector Installed Capacity

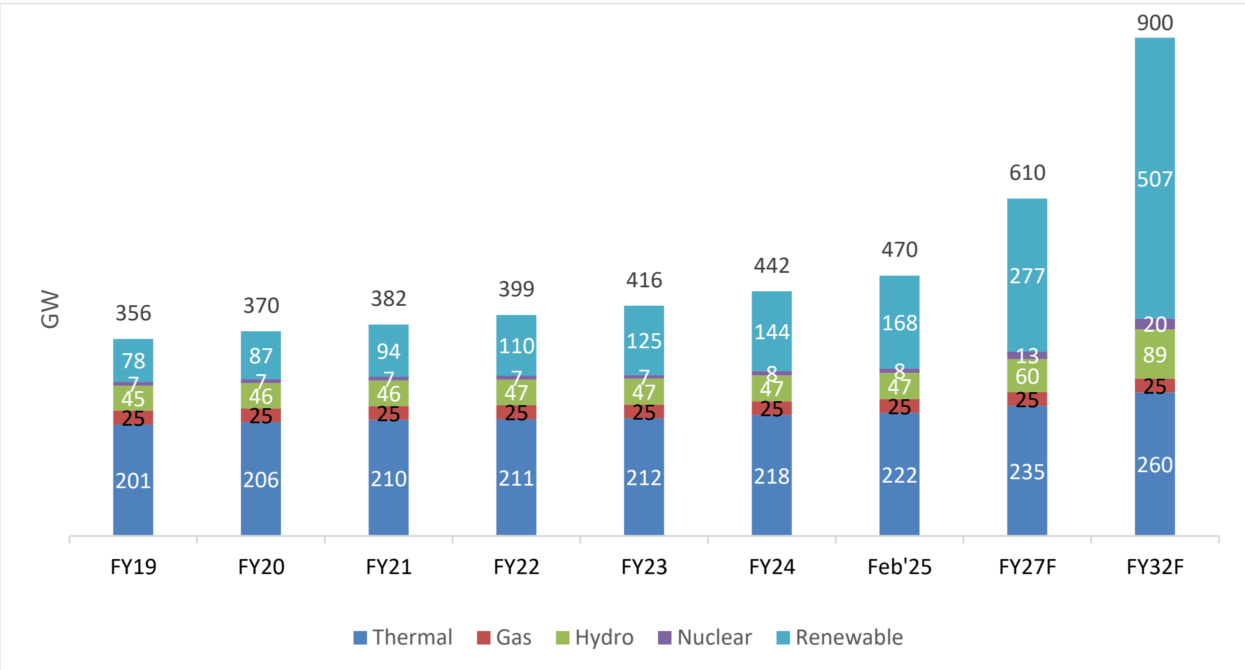


Source: IEA

3.1.1 India's Thermal and Renewable potential

Thermal power primarily relies on coal, lignite, gas, and diesel, with coal dominating at 72.50% of the total generation share, followed by gas at 1.80%, lignite at 1.95%, and diesel at 0.02%. The western region of India holds the largest thermal installed capacity at 96,597.50 MW, accounting for 39.12% of the total, followed by the northern region with 22.61%.

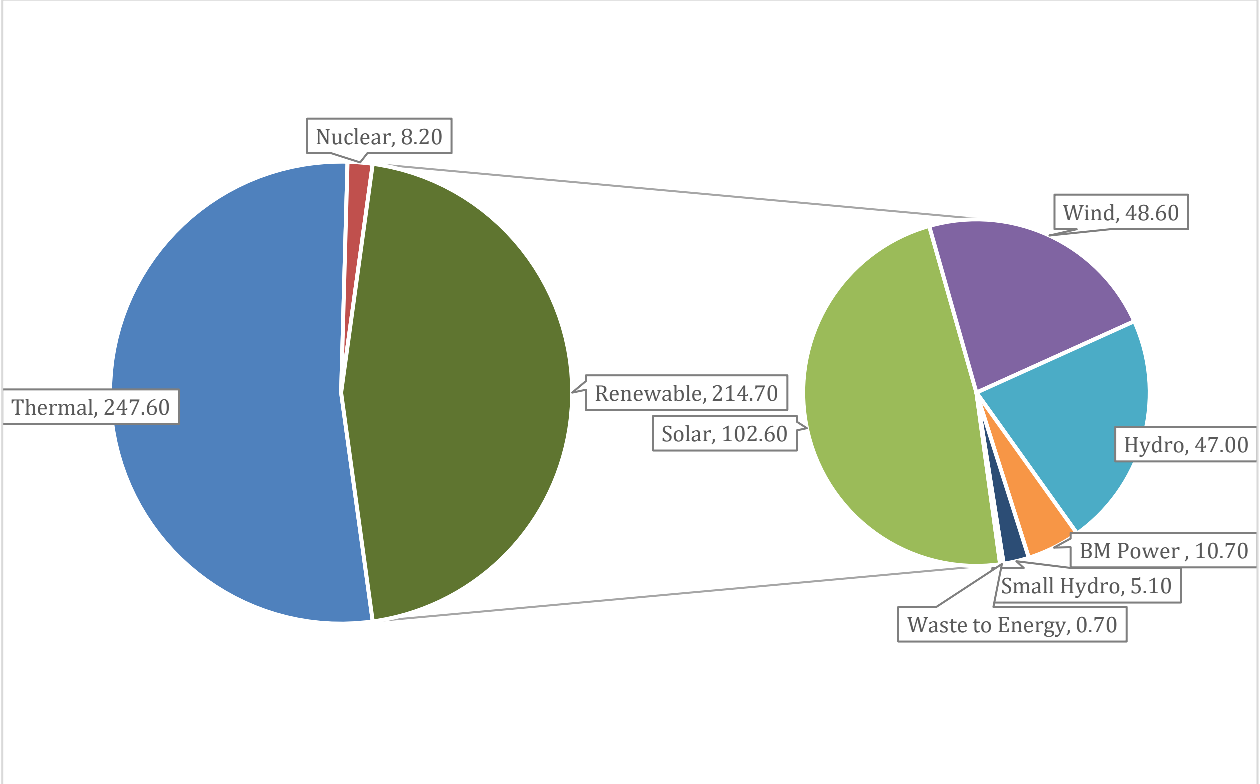
Chart 29: All India Installed Capacity



Source: CEA, CareEdge Research

Renewable energy is originating from naturally replenished resources, such as the sun, tides, and wind. It is used for electricity generation, space and water heating and cooling, and transportation. The share of renewable energy has grown from 23.51% in FY20 to 32.58% in FY24, showing the noteworthy progress in the transition toward cleaner energy sources. For FY35 total installed capacity is expected to reach 900 GW, with solar capacity of 507 GW and Thermal installed capacity of 260 GW (excluding Gas). This highlights the continued investments in renewable technologies such as solar and wind, alongside government initiatives and policy frameworks aimed at reducing carbon emissions and promoting sustainable energy. The shift towards renewables underscores the growing competitiveness and cost-effectiveness of these sources compared to traditional fossil fuels. Furthermore, it highlights India's commitment to achieving environmental objectives, aligning with global trends towards decarbonization, and fostering the development of a more resilient and sustainable energy system.

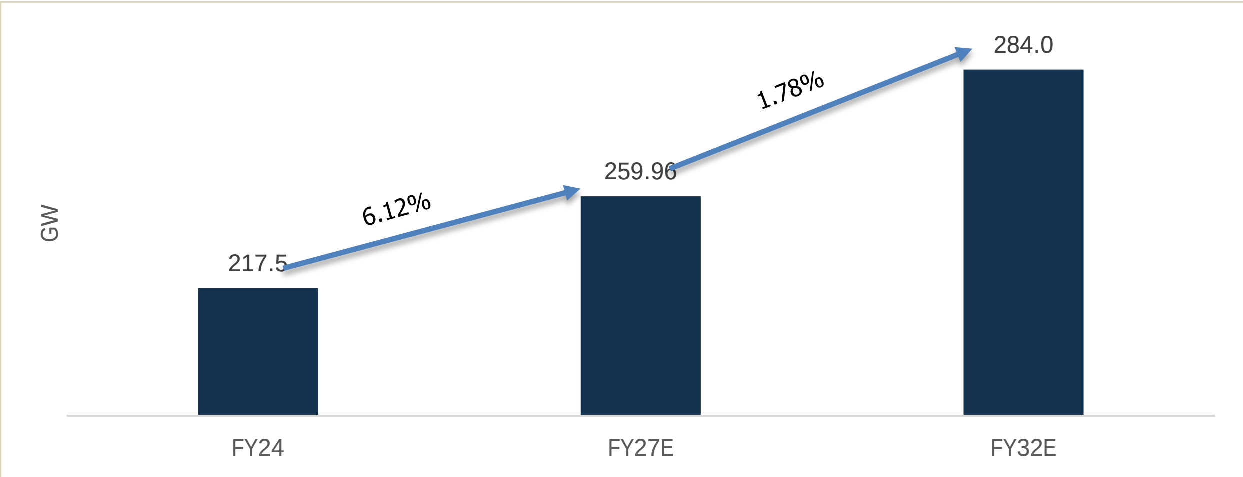
Chart 30: Mode-Wise Total Installed Capacity – 470 GW (February 2025)



Source: CEA, CareEdge Research

3.1.2 Outlook on Thermal Power in India

Chart 31: Coal Installed Generation Capacity addition likely by 2031-32



Source: NEP Volume – II, CareEdge Research

The total installed coal power capacity is expected to be 284 GW while the non-fossil-fuel-based capacity (includes Wind, Hydro, and Solar) is expected to rise to approximately 613 GW by 2031-32

To meet the estimated electricity demand by the year 2031-32 the Government of India proposes to set up an additional minimum 80 GW coal-based capacity by 2031-32. Currently, 26,380 MW of thermal capacity is under construction, 11,960 MW has been bid out and 19,050 MW is under clearance.

According to the National Electricity Plan, the estimated capital cost for developing new coal-based thermal capacity stands at Rs 8.34 Cr/ MW (at 2021-22 price level). Consequently, the planned thermal capacity expansion is expected to require a minimum investment of Rs. 6,67,200 crores by 2031-32.

To reduce the dependency on coal-based power plants, Government has planned to augment non-fossil fuel based installed electricity generation capacity to over 500 GW by 2029-30.

India ranks as the world's third-largest producer and second-largest consumer of energy. The country's installed power capacity grew from 356 GW in FY19 to 453 GW in FY24. Currently, conventional sources account for 59% of the installed capacity, while renewable energy sources (RES), including hydro, contribute 41%. Among RES, solar energy holds the largest share at 16%, followed by hydro at 11% and wind at 10%

3.1.3 Outlook of Solar Capacity Additions

The Indian power sector is witnessing a major transformation in terms of demand growth and energy mix. To ensure that everyone has access to reliable power and sufficient electricity, investments are being conducted to increase the installed capacity and clean energy transition.

Government policies such as the Basic Customs Duty (BCD) on imported solar modules and the Production-Linked Incentive (PLI) scheme are expected to enhance domestic manufacturing, leading to accelerated capacity additions. In FY25, solar capacity growth will remain robust, driven by significant drop in equipment prices, continued policy support and continued investments to drive growth.

Table 7: Capacity Additions- review and forecast (GW)

	From FY22 to FY27			From FY27 to FY32		
	Under Construction	Additional Capacity Requirement	Total Capacity	Under Construction	Additional Capacity Requirement	Total Capacity
Solar	92.60	38.97	131.57	0	179.00	179.00

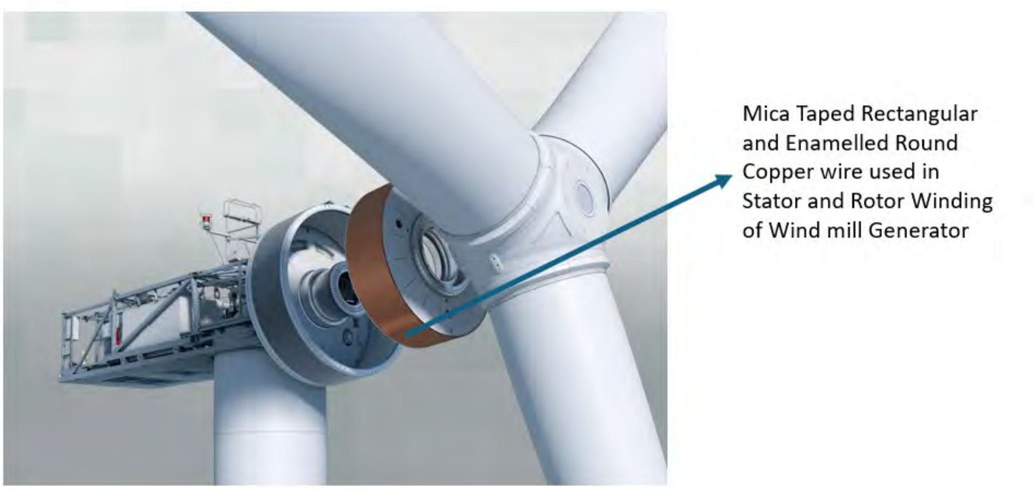
Source: National Electricity Plan (NEP) Vol-1, CareEdge Research

In India's energy outlook, the solar sector is set to become the dominant source of power by FY32, with its share projected to rise from 16% in FY23 to 40%. This significant growth is driven by ongoing policy initiatives like the Production-Linked Incentive (PLI) scheme, large-scale solar park developments, and increased domestic manufacturing of solar modules. The push toward solar aligns with India's broader renewable energy goals of reaching 280 GW of solar capacity by 2030, as part of its clean energy commitments. Solar will play a crucial role in reducing dependency on thermal power, which is expected to decline sharply over the same period.

3.1.4 Outlook for Wind Capacity Addition

Offshore Wind and Solar-Wind Hybrid to provide Pace Going Forward

Figure 2: Use of Winding Wires in Turbine Generator



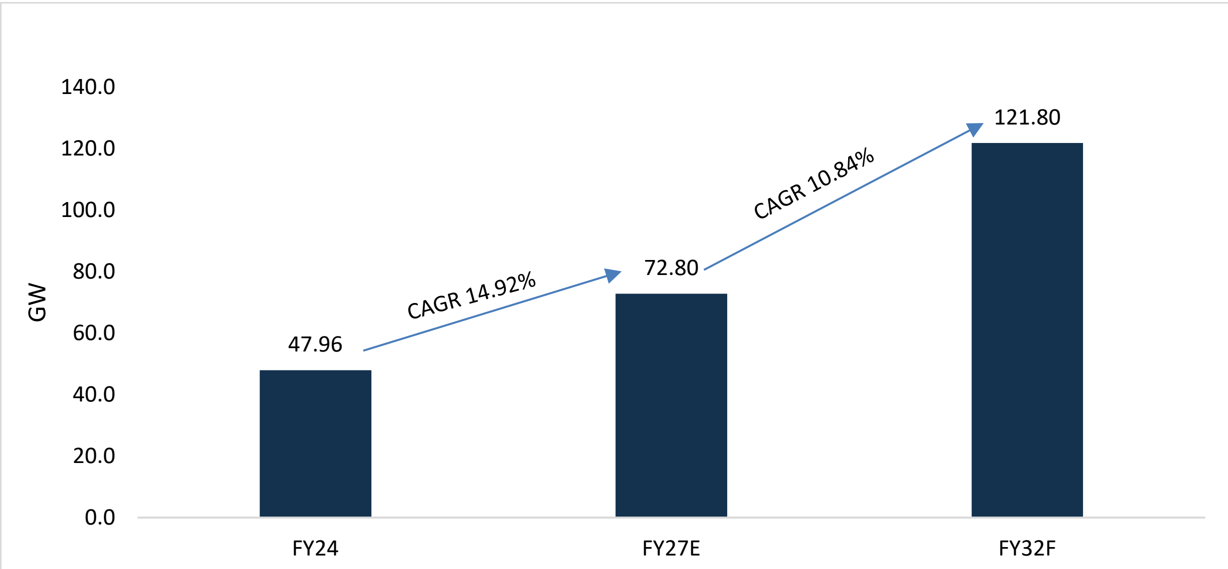
Wind capacity additions have slowed down in the recent past, due to challenges in pricing, grid availability, scarce availability of windy sites, land availability, and payment delays. While wind remains cost-competitive compared to conventional power and the government is promoting capacity additions through wind-solar hybrids, storage, and round-the-clock supply, land and transmission infrastructure constraints are likely to affect near-term capacity expansion. The government's announcement of ultra-mega power parks for wind could potentially alter the deployment strategy in the future.

Currently, India's wind power accounts for 10.12% of the country's total installed capacity and 25.77% of its total renewable capacity. India ranks fourth in the world in terms of installed wind capacity. The government plans to allocate approximately 10 GW of wind projects annually, starting in fiscal year 2024, to help achieve the ambitious target of 500 GW in renewable capacity by 2030. India aims to meet nearly half of its electricity demand from renewable energy sources by 2030.

Moreover, India has a strong wind potential of around 302 GW at 100m and around 695 GW at 120m. The wind potential is mainly concentrated in the top 7 windy states including Andhra Pradesh, Gujarat, Karnataka, Madhya Pradesh, Maharashtra, Rajasthan, and Tamil Nadu.

As per the National Electricity Plan Vol-1 (March 2023), 72.90 GW of installed wind power capacity is expected to be achieved by FY27 and 121.90 GW by FY32.

Chart 32: Wind Power Projections



Source: National Electricity Plan Vol-1 (March 2023), CareEdge Research

Over the medium term, wind capacity additions are expected to be driven by capacity additions in wind-solar hybrids and offshore wind projects. Apart from favorable project economics, hybrid projects play a key role in round the clock generation of renewables. In addition, the change in policy from the reverse auction and the increasing renewable purchase obligations (RPO) are some of the positive steps to rejuvenate the wind sector that has been stagnant for several years.

Further, India has set a target of 500 GW of non-fossil fuel installed capacity and fulfil 50% of its energy requirements by renewable sources by 2030. India expects to create 30 GW of offshore wind electricity by 2030. However, development has been slow due to a lack of developed port infrastructure and transmission infrastructure and increased expenses of placing turbines in the sea.

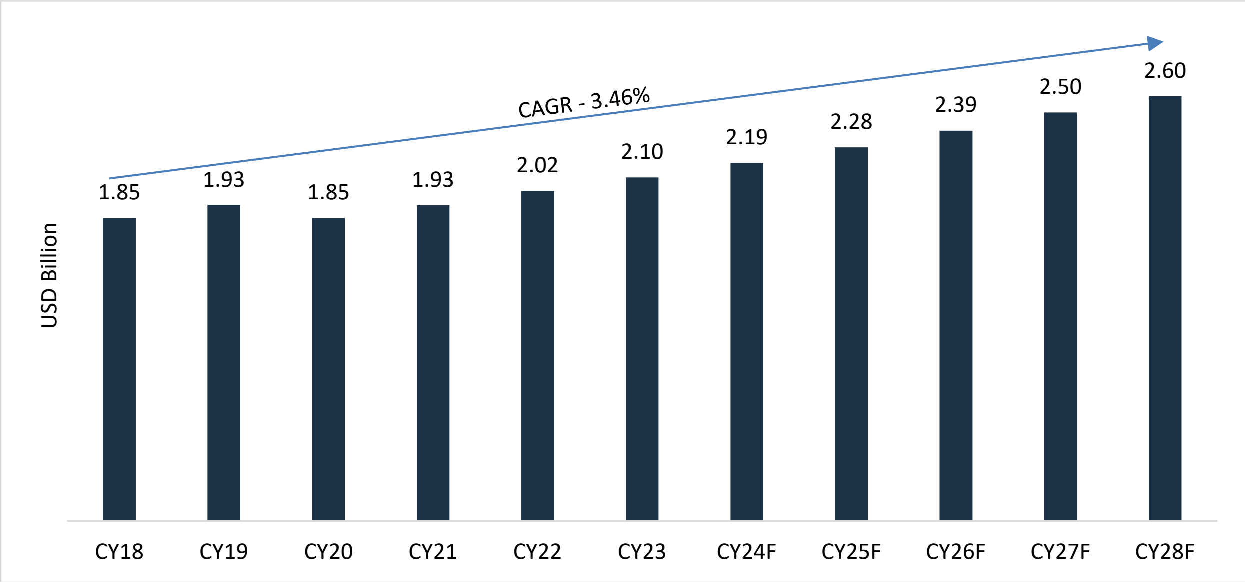
Key innovations such as wind solar hybrid and offshore wind farms, ultra-mega renewable energy parks, repowering, and round-the-clock supply are expected to be the key drivers for wind capacity additions.

Wind Turbine Generator Market

A wind turbine generator, or simply wind turbine, is a device that converts the kinetic energy of wind into electricity using blades that rotate, turning a rotor connected to a generator.

India was the 4th-largest segment in 2018 and continued to be the 4th-largest segment of the market in CY23. This segment witnessed an incremental growth opportunity worth USD 0.25 billion between CY18 and CY23. As per the market disruptions during the historical period, the segment grew at a CAGR of 2.57%.

Chart 33:Wind Turbine Generator Market in India



Source: Technavio, CareEdge Research

The wind turbine generator market is projected to experience steady growth from CY25 to CY28. This upward trend reflects a consistent annual growth rate, indicating a positive outlook for the industry over the forecast period. The market's expansion is likely driven by increasing investments in renewable energy and advancements in wind turbine technology.

3.1.5 Transformer Market

A transformer is an electrical device that transfers energy between two circuits through electromagnetic induction. Its main functions include adjusting voltage and current levels, modifying capacitor values, blocking direct current between circuits, and isolating circuits. Transformers are crucial in power systems, enabling efficient voltage conversion and reducing energy losses. They work through magnetic coupling and are easy to manufacture and maintain, making them essential in power generation, transmission, and distribution. These devices are used in both power distribution systems and electronic applications to either lower high transmission voltages at substations or increase current for end-users. Transformers come in various types, such as distribution and power transformers, each designed for specific applications. They transfer power via electromagnetic induction between circuits at the same frequency, with minimal energy loss.

The transformers market is segmented by transformer type into power transformer, and distribution transformer.

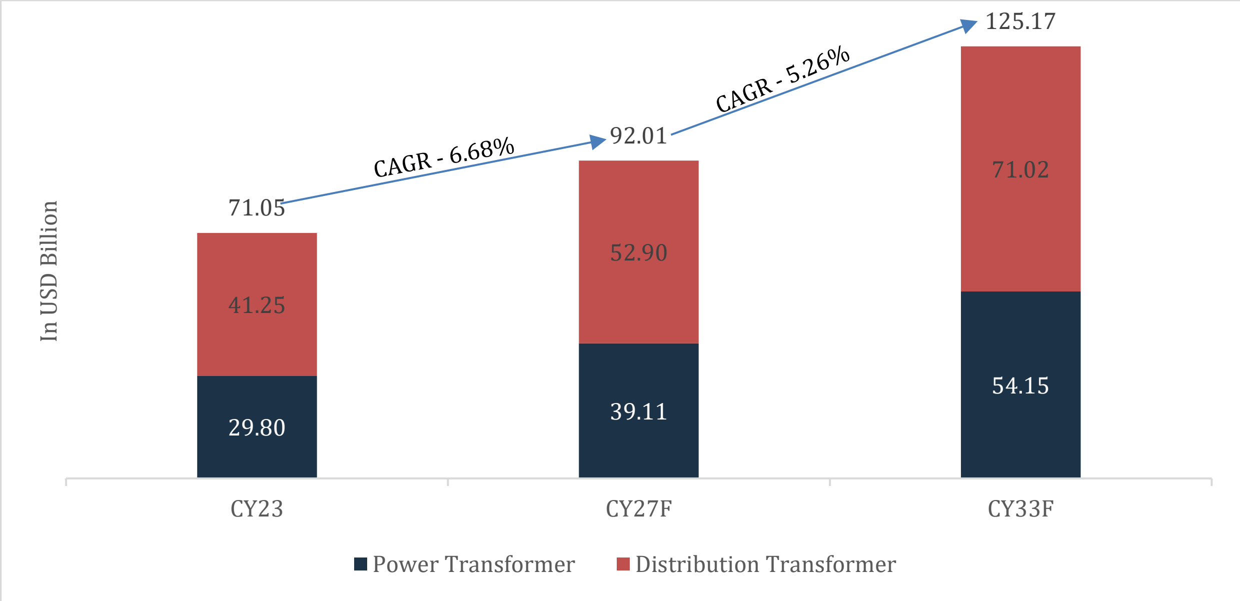
Power Transformer

The power transformer market includes the sale of transformers by companies, sole proprietors, and partnerships that are used to step up or step-down voltage in high-voltage transmission networks. Power transformers transmit electrical power without changing its frequency, relying on electromagnetic induction. They are vital for reducing energy losses and enabling the transmission of large amounts of power over long distances by converting it into high-voltage current, which is then reduced to a safer, low-voltage current. These transformers are commonly found in power plants, industrial facilities, and electric utility companies.

Distribution Transformer

The distribution transformer market involves the sale of transformers by various entities, such as organizations, sole traders, and partnerships, which are used to lower voltage for final transformation in power distribution systems. A distribution transformer reduces high-voltage electricity to usable levels for homes and businesses. These transformers are essential for delivering power to remote areas and ensuring efficient, reliable power distribution from power plants to end consumers

Chart 34: Global Transformer Market - Split by Transformer Type



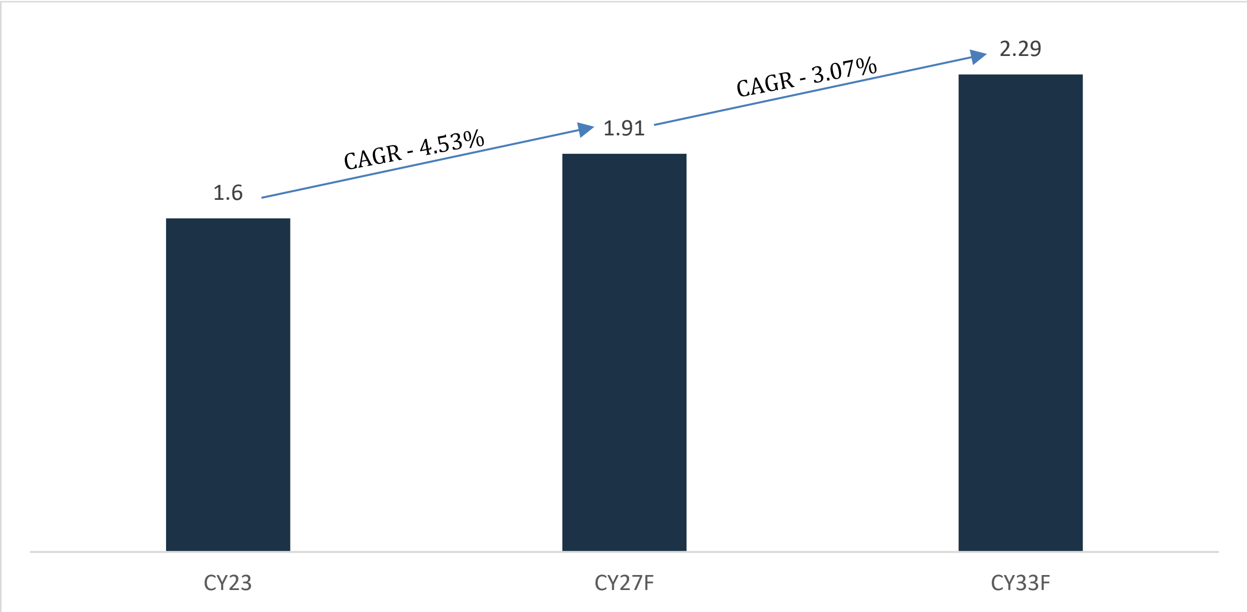
Source: The Business Research Company, CareEdge Research

Distribution Transformer is the largest segment in global transformer market. The market is then expected to grow at a CAGR of 5.58% from CY23 to reach USD 71.02 billion in CY33.

Power Transformer was the smallest segment in global transformer market. The market is then expected to grow at a CAGR of 6.15% from CY23 to reach USD 54.15 billion in CY33.

Global transformer market grew is expected to grow at a CAGR of 5.83% from CY23 to reach USD 125.17 billion in CY33. As of CY23 India contributes ~2.25% of global Transformer market.

Chart 35: Indian Transformer Market



Source: The Business Research Company, CareEdge Research

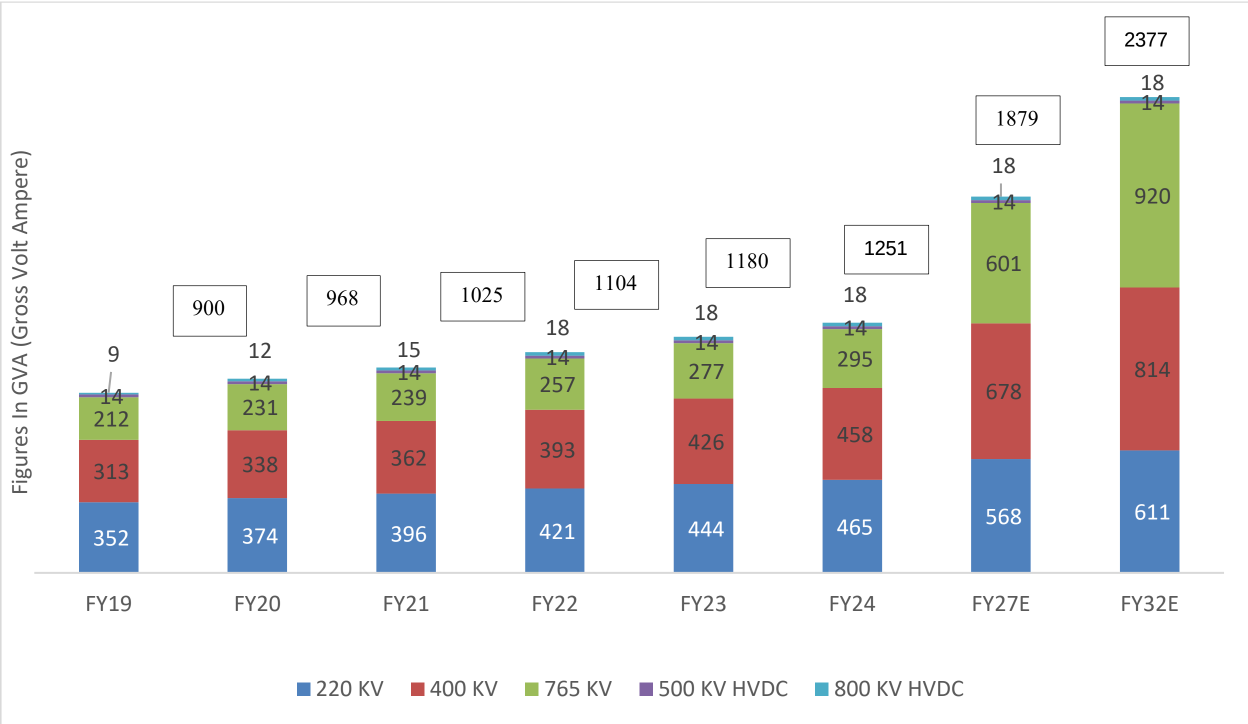
The global transition to renewable energy is a key driver of increasing demand for power transformers. As nations strive to lower carbon emissions and embrace cleaner energy, large-scale renewable energy projects are becoming more widespread. Power transformers are essential in incorporating these renewable sources into existing grid systems, converting electricity generated from wind, solar, and hydro sources into voltages that are suitable for transmission and distribution. Renewable energy sources, such as wind and solar power, are naturally variable, influenced by weather conditions and time of day. This intermittency creates challenges for grid stability, necessitating advanced solutions to balance supply and demand. Power transformers with cutting-edge monitoring and control systems play a

key role in managing voltage fluctuations and ensuring a steady power flow. They also aid in load balancing, which is crucial for grids with significant renewable energy integration. This adaptability is especially vital in regions with ambitious renewable energy goals, such as India, the United States, and China.
The demand for transformers is on the rise, primarily due to the expansion in the transmission and distribution (T&D) sector. Transformers find diverse applications in both traditional and renewable energy installations, as well as in railway and metro infrastructure.

3.1.6 Details on Transformation capacity growth

The transformation (Substation) capacity (in MW) for various voltage levels in India's electricity transmission network from FY19 to FY32E, includes 220 kV, 400 kV, 765 kV, and HVDC systems (500 kV and 800 kV). The capacities for 220 kV, 400 kV, and 765 kV show steady growth to meet the rising electricity demand and support the integration of renewable energy. Projections indicate these will reach 611 MW, 814 MW, and 920 MW, respectively, by FY32E. HVDC systems, which are crucial for long-distance transmission, exhibit stable or slow growth, with 500 kV HVDC at 14 MW and 800 kV HVDC gradually increasing to 18 MW. Overall, the transformation capacity is expected to grow significantly, especially in higher voltage categories, to support India's energy goals. Transformation capacity includes overall Intra and Inter transmission capacity.

Chart 36: Transformation (Substation) Capacity (220 kV & Above)



Source: Central Electricity Authority, NEP, CareEdge Research

Table 8: Inter- State Transformation Capacity (Substation)

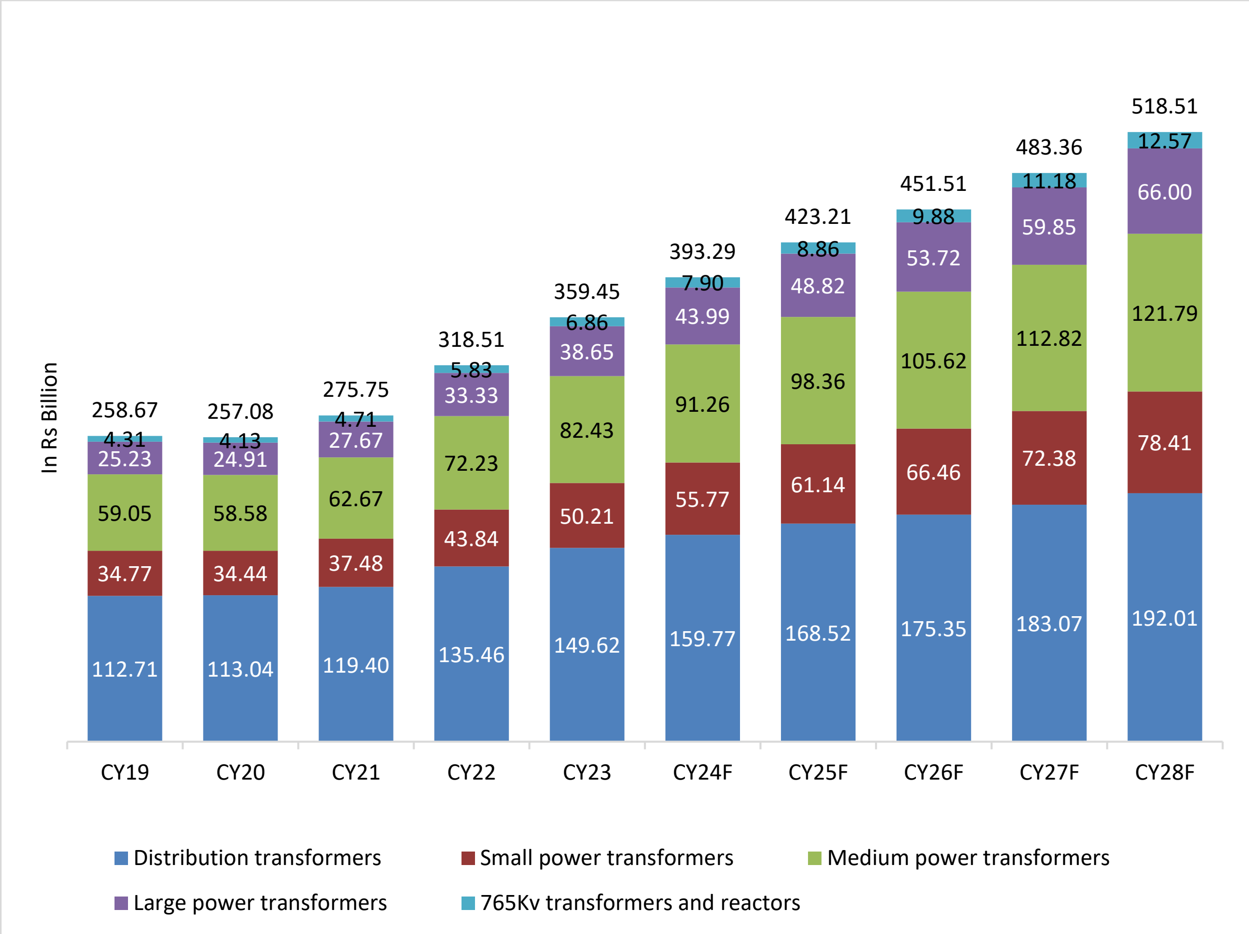
Transformation Capacity (MVA) ISTS	At the end of 2017	At the end of 2022	At the end of 2027	At the end of 2032
	284.20	460.97	933.19	1,281.36

Source: NEP, CareEdge Research

India aims to achieve 500 GW of renewable energy capacity by 2030. As of July 2024, there are 54 transmission projects constructed, and 53 projects are under construction. These include various projects of transmission systems associated with renewable projects and conventional projects in Rajasthan, Karnataka, Maharashtra, etc. These projects are being executed by PGCIL along with private players like Sterlite Power Transmission Limited, Adani Transmission Limited, ReNew Transmission Ventures Private Limited, etc.

Furthermore, the substation line network grew at a CAGR of approximately 7% to 1.25 million MVA as of March 2024 from 0.8 million MVA as of March 2019.

Chart 37: India Custom Transformers Products Value (CY19 – CY28F)



Source: Maia Research

From CY19 – CY29F, Distribution transformers are expected to grow at a steady rate of 6.10%, while power transformers are projected to see a stronger increase of 9.40%. Smaller transformer categories, such as small and medium power transformers, are also experiencing notable growth, with CAGRs of 9.50% and 8.38%, respectively. The large power transformer segment is set to grow at a remarkable CAGR of 11.28%, and specialized products like 765kV transformers and HVDC transformers are forecasted to grow even faster, at CAGRs of 12.63% and 8.70%. This consistent growth reflects a strong demand across the various transformer categories in India.

Table 9: MVA Rating of Transformers

Transformer Type	MVA Rating
Distribution transformers	15KVA-25MVA
Small Power Transformer	<60MVA
Medium Power Transformer	60MVA-600MVA
Large Power Transformer	>600MVA
765Kv transformers and reactors	750MVA
High Voltage Direct Current transformers	200MVA-600MVA

Source: Maia Research

3.1.7 Growth Drivers

Table

- **Declining Prices of Modules and Other System Components**

  Solar module costs have decline sharply over the past decade. Further, the balance of system cost has also reduced due to advancement of technology, better designs leading to low material consumption, product standardization, economies of scale etc. The decline in cost has led to lower funding requirement and improvement in overall project economics of the solar power projects.

The module prices were witnessing an upward trend in second half of 2021 due to shortage of raw materials in China such as silicon and solar glass coupled with production cuts due to power crisis. However, the prices declined in 2023 due to increase in raw material production and inventory buildup in China.

- **Fiscal and Regulatory Incentives and Government Support**

India's present electricity generation is highly reliant on non-renewable natural resources like coal. Government initiatives such as subsidy programmes and laws, are pushing power production firms to engage in this industry. Various government schemes like Pradhan Mantri Kisan Urja Suraksha evam Utthaan Mahabhiyan Yojana (PM-KUSUM), Rooftop Phase-II, Atmanirbhar Bharat- PLI scheme in Solar PV manufacturing, imposition of Basic Customs Duty of 25% on solar cells and 40% on solar modules, 100% FDI, waiver of ISTS charges, setting up ultra-mega RE parks, grid connected rooftop solar scheme. To ensure timely payment to the RE generators, government has issued orders that power shall be dispatched against letter of credit (LC) or advance payment.

PLI Scheme: In November 2020, the government approved the PLI scheme for High Efficiency Solar PV Modules (Tranche-I) with a proposed outlay of Rs 4,500 crore. The allocation under this scheme was fully utilized. Subsequently, the government approved Tranche – II of PLI scheme in September 2022 with an outlay of Rs 19,500 crore. Under this scheme, PLI will be disbursed for 5 years post commissioning of solar PV manufacturing plants on sales of high efficiency solar PV modules from the domestic market. The scheme envisages 65,000 MW per annum manufacturing capacity of fully and partially integrated solar PV modules at an investment of Rs 94,000 crore and import substitution of Rs 1.37 lakh crore.

The PLI scheme will lead to significant increase in the domestic module manufacturing capacity thereby reducing import dependence which will allow the solar power producers to have more control over their costs and reduce risks related to supply chain and currency fluctuations.

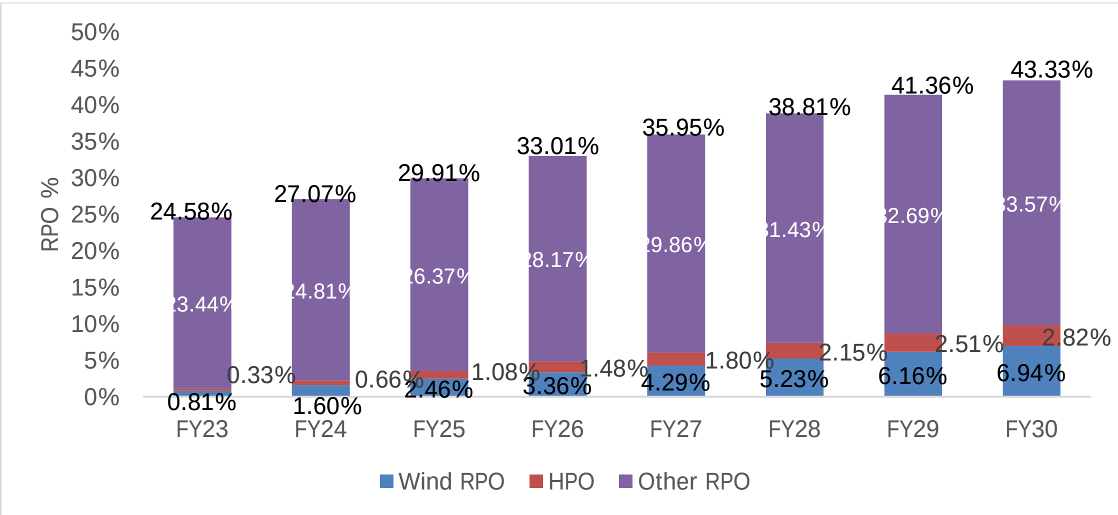
Infrastructural support: MNRE is implementing the scheme for the development of solar parks and ultra-mega solar power projects, under which, the infrastructure such as land, roads, transmission system (internal and external), pooling stations, etc., is developed with all statutory clearances/approvals. Thus, the solar project developers have plug-and-play benefits.

Further, under Mode 8 of the Solar Park Scheme, a facilitation charge of Rs. 0.05/unit of power being generated from the projects in the parks is provided to the States in order to encourage the State Governments to provide necessary assistance to the Solar Power Park Developers (SPPDs) in identification and acquisition of land, to facilitate in obtaining all required statutory clearances, etc.

- **Renewable Purchase Obligation (RPO)**

The Ministry of Power has declared the RPO target till FY30 by which the obligated entities are obliged to purchase certain percentage of electricity from renewable energy sources, as a percentage of the total consumption of electricity or buy, in lieu of that, renewable energy certificates (REC) from the market. As per the targets set, RPO of 43.33% is proposed to be achieved by FY30.

Chart 38: RPO Trajectory from FY23 to FY30



Source: MNRE, CareEdge Research

The Other RPO, which is expected to increase from 23.44% in FY23 to 33.57% in FY30, will mainly be sourced from solar power. This requirement is expected to increase the solar power installations in the country.

Waiver of ISTS Charges: The Ministry of Power first announced the waiver of the inter-state transmission system (ISTS) charges on the transmission of electricity generated from solar and wind projects in 2019. The ministry has been extending the deadline to encourage further development of renewable energy projects.

The CERC has extended the commissioning deadline of solar and wind projects to be eligible for waiver of ISTS charges to October 1, 2023, from June 30, 2023. The ISTS charges waiver shall be applicable for a period of 25 years from the date of commissioning for the transmission of power to entities having RPO.

Further, the CERC has notified the CERC (Sharing of ISTS Charges and Losses) (First Amendment) Regulations, 2023 which shall come into effect from October 1, 2023. Under this regulation, the ISTS charges shall be waived for a period of 25 years for renewable energy generating stations, renewable energy hybrid generating stations and pumped hydroelectric stations which shall commence operations up to June 30, 2025.

- **Traction in C&I segment & Green-term Ahead Market (GTAM)**

  The C&I segment is increasingly looking at procuring solar power for their operations either through rooftop solar projects or through open access. This preference is being driven by the following factors:

  - Commitment of corporates to decarbonizing their operations and supply chains, driven by environmental, social, and governance (ESG) considerations
  - Improvement in economic viability given the decline in project costs

Considering that the C&I segment consumes more than half of the power consumed in the country, the growing preference of this segment towards renewable energy will drive solar capacity additions.

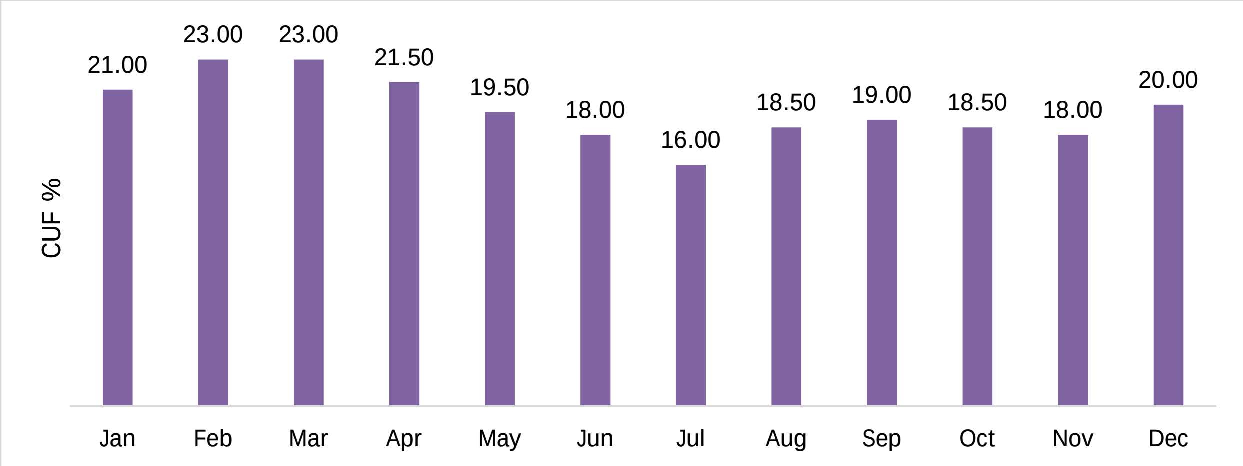
Green-term Ahead Market: GTAM platform was launched in September 2020 to enable bulk electricity buyers (DISCOMs and corporates with more than 1MW contracted load) to procure renewable energy on a short-term basis from sellers (merchant RE producers, DISCOMs having excess RE beyond RPO etc.). This platform is targeted at encouraging RE-rich states to develop RE beyond their RPO. Further, it would also encourage more merchant power capacities.

- **Advancement of Module Technology & Implementation of New Technologies**

The performance of solar power plants is defined by the Capacity Utilization Factor (CUF), which is the ratio of the actual electricity output from the plant to the maximum possible output during the year. There has been improvement in performance of the module technology with more projects achieving projected PLF levels. In addition, innovations such as wind-solar hybrid, floating PV Projects and storage technologies, etc. are key drivers supporting the improvement in CUF.

India has been experimenting with new techniques to place solar power in agricultural lands, canals, and other bodies of water. These new and novel technologies, such as agrivoltaics, canal top PV, and floating PV, are still in their initial stages of development and have higher installation prices, however, they present significant opportunities for future growth.

Chart 39: Typical month wise CUF variation of Solar



Source: National Electricity Plan Vol-1, CareEdge Research

- **Strong Wind Potential**

  India has a strong wind potential of around 302 GW at 100m and around 695 GW at 120m. The wind potential is mainly concentrated in the top 7 windy states including Andhra Pradesh, Gujarat, Karnataka, Madhya Pradesh, Maharashtra, Rajasthan, and Tamil Nadu. Comparing the installed capacity of wind to the potential, it is only 5% and India has huge untapped potential.

- **Hybrid Plants**

  Solar Energy Corporation of India Limited (SECI) began conducting solar/wind hybrid auctions in 2018 to enhance the dependability of renewable energy. In May 2018, the MNRE released the National Wind-Solar Hybrid Policy. Hybrid plants provide good potential for future growth of wind capacities as they provide relatively less intermittent and more stable power supply and do not solely depend on wind for power generation.

  SJVN issued a wind-solar hybrid tender of 1500 MW capacity to be set up anywhere in India. SECI also invited bids for setting up of 1200 MW ISTS-connected wind-solar hybrid (Tranche VIII) tender.

  As on 31st December 2023, a total RE Capacity of 87461.55 MW is under-construction which comprises of 54772.48 MW of Solar Projects, 19185.75 MW of Wind projects, 13192.82 MW of Hybrid projects, 83.15 MW of Small Hydro projects and, 227.35 MW of Others (Waste to energy and Cogeneration) projects.

- **Offshore Wind Energy**

  In 2018, the Indian government set the target to achieve 30 GW of installed offshore wind energy capacity by 2030. Light detection and ranging (LiDAR) measurements and geotechnical/geophysical investigations for a 1 GW offshore project in Gujarat have been completed, and preliminary licenses have been obtained. According to the National Institute of Wind Energy (NIWE), a total of 71 GW of offshore wind potential exists in India. Out of which, 35 GW exists off the coast of Gujarat and nearly 35 GW off Tamil Nadu. As on February 2024, SECI invited bids for setting up 4 GW of offshore wind energy projects off the coast of Tamil Nadu. The last date for bid submission is 2nd May 2024.

- **Improved Turbine Technologies**

  The wind turbine generator technology is evolving, and the country now possesses state-of-the-art wind turbine manufacturing technology. With significant domestic manufacturing capability for wind energy turbines and their components, the country has been able to attain around 75% localization. The unit size of the largest machine has gone up to 3.46 MW.

- **Availability of Resources**

  India's thermal power sector, largely reliant on coal, meets base load power demands. While gas-based generation is limited by fuel scarcity, coal reserves ensure energy security. However, challenges for renewables include land availability for solar and limited wind corridors. Additionally, renewable technologies depend on imported raw materials, facing supply chain risks.

- **Power Demand-Supply Scenario**

  As India's economy grows, thermal power remains essential to meet rising electricity demand, especially during periods of low renewable generation. It provides a stable supply, ensuring grid reliability.

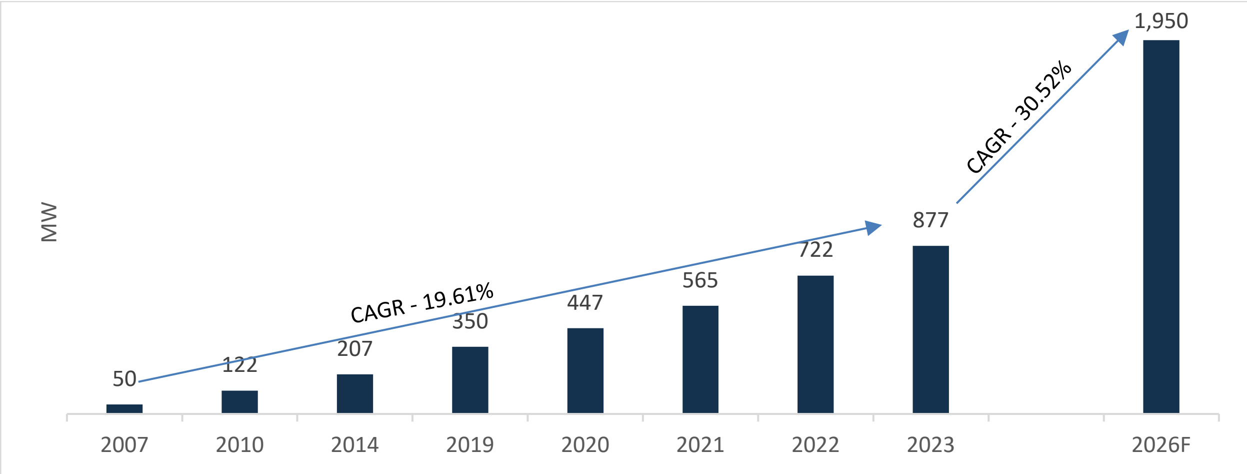
- **SHAKTI Yojana**

  The Government introduced Scheme for Harnessing and Allocating Koyala (Coal) Transparently in India (SHAKTI), 2017, which was issued by the Ministry of Coal on 22.05.2017. SHAKTI Policy is a transparent way of allocating coal to Power Sector. The primary objective of the Yojana is to ensure long-term fuel security for power plants by allocating coal directly to power producers, reducing dependence on coal imports and fostering a transparent process for coal allocation. It aims to streamline the coal supply process to power plants, minimize coal shortages, and enhance the efficiency of the power generation industry. Prior to the implementation of SHAKTI, coal was typically allocated to power plants through Linkage Agreements or Fuel Supply Agreements (FSAs), which were often inefficient and led to supply inconsistencies. Many power producers in India, particularly those in the private sector, struggled due to irregular coal supply or high coal costs. SHAKTI ensures more predictable and reliable coal availability, reducing the risk of plant underperformance due to fuel shortages.

- **Increase in Power demand due to Data Center**

  The power consumption for AI in India is a significant concern, especially with the rapid growth of data centers required to support AI technologies. The first commercial Data Center was set up in India in the year 2000 with the industry growing at a snail's pace, reaching a mere 122 MW by 2010 i.e. average addition of 12 MW per year. Thereafter the capacity witnessed swift addition with growth of almost 3x till 2020 i.e. average addition of 32 MW per year. The industry witnessed per year addition of 100 to 150 MW during the three years 2020 to 2023 and within 3 years, the capacity reached close to 900 MW. It has entered a growth phase and CareEdge estimates that capacity is expected to double to around ~2000 MW by 2026. The growth plans have also created substantial investment prospects and CareEdge Ratings estimates a capex of Rs.50,000 crore in this space over the next three years till 2026.

Chart 40: Data Center Capacity (MW)

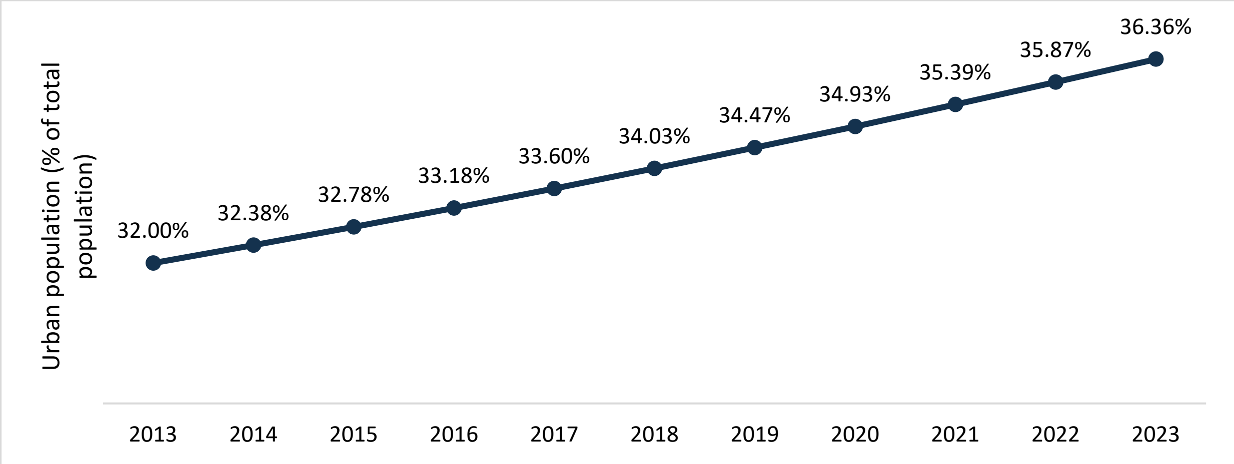


Source: Industry Sources; CareEdge Research

- **Increasing Urbanization and Industrialization**

  The urban population is significantly growing in India. The urban population in India is estimated to have increased from 413.00 million (32.00% of total population) in 2013 to 519.50 million (36.36% of total population) in the year 2023. People living in Tier-2 and Tier-3 cities have greater purchasing power.

Chart 41: Urbanization Trend in India



Source: World Bank Database

Power demand forecasting in India is a critical aspect of ensuring a reliable and efficient electricity supply, particularly as the country experiences rapid economic growth and urbanization. With increasing industrialization and a rising population, the demand for electricity is projected to rise significantly in the coming years. Various agencies, including the Central Electricity Authority (CEA), employ advanced modeling techniques to predict future demand patterns, considering factors such as demographic trends, economic indicators, and seasonal variations. The integration of smart grid technologies and real-time data analytics is enhancing the accuracy of these forecasts. However, challenges such as regional disparities in power consumption and the need for infrastructure upgrades remain. Accurate demand forecasting is essential for optimizing generation capacity, reducing outages, and ensuring that the power sector can meet the evolving energy needs of the nation.

Table 10: All India Peak Demand and Energy Requirement

Region	Peak Demand (MW)		Energy Requirement (BU)	
	FY27	FY32	FY27	FY32
Northern	97,898	1,27,553	592.31	773.54
Western	89,457	1,14,766	596.79	763.19
Southern	80,864	1,07,259	460.85	596.55
Eastern	37,265	50,420	232.97	308.10
North-Eastern	4,855	6,519	24.90	32.37
All India	2,77,201	3,66,393	1,907.84	2,473.78

Source: CEA, CareEdge Research

3.1.8 Key manufacturers for Power Transformers in India

- **Hitachi Energy India Ltd**: Hitachi Energy India Ltd serves utility, industry, and infrastructure customers with solutions and services across the value chain. The company is engaged in the business relating to products, projects, and services for Power technology. It manufactures and supplies systems, equipment, devices, and accessories products such as disconnectors, cable accessories, electric motors, semiconductors, transformers, and others. The company also provides project and service engineering, installation, commissioning, and support services.

- **Schneider Electric Infrastructure Ltd:** Schneider Electric Infrastructure Ltd is an India-based company that is engaged in businesses related to products and systems for electricity distribution. It has a single primary business segment which is products and systems for electricity distribution. The company's products and services include transformers, substations, switchgear, automation systems and products, installation services, switchboard modernization services, and others. Schneider Electric Infrastructure generates almost all of its sales from the domestic Indian market. The majority stake in the company is owned by Indian private company Energy Grid Automation Transformers and Switchgears India Private Limited**.**

- **Atlanta Electricals Limited:** Atlanta Electricals Limited manufactures electrical power equipment. The Company offers power, distribution, furnace, neutral earthing, dry type, and specialty transformers. Atlanta Electricals serves customers in India.

- **Voltamp Transformers Ltd:** Voltamp Transformers Ltd is an India-based company engaged in the manufacture of electrical transformers. Its products include Oil-filled transformers, Cast resin transformers, Unitized sub-station, Induction furnace transformers, and lighting transformers. The company also offers repair, overhauling, conversion, and maintenance services for transformers; and supply spares for transformers.

- **Transformers & Rectifiers (India):** Transformers & Rectifiers (India) Ltd is a holding company that manufactures a range of transformers and rectifiers. The firm's products are Transformer including Power Transformer, Distribution Transformer, Furnace Transformer, Rectifier Transformer, Speciality Transformer, and Reactors, Switch gear including Instrument Transformer and Condenser Bushing.

- **CG Power & Industrial Solutions Ltd:** CG Power & Industrial Solutions Ltd is an India based company engaged in providing products, services, and solutions to utilities, industries, and consumers for the management and application of sustainable electrical energy. It has two business segments. Power Systems segment includes products and services from ultra-high-voltage, high voltage, medium voltage and low voltage like transformer, switchgear, and turnkey projects whereas the Industrial Systems segment include rotating machines of power and ratings, automated AC, DC, and variable frequency drives and control systems like electric motors, alternators, drives, traction electronics, and SCADA. It operates in India and internationally

- **Siemens Energy:** Siemens Energy manufactures a wide range of equipment used to generate and transmit energy. The company engages in transformers which are crucial catalysts in adjusting voltage levels, paving the way for a sustainable and energy-efficient tomorrow.

- **Kanohar Electricals Ltd:** Kanohar Limited is a manufacturer of Power Transformers and Gas Insulated Switchgear as per IEC, ANSI, BS and various other standards. The company is focused on serving quality-conscious customers across diverse sectors: TD Utilities, Power Generation, EPC Contractors, Railways and Industry.

- **Transformers and Electricals Kerala:** Telk is provider of manufacturing and repair of heavy-duty transformers services based in Cochin, India. The company aims to design and manufacture extra high voltage electrical equipment and its products includes power transformers, current transformers, voltage transformers and transformer bushings.

- **BHEL:** Bharat Heavy Electricals Ltd (BHEL) is manufacturer of power plant equipment and an engineering company based in India. It provides products and services across various sectors, including power, transportation, energy, oil and gas, defence, and other industries. The company operates through three primary segments: Power (which generates the majority of its revenue), Industry, and International Operations. BHEL's product range includes heavy industrial equipment and components such as turbines, valves, pumps, boilers, and insulators.

- **Toshiba Corporation:** Toshiba Corporation manufactures and markets electrical and electronic products. The company produces digital products such as personal computers and televisions, flash memories, large scale integrated devices, and others. It also produces infrastructure systems, medical equipment, printing solutions, and other products. The company also manufactures power transformers and switchgears.

- **GE Vernova Inc:** GE Vernova, in the electric power industry, with products and services that generate, transfer, orchestrate, convert, and store electricity. They design, manufacture, deliver, and service technologies to create a more reliable, secure, and sustainable electric power system, enabling electrification and decarbonization. The company also has high-voltage direct current transmission (HVDC) products, power transformers, switchgear, and grid automation related products and services.

Table 11: Types of Transformers Manufactured

	Hitachi Energy India Ltd	Schneider Electric Infrastructure Ltd	Atlanta Electricals Limited	Voltamp Transformers Ltd	Transformers & Rectifiers (India)	CG Power & Industrial Solutions Ltd	Siemens Energy	Kanohar Electricals Ltd	Transformers and Electricals Kerala	BHEL
765 KV Transformers										
765 KV Reactors										

	Hitachi Energy India Ltd	Schneider Electric Infrastructure Ltd	Atlanta Electricals Limited	Voltamp Transformers Ltd	Transformers & Rectifiers (India)	CG Power & Industrial Solutions Ltd	Siemens Energy	Kanohar Electricals Ltd	Transformers and Electricals Kerala	BHEL
400 KV Transformers										
STATCOM										
500 MVA Auto S. ckt										
HVDC										
400 KV Reactors										
Variable Shunt Reactors										
<220 KV Transformers										
Trackside Transformers										
Scott Connected Transformers										
V-Connected Transformers										
Trackside Auto										

Source: Company Websites

3.2 Overview of ICE and EV Technologies

3.2.1 Internal Combustion Engine

An Internal Combustion Engine (ICE) vehicle refers to a vehicle powered by an engine that burns fuel—such as gasoline, diesel, or natural gas—inside its combustion chamber to produce energy. This energy is then converted into mechanical power, which drives the vehicle. ICE vehicles are widely used in automobiles, trucks, motorcycles, and other forms of transportation.

The engine operates by igniting the fuel-air mixture within the combustion chamber, causing a controlled explosion that generates power. This power is transferred to the wheels via a transmission system. ICE vehicles have been the cornerstone of the automotive industry for over a century, owing to their efficiency, ease of refueling, and established infrastructure for fuel distribution.

Despite their widespread use, ICE vehicles have a significant environmental impact due to their emissions of greenhouse gases, including carbon dioxide (CO_2), and pollutants like nitrogen oxides (NO_x), contributing to air pollution and climate change. This has led to increasing calls for cleaner alternatives. Nonetheless, ICE vehicles remain dominant globally, particularly in regions where infrastructure for alternative fuel vehicles is not yet fully developed.

3.2.2 Electric Vehicle

An **Electric Vehicle (EV)** is a vehicle that is powered entirely or partially by electricity, instead of traditional internal combustion engines that rely on gasoline or diesel. EVs use electric motors for propulsion, drawing power from rechargeable batteries. These vehicles are typically classified into three types:

1. **Battery Electric Vehicles (BEVs):** These vehicles are powered solely by electricity stored in onboard batteries, which are charged through an external electric power source. They produce zero tailpipe emissions, making them an environmentally friendly alternative to conventional vehicles.

2. **Plug-in Hybrid Electric Vehicles (PHEVs):** These combine a traditional internal combustion engine with an electric motor. PHEVs can operate on electric power alone for shorter distances, and when the battery is depleted, the gasoline engine kicks in to extend the vehicle's range.

3. **Hybrid Electric Vehicles (HEVs):** These vehicles use both an internal combustion engine and an electric motor, but unlike PHEVs, they cannot be plugged in to charge. The battery is charged through regenerative braking and the internal combustion engine.

The main benefits of electric vehicles include:

1. **Reduced emissions:** EVs produce little to no tailpipe emissions, which helps reduce air pollution and greenhouse gases.

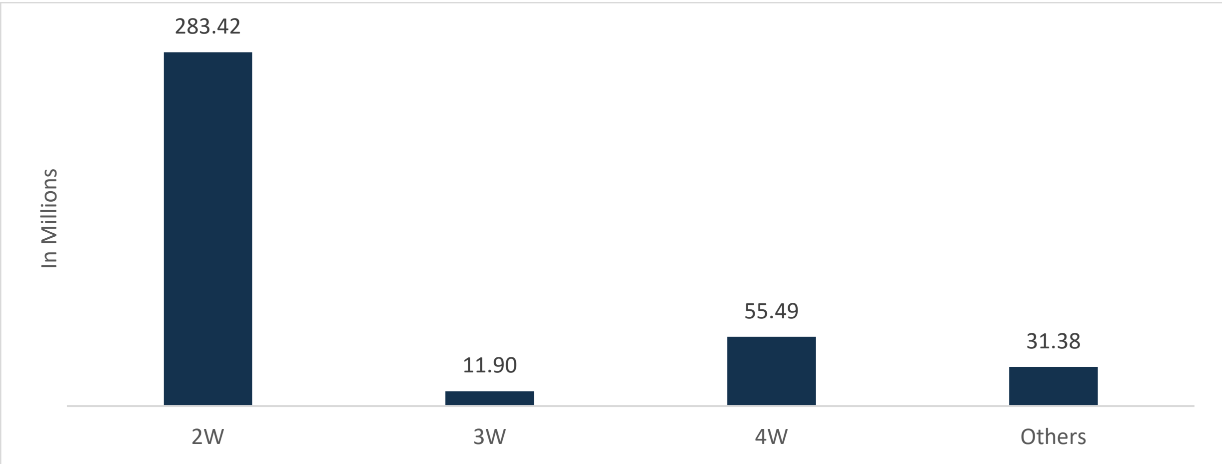
2. **Lower operating costs:** EVs typically have fewer moving parts and are cheaper to maintain than traditional vehicles.

3. **Energy efficiency:** Electric motors are generally more efficient than internal combustion engines at converting energy into motion. The growing adoption of EVs is being driven by concerns about climate change, air quality, and the need for sustainable transportation solutions. As technology advances, the range of EVs continues to improve, making them more practical for everyday use. Additionally, expanding charging infrastructure and government incentives are further encouraging the shift toward electric mobility.

3.2.3 Number of Vehicle Registered

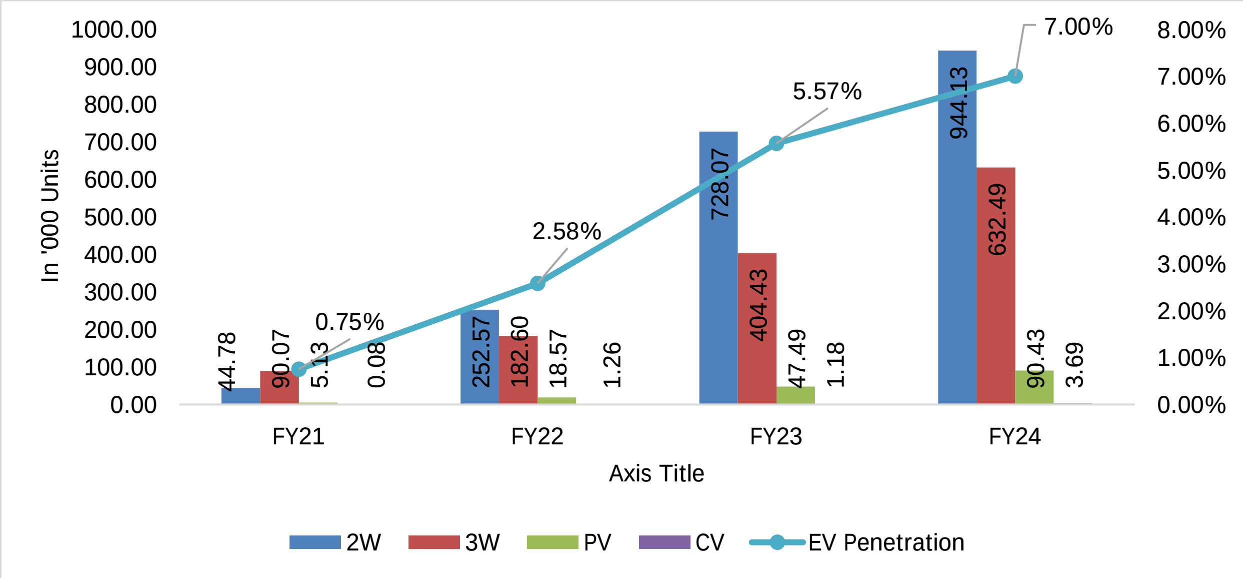
The overall vehicle registrations till CY24 is 382.19 million. The two-wheeler 2W segment dominates, with 283.42 million registrations, representing 74.08% of the total registered vehicles. Three-wheelers (3W) account for 3.14%, with 11.90 million registrations, while four-wheelers (4W) contribute 14.39%, amounting to 55.49 million registrations. The remaining 8.12% is comprised of other vehicle (ambulance, construction equipment vehicle, goods vehicle, public service vehicle, special category vehicle, tractor and trailer) with 31.38 million registrations. Amidst the overall increase in domestic automobile registrations, it is projected that this number will grow by 9% to 11% by the end of FY31.

Chart 42: Number of ICE Vehicles Registered



Source: Vahaan Dashboard

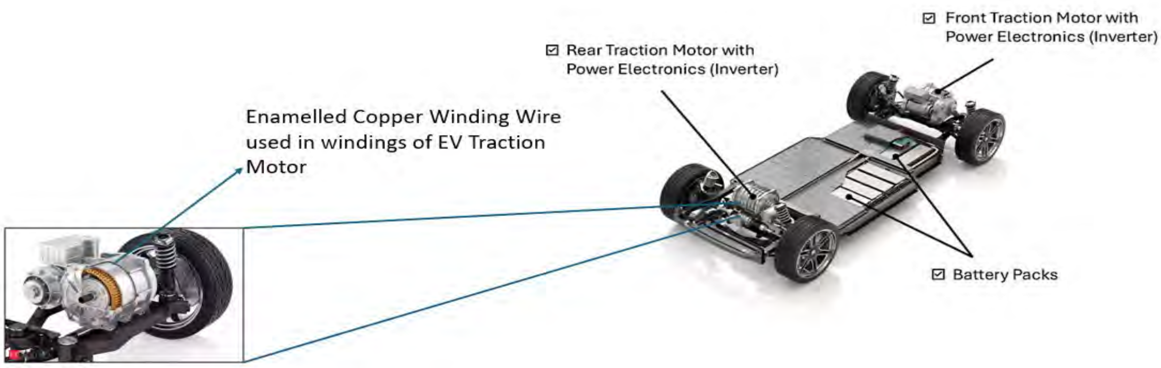
Chart 43: Number of EVs Sold - Segment Wise



Source- SMEV, SIAM, CMIE

3.2.4 Traction Motors used in different vehicles

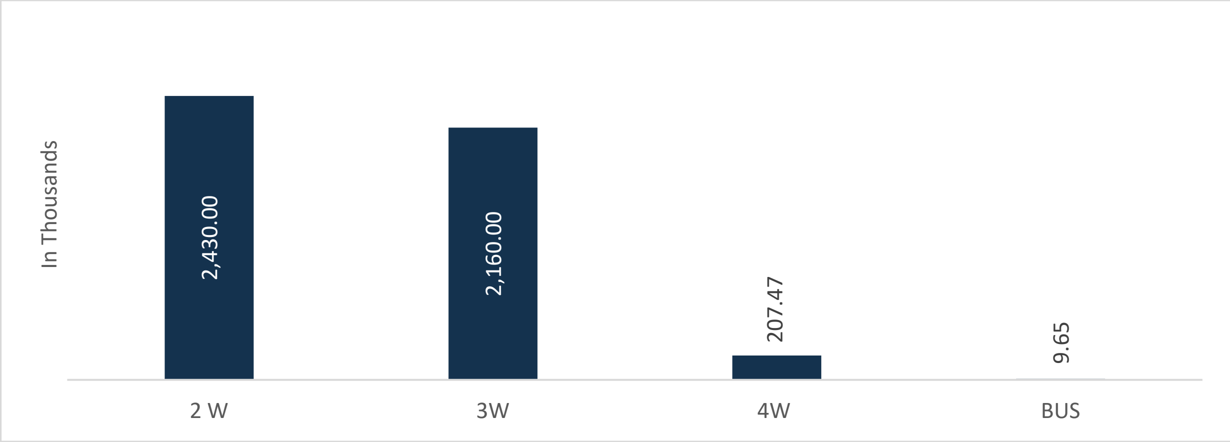
Figure 3: Enamelled Copper MWW used in windings of EV Traction motor



Traction motors are electric motors that convert electrical energy into mechanical energy to drive the wheels, enabling movement. These motors are essential for propulsion in electric and hybrid vehicles. However, ICE vehicles do not use traction motors as they are powered by internal combustion engines, which generate mechanical power directly. The transition from ICE vehicles to EVs is expected to positively impact the winding wire industry, since magnet winding wires are significantly used in traction motors.

Other motors commonly found in EVs and ICE include the Electric Power Steering (EPS) Motor, HVAC (Heating, Ventilation, and Air Conditioning) Motor, Water Pump Motor, Vacuum Pump Motor, Cooling Pump Motor, AC Compressor Motor, Window and Seat Motors, Active Suspension Motors, Windshield Wiper Motors, and in some cases, Regenerative Braking Motors.

Chart 44: Number of Traction Motors and Other Electric Vehicle



Source: Industry Sources

Note: This is based on the assumption that the majority of the models in each segment utilize only a single traction motor. (Data is from CY13-CY24)

Traction motors are extensively used in electric vehicles across various segments. The total number of traction motors in the EV segment is 4,950 thousand. Of this, the two-wheeler segment has 2,430 thousand, the three-wheeler segment has 2,160 thousand, and the four-wheeler segment has 207 thousand traction motors. In addition to their use in electric vehicles, traction motors are also employed in locomotive trains. The number of traction motors used on passenger and freight trains depends on the type of train, its configuration, and how many motors are assigned to each train.

As per NITI Aayog (National Institution for Transforming India), overall electric vehicle (EV) adoption rates in India are projected to reach 10-12% by FY26 and 30-35% by FY30. It is estimated that between 11-13 million EVs will be sold annually in India by FY30, with electric two-wheelers (E2W) leading the charge, as their penetration is expected to reach 35-40% by FY30. Additionally, electric three-wheelers (E3W), electric four-wheelers (E4W) in shared mobility, and electric buses are also expected to experience significant EV adoption over the next decade, with adoption rates ranging from 15-25%. This growth will be driven by favorable economics, a wider variety of vehicle options, and a strong government push towards electrification.

The shift from ICE vehicle to EV will lead to a sharp increase in the demand for traction motors, along with the government planning to expand the Vande Bharat fleet by 2040. As a result, the market for traction motors is expected to grow substantially in the coming years, driven by the rising need for them in trains and other EVs.

3.2.5 Growth Drivers of The EV industry

India’s electric vehicle industry is expanding swiftly, supported by government initiatives like FAME and a growing focus on sustainability and technological advancements. The country is targeting significant EV adoption across multiple segments by 2030.

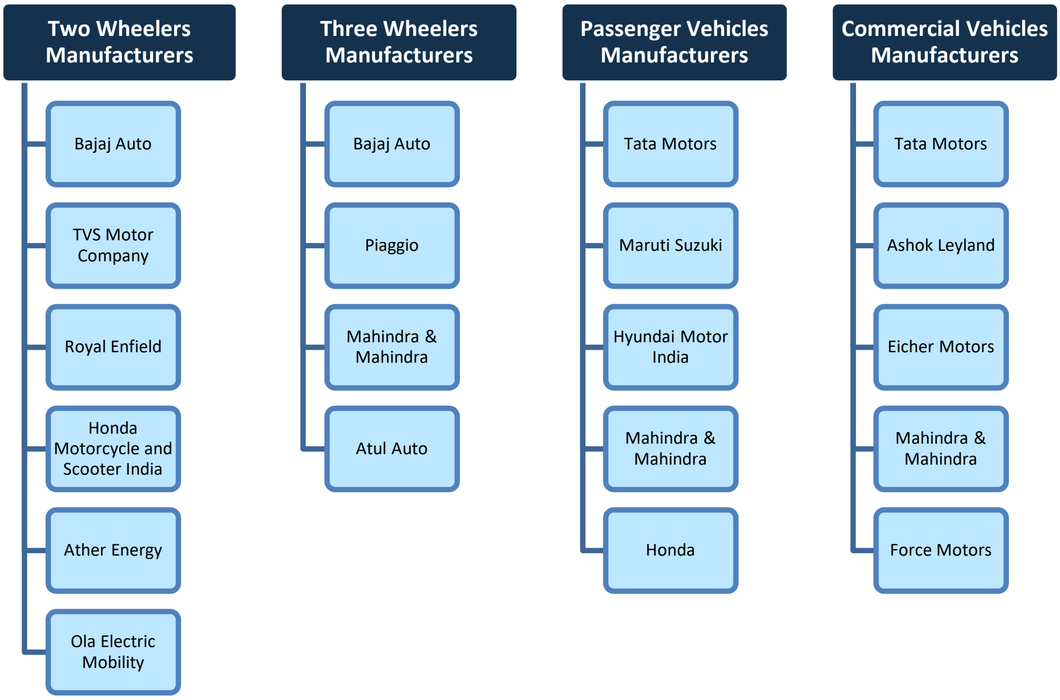
1. **Government's Commitment to EV Adoption:** India has set ambitious goals for EV adoption in private cars, commercial vehicles, buses, and two-wheelers, with plans to have millions of EVs on the roads by 2030. The 'Make in India' initiative focuses on fostering domestic EV production.

2. **FAME II and Infrastructure Development:** Phase-II of the FAME scheme is focused on promoting electric buses, three-wheelers, cars, and two-wheelers, alongside the establishment and upgrading of EV charging infrastructure to support the transition.

3. **Promotion of Electric Buses:** The government plans to replace a significant number of diesel buses with electric buses in the next several years, aiming to reduce emissions and boost the adoption of sustainable public transport.

4. **State-Level EV Policies:** Various states, such as Bihar, have introduced policies to boost EV adoption, offering incentives like subsidies and tax exemptions, and supporting the procurement of electric buses to strengthen the EV ecosystem.

3.2.6 Key Manufacturers in this segment



3.3 Railways and Metro

Indian Railways, the fourth-largest railway network in the world, operates a vast system spanning over 68,584 route km and 7,364 stations as of FY23. With an impressive annual ridership of 6,480 million passengers and ~1500 million tonnes of cargo in FY24. it plays a crucial role in the nation's economy and transportation. Over the past decade, Indian Railways has witnessed significant advancements, including the introduction of semi-high-speed trains like the Vande Bharat Express, which have improved travel times and passenger comfort. The expansion of metro rail networks and the ongoing redevelopment of over 1,300 stations under the Amrit Bharat scheme are set to further enhance infrastructure and amenities for passengers. As part of its modernization efforts, Indian Railways is undertaking a large-scale capacity expansion, with ambitious targets for decongestion. In FY24, the railway network aimed to add 17,000 km of new lines, doubling, and gauge conversion work, and achieved a significant milestone of 5,243 km in FY23. The government has committed robust financial backing, with a budgetary allocation of INR 2,520 billion for FY25, alongside an increase in freight revenue, which reached INR 1,610.50 billion in FY24. The ongoing efforts to enhance locomotive technology, expand dedicated freight corridors, and focus on safety and operational efficiency demonstrate Indian Railways' commitment to transforming into a modern, efficient, and passenger-friendly network.

To address the supply side issues, the Indian Railways is expanding its track network as well as other railway infrastructure such as well as the rolling stock to be well equipped to handle the increase in freight volumes. Total capital expenditure of Rs. 8.45 Trillion has been earmarked over FY23-27 under Mission 3000 MT to address the capacity constraints.

Table 12: Projected Capex under Mission 3000 MT (Rs. Billion)

Sr No.	Works	Total Capex	Year wise Capex				
			FY23	FY24	FY25	FY26	FY27
1	Doubling (DL)	2,130.68	319.6	319.6	532.67	532.67	426.14
2	New Line (NL)	1,760.47	264.07	264.07	440.12	440.12	352.09
3	Gauge Conversion (GC)	207.91	31.19	31.19	51.98	51.98	41.58
4	Traffic facility and yard remodeling work	241.72	36.26	36.26	60.43	60.43	48.34
5	Last mile connectivity to Mining, Ports, Industrial Hubs etc.	220.10	33.02	33.02	55.03	55.03	44.02
6	Automatic Signaling	130.45	19.57	19.57	32.61	32.61	26.09
7	Upgradation to 2 X25KV	1,51.83	22.77	22.77	37.96	37.96	30.37
8	25T axle load	102.13	15.32	15.32	25.53	25.53	20.43
9	Multi-tracking (Doubling, 3rd / 4th/ 5th Line)	1,647.43	247.11	247.11	411.86	411.86	329.49
10	Transmission lines	108.33	16.25	16.25	27.08	27.08	21.67
11	Wagons	701.42	105.21	105.21	175.36	175.36	140.28
12	Locomotive	1,052.1	157.82	157.82	263.03	263.03	210.42

Sr No.	Works	Total Capex	Year wise Capex				
			FY23	FY24	FY25	FY26	FY27
	Total	**8,454.58**	**1,268.19**	**1,268.19**	**2,113.64**	**2,113.64**	**1,690.92**

Source: Ministry of Railways, Report of the Committee on Mission 3000 million tonnes

In the Union Budget FY25-26, the government has allocated INR 2.52 trillion towards railways. The projects like track doubling, new lines, track renewable, gauge conversion etc. have also seen significant growth in budget allocation over FY19 to FY26.

Table 13: Budgetary Outlay toward Railway Projects (Rs. Billion)

Railway Projects	FY19 (A)	FY20(A)	FY21(A)	FY22(A)	FY23(A)	FY24 (A)	FY25(R)	FY26 (B)
Doubling	6.10	6.78	3.79	86.82	256.2	368.06	310.32	320.00
New Lines (Construction)	56.48	98.71	10.58	207.84	243.77	337.02	314.59	322.35
Track Renewals	96.90	93.87	0	106.95	165.58	178.50	226.70	228.00
Gauge Conversion	25.9	33.13	1.17	18.03	23.43	44.88	45.37	45.5
Rolling Stock	45.72	39.63	8.39	68.15	134.93	440.29	462.52	455.3
Passenger Amenities	15.86	19.03	17.88	28	19.96	96.18	163.52	129.51
Road Safety Works	47.33	48.74	0.17	64.00	46.76	88.49	122.95	109.72
Signaling and Telecom	15.38	16.23	0.06	24.48	21.45	37.51	60.06	68.00
Leased assets - Payment of Capital Component	91.12	104.62	119.48	194.59	145.81	207.41	249.2	279.05
Investments & Others	423.28	465.8	305.23	694.73	620.15	3,186.07	829.55	327.44
Manufacturing Misc.	342.81	398.54	311.03	400.97	467.45	529.23	592.98	624.24
Total	1,166.88	1,325.08	777.78	1,894.56	2,145.49	5,452.95	3,285.23	2,909.11

Source: Budget Documents. Note: B – Budgeted, A – Actual, R – Revised and Includes Internal and Extra Budgetary Resources (IEBR)

The Metro Rail system in India has become a crucial component of urban transportation, offering a fast, efficient, and environmentally friendly alternative to road transport in many of the country's largest cities. The introduction and expansion of metro networks across India have been driven by the need to reduce traffic congestion, lower pollution levels, and provide reliable public transportation to rapidly growing urban populations. The expansion of metro rail systems in India is transforming urban mobility, making cities more accessible, reducing environmental impact, and contributing to the overall quality of urban life. As more cities adopt and expand metro networks, the benefits of this modern, efficient, and sustainable mode of transport are set to grow. There is a lot of opportunity for players doing ballastless tracks and the same as all station tracks and majority metro tracks are ballastless.

3.3.1 Metro and Electric Trains expansion plans

Expansion of Metro Rail

As of August, 2024, about 945 Km of metro lines have been operationalized across 21 cities. The metro network, including regional rapid transit systems (RRTS) is proposed, to be expanded to 1,700 Km across 27 cities by 2025 and subsequently to 50 cities. The government is also proposing Metro Lite and Metro Neo lines which are suitable for smaller cities with lower peak traffic. Currently, approximately 2,500 coaches have been deployed in the operational metro lines roughly costing Rs. 325 Billion. As the operational metro lines are expected to increase by more than 2x over the next 4-5 years, domestic demand for metro rail rolling stock is expected to witness significant increase. Majorly the metro rail network is consisting of Ballastless tracks, given that new metro projects are upcoming in the country. This is expected to also add to the demand for ballastless tracks.

Table 14: Metro Rail Network Under Construction

Sr No	Name of Metro Rail Project	Under Construction Length (Km)
1.	Delhi Metro Extension from Dwarka Sector 21 to India International Convention & Expo Centre (IICC), Dwarka	2.03
2.	Delhi Metro Phase IV (03 Priority Corridors)	65.20
3.	Patna Metro Rail Project	32.51
4.	Bangalore Metro Rail Project Phase II	58.48
5.	Bangalore Metro Rail Project Phase 2A & 2B	58.19
6.	Kanpur Metro Rail Project	23.38
7.	Agra Metro Rail Project	29.40
8.	Mumbai Metro Line 3	33.50
9.	Pune Metro Line III	23.33
10.	Mumbai Metro Line 2B	23.60
11.	Mumbai Metro Line 4	32.30
12.	Mumbai Metro Line 4A	2.70

Sr No	Name of Metro Rail Project	Under Construction Length (Km)
13.	Mumbai Metro Line 5	24.90
14.	Mumbai Metro Line 9(7A)	13.72
15.	Navi Mumbai Metro Line 1	11.10
16.	Kochi Metro Rail Project Phase 2	11.20
17.	Chennai Metro Rail Project Phase II	118.90
18.	Kolkata Metro East-West Corridor	85.16
19.	Other Metro Rail Projects in Kolkata	
	TOTAL	**953.49**

Source: PIB

Expansion of Electric Train

The expansion of electric trains in India is gaining momentum, with 136 Vande Bharat train services currently operational on the Broad-Gauge electrified network of Indian Railways, catering to short and medium-distance journeys. In addition, 10 Vande Bharat Sleeper trains are under production for long and medium-distance travel, with the first prototype undergoing field trials. The manufacturing of 200 Vande Bharat Sleeper Rakes has been awarded to technology partners, and the timeline for their rollout depends on successful trial completions. The Vande Bharat Express trains, which have achieved over 100% occupancy as of October 2024, are a testament to India's commitment to modernizing its rail infrastructure with world-class, energy-efficient electric trains.

3.3.2 Electrification of Trains and Metro

Indian Railways is undergoing a major transformation, with electrification playing a pivotal role in its modernization efforts. As of 2024, over 95% of its routes are electrified, and the goal is to achieve complete electrification by 2030. Currently, 97% of the broad-gauge network is electrified, with plans to electrify the remaining routes through a budget allocation of INR 80,700 million for FY23-24. The increase in electric locomotives is improving operational efficiency, speed, and reliability, contributing to higher track capacity and reduced carbon emissions.

Indian Railways is also focusing on renewable energy to power its operations. The goal is to become a net-zero carbon emitter by 2030, with plans to source 1,000 MW of solar power and 200 MW of wind power across its network. The shift from diesel to electric locomotives is a significant step towards this target. As electric locomotives are faster, more efficient, and environmentally friendly, they support the overall goal of improving the railway system while reducing the country's carbon footprint.

In addition to rail electrification, India is expanding its metro rail networks, which are also powered by electricity. As of July 2023, the entire broad-gauge network in 14 states and union territories has been electrified, marking significant progress toward India's ambition to become the world's largest green railway by 2030. This comprehensive electrification plan will not only help reduce dependency on fossil fuels but will also significantly enhance the efficiency and sustainability of India's railway and metro systems.

3.3.3 Number of motors required in Metro Rail

Traction motors are specialized electric motors designed for drive or propulsion in applications where high torque and low speed are essential. These motors are widely used in electric vehicles (EVs), locomotives, and metro coaches, providing the necessary power to move heavy loads efficiently. Traction motors can be either DC or AC types, with modern systems favouring multiphase AC drives due to their efficiency and control. In metro coaches, traction motors, such as AC induction motors and permanent-magnet synchronous motors (PMSM), are commonly employed for their reliability, durability, and ability to handle variable speeds. These motors ensure smooth acceleration, efficient braking, and overall energy-saving performance, making them crucial for the operation of metro systems, where reliability and safety are paramount.

Table 15: Motors Required per Metro Car

Metro Line	Number of Traction motors	Motorisation
Kolkata Metro Rail Corporation Limited	6 cars with 16 traction motors	66%
Bangalore Metro	6 cars with 16 traction motors	66%
Delhi Metro Rail Corporation	6 cars with 12 traction motors	50%

Source: Ministry of Urban Development

Table 16: Metro Coach Manufacturing Facilities in India

Sr. No.	Company	Location	Coaches supplied/Contract under Execution
1	Bharat Earth Movers Limited	Bangalore	Delhi, Bangalore, and Mumbai Metro Rail

Sr. No.	Company	Location	Coaches supplied/Contract under Execution
2	Alstom Transport	Sricity	Chennai, Lucknow, Agra, Kanpur, and Mumbai Metro
3	Bombardier Transportation (acquired by Alstom)	Savli	Bangalore, Ahmedabad, Mumbai, and Delhi Metro
4	CRRC India	Sricity	Noida, Mumbai, Kolkata, Nagpur, and Navi Mumbai Metro
5	Indian Railways (Integral Coach Factory)	Chennai	Maharashtra Metro Rail Corporation
6	Titagarh Rail Systems	Uttarpara	Pune

Source: Industry Sources

3.3.4 Number of motors required in Railways

Traction motors are specialized electric motors designed for propulsion in applications requiring high torque and low speed, such as in electric locomotives and trains. These motors are essential for driving heavy loads efficiently, particularly in railway systems. In railways, traction motors, typically AC induction motors or permanent-magnet synchronous motors (PMSM), provide the power needed for smooth acceleration, reliable braking, and energy-efficient operation. AC motors are commonly preferred due to their efficiency, durability, and ability to handle variable speeds. Traction motors are crucial in ensuring the safe and reliable movement of trains, making them integral to modern rail systems where performance and safety are key priorities. The number of traction motors used in passenger and freight trains depends on the type of train, its configuration, and how many motors are assigned to each train.

Table 17: Motors Required in Railways

Type of Train	Number of Traction motors
Passenger Train	6
Freight Train	4

Source: International Trade Administration

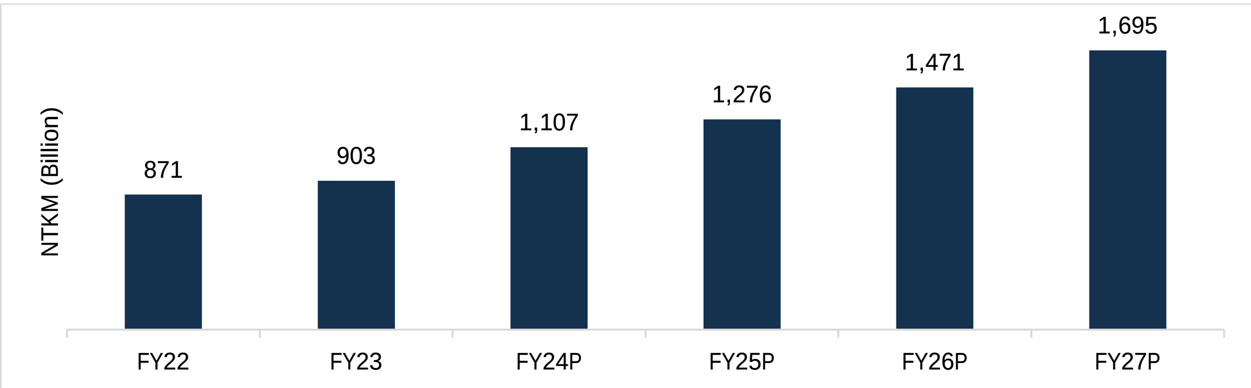
3.3.5 Market Drivers contributing to Growth

- **Government thrust on rail infrastructure improvement:**

  The Government of India has identified railways as a key focus area to boost GDP and make India more export competitive by reduction in freight costs. The budgetary outlay towards Indian Railways has been on a rise over the past few years and the government has introduced various schemes such as DFC, NLP, GPWIS, PM Gati Shakti & GCT, LWIS, AFTO, multi-modal logistics parks etc. to boost railway infrastructure and share of railways in freight traffic. The passenger segment has also seen multiple developments through initiatives like High Speed Rail Corridors, Vande Bharat Express etc.

  Under the NRP, the railway's share in freight transport is expected to increase to 45% by 2030 from existing 26%. This implies that the total freight transported by Indian Railways will increase to 3,000 million tonnes by FY27 and 3,600 million tonnes by FY30 from 1,588 million tonnes in FY24. Further, railway freight traffic measured in Net Tonne Kilometres (NTKM) is expected to double to 1,695 billion NKTM by FY27 from 903 billion NKTM in FY23.

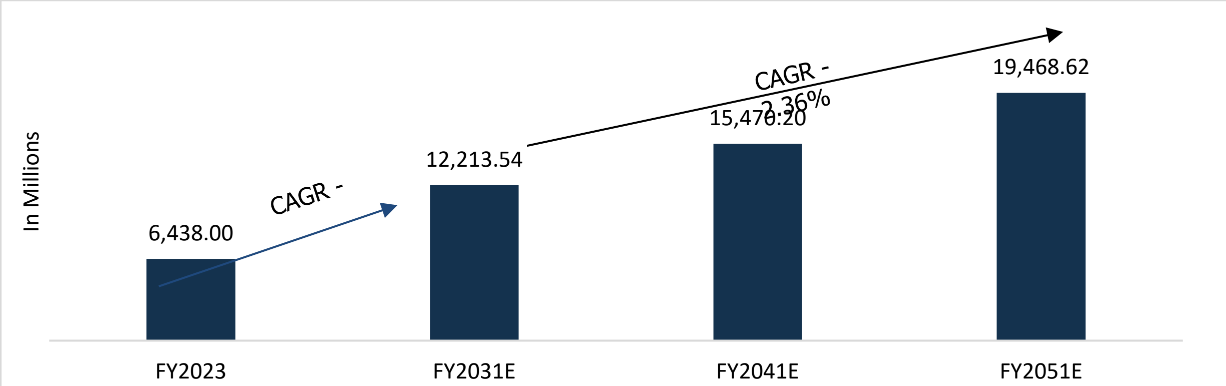
Chart 45: Trend in Indian Railway Freight Traffic



Source: Indian Railways, Report of the Committee on Mission 3000 million tonnes

The passenger traffic is expected to grow at a CAGR of 8.33% between 2023 and 2031 driven by population growth and growing workforce.

Chart 46: Projected Growth in Passenger Traffic



Source: Indian Railways, National Railway Plan

Indian Railways is expected to source additional rolling stock to cater to rising volumes.

Locomotives: Under NRP, approximately 20,700 locomotives will be required by 2031 to cater to the increasing traffic compared to 12,734 locomotives in FY21.

Table 18: Locomotive Demand (Units in Nos.)

	2026E	2031E	2041E	2051E
Coaching Locomotives	3,494	4,782	8,687	13,498
Freight Locomotives	13,305	15,957	22,894	31,519
TOTAL	**16,799**	**20,739**	**31,581**	**46,017**

Source: Indian Railways, NRP

Wagons: The ordering and procurement of wagons by the Indian Railways is expected to increase significantly as evident from the recent tenders which have been awarded. The wagon fleet is expected to increase to 5.40 lakh wagons by FY31 from 3.20 lakh wagons in FY22 including the replacement demand.

- **Rising participation of private sector:**

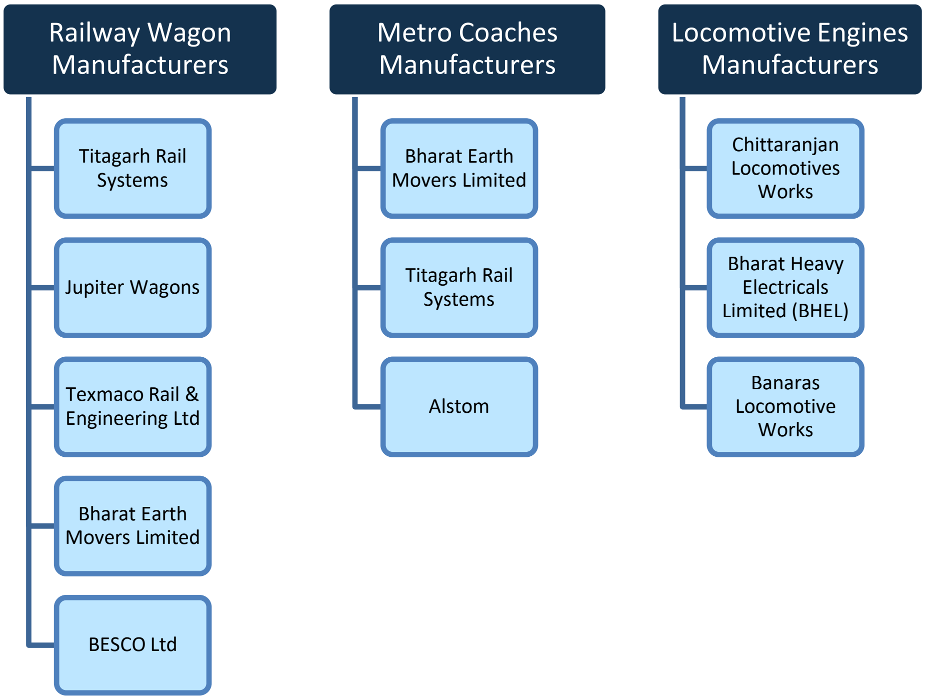
  Private sector ownership of wagons was on a rise driven by some of the recent schemes announced by the Indian Government. Industries such as cement, coal, steel, automobiles, logistics etc. which have a large freight movement through rail procured wagons from domestic manufacturers**. However, the Indian Railways is currently not accepting any new applications for private sector wagons under some of the schemes due to concerns over network congestion, especially in mineral-rich states where the majority of the privately-owned wagons are deployed. This hiatus is expected to be temporary till the various network expansion projects, such as DFC, are completed.**

  The demand from private sector companies, especially the logistics players and the metal and mining companies is expected to be robust in the medium-long term. There is significant scope for an increase in demand from the cement, coal and steel industries on the back of growing domestic demand. Further, currently, the auto industry is using the railways mainly for transportation of passenger vehicles. There is also potential to transport CV parts and two-wheelers through the railway network which will add to wagon procurement by automobile manufacturers and logistics companies. Further, defense services are also proposing to procure wagons for transportation of utilities etc. However, the Indian Railways will continue to be the largest procurer of wagons.

- **Expansion of Metro Rail:**

  As of October 2023, about 874 km of metro lines have been operationalized across 20 cities. The metro network, including regional rapid transit systems (RRTS) is proposed, to be expanded to 1,700 km across 27 cities by 2025 and subsequently to 50 cities. The government is also proposing Metro Lite and Metro Neo lines which are suitable for smaller cities with lower peak traffic. Currently, approximately 2,500 coaches have been deployed in the operational metro lines roughly costing 32,500 Cr. As the operational metro lines are expected to increase by more than 2x over the next 4-5 years, domestic demand for metro rail rolling stock is expected to witness significant increase.

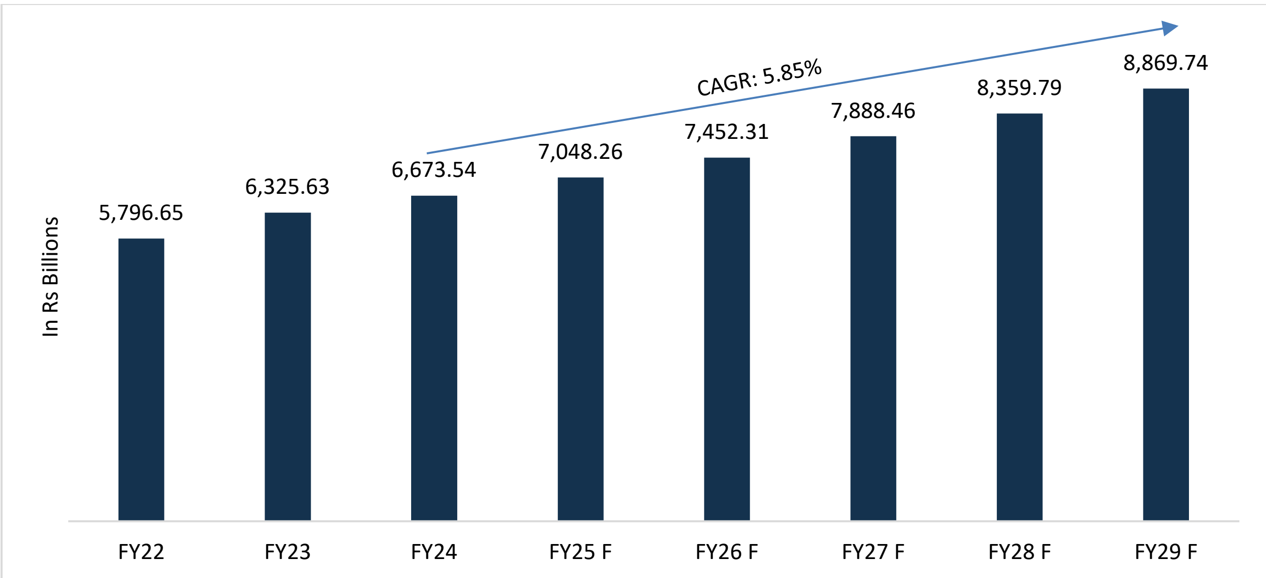
3.3.6 Key manufacturers in this segment



3.4 Consumer Durables Market

In 2023, the Indian consumer electronics market was valued at Rs 6,325.63 Billion. It is expected to reach Rs 8,869.74 Billion by 2029, expanding at a compound annual growth rate (CAGR) of 5.85 during the 2024 – 2029 period. Initiatives like Make in India, the Electronic Development Fund Policy, and the Production Linked Incentive Scheme have boosted local manufacturing by rationalizing duties and offering subsidies, which are attracting global players. A 46.8% rise in the sale of consumer electronics and appliances was recorded in FY23. The growth of India's consumer electronics market is driven by rising household demand, changing lifestyles, easier access to credit, and increasing disposable income.

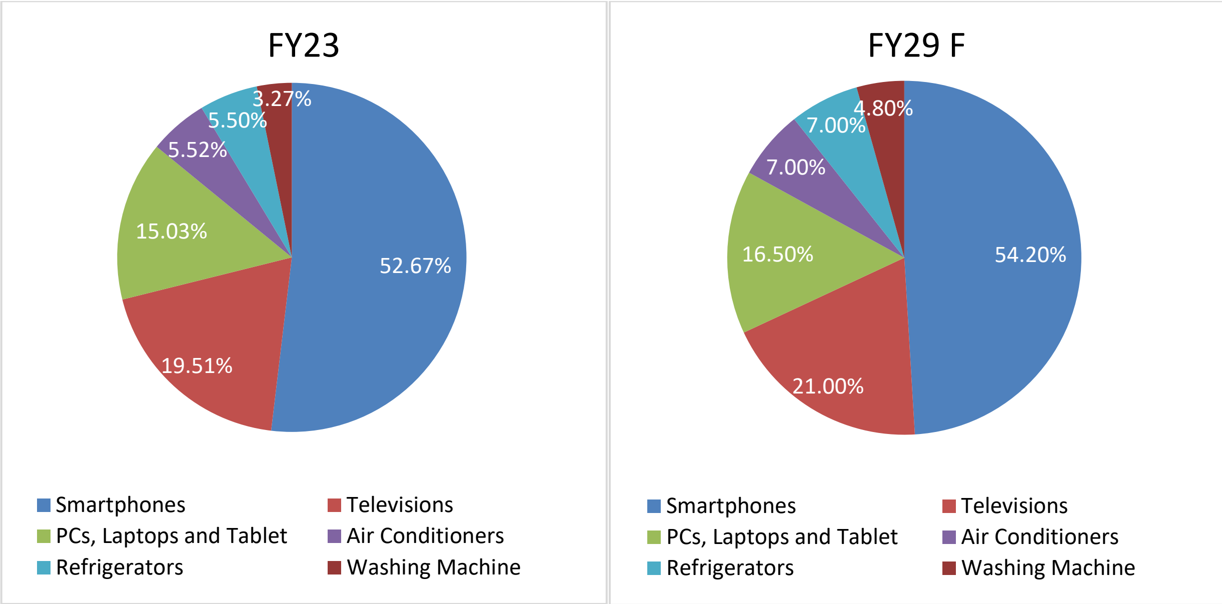
Chart 47: Market Size and Growth Forecast Based on Value (FY22 – FY29F)



Source: NetScribes, EMIS, CareEdge Research

The growth in local manufacturing of electronics such as vibrator motors and charger adapters has led to a decline in the import of these items. Additionally, the rise in domestic consumption of electronics contributed to a reduction in exports of such products during FY23.

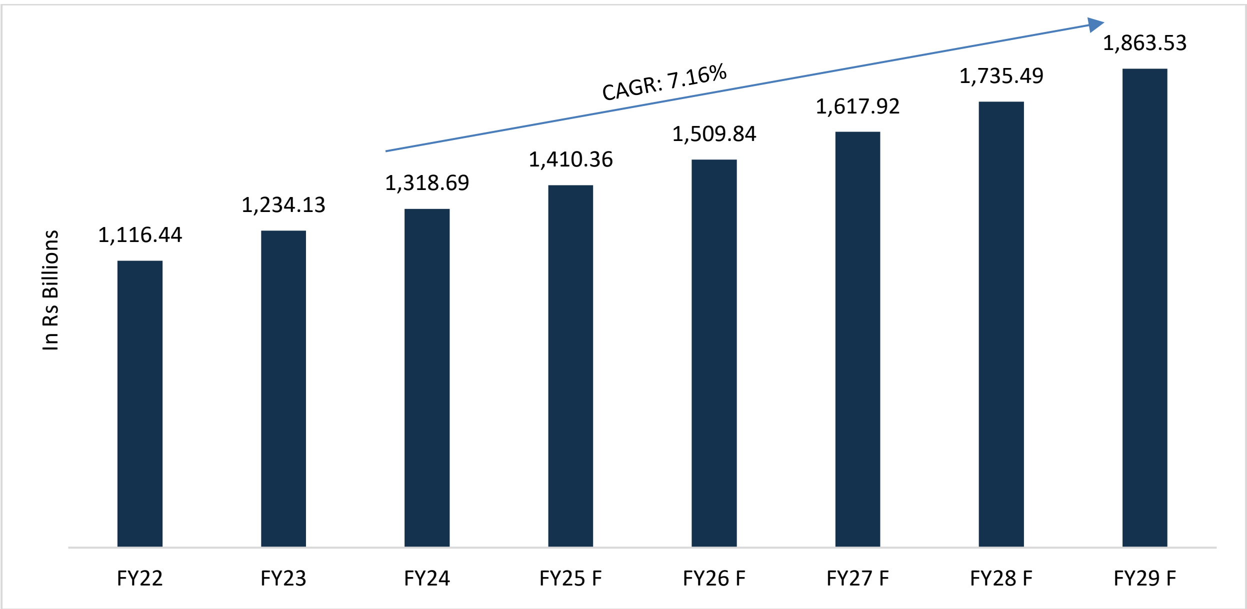
Chart 48:Market Segmentation Based on Product Type (FY23 vs FY29 F)



Source: NetScribes, EMIS, CareEdge Research

Mobile phone production accounts for a sizeable portion of India's consumer electronics manufacturing, making 52.67% of the total in FY23. Segments such as washing machines, refrigerators, and air conditioners are emerging as key growth areas. These sectors are crucial for the overall development of the electronics manufacturing ecosystem in India. Government initiatives like Make in India and Production Linked Incentive (PLI) schemes have played crucial roles in boosting the domestic manufacturing of consumer electronics.

Chart 49: Televisions – Market Size and Growth Forecast (FY24 –FY29 F)



Source: NetScribes, EMIS, CareEdge Research

Consumers are increasingly choosing affordable smart TVs over retrofitting older models that need streaming devices, which are gradually losing favor. While traditional cable and satellite television still hold considerable shares, the rise in the adoption of smart TVs and the easy availability of affordable internet have reshaped content delivery and viewing patterns. The market for Smart TVs is driven by the increasing preference for digital content on OTT platforms. Overall, the key growth factors include frequent e-tailer sales, the launch of new models, and the clearance of older inventory, particularly ahead of festive seasons. In 2024, leading brands such as Xiaomi, Samsung, LG, TCL, and OnePlus dominated the Indian television market, catering to the demand for smart and feature-rich TVs at competitive prices. This trend reflects a broader move towards integrating advanced features and seamless access to OTT platforms into television sets, further boosting market growth.

Figure 4: Winding Wires used in Compressor/Motor of AC's and Refrigerator

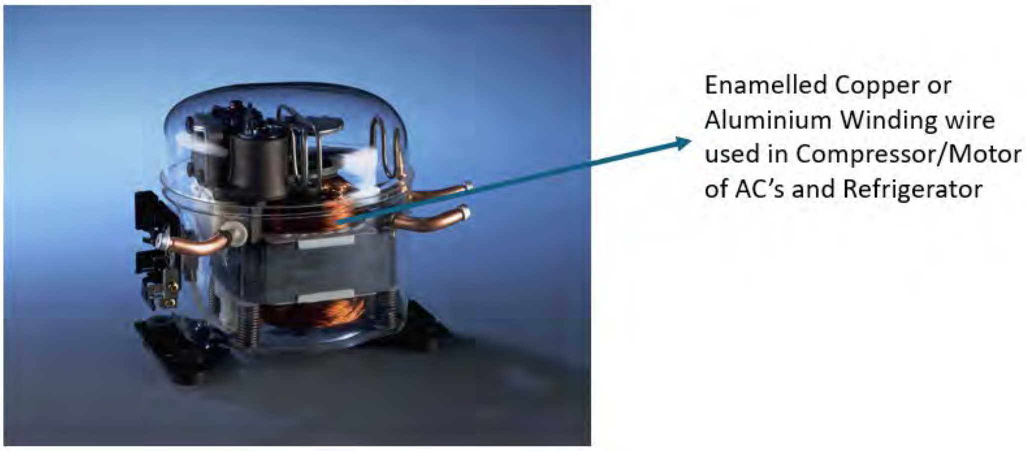
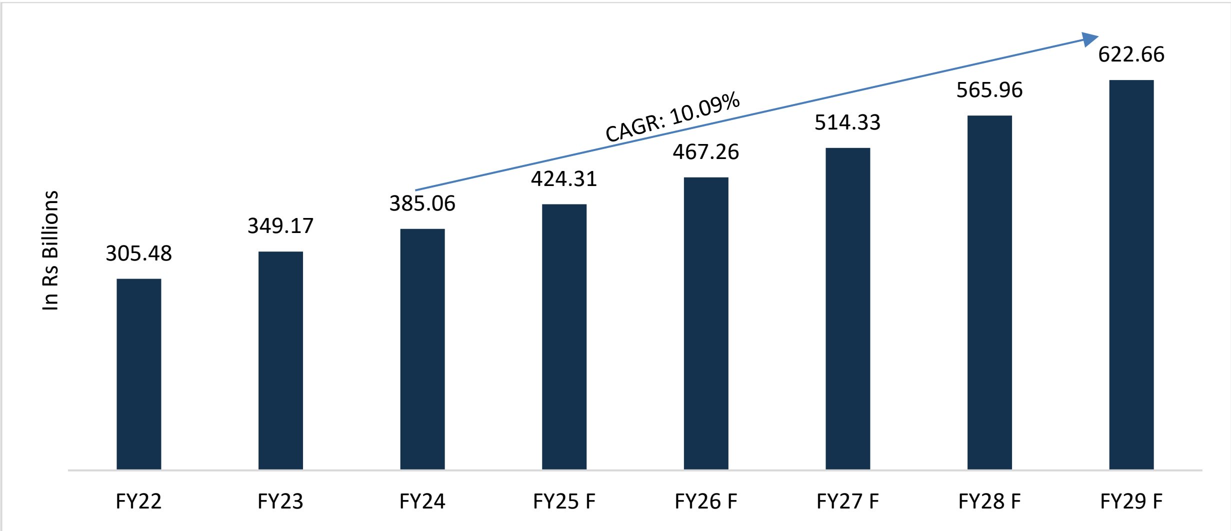


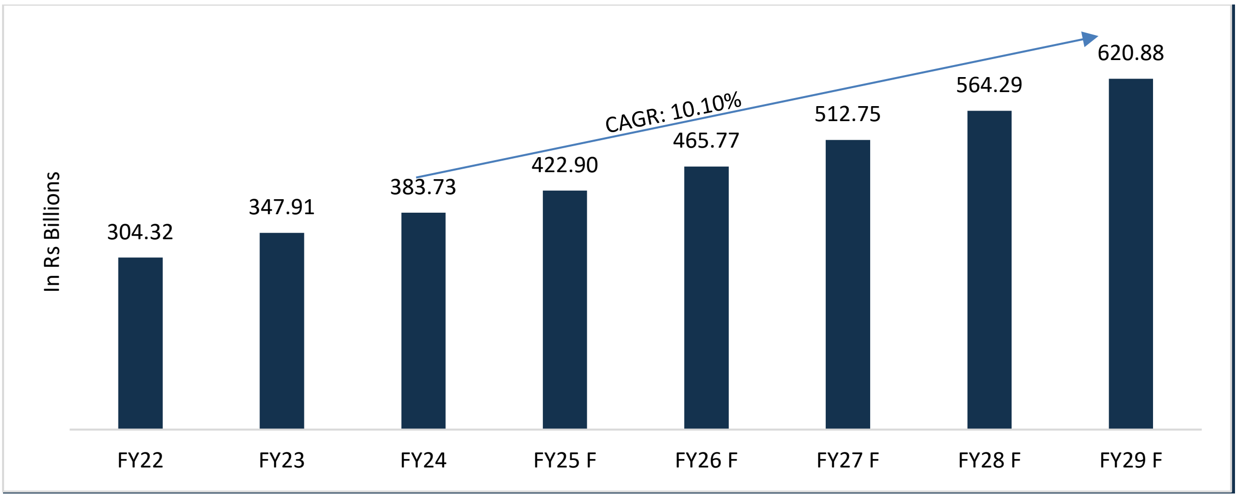
Chart 50: Air Conditioners – Market Size and Growth Forecast (FY24 – FY29 F)



Source: NetScribes, EMIS, CareEdge Research

AC segment in India is poised for intense competition, fueled by rising temperatures during the summer months, increasing disposable incomes, and improved access to financing. Demand for commercial air conditioning is also on the rise, driven by the growing need for comfort and energy-efficient solutions across industries and commercial spaces. notable challenge the industry faces is its heavy reliance on imports, with 65% – 70% of the component value being sourced internationally. This dependency underscores the need for advancements in domestic manufacturing to enhance supply chain resilience and reduce costs. The market's growth trajectory is supported by evolving consumer preferences for sustainable and feature-rich air conditioning solutions, fostering innovation and investments from both domestic and global players.

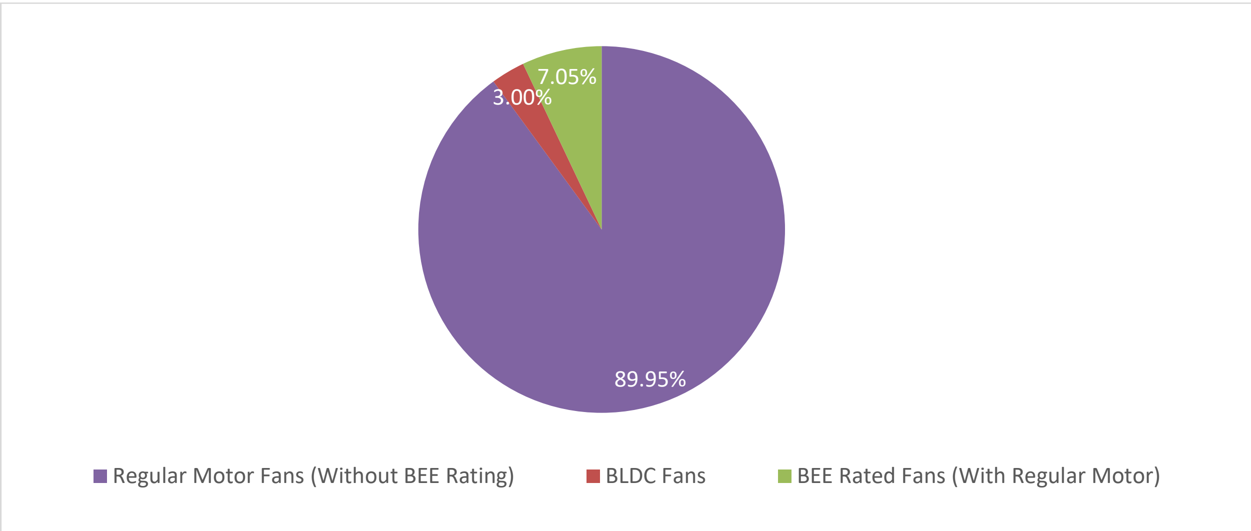
Chart 51: Refrigerators – Market Size and Growth Forecast (FY24 – FY29 F)



Source: NetScribes, EMIS, CareEdge Research

The Indian refrigerator market has evolved from catering to luxury buyers to becoming a necessity, driven by rising disposable incomes and the availability of easy financing options. These factors have contributed significantly to the growth of the market, with a substantial portion of sales taking place in urban areas. An increasing urban population and shifting lifestyles are resulting in the adoption of smart refrigerators, particularly among high-income households. Refrigerators have become an essential appliance for preserving perishable goods, food, and beverages, with demand increasing as consumption of such items rises. Manufacturers are leveraging free delivery services, festive discounts, and promotional offers to attract urban consumers. Additionally, state governments' incentives, including capital subsidies, tax reimbursements, and exemptions on electricity duties, are fostering the expansion of the market.

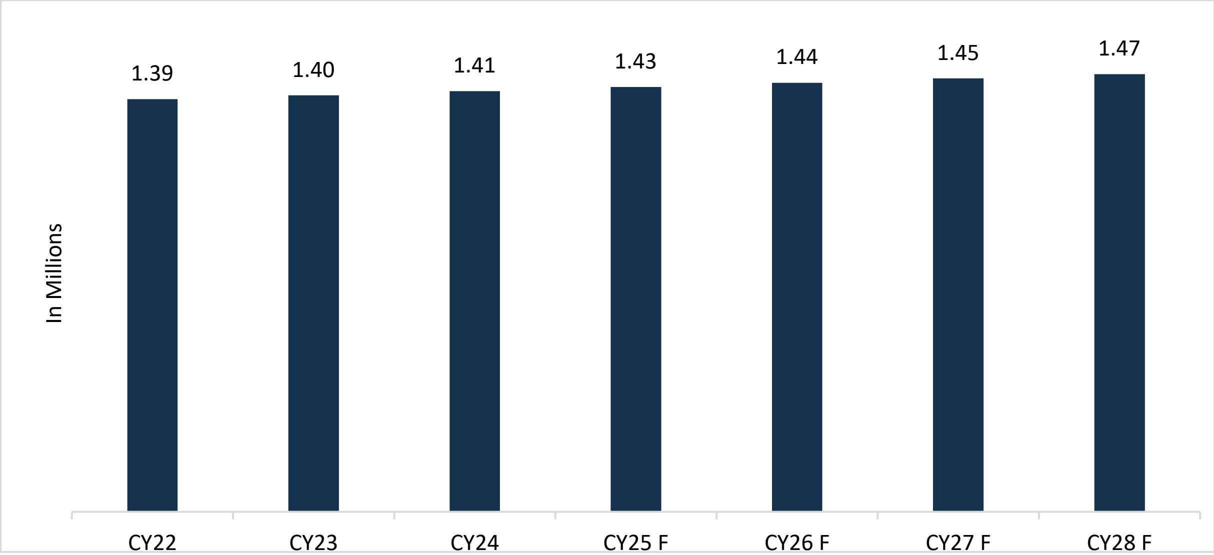
Chart 52:Segment wise market share Ceiling fans (%)



Source: International Copper Association of India

Annual market for fans is 100 million units in India, and ceiling fans account for 70% of it. The types of fans are classified into economy, standard, premium and lifestyle based on price point. The market is dominated by the economy and standard fans. The market for BLDC and BEE-rated fans is increasing in metro and tier 1 cities (75% and 90% respectively) It is yet to capture tier 2 and tier 3 cities/ towns. The BEE Super-Efficient Equipment Program (SEEP) program covers appliances such as ACs, refrigerators, washing machines, fans, etc. under which financial stimulus is provided to manufacturers for introducing energy-efficient appliances. This scheme has pushed new startups and existing OEMs to introduce more BDLC fans, thereby increasing the market penetration.

Chart 53: Volume of Microwaves in India CY23 – CY28 F



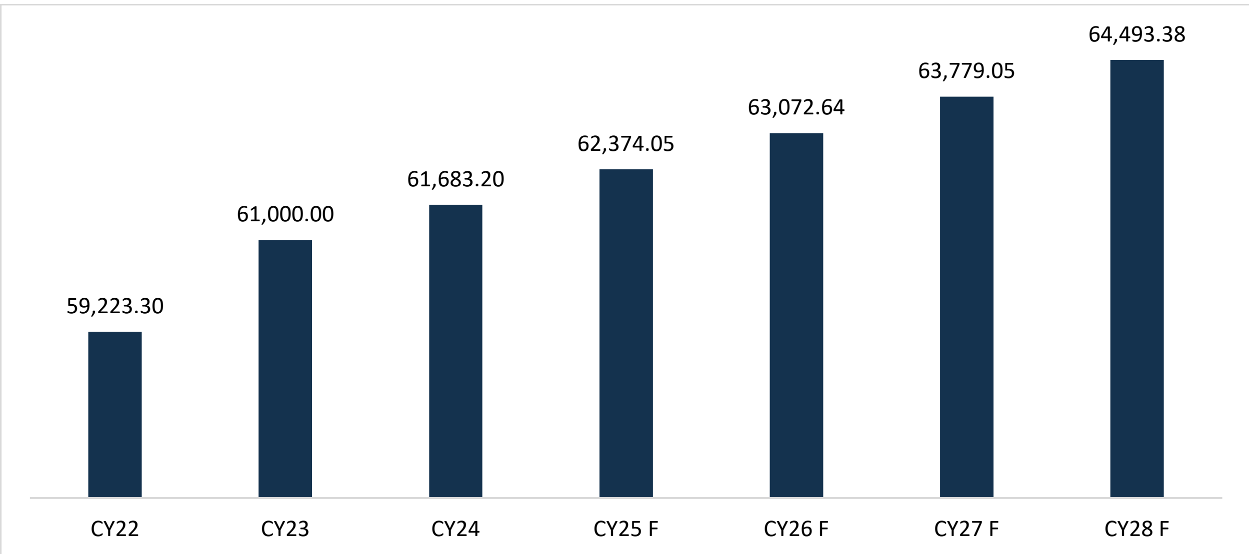
Source: Euromonitor International, EMIS, CareEdge Research

Retail volume sales grow by 0.71% in 2023 to 1.40 million. Freestanding microwaves is the best performing category in 2023, with retail volume sales rising by 1% to 1.40 million. Retail volume sales are set to rise at a CAGR of 1.05% over the to 1.47 million by 2028.

Microwaves in India continued to experience muted demand in 2023, as consumers restricted their expenditure during a period of economic uncertainty. There were several other factors, such as the return of domestic help, reopening of restaurants, growing reliance on takeaway/delivery, and inflationary concerns that also impacted growth of the category.

Indian cuisine relies heavily on the use of LPG stoves (liquid propane gas) or induction on hobs for frying and/or sautéing, for which microwaves remain unsuitable. The easy availability of domestic help and cooks also means that local consumers have access to hot, readymade food, further reducing the need for microwaves. Post-pandemic, as consumers returned to spending greater time outside of the home and the baking/cooking trend eased, the need for microwaves also slowed. Lastly, with inflation impacting the economy, consumers are becoming increasingly cost-conscious and restricting spending on discretionary products that do not add specific value to their lives. The category also faces competition from products such as light fryers and OTG ovens (oven, toaster, grill), that are multi-functional and offered at significantly lower prices.

Chart 54: Retail Volume of Mixers in India CY23 – CY28 F



Source: Euromonitor International, EMIS, CareEdge Research

Among Food Preparation Appliances in India Mixers is the best performing category in 2023, with retail volume sales increasing by 2.98% to 61,000.00. The primary factor anticipated to propel market growth for mixers over the long run is the expanding food processing industry along with rising consumption of bread and dairy food products in developing nations.

3.4.1 Market drivers and of Consumer Electronics sector in India

- **Growing number of Nuclear Families**

  The shift from joint families to nuclear family is a significant driver of the consumer durables market. As more individuals and couples establish independent households, the total number of homes increases, each requiring its own set of essential appliances such as televisions, refrigerators, washing machines, and air conditioners. This trend leads to a rise in multi-unit purchases within extended families and contributes directly to the sustained demand for consumer durables across urban and semi-urban regions.

- **Increase in Per-Capita Income**

  As individuals enjoy greater disposable income, they are more inclined to spend on home improvement and lifestyle-enhancing products. This has led to increased demand not only for basic appliances but also for premium, feature-rich, and energy-efficient models. The willingness to upgrade to smarter, more durable goods reflects a shift in consumer preferences toward quality and convenience, thereby expanding the market across both urban and rural segments.

- **Expansion of Quick Service Restaurants**

  The rapid expansion of Quick Service Restaurants (QSRs) and food delivery platforms is driving the demand of commercial appliances. With the increasing need for high-efficiency, large-capacity equipment to support fast-paced kitchen operations, there is growing demand for commercial-grade appliances such as deep freezers, convection ovens, food processors, and display refrigeration units. As more QSR chains and cloud kitchens continue to scale, this sector is significantly contributing to the demand for durable, high-performance kitchen equipment.

- **Surge in Sales in the Rural Sector**

  Improved availability and affordability of electronic devices, coupled with enhanced infrastructure and connectivity, have made these products more accessible for rural consumers. Additionally, changing lifestyles and preferences, coupled with rising disposable incomes in rural areas, have led to an increased demand for consumer electronics. The expansion of e-commerce services into rural markets has further facilitated the purchase of electronic goods, contributing to the overall surge in sales in the rural sector. Further, there has been increasing demand for smartphones that have improved network connectivity in rural areas, given that the Indian government continues to focus on transitioning to a digital economy where several types of transactions can be conducted using smartphones.

- **Rise of No-cost EMIS and Buy-now-pay-later**

  Buy-now-pay-later and no-cost EMIs play a significant role in purchasing choices. With these payment options, customers can purchase goods and pay later in instalments over time. As a result, the expansion of India's retail industry is driven by the increasing popularity of flexible payment methods. Flipkart Pay Later (by Flipkart), Amazon Pay Later (by Amazon), ePayLater (by ePayLater), ZIP Paylater (by MobiKwik.), Axio mockup (by Axio), Simpl (by One Sigma Technologies Private Ltd.), and LazyPay (by LazyPay.) are a few of the top Buy-Now-Pay Later options in India. The growth of such players is largely driven by low credit card penetration and limited access to formal credit, coupled with a booming e-commerce market in the country.

- **Government Initiatives**

  Make in India & Atmanirbhar Bharat: The government's push for manufacturing electronics locally is reducing import costs, making products more affordable for consumers and fostering domestic production.

  GST and Tax Reforms: Simplified tax structures like GST have made it easier for businesses to operate, which in turn drives the availability of consumer electronics at competitive prices

3.4.2 Key manufacturers for Consumer Electronics in India

Top Consumer Durables manufacturers in India

Samsung India Electronics	LG Electronics India	Sony India	Voltas Limited	Amber Enterprises India Limited	Bajaj Electricals Ltd	Whirlpool of India	Godrej Appliances	Havells India Ltd

3.5 Industrial Motors

3.5.1 Overview

Industrial electric motors are essential machines that convert electrical energy into mechanical energy, driving motion through the interaction between the motor's magnetic field and an electric current. These motors are designed to generate torque, which is applied to the motor's shaft to perform work in various applications. Industrial motors are used in a wide array of industries and sectors, providing reliable power for machinery in agriculture, marine, mining, oil and gas, food production, data centres, healthcare, and more. They are also widely used in general industrial equipment and excel in hazardous environments where safety is critical. There are different types of industrial motors, including DC motors, AC motors, and specialized types like servo motors and linear motors. DC motors are commonly used in small to medium-sized applications due to their simplicity and ease of control, while AC motors, such as induction and synchronous motors, are favoured in industrial settings for handling larger loads and higher speeds. Servo motors, which can be either DC or AC, are used in applications requiring precise control of speed and position. Additionally, linear motors convert electrical energy directly into linear motion instead of rotary motion, useful for specialized applications. These motors can be powered by either direct current (DC), typically from batteries, or alternating current (AC) from sources like power grids, inverters, or generators. Depending on the power source, internal construction, and type of motion, industrial motors are classified to meet the specific demands of their applications, ensuring efficiency, reliability, and safety across a diverse range of industries.

Industrial motors can be of various types:

- **Low Tension Motors (LT):** Low tension (LT) motors operate on lower voltage levels, typically ranging from 230 V to 690 V. These motors are commonly used in applications where the power requirements are relatively modest, such as small machinery, household appliances, and light industrial equipment. LT motors are known for their compact design, cost-effectiveness, and ease of control. They are ideal for operations where the load is not too high, offering reliable performance in a wide range of domestic and industrial applications.

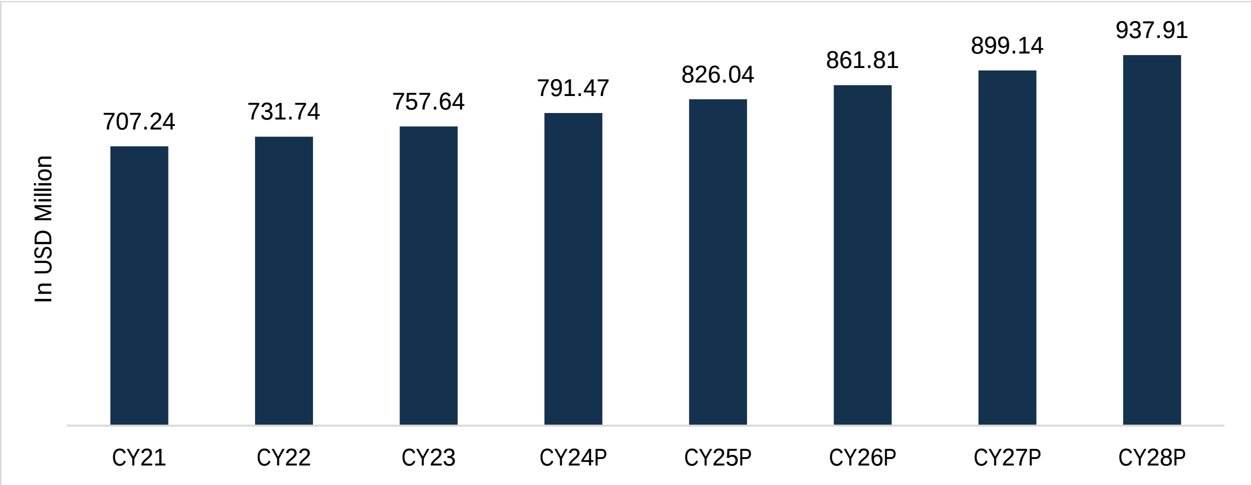
- **High Tension Motors (HT):** High tension (HT) motors are designed to operate at higher voltage levels, typically from 3.3 kV to 11 kV. These motors are used in large-scale industrial applications that require higher power outputs, such as heavy machinery, pumps, compressors, and large-scale manufacturing operations. HT motors are built to handle significant loads and are often used in industries like power generation, mining, and chemical plants. Their robust construction and high efficiency make them essential for high-demand environments where substantial energy is required.

- **Brushless Direct Current (BLDC):** BLDC motors are advanced electric motors powered by direct current (DC) voltage and electronically commutated, unlike conventional DC motors that rely on brushes for commutation. BLDC motors offer several advantages, including higher efficiency, better controllability, and greater durability. They can maintain maximum torque throughout the rotation and deliver precise control over speed and torque, reducing energy consumption and heat generation. These motors are ideal for applications requiring continuous operation, such as in washing machines, air conditioners, and vacuum cleaners. Their low noise and minimal wear make them highly reliable for long-term use in devices like hard disk drives.

3.5.2 Indian Market Size and Outlook

The Industrial motor market grew from USD 707.24 million in CY21 to USD 757.64 million in CY23 growing at a CAGR of 3.50%. It is expected to grow from USD 757.64 million in CY23 to USD 937.91 million in CY28 at a CAGR of 4.36%. The demand for industrial motors, including stepper motors, induction motors, and others, is experiencing notable growth due to the expansion of key sectors like textiles and pharmaceuticals in India. The textile industry, a vital contributor to India's economy, has seen significant growth, driven by rising investments, and government initiatives like "Make in India". This growth is expected to increase the demand for various motors in textile machinery and manufacturing. Similarly, the pharmaceutical industry's expansion, fuelled by increasing exports and domestic production, will drive further demand for motors, particularly stepper motors, in automation and processing applications.

Chart 55: Indian Market Size of Industrial Motors (CY21-CY28)



Source: Mordor Intelligence, EMIS, CareEdge Research; Note: P-Projected

3.5.3 Market Drivers contributing to Growth

- **Industrial Growth and Government Support:**

  India's robust push towards industrial growth has been a major catalyst for the expansion of the industrial motor market. Government initiatives like "Make in India" and "Atmanirbhar Bharat" have focused on enhancing domestic production capabilities, encouraging investments in manufacturing, and reducing reliance on imports. These efforts have not only stimulated the growth of manufacturing sectors but also driven the need for reliable and efficient industrial motors. Applications such as material handling, HVAC systems, and automation have seen a significant rise in demand, as industries aim to modernize their operations and meet the growing expectations for productivity and competitiveness. Furthermore, policies like the "Production Linked Incentive (PLI)" scheme have provided financial incentives for manufacturers to innovate and adopt advanced technologies, further boosting the market for industrial motors.

- **Technological Advancements and Automation:**

  The advent of Industry 4.0 has transformed the industrial landscape, leading to an increased emphasis on automation, digitalization, and smart technologies. Industrial motors are now expected to do more than just provide power; they must integrate seamlessly with automated systems and offer features like IoT connectivity, predictive maintenance, and enhanced energy efficiency. Motors embedded with smart sensors and advanced control systems enable real-time monitoring and diagnostics, ensuring optimized performance and reduced downtime. As industries embrace machine learning and artificial intelligence for process automation, the demand for cutting-edge motor technology continues to grow. Sectors like automotive, consumer electronics, and pharmaceuticals are at the forefront of this transformation, driving the adoption of motors that align with the requirements of automated and intelligent production systems.

- **Energy Efficiency and Sustainability:**

  Sustainability has emerged as a critical factor in industrial operations, with energy efficiency being a key component. Industrial motors are among the largest consumers of electricity in manufacturing processes, making their energy performance a priority. Companies are increasingly adopting energy-efficient motors to reduce operational costs, lower their carbon footprint, and comply with stringent environmental regulations.

In India, government mandates such as the Bureau of Energy Efficiency (BEE) star ratings for motors and energy conservation guidelines have accelerated the transition to more efficient technologies. This trend is further supported by the growing availability of advanced motors designed to deliver high performance while consuming less energy, contributing to long-term cost savings and environmental benefits.

- **Expansion of End-Use Industries and Electric Vehicles (EVs):**

  The growth of end-use industries such as automotive, construction, food and beverage, and mining is playing a pivotal role in driving the demand for industrial motors. These sectors require motors for diverse applications, including material handling, conveyor systems, and automated production lines. Additionally, the electric vehicle (EV) revolution in India has created a new avenue for the industrial motor market. EVs rely on specialized motors that combine efficiency, durability, and advanced control features to meet the evolving demands of manufacturers and consumers. With India's automotive industry increasingly pivoting towards electrification, the demand for these high-performance motors is expected to rise sharply. Similarly, the construction and infrastructure sectors' rapid expansion is fueling the need for motors in heavy machinery and building systems, further contributing to market growth.

3.5.4 Key manufacturers in this segment

Top Industrial Motors manufacturers in India

ABB India	CG Power and Industrial Solutions	Siemens India	Bharat Heavy Electrical Limited (BHEL)	Kirloskar Electric

3.6 Diesel Generator (DG) Sets

3.6.1 Overview

A Diesel Genset (Diesel Generator Set) is a power generation system that converts diesel fuel into electricity using a combination of a diesel engine and an alternator. It is widely used as a backup power source in critical sectors like hospitals, data centers, and industries to ensure continuous operations during grid failures. In remote locations or off-grid areas, diesel gensets serve as primary power sources, providing electricity where the main grid is unavailable. They also support power grids by managing peak loads during high-demand periods and play a crucial role in emergency and disaster relief operations. There are different types of industrial motors, including Standby Generators, Prime Generators and Continuous Generators. Standby generators are backup power generators that automatically activate during grid failures, whereas Prime generators are designed for regular use to supply electricity in areas with unreliable grid power. On the other hand, Continuous generators are used for constant power supply in off-grid locations, industrial sites, and remote areas. These DG sets are generally categorized based on their power rating, which determines their capacity and application. Low power gensets, 5kVA - 75kVA are commonly used for residential backup, small businesses, and telecom towers, ensuring uninterrupted power supply during outages. The 76kVA – 375kVA, are suited for mid-sized commercial buildings, hospitals, hotels, and small industrial facilities that require stable electricity for critical operations. Whereas, 376kVA – 750kVA cater to large-scale industries, data centers, and infrastructure projects, providing reliable backup or prime power solutions. For heavy duty applications, 750kVA – 1MW gensets are utilized in power plants, large industrial complexes, mining sites, and major infrastructure projects, offering continuous power for high-load demands.

Figure 5: Magnet Winding wires used in Alternators in DG sets

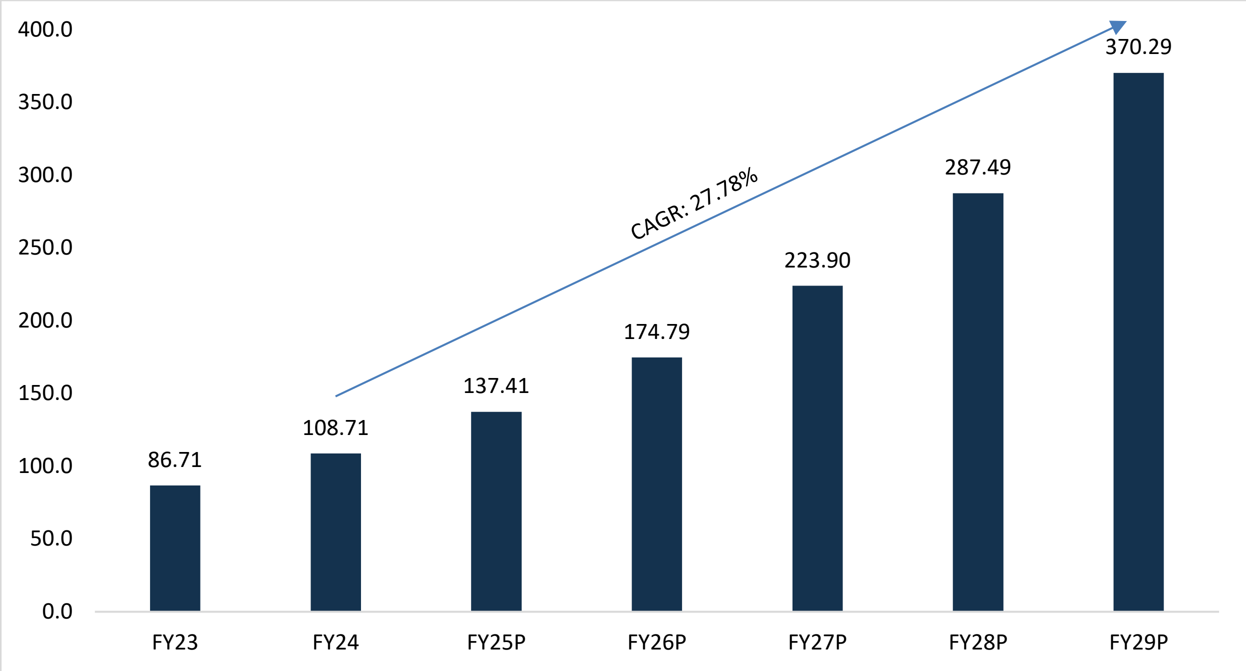
3.6.2 Indian Market Size and Outlook

The diesel generator market in India is witnessing significant growth, with market size expected to rise from Rs. 86.71 billion in FY23 to Rs. 370.29 billion in FY29, reflecting a robust expansion driven by key structural and economic factors. The primary drivers of this growth include unreliable power supply, rapid industrialization, and increasing demand for backup power solutions across various sectors. The frequent power outages and load shedding, particularly in rural and semi-urban areas with underdeveloped energy infrastructure, continue to fuel the adoption of diesel generators. Businesses, residential complexes, hospitals, and critical infrastructure facilities rely on these gensets to ensure uninterrupted operations during grid failures and peak load periods.

Additionally, regulatory and technological advancements are shaping the market dynamics. Stricter emission norms and growing environmental concerns are driving manufacturers to invest in cleaner and more efficient diesel generator technologies. Innovations aimed at minimizing emissions and improving diesel engine efficiency are becoming a strategic focus. Furthermore, the integration of hybrid systems that combine diesel generators with renewable energy sources, such as solar and wind power, is gaining traction. These hybrid solutions help reduce dependency on fossil fuels and align with sustainability objectives.

As a result, the Indian diesel generator market is expected to experience sustained growth, with increasing investments in eco-friendly technologies and a rising demand for reliable power backup solutions across commercial, industrial, and residential sectors.

Chart 56: Market Size of Diesel Generators in India (Rs. Billion)



Source: Netscribes, EMIS, CareEdge Research

3.6.3 Market Drivers contributing to Growth

- **Rapid Urbanization and Infrastructure Development**

  India is witnessing accelerated urbanization, leading to a growing demand for robust infrastructure to support the expanding population. This rapid development is significantly contributing to the growth of the diesel generator (DG) market, as reliable power solutions become essential for both construction activities and operational needs. The increasing number of residential complexes, malls, IT parks, and smart cities requires a stable power backup system, particularly in regions where grid electricity remains inconsistent or insufficient. Diesel gensets play a crucial role in ensuring uninterrupted power supply during construction phases and in the continued operation of such developments. Government-led initiatives such as the Smart Cities Mission and metro rail projects have further boosted demand for high-capacity gensets, making them indispensable in large-scale urban projects. With urban areas in India expanding at an estimated rate of 2.3% annually (UN World Urbanization Prospects, 2024), the reliance on diesel gensets is expected to continue rising.

- **Expansion of the Manufacturing sector**

  India's manufacturing sector is experiencing rapid expansion, driven by government initiatives such as 'Make in India' and the rising global demand for Indian exports. Industries including automotive, textiles, and pharmaceuticals require continuous and reliable power to sustain productivity, ensure equipment integrity, and prevent operational disruptions caused by power failures. Diesel gensets play a critical role in mitigating grid instability and load-shedding issues, which can significantly impact manufacturing processes. As industrial power demand rises, leading genset manufacturers in India have stepped up to meet these needs by providing high-capacity and fuel-efficient diesel generators tailored for industrial applications. Beyond reliability, modern diesel gensets now comply with stringent emission norms, making them a sustainable energy solution for industries transitioning toward greener operations.

- **Growth of the Telecom sector**

  The telecom sector in India is expanding rapidly, fueled by increasing internet penetration and the nationwide rollout of 5G networks. As telecom operators extend their reach, ensuring uninterrupted power supply to telecom towers, particularly in rural and remote areas, has become a priority to maintain seamless connectivity. Diesel gensets play a crucial role in powering telecom infrastructure, serving as primary backup power sources in locations where grid electricity is unreliable or unavailable. The demand for gensets has grown significantly, with the 3.84% rise in telecom towers in 2024 (Department of Telecommunications). These installations require efficient and reliable power backup solutions to prevent service disruptions.

Leading industry players like Kirloskar Oil Engines Limited (KOEL) have developed specialized gensets tailored for telecom applications, featuring low noise levels, compact designs, and high fuel efficiency. These gensets are essential for ensuring uninterrupted connectivity, which is critical for industries such as e-commerce, healthcare, and IT, all of which depend on a stable telecom network.

- **Unreliable Grid Power Supply in Rural Areas**

  Despite significant progress in rural electrification, many parts of India continue to face unreliable grid power supply, with frequent power outages disrupting daily life and economic activities. This inconsistency affects households, agricultural operations, and small businesses, making diesel gensets a critical alternative for ensuring steady energy availability. Diesel gensets are widely used in rural areas to power irrigation systems, small-scale industries, and essential services such as schools and health centers. In the agricultural sector, gensets play a crucial role in running water pumps during power failures, ensuring farmers can maintain irrigation schedules without relying solely on the grid. Additionally, government schemes like the Deen Dayal Upadhyaya Gram Jyoti Yojana, which aims to improve rural power infrastructure, are indirectly supporting the growth of the diesel generator market by promoting rural electrification and development.

3.6.4 Key manufacturers in this segment

DG sets manufacturers in India

Ashok Leyland Limited	Bajaj Electricals Limited	Cummins India Limited	Greaves Cotton Limited	Kirloskar Oil Engines Limited	L&T Power Systems Limited	CSH Power Himoinsa Private Limited	Jakson Group

4. Competitive Benchmarking

4.1 Magnet Winding Wires Players

4.1.1 KSH International Limited

- **Year of Incorporation:** 1979
- **Headquarters:** Pune, India
- **Description:** KSH International Limited is one of the leading manufacturers for Paper insulated copper conductors (PICC) or Paper Insulated Winding wires, Continuously Transposed Conductors (CTC) and Round and Rectangular Enamelled winding wires in India and supplies its products both locally and internationally to global large equipment OEMs. Kushal S Hegde promotes the company. KSH has three manufacturing plants near Mumbai and Pune – Maharashtra - India
- **Production Capacity:** 28,436 MT
- **Expansion Plan:** The company plans to expand its capacity by 30,000 MT in next two years, reaching a total capacity of 59,045 MT by end of Q4 FY27.
- **No of Manufacturing Facilities:** 3
- **Key Products Manufactured:** Paper Insulated Round/Rectangular Copper/Aluminium Winding wire, Tape Insulated Round/Rectangular Copper Winding wire (Nomex, Mica, Kapton), Enamel Insulated Round/Rectangular Copper/Aluminium Winding wire, CTCs, Bunched Paper Insulated Rectangular Copper Winding wire, Bare Round/Rectangular Copper/Aluminium Winding wire
- **Exporting Revenue:** Rs. 4,863.35 million in FY24 (35.17% of Revenue)
- **Exporting Countries:** USA, Germany, Hungary, Romania, Japan, Saudi Arabia, Kuwait, Dubai, Abu Dhabi, Oman, Bangladesh, Brazil, Malaysia, Sri Lanka etc.

4.1.2 Precision Wires India Limited (PWIL)

- **Year of Incorporation:** 1989
- **Headquarters:** Prabhadevi, Mumbai, India
- **Description:** PWIL produces products that are essential for both rotating and static electrical equipment. It operates manufacturing facilities in Silvassa, Dadra Nagar Haveli, and Palej, Gujarat. PWIL serves various industries, including power, automotive, consumer durables, transformers, and construction. It is one of the largest producers of Winding Wires in South Asia. Their major clients include CG Power and Industrial Solutions, Lucas TVS Ltd, Highly Electrical Appliances Ltd, and Mitsuba India Private Limited.
- **Production Capacity:** 48,000 MTPA
- **Expansion Plan:** On 8th February 2024, the company announced a new 6000 MTPA expansion/modernization project for various Winding Wires for FY 2024-25, estimated at Rs. 63 crores with equipment orders in progress. The company is expected to increase its capacity to ~60,000 MT by Q2 FY27
- **No of Manufacturing Facilities:** 4
- **Key Products Manufactured:** Copper winding wires, Continuously Transposed Conductors (CTC), and Paper Insulated Copper Conductors (PICC), Submersible Winding Wire
- **Exporting Revenue:** Exports for FY24 Rs. 3,810.99 million (11.54% of Revenue)
- **Exporting Countries:** 20

4.1.3 Ram Ratna Wires Ltd

- **Year of Incorporation:** 1992
- **Headquarters:** Worli, Mumbai, India
- **Description:** Ram Ratna Wires Limited is a prominent manufacturer of winding wires, especially enamelled copper wires. Its manufacturing facilities are located in Silvassa, Dadra and Nagar Haveli, and Daman and Diu. The company offers enamelled copper wires from 18 microns to 4.876 mm. Their key clients include FCC Clutch, Taco Prestolite (Tata Group), and Honda Motors. The company also serves industries such as power, automotive, consumer durables, transformers, and construction, supplying 70-75% of its products to large OEMs.
- **Production Capacity:** 45,222 MT
- **Expansion Plan:** The company is establishing a 24,000 MTPA copper tube manufacturing plant in Bhiwadi, Rajasthan, expected to be fully operational by Q3 FY25. Additionally, its subsidiary, Epavo Electricals, is setting up a new facility for Brushless DC motors
- **No of Manufacturing Facilities:** 3
- **Key Products Manufactured:** Aluminium wires and strips, Submersible winding wires, Fiberglass-covered copper and aluminium strips, and Paper-covered round wires
- **Exporting Revenue:** Rs. 2,713.02 million in FY24 (9.09% of Revenue)
- **Exporting Countries:** -

4.1.4 Vidya Wires Limited

- **Year of Incorporation:** 1982
- **Headquarters:** Gujarat, India
- **Description:** Vidya Wires Limited is an Indian manufacturer specializing in insulated copper and aluminium winding wires and strips. The company caters to various OEM manufacturers across different sectors and is

recognized as one of the prominent exporters of these products. Vidya Wires operates two manufacturing facilities, located in Anand and Dadra.

- **Production Capacity:** 19,380 MT
- **Expansion Plan:** - The company is planning to increase their capacity in various products with another 18,000 MT at Narsanda, District Nadiad, Gujarat.
- **No of Manufacturing Facilities:** 3
- **Key Products Manufactured:** Enameled Copper Winding Wires, Enameled Copper Rectangular Strips, Fibre Glass Covered Copper/Aluminium Conductors, Paper Insulated Copper/ Aluminium Conductors (Rectangular & Round), Twin/Triple Bunched Paper Insulated Copper Strips, Cotton Covered Ropes, PV Ribbon (Rectangular Strips)/ PV Bus Bar, Copper Busbar, Bare Copper Strips/Flat Conductor, Soudronic / Bare Copper Wires, and Bunched Copper Ropes / Earthing Cables
- **Exporting Revenue:** Rs 1,617.89 million in FY24 (13.64% of Revenue)
- **Exporting Countries:** US, Canada, Europe, Middle East, and South East Asia

4.1.5 SH Haryana Wires Ltd

- **Year of Incorporation:** 1981
- **Headquarters:** New Delhi
- **Description:** Incorporated in 1981 and formerly known as Haryana Insulated Wire Ltd, SH Haryana Wires Limited specializes in the production of enameled copper and aluminium wires. The company operates two manufacturing facilities, one in Haryana and the other in Telangana.
- **Production Capacity:** 11,000 MT
- **Expansion Plan:** -
- **No of Manufacturing Facilities:** 2
- **Key Products Manufactured:** Enameled copper wire and enameled aluminium wire.
- **Exporting Revenue:** N.A.
- **Exporting Countries:** N.A.

4.1.6 Asta India Private Limited

- **Year of Incorporation:** 2005
- **Headquarters:** Vadodara, Gujarat
- **Description:** Asta India Private Limited (AIPL) is a prominent player in the energy and power industry, incorporated in 2005. It is part of ASTA Energy Solution AG, headquartered in Austria. ASTA ETC has a global presence in the field of Copper and Copper products and specializes in manufacturing Continuously Transposed Conductors (CTC) for large power transformers located in Vadodara, Gujarat.
- **Production Capacity:** 6344 MT as on FY23
- **Expansion Plan:** -
- **No of Manufacturing Facilities:** 1
- **Key Products Manufactured:** Continuously Transposed Conductors (CTC) and Paper insulated copper conductors (PICC)
- **Exporting Revenue:** N.A.

- **Exporting Countries:** N.A.

4.2 Diversified Wires and Cables Players

While there are other companies operating within the broader wire and cable industry, such as Apar Industries and KEI Industries, their primary focus remains on cables, with a comparatively smaller presence in the magnet winding wire segment, hence they are included separately in our analysis and presentation in this report.

4.2.1 Apar Industries Ltd

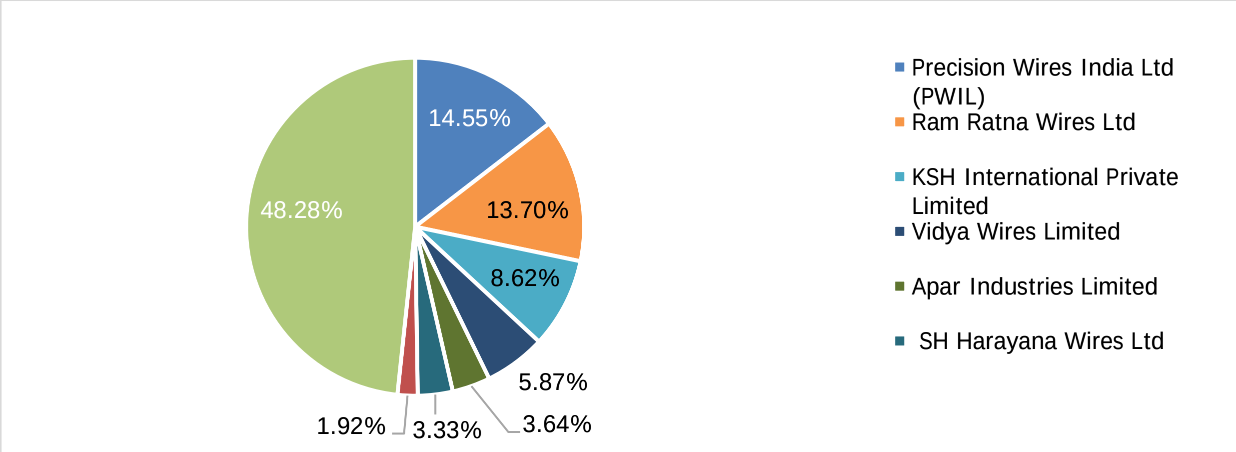
- **Year of Incorporation:** 1958
- **Headquarters:** Chembur, Mumbai, India
- **Description:** Apar industries founded by Mr. Dharmsinh D. Desai is one of the major Indian players with a global presence. Apar pioneers' solutions like HEC reconductoring and live line installation with OPGW. Apar serves various industries, including railways, renewable energy, defence, mining, transformers, nuclear, industrial, motors and generators, power transmission and distribution, shipping, telecommunications, and data communication. As of FY24, it has manufacturing facilities at Rabale (Maharashtra), Silvassa, Athola and Rakholi (Dadra and Nagar Haveli), Umbergaon and Khatalwad (Gujarat), Jharsugoda and Lapanga (Orissa), and Hamriyah (Sharjah).
- **Production Capacity:** 12,000 MT for CTC/PICC conductors
- **Expansion Plan**: The company plans to expand its annual production capacity for CTC by Q3 FY26. Post the expansion, capacity will be 20,490.
- **No of Manufacturing Facilities:** 10
- **Key Products Manufactured:** Power transmission cables, Conductors, Transformer and Specialty Oils (TSO), and Power/Telecom Cables
- **Exporting Revenue:** Export revenues were Rs. 72,762.90 million in FY24 (45.05% of overall revenues)
- **Exporting Countries:** 140+ countries, with a focus on Southeast Asia, Middle East, Africa & South America

4.2.2 KEI Industries

- **Year of Incorporation:** 1968
- **Headquarters:** New Delhi, India
- **Description:** KEI Industries Ltd manufactures power cables, serving both retail and institutional markets. They also provide Engineering, Procurement, and Construction (EPC) services for GIS and AIS substations, power transmission and distribution systems, and railway electrification. They cater to sectors like power, oil refineries, and railways, with major clients including HSBC and Infosys.
- **Production Capacity:** 18,18,400 kms for winding, flexible and house wires
- **Expansion Plan:** The company is planning spend around Rs. 1,100-1,200 crores on greenfield project in Sanand, Gujarat
- **No of Manufacturing Facilities:** 8
- **Key Products Manufactured:** Extra-High Voltage (EHV), Medium Voltage (MV), and Low Voltage (LV) power cables, Control cables, House wire, Communication cables, Instrumentation cables, Solar cables, Rubber cables, Single Core / Multicore Flexible Cables, Thermocouple Extension/Compensating, Fire Survival / Resistant Cables, Marine & Offshore Cables, Winding Wires, and Stainless-Steel Wires
- **Exporting Revenue:** Exports for the FY24 Rs. 10,970 million (13.54% of the overall sales)
- **Exporting Countries:** 60+

4.3 Operational Benchmarking of Key players

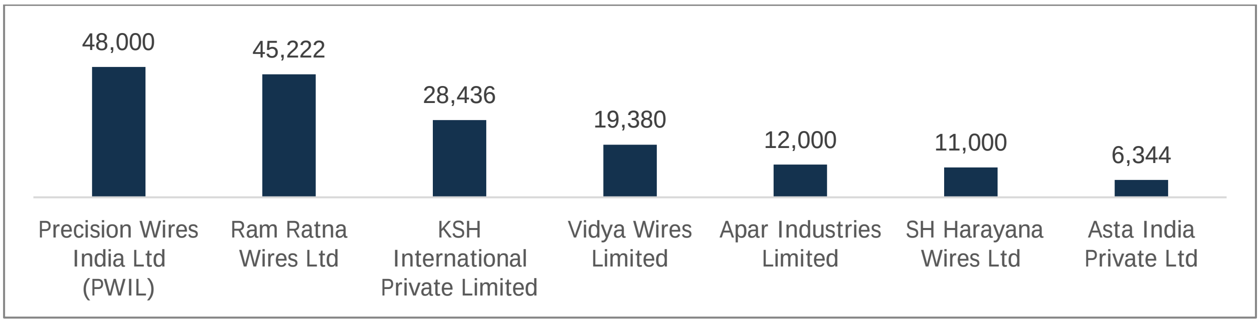
Chart 57: Magnet Winding Wires Industry Market Size in FY24 (Production in volume) – 3,30,000 MTPA



Source: Industry sources
Note – Asta India Private Limited figure is as of FY23

The Indian magnet winding wire market is around 3.30 lakh MT, with the above mentioned eight companies collectively holding a 51.63% market share. Precision Wires India Ltd (PWIL) leads the market with a 14.55% share, followed by Ram Ratna Wires Ltd at 13.70%. KSH International Limited holds an 8.62% share, while Vidya Wires Limited accounts for 5.87%. Apar Industries and SH Haryana Wires Limited holds 3.64% and 3.33% share respectively, while Asta India Private Limited accounts for 1.92% share. The remaining 48.28% of the market, or 1.59 lakh MT, is held by various other companies.

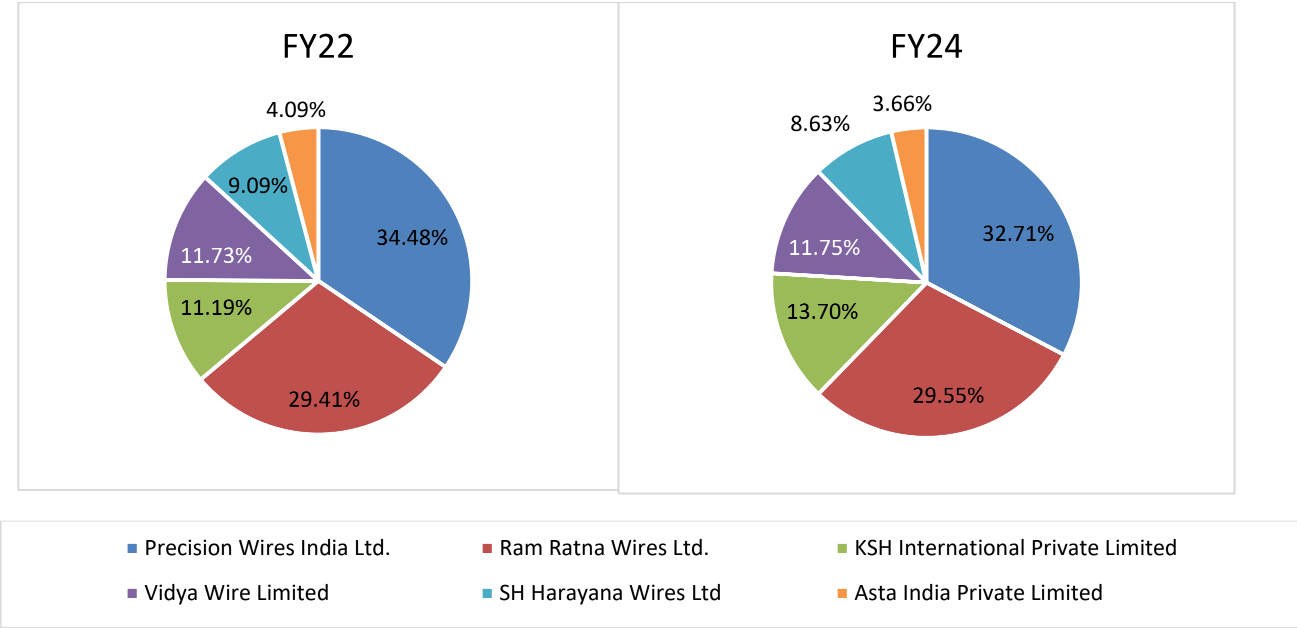
Chart 58: Production Capacity in FY24 (In Metric Tonne)



Source: Company's disclosures
Note – Asta India Private Limited figure is as of FY23

KSH International Limited has established itself as one of the prominent players in the magnet winding wire industry, with a production capacity of 28,436 MT for FY24. Within the industry, Precision Wires India Ltd (PWIL) holds the top position with the highest capacity of 48,000 MT, followed by Ram Ratna Wires Ltd at 45,222 MT. KSH International ranks third among the industry, ahead of Vidya Wires Limited with 19,380 MT, Apar industries with 12,000 MT, SH Haryana Wires Limited at 11,000 MT, and Asta India Private Limited at 6,344 MT.

Chart 59: Market Share of Magnet Winding Wire Peers by Revenue



Source: Company's disclosures

Based on the revenue of above-mentioned magnet winding wires players, Precision Wires India Ltd and Ram Ratna Wires Ltd continues to lead the market despite dip in share in FY24. On other hand, KSH International Limited has gained share in the market from 11.19% to 13.70%.

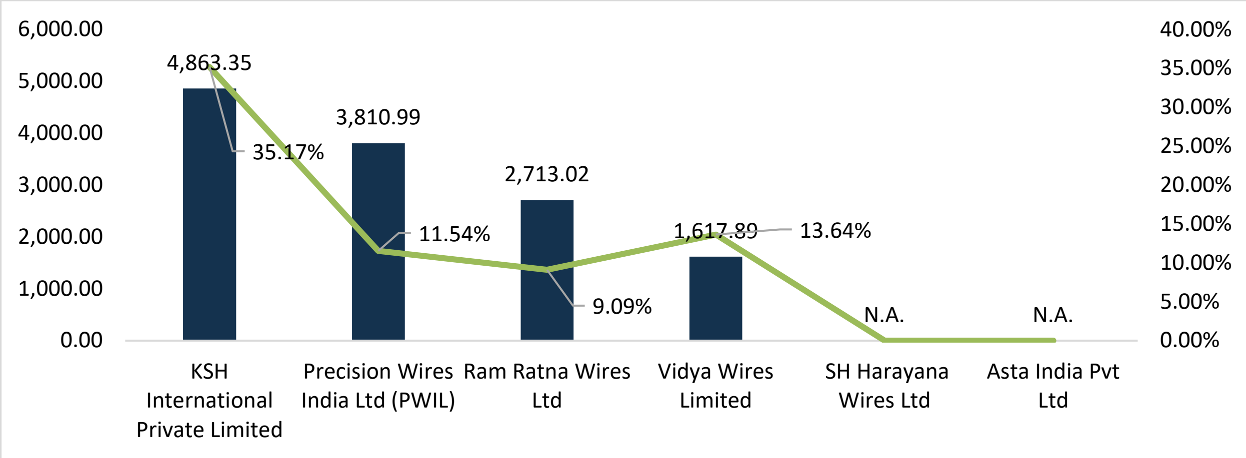
Table 19: Peer Comparison – Operational and Financial Parameters for FY24 (In Rs. Million)

Sr No	Name of the Company	Location	Backward Integration?	Production Capacity (MT)	Capacity Utilization (%)	Revenue	EBITDA	PAT
1	KSH International Limited	Pune	No	28,436	77%	13,828.15	714.63	373.50
Key Magnet Winding Wire Market Peers								
2	Precision Wires India Ltd (PWIL)	Mumbai	No	48,000	86%	33,016.91	1,340.23	728.54
3	Ram Ratna Wires Ltd	Mumbai	No	45,222	85%	29,832.48	1,193.00	546.17
Unlisted Magnet Winding Wire Market Peers								
4	Vidya Wires Limited	Gujarat	Yes	19,380	80%	11,860.73	455.15	256.93
5	SH Harayana Wires Ltd	New Delhi	No	11,000	N.A.	8,714.19	154.41	69.26
6	Asta India Pvt Ltd	Gujarat	No	6,344	N.A.	3,690.70	137.43	(52.01)
Diversified Wires and Cables Market Players								
7	Apar Industries	Mumbai	Yes	12,000	59%	1,61,529.80	15,270.80	8,251.20
8	KEI Industries	New Delhi	No	1818400 kms	Over 90%	81,040.80	8,373.32	5,807.33

Source: Company's disclosures
Note – Asta India Private Limited Production capacity figure is as of FY23 and KEI Industries provides capacity data in kms
** implies Apar Industries production capacity for magnet winding wire segments*

Based on the available data related to Magnet Winding Wire Market players, KSH International Limited ranks third in terms of Sales, EBITDA and PAT. Precision Wires India Ltd (PWIL) leads with sales of Rs. 33,016.91 million, EBITDA of Rs. 1,340.23 million, and PAT of Rs. 728.54 million. It is followed by Ram Ratna Wires Ltd in second place, with Vidya Wires Limited, SH Haryana Wires Ltd, and Asta India Private Ltd (which is seventh in the industry).

Chart 60: Export Revenue of Magnet Winding Wires Peers for FY24 (In Rs. Million)



Source: Company Annual Reports

Based on the export revenue of above-mentioned magnet winding wires players, KSH International Limited emerges as the largest exporter with Rs. 4,863.35 million, while Precision Wires India Ltd ranks second with Rs. 3,810.99 million. It is followed by Ram Ratna Wires Ltd with Rs. 2,713.02 million and Vidya Wires Limited with Rs. 1,617.89 million. On the other hand, SH Haryana Wires Ltd, and Asta India Pvt Ltd have no reported export revenue, indicating their focus on the domestic market.

Table 20: Capacity Expansion Plans

Company	Capacity Expansion Plans
KSH International Limited	The company plans to expand its capacity by 30,000 MT in next two years in Supa, Maharashtra, which is within a 250 kms radius to several other companies such as CG Power, Siemens, Toyota Kirloskar, Ather Energy etc. are expanding their own capacities.
Precision Wires India Ltd (PWIL)	The company announced a new 6000 MTPA expansion/modernization project for various Winding Wires for FY 2024-25, estimated at Rs. 63 crores with equipment orders in progress. The company is expected to increase its capacity to ~60,000 MT by Q2 FY27.
Ram Ratna Wires Ltd	The company is establishing a 24,000 MTPA copper tube manufacturing plant in Bhiwadi, Rajasthan, expected to be fully operational by FY25.
Vidya Wires Limited	The company is planning to increase their capacity in various winding wire product and copper components with another 18,000 MT at Narsanda, Gujarat.
SH Harayana Wires Ltd	-
Asta India Pvt Ltd	-
Apar Industries	The company plans to expand its annual production capacity for CTC by Q3 FY26. Post the expansion, capacity will be 20,490 MT.
KEI Industries	The company is planning spend around Rs. 1,100-1,200 crores on greenfield project in Sanand, Gujarat.

Source: Industry Sources, "- "implies data not available

Table 21: Comparison of Production Capacity

Company Name	Production Capacity (MT)			
	FY22	FY23	FY24	9MFY25
KSH International Limited	23,729	25,265	28,436	29,045
Key Magnet Winding Wire Market Peers				
Precision Wires India Ltd	39,400	39,400	48,000	N.A.
Ram Ratna Wires Ltd	N.A.	N.A.	45,222	N.A.
Unlisted Magnet Winding Wire Market Peers				
Vidya Wire Limited	18,460	19,080	19,380	N.A.
SH Harayana Wires Ltd	N.A.	N.A.	11,000	N.A.
Asta India Private Limited	N.A.	6,344	N.A.	N.A.
Diversified Wires and Cables Market Players				
Apar Industries Ltd*	1,80,000	1,80,000	2,10,000	N.A.
KEI Industries Limited	N.A.	13,32,000 kms	18,18,400 kms	N.A.

Source: Company's disclosures
Note –KEI Industries provides capacity data in kms
** implies Apar Industries production capacity for conductor segment*

Table 22: Comparison of Sales Volume and Volume Growth

Company Name	Sales Volume (MT)				Volume Growth (%)		
	FY22	FY23	FY24	9MFY25	FY23	FY24	9MFY25
KSH International Limited	15,766	17,645	21,495	17,424	11.92%	21.82%	8.08%
Key Magnet Winding Wire Market Peers							
Precision Wires India Ltd	N.A.	N.A.	~39,188	N.A.	N.A.	N.A.	N.A.
Ram Ratna Wires Ltd	N.A.	30,237	34,003	26,746	N.A.	12.45%	4.88%
Unlisted Magnet Winding Wire Market Peers							
Vidya Wire Limited	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
SH Harayana Wires Ltd	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Asta India Private Limited	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Diversified Wires and Cables Market Players							
Apar Industries Ltd.	1,07,357	1,60,131	2,06,633	N.A.	49.16%	29.04%	N.A.
KEI Industries Limited	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Source: Company's disclosures, CareEdge Research

Table 23: Comparison of Export Revenue

Company Name	Export Revenue (Rs. Million)			
	FY22	FY23	FY24	9MFY25
KSH International Limited	3,094.16	4,110.36	4,863.35	4,586.95
Key Magnet Winding Wire Market Peers				
Precision Wires India Ltd	1,824.78	3,085.51	3,810.99	N.A.
Ram Ratna Wires Ltd	1,986.04	2,148.13	2,713.02	N.A.
Unlisted Magnet Winding Wire Market Peers				
Vidya Wire Limited	1,343.14	1,867.17	1,617.89	N.A.
SH Harayana Wires Ltd	N.A.	N.A.	N.A.	N.A.
Asta India Private Limited	N.A.	N.A.	N.A.	N.A.
Diversified Wires and Cables Market Players				
Apar Industries Ltd.	36,079.50	69,340.70	72,762.90	N.A.
KEI Industries Limited	5,850.00	6,930.00	10,970.00	N.A.

Source: Company's disclosures

Table 24: Product Company Mapping

Products Offered	KSH International Limited	Precision Wires India Ltd	Ram Ratna Wires Ltd	Vidya Wires Limited	SH Haryana Wires Ltd	Asta India Pvt Ltd	Apar Industries Limited	KEI Industries
Standard Winding Wires								
Enamel Round Copper Winding Wires	✓	✓	✓	✓	✓		✓	
Enamel Round Aluminium Winding Wires	✓		✓		✓		✓	
Speciality Winding Wires								
Enamel Rectangular Copper Winding Wires	✓	✓	✓	✓	✓		✓	
Enamel Rectangular Aluminium Winding Wires	✓		✓		✓		✓	
Round/Flat Paper Insulated Copper Conductors (PICC)	✓	✓	✓	✓		✓	✓	
Round/Flat Paper Insulated Aluminium Conductors (PIAC)				✓			✓	
Continuous Transposed Conductor (CTC)	✓	✓				✓	✓	
Netted CTCs	✓						✓	
Tape Insulated Copper Winding wire	✓		✓			✓	✓	
Cotton Covered Copper Conductors			✓	✓				
Glass Fibre Covered Aluminium Conductors			✓	✓				

Products Offered	KSH International Limited	Precision Wires India Ltd	Ram Ratna Wires Ltd	Vidya Wires Limited	SH Haryana Wires Ltd	Asta India Pvt Ltd	Apar Industries Limited	KEI Industries
Glass Fibre Covered Copper Conductors				✓				
Enamel + Paper insulated Copper Conductors	✓					✓	✓	
Multi Paper Insulated Copper Wires	✓		✓			✓	✓	
Wires Raw Materials, Cables and Others								
Submersible Wires		✓	✓					✓
Bare Copper Wire	✓		✓	✓			✓	
Bunched Copper Wire			✓	✓				
Cables			✓				✓	✓
Copper Rod			✓	✓			✓	
Copper Busbar			✓	✓			✓	
Copper Foil			✓					
PV Ribbon				✓				
Copper Tubes			✓					

Source: Company's disclosures

4.4 Financial Benchmarking of Key players

Table 25: Revenue from Operations

Company Name	Revenue from Operation (Rs. Million)				Revenue Growth (%)			CAGR, FY22-FY24
	FY22	FY23	FY24	9MFY25	FY23	FY24	9MFY25	
KSH International Limited	8,705.89	10,494.60	13,828.15	14,204.56	20.55%	31.76%	36.96%	26.03%
Key Magnet Winding Wire Peers								
Precision Wires India Ltd.	26,831.43	30,335.79	33,016.91	29,690.04	13.06%	8.84%	19.90%	10.93%
Ram Ratna Wires Ltd.	22,885.74	26,495.99	29,832.48	27,200.04	15.78%	12.59%	21.57%	14.17%
Unlisted Magnet Winding Wire Peers								
Vidya Wire Limited	9,125.81	10,114.35	11,860.73	N.A.	10.83%	17.27%	N.A.	14.00%
SH Harayana Wires Ltd	7,075.36	8,241.40	8,714.19	N.A.	16.48%	5.74%	N.A.	10.98%
Asta India Private Limited	3,185.87	3,333.15	3,690.70	N.A.	4.62%	10.73%	N.A.	7.63%
Peer Average (excluding KSH International)					**12.15%**	**11.03%**	**-**	**11.54%**
Diversified Wires and Cables Players								
Apar Industries Ltd.	93,165.70	1,43,363.00	1,61,529.80	1,33,714.50	53.88%	12.67%	10.37%	31.67%
KEI Industries Limited	57,269.91	69,081.74	81,040.80	68,074.12	20.60%	17.30%	12.00%	18.96%

Source: Company Annual Reports

KSH International Limited has demonstrated consistent revenue growth over the past three fiscal years. KSH's CAGR of 26.03% exceeded the peer average of 11.54%, securing highest position among the peer. In FY24, the company achieved its highest y-o-y revenue growth of 31.76%.

Table 26: Total Income

Company Name	Total Income (Rs. Million)			
	FY22	FY23	FY24	9MFY25
KSH International Limited	8,764.69	10,565.95	13,904.95	14,283.70
Key Magnet Winding Wire Peers				
Precision Wires India Ltd.	26,900.46	30,554.70	33,210.01	29,812.44
Ram Ratna Wires Ltd.	22,952.38	26,565.14	29,982.53	27,313.49
Unlisted Magnet Winding Wire Peers				
Vidya Wire Limited	9,169.83	10,157.18	11,884.89	N.A.
SH Harayana Wires Ltd	7,087.56	8,254.60	8,730.90	N.A.
Asta India Private Limited	3,188.05	3,333.92	3,691.50	N.A.
Diversified Wires and Cables Players				
Apar Industries Ltd.	93,490.60	1,43,737.70	1,62,340.50	1,34,537.20
KEI Industries Limited	57,415.87	69,399.53	81,530.96	68,557.84

Source: Company Annual Reports

KSH International Limited has demonstrated consistent total income growth over the past three fiscal years. In FY24, the company achieved its highest y-o-y total income growth of 31.60%.

Table 27: EBITDA and EBITDA Margin

Company Name	EBITDA (Rs. Million)				EBITDA Margin				CAGR, FY22-FY24
	FY22	FY23	FY24	9MFY25	FY22	FY23	FY24	9MFY25	
KSH International Limited	494.12	499.00	714.63	873.51	5.68%	4.75%	5.17%	6.15%	20.26%
Key Magnet Winding Wire Peers									
Precision Wires India Ltd.	1,174.04	1,064.67	1,340.23	1,152.76	4.38%	3.51%	4.06%	3.88%	6.84%
Ram Ratna Wires Ltd.	1,106.88	1,090.03	1,193.00	1,103.81	4.84%	4.11%	4.00%	4.06%	3.82%
Unlisted Magnet Winding Wire Peers									
Vidya Wire Limited	310.11	358.32	455.15	N.A.	3.40%	3.54%	3.84%	N.A.	21.15%
SH Harayana Wires Ltd	198.27	96.80	154.41	N.A.	2.80%	1.17%	1.77%	N.A.	-11.75%
Asta India Private Limited	167.20	35.10	137.43	N.A.	5.25%	1.05%	3.72%	N.A.	-9.34%
Peer Average (excluding KSH International)					**4.13%**	**2.68%**	**3.48%**	**-**	**2.14%**
Diversified Wires and Cables Players									
Apar Industries Ltd.	5,479.70	12,269.30	15,270.80	10,891.30	5.88%	8.56%	9.45%	8.15%	66.94%
KEI Industries Limited	5,887.80	7,020.14	8,373.32	6,760.11	10.28%	10.16%	10.33%	9.93%	19.25%

Source: Company Annual Reports

KSH achieved a strong EBITDA y-o-y growth of 43.21% in FY24, with a CAGR of 20.26% over FY22-24. KSH's CAGR exceeded the peer average of 2.14%, securing the second highest rank among its peers. In terms of EBITDA margin, KSH consistently maintained highest margin in all three fiscal years (FY22-FY24).

Table 28: PAT and PAT Margin

Company Name	PAT (Rs. Million)				PAT Margin				CAGR, FY22-FY24
	FY22	FY23	FY24	9MFY25	FY22	FY23	FY24	9MFY25	
KSH International Limited	275.70	266.13	373.50	495.29	3.15%	2.52%	2.69%	3.47%	16.39%
Key Magnet Winding Wire Peers									
Precision Wires India Ltd.	630.11	594.93	728.54	604.56	2.34%	1.95%	2.19%	2.03%	7.53%
Ram Ratna Wires Ltd.	541.77	470.00	546.17	515.42	2.36%	1.77%	1.82%	1.89%	0.41%
Unlisted Magnet Winding Wire Peers									
Vidya Wires Limited	197.31	214.99	256.93	N.A.	2.15%	2.12%	2.16%	N.A.	14.11%
SH Harayana Wires Ltd	101.66	44.09	69.26	N.A.	1.43%	0.53%	0.79%	N.A.	-17.46%
Asta India Private Limited	21.74	-131.47	-52.01	N.A.	0.68%	-3.94%	-1.41%	N.A.	-
Peer Average (excluding KSH International)					**1.79%**	**0.48%**	**1.11%**	**-**	**1.15%**
Diversified Wires and Cables Players									
Apar Industries Ltd.	2,567.30	6,377.20	8,251.20	5,713.40	2.75%	4.44%	5.08%	4.25%	79.28%
KEI Industries Limited	3,760.15	4,773.42	5,807.33	4,698.66	6.55%	6.88%	7.12%	6.85%	24.28%

Source: Company Annual Reports

KSH International demonstrated a robust performance in terms of PAT, achieving a y-o-y growth of 40.34% in FY24. Over FY22 to FY24, KSH maintained a strong CAGR of 16.39%, ranking first among peers and significantly exceeding the peer average of 1.13%. In terms of PAT margin, KSH consistently maintained highest margin in all three fiscal years (FY22-FY24).

Table 29: Return on Equity (ROE)

Company Name	Return on Equity (ROE)			
	FY22	FY23	FY24	9MFY25
KSH International Limited	16.51%	13.74%	16.17%	17.68%
Key Magnet Winding Wire Peers				
Precision Wires India Ltd.	17.27%	13.21%	14.39%	N.A.
Ram Ratna Wires Ltd.	19.21%	14.43%	12.64%	N.A.
Unlisted Magnet Winding Wire Peers				
Vidya Wire Limited	25.19%	21.48%	20.47%	N.A.

Company Name	Return on Equity (ROE)			
	FY22	FY23	FY24	9MFY25
SH Harayana Wires Ltd	21.19%	8.42%	11.68%	N.A.
Asta India Private Limited	8.29%	-101.08%	-66.14%	N.A.
Peer Average (excluding KSH International)	**18.23%**	**14.38%**	**14.79%**	**-**
Diversified Wires and Cables Players				
Apar Industries Ltd.	14.97%	28.52%	21.29%	N.A.
KEI Industries Limited	17.61%	18.44%	18.45%	N.A.

Source: Company Annual Reports

KSH International Limited achieved a ROE of 16.17% in FY24, reflecting strong performance and exceeding the peer average of 14.79%.

Table 30: Return on Capital Employed (ROCE)

Company Name	Return on Capital Employed (ROCE)			
	FY22	FY23	FY24	9MFY25
KSH International Limited	13.84%	13.25%	14.15%	13.59%
Key Magnet Winding Wire Peers				
Precision Wires India Ltd.	29.82%	23.65%	21.94%	N.A.
Ram Ratna Wires Ltd.	16.79%	15.03%	15.69%	N.A.
Unlisted Magnet Winding Wire Peers				
Vidya Wire Limited	14.63%	16.64%	18.04%	N.A.
SH Harayana Wires Ltd	19.62%	6.95%	12.21%	N.A.
Asta India Private Limited	8.29%	-1.37%	10.79%	N.A.
Peer Average (excluding KSH International)	**17.83%**	**12.18%**	**15.73%**	**-**
Diversified Wires and Cables Players				
Apar Industries Ltd.	25.10%	55.24%	38.81%	N.A.
KEI Industries Limited	24.96%	29.13%	29.74%	N.A.

Source: Company Annual Reports

KSH International reported a ROCE of 14.15% in FY24, reflecting slight improvement over the previous years.

Table 31: Working Capital Days

Company Name	Working Capital Days			
	FY22	FY23	FY24	9MFY25
KSH International Limited	89	73	76	68
Key Magnet Winding Wire Market Peers				
Precision Wires India Ltd.	28	28	30	N.A.
Ram Ratna Wires Ltd.	49	46	33	N.A.
Unlisted Magnet Winding Wire Market Peers				
Vidya Wire Limited	59	51	49	N.A.
SH Harayana Wires Ltd	26	25	24	N.A.
Asta India Private Limited	91	2	-2	N.A.
Peer Average (excluding KSH International)	**51**	**30**	**27**	**-**
Diversified Wires and Cables Market Players				
Apar Industries Ltd.	1	-5	32	N.A.
KEI Industries Limited	116	98	88	N.A.

Source: Company Annual Reports

KSH International Limited reported working capital days of 76 in FY24, higher than peer average of 27 days.

Table 32: Fixed Asset Turnover Ratio

Company Name	Fixed Asset Turnover Ratio			
	FY22	FY23	FY24	9MFY25
KSH International Limited	9.92	10.66	10.42	11.15
Key Magnet Winding Wire Players				
Precision Wires India Ltd.	27.00	26.17	23.70	N.A.
Ram Ratna Wires Ltd.	15.35	18.52	17.36	N.A.
Unlisted Magnet Winding Wire Peers				
Vidya Wire Limited	28.28	26.70	29.92	N.A.
SH Harayana Wires Ltd	19.69	18.93	19.65	N.A.
Asta India Private Limited	5.53	5.82	6.37	N.A.
Peer Average (excluding KSH International)	**19.17**	**19.23**	**19.40**	**-**
Diversified Wires and Cables Players				

Company Name	Fixed Asset Turnover Ratio			
	FY22	FY23	FY24	9MFY25
Apar Industries Ltd.	11.40	16.21	14.30	N.A.
KEI Industries Limited	12.08	14.28	14.97	N.A.

Source: Company Annual Reports

KSH International Limited reported a Fixed asset turnover ratio of 10.42 in FY24, lower than peer average of 19.40 times.

Table 33: Net Debt/EBITDA

Company Name	Net Debt/EBITDA			
	FY22	FY23	FY24	9MFY25
KSH International Limited	2.82	2.28	2.65	3.19
Key Magnet Winding Wire Market Peers				
Precision Wires India Ltd.	-0.20	-0.59	0.17	N.A.
Ram Ratna Wires Ltd.	2.29	2.35	1.66	N.A.
Unlisted Magnet Winding Wire Market Peers				
Vidya Wire Limited	3.78	2.68	2.40	N.A.
SH Harayana Wires Ltd	1.92	5.15	2.78	N.A.
Asta India Private Limited	7.35	18.91	5.35	N.A.
Peer Average (excluding KSH International)	**3.03**	**5.70**	**2.47**	**-**
Diversified Wires and Cables Market Players				
Apar Industries Ltd.	0.05	-0.18	-0.16	N.A.
KEI Industries Limited	-0.05	-0.57	-0.68	N.A.

Source: Company Annual Reports

In FY24, KSH International Limited ranked fourth in terms of Net Debt/EBITDA with a ratio of 2.65.

Table 34: Net Debt/Equity

Company Name	Net Debt/Equity			
	FY22	FY23	FY24	9MFY25
KSH International Limited	0.83	0.59	0.82	1.00
Key Magnet Winding Wire Market Peers				
Precision Wires India Ltd.	-0.06	-0.14	0.04	N.A.
Ram Ratna Wires Ltd.	0.9	0.78	0.46	N.A.
Unlisted Magnet Winding Wire Market Peers				
Vidya Wire Limited	1.50	0.96	0.87	N.A.
SH Harayana Wires Ltd	0.8	0.95	0.72	N.A.
Asta India Private Limited	4.69	5.1	9.35	N.A.
Peer Average (excluding KSH International)	**1.57**	**1.53**	**2.29**	**-**
Diversified Wires and Cables Market Players				
Apar Industries Ltd.	0.01	-0.1	-0.06	N.A.
KEI Industries Limited	-0.01	-0.16	-0.18	N.A.

Source: Company Annual Reports

In FY24, KSH International Limited ranked fourth in terms of Net Debt/Equity with a ratio of 0.82 which is lower than the peer average of 2.29.

Formula Sheet

Parameter	Formula
Revenue	Revenue from Operations
Total Income	Revenue from Operations + Other income
EBITDA	Depreciation + Finance Cost+ Profit (Loss) before exceptional item and tax- Other Income
EBIT	Profit before tax + Interest expenses
EBITDA Margin	EBITDA/ Revenue from operations
PAT Margin	Profit after Tax/ Total income
Cash and Cash equivalent	Cash and cash equivalent + Other Bank balances (if any)
Net Debt	Long term Borrowings + Short term Borrowings – Cash and Cash Equivalent
Total Equity	Equity Share Capital+ Other Equity+ Reserves & surplus
Capital Employed	Net Debt + Total Equity + Deferred Tax Liability (Net)
Return on Equity (ROE)	PAT/ Total Equity
Return on Capital Employed (ROCE)	EBIT/ Capital Employed

Parameter	Formula
Fixed Asset Turnover	Revenue from Operations/ Property, Plant and Equipment
Debtor Days	(Debtors/ Revenue from operations) * 365 or 274
Creditor Days	(Creditors/ Cost of Goods Sold) *365 or 274
Inventory Days	(Closing Inventory/Cost of Goods Sold) * 365 or 274
Net Debt to EBITDA	Net Debt / EBITDA
Net Debt to Equity	Net Debt / Total Equity

OUR BUSINESS

Some of the information in the following section, information with respect to our business plans and strategies, consists of certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those expressed in, or implied including by, these forward-looking statements. You should read the section "Forward-Looking Statements" on page 19 for a discussion of the risks and uncertainties related to those statements and the section "Risk Factors" on page 30, "Management's Discussion and Analysis of Results of Operations" on page 353, "Industry Overview" on page 131 for a discussion of certain risks that may affect our business, financial condition, or results of operations. 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 279. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation –Industry and Market Data" on page 17.

Our financial year ends on March 31 of each year. Accordingly, references to "Fiscal 2022", "Fiscal 2023" and "Fiscal 2024", are to the 12-month period ended March 31 of the relevant year. For industry related information in this section, all references to "nine-month period ended December 31, 2024" are to the nine-month period ended of calendar year 2024.

*Only to the extent explicitly indicated, industry and market data used in this section has been derived from the report titled "Industry Report on Winding Wires in India" dated May 22, 2025 (the "**CARE Report**"), prepared and issued by CARE Analytics and Advisory Private Limited ("**CARE**"), commissioned by and paid for by our Company. The CARE Report has been prepared and issued by CARE for the purpose of understanding the industry exclusively in connection with the Offer. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CARE Report and included herein with respect to any particular fiscal or calendar year, refers to such information for the relevant fiscal or calendar year.*

OVERVIEW

We are the third largest manufacturer of magnet winding wires in India in terms of production capacity in Fiscal 2024 (*Source: CARE Report*). We are also the largest exporter of magnet winding wires from India in terms of export revenues in Fiscal 2024 (*Source: CARE Report*). We commenced our operations in 1981 by manufacturing magnet winding wires in Taloja, Raigad, in Maharashtra. Over the last four decades we have diversified our operations to include manufacturing various types of standard and specialized magnet winding wires which are tailored to customer specific requirements. Our key products include round enamelled copper/ aluminium magnet winding wires, paper insulted rectangular copper/ aluminium magnet winding wires, continuously transposed conductors, rectangular enamelled copper/ aluminum magnet winding wires and bunched paper insulated copper magnet winding wires. Our products are critical components of capital goods such as transformers, motors, alternators and generators. These products (transformers, motors, alternators and generators) find application in end-use industries such as power (generation, transmission and distribution), renewables, industrials, railways, automotives (EV and ICE), home appliances, refrigeration and air conditioning.

We market and sell our products through our brand '*KSH*', which we believe has developed a strong brand recall and reputation in the industry over the years. We had 112, 117, 117 and 104 customers as on December 31, 2024, March 31, 2024, March 31, 2023, and March 31, 2022, respectively. Our key customers are primarily OEMs, and include, Bharat Bijlee Limited, Virginia Transformer Corporation, Bharat Heavy Electricals Limited, Georgia Transformer Corporation, Hitachi Energy India Limited, Siemens Energy India Limited, GE Vernova T&D India Limited, Hind Rectifiers Limited, Transformers and Rectifiers India Limited, Indo-Tech Transformers Limited, TBEA, Atlanta Electricals Limited, Toshiba Transmission & Distribution Systems (India) Private Limited, Meidensha Corporation, SGB-SMIT GmbH and Retrasib S.R.L., CG Power and Industrial Solutions Limited, Nidec Industrial Automation India Private Limited, Al Ahleia Switchgear Co. , Emirates Transformer & Switchgear Limited.

We are an approved supplier of insulated rectangular wires and CTC for certain entities, used in High Voltage Direct Current ("**HVDC**"), 765 kV extra high voltage ("**EHV**") transformers and reactors. The magnet winding wire industry presents significant barriers to entry, primarily due to stringent pre-qualification requirements imposed by corporate, state, central government, and international organizations during their procurement processes (*Source: CARE Report*). In this regard, the following organizations have approved our products for their usage in the transformers and reactors developed by them:

- Power Grid Corporation of India ("**PGCIL**") for supply of PICC and CTC Conductor for HVDC Converter Transformers and for transformers and reactors up to 765kV class;
- National Thermal Power Corporation of India ("**NTPC**") for supply continuous transposed conductor;
- Nuclear Power Corporation of India ("**NPCIL**") for supply of CTC up to 220kv class of power transformers; and
- Research Design Standards Organization ("**RDSO**") for supply of CTC conductors for 3 phase drive locomotive transformers.

We have a significant global footprint and are exporting our products to 24 countries as of December 31, 2024, including, amongst others, USA, UAE, Kuwait, Romania, Saudi Arabia, Germany, Oman, Spain, Bangladesh and Japan. The table below sets forth the details of exports for the periods indicated:

Particulars	Nine-month period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹million)	% of total revenue from operations	Amount (in ₹million)	% of total revenue from operations	Amount (in ₹million)	% of total revenue from operations	Amount (in ₹million)	% of total revenue from operations
Top five export countries *	3,462.70	26.05%	3,692.08	28.78%	3,358.27	34.71%	2,458.42	30.59%
Total export	4586.95	34.51%	4863.35	37.91%	4110.36	42.48%	3,094.16	38.50%

**Top five export countries include USA, UAE, Kuwait, Romania, Saudi Arabia*

As of December 31, 2024, we operate three manufacturing facilities with a combined annual installed capacity of 29,045 MT. Two of these facilities are located in Chakan, Pune in Maharashtra and one in Taloja, Raigad in Maharashtra. Additionally, a fourth facility is under construction in Supa, Ahilyanagar (formerly Ahmednagar) in Maharashtra and phase I of the same is expected to commence operations in Fiscal 2026, subject to receipt of requisite approvals. For more details on the properties on which these facilities are located, see "*Our Business – Property*" on page 233.

We have been able to diversify our products range from manufacturing paper insulated rectangular copper magnet winding wire to various other types of standard and specialized magnet winding wires mainly due to our technological capabilities and our new product/ process development initiatives, which we benefit from. Our development team employs engineers, designers and technicians for engineering new products, modify and develop new processes and help in cost reduction. This technical support has enabled us to deliver tailored solutions across diverse industries by helping our sales and marketing teams better understand and meet customer requirements.

Our manufacturing facilities have obtained (a) ISO 9001:2015 accreditation for the certification and approval of the quality management system; (b) ISO 14001:2015 accreditation for environment management system; (c) ISO 45001:2018 certification for occupational health and safety management; and (d) IATF 16949:2016 certification for the certification and approval of the quality management system.

We benefit from the experience of one of our Individual Promoters, Kushal Subbayya Hegde, who has over four decades of experience in the magnet winding wires industry. Our Individual Promoters, Kushal Subbaya Hegde, Rajesh Kushal Hegde, Rohit Kushal Hegde are actively involved in the management and operations of the Company, bringing a combination of professional qualifications and a deep understanding of the industry. Our Individual Promoters have also played a pivotal role in establishing and maintaining global relationships with customers and partners across geographies.

Our Company is a part of the KSH group, a diversified business conglomerate, with presence in logistics, infrastructure, services, and distribution. Over the years, our commitment to quality, innovation, and customer satisfaction has been recognized by several of our key customers. In the past, we have received awards from companies such as Toshiba Transmissions and Distribution Systems (India) Private Limited, and GE Power Grid Solutions, Bharat Heavy Electricals Limited (BHEL) acknowledging the performance and reliability of our products. For further details in relation to the awards we have received, please see "*History and Certain Corporate Matters*" on page 240.

A list of our KPIs as of and for the nine-month period ended December 31, 2024, and Fiscals 2024, 2023 and 2022 is set out below:

(*₹in million, unless otherwise indicated*)

Particulars	Unit	As at the nine-month period ended December 31, 2024	As at and for Fiscal 2024	2023	2022
Financial KPIs					
Revenue from Operations[(1)]	₹ in million	14,204.56	13,828.15	10,494.60	8,705.89
YTD Revenue growth[(2)]	%	36.96%*	31.76%	20.55%	-
Total Income[(3)]	₹ in million	14,283.70	13,904.95	10,565.95	8,764.69
EBITDA[(4)]	₹ in million	873.51	714.63	499.00	494.12
EBITDA Margin[(5)]	%	6.15%	5.17%	4.75%	5.68%
Profit After Tax[(6)]	₹ in million	495.29	373.50	266.13	275.70
Profit After Tax Margin[(7)]	%	3.47%	2.69%	2.52%	3.15%
ROE[(8)]	%	17.68%	16.17%	13.74%	16.51%
ROCE[(9)]	%	13.59%	14.15%	13.25%	13.84%
Net Debt/ Equity[(10)]	times	1.00	0.82	0.59	0.83
Net Debt/ EBITDA[(11)]	times	3.19	2.65	2.28	2.82
Fixed Asset Turnover Ratio[(12)]	times	11.15	10.42	10.66	9.92
Net Working Capital Days[(13)]	Number of days	68	76	73	89

Particulars	Unit	As at the nine-month period ended December 31, 2024	As at and for Fiscal		
			2024	2023	2022
Revenue CAGR (FY 22-FY24) [14]	%	-	26.03%		
EBITDA CAGR(FY 22-FY24) [15]	%	-	20.26%		
PAT CAGR(FY 22-FY24)[16]	%	-	16.39%		
Operating KPIs					
Production capacity[17]	MT	29,045	28,436	25,265	23,729
Magnet winding wires sales volume[18]	MT	17,424	21,495	17,645	15,766
Volume Growth[19]	%	8.08%	21.82%	11.92%	N.A.
Revenue from Exports[20]	₹ in million	4,586.95	4,863.35	4,110.36	3,094.16

**Annualised*

Notes:

(1) Revenue from operation means revenue from operating activities
(2) Growth in Revenue from operations provides information regarding the growth of the business over the respective years
(3) Total income is calculated as the sum of revenue from operations and other income
(4) EBITDA is calculated as profit for the period minus other income plus finance costs, depreciation and amortisation and total tax expense
(5) EBITDA Margin is calculated as EBITDA divided by revenue from operations
(6) Profit for the year is used by the management to track the overall profitability of the business
(7) PAT Margin is calculated as profit for the period divided by Total Income
(8) Return on Equity is calculated as restated profit for the year divided by total equity at the end of the year
(9) Return on Capital Employed is calculated as EBIT divided by capital employed.
(10) EBIT is calculated as profit before exceptional items and tax plus Finance Cost. Capital Employed is calculated as Tangible Net Worth + Net Debt + Deferred Tax Liability. Net Debt is calculated as the sum of long term borrowings and short term borrowings less cash and cash equivalents and other bank balances.
(11) Net Debt is calculated as the sum of long term borrowings and short term borrowings for the period less cash and cash equivalents.
(12) Net Debt/Equity is calculated as net debt divided by total equity. Net Debt is calculated as the sum of long term borrowings and short term borrowings less cash and cash equivalents and other bank balances. Total Equity is calculated as share capital + reserves & surplus.
(13) Working capital days is computed as Inventory days plus Trade receivable days minus Trade payable days. Inventory days is calculated as Inventory divided by Cost of goods sold (COGS) from operations multiplied by 365 or 275 days. Trade receivables days is calculated as Trade receivables divided by revenue from operations multiplied by 365 or 275 days. Trade payable days is calculated as Trade payable divided by COGS multiplied by 365 or 275 days.
(14) Fixed Asset Turnover Ratio is calculated as Revenue from Operations divided by Property, Plant and Equipment
(15) Working capital days is computed as Inventory days plus Trade receivable days minus Trade payable days. Inventory days is calculated as Inventory divided by Cost of goods sold (COGS) from operations multiplied by 365 or 274 days. Trade receivables days is calculated as Trade receivables divided by revenue from operations multiplied by 365 or 274 days. Trade payable days is calculated as Trade payable divided by COGS multiplied by 365 or 274 days.
(16) PAT CAGR provides information regarding growth in PAT over a period.
(17) Production capacity indicates the maximum output that can be produced.
(18) Sales Volumes (MT) is used by the management to assess the overall market demand for the company's products and to evaluate the effectiveness of sales strategies across the product category.
(19) Growth in Volumes provides information regarding the growth in market demand for the company's products across various product categories over the respective years.
(20) Revenue from Exports indicates the revenue generated outside the country of the company.

Our Strengths

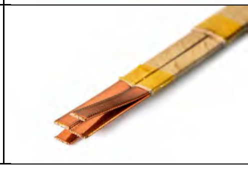
One of the leading manufacturers of magnet winding wires in India with a comprehensive suite of products used across multiple end use industries

Diversified product portfolio

We manufacture a diverse suite of products across various end-use industries, giving us an opportunity to cross sell our products. We commenced our operations in 1981 by manufacturing magnets winding wire in Taloja, Raigad, in Maharashtra. Over the last four decades we have diversified our operations to include manufacturing various types of standard and specialized magnet winding wires which are tailored to customer specific requirements.

The following table sets forth the details of our product categories:

Standard magnet winding wires		Specialised magnet winding wires	
Round enamelled copper magnet winding wires		Paper insulated rectangular copper magnet winding wires	
Round enamelled aluminium magnet winding wires		Paper insulated rectangular aluminium magnet winding wires	
		Continuously transposed conductors	

Standard magnet winding wires		Specialised magnet winding wires	
		Rectangular enamelled copper magnet winding wires	
		Rectangular enamelled aluminium magnet winding wires	
		Bunched paper insulated magnet winding copper wires	

For a detailed description of our diversified product portfolio, see "*Our Business — Description of our Business - Products*" on page 218.

Multiple end-use industries

Our products are critical components of capital goods such as transformers, motors, alternators, and generators. These products (transformers, motors, alternators and generators) find application in end-use industries such as power (generation, transmission and distribution), renewables, industrials, railways, data centers, automotives (EV and ICE), home appliances and refrigeration and air conditioning.

Set out below is a description of the transformers and motors that our products are used in across various end-use industries:

End-use industry	Applications
Power (generation, transmission and distribution)	Power and distribution transformers
Renewables	• Windmill generators; and • Hydro generators
Industrials	• LT and HT motors • Turbo generators • DG set alternators
Railways	• Loco-traction transformers Motors for metro coach
Data centers	All types of transformers
Automotives (EV and ICE)	• Motors in automobiles (wiper/ABS etc.) • EV traction motors (2W/3W)
Home appliances	BLDC and regular motors used in ceiling fans, mixers, microwaves, etc
Refrigeration and air conditioning	Compressors and hermetic compressors for AC/refrigerators

Large, strategically located, manufacturing facilities with focus on advanced technologies and new product and process development

Large, strategically located manufacturing facilities

We are the third largest manufacturer of magnet winding wires in India in terms of production capacity in Fiscal 2024 (*Source: CARE Report*). As of December 31, 2024, we operate three manufacturing facilities with a combined annual installed capacity of 29,045 MT. Two of these facilities are located in Chakan, Pune in Maharashtra and one is located in Taloja, Raigad in Maharashtra. Our facilities are strategically located closer to the Jawaharlal Nehru Port in Navi Mumbai, Maharashtra. We believe our closer proximity to the port enables us to achieve cost efficiencies and reduce logistics costs.

Set out below are the details of the revenue generated by each of our manufacturing facilities for the period/ Fiscals indicated:

Manufacturing facility	Nine-month period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹million)	% of total sales volume	Amount (in ₹million)	% of total sales volume	Amount (in ₹million)	% of total sales volume	Amount (in ₹million)	% of total sales volume
Unit 1 (Taloja, Raigad in Maharashtra)	1,953.64	13.75%	2,402.88	17.38%	2,591.38	24.69%	1,697.43	19.50%
Unit 2 (Chakan, Pune in Maharashtra)	8,983.01	63.24%	8,247.17	59.64%	5,830.55	55.56%	5,841.73	67.10%
Unit 3 (Chakan, Pune in Maharashtra)	3,267.91	23.01%	3,178.09	22.98%	2,072.67	19.75%	1,166.73	13.40%
Total	14,204.56	100.00%	13,828.15	100.00%	10,494.60	100.00%	8,705.89	100.00%

Our commitment to continuous investment in machinery and equipment has enabled us to increase our annual installed capacity from 23,729 MT as of March 31, 2022, to 28,436 MT as of March 31, 2024, and to 29,045 MT as of December 31, 2024. In the nine-month period ended December 31, 2024, and Fiscals 2024, 2023 and 2022, our additions to our cost of plant and equipment were ₹11.11 million, ₹258.32 million, ₹86.39 million and ₹58.34 million respectively constituting 34.39%, 54.95%, 52.34% and 83.11% respectively of our total capital expenditure for the respective Fiscal/ period. For details of our installed capacity, see, "*Our Business– Manufacturing Facilities*" on page 225.

To further enhance our capacity and market presence, we are set to commence commercial production of phase I of our fourth manufacturing facility in Supa, Ahilyanagar (formerly Ahmednagar), Maharashtra, in Fiscal 2026, subject to receipt of requisite approvals.

Our existing manufacturing facilities have obtained (a) ISO 9001:2015 accreditation for the certification and approval of the quality management system; (b) ISO 14001:2015 accreditation for environment management system; (c) ISO 45001:2018 certification for occupational health and safety management; and (d) IATF 16949:2016 certification for the certification and approval of the quality management system. These accreditations and certifications enable us to manufacture products which meet global quality standards.

Focused on new product/ processing development

Our new product/ process development and maintenance team, comprising product managers, product strategists, and subject matter experts, works in close collaboration with the strategic sourcing teams of our customers. Through this collaborative process, we define critical product attributes, select specific materials, and fine-tune manufacturing processes with inputs from our development engineers. Through production-scale manufacturing, we ensure testing and inspection at multiple stages of our manufacturing process to meet customer demands precisely. In the past, we have also engaged consultants who were able to provide us with technical expertise.

One of our core strengths is our proven track record of supplying high-quality winding wires for large power transformers of rating 400KV, 765 KV and HVDC transformers. This reflects our technical expertise, commitment to quality, and ability to meet the demands of such critical applications. HVDC transformers are essential for efficient power transmission across long distances, and they require winding wires that meet stringent performance and reliability standards. We strengthened our product portfolio with the launch of enamelled round magnet winding wire, specifically designed to meet the evolving needs of industrial applications such as motors and air-conditioning compressors and the growing EV market. We are collaborating closely with several OEMs in the EV component manufacturing industry and providing customized to them. This product is engineered for high performance, offering exceptional durability and efficiency, making it ideal for the demanding requirements of EV traction motors and industrial machinery. The introduction of round magnet winding wire and specialised rectangular enamelled magnet winding wires for EV reflects our commitment to innovation and our ability to adapt to emerging industry trends. We believe that this addition has not only expanded our market reach but also positioned us as a trusted supplier for advanced coil winding solutions in these rapidly growing sectors.

By adhering to stringent quality and performance benchmarks, we take pride in our ability to "*Make in India – Make for World*", supplying globally competitive products that will help drive the future of electric mobility.

Advanced technology

We leverage our deep expertise in wire drawing, wire shaping, annealing, and insulation to offer tailor-made solutions that align with the electrical, mechanical, and metallurgical requirements of various coil winding applications. Our engineers provide guidance on insulation characteristics, dimensional requirements, and material properties to deliver cost-effective, technically superior solutions.

Automation and precision engineering at the core of our product offering

Our manufacturing facilities adopt the latest technologies which have a high degree of automation, enabling us to efficiently produce a wide range of magnet winding wires at scale while dynamically adjusting production levels to meet projected demand. We believe that our expertise in ultra-precision manufacturing positions us as a preferred player in providing advanced winding wire solutions for large and HVDC transformers. These transformers require compact designs with micron-level accuracy and exceptional winding stress tolerance to reduce transmission and distribution losses. Our wire flattening machines produce rectangular copper strips with micron-level geometric tolerances, while our advanced enamelling application processes achieve precise coatings for rectangular wires. Additionally, our transposing heads enable maximum winding flexibility in CTC. These innovations allow us to deliver good-quality, high-performance products tailored to the demanding requirements of the transformer industry.

Such long-term association with customers also gives us revenue visibility, cross selling opportunities of our existing and future products to existing customers and enables us to demonstrate our quality.

Long standing relationships with our diversified customer base both domestically as well as globally

We have a diversified customer base across various industries such as power (generation, transmission and distribution), industrials, data centers, automotives (EV and ICE), home appliances and refrigeration and air conditioning. Over the years, we have established long-standing relationships with several Indian and global customers. In the nine-month period ended December 31, 2024 and in the last three Fiscals, we have served 112, 117, 117 and 104 customers, respectively.

Our magnet winding wires are globally recognised by industry leaders such as Toshiba Transmission & Distribution Systems (India) Private Limited and Meidensha Corporation, among others, underscoring our commitment to delivering high quality and performance. This reflects the trust and confidence placed in our products globally. By meeting the standards of these global companies, we have established ourselves as a reliable supplier for critical applications in power generation, transmission, and distribution, further solidifying our position as the largest exporter of magnet winding wires from India in terms of revenue (*Source: CARE Report*).

We believe that the strength of our customer relationships is attributable to our ability to customize to customer specifications and requirements, as well as our track record of consistent delivery of quality and cost-effective products over the years. As a result of our deep-rooted association with our customers, our Company often receives new product requirements from such customers which in turn, helps us to expand our product base.

Of our top 10 customers based on revenue contribution for the nine-months ended December 31, 2024, five of our customers have been customers for 10 years intermittently, 2 of our customers have been customers for 5 years, and the other 3 have been our customers for 2 years. Further, 97.34% of our operating revenue in Fiscal 2024 was generated from repeat customers (i.e. those who were customers in Fiscal 2023 as well).

The table below sets forth a breakdown of our revenue from sale of products from domestic and international markets for the period/ Fiscals indicated:

Particulars	**Nine-month period ended December 31, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**		**CAGR (Fiscal 2022 to Fiscal 2024)**
	Amount (₹million)	**% of revenue from operations***	**Amount (₹million)**	**% of revenue from operations***	**Amount (₹million)**	**% of revenue from operations***	**Amount (₹million)**	**% of revenue from operations***	
Revenue from sale of goods and services (domestic)	8,703.15	63.45%	7,965.49	62.09%	5,565.88	57.52%	4,943.61	61.50%	26.94%
Revenue from sale of goods (exports)	4,586.95	36.55%	4,863.35	37.91%	4,110.36	42.48%	3,094.16	38.50%	25.37%
Total revenue from operations*	**13,290.10**	**100.00%**	**12,828.84**	**100.00%**	**9,676.24**	**100.00%**	**8,037.77**	**100.00%**	**-**

**Revenue from operations excludes other operating revenue. For details of other operating revenue, see, "Management's Discussion and Analysis Financial Condition and Results of Operation" on page 353.*

Set forth below is the map representing the countries we export to:

Our business footprint reaches across geographies and as of December 31, 2024, we served customers across 24 countries including USA, UAE, Kuwait, Romania, Saudi Arabia, Germany, Oman, Spain, Bangladesh and Japan, amongst others. Our global network of sales helps in reducing our dependence on any single product or geography. We believe that our limited dependency on any single geography or customer helps in mitigating the effect of economic and region-specific cycles.

Our customers are international and domestic companies manufacturing power equipment (transmission and distribution), railway traction transformers, auto electrical components, high and low voltage motors, alternators for AC generators, hermetic compressor for refrigeration and air conditioning, switchgear, renewables, traction motors, motors for home appliances and pumps. We have resident sales network in India as well as in Brazil, North America, and Europe.

Proven track record with necessary certifications and accreditations in an industry which has high barriers to entry

Our commitment to quality and reliability is demonstrated through our global certifications and approvals from prestigious domestic institutions. We adhere to international standards, ensuring our products meet stringent global benchmarks. Our magnet winding wires are globally recognised by industry leaders such as Toshiba Transmission & Distribution Systems (India) Private Limited and Meidensha Corporation, among others, underscoring our commitment to delivering high quality and performance.

The magnet winding wire industry presents significant barriers to entry, primarily due to stringent pre-qualification requirements imposed by corporate, state, central government, and international organizations during their procurement processes (*Source: CARE Report*). These pre-qualification standards are designed to ensure transparency, accountability, efficiency, and quality control when selecting external suppliers (*Source: CARE Report*). Pre-qualified vendors benefit from increased revenue opportunities and market visibility, as they can participate in tenders, bids, and contracts, enabling substantial business growth (*Source: CARE Report*). In this regard, the following organizations have approved our products for their usage in the transformers and reactors developed by them:

- PGCIL for supply of PICC and CTC Conductor for HVDC Converter Transformers and for transformers and reactors up to 765kV class;
- NTPC for supply continuous transposed conductor;
- NPCIL for supply of CTC up to 220kv class of power transformers; and
- RDSO for supply of CTC conductors for 3 phase drive locomotive transformers.

These approvals highlight our ability to consistently deliver high-quality winding wire solutions that meet the rigorous requirements of critical applications in power generation and transmission sectors.

We distinguish ourselves through our advanced manufacturing infrastructure, extensive engineering expertise, and a diverse portfolio of high-quality magnet winding wire products. Over the years, we have built strong, enduring relationships with our customers, founded on trust, reliability, and consistent performance. We believe that these strengths, combined with our ability to deliver customized solutions, position us as a leading and dependable partner in the magnet winding wire industry, setting us apart from our competitors.

Track record of financial performance and consistent growth

We believe that our operational efficiency, productivity and low operating costs are inherent strengths of our Company. We have a consistent track record of delivering operating profitability.

For details of our key performance indicators, see "*Our Business – Overview*" on page 208.

Our revenue from operations has grown at a CAGR of 26.03% from ₹8,705.89 million in Fiscal 2022 to ₹13,828.15 million in Fiscal 2024. Our revenue from operations was ₹14,204.56 million in the nine-month period ended December 31, 2024. Our EBITDA has grown at a CAGR of 20.26% from ₹494.12 million in Fiscal 2022 to ₹714.63 million in Fiscal 2024. Our Operating EBITDA was ₹873.51 million in the nine-month period ended December 31, 2024. Our profit after tax has grown at a CAGR of 16.39%from ₹275.70 million in Fiscal 2022 to ₹373.50 million in Fiscal 2024. Our profit after tax was ₹495.29 million in the nine-month period ended December 31, 2024. For the Fiscal 2024, Fiscal 2023 and Fiscal 2022, we achieved an operating EBITDA margin of 5.17%, 4.75%, and 5.68%, respectively. Our operating EBITDA margin was 6.15% in the nine-month period ended December 31, 2024. For the Fiscal 2024, Fiscal 2023 and Fiscal 2022, we have achieved a PAT margin of 2.70%, 2.54% and 3.17%, respectively. Our PAT margin was 3.49% in the nine-month period ended December 31, 2024.

The net debt-to-equity ratio of our Company as of December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 was 1.02 times, 0.86 times, 0.65 times and 0.92 times, respectively.

Our long-term borrowings have been rated CARE A- (Stable); on December 10, 2024, and December 18, 2023. Our total borrowings were ₹ 3,637.92 million as of April 21, 2025. For our percentage of growth in revenue compared to the previous fiscal years and other financial information for the nine-month period ended December 31, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, see "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" on page 353.

One of the key challenges hindering the growth of the Indian magnet winding wires market is the high upfront investment required for ordering specialized equipment needed for the manufacturing and testing of magnet winding wires (*Source: CARE Report*). The substantial financial resources needed can be a significant barrier for small and large wire manufacturers and companies with limited budgets and cash flows. Additionally, setting up production facilities requires capital-intensive machinery, as high-quality enamelled and insulated wires demand advanced manufacturing processes. We have invested significantly towards capital expenditure over the years to establish advanced, integrated manufacturing facilities capable of producing high-quality magnet winding wires. As of March 31, 2024, our installed capacity stood at 29,045 metric tonnes per annum, positioning us among the key players in the Indian magnet wire manufacturing industry (*Source: CARE Report*).

Experienced Promoters and Senior Management team

Our Promoters are experienced in the magnet winding wires industry. We benefit from the experience of our Promoters and a professional and experienced management team which has extensive knowledge in the winding wires industry, including in relation to operations, customer relationships and business development. Their guidance and leadership play a key role in defining our business strategies in using technology and innovation to maintain our leadership in the industry. We are led by a highly experienced board of directors, and a professional and experienced management team with extensive experience in the technology-based solutions industry and a proven track record of performance. The cohesive leadership structure ensures that we maintain a balanced and comprehensive approach to achieving our business objectives.

Our management team comprises Kushal Subbayya Hegde (Chairman and Executive Director), Rajesh Kushal Hegde (Managing Director), Rohit Kushal Hegde (Joint Managing Director), Rakhi Girija Shetty (Whole-time Director), Ganesh Prasad (Technical Director), Sandesh Bhagwat (Chief Executive Officer), Amod Joshi (Chief Financial Officer). Our management team has experience across corporate finance, risk management, sales and marketing and production operations.

Our management team has demonstrated its ability to develop and execute a focused strategy to grow our business including in emerging and developed markets, enabling us to strengthen our market position. We believe that a combination of our promoters, professional leadership team has provided us with a competitive advantage and enabled us to provide products that focus on quality and safety.

Our Strategies

The strategies described below have been approved by way of a board resolution passed by our Board of Directors at their meeting held on May 22, 2025.

Increase focus on higher value-added critical products, focusing on high value segments and launching new products

To improve our margin profile and drive growth, we plan to increase our focus on developing higher value-added products tailored to sectors with advanced requirements, supported by targeted investments in advanced manufacturing capabilities.

We aim to invest in advanced machinery and process improvements toward the manufacture of higher value-added products such as CTC, which are critical for ultra-high voltage applications including 765 kV systems, HVDC power transformers, and railway traction transformers. These applications demand ultra-precision manufacturing and stringent quality standards, which we believe that we are equipped to meet through our upgraded infrastructure and technical expertise.

We also aim to place a strong emphasis on premium market segments. Within the transformer sector, we are focused on the large and HVDC segments, which require highly specialized magnet winding wires and conductors. In the motor segment, we aim to concentrate on the EV, AC and BLDC motor categories, all of which are experiencing growing demand for high-performance magnet wire solutions.

To support this strategic focus, our new product and process development efforts are increasingly aligned with future-facing, high-growth industries such as electric mobility. We intend to utilise an increased proportion of capacity from our new manufacturing facility at Supa, Ahilyanagar (formerly Ahmednagar) in Maharashtra. According to the CARE Report, the automotive sector, particularly the shift towards EVs, will contribute significantly to winding wire consumption. The Indian EV market is forecasted to grow from USD 3.2 billion in 2022 to USD 113.9 billion by 2029, with a remarkable CAGR of 66.5%, offering substantial opportunities for the winding wire industry (*Source: CARE Report*).

By expanding into these high-value, technology-intensive segments, we aim to diversify our revenue streams, enhance our competitive positioning, and drive sustainable, margin-accretive growth over the medium to long term.

Increasing our presence in international markets and expand our global reach

We seek to expand our global reach through increased customer acceptance of our products in international markets. As of December 31, 2024, our products were exported to 24 countries, across the world. As a part our strategy, we seek to enter into new international markets. We also intend to exploit our current manufacturing capacities coupled with our product development capabilities to manufacture products of quality that we believe will enable us to secure approvals from new international agencies and satisfy their pre-qualification requirements. We also propose to undertake promotional activities for our products, aimed at strengthening our brand in international markets. Furthermore, our strategy of diversifying our revenue base and expanding our geographical footprint helps us mitigate the risks associated with economic fluctuations in any one region.

We believe that there exist significant opportunities to cross-sell our products and offer the same product to additional locations of our existing customers with the help of our long-standing relationships with our customers and established manufacturing capabilities.

We believe that our extensive experience, proven track record, strong brand and reputation and ability to provide a range of products position us strongly for further expansion of our international presence. We intend to focus on our existing international markets such as USA, UAE, Kuwait, Romania, Saudi Arabia, Germany, Oman, Spain, Bangladesh and Japan, amongst others, while also focus on new opportunities within these and other geographics. To expand into new international markets, we intend to leverage our established business relationships and engage experienced local representatives. We also intend to improve our brand recognition in overseas markets by participating in international trade exhibitions. Further, we will continue to apply for and obtain approvals and accreditations to enter into new international markets.

To strengthen market presence and drive business growth, we aim to expand our sales network by appointing experienced local sales agents in targeted regions. These agents will help us tap into new customer segments, offer personalized support, and respond more effectively to local market needs. Their presence will strengthen customer engagement, enhance our adaptability to regional preferences, and help promote our winding wire products in key sectors such as industrial equipment, automotive, and electric vehicles.

Our company leverages from the global "China Plus One" strategy, capitalizing on the diversification of manufacturing supply chains beyond China. This approach allows us to offer a reliable alternative to global customers seeking to mitigate risks associated with over-reliance on a single region. With our manufacturing capabilities, stringent quality standards, and a strong focus on cost efficiency, we position ourselves as a competitive and dependable partner for winding wire production, catering to diverse markets worldwide. This strategic alignment enhances our resilience, expands our market reach, and fortifies our long-term growth prospects.

Increasing wallet share of our existing customers

Long standing relationship with customers

Our long-standing relationships with customers present a strategic opportunity to deepen engagement and drive sustained growth. We intend to strengthen these relationships by offering a broader range of products, customized solutions, and value-added services tailored to the specific needs of our clients.

In addition, we believe that close collaboration with key clients will enable us to co-develop advanced winding wire products that address emerging requirements and technological advancements. By leveraging these established relationships, we seek to enhance customer loyalty, increase our share of wallet, and build long-term, value-driven partnerships that support our growth in domestic markets.

Cross-selling

Cross-selling remains a core pillar of our growth strategy and our diverse suite of products across various end-use industries, giving us an opportunity to cross sell our products. Through targeted cross-selling initiatives, we aim to supply our winding wires and related solutions across multiple locations and business divisions within our customers' operations. This includes leveraging our technical expertise and customer insights to identify product needs across different business units and applications. For example, we supplied standard magnet winding wire to the motor division of CG Power and Industrial Solutions Limited and specialised magnet winding wire to the transformer division of CG Power and Industrial Solutions Limited, addressing distinct technical requirements. Similarly, for Bharat Bijlee Limited, we provided standard winding wire for their motors business and customized wire solutions for their transformer unit, demonstrating our ability to serve varied applications within the same organization.

Increasing manufacturing capabilities

To support our growth plans and meet increasing demand from existing and new customers, we aim to actively expand our manufacturing capabilities. As on the date of this Draft Red Herring Prospectus, we own and operate three manufacturing facilities in India, out of which two are situated at Chakan, Pune, in Maharashtra and one in Taloja, Raigad in Maharashtra which had a combined annual installed capacity of 29,045 MTPA as of December 31, 2024. Additionally, a fourth facility is under construction in Supa, Ahilyanagar (formerly Ahmednagar) in Maharashtra and phase I of the same is expected to commence operations in Fiscal 2026, subject to receipt of requisite approvals.

Our objects of the Offer include (i) funding the capital expenditure requirements of our Company towards purchasing and setting up of new machinery for expansion at our Supa Facility; (ii) funding the capital expenditure requirements of our Company towards purchasing and setting up of a rooftop solar power plant for power generation at our Supa Facility; (iii) Funding the capital expenditure requirements of our Company towards purchasing and setting up of new machinery at Unit 2 in Chakan, Pune in Maharashtra, among others. For details, see "*Objects of the Offer*" on page 104. Through the expansion of the aforementioned manufacturing facilities, we intend to meet increasing customer demand, enhance operational efficiency, support new product and process development initiatives, and facilitate backward integration. These initiatives are also aimed at improving supply chain resilience, reducing raw material costs, and ensuring the consistent availability of high-quality copper rods, which are a critical input in the production of magnet winding wires.

Continue to focus on improving operating efficiencies through scale and backward integration

Economies of scale

To achieve significant cost efficiencies and meet the growing demand for winding wires, we will focus on expanding our manufacturing capacity. By increasing production volumes, we can leverage economies of scale to reduce fixed costs per unit and improve overall cost competitiveness. This will enable us to optimize resource utilization, lower overhead expenses, and enhance profitability while ensuring the capacity to meet future market demands. Furthermore, a larger scale of operations will position us as a reliable supplier for the industrial and EV sectors, capable of fulfilling bulk orders efficiently.

Optimising operational efficiencies by reducing power costs

To reduce operational costs and enhance sustainability, we plan to invest in captive renewable energy generation, such as roof top solar facilities, to meet our manufacturing energy needs. This initiative will not only lower long-term power expenses but also shield us from the volatility of energy prices. By integrating renewable energy into our operations, we can significantly reduce our carbon footprint, aligning with global sustainability trends and appealing to environmentally conscious stakeholders. Captive renewable energy solutions will also enhance our competitiveness by enabling cost-effective production of high-quality winding wires while supporting our commitment to sustainable manufacturing practices.

Backward integration

To strengthen our supply chain and enhance cost efficiency, we intend to pursue backward integration by establishing in-house upcast copper rod manufacturing capabilities. This facility will utilize a combination of high-quality process scrap generated internally, which is currently sold to the secondary market and LME-grade copper cathodes sourced from our raw material suppliers. Copper rods are a critical input in the production of winding wires, and we believe that this strategic initiative will help us mitigate price volatility, ensure a consistent supply of high-quality raw material, and reduce overall input costs.

By manufacturing copper rods internally, we aim to achieve greater quality control, reduce dependence on external suppliers, and improve operational efficiency. This backward integration will support our position as a vertically integrated manufacturer, enhancing our reliability and cost competitiveness in the highly demanding magnet winding wire industry.

Furthermore, our in-house upcast copper rod manufacturing is being designed to meet the circular economy principles and sustainability goals, including the production of green copper rod. In the long term, we also plan to collect copper scrap from our customers, thereby contributing to reduced carbon emissions across the entire raw material-to-finished-product lifecycle.

Investing in advanced machinery

Incorporating advanced machinery capable of achieving micron-level accuracy in magnet winding wire production is another key strategic priority. Precision manufacturing is expected to significantly reduce material wastage and scrap, ensuring optimal utilization of raw materials and enhancing overall production efficiency. By adopting such advanced technologies, we aim to consistently meet stringent quality standards, address the high-performance requirements of the magnet winding wire industry, and improve profitability through reduced resource consumption.

To further ensure consistent product quality and streamline operations, we plan to implement automated quality control systems across our manufacturing facilities. These systems will enable real-time monitoring, rapid defect detection, and consistent adherence to defined quality benchmarks, thereby minimizing human error and reducing costs associated with rework and waste. We believe this approach will enhance product reliability, increase customer satisfaction, and help us maintain a competitive advantage by delivering high-quality magnet winding wires that meet or exceed industry expectations.

By implementing these strategies, we aim to strengthen our position as an industry leader in the magnet winding wire manufacturing, driving operational excellence, cost efficiency, and sustainable growth.

Becoming a more sustainable partner to our customers

At the core of our strategic vision is a commitment to sustainability, aligning our operations with the evolving needs of environmentally conscious customers. We aim to position ourselves as a trusted and sustainable partner by embedding green practices across every facet of our business. We are actively investing in renewable energy solutions, such as solar power, to meet our energy requirements and significantly reduce dependency on non-renewable sources. As on the date of this Draft Red Herring Prospectus, we have set up solar panels in Chakan, Pune in Maharashtra with a capacity of generating 1 MW of solar power. For details of the use of proceeds of the Offer to be utilized towards setting up of new plant and machinery and 3.2 MW solar plant at our under-construction manufacturing facility in Supa, Ahilyanagar (formerly Ahmednagar) in Maharashtra, please see "*Objects of the Offer*" on page 104. This initiative not only lowers our operational costs in the long term but also decreases our carbon footprint, contributing to a cleaner and greener environment.

Our sustainability efforts extend to reducing our environmental impact through water conservation, minimizing scrap generation, and recycling packaging materials. By implementing advanced manufacturing processes and efficient resource management, we strive to reduce waste at every stage, helping conserve natural resources and mitigate environmental harm. To further enhance our green credentials, we are exploring backward integration into the production of green copper, a more sustainable alternative to conventional copper. We believe that this initiative will enable us to meet growing demand for eco-friendly materials while maintaining stringent quality standards for our magnet winding wires.

By implementing these measures, we aim to not only reduce our environmental impact but also create long-term value for our customers and stakeholders. Through our focus on sustainability, we believe that we will continue to strengthen our position as a forward-thinking, responsible partner in the magnet winding wire industry.

Description of our Business

Sales model

We supply products directly to original equipment manufacturers ("**OEMs**") through two distinct sales models: the outright sales model and the job work sales model.

- ***Outright Sales Model***: Under this model, we procure the copper raw material ourselves and invoice the customer for both the cost of the raw material and the value addition or fabrication cost.

- ***Job Work Sales Model***: Under this model, copper is procured by the customer and supplied to us for processing. The Company charges only for the processing services, and the billing excludes the cost of the metal.

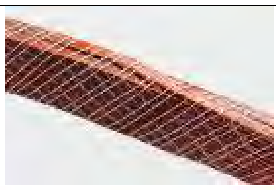
The preference for either model depends on the OEM's procurement policies, working capital requirements, and financial strategy. While some OEMs choose to source copper independently, others opt for the outright sale model for convenience and supply chain efficiency.

Products

Our diversified product portfolio comprises two primary categories:

1. Standard magnet winding wires; and
2. Specialized magnet winding wires

The table below sets forth the detailed description of the products manufactured by us:

S. No.	Product		Description	End-use application
Standard magnet winding wires				
1.	Round enamelled copper magnet winding wires		These are manufactured using high-quality electrolytic grade copper and aluminum rods that are drawn through special die series and high-speed enameling machines. Different types of enamels are used, from thermal class 120 °C to 240 °C like polyvinyl acetal, modified polyester, polyester-imide, polyamide-imide, aromatic polyimide, polyurethane, corona resistance wire for various applications.	• EV Traction Motors • Motors • Hermetic Compressors • Home Appliances • Alternators / AC Generators • Auto Electricals / Electric Vehicle • Switchgear
2.	Round enamelled aluminium magnet winding wires			
Specialized magnet winding wires				
3.	Paper insulated rectangular copper magnet winding wires		These are copper/aluminium wires or strips which are wrapped in multiple layers of specially treated paper for insulation. This paper insulation helps to isolate the copper conductor from the surrounding environment, preventing electrical leakage and improving the cable's ability to withstand high voltages and temperatures. The insulating paper provides superior electrical insulation, high voltage and temperature resistance, flexibility and cost-effective. Types of paper insulation: • Kraft paper • Mica tape • Other treated papers	• Power and distribution transformer windings • Electrical cables • Motor windings • Wind generators rotor and stator • Traction transformer windings • Turbo/hydro generators
4.	Paper insulated rectangular aluminium magnet winding wires			
5.	Continuously transposed conductors	 	CTCs help to improve efficiency and enhance transformer performance. Assembled from a number of rectangular, film insulated conductors and wrapped with layers of insulating paper, CTCs are arranged from several insulated wires with a rectangular cross-section, in two stacks laid side by side. We offer complete solutions as per customer specifications which include polyvinyl acetal enamel (120°C), polyesterimide enamel also known as H- Class (180°C), full epoxy or epoxy on flat surface (high strength epoxy lite®), Netted CTC, dual coated polyesterimide and polyamide-imide (200°C) with nomex insulation usually used in railway (transformer) applications.	• HVDC Transformers • Traction transformers • 765 KV transformers and Reactors • Loco-Traction Transformers
6.	Rectangular enamelled copper		These are manufactured using high-quality copper rods that are extruded or	• Traction motors (EV)

S. No.	Product		Description	End-use application
	magnet winding wires	 	drawn through dies of special size and are further coated with enamel. Our enamelled round winding wires are used for winding coils in various applications. Our range of enamelled copper wires comprises: • polyvinyl acetal enamel • polyester enamel • polyesterimide • dual coated polyester • polyetherimide wires.	• Electric motors • Generators • Transformers • DG Set Alternators • ICE Startets/Alternators
7.	Rectangular enameled aluminium magnet winding wires			
8.	Bunched paper insulated copper magnet winding wires		These are multiple copper strips which bunched together and wrapped in multiple layers of specially treated paper for insulation. This paper insulation helps to isolate the copper conductor from the surrounding environment, preventing electrical leakage and improving the cable's ability to withstand high voltages and temperatures. The insulating paper provides superior electrical insulation, high voltage and temperature resistance, flexibility, cost effective and helps in reducing the overall size of the transformer. Types of Paper Insulation: • Kraft paper • Mica tape • Other treated papers	• Power transformer windings • Distribution transformers

Set out below is a description of the transformers and motors that our products are used in across various end-use industries:

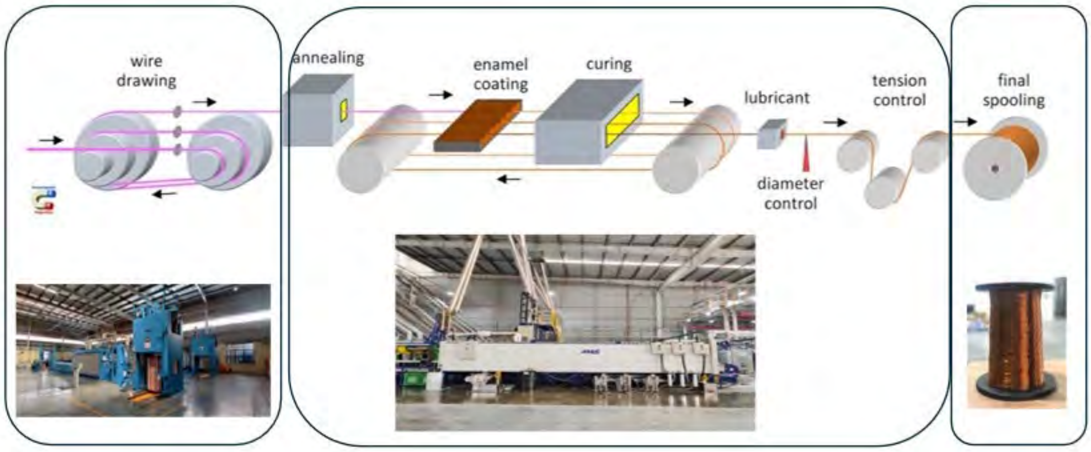
End-use industry	Applications	
Power (generation, transmission and distribution)	• Power and distribution transformers	
Renewables	• Windmill generators; and • Hydro generators	
Industrials	• LT and HT motors • Turbo generators • DG set alternators	

End-use industry	Applications	
Railways	• Loco-traction transformers • Motors for metro coach	
Data centers	All types of transformers	
Automotives (EV and ICE)	Motors in automobiles (wiper/ABS etc.) EV traction motors (2W/3W)	
Home appliances	BLDC and regular motors used in ceiling fans, mixers, microwaves, etc.	
Refrigeration and air conditioning	Compressors and hermetic compressors for AC/refrigerators	

Manufacturing Processes

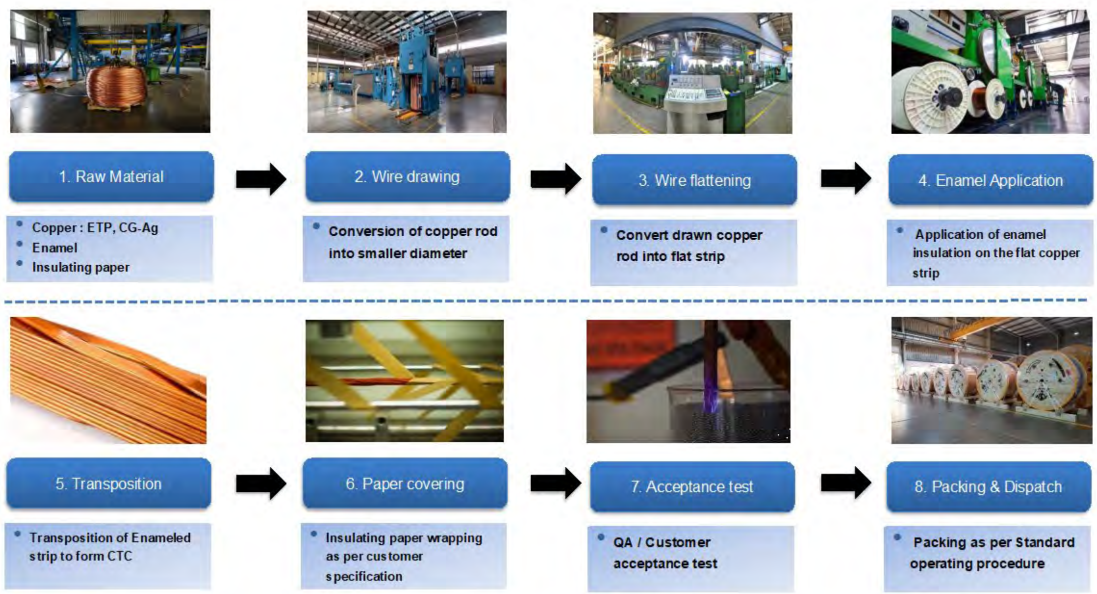
I. Process flow chart for manufacturing of standard magnet winding wire

Insulated round copper/aluminium magnet winding wire:

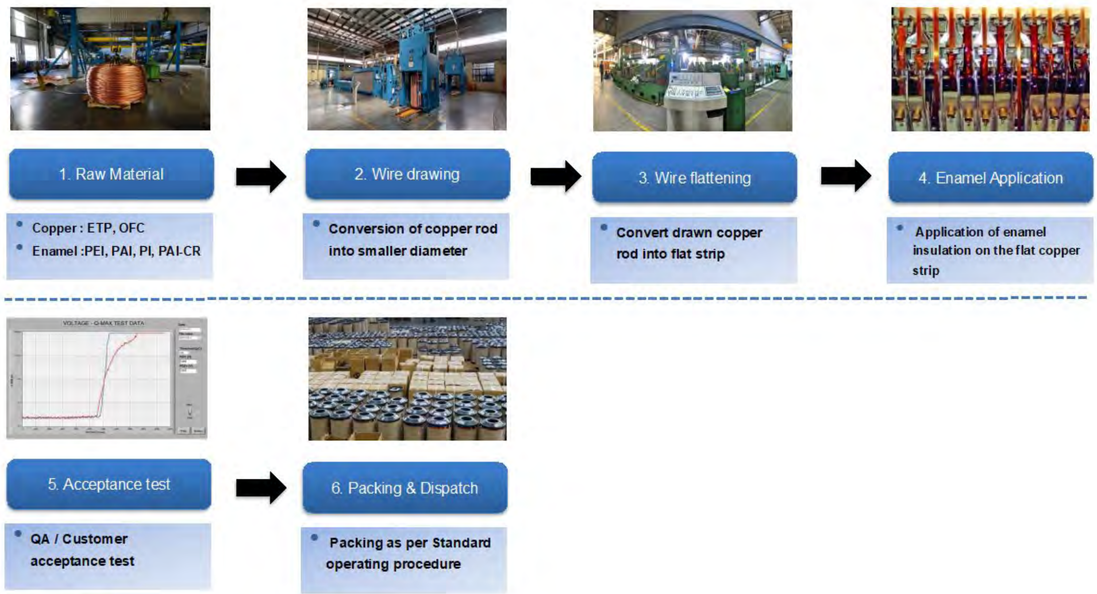


II. Process flow chart for manufacturing of specialized magnet winding wire

a. Continuously transposed conductors



b. ***Enamel insulated rectangular copper/aluminium magnet winding wire***



Machinery

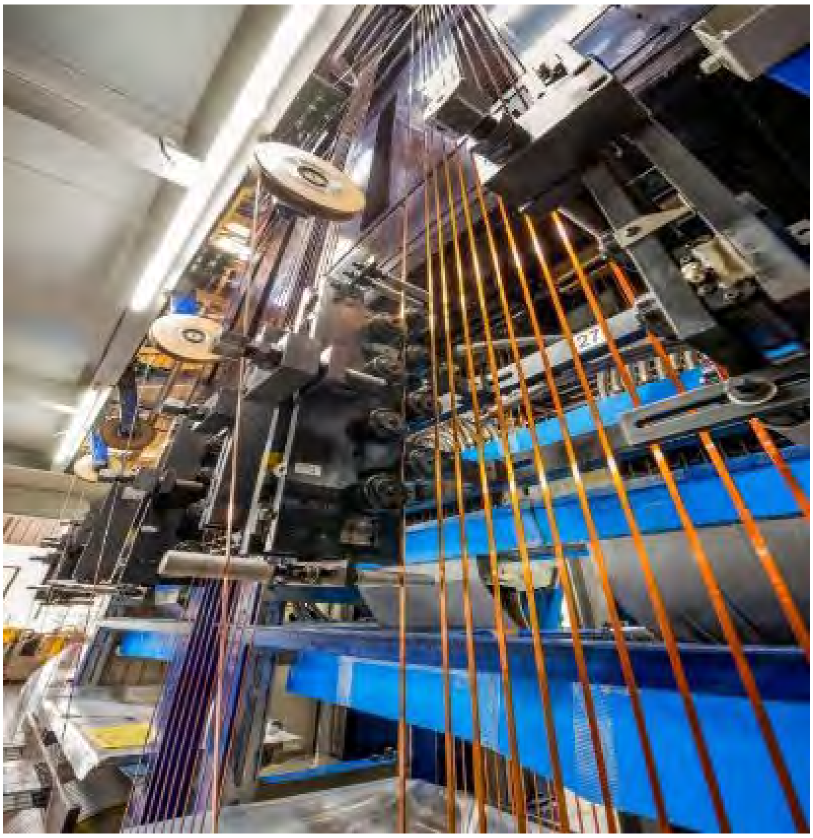
We use special-purpose machines that are often customized to meet our specifications. We source these machines from the US, Europe, China, and India. Over the years, we have established strong and long-standing relationships with our machinery suppliers, ensuring consistent quality, reliability, and access to advanced technology.

High speed wire drawing machine with in line annealing

Ultra precision high speed rectangular wire flattening machine

Continuously transposed conductor - transposing line

Vertical enamelling machine



Horizontal enamelling machine

We have an in-house new product/ process development team equipped with the necessary skills and expertise to drive continuous improvements in both our processes and products. Our machinery includes a diverse range of equipment die wire drawing machines, CTC machines, wire enamelling machines with inline drawing, and quality lab testing equipment, paper taping machines and diesel generating sets. These advanced tools enable us to maintain high standards of production efficiency and product quality.

Manufacturing Facilities

As on the date of this Draft Red Herring Prospectus, we own and operate three manufacturing facilities in India, out of which two are situated at Chakan, Pune, in Maharashtra and one in Taloja, Raigad in Maharashtra which had a combined annual installed capacity of 29,045 MTPA as of December 31, 2024. Additionally, a fourth facility is under construction in Supa, Ahilyanagar (formerly Ahmednagar) in Maharashtra and phase I of the same is expected to commence operations in Fiscal 2026, subject to receipt of requisite approvals.

We have including quality assurance, quality control, health and safety management, which enable us to produce and deliver our products to our customers while maintaining high quality standards and monitoring regulatory compliance at our Manufacturing Facilities.

Set forth below is a table summarizing details in respect of each of our manufacturing facilities:

Manufacturing facility	Address	Operational since	Certifications	Nature of holding	Products manufactured
Unit 1 (Taloja, Raigad in Maharashtra)	Plot No. J-25, Taloja Industrial Area, Village Padghe, Taluka Panvel, Raigad – 410 208, Maharashtra, India	1981	ISO 9001-2015	Leasehold	Insulated round and rectangular copper/aluminum magnet/winding wire
Unit 2 (Chakan, Pune in Maharashtra)	11/3, 11/4 and 11/5, Village Birdewadi, Chakan Taluka - Khed, Pune – 410 501, Maharashtra, India	2001	ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, IATF 16949:2016	Owned	Insulated round and rectangular copper/aluminum magnet/winding wire CTC Enameled round copper magnet/winding wire
Unit 3 (Chakan, Pune in Maharashtra)	Plot No. 5, Chakan Industrial Area, Phase II, Village Khalumbre, Taluka Khed, Pune – 410 501, Maharashtra, India	2019	ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, IATF 16949:2016	Leasehold	Enameled round copper/aluminum magnet/winding wire

Unit 1 Plant

Unit 2 Plant

Unit 3 Plant

Capacity and Capacity Utilization

The following table sets forth certain information relating to our historical copper equivalent capacity utilization of our manufacturing facilities conductors and wires, calculated on the basis of effective installed capacity for the relevant period and actual production in such periods as calculated below, as certified by the Independent Chartered Engineer by way of their certificate dated May 22, 2025:

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Sr. No.	Manufacturing Unit/ Product	Fiscal 2023			Fiscal 2022		
		Installed Capacity in MT	Actual Production in MT	Capacity Utilization %	Installed Capacity in MT	Actual Production in MT	Capacity Utilization %
1	**Taloja Unit No 1 (Taloja)**						
a)	Specialised Magnet Winding Wire	4,241	3,647	85.99%	4,241	2,996	70.64%
	Total Taloja Unit No 1	**4,241**	**3,647**	**85.99%**	**4,241**	**2,996**	70.64%
2	**Chakan Unit No. 2 (Birdewadi)**						
a)	Specialised Magnet Winding Wire	14,626	10,882	74.40%	14,437	11,280	78.13%
b)	Standard Magnet Winding Wire	1,347	53	3.93%	-	-	-
	Total Chakan Unit No. 2	**15,973**	**10,935**	**68.46%**	**14,437**	**11,280**	**78.13%**
3	**Chakan Unit No. 3 (Khalumbre)**						
a)	Standard Magnet Winding Wire	5,051	3,174	62.84%	5,051	1,896	37.54%
	Total Chakan Unit No. 3	**5,051**	**3,174**	**62.84%**	**5,051**	**1,896**	**37.54%**
	Total	**25,265**	**17,756**	**70.28%**	**23,729**	**16,172**	**68.15%**

Sr. No.	Manufacturing Unit/ Product	Nine-month Period ended December 31, 2024 *			Fiscal 2024		
		Installed Capacity in MT	Actual Production in MT	Capacity Utilization % ^	Installed Capacity in MT	Actual Production in MT	Capacity Utilization %
1	**Taloja Unit No 1 (Taloja)**						
a)	Specialised Magnet Winding Wire	4,241	2,665	83.79%	4,241	3,487	82.22%
	Total Taloja Unit No 1	**4,241**	**2,665**	**83.79%**	**4,241**	**3,487**	**82.22%**
2	**Chakan Unit No. 2 (Birdewadi)**						
a)	Specialised Magnet Winding Wire	14,626	10,521	95.91%	14,626	13,472	92.11%
b)	Standard Magnet Winding Wire	2,694	389	19.25%	2,694	506	18.78%
	Total Chakan Unit No. 2	**17,320**	**10,910**	**83.99%**	**17,320**	**13,978**	**80.70%**
3	**Chakan Unit No. 3 (Khalumbre)**						
a)	Standard Magnet Winding Wire	7,484	3,890	69.30%	6,875	4,289	62.39%
	Total Chakan Unit No. 3	**7,484**	**3,890**	**69.30%**	**6,875**	**4,289**	**62.39%**
	Total	**29,045**	**17,465**	**80.17%**	**28,436**	**21,754**	**76.50%**

^Calculated on proportionate installed capacity basis
**Actual production mentioned above is for the nine months ended December 31, 2024.*

Notes:

- *Capacity mentioned in above table for the year 2021-2022, 2022-2023 and 2023-2024 is on annualized basis.*
- *PICC means - Paper Insulated Copper Conductor*
- *CTC means - Continuously Transposed Conductors.*
- *RW means - Round Wire Conductors*
- *Installed capacity represents the installed capacity as of the last date of the relevant Fiscal and the annual available capacity has been calculated based on the average of daily available capacity for the relevant Fiscal/ period. The installed capacity and the annual available capacity are based on various assumptions and estimates, including standard capacity calculation practice in the Indian winding wires industry and capacity of other ancillary equipment installed at the relevant manufacturing facility. Actual available annual capacity is calculated by considering above mentioned factors and percentage of utilization is calculated by considering available capacity only.*
- *The information relating to the installed capacity of the manufacturing facilities as of the date included above are based on various assumptions and estimates that have been taken into account for calculation of the installed capacity. However, the said installed capacity will reduce at the time of actual production due to factors such as plant preventive maintenance, unplanned maintenance, set up change for extreme cross section, job loading & unloading time, power failure, lunch/Tea break etc.*
- *Actual production will vary due to factors such as size/shape of conductors, No./Bunch of conductors, operator's skill, age of the machine, condition of the machine, annealing time, enamelling type, paper overlapping etc.*
- *Company manufactures wide range of wires and Conductors in various sizes and types. Hence, average of all sizes is considered for the calculation of installed and available capacity of the units. Main production output is based on final output of CTC, PICC machine as it is final operation to get finish product.*

- *For purpose of arriving at copper equivalent figures of production, the aluminium products has been multiplied by 3.28.*
- *Assumptions and estimates taken into account for measuring available capacities includes:*
  - *Specialize magnet winding wires:*
    - *For PICC - 26 days per month resulting in 312 working days in a year with per day three operating shifts with actual run time of 5.6 hours per shift.*
    - *For CTC - 26 days per month resulting in 312 working days in a year with per day three operating shifts with actual run time of 5.2 hours per shift.*
- *Standard magnet winding wires:*
  - *For RW – 95% of 365 working days in a year on a continuing basis with per day three operating shifts with actual run time of 8 hours per shift.*
- *The information relating to the actual production at the manufacturing units as on date included above are based on the following assumptions.*
- *The actual production capacity of the company is derived from a 'Production Data' on a monthly basis.*
- *Capacity utilization has been calculated on the basis of actual production during the relevant Fiscal/ period divided by the aggregate available capacity as of at the end of the relevant period.*
- *Each manufacturing site is physically visited and the machinery installed is inspected at site to check the working condition. Output of the machines are verified by visiting various manufacturer sites and installed capacity is derived.*

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Raw Materials and Suppliers

One of the critical factors to develop and grow in our business is to possess the ability to source good quality raw materials at competitive prices. The essential raw materials used by our facilities for manufacturing our products are copper, aluminium, insulating materials – paper and enamel, packaging material among others. We procure raw material requirement on receipt of confirmed orders only. The company procures copper in back-to-back arrangement with suppliers against confirmed orders, i.e., the customer prices the copper with our Company and our Company does the same with its suppliers, thereby mitigating volatility of raw material prices to a large extent. While we do not have any long-term agreements with any of our raw material suppliers, we have maintained long term relationships with most of our major suppliers. We have a mix of domestic and international raw material suppliers.

Quality Control, Services, Packaging and Certifications

In the conductors and wires industry, adherence to quality standards is a critical factor as any defects in any of the products manufactured by our Company or failure to comply with the specifications of our customers may lead to cancellation of the purchase order placed by our customers. In order to maintain the quality standards and comply with the design specifications provided by our customers and to ensure that our products successfully pass all validations and quality checks as prescribed by our customers, at each stage of the manufacturing process, the products are checked by the operators to ensure there is no defect from the previous stage operator. This prevents or, where necessary, uncovers defects which ensures that time and resources are not wasted in the production of defective products.

Further, our Company received the ISO 9001:2015 accreditation for the certification and approval of the quality management system and the ISO 14001:2015 accreditation for environment management system, the ISO 45001:2018 certification for occupational health and safety management and the IATF 16949:2016 certification for the certification and approval of the quality management system. Additionally, our supply to esteemed global players such as Al Ahleia Switchgear Co. and Meidensha Corporation as well as approvals from domestic institutions like NTPC, PGCIL, RDSO, and NPCIL, affirm our position as a trusted and reliable manufacturer.

We also focus on providing safe, efficient, and sustainable packaging solutions for our magnet winding wires. By incorporating practices such as refurbishing and reusing wooden drums and pallets, we not only reduce waste but also contribute to resource conservation. This combination of globally recognized certifications and eco-conscious packaging underscores our commitment to quality, sustainability, and customer satisfaction.

We continue to enhance our pre-qualification credentials to meet the stringent technical and quality parameters set by international customers, thereby supporting entry into new global markets.

Sales, Marketing and Distribution

Our manufacturing operations are supported by a diverse and expanding sales and distribution network across India and international markets. In addition to our sales team based out of Pune, we have resident sales network in India as well as in Brazil, North America and Europe. As of December 31, 2024, our sales network comprised of 18 members. This team is responsible for a range of marketing and outreach initiatives, including participation in domestic and international trade exhibitions and industry events, to promote awareness of our products.

We also maintain sales offices in certain regions to enable closer engagement with customers, facilitate quicker response times, and support market development activities. These offices serve as hubs for customer service, technical support, and relationship management.

Our dedicated sales and marketing work closely with senior management to identify new business opportunities, build strategic partnerships, and expand into emerging markets. Their efforts are focused on tracking market trends, driving customer acquisition, and strengthening relationships with key clients across sectors such as power, renewables, industrials, railways, automotives, home appliances and others. These initiatives ensure a consistent pipeline of growth and product diversification.

New Product and Process Development

We place a strong focus on new product and process development, aimed at further expanding our product portfolio in our focus areas and selectively entering adjacent areas. As of December 31, 2024, we have a dedicated team of 15 employees focused on new product and process development. Our in-house product and process development team is equipped with the necessary skills and expertise to drive continuous improvements in both our processes and products.

In addition to developing new offerings, we work closely with our customers to design and manufacture customized magnet winding wire products tailored to their specific technical and application requirements. This customer-centric approach enables us to strengthen long-term relationships, enhance value delivery, and remain responsive to evolving industry needs.

Information Technology

Information technology has emerged as a key business enabler for us and plays an important role in improving our overall productivity, customer service and risk management. We have stable and secure IT infrastructure and applications such as SAP, S/4 HANA in customer order management and dispatches and other business and strategic initiatives. This comprehensive enterprise resource planning ("**ERP**") system is in place to streamline workflows across various departments, enhance real-time decision-making, and ensure efficiency throughout the organization. This technology backbone supports seamless integration of business processes, from supply chain management to customer relations.

We continue to implement automation initiatives on top of our core applications to streamline our procurement of raw materials, manufacturing process, sale of finished goods, payments to vendors and suppliers, and receivables from customers or franchisees.

Competition

We face immense competition in the industries that we serve in. To keep up with innovations and competitions, companies have to continuously update their technology to compete in the market. Our competitors may possess wider product ranges, larger sales teams, greater intellectual property resources and broader appeal across various divisions. The magnet winding wire industry is characterized by intense competition, driven by the presence of established global and regional players, upcoming manufacturers, and a significant unorganized sector. (*Source: CARE Report*). For further details, see "*Industry Overview*" on page 131.

Some of our key competitors across our business verticals include Precision Wires India Limited and Ram Ratna Wires Limited. We believe that we are well-positioned to compete with these companies given our strengths, strategies and track records.

Health, Safety and Environment

Our activities are subject to the environmental laws and regulations of India. For information regarding applicable health, safety and environmental laws and regulations, see "*Key Regulations and Policies*" on page 235. We consider environmental sustainability to be a critical aspect of our operations and have implemented various measures to minimize our environmental impact. As part of these efforts, we have installed wire flattening machine to enhance productivity, improve dimensional accuracy, and reduce material waste. We have refurbished and reused approximately 100% of our wooden drums in the past. Additionally, we have reused wooden pallets for domestic deliveries, contributing to the preservation of significant number of trees in the past. These initiatives reflect our focus on promoting sustainable practices and optimizing resource utilization across our operations.

We actively monitor energy consumption on a machine-by-machine basis, including utility usage, to identify opportunities for benchmarking and operational improvements. As part of our commitment to reducing emissions and promoting energy efficiency, we have set up solar panels in Chakan, Pune in Maharashtra with a capacity of generating 1 MW of solar power. We strive to preserve the environment by adhering to all applicable environmental norms and leveraging renewable energy sources to reduce our carbon footprint and Greenhouse Gas ("**GHG**") emissions. During Fiscal 2024, 6.13% of our total electricity consumption was derived from renewable sources. We have implemented rainwater harvesting systems and installed catalytic converters to improve air quality. These converters effectively remove harmful pollutants from exhaust gases and offer the added benefit of reduced power consumption by utilizing the heat energy generated from waste gases. Collectively, these initiatives reflect our commitment to sustainable growth and environmental responsibility.

We closely monitor and report water consumption across all our operations to ensure responsible usage.

We measure and monitor waste generation from our operations to ensure effective waste management. Hazardous waste such as waste oil is handled in accordance with applicable environmental regulations and disposed of through authorized treatment facilities. Non-hazardous waste, including paper, wood, and cotton waste, is managed responsibly and sent to municipal corporations from all our manufacturing facilities. Copper scrap is one of the primary waste materials generated during our manufacturing process. In Fiscal 2024, our total scrap sold was ₹999.31 million and amounted to 7.23% of our total revenue from operations.

As part of our social commitment, we prioritise health and safety for both our employees and customers. Although SEBI's BRSR (Business Responsibility and Sustainability Reporting) mandate currently applies only to the top 1,000 listed companies by market capitalization, we have voluntarily adopted ESG reporting frameworks. We began reporting under BRSR (Lite) in Fiscal 2023 and transitioned to full BRSR reporting in Fiscal 2024. We actively encourage stakeholders to provide feedback, suggestions, and concerns related to our ESG performance and initiatives. We maintain an open and responsive dialogue, promptly addressing any issues raised and providing transparent and accurate information.

Insurance

Our operations are subject to risks inherent in manufacturing facilities such as risk of equipment failure, work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. We maintain ongoing insurance policies in order to manage the risk of losses from potentially harmful events, including: (i) marine open inland transit insurance; (ii) marine open export transit insurance (iii) standard fire and special perils policy; (iv) industrial all risk policy; (v) public liability industrial policy; (vi) money insurance policy; (vii) group health insurance policy; and (viii) burglary first loss policy.

For further details, see "*Risk Factors —Internal Risks—Our insurance coverage may not be sufficient or adequate to protect us against all material hazards, which may adversely affect our business, results of operations, financial condition and cash flows*" on page 54.

Intellectual Property

Our success depends in part on our ability to protect our technology and intellectual property. We primarily rely on a combination of trademarks and non-disclosure agreements to establish and protect our intellectual property rights. We also share some of our technology and know-how with our vendors in connection with the supply of raw materials for the development of our products, and therefore we need to ensure that we obtain adequate safeguards against any potential intellectual property infringement by our vendors.

As on the date of this Draft Red Herring Prospectus, we have five trademarks registered in the name of our Company, which include our logos under various classes of trademarks such as class 9, 35, 37 and 39. We have one application pending for registration of trademark in the name of our Company. For details of our trademark being used by other entities, please see, "*Risk Factors - We may be unable to adequately protect intellectual property that we use and may be subject to risks of infringement claims.*" on page 53.

Corporate Social Responsibility

We have constituted a Corporate and Social Responsibility ("**CSR**") Committee of our Board and have adopted and implemented a CSR policy, pursuant to which we carry out our CSR activities. For further information, see "*Our Management - Corporate Governance*" on page 255. As part of our commitment to CSR, we provide donations to schools, donations to PM CARES Fund and promote education by providing computers and laptops, eradicating hunger by providing midday meals in schools. For details, see "*Restated Financial Statements*" on page 279.

During the nine-month period ended December 31, 2024, and Fiscals 2024, 2023 and 2022, our corporate social responsibility related expenses were ₹2.04 million, ₹6.38 million, ₹5.19 million and ₹4.68 million, respectively.

Human Resources

As of December 31, 2024, we had 139 full-time employees. The following table provides a break-down of our employees by function as of December 31, 2024:

Employee function	Number of employees
Accounts and finance	13
Human resources and administration	9
Information technology	2
Management	5
Operations	3
Production	33
Purchase	8
Quality	19
Sales and marketing	14
Stores and dispatch	14
Supply chain and logistics	4
New product/process development	15
Total	**139**

We follow a detailed process for recruitment of our employees which spans across various stages such as recruitment requisition, recruitment criteria, advertising, receipt of applications and interview, among others. We believe in the continuous training and professional development of our employees. We provide comprehensive training programs and skill enhancement initiatives. By investing in our employees' growth, we foster a culture of learning, innovation, and career advancement, ensuring their long-term success and contributing to our organizational excellence. In addition to compensation that includes salary and allowances, our employees receive statutory benefits (including employees provident fund, employees state insurance, pension, retirement and gratuity benefits, maternity and other benefits, as applicable). Further, we have implemented a code of employee conduct, which among others, sets out standards of professionalism and confidentiality.

We also engage contract workers in our manufacturing facilities. The number of contract workers engaged by us varies from time to time based on the nature and extent of work involved in our on-going projects. These contract workers are engaged through independent contractors in accordance with the provisions of the Contract Labour (Regulation and Abolition) Act, 1970, as amended. As of December 31, 2024, we had a total of 165 contract workers.

We have entered into a Memorandum of Settlement with the KSH International Chakan Internal Kamgar Sangathna under Section 2(P) read with Section 18(1) of the Industrial Disputes Act, 1947. This settlement, valid from July 1, 2022, to June 30, 2027, outlines revisions in wages, dearness allowance, duty hours, work teams, paid holidays, bonuses, and other terms and conditions of service. This agreement ensures mutual understanding and clarity on employment-related matters for the specified period.

Property

Our Registered Office is located at 11/3, 11/4, 11/5, Village Birdewadi, Taluka Khed, District Pune – 410 501, Maharashtra, India which is owned by us. Our Corporate Office is located at 201, Tower 2, Montreal Business Center, Pallod Farms, Pune 411 045, Maharashtra, India and is held by us on a leasehold basis. Further, two of our manufacturing facilities are situated on land that has been leased by us and one manufacturing facility is owned by us. For details of our manufacturing facilities, see "*Our Business - Manufacturing Facilities*" on page 225.

The table below sets forth the details of our leased and sub-leased properties as of the date of this Draft Red Herring Prospectus:

S. No.	Lessor	Address	Purpose	Last paid monthly rent (in ₹million)	Date of lease/ Sub-lease	Tenure	Whether leased from related party
1.	Define Labs	T1 103 Montreal Business Center, Pallod Farms, Baner, Pune	Commercial office	0.18	January 15, 2024	Three years	No
2.	Goka Engineering Company Private Limited	T2 201 Montreal Business Center, Pallod Farms, Baner, Pune	Corporate Office	0.29	October 11, 2024	Five years from January 1, 2025	No
3.	Maharashtra Industrial Development Corporation	Plot No. J-25, Taloja Industrial Area, Village Padghe, Taluka Panvel, Raigad – 410 208, Maharashtra, India	Unit 1 (Taloja, Raigad in Maharashtra)	-	December 29, 1986	95 years	No
4.	Cardamom Logistics Assets (India) Private Limited	Plot No. 5, Chakan Industrial Area, Phase II, Village Khalumbre, Taluka Khed, Pune – 410 501, Maharashtra, India	Unit 3 (Chakan, Pune in Maharashtra)	1.97	August 2, 2023	Three years from October 1, 2023	No
5.	Jeegar Pravinkumar Dattani	Unit No. 911, 9th floor, Signet, Akota, Vadodara	Sales office	0.01	October 15, 2024	11 months from October 1, 2024	No
6.	Shaikh Salman Ahmed Imran Ahmed Shaikh Usman Ahmed Imran Ahmed Qamar Hamid Munir Azam Shah Qamar Khalid Munir Azam	Gat No. 48/1A/48/3/48/4/48/5 having Plot No 5,6,7,7,8A, Village Varale, Taluka Khed. Pune – 410 501, Maharashtra	Industrial	0.58	August 12, 2021	Five years from August 10, 2021	No
7.	Maharashtra Industrial Development Corporation	Plot No F-223, Supa-Parner Industrial Area, MIDC, Village Palve Khurd, Taluka Parner. Supa, Ahmednagar, Maharashtra	Industrial	-	September 8, 2023	95 years	No
8.	Khan Kasim Mohammad	Ground Floor, 'Survey Number: 3/459/3',	Warehouse Taloja	0.03	January 30, 2025	33 months from	No

S. No.	Lessor	Address	Purpose	Last paid monthly rent (in ₹million)	Date of lease/ Sub-lease	Tenure	Whether leased from related party
		Taloja, MIDC – 410 208, Panvel, Raigad, Maharashtra				February 1, 2025	
9.	Prarambh Industries	Gat No. 11/8 and 11/9, Village Biradwadi, Taluka Khed, Pune, Maharashtra	Industrial	-	April 29, 2025	15 years from April 29, 2025	No

For further information in the relation to the risks relating to our leasehold property, see "*Risk Factors - Some of our manufacturing facilities and our Corporate Office are leased by us. In the event we lose or are unable to renew such leasehold rights, our business, financial condition and results of operations may be adversely affected.*" on page 49.

KEY REGULATIONS AND POLICIES IN INDIA

The following is an overview of the certain sector specific Indian laws and regulations which are relevant to our business.

The information detailed in this section has been obtained from various statutes, regulations and/or local legislations and the bye laws of relevant authorities that are available in the public domain. The description of laws and regulations set out below is not exhaustive and is only intended to provide general information and is neither designed nor intended to be a substitute for professional legal advice. For details of government approvals obtained by us in compliance with these regulations, see "Government and Other Approvals" beginning on page 387. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Shops and Establishments Legislations

Under the provisions of local shops and establishments legislations applicable in the states in which such establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. Our offices and warehouses have to be registered under the shops and establishments legislations of the states where they are located, unless exempted thereunder.

The Public Liability Insurance Act, 1991 ("PLI Act") and the Public Liability Insurance Rules, 1991

The PLI Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the government by way of a notification. Under the law, the owner or handler is also required to take out an insurance policy insuring against liability. The rules made under the PLI Act mandate the employer to contribute towards the Environmental Relief Fund a sum equal to the premium paid on the insurance policies.

Legal Metrology Act, 2009 (the "Legal Metrology Act") and the Legal Metrology (Packaged Commodities) Rules, 2011

The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The Legal Metrology Act governs the standards/units/denominations used for weights and measures. It also states that any transaction/contract relating to goods shall be as per the weight/measurement prescribed by the Legal Metrology Act. Such weights and measures are required to be verified and re-verified periodically before usage through government approved test centres. Under the provisions of the Legal Metrology Act, pre-packaged commodities are required to bear statutory declarations and entities are required to obtain a registration before import of any weight or measure. Approval of model is required before manufacture or import of any weight or measure. Any non-compliance or violation under the Legal Metrology Act may result in *inter alia* a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases.

Legal Metrology (Packaged Commodities) Rules, 2011 (the "**Packaged Commodities Rules**") were framed under Section 52(2) (j) and (q) of the Legal Metrology Act and lay down specific provisions applicable to packages intended for retail sale, wholesale and for export and import. A "pre –packaged commodity" means a commodity which without the purchaser being present is placed in a package of a pre-determined quantity. The key provisions of the Packaged Commodities Rules provide that it is illegal to manufacture, pack, sell, import, distribute, deliver, offer, expose or possess 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. Further, 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 Packaged Commodity Rules were amended in the year 2017 to increase protection granted to consumers. Some recent additions include increased visibility of retail price, removal of dual maximum retail price and bringing e-commerce within the ambit of these rules.

Consumer Protection Act, 2019 (the "Consumer Protection Act")

The Consumer Protection Act was enacted to provide a simpler and quicker access to redress consumer grievances, including in course of both online and offline transactions. It seeks to promote and protects the interest of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers and traders. It establishes consumer disputes redressal commissions at the district, state and national levels and a central consumer protection authority, with wide powers of enforcement, to regulate matters relating to violation of consumer rights, unfair trade practices and misleading advertisements. The consumer protection authority has the ability to inquire into violations of consumer rights, investigate and launch prosecution at the appropriate forum, pass orders to recall goods, impose penalties and issue safety notices to consumers against unsafe goods. It also introduces product liability, which can hold the product seller liable for compensation claims.

Sale of Goods Act, 1930 (the "Sale of Goods Act")

The Sale of Goods Act governs contracts relating to sale of goods in India. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

Intellectual Property Laws

Certain laws relating to intellectual property rights applicable to us are as follows:

The Copyright Act, 1957 (the "**Copyright Act**") governs copyright protection in India. Even while copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Act acts as a prima facie evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations.

The Trade Marks Act, 1999 (the "**Trade Marks Act**") provides for the process for making an application and obtaining registration of trade marks in India. The purpose of the Trade Marks Act is to grant exclusive rights to marks such as a brand, label, heading, etc. and to obtain relief in case of infringement of such marks for commercial purposes. The Trade Marks Act prohibits registration of deceptively similar trade marks and provides for penalties for infringement, falsifying and falsely for applying trade marks.

The Indian Patents Act, 1970 (the "**Patent Act**") governs patents in India. A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Designs Act, 2000 (the "**Designs Act**") and rules made thereunder promote and protect the design element of industrial production. It is also intended to promote innovative activity in the field of industries. The Controller General of Patents, Designs and Trade Marks appointed under the Trademarks Act shall be the Controller of Designs for the purposes of the Designs Act. When a design is registered, the proprietor of the design has copyright in the design for ten years from the date of registration.

Foreign Trade (Development and Regulation) Act, 1992 ("FTA")

In India, the main legislation concerning foreign trade is FTA. The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto.

As per the provisions of the Act, the Government: (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; and (iii) is authorized to formulate and announce an export and import policy and also amend the same from time to time, by notification in the official gazette.

FTA read with the Indian Foreign Trade Policy 2023 provides that no export or import can be made by a company without an importer-exporter code number unless such person or company is specifically exempt. An application for an importer exporter code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce. An importer-exporter code number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

Foreign Investment Laws

Foreign investment in India is governed by the provisions of the FEMA along with the rules, regulations and notifications made by the Reserve Bank of India, including the FEMA Rules, as amended thereunder, and the consolidated FDI Policy ("**FDI Policy**") issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("**DPIIT**", *earlier known as Department of Industrial Policy and Promotion*). The FDI Policy consolidates all the press notes, press releases, and clarifications on FDI issued by DPIIT. Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route. Currently 100% FDI is allowed under the automatic route for companies engaged in the manufacturing sector.

Importer-Exporter Code

Under the Indian Foreign Trade Policy, 2004, no export or import can be made by a person or company without an Importer Exporter Code number unless such person/company is specifically exempted. An application for an Importer Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce. An Importer Exporter Code number allotted to an applicant is valid for all its branches/divisions/ units/factories.

Package Scheme of Incentive – 2019 ("PSI 2019")

The PSI 2019 was introduced by the Government of Maharashtra vide resolution no. PSI-2019/ CR 46/ IND-8 dated September 16, 2019 to ensure the grant of fiscal and non-fiscal incentives to industrial units as envisaged under the Maharashtra Industrial Policy 2019. The PSI 2019, *inter alia*, covers industries as listed under the First Schedule of the Industries (Development and Regulation) Act, 1951 including industries engaged in the manufacturing of electrical equipment. The PSI-2019 provides, *inter alia*, the following incentives to the eligible industrial units: exemption from electricity duty, waiver of stamp duty, power tariff subsidy etc. To avail such incentives, the eligible industrial units have to obtain an eligibility certificate from the specified implementing agency of the Government of Maharashtra, after the commencement of production activities. Further, a separate registration under the Maharashtra Goods and Service Tax Act, 2017 is also required as per the PSI-2019.

Environmental laws

The Environment (Protection) Act, 1986 ("EPA"), Environment Protection Rules, 1986 (the "EP Rules") and the Environmental Impact Assessment Notification, 2006 ("EIA Notification")

The EP Act has been enacted for the protection and improvement of the environment. EP Act empowers the government to take all measures to protect and improve the quality of environment, such as by laying down standards for emission and discharge of pollutants, providing for restrictions regarding areas where industries may operate and laying down safeguards for handling hazardous substances, amongst others. It is in the form of an umbrella legislation designed to provide a framework for Central Government to coordinate the activities of various central and state authorities established under previous laws. It is also in the form of an enabling law, which delegates wide powers to the executive to enable bureaucrats to frame necessary rules and regulations.

Further, the EP Rules specifies, inter alia, the standards for emission or discharge of environmental pollutants, restrictions on the location of industries and restrictions on the handling of hazardous substances in different areas. For contravention of any of the provisions of the EP Act or the rules framed thereunder, the punishment includes either imprisonment or fine or both. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

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

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

The Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act aims to prevent, control and abate air pollution, and stipulates that no person shall, without prior consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area. They also cannot discharge or cause or permit to be discharged the emission of any air pollutant in excess of the standards laid down by the State Boards. The Central Pollution Control Board and the state pollution control boards constituted under the Water Act perform similar functions under the Air Act as well. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant.

Noise Pollution (Regulation and Control) Rules, 2000 (the "Noise Pollution Rules")

The Noise Pollution Rules regulate and control the noise producing and generating sources including from industrial activity and sets ambient air quality standards in respect of noise for different areas/zones. The Noise Pollution Rules provide for penalties in accordance with the EP Act for use of loudspeakers, public address system, among others, in a silence zone or area.

Plastic Waste Management Rules, 2016 (the "PWM Rules")

The PWM Rules are applicable to every waste generator, local body, gram panchayat, manufacturer, importers, brand owner, plastic waste processor (recycler, co-processor, etc) and producer. PWM Rules lays down the process of managing the plastic waste by its manufacturer, importer, generator, amongst others. The PWM Rules specify the rules relating to inter alia conditions for manufacture, import, stocking, distribution, sale and use of carry bags, plastic sheets or like, or cover made of plastic sheet and plastic packaging, single-use plastic. Further, the PWM Rules provides for responsibility of local body, waste generator, producers, importers and brand owners, etc., marking or labelling of plastic packaging, registration of producers, recyclers and manufacturer. Further, the PWM Rules provides for submitting of an annual report in the prescribed form by every person engaged in recycling or processing of plastic waste. It levies environmental compensation based upon polluter pays principle for any non-compliance with the provisions of the PWM Rules.

The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 ("Hazardous Waste Rules")

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. The term "hazardous waste" has been defined in the Hazardous Waste Rules and any person who has, control over the affairs of the factory or the premises or any person in possession of the hazardous waste has been defined as an "occupier". Every occupier and operator of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

The Manufacture, Storage and Import of Hazardous Chemical Rules, 1989 ("HCR Rules")

The HCR Rules are formulated under the EPA. The HCR Rules are applicable to an industrial activity in which a hazardous chemical which satisfies certain criteria as listed in the schedule thereto, and to an industrial activity in which there is involved a threshold quantity of hazardous chemicals as specified in the schedule thereto. The occupier of a facility where such industrial activity is undertaken has to provide evidence to the prescribed authorities that he has identified the major accident hazards and that he has taken steps to prevent the occurrence of such accident and has to provide to the persons working on the site with the information, training and equipment including antidotes necessary to ensure their safety. Where a major accident occurs on a site or in a pipeline, the occupier shall forthwith notify the concerned authority and submit reports of the accident to the said authority. Furthermore, an occupier shall not undertake any industrial activity unless he has submitted a written report to the concerned authority containing the particulars specified in the schedule to the HCR Rules at least three months before commencing that activity or before such shorter time as the concerned authority may agree.

E-Waste (Management and Handling) Rules, 2022 ("E-Waste Rules")

Under the E-Waste Rules, a manufacturer is responsible for the collection of E-waste generated during the manufacture of any electrical and electronic equipment and channelizes it for recycling or disposal. Further, the E-Waste Rules also require that relevant authorizations must be obtained from the state pollution control boards, where manufacturing activities resulting in generation of E-Waste, are carried out.

Factories Act, 1948 (the "Factories Act")

The Factories Act defines a "factory" to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act. In addition to the Factories Act, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The various other labour and employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer.

Other labour law legislations

A wide variety of labour laws are also applicable to our Company, including the Contract Labour (Regulation and Abolition) Act, 1970, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employees' State Insurance Act, 1948, the Industrial Disputes Act, 1947 and the Industrial Disputes (Central) Rules, 1957, the Maternity Benefit Act, 1961, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, the Payment of Gratuity Act, 1972, the Payment of Wages Act, 1936, the Equal Remuneration Act, 1976 and the Workmen's Compensation Act, 1923, the Industrial Employment (Standing Orders) Act, 1946,the Apprentices Act, 1961 and the Child Labour (Prohibition Regulation) Act, 1986 and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act and Rules, 2013.

The Government of India has enacted the Code on Wages, 2019, which received the assent of the President of India on August 8, 2019. The provisions are proposed to be brought into force on a date to be notified by the Central Government. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. Separately, the Government of India enacted the Occupational Safety, Health and Working Conditions Code, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code are proposed to be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. Further, the Government of India has enacted the Industrial Relations Code, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code are proposed to be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. Further, the Government of India has enacted the Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code are proposed to be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008.

Other Indian laws

In addition to the above, we are also governed by taxation and labour related laws.

As per notice dated June 28, 2017 by the Ministry of Finance, with effect from July 1, 2017, goods and services tax laws (including Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, States Goods and Services Tax Act, 2017 and Union Territory Goods and Services Tax Act, 2017) are applicable to our Company.

Further, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder, Indian Contract Act, 1872, Transfer of Property Act, 1882, Indian Stamp Act, 1899, and other applicable statutes imposed by the central and state governments and other authorities for our day-to-day business and operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as "*Bhandary Metal Extrusion Private Limited*" under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated July 30, 1979 issued by the Registrar of Companies, Maharashtra at Bombay. Subsequently, the name of our Company was changed from "*Bhandary Metal Extrusion Private Limited*" to "*KSH International Private Limited*" pursuant to a resolution dated June 1, 1996 passed by our Board and a resolution dated June 24, 1996 passed by our shareholders, post which a fresh certificate of incorporation dated July 4, 1996 was issued by Registrar of Companies Maharashtra at Mumbai pursuant to change of name under the Companies Act, 1956. Further, pursuant to a special resolution passed by our Shareholders on January 13, 2011 which was confirmed by an order of the regional director dated August 16, 2011, the registered office of our Company was shifted from the jurisdiction of Registrar of Companies, Maharashtra at Mumbai to the jurisdiction of the Registrar of Companies, Maharashtra at Pune, and a certificate of registration of the order of regional director confirming transfer of the registered office within the same state was issued to us on October 13, 2011, by the RoC. On the conversion of our Company from a private limited company to a public limited company, pursuant to a resolution passed by our Board on December 11, 2024 and a special resolution passed by our Shareholders on December 19, 2024, the name of our Company was changed to "*KSH International Limited*" and a fresh certificate of incorporation was issued by the Registrar of Companies, Central Processing Centre on January 20, 2025.

Changes in our Registered Office

As on the date of this Draft Red Herring Prospectus, the registered office of our Company is situated at 11/3, 11/4 & 11/5, Village Birdewadi, Chakan Taluka - Khed, Pune – 410 501, Maharashtra, India.

Except as disclosed below, there has been no change in the registered office of our Company since the date incorporation.

Date of Change	Shifted from	Shifted to	Reasons for change
September 10, 2006	14/2, Western India House, Sir P.M. Road, Mumbai- 400001, Maharashtra, India	5, Madhav Nagar, Bhavani Shankar Road, Dadar (West), Mumbai – 400028, Maharashtra, India	Administrative Convenience
September 22, 2011	5, Madhav Nagar, Bhavani Shankar Road, Dadar (West), Mumbai – 400028, Maharashtra, India	11/3, 11/4 & 11/5, Village Birdewadi, Chakan Taluka - Khed, Pune – 410 501, Maharashtra, India	Administrative Convenience

Main Objects of our Company

The main objects contained in the Memorandum of Association of our Company are as mentioned below:

1. "*To carry on the business of manufacturers, exporters, importers, marketers and dealers in all kinds of metal tubes, collapsible Tubes, rigid cans, bottles, Aerosol cans, containers, electrical housing, any other pressed/impact extruded products (for whatever the purpose it is used or capable of being used), all types of packaging materials made out of paper, metal, fibres, plastic and other allied products.*

2. *To carry on the business of manufacturers, exporters, importers and dealers in copper /Brass/ Aluminium sections, rods, tubes, wires, sheets, plates, paper covered copper/ Aluminium strips and winding wires, wire drawings etc and allied products.*

3. *To carry on the business of manufacturers, exporters, importers and dealers in any type of wires and Cables HV LV Marine, etc all types, Data Cables, Fibre optic cables, Conductors, Copper rod manufacturing, Aluminium rod manufacturing, Bus Bar manufacturing both copper and aluminium - Insulated and non-insulated, Bus duct, Overhead conductors, transmission line conductors, Wire enamels, Insulating materials, Packaging materials like Reels, Drums, Pallets, Bobbins, Spools, Special Purpose machines, Coils, Motors, Transformers, Traction motors, Stators, Rotors, Assemblies, Sub-Assemblies, Recycle Copper rod from scrap, Recycle Aluminium rod from scrap, Captive power generation, Electronic components, PCB, White goods and Brown Goods like AC, Fan, Washing Machines, Refrigerator, Microwaves, Computer, Printers, Electric vehicles, Mobile phones, Tablets, Laptops, Mining of copper, Bauxite, any electrical switchgear, switches, connectors, EV chargers, EV Batteries, Semiconductors, Electronic Chips"*

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried on and proposed to be carried on by our Company.

Amendments to our Memorandum of Association in the last 10 years

Set out below are the amendments to our Memorandum of Association in the last 10 years:

Date of Shareholders' resolution	Particulars
December 19, 2024	Clause I of the Memorandum of Association was amended to reflect the change in the name of our Company from 'KSH International Private Limited" to 'KSH International Limited.
January 30, 2025	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital from ₹70,000,000 divided in 700,000 equity shares of ₹100 each to ₹400,000,000 divided in 4,000,000 equity shares of ₹100 each. Additionally, Clause III(A) of the Memorandum of Association was amended to add the following sub-clause: *"3. To carry on the business of manufacturers, exporters, importers and dealers in any type of wires and Cables HV LV Marine, etc all types, Data Cables, Fibre optic cables, Conductors, Copper rod manufacturing, Aluminium rod manufacturing, Bus Bar manufacturing both copper and aluminium - Insulated and non-insulated, Bus duct, Overhead conductors, transmission line conductors, Wire enamels, Insulating materials, Packaging materials like Reels, Drums, Pallets, Bobbins, Spools, Special Purpose machines, Coils, Motors, Transformers, Traction motors, Stators, Rotors, Assemblies, Sub-Assemblies, Recycle Copper rod from scrap, Recycle Aluminium rod from scrap, Captive power generation, Electronic components, PCB, White goods and Brown Goods like AC, Fan, Washing Machines, Refrigerator, Microwaves, Computer, Printers, Electric vehicles, Mobile phones, Tablets, Laptops, Mining of copper, Bauxite, any electrical switchgear, switches, connectors, EV chargers, EV Batteries, Semiconductors, Electronic Chips."*
February 11, 2025	The face value of the equity shares was split from ₹100 per equity share to ₹5 per Equity Share. Accordingly, clause V of the Memorandum of Association was amended to reflect the change in the authorised share capital of our Company, from 4,000,000 equity shares of ₹100 each to 80,000,000 Equity Shares of ₹5 each.

Major events and milestones of our Company

The table below sets forth some of the key events in our history:

Fiscal	Milestone
2006	Establishment of our manufacturing unit at Birdewadi, Chakan, Khed, Pune with a maximum capacity of 150 MT per month
2014	Exported goods over ₹1,000 million(1)
2019	Establishment of our manufacturing unit at Khalumbre, Khed, Pune with a maximum capacity of 400 MT per month
2022	Exported goods over ₹3,000 million(2)
2023	Crossed ₹10,000 million in revenue from operations(3)
2024	Secured a purchase order in the electric vehicles sector

(1) Actual exported goods amounted to ₹1,041.41 million.
(2) Actual exported goods amounted to ₹3,094.16 million.
(3)Actual revenue from operations for Fiscal 2023 amounted to ₹10,494.60 million

Awards, accreditations, and recognition

The table below sets forth some of the key awards, accreditations and recognition received by our Company:

Calendar Year	Awards, accreditations, and recognition
2017	Received certificate for 'Best Vendor of CMM Group' based on the performance for the past three years by Bharat Heavy Electricals Limited, Bhopal
2018	Certificate of appreciation awarded for outstanding support as strategic supplier partner to GE Power-Grid Solutions
2023	Received best supplier award for the financial year 2022-2023 by Toshiba Transmission and Distribution Systems (India) Private Limited
2023	Obtained ISO 14001:2015 certification for our manufacturing facilities Birdewadi, Chakan, Khed, Pune and Khalumbre, Khed, Pune
2023	Obtained ISO 45001:2018 certification for our manufacturing facilities Birdewadi, Chakan, Khed, Pune and Khalumbre, Khed, Pune
2023	Obtained ISO 9001:2015 certification for our manufacturing facilities
2024	Certificate of recognition felicitated by GE T&D India Limited at their Global Supplier Partner Conference
2024	Obtained certificate of registration from TUV SUD Management Service GmbH for manufacturing of bare and enamelled copper/ aluminium wires as per IATF 16949 for our manufacturing facilities Birdewadi, Chakan, Khed, Pune and Khalumbre, Khed, Pune

Significant financial and strategic partnerships

Our Company does not have any significant financial or strategic partnerships as on the date of this Draft Red Herring Prospectus.

Time/cost overrun in setting up projects

Except as disclosed in "*Risk Factors – We have encountered delays in the past and may encounter delays or time cost overruns in the completion of the construction of our manufacturing facility at Supa, Ahilyanagar (formerly Ahmednagar) in Maharashtra, which may adversely affect our business, result of operations, financial condition and cash flows.*" on page 36, our Company has not experienced any time or cost overruns in setting up its projects.

Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks

There has been no instance of rescheduling/restructuring of borrowings with financial institutions/ banks in respect of our borrowings from lenders.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/facility creation, location of projects

For details of key products offered by our Company, entry into new geographies or exit from existing markets or capacity/facility creation, location of projects, see "*Our Business*" on page 208.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

Except as stated below, our Company has not made any material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years.

Scheme of Arrangement between the KSH International Limited ("Demerged Company") and Waterloo Motors Private Limited ("Resulting Company") and their respective shareholders ("Scheme of Amalgamation").

In terms of the Scheme of Arrangement (under Sections 391 to 394 of the Companies Act, 1956 read with Section 52 of Companies Act, 2013 and Sections 100 to 103 of the Companies Act, 1956), the business of Demerged Company carried out through its subsidiaries/joint ventures/ associates (i.e. KSH Distriparks Private Limited, Kushal Motors and Electronics Private Limited and Waterloo Distributors Private Limited) was transferred by way of demerger to the Resulting Company. The rationale of the Scheme of Arrangement was *inter alia* as follows:

a. simplification of the group structure;

b. segregation of core and non-core business of the Demerged Company;

c. reduction of overall administrative overheads;

d. greater administrative efficiency and;

e. operational rationalization, organizational efficiency and optimal utilization of various resources.

The Hon'ble High Court of Bombay, pursuant to its order dated December 4, 2015, approved the Scheme of Arrangement and it became effective from February 2, 2016, the 'effective date' of the Scheme of Arrangement.

The Scheme of Amalgamation, *inter alia*, provided for (i) vesting of the demerged undertaking of the Demerged Company to the Resulting Company; (ii) issue of shares; and (iii) reorganization of existing share capital of the Resulting Company and the Demerged Company.

No valuation report was obtained by our Company in respect of this transaction.

Guarantees provided to third parties by our Promoter Selling Shareholders

Except as stated below, there have been no guarantees issued by our Promoter Selling Shareholders to third parties:

Sr. no	Details of guarantee and guarantor(s)	Name of borrower/guarantee issued for	Name of the lender	Date of the guarantee	Amount sanctioned as on December 31, 2024 (₹ in million)	Amount outstanding as on December 31, 2024 (₹ in million)	Obligations on the Company	Financial implications in case of default	Period of guarantee	Consideration (₹ in million)
1.	Personal guarantee by Rajesh Kushal	KSH International Limited	ICICI Bank Limited	September 16, 2021	90.00	51.06	The obligation on the	The financial implications	The personal guarantees	0

Sr. no	Details of guarantee and guarantor(s)	Name of borrower/guarantee issued for	Name of the lender	Date of the guarantee	Amount sanctioned as on December 31, 2024 (₹ in million)	Amount outstanding as on December 31, 2024 (₹ in million)	Obligations on the Company	Financial implications in case of default	Period of guarantee	Consideration (₹ in million)
	Hegde, Rohit Kushal Hegde, Kushal Subbayya Hegde and Pushpa Kushal Hegde						Company would aggregate to the amount as stipulated in the relevant facility agreement (s).	of the Company in case of default under the relevant facility agreement(s) would entitle the relevant lender(s) to invoke the personal guarantees given by our Promoter Selling Shareholders to the extent of the outstanding amount including interest, costs, charges, expenses and/ or any other money due to such lender(s).	will subsist till the tenure of the respective facilities	
2.	Comfort security by Rajesh Kushal Hegde and Rohit Kushal Hegde (class II)	KSH International Limited	ICICI Bank Limited	April 20, 2023	153.00	128.13				0
3.	Personal guarantee by. Rajesh Kushal Hegde and Rohit Kushal Hegde	KSH International Limited	IndusInd Bank Limited	December 15, 2023	1,000.00	442.02				0
4.	Personal guarantees by. Rajesh Kushal Hegde and Rohit Kushal Hegde	KSH International Limited	Export-Import Bank of India	December 15, 2023	770.00	296.64				0
5.	Personal guarantee by Rajesh Kushal Hegde, Rohit Kushal Hegde, Kushal Subbayya Hegde and Pushpa Kushal Hegde	KSH International Limited	State Bank of India	April 17, 2023	500.00	126.89				0
6,	Personal guarantee by Rajesh Kushal Hegde, Rohit Kushal Hegde, Kushal Subbayya Hegde and Pushpa Kushal Hegde	KSH International Limited	State Bank of India	April 17, 2023	40.00	34.92				0
7.	Personal guarantee by Rajesh Kushal Hegde, Rohit Kushal Hegde, Kushal Subbayya Hegde and Pushpa Kushal Hegde	KSH International Limited	Citibank N.A.	September 21, 2021	250.00	90.92				0
8.	Personal guarantee by Rajesh Kushal Hegde, Rohit Kushal Hegde, Kushal Subbayya Hegde and Pushpa Kushal Hegde	KSH International Limited	The Federal Bank Limited	March 7, 2024	300.00	176.65				0
9.	Personal guarantee by Rajesh Kushal Hegde, Rohit Kushal Hegde,	KSH International Limited	ICICI Bank Limited	November 1, 2022	350.00	302.71				0

Sr. no	Details of guarantee and guarantor(s)	Name of borrower/guarantee issued for	Name of the lender	Date of the guarantee	Amount sanctioned as on December 31, 2024 (₹ in million)	Amount outstanding as on December 31, 2024 (₹ in million)	Obligations on the Company	Financial implications in case of default	Period of guarantee	Consideration (₹ in million)
	Kushal Subbayya Hegde and Pushpa Kushal Hegde									
10.	Personal guarantees by. Rajesh Kushal Hegde and Rohit Kushal Hegde	KSH International Limited	Bajaj Finance Limited	January 27, 2024	150.00	119.65				0

The Promoter Selling Shareholders have extended the guarantees to the aforementioned third-parties pursuant to the security package(s) contemplated as per the relevant facility agreement(s). Further, for details in relation to the security available, please see "*Restated Financial Statements*" on page 279 and "*Risk Factors - Any failure in arranging adequate working capital for our operations or furnishing performance bank guarantees may adversely affect our business, results of operations, cash flows and financial condition.*" on page 39.

Key terms of other subsisting material agreements

Except as disclosed under '*Inter-se agreements between Shareholders and other key agreements'*, there are no agreements/ arrangements and clauses/ covenants which are material and have a bearing on the investment decision made by an investor:

Inter-se agreements between Shareholders and other key agreements

Except as disclosed below, there are no other agreements/arrangements entered into by our Company or clauses/covenants applicable to our Company which are material, not in the ordinary course of business and which are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

Agreement of family arrangement dated July 27, 2018 entered into between Kushal Subbayya Hegde, Pushpa Kushal Hegde, Sangeeta Ramprasad Rai, Rajesh Kushal Hegde, Rakhi Girija Shetty and Rohit Kushal Hegde ("Family Arrangement Agreement")

The Family Arrangement Agreement was entered into so as to record and set out the terms in relation to the transfer of shares held by Kushal Subbaya Hegde and Pushpa Kushal Hegde in certain companies (*as covered hereinafter*), to and amongst their children, namely, Sangeeta Ramprasad Rai, Rajesh Kushal Hegde, Rakhi Girija Shetty and Rohit Kushal Hegde (collectively, the "**Arrangement Beneficiaries**" and individually, an "**Arrangement Beneficiary**"), in the event of the formers' demise. At the time of execution of the Family Arrangement Agreement, Kushal Subbayya Hegde held shares in the following companies: KSH Distriparks Private Limited, Waterloo Distributers Private Limited, KSH Logistics Private Limited, our Company, Kushal Motors and Electricals Private Limited, Kamal Diesels Private Limited and Waterloo Motors Private Limited. Whereas, Pushpaa Kushal Hegde, at the time of execution of the Family Arrangement Agreement, held shares in the following companies: KSH Distriparks Private Limited, Waterloo Distributers Private Limited, our Company, Kushal Motors and Electricals Private Limited and Waterloo Motors Private Limited (the companies in which Kushal Subbayya Hegde and Pushpa Kushal Hegde held shares at the time of the execution of the Family Arrangement Agreement, collectively, "**KSH Group Entities**").

As per the terms of the Family Arrangement Agreement, upon the demise of Kushal Subbayya Hegde, all the shares of KSH Group Entities held by him at the time of his death ("**Kushal Shares**)" would vest in Pushpa Kushal Hegde. Upon the demise of Pushpa Kushal Hegde, all the shares of KSH Group Entities held by her at the time of her death ("**Pushpa Shares**") would vest in Kushal Subbayya Hegde. However, if Pushpa Kushal Hegde predeceases Kushal Subbayya Hegde or if Kushal Subbayya Hegde predeceases Pushpa Kushal Hegde, then the Pushpa Shares or Kushal Shares, respectively, would vest in the Arrangement Beneficiaries as per the pre-decided shareholding pattern of KSH Group Entities.

The pre-decided shareholding pattern as contemplated under the Family Arrangement Agreement stated that the resultant *inter-se* shareholding of each of the Arrangement Beneficiaries in each of the KSH Group Entities, upon the vesting of the Kushal Shares or Pushpa Shares or both (*as the case may be*), shall be in the manner as set out in the table below:

S. No.	Name of the Arrangement Beneficiary	Pre-decided inter-se shareholding pattern of each of the Arrangement Beneficiaries in each of the KSH Group Entities (in %)
1.	Sangeeta Ramprasad Rai	18%
2.	Rajesh Kushal Hegde	32%

S. No.	Name of the Arrangement Beneficiary	Pre-decided inter-se shareholding pattern of each of the Arrangement Beneficiaries in each of the KSH Group Entities (in %)
3.	Rakhi Girija Shetty	18%
4.	Rohit Kushal Hegde	32%

The above vesting schedule is also applicable to any new entity incorporated for expanding the business of KSH Group Entities.

Further, the Family Arrangement Agreement also contemplated the distribution of the residuary Kushal Shares and Pushpa Shares that remain unvested due to rounding errors as a result of the vesting in terms of the pre-decided shareholding pattern, to and amongst the Arrangement Beneficiaries.

Amended and Restated Shareholder's agreement dated May 19, 2025 ("SHA") entered into between our Company, Kushal Subbayya Hegde, Pushpa Kushal Hegde, Sangeeta Ramprasad Rai, Rajesh Kushal Hegde, Rakhi Girija Shetty and Rohit Kushal Hegde, Maithili Hegde, Katyayani Balasubramanian, Waterloo Industrial Park VI Private Limited, in its capacity as the Trustees of each of the Broad Family Trust, the Dhaulagiri Family Trust, the Everest Family Trust, the Kanchenjunga Family Trust, the Makalu Family Trust, the Annapurna Family Trust ("Parties").

The SHA sets out the *inter-se* rights and obligations of the Parties relating to capitalisation and issue of further shares, transfer of shares and transmission of shares, management of the Company, governance, and control of the affairs of the Company, amongst others. The SHA, *inter-alia*, sets out the following matters: (a) restriction on the Company to issue further shares without the written consent of the Parties (except in the case of the Offer and the Pre-IPO Placement); (b) transmission of shares held by Kushal Subbayya Hegde, Pushpa Kushal Hegde, Rajesh Kushal Hegde, Rohit Kushal Hegde, Rakhi Shetty, and Sangeeta Ramprasad Rai as per the Family Arrangement Agreement; (c) right of first offer; (d) restriction on transfer of shares by any of the Parties, except in the case of the Offer and the Pre-IPO Placement; (e) constitution of the board of directors; (f) collective ownership of the Family Branches, of at least 51% (fifty one percent) of the shareholding of the Company, on a fully diluted basis and equitable contribution from each of the Family Branches, proportionate to their shareholding, towards the lock-in of the Minimum Promoters' Contribution; (g) restriction on transfer of shares by any of the Parties during the lock-in period, such that the contribution of the any of the Family Branches towards the Minimum Promoters' Contribution is diluted; (h) right of first offer; (i) permissible transfer of shares (which will not be subjected to right of first offer) including; (1) transfer of shares within the members of a Family Branch, (2) transfers by a Family Branch not exceeding 2% (two per cent) of the total share capital of the Company on a fully diluted basis as on the date of this Draft Red Herring Prospectus, per Fiscal, for a period of 10 years and (3) transfers from the Parents Branch to the relevant Parties as per the provisions of the Family Arrangement Agreement;; (j) quorum at the meeting of board of directors; (k) right to nominate/appoint directors on the Board, in the event of demise of Kushal Subbayya Hegde and/or Pushpa Kushal Hegde, among others; (l) affirmative vote items for the majority of the Directors; (m) liability and indemnity in case of breach of the SHA; and (n) termination.

Further, in the event that the members of any Family Branch hold more than 30% (thirty per cent) of the shareholding of the Company on a fully diluted basis at any time after the execution date of the SHA, such Family Branch shall have the right to nominate one person from within such Family Branch to act as the Director of the Company, in addition to the existing composition.

Pursuant to the SHA, certain rights and restrictions under the SHA such as issuance and transfer of Equity Shares, right to nominate / appoint directors on the Board and meetings of the Board, among others, have been waived, in order to facilitate the Offer, waiver of the minimum quorum of two Directors from the Family Branch for the purposes of Board meetings in relation to the Offer, among others.

The waivers as set under the SHA shall be effective from the date of this Draft Red Herring Prospectus, only till the earlier of the following: (a) commencement of listing and trading of the Equity Shares of our Company on the Stock Exchanges pursuant to the Offer or (b) the date on which the Board not to undertake the Offer and/ or 12 months post receipt of observations by SEBI on this Draft Red Herring Prospectus. Among other instances as set out in the SHA, the SHA shall stand terminated automatically upon consummation of the IPO of the Company and commencement of listing and trading of the Equity Shares.

Agreements with Key Managerial Personnel or Senior Managerial Personnel or Directors or Promoters or any other employee

As on the date of this Draft Red Herring Prospectus, there are no agreements entered into by our Key Managerial Personnel or Senior Managerial Personnel or Directors or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third-party regarding compensation or profit sharing in connection with dealings in the securities of our Company.

Holding company

As on the date of this Draft Red Herring Prospectus our Company does not have a holding company.

Our Subsidiaries

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

Our Joint ventures

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

Our Associates

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

OUR MANAGEMENT

Board of Directors

The Articles of Association require that our Board shall comprise of not less than three Directors and not more than fifteen Directors, provided that our Shareholders may appoint more than fifteen Directors after passing a special resolution in a general meeting.

As on the date of this Draft Red Herring Prospectus, we have eight Directors on our Board, of whom four are Independent Directors, including one woman Independent Director. Our Company is in compliance with the corporate governance requirements prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

The following table sets forth the details of our Board as on the date of this Draft Red Herring Prospectus:

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
Kushal Subbayya Hegde *Designation*: Chairman and Executive Director *Date of birth*: November 7, 1938 *Address*: S. No. 245/104, Pushpakamal, Deccan Gymkhana Society, lane no. 3 Prabhat Road, opposite PYC basketball court, Deccan Gymkhana, Pune - 411 004 Maharashtra, India *Occupation*: Business *Current term*: Five years with effect from March 1, 2025, liable to retire by rotation *Period of directorship*: Since incorporation *DIN*: 00135070	86	***Indian companies:*** • KSH Integrated Logistics Private Limited • Kushal Motors and Electricals Private Limited • Waterloo Motors Private Limited • Sai Service Private Limited • KSH Projectmanagement Services Private Limited • KSH Infra Park 5 Private Limited • KSH Infra Park VI Private Limited • Waterloo Industrial Park I Private Limited • Waterloo Industrial Park II Private Limited • KSH Distriparks Private Limited • Waterloo Industrial Park VI Private Limited • Waterloo Industrial Park VII Private Limited • Waterloo Industrial Park VIII Private Limited • Waterloo Industrial Park IX Private Limited • Waterloo Industrial Park IX A Private Limited • Waterloo Industrial Park IX B Private Limited ***Foreign companies:*** Nil
Rajesh Kushal Hegde *Designation*: Managing Director *Date of birth*: August 29, 1970 *Address*: 12 Buena Monte, NCL Co-operative housing society, Panchvati, Pashan, Pune - 411008, Maharashtra, India *Occupation*: Business *Current term*: Five years with effect from March 1, 2025	54	***Indian companies:*** • KSH Integrated Logistics Private Limited • Kushal Motors and Electricals Private Limited • Waterloo Motors Private Limited • KSH Projectmanagement Services Private Limited • KSH Infra Park 5 Private Limited

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
Period of directorship: Since September 1, 1996* *DIN*: 00114193		• KSH Infra Park VI Private Limited • Waterloo Industrial Park I Private Limited • Waterloo Industrial Park II Private Limited • KSH Infra Park 4 Private Limited • KSH Distriparks Private Limited • Goldberg Industrial Parks Private Limited • Waterloo Industrial Park VI Private Limited • Waterloo Industrial Park VII Private Limited • Waterloo Industrial Park VIII Private Limited • Waterloo Industrial Park IX Private Limited • Waterloo Industrial Park IX A Private Limited • Waterloo Industrial Park IX B Private Limited ***Foreign companies:*** Nil
Rohit Kushal Hegde *Designation*: Joint Managing Director *Date of birth*: August 9, 1974 *Address*: Pushpakamal Apartment, Flat – 1, S. No. 245/104, Prabhat Road Lane no. 3, Shivaji Nagar, Deccan Gymkhana, Pune 411 004, Maharashtra, India *Occupation*: Business *Current term*: Five years with effect from March 1, 2025, liable to retire by rotation *Period of directorship*: November 1, 2000* *DIN*: 00134926	50	***Indian companies:*** • Kushal Motors and Electricals Private Limited • Waterloo Motors Private Limited • KSH Projectmanagement Services Private Limited • KSH Infra Park 5 Private Limited • KSH Infra Park VI Private Limited • KSH Integrated Logistics Private Limited • Waterloo Industrial Park I Private Limited • Waterloo Industrial Park II Private Limited • KSH Infra Park 4 Private Limited • KSH Distriparks Private Limited • Goldberg Industrial Parks Private Limited • Waterloo Industrial Park VI Private Limited • Waterloo Industrial Park VII Private Limited • Waterloo Industrial Park VIII Private Limited • Waterloo Industrial Park IX Private Limited • Waterloo Industrial Park IX A Private Limited • Waterloo Industrial Park IX B Private Limited ***Foreign companies:***

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
		Nil
Rakhi Girija Shetty *Designation*: Whole-time Director *Date of birth*: March 7, 1973 *Address*: Sr. No. 245/104, Pushpakamal, Deccan Gymkhana Society, lane no. 3 Prabhat Road, opposite PYC basketball court, Erandawane Deccan Gymkhana, Pune - 411 004 Maharashtra, India *Occupation*: Business *Current term*: Five years with effect from March 1, 2025, liable to retire by rotation *Period of directorship*: June 1, 2013 *DIN*: 03124510	52	***Indian companies:*** • Kushal Motors and Electricals Private Limited • Waterloo Motors Private Limited • Waterloo Industrial Park III Private Limited • Waterloo Industrial Park IV Private Limited • Waterloo Industrial Park V Private Limited ***Foreign companies:*** Nil
Dinesh Hirachand Munot *Designation*: Independent Director *Date of birth*: December 8, 1947 *Address*: Pratik Bunglow, Senapati Bapat Road, behind Sahara Hotel, Shivajinagar, Model Colony, Pune – 411 016, Maharashtra, India *Occupation*: Business *Current term*: Five years with effect from March 3, 2025 *Period of directorship*: Since March 3, 2025 *DIN*: 00049801	77	***Indian Companies:*** • Z F Steering Gear (India) Limited • Drivesys Systems Private Limited • Nexteer Systems Private Limited • Yelben Engineering Private Limited • Emtech Solutions Private Limited • The Modern Foundry And Machine Works Limited ***Foreign companies:*** Nil
Ajay Shriram Patil *Designation*: Independent Director *Date of birth*: December 12, 1964 *Address*: 602, Gopalkrupa Apartment, Bhonde colony, Prabhat Road, Erandawane, Pune – 411 004, Maharashtra, India *Occupation*: Business *Current term*: Five years with effect from March 3, 2025 *Period of directorship*: Since March 3, 2025 *DIN*: 01217000	60	***Indian Companies:*** • Alicon Castalloy Limited • Filtrum Fibretechnologies Private Limited • Fleetguard Filters Private Limited ***Foreign Companies:*** Nil
Ram Kumar Tiwari *Designation*: Independent Director *Date of birth*: July 15, 1957 *Address*: A-259. JK Road, Minal Residency, Huzur, Govindpura, Bhopal – 462 023, Madhya Pradesh, India *Occupation*: Business	67	***Indian Companies:*** Nil ***Foreign Companies:*** Nil

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
Current term: Five years with effect from March 3, 2025 *Period of directorship*: Since March 3, 2025 *DIN*: 10938958		
Indu Jacob *Designation*: Independent Director *Date of birth*: December 27, 1975 *Address*: A29, Abhimanshree Society, Pashan Road, Pune – 411 008, Maharashtra, India *Occupation*: Business *Current term*: Five years with effect from March 3, 2025 *Period of directorship:* Since March 3, 2025 *DIN:* 05293084	49	***Indian Companies:*** Nil ***Foreign Companies:*** Nil

*Certain form- filings, resolutions and other secretarial documents for certain appointments made by our Company could not be traced as the relevant information was not available in the records maintained by our Company, or the Ministry of Corporate Affairs at its website or with the RoC and Registrar of Companies, Maharashtra at Mumbai. Accordingly, we have relied on the search report dated May 21, 2025, prepared by Kanj and Co LLP, independent practicing company secretary, and certified by their certificate dated May 21, 2025 ("**RoC Search Report**"). For further details, please see "Risk Factors – We are unable to trace some of our historical corporate records including in relation to certain allotments made by our Company. Further, certain corporate records have errors, and certain corporate filings have been made with delays. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to these matters, which may impact our financial condition and reputation" on page 51.*

Brief profiles of our Directors

Kushal Subbayya Hegde is the Chairman and Executive Director of our Company. He is currently involved in strategy formulation and management functions in our Company. He holds a bachelor's degree in arts from Bombay University and is one of the founders of our Company. He has been associated with our Company since incorporation and has served as the president of Bunts Sangha and Kannada Sangha, district governor of Lions club and chairman of the Kaveri group. He has over 45 years of experience in the field of strategy and management.

Rajesh Kushal Hegde is the Managing Director of our Company. He is currently involved in strategy formulation and management functions in our Company. He holds a bachelor's degree of science in mechanical engineering from the Michigan Technological University, USA and a master's degree in manufacturing systems engineering from Oklahoma State University, USA. He has been associated with our Company since 1996 and has over 28 years of experience in the field of strategy and management.

Rohit Kushal Hegde is the Joint Managing Director of our Company. He is currently involved in strategy formulation and management functions in our Company. He holds a bachelor's degree in commerce from Symbiosis College of Arts and Commerce, a master's degree in business administration from Sheffield Hallam University, England, and an executive master in change from INSEAD. He has been associated with our Company since 2000 and has over 24 years of experience in the field of strategy and management.

Rakhi Girija Shetty is the Whole-time Director of our Company. She is currently involved in corporate social responsibility initiatives and management functions in our Company. She holds a bachelor's degree in arts, with major in psychology from University of California, USA and a master's degree in science from the University of South Florida, USA. She is also the president of the National Council of Women in India and the Poona Women's Council. She has been associated with our Company since 2006 and has over 18 years of experience in the field of corporate social responsibility and management.

Dinesh Hirachand Munot is an Independent Director of our Company. He holds a bachelor's degree in engineering (electrical) from Shri Govindram Seksaria Institute of Technology and Science, Indore. He is also associated with ZF Steering Gear (India) Limited as the chairman and whole-time director. He was the president of the Automotive Components Manufacturers Association of India and has been bestowed with the 'Lifetime Achievement Award' from Nagar Road Industries Chamber of Commerce & Agriculture, Pune, in the year 2008.

Ajay Shriram Patil is an Independent Director of our Company. He holds a bachelor's degree in commerce from Nagpur University and has cleared the final examination conducted by the Institute of Cost Accountants of India. He was previously associated with Cummins India Limited, MAHLE Filter Systems India Private Limited, Honeywell International India Pvt. Ltd. and Eaton Corporation.

Ram Kumar Tiwari is an Independent Director of our Company. He holds a bachelor's degree in electronics from Maulana Azad College of Technology, Bhopal University, a master's degree in science (engineering) from the Indian Institute of Science, Bangalore, and a diploma from the Institution of Engineers, India. He was previously associated with Bharat Heavy Electricals Limited, Alkatech Consultants and Solar Energy Corporation of India. He has been awarded the Vishwakarma National Award, 'Contribution to the Indian Transformer Industry' by the Indian Transformer Manufacturing Association and the Anusandhan Puraskar for the year 2011-2012 from BHEL.

Indu Jacob is an Independent Director of our Company. She holds a master's degree in business administration from University of Chicago and a post graduate diploma in management from the Indian Institute of Management, Indore. She was previously associated with Citibank N.A., Merrill Lynch, Aditya Birla Management Corporation Private Limited, Swiss Singapore Overseas Enterprises PTE Limited and Thermax Limited.

Relationship between our Directors

Except as stated below, none of our Directors are related to each other in any manner –

Kushal Subbayya Hegde is the father of Rajesh Kushal Hegde, Rohit Kushal Hegde and Rakhi Girija Shetty.

Rajesh Kushal Hegde, Rohit Kushal Hegde and Rakhi Girija Shetty are siblings.

Confirmations

None of our Directors is or was a director of any company listed on any stock exchange, whose shares have been or were suspended from being traded during the five years preceding the date of this Draft Red Herring Prospectus, during the term of his/her directorship in such company:

None of our Directors is, or was a director of any company, which has been or was delisted from any stock exchange, during the term of his/her directorship in such company.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Further, none of our Directors have been identified as Wilful Defaulters or Fraudulent Borrowers as defined under the SEBI ICDR Regulations.

Arrangement or understanding with major Shareholders, customers, suppliers, or others pursuant to which to which our Directors were selected as a Director or Senior Management

None of our Directors have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others.

Service contracts with Directors, Key Managerial Personnel and Senior Management

Our Company has not entered into any service contracts with any Director, which provide for benefits upon termination of employment.

Terms of appointment of our Executive Directors

Chairman and Executive Director

Our Board at their meeting held on February 10, 2025, approved the appointment of Kushal Subbayya Hegde as the Chairman and Executive Director of our Company with effect from March 1, 2025. Our Shareholders approved such appointment at their meeting held on February 11, 2025, and our Company has entered into an agreement dated April 30, 2025, with Rohit Kushal Hegde setting out the details of the remuneration and other terms of his employment. The following table sets forth the details of the remuneration and other terms of his employment applicable with effect from March 1, 2025:

Sr. No	Category	Remuneration
1.	Salary (per annum)	6,853,910
2.	*Perquisites* and allowances* (per annum)	
	House and rent allowance	2,056,190

Sr. No	Category	Remuneration
	Additional house and rent allowance	3,700,980
	City compensatory allowance	3,700,980
	Educational allowance	3,700,980
	Medical allowance	3,700,980
	Conveyance	3,700,980
Total (per annum)		**27,415,000**

Perquisites include (i) one driver's salary allowance, at actuals; (ii) one house helper, at actuals; (iii) reimbursement for electricity bill for one residence; (iv) life insurance premia; and (v) club membership fees for up to four clubs.

In addition to the above, Kushal Subbayya Hegde shall also be entitled to reimbursements at actual for (i) car petrol bill for official purposes; (ii) mobile bill for official purposes; (iii) provisions of car for use of Company business; and (iv) medical bills.

Managing Director

Our Board at their meeting held on February 10, 2025, approved the re-appointment of Rajesh Kushal Hegde as the Managing Director of our Company with effect from March 1, 2025. Our Shareholders approved such appointment at their meeting held on February 11, 2025, and our Company has entered into an agreement dated April 30, 2025, with Rajesh Kushal Hegde setting out the details of the remuneration and other terms of his employment. The following table sets forth the details of the remuneration and other terms of his employment applicable with effect from March 1, 2025:

Sr. No	Category	Remuneration
1.	Salary (per annum)	5,919,500
2.	*Perquisites* * *and allowances* (per annum)	
	House and rent allowance	1,775,880
	Additional house and rent allowance	3,196,524
	City compensatory allowance	3,196,524
	Educational allowance	3,196,524
	Medical allowance	3,196,524
	Conveyance	3,196,524
Total (per annum)		**23,678,000**

Perquisites include (i) one driver's salary allowance, at actuals; (ii) one house helper, at actuals; (iii) reimbursement for electricity bill for one residence; (iv) life insurance premia; and (v) club membership fees for up to four clubs.

In addition to the above, Rajesh Kushal Hegde shall also be entitled to reimbursements at actual for (i) car petrol bill for official purposes; (ii) mobile bill for official purposes and (iii) provision of car for use of Company's business.

Joint Managing Director

Our Board at their meeting held on February 10, 2025, approved the appointment of Rohit Kushal Hegde as the Joint Managing Director of our Company with effect from March 1, 2025. Our Shareholders approved such appointment at their meeting held on February 11, 2025, and our Company has entered into an agreement dated April 30, 2025, with Rohit Kushal Hegde setting out the details of the remuneration and other terms of his employment. The following table sets forth the details of the remuneration and other terms of his employment applicable with effect from March 1, 2025:

Sr. No	Category	Remuneration
1.	Salary (per annum)	4,513,720
2.	*Perquisites* * *and allowances* (per annum)	
	House and rent allowance	1,353,840
	Additional house and rent allowance	2,436,888
	City compensatory allowance	2,436,888
	Educational allowance	2,436,888
	Medical allowance	2,436,888
	Conveyance	2,436,888
Total (per annum)		**18,052,000**

Perquisites include (i) one driver's salary allowance, at actuals; (ii) one house helper, at actuals; (iii) reimbursement for electricity bill for one residence; (iv) life insurance premia; and (v) club membership fees for up to four clubs.

In addition to the above, Rohit Kushal Hegde shall also be entitled to reimbursements at actual for (i) car petrol bill for official purposes; (ii) mobile bill for official purposes and (iii) provision of car for use of Company's business.

Whole Time Director

Our Board at their meeting held on February 10, 2025, approved the appointment of Rakhi Girija Shetty as the Whole-Time Director of our Company with effect from March 1, 2025. Our Shareholders approved such appointment at their meeting held on February 11, 2025, and our Company has entered into an agreement dated April 30, 2025, with Rakhi Girija Shetty setting out the details of the remuneration and other terms of her employment. The following table sets forth the details of the remuneration and other terms of her employment applicable with effect from March 1, 2025:

Sr. No	Category	Remuneration
1.	Salary (per annum)	1,260,000
2.	*Perquisites* and allowances* (per annum)	
	House and rent allowance	466,200
	Additional house and rent allowance	362,400
	City compensatory allowance	362,400
	Educational allowance	362,400
	Medical allowance	362,400
	Conveyance	362,400
	Vehicle reimbursement	177,036
	Contribution to provident fund	151,200
	Bonus	104,964
	Gratuity	60,600
Total (per annum)		**4,032,000**

**Perquisites include (i) one driver's salary allowance, at actuals; (ii) one house helper; (iii) reimbursement for electricity bill for one residence; (iv) life insurance premia; (v) club membership fees for up to four clubs.*

In addition to the above, Rakhi Girija Shetty shall also be entitled to reimbursements at actual for (i) car petrol bill for official purposes; (ii) mobile bill for official purposes and (iii) provision of car for use of Company's business.

Terms of appointment of our non-executive directors (including Independent Directors)

Pursuant to the Board resolution dated March 3, 2025, the sitting fees payable to our Independent Directors for attending meetings of our Board is ₹80,000 and for attending meetings of various committees of our Board is ₹75,000 for the chairman of the committees and ₹60,000 for members of the respective committees.

Payment or benefits to Directors

Except as disclosed in "-*Terms of appointment of our Executive Directors*" above, our Company has not entered into any contract appointing or fixing the remuneration of any Director in the two years preceding the date of this Draft Red Herring Prospectus.

In Fiscal 2025, our Company has not paid any compensation or granted any benefit on an individual basis to any of our Directors other than the remuneration as disclosed above in "*Our Management– Terms of appointment of our Executive Directors*" on page 251 and sitting fees paid to them for such period.

Our Company has not paid any contingent or deferred compensation to any of our Directors.

The remuneration paid to our Directors in Fiscal 2025 is as follows:

1. **Executive Directors**

The details of the remuneration paid to our Executive Directors in Fiscal 2025 is set out below:

(₹in million)

Name of Director	Designation	Remuneration
Kushal Subbayya Hegde	Chairman and Executive Director	24.85
Rajesh Kushal Hegde	Managing Director	28.83
Rohit Kushal Hegde	Joint Managing Director	23.49
Rakhi Girija Shetty	Whole-time Director	3.82

2. Independent Directors

The Independent Directors of our Company were not paid any sitting fees during Fiscal 2025.

Remuneration paid or payable to our Directors by our Subsidiaries

As on the date of this DRHP, our Company does not have any subsidiary.

Shareholding of Directors in our Company

Our Articles of Association do not require our Directors to hold qualification shares.

Except for Kushal Subbayya Hegde, Rajesh Kushal Hegde, Rohit Kushal Hegde and Rakhi Girija Shetty, none of our Directors, hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus. For details of the shareholding of Directors, see, "*Capital Structure - Shareholding of our Directors, Key Managerial Personnel and members of Senior Management in our Company*" on page 99.

Bonus or profit-sharing plan for our Directors

Our Directors are not party to any bonus profit-sharing plan of our Company, as on the date of this Draft Red herring Prospectus.

Interest of Directors

All our Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of our Board and/or committees thereof as approved by our Board, the reimbursement of expenses payable to them as approved by our Board.

Our Directors may be deemed to be interested to the extent of the remuneration and reimbursements payable to each of them by our Company.

Our Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company which is promoted by them or in which they hold directorships or any partnership firm in which they are partners.

Our Directors may be interested to the extent of Equity Shares, if any, held by them and their relatives (together with other distributions in respect of Equity Shares), or held by the entities in which they are associated as partners, promoters, directors, proprietors, members, trustees or beneficiaries 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, trustees or beneficiaries, pursuant to the Offer and any dividend and other distributions payable in respect of such Equity Shares. For details, see "*Our Management – Shareholding of Directors in our Company"* on page 253.

Except for Kushal Subbayya Hegde, Rajesh Kushal Hegde, Rohit Kushal Hegde and Rakhi Girija Shetty, who are promoters of our Company, none of our other Directors have any interest in the promotion or formation of our Company.

None of our Directors have any interest in any property acquired or proposed to be acquired of or by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery during the three years preceding the date of this Draft Red Herring Prospectus.

Except as stated below, none of our Directors have availed loans from our Company as on December 31, 2024. For further details, see "*Restated Financial Statements – Note 31- Annexure V – Related party transactions*" on page 329.

(₹ in million)

Sr. No.	Name	Designation	Nature of transaction	Amount outstanding as on December 31, 2024
1.	Rajesh Kushal Hegde	Managing Director	Advance against salary	₹1.26

Excludes advance paid for travel and official expenditure

There is no conflict of interest between the lessors of immoveable properties, suppliers of raw materials and third party service providers, which are crucial for the operations of our Company, and our Directors.

Borrowing Powers

Pursuant to our Articles of Association, subject to applicable provisions of the Companies Act, 2013, the resolution passed by the Board of Directors of our Company on January 22, 2025, and the resolution passed by our Shareholders in their general meeting held on January 30, 2025, our Board has been authorized to mortgage, pledge, charge, hypothecate, and/or create security interest of every nature and kind whatsoever as may be necessary on such of the movable or immovable assets and properties of the Company wherever situated, both present and future, including where such assets and properties constitute the whole or substantially the whole of the undertaking of the Company in such manner as the Board of Directors/ committee of the board may direct to or in favour of financial institutions, investment institutions and their subsidiaries, banks mutual funds, trusteeship companies, rusts, other bodies corporate (hereinafter referred to as the "**Lending Agencies**"), and trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise to secure the due payment of the principal together with interest, premium on pre-payment or on redemption, costs, charges, expenses, and all other monies payable by the Company or any third party in respect of borrowings availed from such Lending Agencies, of an outstanding aggregate value not exceeding Rs. 10,000 million.

Changes to our Board in the last three years

The changes to our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

Name	Date of appointment/ cessation	Nature of change
Pushpa Kushal Hegde	March 3, 2025	Resignation as Director
Sangeeta Ramprasad Rai	March 3, 2025	Resignation as Director
Ganesh Prasad	March 3, 2025	Resignation as Whole-time Director
Dinesh Munot*	March 3, 2025	Appointment as Independent Director
Ajay Shriram Patil*	March 3, 2025	Appointment as Independent Director
Indu Jacob*	March 3, 2025	Appointment as Independent Director
Ram Kumar Tiwari*	March 3, 2025	Appointment as Independent Director

^ *Does not include change in designation*

* *Regularised as Independent Director pursuant to a resolution passed by our Shareholders on April 11, 2025.*

Corporate Governance

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations, with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act, 2013.

Committees of our Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders' Relationship Committee;
4. Corporate Social Responsibility Committee; and
5. Risk Management Committee.

1. Audit Committee

The Audit Committee was constituted pursuant to resolution of our Board dated March 3, 2025. The constitution of the Audit Committee is as follows:

Name of Director	Position in the committee	Designation
Ajay Shriram Patil	Chairperson	Independent Director
Indu Jacob	Member	Independent Director
Rajesh Kushal Hegde	Member	Managing Director

(i) The Audit Committee shall have powers, which shall be as under:

(a) to investigate activity within its terms of reference;

(b) to seek information from any employees;

(c) to obtain outside legal or other professional advice;

(d) to secure attendance of outsiders with relevant expertise, if it considers necessary; and;

(e) to have such powers as may be prescribed under the Companies Act and the SEBI Listing Regulations.

(ii) The terms of reference of the Audit Committee shall be as under:

a. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

b. recommending to the Board, the appointment, re-appointment, removal and replacement, remuneration and the terms of appointment of the auditors of the Company, including fixing the audit fees;

c. reviewing and monitoring the statutory auditors' independence and performance and the effectiveness of audit process;

d. approving payments to the statutory auditors for any other services rendered by statutory auditors;

e. reviewing with the management, the annual financial statements and the auditors' report thereon before submission to the Board for approval, with particular reference to:

   i) matters required to be stated in the Directors' responsibility statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act;

   ii) changes, if any, in accounting policies and practices and reasons for the same;

   iii) major accounting entries involving estimates based on the exercise of judgment by management;

   iv) significant adjustments made in the financial statements arising out of audit findings;

   v) compliance with listing and other legal requirements relating to financial statements;

   vi) disclosure of any related party transactions; and

   vii) modified opinions in the draft audit report.

f. reviewing, with the management, the quarterly financial statements before submission to the Board for approval;

g. scrutinizing inter-corporate loans and investments;

h. undertaking or supervising valuation of undertakings or assets of the Company, wherever it is necessary;

i. evaluation of internal financial controls and risk management systems;

j. formulating a policy on related party transactions, which shall include materiality of related party transactions;

k. approving transactions of the Company with related parties, or any subsequent modification thereof and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;

l. reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

m. laying down the criteria for granting omnibus approval in line with the Company's policy on related party transactions;

n. approve the disclosure of the key performance indicators to be disclosed in the documents in relation to the initial public offering of the equity shares of the Company;

o. review and approve the key performance indicators which are made public post listing of the Equity Shares;

p. reviewing, along 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 issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;

q. establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

r. reviewing, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems;

s. 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;

t. discussing with internal auditors any significant findings and follow up thereon;

u. 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;

v. discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

w. looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

x. approving the appointment of the chief financial officer, or any other person heading the finance function or discharging that function, after assessing the qualifications, experience and background, etc. of the candidate;

y. reviewing the functioning of the whistle blower mechanism;

z. ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;

aa. formulating, reviewing and making recommendations to the Board to amend the Audit Committee charter from time to time;

bb. reviewing the utilization of loan and/or advances from investment by the holding company in the subsidiaries exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments; and

cc. considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

dd. Investigating any activity within its terms of reference, seeking information from any employee, obtaining outside legal or other professional advice and securing attendance of outsiders with relevant expertise, if it considers necessary;

ee. reviewing compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time at least once in a financial year and verify that systems for internal control are adequate and are operating effectively;

ff. reviewing:

i) Any show cause, demand, prosecution and penalty notices against the Company or its Directors which are materially important including any correspondence with regulators or government agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;

ii) Any material default in financial obligations by the Company;

iii) Any significant or important matters affecting the business of the Company.

gg. performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, the Companies Act or other applicable law.

The Audit Committee shall mandatorily review the following information:

a. management's discussion and analysis of financial condition and result of operations;

b. management letters/letters of internal control weaknesses issued by the statutory auditors;

c. internal audit reports relating to internal control weaknesses;

d. the appointment, removal and terms of remuneration of the chief internal auditor;

e. statement of deviations, including:

i) quarterly statement of deviation(s), including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and

ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

f. the financial statements, in particular, the investments made by any unlisted subsidiary.

2. Nomination and Remuneration Committee ("NRC")

The NRC was constituted pursuant to resolution of our Board dated March 3, 2025. The constitution of the NRC is as follows:

Name of Director	Position in the committee	Designation
Dinesh Hirachand Munot	Chairperson	Independent Director
Ajay Shriram Patil	Member	Independent Director
Ram Kumar Tiwari	Member	Independent Director

The scope and function of the NRC is in accordance with Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI Listing Regulations and its terms of reference are as follows:

a. Identifying and nominating, for the approval of the Board and ultimately the shareholders, candidates to fill Board vacancies as and when they arise as well as putting in place plans for succession, in particular with respect to the Chairperson of the Board and the Chief Executive Officer;

b. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board, a policy relating to the remuneration of the directors, key managerial personnel and other employees;

c. while formulating the above policy, ensuring that:

(i) the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

d. formulating criteria for evaluation of independent directors and the Board;

e. evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director, for every appointment of an independent director. Ensuring that the person recommended to the Board for appointment as an independent director has the capabilities identified in such description. Further, for the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:

(i) use the services of an external agencies, if required;

(ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and

(iii) consider the time commitments of the candidates.

f. devising a policy on diversity of the Board;

g. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance and specifying the manner for effective evaluation of performance of Board, its committees and individual directors, to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and reviewing its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

h. determining 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;

i. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of the Company;

j. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;

k. recommending to the Board, all remuneration, in whatever form, payable to senior management;

l. administering the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("**ESOP Scheme**") including the following:

(i) determining the eligibility criteria and selection of employees to participate under the ESOP Scheme;

(ii) determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;

(iii) date of grant;

(iv) determining the exercise price of the option under the ESOP Scheme;

(v) the conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;

(vi) the exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;

(vii) the specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;

(viii) the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

(ix) re-pricing of the options which are not exercised, whether or not they have been vested if stock option are rendered unattractive due to fall in the market price of the equity shares;

(x) the grant, vesting and exercise of option in case of employees who are on long leave;

(xi) the vesting and exercise of option in case of grantee who has been transferred or whose services have been seconded to any other entity within the group at the instance of the Company;

(xii) allowing exercise of unvested options on such terms and conditions as it may deem fit;

(xiii) the procedure for cashless exercise of options;

(xiv) forfeiture/ cancellation of options granted;

(xv) arranging to get the shares issued under the ESOP Scheme listed on the stock exchanges on which the equity shares of the Company are listed or maybe listed in future.

(xvi) formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:

1. the number and the price of the option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;

2. for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and

3. the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

m. construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

n. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;

o. analyzing, monitoring and reviewing various human resource and compensation matters;

p. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

q. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

(i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or

(ii) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and

r. performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, the Companies Act, or other applicable law

3. Corporate Social Responsibility Committee ("CSR Committee")

The CSR Committee was constituted pursuant to a resolution of our Board dated August 26, 2014, and was last reconstituted pursuant to resolution of our Board dated March 3, 2025. The current constitution of the CSR Committee is as follows:

Name of Director	Position in the committee	Designation
Rakhi Girija Shetty	Chairperson	Whole-time Director
Indu Jacob	Member	Independent Director
Rohit Kushal Hegde	Member	Joint Managing Director

The terms of reference of the CSR Committee framed in accordance with Section 135 of the Companies Act, 2013, shall be restated as under:

a. formulating and recommending to the Board, the policy on corporate social responsibility ("**CSR**", and such policy, the "**CSR Policy**"), indicating the CSR activities to be undertaken as specified in Schedule VII of the Companies Act;

b. identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;

c. recommending the amount of expenditure to be incurred on the CSR activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;

d. formulating the annual action plan of the Company.

e. delegating responsibilities to the CSR team and supervising proper execution of all delegated responsibilities;

f. monitoring the CSR Policy and CSR programs and their implementation by the Company from time to time and issuing necessary directions as required for proper implementation and timely completion of CSR programmes; and

g. performing such other activities as may be delegated by the Board and/or prescribed under any law to be attended to by the Corporate Social Responsibility Committee

4. Stakeholders Relationship Committee ("SRC")

The SRC was constituted pursuant to resolution of our Board dated March 3, 2025. The constitution of the SRC is as follows:

Name of Director	Position in the committee	Designation
Ram Kumar Tiwari	Chairperson	Independent Director
Dinesh Hirachand Munot	Member	Independent Director
Rajesh Kushal Hegde	Member	Managing Director

The scope and function of the SRC is in accordance with Regulation 20 of the SEBI Listing Regulations and its terms of reference are as follows:

a. Redressal of grievances of the shareholders, debenture holders and other security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;

b. reviewing measures taken for effective exercise of voting rights by the shareholders;

c. investigating complaints relating to allotment of shares, approving transfer or transmission of shares, debentures or any other securities; reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent and recommending measures for overall improvement in the quality of investor services;

d. reviewing the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

e. formulating procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

f. approving, registering, refusing to register transfer or transmission of shares and other securities;

g. giving effect to dematerialisation of shares and re-materialisation of shares, sub-dividing, consolidating and/or replacing any share or other securities certificate(s) of the Company, compliance with all the requirements related to shares, debentures and other securities from time to time;

issuing duplicate share or other security(ies) certificate(s) *in lieu* of the original share/security(ies) certificate(s) of the Company; and

h. performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations and the Companies Act or other applicable law.

5. Risk Management Committee ("RMC")

The RMC was constituted pursuant to resolution of our Board dated March 3, 2025. The constitution of the RMC is as follows:

Name of Director	Position in the committee	Designation
Indu Jacob	Chairperson	Independent Director
Ajay Shriram Patil	Member	Independent Director
Ram Kumar Tiwari	Member	Independent Director
Rajesh Kushal Hegde	Member	Managing Director

The scope and function of the RMC is in accordance with Regulation 21 of the SEBI Listing Regulations and its terms of reference shall be as follows:

a. To formulate a detailed risk management policy which shall include:

   (i) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the risk management committee;

   (ii) Measures for risk mitigation including systems and processes for internal control of identified risks; and

   (iii) Business continuity plan.

b. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

c. To monitor and oversee implementation of the risk management policy of the Company, including evaluating the adequacy of risk management systems;

d. To periodically review the risk management policy of the Company, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

e. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

f. To set out risk assessment and minimization procedures and the procedures to inform the Board of the same;

g. To frame, implement, review and monitor the risk management policy for the Company and such other functions, including cyber security;

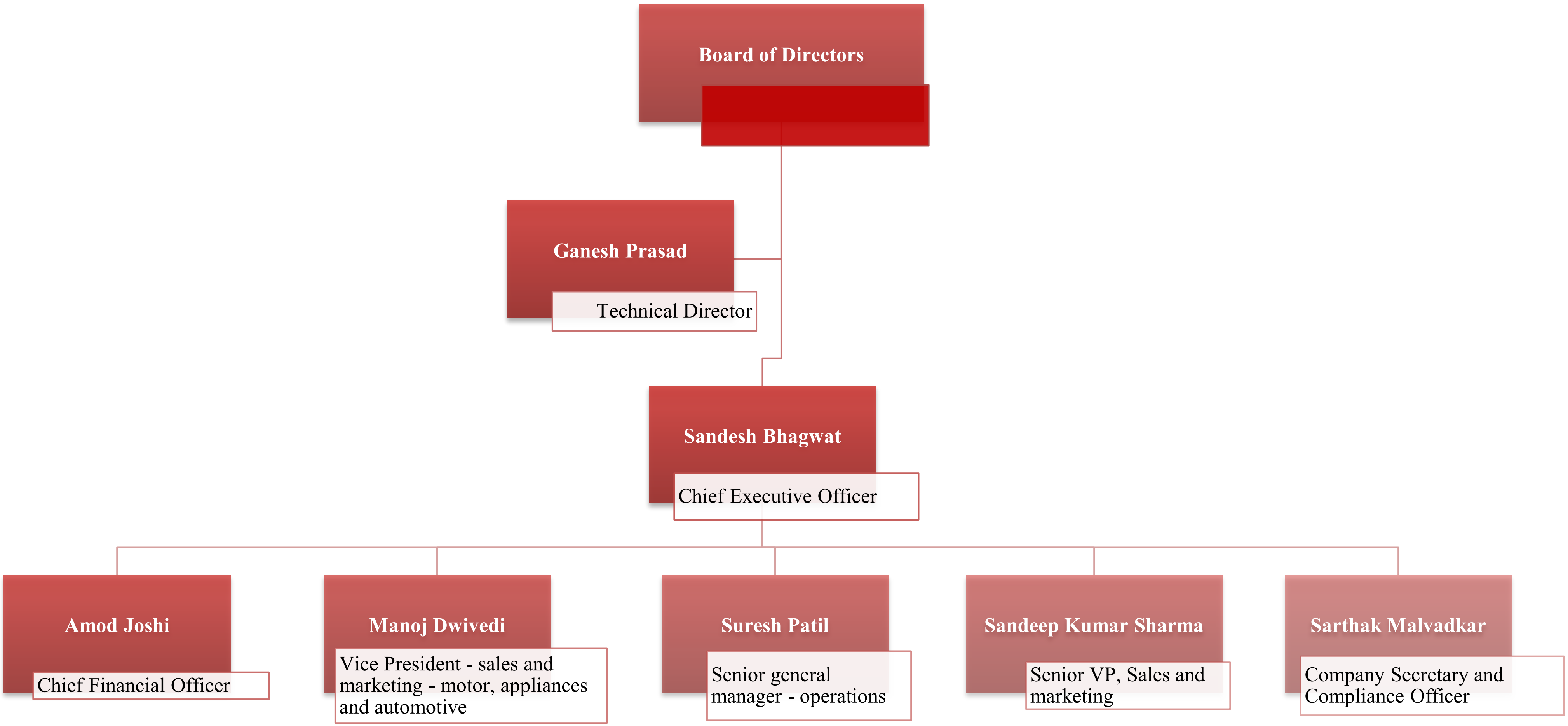
h. To review the status of the compliance, regulatory reviews and business practice reviews;

i. To review and recommend the Company's potential risk involved in any new business plans and processes;

j. To review the appointment, removal and terms of remuneration of the chief risk officer, if any; and

k. To perform such other activities as may be delegated by the Board and/or prescribed under any law to be attended to by the Risk Management Committee.

Management organization chart



Key Managerial Personnel and Senior Management

Brief profiles of our Key Managerial Personnel

In addition to Kushal Subbayya Hegde, Rajesh Kushal Hegde, Rohit Kushal Hegde and Rakhi Girija Shetty, whose details are disclosed under *"Our Management– Brief profiles of our Directors*" on page 248 above, the details of other Key Managerial Personnel of our Company, as on the date of this Draft Red Herring Prospectus, are set forth below:

Ganesh Prasad is the technical director of our Company. He has been associated with our Company since January 1, 2002. He is currently involved in production and product development functions in our Company. He holds a bachelor's degree in engineering (mechanical) from Karnatak University, Dharwad and a diploma in management studies from University of Mumbai. He was previously associated with United Technologies Otis Elevator Company (India) Limited. In Fiscal Year 2025, he received a remuneration of ₹14.87 million.

Sandesh Bhagwat is the CEO of our Company. He has been associated with our Company since January 3, 2023. He is currently involved in the business management functions in our Company. He holds a bachelor's degree in engineering from Vivekanand Education Society's Institute of Technology and a master's degree in business administration from Narsee Monjee Institute of Management Studies. He was previously associated with Toyo Engineering India Limited, Tyco Electronics Corporation India Private Limited, Ingersoll Rand International India Limited, LAPP India Private Limited and Leoni Cable Solutions (India) Private Limited. In Fiscal Year 2025, he received a remuneration of ₹18.34 million.

Amod Joshi is the CFO of our Company. He has been associated with our Company since August 16, 2017. He is currently involved in the finance management functions in our Company. He holds a bachelor's degree in commerce from University of Pune. He is a qualified chartered account from the Institute of Chartered Accountants of India, has completed a senior management program from the Indian Institute of Management, Ahmedabad and holds a diploma in international financial reporting from the Association of Chartered Certified Accountants, United Kingdom. He was previously associated with S.R. Batliboi & Co Chartered Accountants and BSR & Co Chartered Accountants. In Fiscal Year 2025, he received a remuneration of ₹11.67 million.

Sarthak Malvadkar is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company since June 3, 2019. He is currently involved in the compliance department of our Company. He holds a bachelor's degree in commerce and a bachelor's degree in law, from University of Pune, and is a qualified company secretary from the Institute of Company Secretaries of India. He was previously associated with Kirloskar Pneumatic Company Limited and India Kawasaki Motors Private Limited. In Fiscal Year 2025, he received a remuneration of ₹1.33 million.

Brief profiles of our Senior Management

In addition to Sandesh Bhagwat, CEO, Amod Joshi, CFO, Sarthak Malvadkar, CS and Compliance Officer, and Ganesh Prasad, Technical Director, whose details are provided in "*Our Management - Brief profiles of our Key Managerial Personnel"* on page 264 above, the details of other Senior Management, is set forth below:

Manoj Dwivedi is the vice president - sales and marketing – motor, appliances and automotive, of our Company. He has been associated with our Company since October 16, 2023. He is currently involved in sales and business development functions in our Company. He has cleared the bachelor's in engineering (electronics) examination conducted by University of Poona and was previously associated with Controls & Switchgear Contractors Limited, Lapp India Private Limited, GE India Industrial Private Limited, R.R. Kabel Limited and Leoni Cable Solutions (India) Private Limited. In Fiscal Year 2025, he received a remuneration of ₹4.12 million.

Suresh Patil is the senior general manager – operations of our Company. He has been associated with our Company since January 10, 2006. He is currently involved in the operation and maintenance functions in our Company. He holds a bachelor's degree in engineering from North Maharashtra University, Jalgaon. He was previously associated with Finolex Cables Limited as a maintenance engineer. In Fiscal Year 2025, he received a remuneration of ₹3.21 million

Sandeep Kumar Sharma is the senior vice-president, sales and marketing of our Company. He has been associated with our Company since May 10, 2010. He is currently involved in sales and business development functions in our Company. He holds a bachelor's degree in engineering from Guru Ghasidas University, Bilaspur, and has cleared the examination for (i) the master's degree in management studies conducted by University of Pune; and (ii) diploma in business management from University of Pune. He was previously associated with SGL Carbon India Private Limited. In Fiscal Year 2025, he received a remuneration of ₹7.54 million.

Status of the Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Retirement and termination benefits

Except applicable statutory benefits, none of our Key Managerial Personnel and Senior Management would receive any benefits on their retirement or on termination of their employment with our Company.

Family relationships of Directors with Key Managerial Personnel and Senior Management

Except as disclosed under "*Our Management - Relationship between our Directors*" on page 251, none of our Key Managerial Personnel or Senior Management are related to any of our Directors or Key Managerial Personnel and Senior Management of the Company.

Arrangements and understanding with major Shareholders, customers, suppliers or others

None of our Key Managerial Personnel and Senior Management have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

Shareholding of the Key Managerial Personnel and Senior Management

Except as disclosed in "*Capital Structure - Shareholding of our Directors, Key Managerial Personnel and members of Senior Management in our Company*" on page 99 none of the Key Managerial Personnel and Senior Management hold any Equity Shares as on date of this Draft Red Herring Prospectus.

Payment or benefits to Key Managerial Personnel and Senior Management

In Fiscal 2025, our Company has not paid any compensation or granted any benefit on an individual basis to any of our Key Managerial Personnel or Senior Management (including contingent or deferred compensation) other than the remuneration as disclosed above in "*Our Management– Terms of appointment of our Executive Directors*" and "*-Key Managerial Personnel and Senior Management*" on page 251 and 264 respectively.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management

Our Company does not have any bonus or a profit-sharing plan for our Key Managerial Personnel and Senior Management as on the date of this Draft Red Herring Prospectus.

Interest of Key Managerial Personnel and Senior Management

For details of the interest of the Executive Directors of our Company, see "*Our Management –Interest of Directors*" on page 254.

Other than our Executive Directors, our other Key Managerial Personnel and Senior Management are interested in our Company only to the extent of the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business by our Company or any dividend payable to them or the ESOPs granted to them.

There is no conflict of interest between the lessors of immoveable properties, suppliers of raw materials and third-party service providers, which are crucial for the operations of our Company, and our Key Managerial Personnel and Senior Management.

Changes in the Key Managerial Personnel and Senior Management in last three years

The changes to our Key Managerial Personnel and Senior Managerial during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

Name	Date of appointment/cessation	Reason
Somkant Apshete	November 15, 2023	Resigned as vice president – enamel wire division
Manoj Dwivedi	October 16, 2023	Appointment as vice president – sales and marketing – motor, appliances and automotive
Sandesh Bhagwat	January 3, 2023	Appointment as chief executive officer

Note: This does not include changes in designations.

Further, the attrition rate of the Key Managerial Personnel and Senior Management of our Company is not high, in relation to our peers.

Payment or benefit to officers of our Company (non-salary related)

No amount or benefit has been paid or given since incorporation or intended to be paid or given to any officer of the Company, including our Key Managerial Personnel and Senior Management.

Employee stock options

For details in relation to stock options being granted to the Key Managerial Personnel and Senior Management under ESOP 2025, please see, "*Capital Structure – Employee Stock Option Plan*" on page 103.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

Kushal Subbayya Hegde, Pushpa Kushal Hegde, Rajesh Kushal Hegde, Rohit Kushal Hegde, Rakhi Girija Shetty, Dhaulagiri Family Trust, Everest Family Trust, Makalu Family Trust, Broad Family Trust, Annapurna Family Trust, Kanchenjunga Family Trust and Waterloo Industrial Park VI Private Limited are the Promoters of our Company.

As on the date of this Draft Red Herring Prospectus, our Promoters' shareholding in our Company is as follows:

S. No.	Name of the Promoter	Number of Equity Shares of face value of ₹5 each	Percentage of the pre-Offer issued, subscribed and paid-up Equity Share capital (in %)
1.	Kushal Subbayya Hegde	26,704,570	47.00%
2.	Pushpa Kushal Hegde	7,386,270	13.00%
3.	Rajesh Kushal Hegde	11,363,500	20.00%
4.	Rohit Kushal Hegde	11,363,500	20.00%
5.	Rakhi Girija Shetty	100	0.00*%
6.	Dhaulagiri Family Trust	10	0.00*%
7.	Everest Family Trust	10	0.00*%
8.	Makalu Family Trust	10	0.00*%
9.	Broad Family Trust	10	0.00*%
10.	Annapurna Family Trust	10	0.00*%
11.	Kanchenjunga Family Trust	10	0.00*%
Total		**56,818,000**	**100%**

**The number is negligible and below the rounding off norms adopted by our Company.*

For details, see "*Capital Structure – Details of shareholding of our Promoters and members of our Promoter Group in our Company*" on page 90 and "*Build-up of Promoters' shareholding in our Company*" on page 91.

Details of our Promoters are as follows:

Individual Promoters:

Kushal Subbayya Hegde, Pushpa Kushal Hegde, Rajesh Kushal Hegde, Rohit Kushal Hegde and Rakhi Girija Shetty are the Individual Promoters of our Company as on the date of this Draft Red Herring Prospectus.

Kushal Subbayya Hegde, aged 86 years, is a Promoter, Chairman and Executive Director of our Company.

Date of Birth: November 7, 1938

Address: S. No. 245/104, Pushpakamal, Deccan Gymkhana Society, lane no. 3 Prabhat Road, opposite PYC basketball court, Deccan Gymkhana, Pune, 411 004 Maharashtra.

Permanent Account Number: AAEPH1412P

For the complete profile of Kushal Subbayya Hegde, along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see "*Our Management – Board of Directors*" on page 247.

	Pushpa Kushal Hegde, aged 76 years, is the Promoter of our Company. She holds a bachelor's degree in arts from SNDT College, Pune University and was associated with our Company as a director since December 9, 1983, till March 3, 2025. During her tenure at our Company, she was involved in the corporate social responsibility and management functions of our Company. *Date of Birth*: October 10, 1948 *Address*: Sr. No. 245/104 Pushpakamal, Deccan Gymkhana Society, lane no. 3 Prabhat Road, opposite PYC basketball court, Deccan Gymkhana, Pune, 411 004, India *Permanent Account Number*: AAOPH0045G *Other Directorships:* Waterloo Industrial Park IX Private Limited; Waterloo Industrial Park IX B Private Limited; Waterloo Industrial Park IX A Private Limited; Waterloo Industrial Park VIII Private Limited; Waterloo Industrial Park VII Private Limited; Waterloo Industrial Park VI Private Limited; Waterloo Industrial Park V Private Limited; Waterloo Industrial Park IV Private Limited; Waterloo Industrial Park III Private Limited; Waterloo Industrial Park II Private Limited; Waterloo Industrial Park I Private Limited; Waterloo Motors Private Limited; KSH Infra Park 5 Private Limited; KSH Projectmanagement Services Private Limited; KSH Infra Park VI Private Limited; Kushal Motors and Electricals Private Limited.
	Rajesh Kushal Hegde, aged 54 years, is a Promoter and Managing Director of our Company *Date of Birth*: August 29, 1970 *Address*: 12 Buena Monte, NCL co-operative housing society, Panchvati, Pashan, Pune 411 008 Maharashtra, India. *Permanent Account Number*: AALPH1682A For the complete profile of Rajesh Kushal Hegde, along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see "*Our Management – Board of Directors*" on page 247.
	Rohit Kushal Hegde, aged 50 years, is a Promoter and Joint Managing Director of our Company *Date of Birth*: August 9, 1974 *Address*: Pushpakamal Apartment, Flat – 1, S. No. 245/104, Prabhat Road Lane no. 3, Shivaji Nagar, Deccan Gymkhana, Pune 411 004 Maharashtra, India. *Permanent Account Number*: AAEPH0614F For the complete profile of Rohit Kushal Hegde, along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see "*Our Management – Board of Directors*" on page 247.

<table>
<tr><td></td><td>Rakhi Girija Shetty, aged 52 years, is a Promoter and Whole-Time Director of our Company

Date of Birth: March 7, 1973

Address: S. No. 245/104 Pushpakamal, Deccan Gymkhana Society, lane no. 3 Prabhat Road, opposite PYC basketball court, Erandawane, Deccan Gymkhana, Pune - 411 004 Maharashtra, India.

Permanent Account Number: AHYPS4790G

For the complete profile of Rakhi Girija Shetty, along with details of her educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see "Our Management – Board of Directors" on page 247.</td></tr>
</table>

Our Company confirms that the permanent account numbers, bank account numbers, Aadhar numbers, driving license numbers and passport numbers of our Promoters shall be submitted to the Stock Exchanges, at the time of filing of this Draft Red Herring Prospectus.

Promoter Trusts:

Dhaulagiri Family Trust

Trust information and history

Dhaulagiri Family Trust was formed as a private, irrevocable and determinate trust pursuant to trust deed dated April 15, 2025, in accordance with the provisions of the Indian Trust Act, 1882. The primary office of Dhaulagiri Family Trust is located at 461/2 Sadashiv Peth, Tilak Road, Sadashiv Peth, Pune City, Pune, Maharashtra - 411030.

The PAN of Dhaulagiri Family Trust is AAFTD0331A.

Trustee

As on date of this Draft Red Herring Prospectus, the trustee of Dhaulagiri Family Trust is Waterloo Industrial Park VI Private Limited. The trust properties are controlled and managed in accordance with trust deed dated April 15, 2025.

Beneficiaries

The primary beneficiary of Dhaulagiri Family Trust is Pushpa Kushal Hegde. The secondary beneficiaries of Dhaulagiri Family Trust are Everest Family Trust, Makalu Family Trust, Kanchenjunga Family Trust and Annapurna Family Trust.

Settlor

The settlor of Dhaulagiri Family Trust is Kushal Subbayya Hegde.

Objects and purpose

The objects and purpose of Dhaulagiri Family Trust include the following:

(i) the long-term dynastic holding of certain assets held by the settlor, to maintain, protect and preserve such assets as well as any other assets for the benefit of the beneficiaries;

(ii) the maintenance, income needs, welfare, education, social, housing, marriage, health and living expenses and other contingencies of the beneficiaries; and

(iii) efficient and flexible succession planning.

Change in control of Dhaulagiri Family Trust

There has been no change in control of Dhaulagiri Family Trust since its formation.

Everest Family Trust

Trust information and history

Everest Family Trust was formed as a private, irrevocable and discretionary trust pursuant to trust deed dated April 15, 2025, in accordance with the provisions of the Indian Trust Act, 1882. The primary office of Everest Family Trust is located at 461/2 Sadashiv Peth, Tilak Road, Sadashiv Peth, Pune City, Pune, Maharashtra - 411030.

The PAN of Everest Family Trust is AABTE5440K.

Trustees

As on date of this Draft Red Herring Prospectus, the trustees of Everest Family Trust are Rajesh Kushal Hegde and Waterloo Industrial Park VI Private Limited. The trust properties are controlled and managed in accordance with trust deed dated April 15, 2025.

Beneficiaries

The beneficiaries of Everest Family Trust are Rajesh Kushal Hegde, Maithili Rajesh Hegde, Shanaya Rajesh Hegde and Rihanna Rajesh Hegde.

Settlor

The settlor of Everest Family Trust is Kushal Subbayya Hegde.

Objects and purpose The objects and purpose of Everest Family Trust include the following:

(i) the long-term dynastic holding of certain assets held by the settlor, to maintain, protect and preserve such assets as well as any other assets for the benefit of the beneficiaries;

(ii) the maintenance, income needs, welfare, education, social, housing, marriage, health and living expenses and other contingencies of the beneficiaries; and

(iii) efficient and flexible succession planning.

Change in control of Everest Family Trust

There has been no change in control of Everest Family Trust since its formation.

Makalu Family Trust

Trust information and history

Makalu Family Trust was formed as a private, irrevocable and discretionary trust pursuant to trust deed dated April 15, 2025 as amended by amendment deed dated April 28 2025, in accordance with the provisions of the Indian Trust Act, 1882. The primary office of Makalu Family Trust is located at 461/2 Sadashiv Peth, Tilak Road, Sadashiv Peth, Pune City, Pune, Maharashtra - 411030.

The PAN of Makalu Family Trust is AAKTM0417F.

Trustees

As on date of this Draft Red Herring Prospectus, the trustees of Makalu Family Trust are Rohit Kushal Hegde and Waterloo Industrial Park VI Private Limited. The trust properties are controlled and managed in accordance with trust deed dated April 15, 2025.

Beneficiaries

The beneficiaries of Makalu Family Trust are Rohit Kushal Hegde, Katyayani Balasubramanian, Kimaya Rohit Hegde, Amaara Rohit Hegde.

Settlor

The settlor of Makalu Family Trust is Kushal Subbayya Hegde.

Objects and purpose The objects and purpose of Makalu Family Trust include the following:

(i) the long-term dynastic holding of certain assets held by the settlor, to maintain, protect and preserve such assets as well as any other assets for the benefit of the beneficiaries;

(ii) the maintenance, income needs, welfare, education, social, housing, marriage, health and living expenses and other contingencies of the beneficiaries; and

(iii) efficient and flexible succession planning.

Change in control of Makalu Family Trust

There has been no change in control of Makalu Family Trust since its formation.

Broad Family Trust

Trust information and history

Broad Family Trust was formed as a private, irrevocable and determinate trust pursuant to trust deed dated April 15, 2025, in accordance with the provisions of the Indian Trust Act, 1882. The primary office of Broad Family Trust is located at 461/2 Sadashiv Peth, Tilak Road, Sadashiv Peth, Pune City, Pune, Maharashtra - 411030.

The PAN of Broad Family Trust is AAFTB8611B.

Trustee

As on date of this Draft Red Herring Prospectus, the trustees of Broad Family Trust is Waterloo Industrial Park VI Private Limited. The trust properties are controlled and managed in accordance with trust deed dated April 15, 2025.

Beneficiaries

The primary beneficiary of Broad Family Trust is Kushal Subbayya Hegde. The secondary beneficiaries of Broad Family Trust are Everest Family Trust, Makalu Family Trust, Kanchenjunga Family Trust, Annapurna Family Trust.

Settlor

The settlor of Broad Family Trust is Pushpa Kushal Hegde.

Objects and purpose The objects and purpose of Broad Family Trust include the following:

(i) the long-term dynastic holding of certain assets held by the settlor, to maintain, protect and preserve such assets as well as any other assets for the benefit of the beneficiaries;

(ii) the maintenance, income needs, welfare, education, social, housing, marriage, health and living expenses and other contingencies of the beneficiaries; and

(iii) efficient and flexible succession planning

Change in control of Broad Family Trust

There has been no change in control of Broad Family Trust since its formation.

Annapurna Family Trust

Trust information and history

Annapurna Family Trust was formed as a private, irrevocable and discretionary trust pursuant to trust deed dated April 15, 2025, in accordance with the provisions of the Indian Trust Act, 1882. The primary office of Annapurna Family Trust is located at 461/2 Sadashiv Peth, Tilak Road, Sadashiv Peth, Pune City, Pune, Maharashtra - 411030.

The PAN of Annapurna Family Trust is AALTA5894R.

Trustee

As on date of this Draft Red Herring Prospectus, the trustee of Annapurna Family Trust is Waterloo Industrial Park VI Private Limited. The trust properties are controlled and managed in accordance with trust deed dated April 15, 2025.

Beneficiaries

The primary beneficiary of Annapurna Family Trust is Kushal Subbayya Hegde. The secondary beneficiaries of Annapurna Family Trust are Rakhi Girija Shetty, Inika Shetty and Ahana Shetty.

Settlor

The settlor of Annapurna Family Trust is Pushpa Kushal Hegde.

Objects and purpose The objects and purpose of Annapurna Family Trust include the following:

(i) the long-term dynastic holding of certain assets held by the settlor, to maintain, protect and preserve such assets as well as any other assets for the benefit of the beneficiaries;

(ii) the maintenance, income needs, welfare, education, social, housing, marriage, health and living expenses and other contingencies of the beneficiaries; and

(iii) efficient and flexible succession planning.

Change in control of Annapurna Family Trust

There has been no change in control of Annapurna Family Trust since its formation.

Kanchenjunga Family Trust

Trust information and history

Kanchenjunga Family Trust was formed as a private, irrevocable and discretionary trust pursuant to trust deed dated April 15, 2025, as supplemented by the supplementary deed dated May 9, 2025, in accordance with the provisions of the Indian Trust Act, 1882. The primary office of Kanchenjunga Family Trust is located at 461/2 Sadashiv Peth, Tilak Road, Sadashiv Peth, Pune City, Pune, Maharashtra - 411030.

The PAN of Kanchenjunga Family Trust is AAGTK0494E.

Trustee

As on date of this Draft Red Herring Prospectus, the trustee of Kanchenjunga Family Trust is Waterloo Industrial Park VI Private Limited. The trust properties are controlled and managed in accordance with trust deed dated April 15, 2025.

Beneficiaries

The primary beneficiary of Kanchenjunga Family Trust is Kushal Subbayya Hegde. The secondary beneficiaries of Kanchenjunga Family Trust are Sangeeta Ramprasad Rai, Rohil Rai and Rishul Rai.

Settlor

The settlor of Kanchenjunga Family Trust is Pushpa Kushal Hegde

Objects and purpose

The objects and purpose of Kanchenjunga Family Trust include the following:

(i) the long-term dynastic holding of certain assets held by the settlor, to maintain, protect and preserve such assets as well as any other assets for the benefit of the beneficiaries;

(ii) the maintenance, income needs, welfare, education, social, housing, marriage, health and living expenses and other contingencies of the beneficiaries; and

(iii) efficient and flexible succession planning.

Change in control of Kanchenjunga Family Trust

There has been no change in control of Kanchenjunga Family Trust since its formation.

Our Company confirms that the PAN and bank account numbers of our Promoter Trusts shall be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus

Corporate Promoter:

Waterloo Industrial Park VI Private Limited

Corporate information and history

Waterloo Industrial Park VI Private Limited was incorporated as a private company under the Companies Act, 2013, on March 26, 2024. Its corporate identification number is U64300PN2024PTC229471 and its registered office is situated at 461/2 Sadashiv Peth, Tilak Road, Sadashiv Peth, Pune – 411 030, Maharashtra, India.

As on date of this Draft Red Herring Prospectus, Waterloo Industrial Park VI Private Limited has been incorporated

i. to undertake, takeover, develop, built, construct, make, carry out, adopt, implement, operate, take on lease or lease, run, maintain, manage, transfer the infrastructure projects;

ii. to undertake, execute, perform and discharge functions and duties of a trustee, agent, corporate trustee, trustee to private family trusts, etc. of persons, and to manage the assets held by those persons in India and to do any and all acts incidental thereto and necessary on their behalf.

Board of directors

The board of directors of Waterloo Industrial Park VI Private Limited, as on date of this Draft Red Herring Prospectus comprises of:

Sr. No.	Name of the director	Designation
1.	Kushal Subbayya Hegde	Director
2.	Pushpa Kushal Hegde	Director
3.	Rajesh Kushal Hegde	Director
4.	Rohit Kushal Hegde	Director

Shareholding pattern of our Corporate Promoter as on date of this Draft Red Herring Prospectus

Sr. No.	Name of the shareholder	Number of equity shares of face value of ₹10 each held
1.	Kushal Subbayya Hegde	3,000
2.	Pushpa Kushal Hegde	3,000
3.	Rajesh Kushal Hegde	2,000
4.	Rohit Kushal Hegde	2,000

Details of change in control of our Corporate Promoter

Pushpa Kushal Hegde, Waterloo Motors Private Limited were the initial subscribers of memorandum of association Waterloo Industrial Park VI Private Limited. Subsequently, Kushal Subbayya Hegde, Pushpa Kushal Hegde, Rajesh Kushal Hegde and Rohit Kushal Hegde acquired shares of Waterloo Industrial Park VI Private Limited from its original promoter Waterloo Motors Private Limited.

Promoters of our Corporate Promoter

The promoters of our Corporate Promoter i.e. Waterloo Industrial Park VI Private Limited are Kushal Subbayya Hegde, Pushpa Kushal Hegde, Rajesh Kushal Hegde and Rohit Kushal Hegde.

Our Company confirms that PAN, bank account number, corporate identification number and address of registrar of companies, where our Corporate Promoter i.e. Waterloo Industrial Park VI Private Limited is registered, will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Change in Control of our Company

Kushal Subbaya Hegde is the original promoter of our Company. While there has not been any change in the control of our Company during the last five years immediately preceding the date of this Draft Red Herring Prospectus, Pushpa Kushal Hegde, Rajesh Kushal Hegde, Rohit Kushal Hegde, Rakhi Girija Shetty, Dhaulagiri Family Trust, Everest Family Trust, Makalu Family Trust, Broad Family Trust, Annapurna Family Trust and Kanchenjunga Family Trust subsequently acquired shares of the Company. For details of acquisition of shares by Pushpa Kushal Hegde, Rajesh Kushal Hegde, Rohit Kushal Hegde, Rakhi Girija Shetty, Dhaulagiri Family Trust, Everest Family Trust, Makalu Family Trust, Broad Family Trust, Annapurna Family Trust and Kanchenjunga Family Trust, see, "*Capital Structure – Shareholding of our Promoters and members of our Promoter Group*" on page 90.

Further, pursuant to a resolution dated May 17, 2025, passed by our Board of Directors, in addition to Kushal Subbayya Hegde, who is the original promoter of our Company, Pushpa Kushal Hegde, Rajesh Kushal Hegde, Rohit Kushal Hegde, Rakhi Girija Shetty, Dhaulagiri Family Trust, Everest Family Trust, Makalu Family Trust, Broad Family Trust, Annapurna Family Trust, Kanchenjunga Family Trust and Waterloo Industrial Park VI Private Limited have also been identified as Promoters of our Company.

Other ventures of our Promoters

Other than as disclosed in "*Our Promoters and Promoter Group- Promoter Group – Entities who are part of our Promoter Group*" and "*Group Companies*" on pages 276 and 390, our Promoters are not involved in any other ventures. Further, our Promoters do not have any direct interest in any venture that is involved in the same line of activity or business as conducted by our Company.

Interests of Promoter

Interest in the promotion of our Company

Our Individual Promoters are interested in our Company to the extent that they have promoted our Company, and to the extent of their salary in capacity as Managing Director, Joint Managing Director, Whole-time Director and Executive Director and their shareholding and relative's shareholding in our Company, the dividends payable and any other distributions in respect of their shareholding in our Company. For further details, see "*Capital Structure - Details of Shareholding of our Promoter and members of the Promoter Group in our Company*" and "*Our Management – Interests of Directors*" on pages 90 and 254, respectively.

Interest in property, land, construction of building and supply of machinery

Our Promoters have no interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by it as on the date of filing of this Draft Red Herring Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Interest in our Company arising out of being a member of a firm or company

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director, or otherwise for services rendered by them or by such firm or company in connection with the promotion or formation of our Company.

Interest in our Company other than as Promoter

Except as mentioned in this section and sections titled "*Our Business*", "*Our Management*" and "*Financial Information*" on pages 208, 247 and 279, respectively, our Promoters do not have any other interest in our Company.

Payment or benefits to Promoter or Promoter Group

Except as stated in "*Related Party Transactions*" on page 352, there have been no amounts paid or benefits paid or given by our Company to our Promoters or Promoter Group in the preceding two years nor is there any intention to pay any amount or provide any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Disassociation by our Promoter in the last three years

Except as stated below, our Promoters have not disassociated themselves from any companies or firms during the preceding three years from the date of filing of this Draft Red Herring Prospectus:

S. No.	Name of Promoter	Disassociated Company	Date of cessation	Reason
1.	Kushal Subbayya Hegde	Coral Logistics Assets (India) Private Limited	December 23, 2022	Resignation due to preoccupation
		KSH Infra Park 4 Private Limited	June 14, 2022	Resignation due to preoccupation
		KSH Logistics Private Limited	April 15, 2024	Company amalgamated with KSH Distriparks Private Limited
		Waterloo Distributors Private Limited	September 15, 2021	Company amalgamated with Kushal Motors and

S. No.	Name of Promoter	Disassociated Company	Date of cessation	Reason
				Electricals Private Limited
2.	Rajesh Kushal Hegde	Coral Logistics Assets (India) Private Limited	December 23, 2022	Resignation due to preoccupation
		KSH Logistics Private Limited	April 15, 2024	Company amalgamated with KSH Distriparks Private Limited
		Waterloo Distributors Private Limited	September 15, 2021	Company amalgamated with Kushal Motors and Electricals Private Limited
3.	Pushpa Kushal Hegde	KSH Integrated Logistics Private Limited	July 31, 2023	Resignation due to preoccupation
		Coral Logistics Assets (India) Private Limited	December 23, 2022	Resignation due to preoccupation
		KSH Infra Park 4 Private Limited	June 14, 2022	Resignation due to preoccupation
		Waterloo Distributors Private Limited	September 15, 2021	Company amalgamated with Kushal Motors and Electricals Private Limited
4.	Rohit Kushal Hegde	Coral Logistics Assets (India) Private Limited	December 23, 2022	Resignation due to preoccupation
		KSH Logistics Private Limited	April 15, 2024	Company amalgamated with KSH Distriparks Private Limited.
		Waterloo Distributors Private Limited	September 15, 2021	Company amalgamated with Kushal Motors and Electricals Private Limited
5.	Rakhi Girija Shetty	Waterloo Distributors Private Limited	September 15, 2021	Company amalgamated with Kushal Motors and Electricals Private Limited

Material Guarantees

Our Promoters have not given any material guarantee to any third party, in respect of the Equity Shares of face value of ₹5 each, as on the date of this Draft Red Herring Prospectus. For details regarding other guarantees given by our Promoters please see "*History and Certain Corporate Matters- Guarantees provided to third parties by our Promoters*" on page 242.

Promoter Group

In addition to the Promoter, the individuals and entities that form part of the Promoter Group of our Company in terms of the SEBI ICDR Regulations are set out below:

A. Natural persons who are a part of our Promoter Group, other than Individual Promoters

Name of our Promoter	Name of member of Promoter Group	Relationship with our Individual Promoter
Kushal Subbayya Hegde	Pushpa Kushal Hegde	Spouse
	Rakhi Girija Shetty	Daughter
	Sangeeta Ramprasad Rai	Daughter
	Rohit Kushal Hegde	Son
	Rajesh Kushal Hegde	Son
	Jayaram Subbayya Hegde	Brother
	Jayaram Shetty	Spouse's brother
Pushpa Kushal Hegde	Kushal Subbayya Hegde	Spouse
	Rohit Kushal Hegde	Son
	Rajesh Kushal Hegde	Son
	Rakhi Girija Shetty	Daughter
	Sangeeta Ramprasad Rai	Daughter
	Jayaram Shetty	Brother
	Jayram Subbayya Hegde	Spouse's brother
Rajesh Kushal Hegde	Kushal Subbayya Hegde	Father
	Pushpa Kushal Hegde	Mother
	Maithili Rajesh Hegde	Spouse

Name of our Promoter	Name of member of Promoter Group	Relationship with our Individual Promoter
	Shanaya Rajesh Hegde	Daughter
	Rihanna Rajesh Hegde	Daughter
	Rakhi Girija Shetty	Sister
	Sangeeta Ramprasad Rai	Sister
	Rohit Kushal Hedge	Brother
	Jayashree Malli	Spouse's mother
	Anjali Shetty	Spouse's sister
Rohit Kushal Hegde	Kushal Subbayya Hegde	Father
	Pushpa Kushal Hegde	Mother
	Katyayani Balasubramanian	Spouse
	Kimaya Rohit Hegde	Daughter
	Amaara Rohit Hegde	Daughter
	Rakhi Girija Shetty	Sister
	Rajesh Kushal Hedge	Brother
	Sangeeta Ramprasad Rai	Sister
	Dorairajan Balasubramanian	Spouse's father
	Shakti Chhaya Balasubramanian	Spouse's mother
	Akhila Balasubramanian	Spouse's sister
Rakhi Girija Shetty	Kushal Subbayya Hegde	Father
	Pushpa Kushal Hegde	Mother
	Inika Shetty	Daughter
	Ahana Shetty	Daughter
	Rohit Kushal Hegde	Brother
	Rajesh Kushal Hegde	Brother
	Sangeeta Ramprasad Rai	Sister

B. Entities who are a part of our Promoter Group, other than the Corporate Promoter

1. Waterloo Motors Private Limited;
2. KSH Project management Services Private Limited;
3. KSH Infra Park 5 Private Limited;
4. KSH Infra Park VI Private Limited;
5. Waterloo Industrial Park I Private Limited;
6. Waterloo Industrial Park II Private Limited;
7. Waterloo Industrial Park III Private Limited;
8. Waterloo Industrial Park IV Private Limited;
9. Waterloo Industrial Park V Private Limited;
10. Waterloo Industrial Park VII Private Limited;
11. Waterloo Industrial Park VIII Private Limited;
12. Waterloo Industrial Park IX Private Limited;
13. Waterloo Industrial Park IX B Private Limited;
14. Waterloo Industrial Park IX A Private Limited;
15. KSH Distriparks Private Limited;
16. Waterloo Motors;
17. Kushal Electricals;
18. Kalyani Wines;
19. Rudraksh Developers;
20. Shankar Hotels;
21. Parijat Foundation;
22. KSH Integrated Logistics Private Limited;
23. Kushal Motors and Electricals Private Limited;
24. Standard Diesels; and
25. Mudita Alliance.

DIVIDEND POLICY

Our Company has adopted a dividend distribution policy ("**Dividend Policy**") pursuant to a resolution of the Board dated February 10, 2025. In accordance with the dividend policy of our Company, our Articles of Association and the Companies Act, the Board shall determine the dividend for a particular period based on available financial resources, investment requirements and taking into account optimal shareholder return, and other parameters set out in the Dividend Policy.

In terms of our Dividend Policy, the quantum of dividend, if any, and our ability to pay dividends will depend on several factors, including but not limited to internal factors, such as the profitability, cash flow position, accumulated reserves and debt servicing plan. In addition, our ability to pay dividends may be impacted by a number of external factors, including but not limited to economic environment, tax regime, industry outlook, regulatory framework and changes in Government policies.

Our Company has not declared and paid any dividends on the Equity Shares during the period from January 1, 2025, until the date of this Draft Red Herring Prospectus and during the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022.

There is no guarantee that any dividends will be declared or paid by our Company in the future. For details, see "*Risk Factors – Our ability to pay dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition*" on page 58.

SECTION VI – FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL STATEMENTS

The Board of Directors
KSH International Limited
(formerly known as KSH International Private Limited)
Gat No. 11/3,11/4,11/5, Village Biradwadi,
Chakan, Tal-Khed
Pune Maharashtra India 411 501

Dear Sirs,

1. We have examined the attached Restated Financial Statements of **KSH International Limited (formerly known as KSH International Private Limited)** (the '**Company**') which comprises of the Restated Statement of Assets and Liabilities as on and for the nine month period ended December 31, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit and Loss Account (including other comprehensive income), the Restated Statement of Cash Flow, the Restated Statement of Changes in Equity, the Summary of Material Accounting Policies, and other explanatory information and other financial information, including the annexures, notes and schedules thereto, as listed in Annexure to this report, for the nine month period ended December 31, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 as approved by the Board of Directors of the Company on May 17, 2025 (referred as "**Restated Financial Statements**"), prepared by the management of the Company for the purpose of inclusion in the Draft Red Herring Prospectus ("**DRHP**") (including addendum thereto) to be prepared by the Company in connection with its proposed initial public offer of equity shares ("**IPO**") in terms of the requirements of:

    a. Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act");

    b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**");

    c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**"); and

    d. Indian Accounting Standards as specified under Section 133 of the Act and other accounting principles generally accepted in India.

Management's Responsibility for the Restated Financial Statements

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Statements for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India ("**SEBI**"), BSE Limited, National Stock Exchange of India Limited (together referred to as "**Stock Exchanges**"), in connection with the proposed IPO. The Restated Financial Statements have been prepared by the management of the Company on the basis of preparation stated in Note 1 to the Restated Financial Statements. The Board of Directors of the Company are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statements.

Auditors' Responsibilities for the Restated Financial Statements

3. We have examined such Restated Financial Statements taking into consideration:

    a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated October 08, 2024, read with an addendum dated October 11, 2024 in connection with the IPO of equity shares of the Company;

b. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; and

d. The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the ICDR Regulations in connection with the proposed IPO.

Restated Financial Statements as per Audited Financial Statements

4. These Restated Financial Statements have been compiled by the management from:

(a) Audited Interim Financial Statements of the Company as at and for the nine month period ended December 31, 2024 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting" specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rule 2015, which have been audited by us and approved by the Board of Directors at their meeting held on May 17, 2025.

(b) Audited Special Purpose Financial Statement of the Company as at and for the years ended March 31, 2024 and March 31, 2023 and March 31, 2022, prepared in accordance with the Indian Accounting Standards as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, to the extend applicable, which have been approved by the Board of Directors at their meeting held on January 15, 2025 were audited by us.

(c) The Company prepared a separate set of statutory financial statements for the year ended March 31, 2024, in accordance with the Indian Accounting Standards prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India which were audited by Hingne Tare and Associates, Chartered Accountants ("Predecessor Auditor") who have issued an unmodified auditor's report to the members of the Company dated September 28, 2024.

(d) The Company has prepared a separate set of statutory financial statements for the year ended March 31, 2023, in accordance with the Accounting Standards prescribed under section 133 of the Act, read with the Companies (Accounting Standards) Rules, 2021, as amended and other accounting principles generally accepted in India which were audited by Hingne Tare and Associates, Chartered Accountants ("Predecessor Auditor") who have issued an unmodified auditor's report to the members of the Company dated September 21, 2023.

(e) The Company has prepared a separate set of statutory financial statements for the year ended March 31, 2022, in accordance with the Accounting Standards prescribed under section 133 of the Act, read with the Companies (Accounting Standards) Rules, 2021, as amended and other accounting principles generally accepted in India which were audited by Hingne Tare and Associates, Chartered Accountants ("Predecessor Auditor") who have issued an unmodified auditor's report to the members of the Company dated September 26, 2022.

5. We have audited the special purpose financial statements of the Company for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared by the Company in accordance with the Ind AS for the limited purpose of complying with the requirement of getting its financial statements audited by an audit firm holding a valid peer review certificate issued by the "Peer Review Board" of the ICAI as required by the ICDR Regulations in relation to the proposed IPO. We have issued our reports dated January 15, 2025 on this special purpose financial statements to the Board of Directors who have approved these in their meeting held on January 15, 2025.

6. For the purpose of our examination, we have relied on Independent Auditors' reports issued by Predecessor Auditor dated September 09, 2024, September 21, 2023 and September 26, 2022 respectively on the Audited Financial

Statements of the Company as on and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 as referred in Paragraph 4 above.

7. For the purpose of our examination, we have relied on Independent Auditors' reports issued by us dated May 17, 2025 on the audited interim financial statements of the Company as on and for nine month period ended December 31, 2024 as referred in Paragraph 4 above.

8. For the purpose of our examination, we have relied on Independent Auditors' reports issued by us dated January 15, 2025 on the Audited Special Purpose Financial Statements of the Company as on and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 as referred in Paragraph 4 above.

9. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Statements:

   a. have been prepared after incorporating adjustments for the changes in material accounting policies, and regrouping/reclassifications retrospectively in the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed for the nine months ended December 31, 2024;

   b. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note;

   c. there are no qualifications in the Independent Auditors' reports on the Audited Interim Financial Statements of the Company as on and for the nine months ended December 31, 2024.

   d. there are no qualifications in the Independent Auditors' reports on the Audited Financial Statements of the Company as on and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022.

   e. The Independent Auditor's Reports issued by us on Special Purpose Financial Statements as on and for years ended March 31, 2024, March 31, 2023 and March 31, 2022 have, without modifying the opinion, mention the following matters in the report for the respective periods which have been included in the other matter(s) paragraph and which is reproduced as follows:

      In report for the year ended March 31, 2024:

      (a) Since we were not the Statutory auditors of the Company for the year ended March 31, 2024, we had not participated in the physical verification of inventories that was carried out by the management as of the year end. Accordingly, we have performed alternate procedures to audit the existence of inventory as per the guidance provided in SA 501 "Audit Evidence Specific consideration for selected items" and have obtained sufficient appropriate evidence.

      (b) This Audit Report should not in any way be construed as a reissuance or re-dating of any of the previous Independent Audit Reports issued by Predecessor Auditor, nor should this report be construed as a new opinion on any of the Audited Financial Statements referred to herein.

      In report for the year ended March 31, 2023

      (a) Since we were not the Statutory auditors of the Company for the year ended March 31, 2023, we had not participated in the physical verification of inventories that was carried out by the management as of the year end. Accordingly, we have performed alternate procedures to audit the existence of inventory as per the guidance provided in SA 501 "Audit Evidence Specific consideration for selected items" and have obtained sufficient appropriate evidence.

This Audit Report should not in any way be construed as a reissuance or re-dating of any of the previous Independent Audit Reports issued by Predecessor Auditor, nor should this report be construed as a new opinion on any of the Audited Financial Statements referred to herein.

In report for the year ended March 31, 2022

(a) Since we were not the Statutory auditors of the Company for the year ended March 31, 2022, we had not participated in the physical verification of inventories that was carried out by the management as of the year end. Accordingly, we have performed alternate procedures to audit the existence of inventory as per the guidance provided in SA 501 "Audit Evidence Specific consideration for selected items" and have obtained sufficient appropriate evidence.

This Audit Report should not in any way be construed as a reissuance or re-dating of any of the previous Independent Audit Reports issued by Predecessor Auditor, nor should this report be construed as a new opinion on any of the Audited Financial Statements referred to herein.

10. The Restated Financial Statements do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Audited Interim Financial Statements and Special Purpose Financial Statements mentioned in paragraph 4 above.

11. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

12. This Examination Report should not in any way be construed as a reissuance or re-dating of any of the previous Independent Audit Reports issued by us, nor should this report be construed as a new opinion on any of the Audited Financial Statements referred to herein.

13. We have no responsibility to update our report for events and circumstances occurring after the date of this report.

14. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with SEBIand the Stock Exchanges in connection with the IPO.

15. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration Number: 105215W/W100057

Parag Pansare
Partner
Membership No: 117309
UDIN : 25117309BMJDIG3823

Date: May 17, 2025
Place: Pune, India

Annexure - Details of Restated Financial Statements

Sr No.	Details of Restated Financial Statements	Annexure Reference
1	Restated Statement of Assets and Liabilities	Annexure I
2	Restated Statement of Profit and Loss	Annexure II
3	Restated Statement of Cash Flows	Annexure III
4	Restated Statement of Changes in Equity	Annexure IV
5	Notes forming part of the Restated Financial Information	Annexure V
6	Statement of Adjustments to the Audited Special Purpose Interim Financial Statements as at and for the nine months periods ended 31 December, 2024, and the Audited Financial Statements as at and for the years ended 31 March, 2024, 31 March, 2023 and 31 March, 2022	Annexure VI

KSH International Limited

(formerly known as KSH International Private Limited)

Regd. Office: Gat No.11/3,11/4,11/5,Village Biradwadi,Chakan

Tal.Khed, Dist-Pune 410501: CIN U28129PN1979PLC141032

Annexure I - Restated Statement of Assets and Liabilities

All amounts in INR millions

	Note no.	As at December 31,2024	As at March 31,2024	As at March 31, 2023	As at March 31, 2022
ASSETS					
Non-current assets					
Property, plant and equipment	2	1,274.46	1,327.41	984.12	877.83
Capital work-in-progress	3	720.29	74.23	94.21	105.57
Intangible Assets	2	10.51	13.22	17.26	0.10
Right of use assets	2	39.77	56.68	72.83	93.29
Financial assets					
Other Financial Assets	4	36.60	23.29	19.22	116.16
Other Non Current Assets	5	153.22	57.56	39.96	2.60
Total - Non-Current assets		**2,234.85**	**1,552.39**	**1,227.60**	**1,195.55**
Current assets					
Inventories	6	1,576.61	1,328.95	1,094.42	1,014.90
Financial assets					
Trade receivables	7	2,017.64	1,591.55	1,094.48	1,307.89
Cash and Cash equivalents	8	25.58	156.21	42.28	27.15
Other Bank Balances	8a	6.20	21.42	25.88	43.26
Other Financial Assets	9	0.98	1.01	1.02	0.05
Other Current Assets	10	410.15	175.55	106.08	195.17
Total - Current assets		**4,037.16**	**3,274.69**	**2,364.16**	**2,588.42**
Total Assets		**6,272.01**	**4,827.08**	**3,591.76**	**3,783.97**
EQUITY AND LIABILITIES					
Equity					
Equity share capital	11	56.82	56.82	56.82	56.82
Other equity	11.1	2,744.47	2,252.64	1,879.73	1,613.41
Total - equity		**2,801.29**	**2,309.46**	**1,936.55**	**1,670.23**
Liabilities					
Non-current liabilities					
Financial liabilities					
Borrowings	12	837.23	343.47	78.13	71.02
Lease Liabilities	13	25.23	47.45	73.43	88.81
Provisions	14	6.50	6.28	5.18	3.26
Deferred tax liabilities (net)	15	59.56	75.61	76.91	73.01
Total - non-current liabilities		**928.52**	**472.81**	**233.65**	**236.10**
Current Liabilities					
Financial liabilities					
Borrowings	12	1,984.54	1,724.61	1,125.41	1,391.54
Lease Liabilities	13	29.15	25.98	15.38	17.61
Trade payables					
Total outstanding dues of micro and small enterprises	16	25.19	30.41	31.25	28.61
Total outstanding dues of creditors other than micro and small enterprises	16	218.05	154.23	167.72	273.35
Other financial liabilities	17	72.04	50.19	27.73	103.45
Provisions	14	11.63	4.75	5.17	3.92
Other current liabilities	18	165.87	32.26	38.21	47.67
Liabilities for Current taxes (net)	19	35.73	22.38	10.69	11.49
Total - current liabilities		**2,542.20**	**2,044.81**	**1,421.56**	**1,877.64**
Total Equity and Liabilities		**6,272.01**	**4,827.08**	**3,591.76**	**3,783.97**

Summary of material accounting policy information 1

Notes forming part of the Restated Financial Statements *(Annexure V)*

As per our examination report of even date.

For Kirtane & Pandit LLP
Chartered Accountants
FRN - 105215W/ W100057

For and on behalf of the Board of Directors of
KSH International Limited

Kushal Hegde
Chairman
DIN: 00135070

Rajesh Hegde
Managing Director
DIN: 00114193

Rohit Hegde
Jt. Managing Director
DIN: 00134926

Parag Pansare
Partner
Membership No. 117309
Place : Pune
Date : 17 May 2025

Sandesh Bhagwat
Chief Executive Officer

Amod Joshi
Chief Financial Officer

Sarthak Malvadkar
Company Secretary and Compliance Officer
Mem No.: ACS 28473
Place : Pune
Date : 17 May 2025

KSH International Limited
(formerly known as KSH International Private Limited)
Regd. Office: Gat No.11/3,11/4,11/5,Village Biradwadi,Chakan
Tal.Khed, Dist-Pune 410501: CIN U28129PN1979PLC141032

Annexure II - Restated Statement of Profit and Loss

All amounts in INR millions except for EPS

	Particulars	Note No.	For the Period ended December 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
I	**Income**					
	Revenue from Operations	20	14,204.56	13,828.15	10,494.60	8,705.89
	Other Income	21	79.14	76.80	71.35	58.80
	Total Income		**14,283.70**	**13,904.95**	**10,565.95**	**8,764.69**
II	**EXPENSES**					
	Cost of Raw materials and components consumed	22	12,811.66	12,514.10	9,449.56	8,096.84
	Changes in inventories of finished goods and work-in-progress	23	(190.61)	(195.87)	(79.45)	(500.49)
	Employee benefits expenses	24	322.86	337.29	238.27	277.67
	Finance Costs	25	201.47	175.70	133.74	87.33
	Depreciation and amortisation expense	26	105.30	109.54	81.91	60.19
	Other Expenses	27	387.14	458.01	387.22	337.75
	Total Expenses		**13,637.82**	**13,398.77**	**10,211.25**	**8,359.29**
III	**Profit before exceptional items and Tax (I - II)**		**645.88**	**506.18**	**354.70**	**405.40**
IV	**Exceptional Items (Net)**		**-**	**-**	**-**	**-** -
V	**Profit before tax (III - IV)**		**645.88**	**506.18**	**354.70**	**405.40**
VI	**Income Tax Expense**:					
	- Current tax		165.49	133.79	84.72	102.94
	- Deferred tax Expense/(Credit)		(14.90)	(1.10)	3.85	26.76
	Total tax expense		**150.59**	**132.69**	**88.57**	**129.70**
VII	**Profit for the period (V - VI)**		**495.29**	**373.50**	**266.13**	**275.70**
VIII	**Other Comprehensive Income**					
	Items that will not be reclassified to Profit or Loss Account in subsequent periods:					
	Remeasurement gain/(loss) on defined benefit obligation		(4.62)	(0.79)	0.25	1.93
	Tax impact on above		1.16	0.20	(0.06)	(0.49)
IX	**Other Comprehensive Profit/(Loss) (net)**		**(3.46)**	**(0.59)**	**0.19**	**1.44**
X	**Total Comprehensive Income for the period (net of taxes) (VII + VIII)**		**491.83**	**372.91**	**266.32**	**277.14**
XI	**Earning per Equity share**					
	Basic Earnings Per Share (Rs)	**36**	**8.72**	**6.57**	**4.68**	**4.85**
	Diluted Earnings Per Share (Rs)	**36**	**8.72**	**6.57**	**4.68**	**4.85**

Summary of material accounting policy information 1
Notes forming part of the Restated Financial Statements (Annexure V)
As per our attached examination report of even date.

For Kirtane & Pandit LLP
Chartered Accountants
FRN - 105215W/ W100057

For and on behalf of the Board of Directors of
KSH International Limited

Kushal Hegde **Chairman**	**Rajesh Hegde** **Managing Director**	**Rohit Hegde** **Jt. Managing Director**
DIN: 00135070	DIN: 00114193	DIN: 00134926

Parag Pansare
Partner
Membership No. 117309
Place : Pune
Date : 17 May 2025

Sandesh Bhagwat **Chief Executive Officer**	**Amod Joshi** **Chief Financial Officer**	**Sarthak Malvadkar** **Company Secretary and Compliance Officer** Mem No.ACS 28473 Place : Pune Date : 17 May 2025

KSH International Limited

(formerly known as KSH International Private Limited)

Regd. Office: Gat No.11/3,11/4,11/5,Village Biradwadi,Chakan

Tal.Khed ,Dist-Pune 410501: CIN U28129PN1979PLC141032

Annexure III - Restated Statement of Cash Flows

All amounts in INR millions

	Particulars	For the Period ended December 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
A	**Cash Flow from operating activities**				
	Profit before tax for the period	**645.88**	**506.19**	**354.70**	**405.40**
	Adjusted for :				
	Depreciation and amortisation	105.30	109.54	81.91	60.19
	Profit/(Loss) on sale of property, plant & equipment	-	(12.46)	(0.54)	2.26
	Finance cost (including towards lease liabilities)	195.00	169.13	130.47	87.33
	Interest Income	(2.30)	(3.62)	(3.03)	(12.25)
	Sundry Balances written off	(14.79)	(0.51)	(6.30)	8.46
	Expected credit loss	0.65	13.83	17.81	-
	Foreign Exchange Loss/(Gain) (net)	(1.21)	1.96	(0.19)	(38.10)
	Operating profit / (loss) before working capital changes	**928.54**	**784.06**	**574.83**	**513.29**
	Adjusted for :				
	(Increase)/decrease in inventories	(247.67)	(234.53)	(79.51)	(614.30)
	(Increase)/decrease in trade receivables	(426.74)	(510.91)	195.61	(184.39)
	(Increase)/decrease in other financial assets	(12.94)	(4.44)	95.00	(38.01)
	(Increase)/decrease in other current assets	(234.60)	(69.48)	89.09	(31.86)
	Increase/(decrease) in trade payables	74.33	(15.65)	(96.69)	(16.61)
	Increase/(decrease) in other financial liabilities	38.53	6.81	(65.88)	102.83
	Increase/(decrease) in provisions	2.48	(0.11)	3.42	(28.04)
	Increase/(decrease) in other current liabilities	133.62	(5.96)	(9.46)	(30.71)
	Cash generated from/(used in) operations	**255.55**	**(50.21)**	**706.41**	**(327.80)**
	Income tax (paid) / refund	(152.14)	(122.11)	(85.52)	(90.97)
	Net cash flow from / (used in) operating activities (A)	**103.42**	**(172.32)**	**620.89**	**(418.77)**
B	**Cash flow from investing activities**				
	Purchase of Property, Plant & Equipment and Capital Expenditure	(695.11)	(434.72)	(184.51)	(74.39)
	Sale of Property, Plant & Equipment	-	55.75	0.62	(1.62)
	Capital Work In progress	-	-	-	(94.45)
	Investment in Fixed Deposits	15.22	4.46	17.38	(43.26)
	Interest Income	1.96	4.01	4.00	12.25
	Capital Advance	(95.66)	(17.60)	(37.36)	-
	Net cash flow from / (used in) investing activities (B)	**(773.59)**	**(388.09)**	**(199.87)**	**(201.47)**
C	**Cash flow from financing activities**				
	Proceeds/(Repayment) from short term borrowings (net)	259.93	599.20	(266.14)	601.22
	Proceeds from long term borrowings	578.58	317.81	39.25	73.78
	Repayment of Long term borrowings	(84.83)	(52.47)	(32.14)	(70.79)
	Payment of Lease Liabilities	(22.81)	(28.93)	(27.18)	(9.94)
	Finance cost	(191.34)	(161.30)	(119.86)	(76.77)
	Net cash flow from / (used in) financing activities (C)	**539.53**	**674.32**	**(406.07)**	**517.50**
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	**(130.63)**	**113.93**	**14.95**	**(102.74)**
	Effect of exchange difference on restatement of foreign currency cash and cash equivalents	**-**	**-**	0.19	-
	Cash and other bank balances other than cash and cash equivalents at the beginning of the period	**156.21**	**42.28**	**27.15**	**129.89**
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	**(130.63)**	**113.93**	**15.13**	**(102.74)**
	Cash and other bank balances other than cash and cash equivalents at the end of the period	**25.58**	**156.21**	**42.28**	**27.15**

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Reconciliation of cash and cash equivalents with the balance sheet :				
Cash and cash equivalents as per Balance Sheet	**25.58**	**156.21**	**42.28**	**27.15**
Comprises of:				
Cash on Hand	0.05	0.04	0.04	0.08
Balances with banks				
In current accounts	25.53	146.17	42.24	27.07
In deposit account	-	10.00	-	-

Changes in financial liability arising from financing activities

Particulars	For the Period ended December 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Opening balance	156.21	42.28	27.15	129.89
Changes from financing cash flows	539.53	674.32	(406.07)	517.50
Other changes *(Changes from Operating and Investing cash flows)*	(670.16)	(560.39)	421.20	(620.24)
Closing balance	25.58	156.21	42.28	27.15

Summary of material accounting policy information **1**
Notes forming part of the Restated Financial Statements (Annexure V)
As per our attached examination report of even date.
For Kirtane & Pandit LLP
Chartered Accountants
FRN - 105215W/ W100057

For and on behalf of the Board of Directors of
KSH International Limited

Kushal Hegde **Chairman** DIN: 00135070	**Rajesh Hegde** **Managing Director** DIN: 00114193	**Rohit Hegde** **Jt. Managing Director** DIN: 00134926
Sandesh Bhagwat **Chief Executive Officer**	**Amod Joshi** **Chief Financial Officer**	**Sarthak Malvadkar** **Company Secretary and Compliance Officer** Mem No.ACS 28473 Place : Pune Date : 17 May 2025

Parag Pansare
Partner
Membership No. 117309
Place : Pune
Date : 17 May 2025

KSH International Limited
(formerly known as KSH International Private Limited)
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Tal.Khed, Dist-Pune 410501: CIN U28129PN1979PLC141032

Annexure IV - Restated Statement of Changes in Equity

All amounts in INR millions

(a) Equity Share Capital

Particulars	Amount
Balance as at March 31, 2021	**56.82**
Changes in equity share capital during financial year 2022	-
Balance as at March 31, 2022	**56.82**
Changes in equity share capital during financial year 2023	-
Balance as at March 31, 2023	**56.82**
Changes in equity share capital during financial year 2024	-
Balance as at March 31, 2024	**56.82**
Changes in equity share capital upto December 31, 2024	-
Balance as at December 31, 2024	**56.82**

(b) Other equity

Particulars	Reserves & Surplus			Other comprehensive income (OCI)	Total
	Securities premium reserve	General Reserve	Retained earnings	Remeasurement gain/(loss) on defined benefit obligation	
Balance as at March 31, 2021	**66.25**	**15.51**	**1,273.20**	**-**	**1,354.96**
Ind AS Adjustment *(Refer Note 46)*	-	-	(18.69)	-	**(18.69)**
Profit /(loss) for the year	-	-	275.70	-	**275.70**
Other comprehensive income (net of tax)	-	-	-	1.44	**1.44**
Items of comprehensive income for the year	**-**	**-**	**257.01**	**1.44**	**258.45**
Balance as at March 31, 2022	**66.25**	**15.51**	**1,530.21**	**1.44**	**1,613.41**
Profit for the year	-	-	266.13	-	266.13
Other comprehensive income (net of tax)	-	-	-	0.19	**0.19**
Items of comprehensive income for the year	**-**	**-**	**266.13**	**0.19**	**266.32**
Balance as at March 31, 2023	**66.25**	**15.51**	**1,796.34**	**1.63**	**1,879.73**
Profit for the year	-	-	373.50	-	**373.50**
Other comprehensive income (net of tax)	-	-	-	(0.59)	**(0.59)**
Items of comprehensive income for the year	**-**	**-**	**373.50**	**(0.59)**	**372.91**
Balance as at March 31, 2024	**66.25**	**15.51**	**2,169.84**	**1.04**	**2,252.64**
Profit for the period	-	-	495.29	-	495.29
Other comprehensive income (net of tax)	-	-	-	(3.46)	(3.46)
Items of comprehensive income for the period	**-**	**-**	**495.29**	**(3.46)**	**491.83**
Balance as at December 31, 2024	**66.25**	**15.51**	**2,665.13**	**(2.42)**	**2,744.47**

Summary of material accounting policy information 1
Notes forming part of the Restated Financial Statements (Annexure V)
As per our attached examination report of even date.

For Kirtane & Pandit LLP
Chartered Accountants
FRN - 105215W/ W100057

For and on behalf of the Board of Directors of
KSH International Limited

Kushal Hegde
Chairman
DIN: 00135070

Rajesh Hegde
Managing Director
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Jt. Managing Director
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Parag Pansare
Partner
Membership No. 117309
Place : Pune
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Sandesh Bhagwat
Chief Executive Officer

Amod Joshi
Chief Financial Officer

Sarthak Malvadkar
Company Secretary and Compliance Officer
Mem No.ACS 28473
Place : Pune
Date: 17 May 2025

Note 1 - Material accounting policy information to the Restated Financial Statements Corporate Information

KSH International Limited ('the company') is incorporated under the Companies Act,1956 and is headquartered in Pune with manufacturing facilities in Pune and Taloja. The Company is into manufacture of insulated copper & aluminium conductors.

I. Material Accounting Policy Information

Below is list of material accounting policy information applied by the Company in the preparation of its financial statements. Such accounting policies have been applied consistently to all the periods presented in these financial statements, unless otherwise indicated.

(a) Basis of Preparation

The Restated financial statements of the company comprises of the restated balance sheet as at December 31 2024, March 31, 2024, March 31 2023 and March 31, 2022, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity and the restated statement of cash flows for the period ended December 31, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the statement of significant accounting policies, and other explanatory information relating to such financial periods; (together referred to as 'Restated Financial statements').

The Restated Financial statements have been prepared on a going concern basis. The accounting policies are applied consistently to all the periods presented in the Restated Financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires change in accounting policy hitherto in use.

The Restated Financial statements has been prepared for inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India ('SEBI') in connection with proposed Initial Public Offering of its equity shares, in accordance with the requirements of:

- Section 26 of part I of Chapter III of the Act;
- relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, issued by the Securities and Exchange Board of India ('SEBI') as amended in pursuance of the Securities and Exchange Board of India Act, 1992; and
- Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICA").

There were no changes in accounting policies during the year / period of these financial statements There were no material amounts which have been adjusted for in arriving at profit of the respective periods; and there were no material adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited special purpose interim financial statements as at and for the period ended December 31 2024, March 31, 2024, March 31 2023 and March 31, 2022 and the requirements of the SEBI Regulations.

(b) Critical estimates and judgements

The preparation of financial statements in conformity with Ind AS, which requires management to make estimates, assumptions and exercise judgment in applying the accounting policies that affect the reported amount of assets, liabilities and disclosure of contingent liabilities at the date of financial statements and the reported amounts of income and expenses during the year.

The Management believes that these estimates are prudent and reasonable and are based upon the Management's best knowledge of current events and actions. Actual results could differ from these estimates and differences between actual results and estimates are recognised in the periods in which the results are known or materialised.

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

Useful lives of Property plant and equipment (PPE), investment property and Intangible assets Property, plant and equipment represent a significant proportion of the asset base of the Company. Depreciation is provided as per the Straight Line Method over the estimated useful lives of assets. The Company depreciates its property, plant and equipment over the useful life in the manner prescribed in Schedule II to the Act. Refer note 1(II)(c),(d),(e) and (f).

Valuation of deferred tax assets / liabilities
The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. Significant judgment is involved in arriving at the deferred tax assets and liabilities, which is based on the Company's current operations and projections for the future.

Defined benefit obligation
The cost of post-employment benefits is determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rate of return on assets, future salary increases and mortality rates. Due to the long term nature of these plans such estimates are subject to significant uncertainty. The assumptions used are disclosed in Note 30.

Fair value measurements of financial instruments
When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including Discounted Cash Flow Model. The inputs to these models are taken from observable markets wherever possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risks, credit risks and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(c) Property plant and equipment

All items of Property, plant and equipment (other than freehold land) are stated at cost/deemed cost, less accumulated depreciation and accumulated impairment losses, if any. Freehold Land is carried at historical cost less any accumulated impairment losses. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Trial run expenses (net of revenue) are capitalised. Borrowing costs incurred during the period of construction are capitalised as part of cost of qualifying asset.

Items of property, plant and equipment that have been retired from active use and are held for disposal are stated at the lower of their net book value or net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss. Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets, which are carried at cost, are recognised in the Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the straight-line method based on useful life as estimated by the management and aligned to Schedule II to the Companies Act, 2013 in order to reflect the actual usage of assets. Depreciation on assets acquired under finance lease is spread over the lease period or useful life, whichever is shorter.

Asset Class	Useful life followed by the Company	Useful life as per Schedule II to the Companies Act,2013
Building	30/60 Years	30/60 Years
Electrical Installation	10 Years	10 Years
Plant & Machinery	10 to 25 Years	15 to 25 Years
Tools & Dies	3 to 15 Years	3 to 15 Years
Office Equipment	5 Years	5 Years
Computers End user Devices	3 to 6 Years	3 to 6 Years
Furniture & Fixtures	10 Years	10 Years
Vehicles	8 Years	8 Years

Assets not yet ready for intended use are recognised as capital work-in-progress.

(d) **Non-current assets classified as held for sale:**

Assets that are available for immediate sale and where the sale is highly probable of being completed within one year from the date of classification are considered and classified as assets held for sale. Assets classified as held for sale are measured at the lower of carrying amount or fair value less costs to sell. The determination of fair value less costs to sell includes use of management estimates and assumptions. The fair value of asset held for sale has been estimated using observable inputs such as price quotations. Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

(e) **Intangible Assets (including intangibles under development)**

Initial recognition and measurement

Intangible assets relating to product development are recorded at actual cost incurred on the development of products and are capitalised once the products receive approval from relevant authorities and the same are carried at cost less accumulated amortisation.

Subsequent measurement (amortisation and useful lives)

Intangible assets are amortised on a straight-line basis over their estimated useful lives. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Software and implementation costs including users license fees of the Enterprise Resource Planning (ERP) system and other application software costs are amortised over a period of three years. The amortisation expense on intangible assets with finite life is recognised in the statement of profit and loss under the head Depreciation and amortization expense.

Derecognition

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

(f) Impairment of non-financial assets

The carrying amount of the non-financial assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal /external factors. An impairment loss is recognised, whenever the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. The recoverable amount of the assets (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its fair value less disposal cost and its value in use. Impairment loss is recognised in the statement of profit and loss. After impairment, depreciation / amortisation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognised impairment loss is reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation / amortisation, if there were no impairment.

(g) Investments and financial assets

Classification
The Company classifies its financial assets in the following measurement categories:

(i) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and

(ii) those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.
For assets measured at fair value, gains and losses will either be recorded in statement of profit and loss or other comprehensive income. For investments in debt instruments, this will depend on the business model, in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Initial recognition and measurement
At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

However, trade receivables that do not contain a significant financing component are measured at transaction price.

Measurement of debt instruments
Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset.

There are three measurement categories into which the Company classifies its debt instruments:

(i) Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in statement of profit and loss, when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

(ii) Fair value through other comprehensive income (FVTOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to statement of profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

(iii) Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortised cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in statement of profit and loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Company applies the simplified approach, permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

De-recognition of financial assets

A financial asset is derecognised only when

(i) The Company has transferred the rights to receive cash flows from the financial asset or,

(ii) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

(h) Cash and cash equivalents

Cash and cash equivalents for the purpose of the cash flow statement comprise of the cash on hand and at bank and current investments with an original maturity of three months or less. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

(i) Borrowings and other financial liabilities

Borrowings and other financial liabilities are initially recognised at fair value (net of transaction costs incurred). Difference between the fair value and the transaction proceeds on initial is recognised as an asset / liability based on the underlying reason for the difference. Subsequently all financial liabilities are measured at amortised cost using the effective interest rate method.

(j) Inventories

Inventories are stated at lower of cost and net realisable value. Cost is determined using the ‘average cost’ method. The cost of finished goods and work in progress comprises raw material, packing materials, direct labour, other direct costs and related production overheads. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

(k) Revenue recognition

Revenue from contracts with customers is recognised when the entity satisfies a performance obligation by transferring a promised good or service to customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. Amounts disclosed as revenue net of returns, trade allowances, rebates and discounts, goods and service tax and applicable taxes, which are collected on behalf of the government or on behalf of third parties.

i) Revenue from Sale of Goods

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer. The point-in-time is determined when the control of the goods or services is transferred which is determined based on when the significant risks and rewards of ownership are transferred to the customer. Apart from this, the Company also considers its present right to payment, the legal title to the goods, inco-terms the physical possession and the customer acceptance in determining the point in time where control has been transferred. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Company considers the effect of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer, if any

Contract balances

i) Trade receivables: A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

ii) Contract liabilities: A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration in form of advance (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs the obligation as per the contract

iii) Export Incentives

Export incentive (government grant): Income from export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable assurance and conditions precedent to claim are fulfilled.

iv) Other income

Interest income for all debt instruments is recognised using the effective interest rate method.

Other revenue is recognised when it is received or when the right to receive payment is established

(l) Employee Benefits

Provident fund: Contribution towards provident fund for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as "Defined Contribution Schemes", as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

Gratuity fund: The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.
The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial gains / losses arising on the measurement of defined benefit obligation are credited / charged to other comprehensive income.

Employees state insurance scheme: The Company makes contribution to state plans namely Employees State Insurance Scheme and has no further obligation beyond making the payment to them.

Compensated absences: Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.
Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses / gains are recognised in the statement of profit and loss in the year in which they arise.

Termination benefits: Termination benefits in the nature of voluntary retirement benefits are recognised in the statement of profit and loss, as and when incurred.

(m) Income taxes

Income tax expense comprises current tax expenses and net change in the deferred tax assets or liabilities during the year. Current and deferred taxes are recognised in the Statement of profit and loss, except when they relate to item that are recognised in Other comprehensive income or directly in Equity, in which case, the current and deferred tax are also recognised in Other comprehensive income or directly in Equity respectively.

(i) Current income tax

The current income tax includes income tax payable by the Company, computed in accordance with the tax laws applicable in the jurisdiction in which the Company operates. Advance tax and provision for current income tax are presented in the Balance sheet after offsetting the advance tax paid and income tax provision arising in the same jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

(ii) Deferred income tax

Deferred income tax is recognised using Balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of recognition.

Deferred tax assets are recognised to the extent that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.
The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow or part of deferred income tax assets to be utilised. At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously

(n) **Leases**

The Company's lease asset classes primarily consist of leases for Land and Buildings. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the

Company assesses whether:
(i) the contract involves the use of an identified asset
(ii) the Company has substantially all economic benefits from use of the asset through out the period of the lease and
(iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. For these short term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made. A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(o) **Foreign currency transactions**

The functional and presentation currency of the Company is Indian rupee.
Transactions in foreign currency are recorded at exchange rate prevailing on the date of transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the Balance sheet date and exchange gain or loss arising on settlement and restatement are recognised in the Statement of Profit and Loss.
Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

(p) **Provisions, contingent liabilities and contingent assets**

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management estimate of the amount required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company.
Contingent assets are not recognised in the financial statements. However, it is disclosed only when an inflow of economic benefits is probable.

(q) Earnings per share

Basic earning per share is computed by dividing net profit after tax (excluding other comprehensive income) by the weighted average number of equity shares outstanding during the year.

Diluted earning per share is computed by dividing net profit after tax (excluding other comprehensive income) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of shares considered for deriving basic earning per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share.

II. Notes on effect of IND AS Transition

The Company has adopted IND AS with effect from 1st April,2022 with comparatives being restated. Accordingly, the impact of transition has been provided in the Opening Reserves as at 1st April, 2022. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirements of IND AS and Schedule III.

(a) To comply with the Companies (Accounting Standard) Rules, 2006, certain account balances have been regrouped as per the format prescribed under Division II of Schedule III to the Companies Act, 2013.

(b) Finance Lease Arrangements:
In respect of certain long-term arrangements, existing at the date of transition and identified to be in the nature of finance lease where the Company is lessee, the underlying assets and corresponding finance lease obligation determined at the inception of respective arrangements have been recognized on the date of transition with the adjustment of difference, if any, in the opening retained earnings, resulting into increase in finance cost and depreciation charge and reduction in the cost of goods/ services procured and valuation of underlying inventories. Such arrangements were recognized as per their legal form under the previous GAAP.

(c) Financial liabilities and related transaction costs:
Borrowings, and other financial liabilities, which were recognized at his historical cost under previous GAAP have been recognized at amortized cost under INDAS with the difference been adjusted to opening retained earnings. Under previous GAAP, transaction costs incurred in connection with borrowings were amortized equally over the tenure of the borrowings. Under INDAS, transaction cost are deducted from the initial recognition amount of the financial liability and charged over the tenure of borrowing using the effective interest method. Difference in the unamortized borrowing cost as per INDAS and previous GAAP on transition date, has been adjusted to the cost of asset under construction or opening retained earnings applicable.

(d) Financial assets at amortized cost:
Certain financial assets held with an objective to collect contractual cash flows in the nature of principal and interest have been recognised at amortized cost on transition date as against historical cost under the previous GAAP with the difference between the same adjusted to the opening retained earnings.

(e) Deferred tax as per balance sheet approach:
Under Indian GAAP, deferred taxes are recognised using income statement approach i.e. reflecting the tax effects of timing differences between accounting income and taxable income for the period. Under Ind AS, deferred taxes are recognised using balance sheet approach i.e. reflecting the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial

reporting purposes and the amounts used for taxation purposes using the income tax rates enacted or substantively enacted at reporting date.

(f) Defined benefit liabilities:
Under IND AS, Remeasurements that is actual gains and losses and the return on plan assets excluding amounts included in the net interest expense on the defined liability are recognized in other comprehensive income instead of profit or loss in previous GAAP.

(g) Other comprehensive income:
Under IND AS all items of income and expense recognized in the period should be included in profit or loss for the period unless a standard requires or permits otherwise. Items of income and expense that are not recognized in profit or loss but are shown in the statement of profit and loss and "other comprehensive income" includes remeasurements of defined benefit plans, foreign currency monetary item translation difference account, effective portion of gains and losses on cash flow hedging, instruments and fair value gain or losses on FVTOCI equity instruments. The concept of other comprehensive income did not exist under previous GAAP.

(h) Prior Period items:
The effect of all the prior period expenses have been taken to the respective years in which the expense was incurred. Any expense pertaining to year before the implementation date have been adjusted in the opening reserve. Under the previous GAAP such expenses were debited to the Profit and Loss Statement in the year in which such expense were identified.

(r) Initial Public Offering Expense Accounting Policy

Expenses related to issue of Securities are adjusted against the share premium (securities premium) account as per section 52 of Companies Act, 2013.

KSH International Limited ***(formerly known as KSH International Private Limited)***

Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Note : 2 Property, Plant & Equipment, Intangible Assets & Right of Use Assets

As at December 31, 2024

Description	Gross Block				Depreciation				Net Block
	As at April 01, 2024	Additions	Deductions	As at December 31, 2024	As at April 01, 2024	For the Period	Deductions	As at December 31, 2024	As at December 31, 2024
Property,Plant and Equipment									
Free Hold Land	212.13	-	-	212.13	-	-	-	-	212.13
Leasehold Land	194.12	2.24	-	196.36	1.28	1.47	-	2.75	193.61
Building	205.19	-	-	205.19	87.74	5.70	-	93.44	111.75
Plant and Equipment	1,293.53	11.11	-	1,304.64	537.36	69.80	-	607.16	697.48
Electrical Installation	20.89	0.15	-	21.04	15.29	1.12	-	16.41	4.63
Computers	13.16	1.01	-	14.17	10.09	1.08	-	11.17	3.00
Furnitures & Fixtures	13.25	1.36	-	14.61	8.02	0.59	-	8.61	6.00
Vehicles	51.03	15.17	-	66.20	24.34	3.74	-	28.08	38.12
Office Equipment	6.18	1.22	-	7.40	4.66	0.44	-	5.10	2.30
Dies & Moulds	18.26	0.05	-	18.31	11.55	1.32	-	12.87	5.44
Total	**2,027.74**	**32.31**	**-**	**2,060.05**	**700.33**	**85.26**	**-**	**785.59**	**1,274.46**
Intangible Assets									
Computer Software	26.49	0.41	-	26.90	13.27	3.12	-	16.39	10.51
Total	**26.49**	**0.41**	**-**	**26.90**	**13.27**	**3.12**	**-**	**16.39**	**10.51**
Right of Use Assets									
Buildings	99.13	-	-	99.13	42.45	16.92	-	59.36	39.77
Total	**99.13**	**-**	**-**	**99.13**	**42.45**	**16.92**	**-**	**59.36**	**39.77**

KSH International Limited ***(formerly known as KSH International Private Limited)***

Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Note : 2 Property, Plant & Equipment, Intangible Assets & Right of Use Assets

As at March 31, 2024

Description	Gross Block				Depreciation				Net Block
	As at April 01, 2023	Additions	Deductions	As at March 31, 2024	As at April 01, 2023	For the Year	Deductions	As at March 31, 2024	As at March 31, 2024
Property,Plant and Equipment									
Free Hold Land	212.13	-	-	212.13	-	-	-	-	212.13
Leasehold Land	0.13	193.99	-	194.12	0.06	1.22	-	1.28	192.84
Building	241.61	7.24	43.66	205.19	80.40	7.94	0.60	87.74	117.45
Plant and Equipment	1,035.21	258.32	-	1,293.53	472.99	64.37	-	537.36	756.17
Electrical Installation	20.42	0.47	-	20.89	13.74	1.55	-	15.29	5.60
Computers	11.56	1.60	-	13.16	8.97	1.12	-	10.09	3.07
Furnitures & Fixtures	13.25	-	-	13.25	7.23	0.79	-	8.02	5.23
Vehicles	51.27	4.56	4.80	51.03	24.83	4.08	4.57	24.34	26.69
Office Equipment	5.47	0.71	-	6.18	4.14	0.52	-	4.66	1.52
Dies & Moulds	15.06	3.20	-	18.26	9.64	1.91	-	11.55	6.71
Total	**1,606.11**	**470.09**	**48.46**	**2,027.74**	**622.00**	**83.50**	**5.17**	**700.33**	**1,327.41**
Intangible Assets									
Computer Software	26.49	-	-	26.49	9.23	4.05	-	13.27	13.22
Total	**26.49**	**-**	**-**	**26.49**	**9.23**	**4.05**	**-**	**13.27**	**13.22**
Right of Use Assets									
Buildings	93.29	5.84	-	99.13	20.46	21.99	-	42.45	56.68
Total	**93.29**	**5.84**	**-**	**99.13**	**20.46**	**21.99**	**-**	**42.45**	**56.68**

KSH International Limited ***(formerly known as KSH International Private Limited)***

Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Note : 2 Property, Plant & Equipment, Intangible Assets & Right of Use Assets

As at March 31, 2023

Description	Gross Block				Depreciation				Net Block
	As at April 01, 2022	Additions	Deductions	As at March 31, 2023	As at April 01, 2022	For the Year	Deductions	As at March 31, 2023	As at March 31, 2023
Property,Plant and Equipment									
Free Hold Land	212.13	-	-	212.13	-	-	-	-	212.13
Leasehold Land	0.13	-	-	0.13	0.06	-	-	0.06	0.07
Building	191.27	50.34	-	241.61	74.06	6.34	-	80.40	161.21
Plant and Equipment	949.89	86.39	1.07	1,035.21	428.79	45.23	1.02	473.00	562.21
Electrical Installation	19.50	0.92	-	20.42	12.27	1.47	-	13.74	6.68
Computers	9.58	1.98	-	11.56	7.43	1.53	-	8.97	2.59
Furnitures & Fixtures	13.19	0.06	-	13.25	6.44	0.79	-	7.23	6.02
Vehicles	31.19	20.55	0.48	51.27	23.67	1.62	0.46	24.83	26.44
Office Equipment	5.27	0.20	-	5.47	3.67	0.47	-	4.14	1.33
Dies & Moulds	10.43	4.63	-	15.06	8.36	1.27	-	9.64	5.42
Total	**1,442.58**	**165.07**	**1.55**	**1,606.11**	**564.75**	**58.72**	**1.48**	**622.00**	**984.12**
Intangible Assets									
Computer Software	6.60	19.89	-	26.49	6.50	2.73	-	9.23	17.26
Total	**6.60**	**19.89**	**-**	**26.49**	**6.50**	**2.73**	**-**	**9.23**	**17.26**
Right of Use Assets									
Buildings	93.29	-	-	93.29	-	20.46	-	20.46	72.83
Total	**93.29**	**-**	**-**	**93.29**	**-**	**20.46**	**-**	**20.46**	**72.83**

KSH International Limited ***(formerly known as KSH International Private Limited)***

Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Note : 2 Property, Plant & Equipment, Intangible Assets & Right of Use Assets

As at March 31, 2022

Description	Gross Block				Depreciation				Net Block
	As at April 01, 2021	Additions	Deductions	As at March 31, 2022	As at April 01, 2021	For the Year	Deductions	As at March 31, 2022	As at March 31, 2022
Property,Plant and Equipment									
Free Hold Land	212.13	-	-	212.13	-	-	-	-	212.13
Leasehold Land	0.13	-	-	0.13	0.06	0.00	-	0.06	0.07
Building	191.27	-	-	191.27	67.92	6.14	-	74.06	117.21
Plant and Equipment	892.79	58.34	1.24	949.89	382.75	46.90	0.86	428.79	521.10
Electrical Installation	19.39	0.11	-	19.50	10.99	1.28	-	12.27	7.23
Computers	8.78	0.80	-	9.58	6.64	0.79	-	7.43	2.15
Furnitures & Fixtures	8.56	4.63	-	13.19	5.96	0.48	-	6.44	6.75
Vehicles	30.25	4.58	3.64	31.19	24.46	2.58	3.37	23.67	7.52
Office Equipment	4.57	0.70	-	5.27	3.25	0.42	-	3.67	1.60
Dies & Moulds	9.39	1.04	-	10.43	7.16	1.20	-	8.36	2.07
Total	**1,377.26**	**70.20**	**4.88**	**1,442.58**	**509.19**	**59.79**	**4.23**	**564.75**	**877.83**
Intangible Assets									
Computer Software	6.53	0.07	-	6.60	6.10	0.40	-	6.50	0.10
Total	**6.53**	**0.07**	**-**	**6.60**	**6.10**	**0.40**	**-**	**6.50**	**0.10**
Right of Use Assets									
Buildings	-	93.29	-	93.29	-	-	-	-	93.29
Total	**-**	**93.29**	**-**	**93.29**	**-**	**-**	**-**	**-**	**93.29**

Note 29 gives details of Right of use assets

KSH International Limited ***(formerly known as KSH International Private Limited)***

Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Note : 3 Capital Work-In-Progress:

Particulars	Office Equipments	Buildings	Plant and Machinery	Computers	Furniture and Fixture	Interest	Computer Software	Electrical Installation	Total
Gross carrying value as at April 01, 2021	**0.32**	**-**	**8.59**	**-**	**-**	**-**	**2.21**	**-**	**11.12**
Additions during the year	0.25	40.64	111.54	0.67	4.57	0.98	2.13	0.11	160.89
Capitalized during the year	0.57	-	58.34	0.60	4.57	-	0.04	0.11	64.23
Deletions/Adjustments during the year	-	-	-	-	-	-	2.21	-	2.21
Gross carrying value as at March 31, 2022	**0.00**	**40.64**	**61.79**	**0.07**	**-**	**0.98**	**2.09**	**-**	**105.57**
Additions during the year	0.14	9.70	131.03	1.49	-	-	17.77	-	160.13
Capitalized during the year	0.14	50.34	98.61	1.56	-	0.98	19.86	-	171.49
Deletions/Adjustments during the year	-	-		-	-	-	-	-	-
Gross carrying value as at March 31, 2023	**-**	**-**	**94.21**	**-**	**-**	**-**	**-**	**-**	**94.21**
Additions during the year	-	10.42	41.14	-	-	7.34	0.34	-	59.24
Capitalized during the year	-	-	73.06	-	-	6.16	-	-	79.22
Deletions/Adjustments during the year	-	-	-	-	-	-	-	-	-
Gross carrying value as at March 31, 2024	**-**	**10.42**	**62.29**	**-**	**-**	**1.18**	**0.34**	**-**	**74.23**
Additions during the period	-	423.63	199.30	2.07	-	21.40	-	-	646.40
Capitalized during the period	-	-	-	-	-	-	0.34	-	0.34
Deletions/Adjustments during the period	-	-	-	-	-	-	-	-	-
Gross carrying value as at December 31, 2024	**-**	**434.05**	**261.59**	**2.07**	**-**	**22.58**	**-**	**-**	**720.29**

The Company started the construction of a new facility in Fiscal 2023. This project is expected to be completed in the Financial Year 2025-26. The new factory unit is financed by Banks. The borrowing cost as per IND AS 23 - Borrowing Cost has been capitalised.

KSH International Limited ***(formerly known as KSH International Private Limited)***
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Note : 3 Capital Work-In-Progress:

Ageing of capital of work-in-progress is as below :

As at December 31,2024

Particulars	Amounts in capital work in progress for				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	646.40	73.89	-	-	**720.29**
Projects temporarily suspended	-	-	-	-	**-**
Total	**646.40**	**73.89**	**-**	**-**	**720.29**

As at March 31,2024

Particulars	Amounts in capital work in progress for				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	59.24	14.99	-	-	**74.23**
Projects temporarily suspended	-	-	-	-	**-**
Total	**59.24**	**14.99**	**-**	**-**	**74.23**

As at March 31,2023

Particulars	Amounts in capital work in progress for				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	94.21	-	-	-	**94.21**
Projects temporarily suspended	-	-	-	-	**-**
Total	**94.21**	**-**	**-**	**-**	**94.21**

As at March 31,2022

Particulars	Amounts in capital work in progress for				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	105.57	-	-	-	**105.57**
Projects temporarily suspended	-	-	-	-	**-**
Total	**105.57**	**-**	**-**	**-**	**105.57**

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Note : 4 Other Financial Assets (Non-Current)
(Unsecured and considered good, unless otherwise stated)

Sr. No	Particulars	As at December 31,2024	As at March 31,2024	As at March 31, 2023	As at March 31, 2022
a	Security Deposit (Amortised at Cost)	36.60	23.29	19.22	116.16
	Total	**36.60**	**23.29**	**19.22**	**116.16**

Note : 5 Other Non-Current Assets
(Unsecured and considered good, unless otherwise stated)

Sr. No	Particulars	As at December 31,2024	As at March 31,2024	As at March 31, 2023	As at March 31, 2022
a	Capital Advances	153.22	57.56	39.96	2.60
	Total	**153.22**	**57.56**	**39.96**	**2.60**

Note : 6 Inventories *(Lower of Cost or Net Realisable Value)*

Sr. No	Particulars	As at December 31,2024	As at March 31,2024	As at March 31, 2023	As at March 31, 2022
a	Raw materials (Includes stock in transit)	448.13	391.09	352.41	352.35
b	Work-in-progress	295.24	169.88	188.60	145.36
c	Finished goods				
	- Stock in Hand	340.71	303.68	227.35	208.34
	- In Transit	492.53	464.30	326.06	308.85
	Total	**1,576.61**	**1,328.95**	**1,094.42**	**1,014.90**

Note : 7 Trade Receivables

Sr. No	Particulars	As at December 31,2024	As at March 31,2024	As at March 31, 2023	As at March 31, 2022
a	Trade Receivables	2,017.64	1,591.55	1,094.48	1,307.89
b	Trade Receivables from Related Parties *(Refer Note 31)*	-	-	-	-
c	Trade Receivables which have significant increase in credit risk	-	-	-	-
d	Trade Receivables - credit impaired	45.89	45.24	31.64	17.95
	Sub-Total	2,063.53	1,636.79	1,126.12	1,325.84
e	Less : Allowance for credit impaired	45.89	45.24	31.64	17.95
	Total	**2,017.64**	**1,591.55**	**1,094.48**	**1,307.89**

Break Up :

Sr. No	Particulars	As at December 31,2024	As at March 31,2024	As at March 31, 2023	As at March 31, 2022
	Trade receivables				
a	Secured, considered good (Refer Note (a) below)	796.84	552.92	413.02	666.81
b	Unsecured, considered good (Refer Note (b) below)	1,220.80	1,038.63	681.46	641.08
c	Trade Receivables which have significant increase in credit risk	45.89	45.24	31.64	17.95
d	Less : Allowance for credit impaired	45.89	45.24	31.64	17.95
	Total	**2,017.64**	**1,591.55**	**1,094.48**	**1,307.89**

Notes:
(a) Secured by letter of credit
(b) Refer note number 34(A) for information on credit risk and details regarding past dues receivables and, movement in allowance for credit impairment.
(c) No amount is due by directors or other officers of the Company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member except as disclosed in note no. 31.
(d) Refer note 38, for details on trade receivables pledged as security against the borrowings of the Company.
(e) There are no unbilled receivables
(f) Refer Note 37(a) for ageing schedule

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Note : 8 Cash and Cash Equivalents

Sr. No	Particulars	As at December 31,2024	As at March 31,2024	As at March 31, 2023	As at March 31, 2022
	Cash and cash equivalents				
	Balances with Bank				
a	In current and cash credit accounts *(Refer note 1 below)*	25.53	146.17	42.24	27.07
b	Deposit with original maturity of less than three months *(Refer note 2 below)*	-	10.00	-	-
c	Cash on hand	0.05	0.04	0.04	0.08
		25.58	**156.21**	**42.28**	**27.15**

Note : 8a Other Bank Balances

Sr. No	Particulars	As at December 31,2024	As at March 31,2024	As at March 31, 2023	As at March 31, 2022
	Other bank balances				
a	Deposits with original maturity of more than three months *(Refer Note 3 below)*	6.20	21.42	25.88	43.26
		6.20	**21.42**	**25.88**	**43.26**

1. Bank Balance earns interest at floating rates based on daily bank deposit rates.
2. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.
3. Deposits are lien with the bank against Bank Guarantee

Note : 9 Other Financial Assets (Current)

Sr. No	Particulars	As at December 31,2024	As at March 31,2024	As at March 31, 2023	As at March 31, 2022
a	Interest accrued but not due on Fixed and Other Deposits	0.98	1.01	1.02	0.05
	Total	**0.98**	**1.01**	**1.02**	**0.05**

Note : 10 Other Current Assets

Sr. No	Particulars	As at December 31,2024	As at March 31,2024	As at March 31, 2023	As at March 31, 2022
	Unsecured, Considered Good :				
a	Advance to Suppliers	269.34	68.25	2.62	59.70
b	Prepaid Expenses	42.35	28.01	10.35	10.27
c	Input Tax credit available	84.42	77.71	92.29	106.27
d	Other Advances	1.93	1.58	0.82	18.93
e	Other Receivables	12.11	-	-	-
	Total	**410.15**	**175.55**	**106.08**	**195.17**

KSH International Limited (formerly known as KSH International Private Limited)

Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Note : 11 Equity Share Capital

Particulars	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
AUTHORISED :								
700,000 Equity shares of Rs.100 each *(Refer note e)*	7,00,000	70.00	7,00,000	70.00	7,00,000	70.00	7,00,000	70.00
	7,00,000	**70.00**	**7,00,000**	**70.00**	**7,00,000**	**70.00**	**7,00,000**	**70.00**
ISSUED , SUBSCRIBED & FULLY PAID UP								
5,68,182 Equity shares of Rs.100- each fully paid up *(Refer note e)*	5,68,182	56.82	5,68,182	56.82	5,68,182	56.82	5,68,182	56.82
Total	**5,68,182**	**56.82**	**5,68,182**	**56.82**	**5,68,182**	**56.82**	**5,68,182**	**56.82**

(a) Reconciliation of the number of equity shares outstanding and amount of share capital at the beginning and end of the year/period:

Particulars	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Shares at the start of the year/period	5,68,182	56.82	5,68,182	56.82	5,68,182	56.82	5,68,182	56.82
Add : Shares issued during the year/period	-	-	-	-	-	-	-	-
Shares at the end of the year/period	**5,68,182**	**56.82**	**5,68,182**	**56.82**	**5,68,182**	**56.82**	**5,68,182**	**56.82**

(b) Details of Share holding of Promoter and Promoter's Group

Class of shares / Name of shareholder	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
Equity shares								
Mr. Kushal Subbaya Hegde	2,67,046	47%	2,67,046	47%	2,67,046	47%	2,67,046	47%
Mr. Rajesh Kushal Hegde	1,13,635	20%	1,13,636	20%	1,13,636	20%	1,13,636	20%
Mr. Rohit Kushal Hegde	1,13,635	20%	1,13,636	20%	1,13,636	20%	1,13,636	20%
Mrs. Pushpa Kushal Hegde	73,863	13%	73,864	13%	73,864	13%	73,864	13%
Ms. Rakhi Shetty	1	0%*	-	-	-	-	-	-
Mrs. Maithili Rajesh Hegde	1	0%*	-	-	-	-	-	-
Mrs. Katyayani Balasubramanian	1	0%*	-	-	-	-	-	-
Total	**5,68,182**	**100%**	**5,68,182**	**100%**	**5,68,182**	**100%**	**5,68,182**	**100%**

*The percentage change of holding during the period does not reflect due to rounding off

(c) Particulars of shareholders holding more than 5% shares is set out below:

Class of shares / Name of shareholder	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
Equity shares								
Mr. Kushal Subbaya Hegde	2,67,046	47%	2,67,046	47%	2,67,046	47%	2,67,046	47%
Mr. Rajesh Kushal Hegde	1,13,636	20%	1,13,636	20%	1,13,636	20%	1,13,636	20%
Mr. Rohit Kushal Hegde	1,13,636	20%	1,13,636	20%	1,13,636	20%	1,13,636	20%
Mrs. Pushpa Kushal Hegde	73,864	13%	73,864	13%	73,864	13%	73,864	13%
Total	**5,68,182**	**100%**	**5,68,182**	**100%**	**5,68,182**	**100%**	**5,68,182**	**100%**

All amounts in INR millions

(d) Details of changes in Share holding pattern of Promoter and Promoter's Group

As at December 31, 2024

Class of shares / Name of shareholder	No. of Shares	% of Holding	% Change during the period*
Equity shares			
Mr. Kushal Subbaya Hegde	2,67,046	47%	0%
Mr. Rajesh Kushal Hegde	1,13,635	20%	0%
Mr. Rohit Kushal Hegde	1,13,635	20%	0%
Mrs. Pushpa Kushal Hegde	73,863	13%	0%
Ms. Rakhi Shetty	1	0%	0%
Mrs. Maithili Rajesh Hegde	1	0%	0%
Mrs. Katyayani Balasubramanian	1	0%	0%
Total	**5,68,182**	**100%**	**0%**

**The percentage change of holding during the period does not reflect due to rounding off*

As at March 31, 2024

Class of shares / Name of shareholder	No. of Shares	% of Holding	% Change during the year
Equity shares			
Mr. Kushal Subbaya Hegde	2,67,046	47%	0%
Mr. Rajesh Kushal Hegde	1,13,636	20%	0%
Mr. Rohit Kushal Hegde	1,13,636	20%	0%
Mrs. Pushpa Kushal Hegde	73,864	13%	0%
Total	**5,68,182**	**100%**	**0%**

As at March 31, 2023

Class of shares / Name of shareholder	No. of Shares	% of Holding	% Change during the year
Equity shares			
Mr. Kushal Subbaya Hegde	2,67,046	47%	0%
Mr. Rajesh Kushal Hegde	1,13,636	20%	0%
Mr. Rohit Kushal Hegde	1,13,636	20%	0%
Mrs. Pushpa Kushal Hegde	73,864	13%	0%
Total	**5,68,182**	**100%**	**0%**

As at March 31, 2022

Class of shares / Name of shareholder	No. of Shares	% of Holding	% Change during the year
Equity shares			
Mr. Kushal Subbaya Hegde	2,67,046	47%	0%
Mr. Rajesh Kushal Hegde	1,13,636	20%	0%
Mr. Rohit Kushal Hegde	1,13,636	20%	0%
Mrs. Pushpa Kushal Hegde	73,864	13%	0%
Total	**5,68,182**	**100%**	**0%**

All amounts in INR millions

(e) Rights, Preferences and Restrictions

The company has only one class of equity shares having par value of INR 100 per share *(Refer note f)* . Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(f) Subsequent Events

In consequent to the conversion from a private limited company to a public limited company, approval from Board of Directors vide resolution no. 2 dated December 11, 2024 and special resolution passed by Shareholders on December 19, 2024, the name of the company has been changed to "KSH International Limited". New Certificate of Incorporation was issued by the Registrar of Companies, Pune on January 20, 2025.

Subsequent to nine months period ended December 31, 2024, pursuant to a resolution passed in extraordinary general meeting of the Company dated January 30, 2025, shareholders have approved the increase in the Authorized share capital of the Company from Rs. 0.7 Million to Rs. 400 Million. Further, the Company in its extraordinary general meeting dated February 11, 2025, shareholders have approved split of each equity share having face value of Rs. 100 each into equity shares of face value of Rs. 5 each. Further, the Company in its extraordinary general meeting dated February 11, 2025, has approved the issuance of bonus shares in the ratio of 4:1 to the existing equity shareholders. The record date for the said purpose was February 10, 2025

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Note : 11.1 Other equity

Sr. No	Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
a	**Reserves and Surplus**				
1	**Securities premium account**				
	Opening Balance and closing balance	66.25	66.25	66.25	66.25
	Add: Additions during the year/period	-	-	-	-
		66.25	66.25	66.25	66.25
2	**General Reserve**				
	Opening Balance and closing balance	15.51	15.51	15.51	15.51
		15.51	15.51	15.51	15.51
3	**Retained earnings**				
	Opening Balance	2,169.84	1,796.34	1,530.21	1,273.20
	Add/(Less):Adjustments	-	-	-	(18.69)
	Profit for the year/period	495.29	373.50	266.13	275.70
		2,665.13	2,169.84	1,796.34	1,530.21
b	**Other Comprehensive Income**				
	Items that will not be reclassified to Profit or Loss				
	Remeasurements of defined benefits obligations				
	Opening Balance	1.04	1.63	1.44	-
	Remeasurements of post-employment benefit obligation	(4.62)	(0.79)	0.25	1.93
	Income Tax thereon	1.16	0.20	(0.06)	(0.49)
	Closing Balance	(2.42)	1.04	1.63	1.44
	Total closing balance of other comprehensive Income	(2.42)	1.04	1.63	1.44
	Total	**2,744.47**	**2,252.64**	**1,879.73**	**1,613.41**

Nature and purpose of reserves

(i) Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.

(ii) General Reserve is created by setting aside amount from the Retained Earnings and is freely available for distribution.

(iii) Retained earnings are the profits that the Company has earned/incurred till date, less any transfers to general reserve,dividends or other distributions paid to shareholders if any.

(iv) Other Comprehensive Income - Remeasurements of defined benefits obligations includes re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss.

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Note : 12 Borrowings

		As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
Sr. No	**Particulars**	**Non Current**	**Current**	**Non Current**	**Current**	**Non Current**	**Current**	**Non Current**	**Current**
	Secured								
a	Term Loans From the Banks (Including Vehicle Loans)	837.23	98.76	343.47	52.47	78.13	23.14	71.02	70.97
b	Loan Repayable on Demand (Includes Export Packing Credit , Cash Credit , Working Capital Demand Loan,Sales & Bill Discounting)	-	1,768.04	-	1,449.85	-	1,102.27	-	1,320.57
	Unsecured								
a	Loan Repayable on Demand	-	117.74	-	222.29	-	-	-	-
	Total Borrowings	**837.23**	**1,984.54**	**343.47**	**1,724.61**	**78.13**	**1,125.41**	**71.02**	**1,391.54**

Details of Borrowings

					Balance outstanding at the end of the year/period			
Name of Lender	**Type**	**Terms of Repayment**	**Rate of Interest**	**Period**	**December 31, 2024**	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Bajaj Finance-Working Capital Facility	Unsecured Loan	Repayable on demand	Linked to SBI 3 months MCLR plus spread	To be renewed every 12 months	119.65	142.29	-	-
Citi Bank-Working Capital Facility	Secured	Repayable on demand	To be decided from time to time	To be renewed every 12 months	90.92	168.66	245.80	246.88
Federal Bank-Vehicle Loan	Secured	5 years	Repo rate plus spread	Equated Monthly Instalment	11.34	13.65	16.51	68.17
Federal Bank-Vehicle Loan	Secured	5 years	Repo rate plus spread	Equated Monthly Instalment	3.11	-	-	-
Federal Bank-Vehicle Loan	Secured	5 years	Repo rate plus spread	Equated Monthly Instalment	3.36	-	-	-
Federal Bank-Working Capital Facility	Secured	Repayable on demand	Linked to Repo Rate plus spread	To be renewed every 12 months	351.11	296.09	63.44	62.38
ICICI Bank-Term Loan	Secured	60 structured monthly installments	(I-MCLR-1Y) + Spread (subject to change at the end of every 1 year)	72 Months (including 12 Months Mortarium)	51.06	63.06	81.06	69.54

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Details of Borrowings

Name of Lender	Type	Terms of Repayment	Rate of Interest	Period	Balance outstanding at the end of the year/period: December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
ICICI Bank-Term Loan	Secured	60 structured monthly installments	(I-MCLR-1Y) + Spread	72 Months (including 12 Months Mortarium)	128.13	137.24	-	-
ICICI Bank-Vehicle Loan	Secured	36 Months	7.65%	Equated Monthly Instalment	-	0.30	1.16	1.95
ICICI Bank-Vehicle Loan	Secured	3 years	7.80%	Equated Monthly Instalment	-	-	0.95	1.53
ICICI Bank-Vehicle Loan	Secured	36 Months	7.80%	Equated Monthly Instalments	-	0.33	0.21	0.81
ICICI Bank-Vehicle Loan	Secured	3 years	7.80%	Equated Monthly Instalment	0.33	0.79	1.38	-
ICICI Bank-Working Capital Facility	Secured	Repayable on demand	(I-MCLR-6M) + Spread PA (subject to change at the end of every 6 months)	To be renewed every 12 months	727.78	293.65	412.81	396.84
IndusInd Bank-Term Loan	Secured	32 Quarterly Installments (including 24 Months Mortarium from first Disbursement)	91 days T-bill rate plus spread	10 years from the date of first disbursement	442.02	180.57	-	-
IndusInd Bank-Over Draft	Unsecured Loan	Repayable on demand	Mutuall agreed from time to time	To be renewed every 12 months	(1.91)	-	-	-
IndusInd Bank-Working Capital Facility	Unsecured Loan	Repayable on demand	Benchmark Rate plus margin	To be renewed every 12 months	-	80.00	-	-
Exim Bank - Term Loan	Secured	32 Quarterly Installments (including 24 Months Mortarium from first Disbursement)	91 days T-bill rate plus spread	10 years from the date of first disbursement	296.64	-	-	-
SBI Bank-Working Capital Facility	Secured	Repayable on demand	Spread above MCLR 6M	To be renewed every 12 months	498.66	691.45	380.22	614.47
HDFC Bank - Working Capital Facility	Secured	Repayable on demand	8.85%	To be renewed every 12 months	99.58	-	-	-
Total					**2,821.77**	**2,068.08**	**1,203.54**	**1,462.56**

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Note : 13 Lease Liabilities

Sr. No	Particulars	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
		Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
a	Lease Liabilities	25.23	29.15	47.45	25.98	73.43	15.38	88.81	17.61
	Total	**25.23**	**29.15**	**47.45**	**25.98**	**73.43**	**15.38**	**88.81**	**17.61**

Note 29 gives details of Leases

Note : 14 Provisions

Sr. No	Particulars	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
		Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
a	**Provision for employee benefits**								
	Gratuity	1.50	8.99	1.22	3.21	0.97	3.55	0.63	3.36
	Compensated absences	5.00	2.64	5.06	1.54	4.21	1.62	2.63	0.56
	Total	**6.50**	**11.63**	**6.28**	**4.75**	**5.18**	**5.17**	**3.26**	**3.92**

Refer Note 30 for details of Defined Benefit plans and Defined Contribution plans

Note : 15 Deferred tax liabilities (Net) (Non Current)

Sr. No	Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
a	Deferred tax liabilities (Net)	59.56	75.61	76.91	73.01
	Total	**59.56**	**75.61**	**76.91**	**73.01**

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

The major components of income tax expense :

Sr. No	Particulars	For the period ended December 31,2024	For the year ended March 31,2024	For the year ended March 31,2023	For the year ended March 31,2022
a)	**Income tax expense in the statement of profit and loss comprises:**				
	Current income tax charge	165.49	133.79	84.72	102.94
	MAT credit entitlement	-	-	-	-
	Adjustment in respect of current income tax of previous year	-	-	-	-
	Total current income tax	**165.49**	**133.79**	**84.72**	**102.94**
	Deferred Tax charge / (credit)		-	-	-
	Relating to origination and reversal of temporary differences	(14.90)	(1.10)	3.85	26.76
		150.59	**132.69**	**88.57**	**129.70**
b)	**Other Comprehensive Income**				
	Tax expense related to items recognised in Other				
	Deferred tax on re-measurement loss on defined benefit plans	1.16	0.20	(0.06)	(0.49)
	Income tax related to items recognised in Other comprehensive income during the period	**1.16**	**0.20**	**(0.06)**	**(0.49)**
c)	**Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate :**				
	Accounting Profit before tax	645.88	506.19	354.70	405.40
	Income tax rate (%) applicable to the Company	25.168%	25.168%	25.168%	25.168%
	Income tax calculated at income tax rate	162.56	127.40	89.27	102.03
	Relating to origination and reversal of temporary differences	(14.90)	(1.10)	3.85	26.76
	Effect of expenses that are not deductible	2.93	6.40	(4.55)	0.91
	Income tax charged to Statement of Profit and Loss at effective tax rate	**150.59**	**132.69**	**88.57**	**129.70**

d) **Deferred tax (liabilities) /assets comprises :**

Particulars	As at December 31,2024	As at March 31,2024	As at March 31,2023	As at March 31,2022
Property, plant and equipment	(69.20)	(75.71)	(67.10)	(58.37)
Right of use assets	(10.01)	(14.26)	(18.33)	(23.48)
Expected Credit Loss	11.55	11.30	5.42	2.29
Expenses allowable on payment basis	8.10	3.06	3.10	6.55
	(59.56)	**(75.61)**	**(76.91)**	**(73.01)**

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

e) Deferred tax liabilities movement: **16.04**

Sr. No	Particulars	As at December 31,2024	As at March 31,2024	As at March 31,2023	As at March 31,2022
a	Opening balance as per last balance sheet	(75.61)	(76.91)	(73.01)	(45.76)
b	Deferred tax charged/(credited) to profit and loss account during the period	(14.90)	(1.10)	3.85	26.76
c	Deferred tax charged/(credited) to other comprehensive income during the period	1.16	0.20	(0.06)	(0.49)
d	**Closing balance as per last balance sheet (a-b+c)**	**(59.56)**	**(75.61)**	**(76.91)**	**(73.01)**

Note : 16 Trade Payables

Sr. No	Particulars	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
		Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
a	Dues to micro and small enterprises (Refer Note 37(b) and 37(c))	-	25.19	-	30.41	-	31.25	-	28.61
b	Amount due to micro and small enterprises - Related Parties	-	-	-	-	-	-	-	-
c	Dues to creditors other than Micro and small enterprises *(Refer Note 37(b))*	-	131.14	-	94.86	-	115.26	-	229.02
d	Dues to creditors other than Micro and small enterprises - Related Parties	-	1.72	-	0.11	-	0.56	-	0.88
	Sub-Total (A)	**-**	**158.05**	**-**	**125.38**	**-**	**147.07**	**-**	**258.51**
e	Accrued Expenses *(Refer Note 16A)*	-	85.19	-	59.26	-	51.90	-	43.44
	Sub-Total (B)	-	85.19	-	59.26	-	51.90	-	43.44
	Total (A+B)	**-**	**243.24**	**-**	**184.64**	**-**	**198.97**	**-**	**301.96**

Note : 16A Movement in Accrued Expenses

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balance as at beginning of the period	59.26	51.90	43.44	52.65
Add : Provision made during the period	64.36	58.46	51.90	40.00
Less: Utilized during the period	38.43	51.10	43.44	49.21
Balance as at end of the period	**85.19**	**59.26**	**51.90**	**43.44**

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

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Note : 17 Other financial liabilities (Current)

Sr. No	Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
a	Creditors for capital goods	2.28	17.64	2.10	12.98
b	Employee related dues	68.21	29.93	22.99	88.88
c	Interest accrued but not due	1.52	2.59	2.61	1.57
d	Deposits from customers	0.03	0.03	0.03	0.02
	Total	**72.04**	**50.19**	**27.73**	**103.45**

Note : 18 Other Current liabilities

Sr. No	Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
a	Statutory dues payable	6.42	6.66	5.18	4.29
b	Contract Liabilities *(Refer Note 39)*	159.45	25.60	33.03	43.38
	Total	**165.87**	**32.26**	**38.21**	**47.67**

Note : 19 Current tax liabilities (net)

Sr. No	Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
a	Provision for Income Tax (Net of advance tax and tax deducted at source)	35.73	22.38	10.69	11.49
	Total	**35.73**	**22.38**	**10.69**	**11.49**

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Note 20 Revenue from operations

Sr. No	Particulars	For the period ended December 31,2024	For the year ended March 31,2024	For the year ended March 31,2023	For the year ended March 31,2022
	Operating Revenue				
a	Sale of Products				
	- Domestic	8,492.66	7,559.52	5,245.79	4,565.33
	- Export	4,586.95	4,863.35	4,110.36	3,094.16
b	Rendering of Services				
	- Processing Charges	210.49	405.97	320.09	378.28
		13,290.10	12,828.84	9,676.24	8,037.77
	Other Operating Revenue				
	Sale of Scraps	891.70	999.31	818.36	668.12
	Income from RoDTEP	22.76	-	-	-
	Total	**14,204.56**	**13,828.15**	**10,494.60**	**8,705.89**

Refer Note 39 for information on Revenue from Contracts with Customers

Note 21 Other income

Sr. No	Particulars	For the period ended December 31,2024	For the year ended March 31,2024	For the year ended March 31,2023	For the year ended March 31,2022
a	Interest on term deposits	1.20	2.31	1.85	3.65
b	Exchange variation on foreign currency transactions	52.99	47.44	49.27	38.10
c	Other Interest Income	9.06	10.73	12.21	8.60
d	Interest on Security Deposit (over Financial Assets measured at Amortised Cost)	1.10	1.31	1.18	-
e	Profit on sale of property, plant and equipment	-	12.46	0.54	-
f	Provisions/liabilities no longer required now written back	14.79	0.51	6.30	8.45
g	Interest on Income tax refund	-	2.04	-	-
	Total	**79.14**	**76.80**	**71.35**	**58.80**

Note 22 Cost of Raw materials and components consumed

Sr. No	Particulars	For the period ended December 31,2024	For the year ended March 31,2024	For the year ended March 31,2023	For the year ended March 31,2022
a	Raw material inventory at the beginning of year/period	391.06	352.41	352.35	238.55
b	Add: Purchases during the year/period	12,868.74	12,552.75	9,449.62	8,210.64
		13,259.80	12,905.16	9,801.97	8,449.19
c	Less:Raw material inventory at the end of year/period	448.14	391.06	352.41	352.35
	Total	**12,811.66**	**12,514.10**	**9,449.56**	**8,096.84**

Note 23 Changes in inventories of finished goods and work-in-progress

Sr. No	Particulars	For the period ended December 31,2024	For the year ended March 31,2024	For the year ended March 31,2023	For the year ended March 31,2022
a	Opening balances				
	Finished goods manufactured	767.99	553.41	517.19	84.44
	Work-in-Progress	169.88	188.59	145.36	77.62
		937.87	**742.00**	**662.55**	**162.06**
b	Closing balances				
	Finished goods manufactured	833.24	767.99	553.41	517.19
	Work-in-Progress	295.24	169.88	188.59	145.36
		1,128.48	**937.87**	**742.00**	**662.55**
	Total	**(190.61)**	**(195.87)**	**(79.45)**	**(500.49)**

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Note 24 Employee benefits expenses

Sr. No	Particulars	For the period ended December 31,2024	For the year ended March 31,2024	For the year ended March 31,2023	For the year ended March 31,2022
a	Salaries, wages and bonus	306.99	320.76	220.20	263.88
b	Contribution to Provident and other Funds *(Refer note below)*	8.84	9.93	11.07	7.72
c	Staff welfare expenses	7.03	6.60	7.00	6.07
	Total	**322.86**	**337.29**	**238.27**	**277.67**

(a) Note 30 gives details of Defined Benefit plans and Defined Contribution plans
(b) The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

Note 25 Finance costs

Sr. No	Particulars	For the period ended December 31,2024	For the year ended March 31,2024	For the year ended March 31,2023	For the year ended March 31,2022
a	Interest on term loans	15.69	13.89	11.47	11.26
b	Interest on Working Capital facilities	59.98	68.12	43.70	34.02
c	Interest on Bill Discounting	114.61	78.50	65.39	41.36
d	Interest on Lease Liabilities	4.73	7.86	9.57	-
e	Bank Charges & Commission	6.46	6.57	3.27	0.49
f	Interest-Others	-	0.76	0.34	0.20
	Total	**201.47**	**175.70**	**133.74**	**87.33**

Note 26 Depreciation and amortisation expense

Sr. No	Particulars	For the period ended December 31,2024	For the year ended March 31,2024	For the year ended March 31,2023	For the year ended March 31,2022
	(Refer Note 2)				
a	Depreciation on Property, plant and equipment	85.26	83.50	58.72	59.79
b	Amortisation on Intangible assets	3.12	4.05	2.73	0.40
c	Amortisation on right of use assets	16.92	21.99	20.46	-
	Total	**105.30**	**109.54**	**81.91**	**60.19**

Note 27 Other expenses

Sr. No	Particulars	For the period ended December 31,2024	For the year ended March 31,2024	For the year ended March 31,2023	For the year ended March 31,2022
a	Power and fuel	166.98	197.53	156.38	128.96
b	Transportation expenses	74.06	60.29	56.85	50.26
c	General Admin Expenses	63.52	70.77	56.41	45.12
d	General Selling and Distribution Expenses	15.58	19.46	27.52	18.84
e	Repairs and Maintainance	11.97	20.36	15.92	4.74
f	Legal and Professional Fees	15.50	19.34	14.76	21.96
g	Rent, Rates and Taxes	4.30	18.87	5.22	23.27
h	Sales & Promotion Expenses	17.12	15.52	9.50	5.81
i	Expected Credit Loss	0.65	13.59	17.81	-
j	CSR Expenses *(Refer note no 44)*	2.04	6.38	5.19	4.68
k	Bank Charges	5.12	5.23	12.80	11.60
l	Factory Expenses	5.85	5.13	4.99	3.82
m	Insurance	2.73	3.09	2.48	2.45
n	Auditor's Remuneration *(Refer note 27(a))*	1.72	2.21	1.39	0.53
o	Bad Debts Written off	-	0.24	-	0.45
p	Provision for Bad and Doubtful Debts	-	-	-	7.49
q	Sundry Balances write off	-	-	-	5.51
r	Loss on sale of property, plant and equipment	-	-	-	2.26
	Total	**387.14**	**458.01**	**387.22**	**337.75**

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Note 27(a): Payment to auditors

Particulars	Period ended December 31, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Statutory audit	0.90	0.83	0.38	0.13
Tax audit	0.15	0.10	0.10	0.10
Internal Audit	0.67	1.00	0.63	-
Certifications	-	0.16	0.16	0.13
Taxation Matters	-	0.02	0.02	0.06
Out of pocket expenses reimbursed	-	0.10	0.10	0.11
Total	**1.72**	**2.21**	**1.39**	**0.53**

Note 28:Contingent liabilities and commitments (to the extent not provided for)

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Contingent Liabilities				
Income Tax Demands under Income Tax appeal - *(Refer note 1 below)*	0.03	0.03	0.03	3.58
CESTAT under Excise Duty - refer note below *(Refer note 2 below)*	-	-	52.65	-
Tax Deducted at Source Demands under Income Tax Act - *(Refer note 3 below)*	0.52	-	-	-
Open Bank Guarantees outstanding	34.92	31.87	38.12	34.11
Commitments				
Estimated amount of contract remaining to be executed on capital account and not provided for (net of advances).	487.68	947.20	121.33	9.48
Total	**523.15**	**979.10**	**212.13**	**47.17**

Note:

1. A.Y. 2018-19 - The Income Tax Department has raised a demand of Rs.0.03 Million (out of which Rs.6,030 has been deposited under protest) towards certain disallowances. The Company has filed an appeal against said order with CIT(A).
Subsequent to the Balance Sheet Date, the appeal was concluded in the favour of the company.
2. The Company was served with Show cause notice in 2009 denying cenvat credit of Rs.52.65 Millions on the indigenous purchase of goods procured against invalidated advance authorization / license. The Company has received a favourable order passed by the Commissioner in 2013 in this matter. Subsequent appeal was preferred by the department and the Company had received a hearing notice from the Customs Excise & Service Tax Appellate Tribunal for appeal filed against the said order of 2013. Considering that the matter has been decided in favour of the Company by the Commissioner in 2013, no provision was made for the same as per management.
3. Intimation with Demand received for defaults and PAN Errors identified in the Regular statement filed for Q4 of FY 2023-24 for Form 24Q and processed by ITD u/s 200A/206CB

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Note 29: Leases

Right-of-use assets:
Additional information on the right-of-use assets by class of assets are as follows:

Particulars	Gross Block	Accumulated Depreciation	Net Block
As at 31 December 2024 :			
Buildings	99.13	59.36	39.77
As at 31 March 2024 :			
Buildings	99.13	42.45	56.68
As at 31 March 2023 :			
Buildings	93.29	20.46	72.83
As at 31st March 2022 :			
Buildings	93.29	-	93.29

The following is the movement in Right-of-use assets for the period ended:

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Balance at the beginning of the year	99.13	93.29	93.29	-
Addition during the year [Refer notes (b) below]	-	5.84	-	93.29
Deductions during the year [Refer notes (c) below]	-	-	-	-
Gross carrying value	99.13	99.13	93.29	93.29
Less: Accumulated depreciation [Refer notes (a) below]	59.36	42.45	20.46	-
Net carrying value	**39.77**	**56.68**	**72.83**	93.29

Lease liabilities:
Lease liabilities are presented in the balance sheet are as follows:

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Current Lease Liability	29.15	25.98	15.38	17.61
Non - Current Lease Liability	25.23	47.45	73.43	88.81
Total	**54.38**	**73.43**	**88.81**	**106.42**

The following is the movement in lease liabilities for the period ended:

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Balance at the beginning of the year/period	73.43	88.81	106.42	-
Addition during the year/period [Refer notes (b) below]	-	5.69	-	106.42
Deductions during the year/period	-	-	-	-
Finance cost accrued during the year/period [Refer notes (c) below]	4.73	7.86	9.57	-
Revaluation of lease liability	-	-	-	-
Payment of lease liabilities	(23.78)	(28.93)	(27.18)	-
Total	**54.38**	**73.43**	**88.81**	**106.42**

Notes :
a)The aggregate amortization expense on Right-of-use assets is included under “”Depreciation and amortization expense”” in the statement of Profit and Loss.
b)During the Financial Year 2023-24 in Right-of-use assets and lease liabilities, there is addition of Rs 5.69 Million towards Building.
c)The accrued finance cost on lease liabilities is included under “Finance cost” in the statement of Profit and Loss.

Amounts recognised in Restated Statement of Profit and Loss for the period:

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Amortisation during the year/period	16.91	21.99	20.46	-
Finance cost accrued during the year/period	4.73	7.86	9.57	-

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Cash flow from leases

Particulars	For the period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Cash payments for the principal and interest portion of lease liability within financing activities	(23.78)	28.93	27.18	21.92
Lease payments are not included in the measurement of lease liability from operating activies.	51.86	1.76	1.05	0.21
Total	**28.08**	**30.69**	**28.23**	**22.13**

The lease liabilities are secured by the related underlying assets. The undiscounted maturity analysis of lease liabilities is as follows: (Includes Only Those Leases which are Covered under Ind AS 116)

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Amount Due within One Year	33.16	31.98	28.48	27.18
Amount due within One Year to Five Years	26.29	51.25	77.08	105.56
Amount due after Five Years	-	-	-	-
Total	**59.45**	**83.23**	**105.56**	**132.74**

Lease Rentals :
Following are the Amounts due towards Lease Rents (including those not included under Ind AS 116)

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Amount Due Within One Year	37.87	32.44	30.13	27.54
Amount due within One Year to Two Years	28.02	33.56	30.26	29.15
Amount due within Two Year to Three Years	0.09	17.87	31.35	30.26
Amount due within Three Year to Four Years	-	-	15.87	31.35
Amount due within Four Year to Five Years	-	-	-	15.87
Amount due after Five Years	-	-	-	-
Total	**65.98**	**83.87**	**107.61**	**134.17**

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Note 30:Employee Benefit Expense

1. Defined contribution plan - Provident fund

The Company makes Provident Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company has recognised the following amounts in its Statement of Profit and Loss.

Particulars	**For the period ended 31 December 2024**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**
Contributions to employer provident fund	4.68	5.69	5.08	4.68
Contribution to employer state insurance	0.02	0.03	0.07	0.14
Total	**4.70**	**5.72**	**5.15**	**4.82**

2. Defined benefit plan

i) The defined benefit plan comprises gratuity and compensated absences.

ii) Actuarial gains and losses in respect of defined benefit plans are recognized in the Other Comprehensive Income (OCI).

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Gratuity is a benefit to an employee in India based on 15 days last drawn salary for each completed year of service with a vesting period of five years.

These defined benefit plans expose the Company to actuarial risks, such as longevity risk and interest rate risk.

Provision of a defined benefit scheme poses certain risks,some of which are detailed hereunder,as company take on uncertain long term obligations to make future benefit payments.

iii) Liability risks

a) Asset-liability mismatch risk

Risk which arises if there is a mismatch in the duration of the assets relative to the liabilities. By matching duration with the defined benefit liabilities,the

Company is successfully able to neutralize valuation swings caused by interest rate movements.

b) Discount rate risk

Variations in the discount rate used to compute the present value of the liabilities may seem small, but in practice can have a significant impact on the defined benefit liabilities.

c) Future salary escalation and inflation risk

Since price inflation and salary growth are linked economically,they are combined for disclosure purposes. Rising salaries will often result in higher future defined benefit payments resulting in a higher present value of liabilities especially unexpected salary increases provided at management's discretion may lead to uncertainties in estimating this increasing risk.

iv) Asset risks

All plan assets are maintained in a trust fund managed by a public sector insurer viz.LIC of India. LIC has a sovereign guarantee and have been providing consistent and competitive returns over the years. The Company has opted for a traditional fund wherein all assets are invested primarily in risk averse markets. The Company has no control over the management of funds but this option provides a high level of safety for the total corpus. The same account is maintained for both the investment and claim settlement and hence 100% liquidity is ensured and also interest rate and inflation risks are taken care of.

The following table summarises the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plans.

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Gratuity

Changes in present value of defined benefit obligation	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Present value of defined benefit obligation at the beginning of the year/period	21.05	18.28	15.88	14.95
Current service cost	1.68	1.92	2.23	2.35
Interest cost	1.10	1.32	1.08	0.94
Actuarial loss / (Gain) recognised in other comprehensive income	**3.82**	**0.79**	**(0.29)**	**(1.92)**
a) Financial (Gain)/Loss on plan liabilities	2.69	0.35	(0.39)	(0.43)
b) Demographic (Gain)/Loss on plan liabilities	1.13	-	-	-
c) Experience (Gain)/Loss on plan liabilities	0.00	0.44	0.10	(1.49)
Past service cost	-	-	-	-
Benefits paid	(1.10)	(1.25)	(0.62)	(0.44)
Present value of defined benefit obligation at the end of the year/period	**26.56**	**21.05**	**18.28**	**15.88**

Change in the fair value of plan assets	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Fair Value of plan assets at the beginning of the year/period	16.63	13.76	11.89	5.40
Interest Income	0.88	1.10	0.89	0.57
Return on plan assets, excluding interest income	(0.81)	0.00	(0.04)	0.01
Contributions	0.48	2.96	1.65	6.35
Mortality charges and taxes	(0.00)	(0.03)	(0.01)	(0.05)
Benefit paid	(1.10)	(1.16)	(0.62)	(0.39)
Fair Value of plan assets at the end of the period	**16.07**	**16.63**	**13.76**	**11.89**

Analysis of defined benefit obligation	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Present value of obligation as at the end of the year/period	26.56	21.05	18.28	15.88
Fair Value of Plan Assets at the end of the Period	16.07	16.63	13.76	11.89
Net asset / (liability) recognized in the Balance Sheet	**(10.49)**	**(4.43)**	**(4.52)**	**(3.99)**
Bifurcation of liability				
Current Liability	8.99	3.21	3.55	3.36
Non-Current Liability	1.50	1.22	0.97	0.63
Net asset / (liability) recognized in the Balance Sheet	**10.49**	**4.43**	**4.52**	**3.99**

Components of employer expenses/remeasurement recognized in the statement of Profit and Loss	For the period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Current service cost	1.69	1.92	2.23	2.35
Net Interest Cost	0.22	0.22	0.18	0.37
Past Service Cost	-	-	-	-
Mortality charges and taxes	-	-	-	-
Expenses recognized in the Statement of Profit and Loss	1.91	2.14	2.41	2.72

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Components of employer expenses/remeasurement recognized in the Other Comprehensive Income (OCI)	For the period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Actuarial loss / (gain)	3.82	0.79	(0.29)	(1.92)
Return on plan assets, Excluding interest income	0.81	(0.00)	0.04	(0.01)
Net (income)/expense recognized in the OCI	4.62	0.79	(0.25)	(1.93)

Reconciliation Of Net Asset / (Liability) Recognised	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Net Asset/Liability recognised at the begininning of the period	(4.43)	(4.52)	(3.99)	(9.55)
Company contributions	0.48	2.96	1.65	6.35
Amount recognised outside profit & loss for the year	(4.62)	(0.79)	0.25	1.93
Expense recognised at the end of the period	(1.91)	(2.14)	(2.41)	(2.72)
Claims received from the insurer in lieu of Unpaid Gratuity Benefits	-	-	-	-
Mortality Charges and Taxes	(0.00)	(0.03)	(0.01)	(0.05)
Benefits directly paid by company	-	0.09	-	0.05
Net asset / (liability) recognized in the Balance Sheet	**(10.49)**	**(4.43)**	**(4.52)**	**(3.99)**

Composition of the plan assets	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Policy of insurance	16.07	16.63	13.76	11.89
Total	**16.07**	**16.63**	**13.76**	**11.89**

Actuarial Assumptions:	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Discount rate	6.90%	7.20%	7.50%	7.20%
Salary Escalation	8.00%	5.00%	5.00%	5.00%

Withdrawal rates per annum	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
- 30 years and below	14.00%	10.00%	10.00%	10.00%
- 31 to 40 years	6.00%	5.00%	5.00%	5.00%
- 41 to 50 years	11.00%	3.00%	3.00%	3.00%
- 50 years and above	14.00%	2.00%	2.00%	2.00%

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Sensitivity Analysis

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.

Projected benefit obligation on current assumptions	For the period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
INCREASE				
Discount rate (1 % movement)	(1.17)	(1.14)	(1.01)	(0.97)
Future salary growth (1 % movement)	0.94	0.99	0.85	0.81
Attrition rate (1% movement)	(0.04)	0.17	0.18	0.16
DECREASE				
Discount rate (1 % movement)	1.30	1.28	1.13	1.09
Future salary growth (1 % movement)	(0.87)	(0.89)	(0.76)	(0.73)
Attrition rate (1% movement)	0.05	(0.19)	(0.20)	(0.17)

Weighted average assumptions used to determine net periodic benefit cost

Contractual Employees

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Number of employees	165	163	174	136
Average monthly salary	2.45	2.35	2.40	1.66
Average age (years)	29.2	28.83	28.56	28.11
Average past service (years)	3.12	2.93	2.26	2.06

Non Contractual Employees

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Number of employees	164	164	156	150
Average monthly salary	4.00	3.70	3.39	2.86
Average age (years)	39.01	39.15	38.82	38.12
Average past service (years)	9.02	8.95	10.1	8.91

<u>Compensated Absences -</u>

Privilege Leave

Changes in present value of defined benefit obligation	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Present value of defined benefit obligation at the beginning of the year/period	6.60	5.83	3.18	3.76
Current service cost	1.24	1.09	0.59	0.73
Interest cost	0.35	0.43	0.22	0.25
Actuarial loss / (Gain)	(0.33)	(0.47)	2.14	(1.28)
a) Financial (Gain)/Loss on plan liabilities	0.66	0.09	(0.07)	(0.07)
b) Demographic (Gain)/Loss on plan liabilities	(1.40)	(0.70)	-	-
c) Experience (Gain)/Loss on plan liabilities	0.40	0.15	2.21	(1.21)
Past service cost	-	-	-	-
Benefits paid	(0.22)	(0.28)	(0.30)	(0.27)
Present value of defined benefit obligation at the end of the year/period	7.64	6.60	5.83	3.19

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Analysis of defined benefit obligation	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Present value of obligation as at the end of the year/period	7.64	6.60	5.83	3.19
Fair Value of Plan Assets at the end of the Period	-	-	-	-
Net (asset) / liability recognized in the Balance Sheet	7.64	6.60	5.83	3.19
Bifurcation of liability	-			
Current Liability	2.64	1.54	1.62	0.56
Non-Current Liability	5.00	5.06	4.21	2.63
Net (asset) / liability recognized in the Balance Sheet	7.64	6.60	5.83	3.19

Components of employer expenses/remeasurement recognized in the statement of Profit and Loss	For the period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Current service cost	1.24	1.09	0.59	0.73
Net Interest Cost	0.35	0.43	0.22	0.25
Remeasurement Cost/ (Credit) for the year/period	(0.33)	(0.47)	2.14	(1.28)
Past Service Cost	-	-	-	-
Mortality charges and taxes	-	-	-	-
Expenses recognized in the Statement of Profit and Loss	1.26	1.05	2.95	(0.30)

Analysis of defined benefit obligation	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Net asset / (liability) recognized in the Balance Sheet	(6.60)	(5.83)	(3.18)	(3.76)
Employee Benefit Expense	(1.26)	(1.05)	(2.95)	0.30
Benefits directly paid by the company	0.22	0.28	0.30	0.27
Contributions	-	-	-	-
Net asset / (liability) recognized in the Balance Sheet	(7.64)	(6.60)	(5.83)	(3.19)

Composition of the plan assets	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Policy of insurance	-	-	-	-
Total	-	-	-	-

Actuarial Assumptions:	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Discount rate	7%	7%	8%	7%
Salary Escalation	8%	5%	5%	5%

Withdrawal rates per annum	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
- 30 years and below	14%	10%	10%	10%
- 31 to 40 years	11%	5%	5%	5%
- 41 to 50 years	6%	3%	3%	3%
- 50 years and above	14%	2%	2%	2%

a. The discount rate is based on prevailing yields of Indian Government Securities as at the Balance Sheet date for the estimated term of the obligation.
b. Salary Escalation Rate: The estimates of future salary increases takes into account the inflation, seniority, promotion and other relevant factors.

All amounts in INR millions

Sensitivity Analysis

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.

Projected benefit obligation on current assumptions	For the period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
INCREASE				
Discount rate (1 % movement)	(0.27)	(0.28)	(0.22)	(0.17)
Future salary growth (1 % movement)	0.22	0.25	0.19	0.16
Attrition rate (1% movement)	0.30	0.28	0.19	0.30
DECREASE				
Discount rate (1 % movement)	0.29	0.31	0.24	0.18
Future salary growth (1 % movement)	(0.21)	(0.23)	(0.18)	(0.14)
Attrition rate (1% movement)	(0.32)	(0.30)	(0.20)	(0.33)

Weighted average assumptions used to determine net periodic benefit cost

Particulars	For the period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Number of active members	162	161	153	148
Total Monthly leave encashment salary in Rupees	3.67	3.33	2.98	2.47
Total Monthly leave availment salary in Rupees	16.17	12.03	10.56	8.75
Average age (years)	39.01	39.09	38.59	38.04
Total Leave Balances in days	4,971	4,883	4,276	3,841
Privilege Leave	3,506	3,074	2,732	2,386
Sick Leave	1,465	1,809	1,544	1,455
Average past services in years	9.02	8.68	8.57	8.80

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Note 31:Related Party Transaction

(A) Names of related parties and description of relationship :

a) Key management personnel

Mr.Kushal S. Hegde	Chairman
Mr.Rajesh K. Hegde	Managing Director
Mrs. P. K. Hegde	Whole-time Director
Mr.Rohit K Hegde	Whole-time Director
Mr.Ganesh Prasad	Whole-time Director
Mrs. Rakhi Girija Shetty	Director
Mrs. Sangeeta Rai	Director
Mr.Sandesh Bhagwat (Appointed w.e.f. 03/01/2023)	Chief Executive Officer
Mr. Amod Joshi	Chief Financial Officer
Mr. Sarthak Malvadkar	Company Secretary and Compliance Officer

Subsequent to the date of Restated Financial Statements, the following changes have occurred:
a. Mrs. Pushpa K. Hegde, Mrs. Sangeeta Rai and Mr. Ganesh Prasad have resigned from the Board of Directors w.e.f. 03/03/2025
b. The designation of Mr. Rohit K Hegde has been changed from Whole-time Director to Joint Managing Director w.e.f. 01/03/2025
c. Ganesh Prasad has been designated as a Key Managerial Personnel on the Board w.e.f. 03/03/2025
d. The designation Mrs. Rakhi Shetty has been changed from Director to Whole- time Director w.e.f. 01/03/2025

b) Relatives of key management personnel

Mrs. Maithili R. Hegde	Wife of Mr. Rajesh Hegde
Mrs. Katyayani Balsubramanian	Wife of Mr. Rohit Hegde

(c) Enterprises over which any person described in (a) & (b) above are able to exercise significant influence:

KSH Logistics Pvt. Ltd. (Merged into KSH Distriparks Private Limited w.e.f 15/04/2024)	KSH Distriparks Pvt. Ltd.
KSH Integrated Logistics Private Limited w.e.f 07/02/2024 (Formerly known as Kamal Diesels Pvt. Ltd.)	Waterloo Motors Private Limited
Kushal Motors & Electricals Pvt. Ltd.	Sai Service Private Limited
KSH Projectmanagement Services Private Limited	Kushal Electricals - Partnership Firm
KSH Infra Industrial Park Private Limited(till 23/12/2022)	Waterloo Industrial Park I Private Limited (w.e.f 03/11/2023)
KSH Infra Park 4 Private Limited	Waterloo Industrial Park II Private Limited (w.e.f 08/11/2023)
KSH Infra Park 5 Private Limited	Waterloo Industrial Park III Private Limited (w.e.f 12/03/2024)
Parijat Foundation	Waterloo Industrial Park IV Private Limited (w.e.f 12/03/2024)
Waterloo Motors - Partnership Firm	Waterloo Industrial Park V Private Limited (w.e.f 26/03/2024)
Standard Diesels - Proprietory concern	Waterloo Industrial Park VI Private Limited (w.e.f 26/03/2024)
KSH Infra Park VI Private Limited (w.e.f 15/09/2022)	Waterloo Industrial Park VII Private Limited (w.e.f 26/03/2024)

Note: List of all related parties are as identified by the management

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR millions

Note 31:Related Party Transaction

(B) Disclosure of related party transactions:

Particulars	For period ended December 31, 2024	For year ended March 31, 2024	For year ended March 31, 2023	For year ended March 31, 2022
Purchase of goods				
Kushal Electricals - Partnership Firm	0.20	0.28	0.19	0.23
Waterloo Motors - Partnership Firm	0.13	0.10	0.13	0.23
Services received				
KSH Distiparks Pvt Ltd	2.52	2.91	3.66	2.10
Parijat Foundation	-	1.50	2.00	-
Deposit Given				
KSH Infra Park 4 Private Limited	-	-	-	100.00
Deposit Paid				
KSH Infra Park 4 Private Limited	-	-	100.00	-
Remuneration paid				
Remuneration paid to Key Managerial Personnel#	106.77	100.35	123.32	85.00
Remuneration paid to Relatives of Key Managerial Personnel	0.70	0.98	0.92	0.92

#Information relating to remuneration does not include provision for gratuity, which is provided on an overall actuarial valuation, as separate amounts are not available for respective KMPs. Remuneration paid at actual basis is considered for above computation.

(C) Amount due to/from related parties

Year end outstanding balances	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Waterloo Motors - Partnership Firm (Payable)	-	0.01	-	-
KSH Distiparks Pvt Ltd (Payable)	1.70	0.09	0.54	0.79
Kushal Electricals - Partnership Firm (Payable)	0.01	0.01	0.02	0.09
KSH Infra Park 4 Private Limited (Receivable)	-	-	-	100.00
	1.71	**0.11**	**0.56**	**100.88**

Amounts receivable from KMP	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Mr. Rajesh Kushal Hegde	1.26	1.12	0.00	-
Mr. Amod Joshi	-	0.01	-	-

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR Millions

Note 32 : Segment information

As the Company operates in the single business segment of Winding Wires, there are no reportable segments of business as defined under Ind AS 108.

Note 33:Fair value measurements

Financial instruments by category	**As at 31st December, 2024**		**As at 31st March, 2024**		**As at 31st March, 2023**		**As at April 01,2022**	
Particulars	**FVTPL**	**Amortised cost**	**FVTPL**	**Amortised cost**	**FVTPL**	**Amortised cost**	**FVTPL**	**Amortised cost**
Financial assets - Non current								
Investments in unquoted equity shares	-	-	-	-	-	-	-	-
Loans	-	-	-	-	-	-	-	-
Other Financial assets	-	36.60	-	23.29	-	19.22	-	116.16
Other Current Financial Assets								
Financial Assets - Investment	-	-	-	-	-	-	-	-
Trade receivables	-	2,017.64	-	1,591.55	-	1,094.48	-	1,307.89
Cash and cash equivalents	-	25.58	-	156.21	-	42.28	-	27.15
Other Bank Balances	-	6.20	-	21.42	-	25.88	-	43.26
Other Current Financial Assets	-	0.98	-	1.01	-	1.02	-	0.05
Other financial assets excluding derivative assets	-	-	-	-	-	-	-	-
Derivative assets on forward exchange foreign contracts	-	-	-	-	-	-	-	-
Total	**-**	**2,087.00**	**-**	**1,793.48**	**-**	**1,182.88**	**-**	**1,494.51**
Financial liabilities - Non Current								
Borrowings	-	837.23	-	343.47	-	78.13	-	71.02
Lease Liabilities	-	25.23	-	47.45	-	73.43	-	88.81
Other Non Current Financial Liabilities	-	-	-	-	-	-	-	-
Financial liabilities - Current								
Borrowings	-	1,984.54	-	1,724.61	-	1,125.41	-	1,391.54
Lease Liabilities	-	29.15	-	25.98	-	15.38	-	17.61
Trade payables	-	243.24	-	184.64	-	198.97	-	301.95
Other financial liabilities	-	72.04	-	50.19	-	27.73	-	103.45
Total	**-**	**3,191.43**	**-**	**2,376.34**	**-**	**1,519.05**	**-**	**1,974.38**

As per Ind AS 107 "Financial Instrument:Disclosure", fair value disclosures are not required when the carrying amounts reasonably approximate the fair value. Accordingly fair value disclosures have not been made for the financial instruments.

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR Millions

Note 34: Financial Risk Management

The Company is exposed primarily to credit quality, fluctuations in foreign currency exchange rates and liquidity management which may adversely impact the fair value of its financial assets and liabilities. The Company has a risk management policy which covers risk associated with the financial assets and liabilities. The risk management policy is approved by the Board of Directors. The focus of the management is to assess the unpredictability of the financial environment and to mitigate potential adverse effect on the financial performance of the Company. The Company's principal financial assets include deposits, trade and other receivables, and cash and cash equivalents that are derived directly from its operations.

A) Credit Risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms and obligations. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and credit worthiness of the customer on continuous basis as to whom the credit has been granted after obtaining necessary approvals. The financial instruments that are subject to concentration of credit risk principally consist of trade receivables, loans, cash and bank balances and bank deposits.

To manage credit risk, the Company follows a policy of covering major customers by way of letters of credit or forms of supplier's bill discounting limits under customer's banking facilities. Outstanding customer receivables are regularly monitored to asses signs financial stress by reviewing their external credit ratings and other available data. Outstanding customer receivables are regularly monitored and an an impairment analysis based on Expected Credit Loss (ECL) model is performed at each reporting date.

Also, the trade receivables are monitored on a periodic basis for assessing any significant risk of non recoverability of dues and provision for credit impairment is recognised accordingly.

Bank balances are held with only high rated banks

Reconciliation of Provision for Bad and Doubtful debts

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	45.24	31.64	17.95	17.95
Charged to Profit and Loss Account	0.65	13.59	13.69	-
Written off against bad debts	-	-	-	-
Exchange rate difference	-	-	-	-
Balance at the end of the year	45.89	45.24	31.64	17.95

The refer note no.37(a) regarding past dues receivables as at each reporting date.

B)Liquidity Risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to maintain optimum levels of liquidity and to ensure that funds are available for use as per requirement. The liquidity risk principally arises from obligations on account of following financial liabilities viz. borrowings, trade payables and other financial liabilities.

The Company's corporate finance department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash

As at 31 December,2024

Particulars	less than 1 year	1-2 years	2-5 Years	More than 5 Years	Total
Financial Liabilities-Non Current					
Borrowings	-	208.15	629.08	-	837.23
Lease Liabilities *(Refer Note 29)*	-	25.23	-	-	25.23
Financial Liabilities-Current					
Borrowings	1,984.54	-	-	-	1,984.54
Lease Liabilities *(Refer Note 29)*	29.15	-	-	-	29.15
Trade Payable	243.24	-	-	-	243.24
Other current Financial Liabilities	72.04	-	-	-	72.04
Total	**2,328.97**	**233.38**	**629.08**	**-**	**3,191.43**

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR Millions

As at 31 March,2024

Particulars	less than 1 year	1-2 years	2-5 Years	More than 5 Years	Total
Financial Liabilities-Non Current					
Borrowings	-	140.04	203.43	-	343.47
Lease Liabilities *(Refer Note 29)*	-	30.28	17.17	-	47.45
Financial Liabilities-Current					
Borrowings	1,724.61	-	-	-	1,724.61
Lease Liabilities *(Refer Note 29)*	25.98	-	-	-	25.98
Trade Payable	184.90	-	-	-	184.90
Other current Financial Liabilities	49.93	-	-	-	49.93
Total	1,985.42	170.32	220.60	-	2,376.34

As at 31 March,2023

Particulars	less than 1 year	1-2 years	2-5 Years	More than 5 Years	Total
Financial Liabilities-Non Current					
Borrowings	-	52.47	25.66	-	78.13
Lease Liabilities *(Refer Note 29)*	-	25.98	47.45	-	73.43
Financial Liabilities-Current					
Borrowings	1,125.41	-	-	-	1,125.41
Lease Liabilities *(Refer Note 29)*	15.38	-	-	-	15.38
Trade Payable	198.97	-	-	-	198.97
Other current Financial Liabilities	27.73	-	-	-	27.73
Total	1,367.49	78.45	73.11	-	1,519.05

As at 31 March,2022

Particulars	less than 1 year	1-2 years	2-5 Years	More than 5 Years	Total
Financial Liabilities-Non Current					
Borrowings	-	278.56	431.66	-	710.22
Lease Liabilities *(Refer Note 29)*	-	153.79	734.33	-	888.12
Financial Liabilities-Current					
Borrowings	13,915.44	-	-	-	13,915.44
Lease Liabilities *(Refer Note 29)*	176.14	-	-	-	176.14
Trade Payable	3,020.87	-	-	-	3,020.87
Other current Financial Liabilities	1,033.21	-	-	-	1,033.21
Total	**18,145.66**	**432.35**	**1,165.99**	**-**	**19,744.00**

C)Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Foreign currency risk, interest rate risk and price risk. The company's exposure to market risk is primarily on account of foreign currency risk and price risk.

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR Millions

i)Foreign Currency Risk

The Company's major exports and imports of goods are done in USD. Accordingly the Company is exposed to foreign exchange risk on their receivables, payables and bank balances which are held in USD. The fluctuation in the exchange rate of INR relative to USD may have a material impact on the Company's assets and liabilities.

In respect of the foreign currency receivables, the Company follows a policy of hedging its exposrue via taking appropriate forward covers. For the remaining unhedged net outstanding amount, the Company believes it will not have material impact on its financial performance/position.
Refer note below on Hedged and unhedged foreign currency amounts

Particulars	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	USD	EUR	USD	EUR	USD	EUR	USD	EUR
Financial Assets								
Trade receivables	85.56	-	11.67	-	2.70	-	0.98	-
Bank balances	0.01	-	0.00	-	42.22	-	0.01	-
Advance to Supplier	242.83	39.19	1.64	39.47	1.17	40.46	58.97	-
Total exposure to foreign currency risk (Assets)	**328.40**	**39.19**	**13.31**	**39.47**	**46.09**	**40.46**	**59.96**	**-**
Financial liabilities			-	-				
Trade payables	24.34	2.00	20.48	18.25	11.92	11.37	46.73	-
Total exposure to foreign currency risk (Liabilities)	**24.34**	**2.00**	**20.48**	**18.25**	**11.92**	**11.37**	**46.73**	**-**
Total Net Foreign Currency Risk	**304.06**	**37.19**	**(7.17)**	**21.22**	**34.17**	**29.09**	**13.23**	**-**

Sensitivity Analysis

The following table demonstrates the sensitivity in INR with all other variables held constant. The below impact on the Company's profit before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities at balance sheet date:

Particulars	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Effect on Profit before tax	Effect on Pre tax Equity	Effect on Profit before tax	Effect on Pre tax Equity	Effect on Profit before tax	Effect on Pre tax Equity	Effect on Profit before tax	Effect on Pre tax Equity
5% Appreciation	17.06	17.06	0.70	0.70	3.16	3.16	0.66	0.66
5% Depreciation	(17.06)	(17.06)	(0.70)	(0.70)	(3.16)	(3.16)	(0.66)	(0.66)

D)Interest Risk

The Company is exposed to interest rate risk on all the Boarrowings which have floating interest rates. These Loans are linked to market interest rate benchmarks, such as MCLR and Repo Rate, which may fluctuate over time. As a result, the Company's borrowing costs may increase if interest rates rise, creating variability in cash flows and financial performance. The Company actively monitors interest rate movements, to manage and mitigate the impact of significant rate changes on its financial position and results of operations.

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR Millions

Note 35:Capital Management

The Company's objectives when managing capital are to:
a.Safeguard their abiliy to continue as a going concern, so that they can continue to provide returns to shareholders and benefits to other stakeholders, and
b.Maintain an optimal capital structure to reduce the cost of capital
To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.
The Company monitors its capital by using gearing ratio, which is net debt divided by total equity. Net debt includes interest bearing loans.
Total equity comprises of Equity share capital, General reserve, Capital redemption reserve and Retained earnings.

Capital Composition is as follows:

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Debt *(Current and Non Current)*	2,821.77	2,068.08	1,203.54	1,462.56
Equity	2,801.29	2,309.46	1,936.55	1,670.23
Gearing Ratio	1.01	0.90	0.62	0.88

Note 36:Earnings per share

Particulars	For the year ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Net profit after tax for the year	495.29	373.50	266.13	275.70
Profit attributable to equity shareholder	495.29	373.50	266.13	275.70
Weighted average number of shares outstanding during the period/year for basic EPS	5,68,18,200	5,68,18,200	5,68,18,200	5,68,18,200
Weighted average number of shares outstanding during the period/year for diluted EPS	5,68,18,200	5,68,18,200	5,68,18,200	5,68,18,200
Basic Earnings Per Share (Rs)	8.72	6.57	4.68	4.85
Diluted Earnings Per Share (Rs)	8.72	6.57	4.68	4.85
Face value per share	5	5	5	5

Subsequent to nine months period ended December 31, 2024, pursuant to a resolution passed in extraordinary general meeting of the Company dated January 30, 2025, shareholders have approved the increase in the Authorized share capital of the Company from Rs. 0.7 Million to Rs. 400 Million. Further, the Company in its extraordinary general meeting dated February 11, 2025, shareholders have approved split of each equity share having face value of Rs. 100 each into equity shares of face value of Rs. 5 each. Further, the Company in its extraordinary general meeting dated February 11, 2025, has approved the issuance of bonus shares in the ratio of 4:1 to the existing equity shareholders to the existing equity shareholders. The record date for the said purpose was February 10, 2025

Reconciliation of Weighted Average Number of shares

Details	Number of Shares	Amount
5,68,182 Equity shares of Rs.100- each fully paid up	5,68,182	56.82
Subdivision of shares of Rs. 5/- each fully paid up	1,13,63,640	56.82
Add: Bonus issued in the ratio of 4:1	4,54,54,560	227.27
Equity Share Capital of Rs. 5 each fully paid up	**5,68,18,200**	**284.09**

All amounts in INR Millions

37(a). Trade receivables Ageing Schedule

As at December 31, 2024

Particulars	Current but Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	TOTAL
Undisputed trade receivables - considered good	1,825.39	189.23	3.01	0.01	-	-	2,017.64
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	0.29	1.23	1.26	0.13	0.16	3.07
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	21.89	-	20.93	42.82
Total	**1,825.39**	**189.52**	**4.24**	**23.16**	**0.13**	**21.09**	**2,063.53**
Less: Allowance for Credit impaired	-	-	-	-	-	-	45.89
Net Trade receivables	**1,825.39**	**189.52**	**4.24**	**23.16**	**0.13**	**21.09**	**2,017.64**

As at March 31, 2024

Particulars	Current but Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	TOTAL
Undisputed trade receivables - considered good	1,313.83	277.03	0.70	-	0.00	-	1,591.55
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	1.82	0.38	0.21	0.01	2.42
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	21.89	-	-	-	20.93	42.82
Total	**1,313.83**	**298.92**	**2.52**	**0.38**	**0.21**	**20.94**	**1,636.79**
Less: Allowance for Credit impaired	-	-	-	-	-	-	45.24
Net Trade receivables	**1,313.83**	**298.92**	**2.52**	**0.38**	**0.21**	**20.94**	**1,591.55**

As at March 31, 2023

Particulars	Current but Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	TOTAL
Undisputed trade receivables - considered good	1,023.22	70.54	0.72	-	-	-	1,094.48
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	0.44	-	0.16	0.60
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	31.04	31.04
Total	**1,023.22**	**70.54**	**0.72**	**0.44**	**-**	**31.20**	**1,126.12**
Less: Allowance for Credit impaired	-	-	-	-	-	-	31.64
Net Trade receivables	**1,023.22**	**70.54**	**0.72**	**0.44**	**-**	**31.20**	**1,094.48**

All amounts in INR Millions

As at March 31, 2022

Particulars	Current but Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	TOTAL
Undisputed trade receivables - considered good	1,132.08	167.79	0.39	-	-	1.03	1,301.29
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	3.15	3.35	0.09	6.59
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	0.16	3.21	14.59	17.96
Total	**1,132.08**	**167.79**	**0.39**	**3.31**	**6.56**	**15.71**	**1,325.84**
Less: Allowance for Credit impaired	-	-	-	-	-	-	17.95
Net Trade receivables	**1,132.08**	**167.79**	**0.39**	**3.31**	**6.56**	**15.71**	**1,307.89**

37(b).Trade Payables Ageing

As at December 31, 2024

Particulars	Current but Not Due	Outstanding for following periods from the due date				Total
		Less than 1 Year	1-2 years	2-3 years	More than 3 years	
Undisputed dues of micro and small enterprises	25.19	-	-	-	-	25.19
Undisputed dues of creditors other than micro and small enterprises	120.08	12.34	0.13	0.25	0.06	132.86
Disputed dues of micro and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-
Accrued Expenses	64.36	20.83	-	-	-	85.19
Total	**209.63**	**33.17**	**0.13**	**0.25**	**0.06**	**243.24**

As at March 31, 2024

Particulars	Current but Not Due	Outstanding for following periods from the due date				Total
		Less than 1 Year	1-2 years	2-3 years	More than 3 years	
Undisputed dues of micro and small enterprises	30.41	-	-	-	-	30.41
Undisputed dues of creditors other than micro and small enterprises	93.06	1.56	0.29	0.01	0.05	94.98
Disputed dues of micro and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-
Accrued Expenses	59.26	-	-	-	-	59.26
Total	**182.73**	**1.56**	**0.29**	**0.01**	**0.05**	**184.64**

All amounts in INR Millions

As at March 31, 2023

Particulars	Current but Not Due	Outstanding for following periods from the due date				Total
		Less than 1 Year	1-2 years	2-3 years	More than 3 years	
Undisputed dues of micro and small enterprises	31.25	-	-	-	-	31.25
Undisputed dues of creditors other than micro and small enterprises	85.32	30.50	-	-	-	115.82
Disputed dues of micro and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-
Accrued Expenses	51.90	-	-	-	-	51.90
Total	**168.47**	**30.50**	**-**	**-**	**-**	**198.97**

As at March 31, 2022

Particulars	Current but Not Due	Outstanding for following periods from the due date				Total
		Less than 1 Year	1-2 years	2-3 years	More than 3 years	
Undisputed dues of micro and small enterprises	21.68	6.93	-	-	-	28.61
Undisputed dues of creditors other than micro and small enterprises	223.57	5.05	0.14	0.99	0.15	229.90
Disputed dues of micro and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-
Accrued Expenses	43.44	-	-	-	-	43.44
Total	**288.69**	**11.98**	**0.14**	**0.99**	**0.15**	**301.95**

37(c).Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	25.19	30.41	31.25	28.61
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier	-	-	-	-
(iv) The amount of interest due and payable for the year	-	-	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company.

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR Millions

Note 38:Assets Pledged as security

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022	Repayment Timelines	Tenure of Loan	Rate of Interest
Non-Current Borrowing:							
Term Loan *(Refer Note 1 below)*	935.98	395.95	101.27	141.99	Monthly/ Quarterly	6 Yrs to 10 Yrs	7.60 % to 9.50 %
** Term Loans include current maturities of long term debt*							
Current Borrowing:							
Working Capital Facilities (Refer Note 2 below)	1,885.79	1,672.14	1,102.27	1,320.57	On Demand/ on Maturity	Less than one year	5.75% to 9.75%
** Working Capital Facilities include CC/EPC/WCDL*							

1. Term loan from ICICI Bank Ltd and IndusInd Bank Ltd is secured by a charge on the Hypothecation of Plant & machinery purchased out of Term Loan and personal guarantees of the directors alongwith mortgage of Land & Building. Loans are repayable by 2027 & 2029 (ICICI Bank Ltd) and 2033 (IndusInd Bank Ltd) and carry interest calculated at I-MCLR-1Y / T-Bill 3M plus agreed spread. Interest is payable on monthly basis. Vehicle loans are secured by hypothecation of the vehicles for which the loan has been taken and carry interest rate in range 7.60 % to 9.10 % p.a. All vehicle loans have maturity period of 5-6 yrs in equal installments.

2. Cash credit facilities, export packing credit and Working Capital Demand Loan from banks carry interest computed on a monthly basis on actual amounts utilised and are repayable on demand. These are secured on Pari pasu basis against hypothecation of stocks & book debts, personal guarantees of directors and mortgage of Land & Building as collateral. Unsecured Loans are secured by personal guarantee of Directors. Working Capital facilities carry interest rate ranging from 5.75% to 9.75%.

3. Refer Note 12 on Borrowings for details

Assets pledged as security:
The Carrying amounts of Assets Pledged as security for current borrowing are:

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Current Assets				
Trade Receivables	2,017.64	1,591.55	1,094.48	1,307.89
Inventories	1,576.61	1,328.95	1,094.42	1,014.90
Total Current Assets pledged as security	**3,594.25**	**2,920.50**	**2,188.90**	**2,322.79**
Non Current Assets				
Property, plant and equipment	1,274.46	1,327.41	984.12	877.83
Intangible Assets	10.51	13.22	17.26	0.10
Capital Work in Progress	720.29	74.23	94.21	105.57
Total Non Current Assets pledged as security	**2,005.26**	**1,414.86**	**1,095.59**	**983.50**
Total Assets pledged as security	**5,599.51**	**4,335.36**	**3,284.49**	**3,306.29**

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR Millions

Note 39: Revenue from contracts with customers

The Company is engaged in Supply of Insulated Rectangular & Round Winding wires and Continuously Transposed Conductors Trade receivables are non-interest bearing and generally on terms of 60 to 180 days.

The Company determines revenue recognition through the following steps:
1. Identification of the contract, or contracts, with a customer.
2. Identification of the performance obligations in the contract.
3. Determination of the transaction price.
4. Allocation of the transaction price to the performance obligations in the contract.
5. Recognition of revenue when, or as, we satisfy a performance obligation.

a) Disaggregated revenue information

Since the company has only one Reportable Segment Dissagregated Revenue Information is not required to be provided.

b) Contract Assets and Liabilities Information

Significant changes in contract assets and contract liabilities during the period are as follows:

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Contract Assets (including right of return assets)	-	-	-	-
Contract Liabilities (including refund liabilities)	159.45	25.60	33.03	43.38

Particulars	For the period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue recognised in the period from:				
Amounts included in contract liability at the beginning of the period	19.09	32.38	31.10	16.74
Performance obligations satisfied in previous years	14,185.47	13,795.77	10,463.50	8,689.15

We receive payments from customers based on a billing schedule, as established in our contracts. Contract asset relates to our conditional right to consideration for our completed performance under the contract. Accounts receivable are recognised when the right to consideration becomes unconditional. Contract liability relates to payments received in advance of performance under the contract. Contract liabilities are recognised as revenue as (or when) we perform under the contract.

Reconciliationof the amount of revenue recognised in the statement of profit and loss with the contracted price

Particulars	For the period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue as per Contract	13,290.09	12,828.83	9,676.24	8,037.77
Adjustments	-	-	-	-
Extended warranties	-	-	-	-
Sales return	-	-	-	-
Discount	19.28	27.97	34.64	24.69
Revenue from contract with customers	13,309.37	12,856.80	9,710.88	8,062.46

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR Millions

Note 40: CIF Value of Imports

Particulars	For the period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Raw Material and Stores	4,699.68	2,688.57	3,071.08	2,708.43
Capital Goods	175.35	163.29	74.11	49.52
Components and Spares	8.45	2.95	3.48	2.11
Total	4,883.49	2,854.82	3,148.66	2,760.06

Note 41: Expenditure in Foreign Currency

Particulars	For the period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Travelling	6.59	1.86	3.31	0.92
Professional Consultancy and other expenses	13.68	12.68	8.26	10.59
Total	20.27	14.54	11.58	11.51

Note 42: FOB Value of Exports

Particulars	For the period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Export of Goods	4,586.95	4,863.35	4,110.36	3,094.16

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR Millions

Note 43 :Net debt reconciliation

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Cash and Cash equivalents and Other Bank Balances	(31.78)	(177.63)	(68.16)	(70.41)
Borrowings	2,821.77	2,068.08	1,203.54	1,462.57
Net Debt	**2,789.99**	**1,890.45**	**1,135.38**	**1,392.15**

Particulars	Cash and cash Equivalents	Borrowings
Net Debt as at April 01, 2021	**129.89**	**858.36**
Cashflow	(102.74)	-
Repayment Of Borrowing	-	(70.79)
Proceeds from Borrowing	-	675.00
Non Cash Movements : Acquisitions/Disposals/Revaluations	-	-
Lease Rentals	-	-
Finance costs recognised	-	-
Finance costs paid	-	-
Net Debt as at March 31, 2022	**27.15**	**1,462.57**
Cashflow	15.13	-
Repayment Of Borrowing	-	(298.28)
Proceeds from Borrowing	-	39.25
Non Cash Movements : Acquisitions/Disposals/Revaluations	-	-
Lease Rentals	-	-
Finance costs recognised	-	-
Finance costs paid	-	-
Net Debt as at March 31, 2023	**42.28**	**1,203.54**
Cash flows	113.94	-
Repayment of borrowing	-	(52.47)
Proceeds from borrowing	-	917.01
Non cash movement : Acquisitions/disposals/revaluation	-	-
Lease Rentals	-	-
Finance costs recognised	-	-
Finance costs paid	-	-
Net Debt as at March 31, 2024	**156.21**	**2,068.08**
Cash flows	(130.63)	-
Repayment of borrowing	-	(84.83)
Proceeds from borrowing	-	838.51
Non cash movement : Acquisitions/disposals/revaluation	-	-
Lease Rentals	-	-
Finance costs recognised	-	-
Finance costs paid	-	-
Net Debt as at December 31, 2024	**25.58**	**2,821.77**

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR Millions

Note 44: Corporate Social Responsibilty.

The Comapany has formed a Corporate Social Responsibility(CSR)Committee as required under section 135 of The Companies Act,2013.
The company has spent on the activities mentioned in schedule VII to The Companies Act, 2013.

Details of CSR:

Where the company covered under section 135 of the companies act,the following shall be disclosed with regard to CSR activities:

Sr No	Particulars	For the period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
i)	Amount required to be spent by the company during the year.	8.37	6.38	5.19	4.68
ii)	Amount approved by the board to be spent during the year.	8.37	6.38	5.19	4.68
iii)	Amount of Expenditure Incurred.	2.04	6.38	5.15	4.68
iv)	Shortfall at the end of the year.	6.33	-	0.04	-
v)	Total of previous years Shortfall.	13.57	13.57	13.57	13.57
vi)	Reason of Shortfall.	Company will be spending the shortfall during the period in the remaining months of the Financial Year.	Shortfall on account of lack of eligible projects.	Previous year shortfalls are on account of lack of eligible projects. The shortfall of the year 2022-23 was paid in the year 2023-24 to the PM Care fund.	Shortfall on account of lack of eligible projects.

vi) Nature of amount spent:

Year	CSR project or activity identified	Sector in which project is covered	Projects or programs	Amount Spent: direct or through implementing agency
2024-25	Promoting Education	Promoting Education	Donation to Model C School located in Chakan Pune for providing School Benches	0.79
2024-25	Promoting Education	Promoting Education	Donation to Model C School located in Chakan Pune for providing Computer and Laptops	1.25
2023-24	Promoting Education	Promoting Education	1.Donation for school fees sponsorship for needy students of low income group and for mideday meal school program by Parijat Foundation 2.Repair and renovation work at variuos schools of Poona Womens Council at Pune 3.Contribution towards maths learning classes in various schools in Himachal Pradesh 4.Contribution towards purchase of 06 laptops to be donated at Poona Womens Council School	4.79
2023-24	Eradicating hunger	Eradicating hunger	1.Donation made for mid-day meals for children in various schools at Akshaypatra	0.50
2023-24	Healthcare	Healthcare	1.Donation to development of garden and retaining wall of cancer hospital at Mangalore	1.00
2023-24	PM Care Fund	PM Care Fund	1.Contribution to PM care Fund	0.08
2022-23	Promoting Education	Promoting education	1.Donation for conducting spoken English classes for 50 students in Pune 2.Donated 18 nos smart LED TV's for around 1200 students from 1st to 10th standard for online education and audio-visual education in classes in Dyanvardhini School 3.Donated Science lab materials for cmistry, bology and physics labs for around 300 students from 8th to 12th standard in Dyanvardhini Jr. School 4.Donated 125 benches for approx. 1200 students from 01st to 10th standard In Gladiolus School.	2.05

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR Millions

vi) Nature of amount spent:

Year	CSR project or activity identified	Sector in which project is covered	Projects or programs	Amount Spent: direct or through implementing agency
2022-23	Empowerment of women	Empowerment of women	1.Donation made for providing beds, desks, cup-boards, mattresses, pillows, ceiling fans and other infra related items to be fitted in ladies hostel for 30 ladies	2.00
2022-23	Eradicating hunger	Eradicating hunger	1.Donation made for mid-day meals of approx. 334 children in various schools at Akshaypatra 2.Donation made for mid-day meals of approx. 600 children at Poona Womens Council School. 3.Donation made for mid-day meals of approx. 100 children In west bengal Council for women in West bengal	1.10
2021-22	Eradicating hunger	Eradicating hunger	1.Donation for mid-day meal program at various schools at Akshay Patra	1.05
2021-22	Promoting education	Promoting education	1.Donation for civil work to be carried out at Poona Womens Council schools 2.Donation to school for providing water facilities	2.99
2021-22	PM Care Fund	PM Care Fund	1.Contribution to PM care Fund	0.65

Note:
Amount spent during the year on:

Particulars	For the period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
a. Construction/acquisition of any asset	-	-	-	-
b. Purpose other than (a) above	2.04	6.37	5.15	4.68

vii) Details of related party transaction with respect to CSR activities.:

Particulars	For the period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Parijat Foundation	-	1.50	2.00	-

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

All amounts in INR Millions

Note 45: Ratios

Ratio	Numerator	Denominator	Ratios				Variance			
			As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022	Between December 31, 2024 and March 31, 2024	Between March 31, 2024 and March 31, 2023	Between March 31, 2023 and March 31, 2022	Reasons for variance more than 25%
Current Ratio (times)	Current Assets	Current Liabilities	1.59	1.60	1.66	1.38	-1%	-4%	21%	--
Debt-Equity Ratio (times)	Total Debt	Shareholder's Equity	1.01	0.90	0.62	0.88	12%	44%	-29%	Decrease in debt in Fiscal 23 has led to the lower Debt Equity Ratio where as an Increase in debt in Fiscal 24 has led to the higher Debt Equity Ratio.
Debt Service Coverage Ratio (times)	Earnings available for debt service (PAT + Depreciation & Amortisations + Interest +- Loss/(Profit) on sale of Fixed Assets)	Debt Service (Interest & Lease Payments + Principal Repayments)	2.01	1.66	1.57	1.69	21%	6%	-7%	Increase in debt in Fiscal 23 and in period ended December 2024 has led to lower debt service ratio as compared to Fiscal 22
Return on Equity Ratio (%)	Net Profits after taxes	Average Shareholder’s Equity	19.38%	17.59%	14.76%	17.89%	10%	19%	-18%	--
Inventory turnover ratio (times)	Cost of goods sold	Average Inventory (Opening + Closing balance / 2)	8.69	10.17	8.88	10.73	-15%	14%	-17%	--
Trade Receivables turnover ratio (times)	Net Credit Sales	Avg. Accounts Receivable (Opening + Closing balance / 2)	7.87	10.30	8.74	7.16	-24%	18%	22%	--
Trade payables turnover ratio (times)	Net Credit Purchases	Average Trade Payables (Opening + Closing balance / 2)	60.15	65.45	37.73	26.46	-8%	73%	43%	Increase in variance in Fiscal 24 is on account of increase in purchase against advance.
Net capital turnover ratio (times)	Net Sales	Working Capital (Opening+Closing/2)	10.43	12.73	12.69	13.41	-18%	0%	-5%	--
Net profit ratio (%)	Net Profits after taxes	Total Income	3.47%	2.69%	2.52%	3.15%	29%	7%	-20%	Increase in revenue in period ended December 24 from operations led to increase in Net profit after taxes
Return on Capital employed (%)	Earning before interest and taxes (EBIT)	Capital Employed	13.74%	14.15%	13.25%	13.84%	-3%	7%	-4%	--
Return on investment (%)	Return on investment	Average Investment	23.06%	23.84%	19.67%	26.31%	-3%	21%	-25%	--

The Company during the year ended March 31, 2024 adopted Indian Accounting Standards (IND AS) as notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, date of implementation, thereof is April 01, 2022. Variance between period ended March 31, 2021 and March 31, 2022 has not been calculated as the numbers are not comparable.

All amounts in INR Millions

Note 46: Reconciliation of IGAAP Standards and Ind AS Standards

The Company during the year ended March 31, 2024 adopted Indian Accounting Standards (IND AS) as notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, date of implementation, thereof is April 01, 2022. Impact of such transition as per IND AS 101 read with other IND AS under Modified Retrospective Approach has been taken to Retained earnings of the Company as on April 01, 2022 i.e Transition Date.

This table shows the reconciliation of profit from Financials prepared as per IGAAP standards to Ind AS standards.

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit as per IGAAP	**496.83**	**375.54**
Impact of Ind AS :		
Interest on Lease Liability	(7.86)	(9.57)
Amortization of ROU Assets	(21.99)	(20.46)
Interest Income on Security Deposits	1.31	1.18
Provision IGAAP A/C Reversal / Creation (Doubtful Debts) For Recording Expected Credit Loss As per ECL Model	9.77	(18.19)
Employee Benefit Expense	(0.79)	(0.25)
Rent Expense Reversal For Recording Lease Liability	28.93	27.18
Depreciation on PPE Spares Capitalised as Per Ind AS 16	(0.02)	(0.74)
Profit as per Ind AS	**506.18**	**354.69**
As per Financial Statements	**506.18**	**354.69**
Difference	**-**	**-**

Reconciliation of Equity from IGAAP to Ind AS

This table shows the reconciliation of Closing shareholder's fund from Financials prepared as per IGAAP standards to IFRS standards.

Particulars	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
Reserves as per IGAAP	**2,138.48**	**1,796.71**	**1,505.37**
Changes on Recognition of Lease Liability	-	-	18.69
Provision IGAAP A/C Reversal / Creation (Doubtful Debts) For Record	9.77	(18.19)	8.08
Employee Benefit Expense	(0.79)	(0.25)	(1.93)
Rent Expense Reversal For Recording Lease Liability	28.93	27.18	-
Depreciation on PPE Spares Capitalised as Per Ind AS 16	(0.02)	(0.74)	-
Interest on Lease Liability	(7.86)	(9.57)	-
Interest Income on Security Deposits	1.31	1.18	-
Reserves as per Ind AS Financial Statements	**2,169.82**	**1,796.32**	**1,530.21**
As per Financial Statements	**2,169.82**	**1,796.32**	**1,530.21**
Difference	**-**	**-**	**-**

Note 47:
Subsequent to nine months period ended December 31, 2024, pursuant to a resolution passed in extraordinary general meeting of the Company dated January 30, 2025, shareholders have approved the increase in the Authorized share capital of the Company from Rs. 0.7 Million to Rs. 400 Million. Further, the Company in its extraordinary general meeting dated February 11, 2025, shareholders have approved split of each equity share having face value of Rs. 100 each into equity shares of face value of Rs. 5 each. Further, the Company in its extraordinary general meeting dated February 11, 2025, has approved the issuance of bonus in the ratio of 4:1 shares to the existing equity shareholders. The record date for the said purpose was February 10, 2025

Note 48: The Company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

Note 49:
The Company is using accounting software for maintaining its books of accounts and other records which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all the relevant transactions recorded in the software. Further, the audit trail feature was neither disabled nor tampered during the year.

Note 50:
During the year ended March 31, 2024, the Company was not party to any approved scheme which needs approval from competent authority in terms of Section 230 to 237 of the Companies Act, 2013.

Note 51:
(v) The Company have not advanced or loaned or invested funds to any other persons or entity, including foreign entities (Intermediaries) with the understanding that the intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

Note 52:
(vi) The Company have not received any fund from any persons or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 53:
The Company has registered all charges or satisfaction with Registrar of Companies for the year ended March 31, 2024, March 31, 2023, March 31, 2022 and period ended December 31, 2024.

KSH International Limited (formerly known as KSH International Private Limited)
Annexure V - Notes forming part of Restated Financial Statements

Note 54:

The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

The Company has not traded or invested in Crypto currency or Virtual Currency.

The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of layers) Rules, 2017

The Company is not declared wilful defaulter by any bank or financial institution or other lender.

The Company does not have any loan or advance in the nature of loans granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are:

(a) repayable on demand; or

(b) without specifying the any terms or period of repayment.

The accompanying notes form part of these financial statements

As per our attached examination report of even date.
For Kirtane & Pandit LLP
Chartered Accountants
FRN - 105215W/ W100057

Parag Pansare
Partner
Membership No. 117309
Place : Pune
Date : 17 May 2025

For and on behalf of the Board of Directors of
KSH International Limited

Kushal Hegde **Chairman** DIN: 00135070	**Rajesh Hegde** **Managing Director** DIN: 00114193	**Rohit Hegde** **Jt. Managing Director** DIN: 00134926
Sandesh Bhagwat **Chief Executive Officer**	**Amod Joshi** **Chief Financial Officer**	**Sarthak Malvadkar** **Company Secretary and Compliance Officer** Mem No.ACS 28473 Place : Pune Date : 17 May 2025

Annexure VI - Statement of Adjustments to the Audited Special Purpose Interim Financial Statements as at and for the nine months periods ended 31 December, 2024, and the Audited Financial Statements as at and for the years ended 31 March, 2024, 31 March, 2023 and 31 March, 2022

I. Material Adjustments

The Restated Financial Statements has been prepared based on the respective audited financial statements as on and for the 9 months ended 31 December 2024 and for the years ended 31 March 2024, 31 March 2023 and 31 March 2022

No material adjustment was made in the net worth as on 31 March 2022, 31 March 2023, 31 March 2024 and 31 December 2024 and profit of the respective periods reported.

II. Non-Adjusting Items

Matters not requiring adjustments to Restated Financial Statements:

Items not requiring adjustments on account of materiality are:

(a) Reversal of Ineligible credit of Goods and Services Tax for past periods.

Summary of ineligible credit of Goods and Service Tax for past periods expensed out:

Pertaining to period/ year ended	Recognised in the period ended	Recognised in the year ended		
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
31 December 2024	0.80	-	-	-
31 March 2024	0.52	0.73	-	-
31 March 2023	-	0.02	0.32	-
31 March 2022	-	-	0.01	-
Prior to 2021-22	-	-	-	0.45
Total	**1.32**	**0.75**	**0.33**	**0.45**

(b) Provisions no longer required

Summary of provisions no longer required and hence reversed:

Pertaining to period/ year ended	Recognised in the period ended	Recognised in the year ended		
	31 December 2024	31 March 2024	31 March 2023	31 December 2024
31 December 2024	-	-	-	-
31 March 2024	13.60	-	-	-
31 March 2023	1.05	-	-	-
31 March 2022	-	-	-	-
Prior to 2021-22	0.14	0.51	6.30	8.45
Total	**14.79**	**0.51**	**6.30**	**8.45**

(c) Bad debts

Summary of bad debts recognised:

Pertaining to period/ year ended	Recognised in the period ended	Recognised in the year ended		
	31 December 2024	31 March 2024	31 March 2023	31 December 2024
31 December 2024	-	-	-	-
31 March 2024	-	-	-	-
31 March 2023	-	-	-	-
31 March 2022	-	0.08	-	-
Prior to 2021-22	-	0.16	-	0.45
Total	**-**	**0.24**	**-**	**0.45**

The above and other routine charge offs do not have any material impact on Net loss/profit and Net worth in the Restated Financial Statements of respective periods.

(d) Share issue and related other expenditure

The Company adopted a policy of charging share issue and related other expenditure prescribed under section 52 of the Companies Act, 2013 directly to Share Premium Account on 15 January 2025. The Company has not charged any amount to profit and loss account during the periods under audit.

III. Material Regroupings

Appropriate regrouping/reclassifications have been made in the Restated Financial Statements in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time), in respect of the corresponding items of assets, liabilities, income, expenses, and cash flows in order to align them with the groupings as per the audited Financial Statements of the Company for the 9 months ended 31 December 2024.

Non-financial information including ratios, percentages, etc, disclosed in Note 45 referred to in Annexure V of Restated Financial Statements have been updated to the extent applicable, as a consequence of regroupings / reclassifications made, as indicated above.

IV. Material Errors

There are no material errors that require any adjustment in the Restated Financial Statements.

OTHER FINANCIAL INFORMATION

The accounting ratios derived from Restated Financial Statements required to be disclosed under required under of the SEBI ICDR Regulations are set forth below:

Particulars	As at and for the nine-month period ended December 31, 2024	As at and for		
		Fiscal 2024	Fiscal 2023	Fiscal 2022
Basic earnings per share (in ₹)[1] [3]	8.72	6.57	4.68	4.85
Diluted earnings per share (in ₹)[2] [3]	8.72	6.57	4.68	4.85
Return on Net Worth (in %)[4]	17.68%	16.17%	13.74%	16.51%
Net asset value per Equity Share (in ₹)[5][6]	49.30	40.65	34.08	29.40
PAT (₹in million)	495.28	373.50	266.13	275.70
EBITDA (₹in million)[7]	873.51	714.63	499.00	494.12

Notes:

(1)Earnings per Equity Share (Basic) = Restated profit for the period/year attributable to the equity holders of our Company/Weighted average number of equity shares outstanding during the period/year.

(2)Earnings per Equity Share (Diluted) = Restated profit for the period/year attributable to equity holders of our Company/Weighted average number of equity shares outstanding during the period/year considered for deriving basic earnings per share and the weighted average number of Equity Shares which could have been issued to satisfy the exercise of the share options by the employees.

(3)Basic EPS and Diluted EPS calculations are in accordance with Indian Accounting Standard 33 'Earnings per Share'

*(4)Return on Net Worth is calculated as Restated profit for the period attributable to Equity holders of the parent divided by Equity attributable to owners of the Company*100*

(5)Net Asset Value per Equity Share = Net worth / number of Equity Shares outstanding during the year, adjusted for Bonus Issue and Split of Equity Shares.

(6)As adjusted for Split of Equity Shares and Bonus Issue.

(7)EBITDA is calculated as Profit / (loss) after tax + tax expense + finance cost + depreciation and amortization expense + Exceptional Item – other income.

Other financial information

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company as of and for Fiscals 2024, 2023 and 2022 together with all annexures, schedules and notes thereto, along with the respective audit reports are available on our website at https://kshinternational.com/investor-relations/financial-statements/. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations.

The audited financial statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The audited financial statements and the reports thereon should not be considered as part of information that any investor should consider in order to subscribe for or purchase any securities of our Company or any entity in which it or its shareholders have significant influence (collectively, the "**Group**") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor any of the BRLMs, 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.

RELATED PARTY TRANSACTIONS

For details of related party transactions as per the requirements under applicable accounting standards, i.e., Ind AS 24 – Related Party Disclosures, read with the SEBI ICDR Regulations, of our Company, for the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022and as reported in Restated Financial Statements, see "*Restated Financial Statements – Note 31 Related party disclosure as per Ind AS 24*" on page 329.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion is intended to convey the management's perspective on our financial condition and results of operations for the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022. Unless context requires otherwise, the financial information in this section has been derived from our Restated Financial Statements included in this Draft Red Herring Prospectus. The following discussion should be read together with our Restated Financial Statements for the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022 and the schedules and notes thereto, which appear elsewhere in this Draft Red Herring Prospectus. For further information, see "Financial Information" on page 279. Our Restated Financial Statements has been prepared in accordance with Ind AS. Ind AS differs in certain material respects from IFRS and US GAAP. See "Risk Factors – Significant differences exist between Indian accounting standard ("**Ind AS**") and other accounting principles, such as international financial reporting standards ("**IFRS**") and United States generally accepted accounting principles ("**U.S. GAAP**"), which may be material to investors' assessments of our financial condition" on page 61. Our fiscal year ends on March 31 of each year, and references to a particular Fiscal are to the twelve months ended March 31 of that year.*

Some of the information in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward- Looking Statements" on page 19 for a discussion of the risks and uncertainties related to those statements and "Risk Factors" on page 30 for a discussion on certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in "Risk Factors", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Information - Restated Financial Statements" on pages 30, 131, 353 and 279, respectively.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Industry Report on Winding Wires Market in India" dated April 2025 (the "**CARE Report**"), which is exclusively prepared for the purpose of the Offer and released by CARE Analytics and Advisory Private Limited and is exclusively commissioned for an agreed fee and paid for by us in connection with the Offer, pursuant to a engagement letter dated December 2, 2024. Any reference to the CARE Report must be read in conjunction with the full CARE Report and the full CARE Report will be made available on the website of our Company at https://kshinternational.com/investor-relations/industry-report/. The data included herein includes excerpts from the CARE Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CARE Report and included herein with respect to any particular calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. Further, the reference to "segments" in this section derived from CARE Report refers to end-use sectors in accordance with the presentation, analysis and categorization in the CARE Report, and does not constitute segment classification under Ind AS 108, Operating Segments. Our segment reporting in our financial statements is based on the criteria set out in Ind AS 108, Operating Segments and we do not present such industry segments as operating segment. For more information, see "Risk Factors – Internal Risks - Certain sections of this Draft Red Herring Prospectus disclose information from the CARE Report which has been prepared exclusively for the Offer and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 55. Please also see, "Definitions and Abbreviations" on page 1 for certain terms and abbreviations used under this section.*

Overview

We are the third largest manufacturer of magnet winding wires in India in terms of production capacity in Fiscal 2024 (*Source: CARE Report*). We are also the largest exporter of magnet winding wires from India in terms of export revenues in Fiscal 2024 (*Source: CARE Report*). We commenced our operations in 1981 by manufacturing magnet winding wires in Taloja, Raigad, in Maharashtra. Over the last four decades we have diversified our operations to include manufacturing various types of standard and specialized magnet winding wires which are tailored to customer specific requirements. Our key products include round enamelled copper/ aluminium magnet winding wires, paper insulted rectangular copper/ aluminium magnet winding wires, continuously transposed conductors, rectangular enamelled copper/ aluminum magnet winding wires and bunched paper insulated copper magnet winding wires. Our products are critical components of capital goods such as transformers, motors, alternators and generators. These products (transformers, motors, alternators and generators) find application in end-use industries such as power (generation, transmission and distribution), renewables, industrials, railways, automotives (EV and ICE), home appliances, refrigeration and air conditioning.

We market and sell our products through our brand '*KSH*', which we believe has developed a strong brand recall and reputation in the industry over the years. We had 112, 117, 117 and 104 customers as on December 31, 2024, March 31, 2024, March 31, 2023, and March 31, 2022, respectively. Our key customers are primarily OEMs, and include, Bharat Bijlee Limited, Virginia

Transformer Corporation, Bharat Heavy Electricals Limited, Georgia Transformer Corporation, Hitachi Energy India Limited, Siemens Energy India Limited, GE Vernova T&D India Limited, Hind Rectifiers Limited, Transformers and Rectifiers India Limited, Indo-Tech Transformers Limited, TBEA, Atlanta Electricals Limited, Toshiba Transmission & Distribution Systems (India) Private Limited, Meidensha Corporation, SGB-SMIT GmbH and Retrasib S.R.L., CG Power and Industrial Solutions Limited, Nidec Industrial Automation India Private Limited, Al Ahleia Switchgear Co. , Emirates Transformer & Switchgear Limited.

We are an approved supplier of insulated rectangular wires and CTC for certain entities, used in High Voltage Direct Current ("**HVDC**"), 765 kV extra high voltage ("**EHV**") transformers and reactors. The magnet winding wire industry presents significant barriers to entry, primarily due to stringent pre-qualification requirements imposed by corporate, state, central government, and international organizations during their procurement processes (*Source: CARE Report*). In this regard, the following organizations have approved our products for their usage in the transformers and reactors developed by them:

- Power Grid Corporation of India ("**PGCIL**") for supply of PICC and CTC Conductor for HVDC Converter Transformers and for transformers and reactors up to 765kV class;
- National Thermal Power Corporation of India ("**NTPC**") for supply continuous transposed conductor;
- Nuclear Power Corporation of India ("**NPCIL**") for supply of CTC up to 220kv class of power transformers; and
- Research Design Standards Organization ("**RDSO**") for supply of CTC conductors for 3 phase drive locomotive transformers.

We have a significant global footprint and are exporting our products to 24 countries as of December 31, 2024, including, amongst others, USA, UAE, Kuwait, Romania, Saudi Arabia, Germany, Oman, Spain, Bangladesh and Japan. The table below sets forth the details of exports for the periods indicated:

Particulars	Nine-month period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹million)	% of total revenue from operations	Amount (in ₹million)	% of total revenue from operations	Amount (in ₹million)	% of total revenue from operations	Amount (in ₹million)	% of total revenue from operations
Top five export countries *	3,462.70	26.05%	3,692.08	28.78%	3,358.27	34.71%	2,458.42	30.59%
Total export	4586.95	34.51%	4863.35	37.91%	4110.36	42.48%	3,094.16	38.50%

**Top five export countries include USA, UAE, Kuwait, Romania, Saudi Arabia*

As of December 31, 2024, we operate three manufacturing facilities with a combined annual installed capacity of 29,045 MT. Two of these facilities are located in Chakan, Pune in Maharashtra and one in Taloja, Raigad in Maharashtra. Additionally, a fourth facility is under construction in Supa, Ahilyanagar (formerly Ahmednagar) in Maharashtra and phase I of the same is expected to commence operations in Fiscal 2026, subject to receipt of requisite approvals. For more details on the properties on which these facilities are located, see "*Our Business– Property*" on page 233.

We have been able to diversify our products range from manufacturing paper insulated rectangular copper magnet winding wire to various other types of standard and specialized magnet winding wires mainly due to our technological capabilities and our new product/ process development initiatives, which we benefit from. Our development team employs engineers, designers and technicians for engineering new products, modify and develop new processes and help in cost reduction. This technical support has enabled us to deliver tailored solutions across diverse industries by helping our sales and marketing teams better understand and meet customer requirements.

Our manufacturing facilities have obtained (a) ISO 9001:2015 accreditation for the certification and approval of the quality management system; (b) ISO 14001:2015 accreditation for environment management system; (c) ISO 45001:2018 certification for occupational health and safety management; and (d) IATF 16949:2016 certification for the certification and approval of the quality management system.

We benefit from the experience of one of our Individual Promoters, Kushal Subbayya Hegde, who has over four decades of experience in the magnet winding wires industry. Our Individual Promoters, Kushal Subbaya Hegde, Rajesh Kushal Hegde, Rohit Kushal Hegde are actively involved in the management and operations of the Company, bringing a combination of professional qualifications and a deep understanding of the industry. Our Individual Promoters have also played a pivotal role in establishing and maintaining global relationships with customers and partners across geographies.

Our Company is a part of the KSH group, a diversified business conglomerate, with presence in logistics, infrastructure, services, and distribution. Over the years, our commitment to quality, innovation, and customer satisfaction has been recognized by several of our key customers. In the past, we have received awards from companies such as Toshiba Transmissions and Distribution Systems (India) Private Limited, and GE Power Grid Solutions, Bharat Heavy Electricals Limited (BHEL) acknowledging the performance and reliability of our products. For further details in relation to the awards we have received, please see "*History and Certain Corporate Matters*" on page 240.

A list of our KPIs as of and for the nine-month period ended December 31, 2024, and Fiscals 2024, 2023 and 2022 is set out below:

(*₹in million, unless otherwise indicated*)

Particulars	Unit	As at the nine-month period ended December 31, 2024	As at and for Fiscal		
			2024	2023	2022
Financial KPIs					
Revenue from Operations(1)	₹ in million	14,204.56	13,828.15	10,494.60	8,705.89
YTD Revenue growth(2)	%	36.96%*	31.76%	20.55%	-
Total Income(3)	₹ in million	14,283.70	13,904.95	10,565.95	8,764.69
EBITDA(4)	₹ in million	873.51	714.63	499.00	494.12
EBITDA Margin(5)	%	6.15%	5.17%	4.75%	5.68%
Profit After Tax(6)	₹ in million	495.29	373.50	266.13	275.70
Profit After Tax Margin(7)	%	3.47%	2.69%	2.52%	3.15%
ROE(8)	%	17.68%	16.17%	13.74%	16.51%
ROCE(9)	%	13.59%	14.15%	13.25%	13.84%
Net Debt/ Equity(10)	times	1.00	0.82	0.59	0.83
Net Debt/ EBITDA(11)	times	3.19	2.65	2.28	2.82
Fixed Asset Turnover Ratio(12)	times	11.15	10.42	10.66	9.92
Net Working Capital Days(13)	Number of days	68	76	73	89
Revenue CAGR (FY 22-FY24) (14)	%	-	26.03%		
EBITDA CAGR(FY 22-FY24) (15)	%	-	20.26%		
PAT CAGR(FY 22-FY24)(16)	%	-	16.39%		
Operating KPIs					
Production capacity(17)	MT	29,045	28,436	25,265	23,729
Magnet winding wires sales volume(18)	MT	17,424	21,495	17,645	15,766
Volume Growth(19)	%	8.08%	21.82%	11.92%	N.A.
Revenue from Exports(20)	₹ in million	4,586.95	4,863.35	4,110.36	3,094.16

**Annualised*

Notes:

(1) Revenue from operation means revenue from operating activities

(2) Growth in Revenue from operations provides information regarding the growth of the business over the respective years

(3) Total income is calculated as the sum of revenue from operations and other income

(4) EBITDA is calculated as profit for the period minus other income plus finance costs, depreciation and amortisation and total tax expense

(5) EBITDA Margin is calculated as EBITDA divided by revenue from operations

(6) Profit for the year is used by the management to track the overall profitability of the business

(7) PAT Margin is calculated as profit for the period divided by Total Income

(8) Return on Equity is calculated as restated profit for the year divided by total equity at the end of the year

(9) Return on Capital Employed is calculated as EBIT divided by capital employed.

(10) EBIT is calculated as profit before exceptional items and tax plus Finance Cost. Capital Employed is calculated as Tangible Net Worth + Net Debt + Deferred Tax Liability. Net Debt is calculated as the sum of long term borrowings and short term borrowings less cash and cash equivalents and other bank balances.

(11) Net Debt is calculated as the sum of long term borrowings and short term borrowings for the period less cash and cash equivalents.

(12) Net Debt/Equity is calculated as net debt divided by total equity. Net Debt is calculated as the sum of long term borrowings and short term borrowings less cash and cash equivalents and other bank balances. Total Equity is calculated as share capital + reserves & surplus.

(13) Working capital days is computed as Inventory days plus Trade receivable days minus Trade payable days. Inventory days is calculated as Inventory divided by Cost of goods sold (COGS) from operations multiplied by 365 or 275 days. Trade receivables days is calculated as Trade receivables divided by revenue from operations multiplied by 365 or 275 days. Trade payable days is calculated as Trade payable divided by COGS multiplied by 365 or 275 days.

(14) Fixed Asset Turnover Ratio is calculated as Revenue from Operations divided by Property, Plant and Equipment

(15) Working capital days is computed as Inventory days plus Trade receivable days minus Trade payable days. Inventory days is calculated as Inventory divided by Cost of goods sold (COGS) from operations multiplied by 365 or 274 days. Trade receivables days is calculated as Trade receivables divided by revenue from operations multiplied by 365 or 274 days. Trade payable days is calculated as Trade payable divided by COGS multiplied by 365 or 274 days.

(16) PAT CAGR provides information regarding growth in PAT over a period.

(17) Production capacity indicates the maximum output that can be produced.

(18) Sales Volumes (MT) is used by the management to assess the overall market demand for the company's products and to evaluate the effectiveness of sales strategies across the product category.

(19) Growth in Volumes provides information regarding the growth in market demand for the company's products across various product categories over the respective years.

(20) Revenue from Exports indicates the revenue generated outside the country of the company.

Significant Factors Affecting our Financial Condition and Results of Operations

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section titled "*Risk Factors*" on page 30. The following is a discussion of certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations.

Cost and availability of raw materials

One of the critical factors to develop and grow in our business is to possess the ability to source good quality raw materials at competitive prices. The essential raw materials used by our facilities for manufacturing our products are copper, aluminium, insulating material like enamel and paper. and packing material, among others. Copper being the main raw material is booked in back-to-back arrangement with suppliers against confirmed bookings, i.e., the customer prices the copper with our Company and our Company does the same with its suppliers, thereby mitigating volatility of raw material prices to a large extent. Raw material like Copper and Aluminium is procured on advance and insulating material is procured on credit terms of 30 to 90 days from our suppliers. While we do not have any long-term agreements with any of our raw material suppliers, we have maintained long term relationships with most of our major suppliers. We have a mix of domestic and international raw material suppliers, and the top 10 suppliers account for ₹12,568.64 million, ₹12,167.70 million, ₹9,179.80 million and ₹8,078.38 million representing 97.67%, 96.93%, 97.14%, and 98.39% of our total cost of raw materials and components purchased for the nine-month period ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022, respectively.

Our business depends significantly on the consistent supply of primary raw materials (i.e. copper and aluminium) and other raw materials (i.e. insulating, consumables and packaging materials), which are essential components in manufacturing our products.

In addition to the supply challenges, the costs of insulating materials are subject to market fluctuations driven by inflation, foreign exchange rate volatility, and changes in government policies, such as tariffs and environmental regulations The table below sets forth details of the suppliers from outside India and cost of expense towards such suppliers in the periods/ Fiscals indicated:

Particulars	Nine-month period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹in million)	% of expenses	Amount (₹in million)	% of expenses	Amount (₹in million)	% of expenses	Amount (₹in million)	% of expenses
Domestic suppliers	7,457.43	58.21%	9,837.40	78.61%	6,472.40	68.49%	5,097.33	62.95%
Suppliers from outside India	5,354.23	41.79%	2,676.70	21.39%	2,977.16	31.51%	2,999.51	37.05%
Total	**12,811.66**	**100.00%**	**12,514.10**	**100.00%**	**9,449.56**	**100.00%**	**8,096.84**	**100.00%**

While we have a large network of suppliers, we purchase certain types of raw materials from a limited number of suppliers. There are a limited number of qualified suppliers of insulating materials such as enamel and paper due to criticality to maintain process composition, which further restricts the number of suppliers we can source such materials from. While we do not rely on any single source for the other raw materials and components required for our operations, however, if any of our suppliers fail to supply raw materials on a timely basis at reasonable prices, we may be unable to manufacture products for our customers or may be unable to ensure the timely delivery of the same. For details, please see "*Risk Factors – Our business is dependent on suppliers to procure our raw materials (top 10 suppliers contributed to 97.67%, 96.93%, 97.14%, and 98.39% of our total cost of raw materials and components purchased for the nine-month period ended December 31, 2024, and Fiscals 2024, 2023, and 2022, respectively). We have not entered into long-term agreements with these suppliers, and any loss of suppliers or interruptions in the timely delivery of raw materials or volatility in their prices could have an adverse impact on our business, financial condition, cash flows and results of operations*" on page 32.

Further, the success of our operations also depends on, among other things, our ability to source raw materials at competitive prices. Raw materials are subjected to supply disruptions and price volatility caused by various factors such as commodity market fluctuations, the quality and availability of raw materials, currency fluctuations, consumer demand, changes in domestic as well as international government policies and regulatory sanctions.

Any increase in raw material prices may result in corresponding increases in our product costs and affect our gross margins. A failure to maintain our required supply of raw materials, and any inability on our part to find alternate sources for the procurement of such raw materials, on acceptable terms, could adversely affect our ability to deliver our products to our customers at competitive prices and consequently our gross margins and financial condition.

Capacity utilization and capacity expansion

Capacity utilization is affected by our product mix and the demand and supply balance, which in turn affects our gross profit margin. Our results of operations are directly affected by our sales volume, which in turn is a function of several factors, including our manufacturing capacity and market demand. We have three operational manufacturing facilities located in India with a combined annual installed capacity of 29,045 MT. Two of these facilities are located in Chakan, Pune in Maharashtra and one in Taloja, Raigad in Maharashtra. Additionally, a fourth facility is under construction in Supa, Ahilyanagar (formerly Ahmednagar) in Maharashtra and is expected to commence operations in Fiscal 2026. Our manufacturing facilities give us the in-house ability to manufacture 100% of our requirements for magnet winding wires. We intend to pursue backward integration by establishing in-house upcast copper rod manufacturing capabilities. We believe that our proposed in-house upcast copper rod manufacturing would be designed to meet the circular economy principles and sustainability goals, including the production of green copper rod. In the long term, we also plan to collect copper scrap from our customers, thereby contributing to reduced carbon emissions across the entire raw material-to-finished-product lifecycle.

Our commitment to continuously invest in property, plant and equipment has enabled us to increase our annual aggregate installed capacity from 23,729 MT as of March 31, 2022, to 29,045 MT as of March 31, 2024. In the nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, our additions to our cost of plant and equipment were ₹32.31 million, ₹470.09 million, ₹165.07 million, and ₹70.20 million respectively. To further enhance our capacity and market presence, we are set to commence commercial production at phase I of our Supa Facility in Fiscal 2026 with the proposed machine capacity of 12,000 MT, subject to the receipt of requisite approvals. For further details, please see "*Objects of the Offer*" on page 104.

Any unscheduled, unplanned or prolonged disruption in our manufacturing facilities may result in delays or shutdowns of our production activities. While we perform regular scheduled and unscheduled maintenance services and employ other systems and processes such as power backups, employee training and productivity monitoring at each of our manufacturing facilities, these facilities are subject to various operating risks, such as the breakdown or failure of equipment, power supply or processes, productivity of our workforce, performance below expected levels of efficiency, obsolescence of equipment or machinery, timely availability of raw materials, labour disputes, strikes, natural disasters, industrial accidents, fire, severe weather conditions, any significant social, political or economic disturbances and infectious disease outbreaks resulting in unplanned slowdowns and/or shutdowns and the need to comply with the directives of relevant government and regulatory authorities.

For details of our capacity utilization of all our manufacturing facilities, calculated on the basis of total installed production capacity and actual production, please see "*Our Business – Capacity and Capacity Utilisation*" on page 227.

Customer relationships, sales and distribution network

We produce a wide range of magnet winding wires such as round enamelled copper magnet winding wires, paper insulated rectangular copper magnet winding wires, and continuously transposed conductors among others. Our products are critical components of capital goods such as transformers, motors, alternators and generators. These products (transformers, motors, alternators and generators) find application in end-use industries such as power (generation, transmission and distribution), renewables, industrials, railways, automotives (EV and ICE), home appliances, refrigeration and air conditioning.

Over the years, we have established long-standing relationships with several Indian and global customers. In the nine-month period ended December 31, 2024 and in the last three Fiscals, we have served 112, 117, 117 and 104 customers, respectively. We believe that the strength of our customer relationships is attributable to our ability to customize to customer specifications and requirements, as well as our track record of consistent delivery of quality and cost-effective products over the years. As a result of our deep-rooted association with our customers, our Company often receives new product requirements from such customers which in turn, helps us to expand our product base. As on the nine-month period ended December 31, 2024, we have supplied our products to customers across 24 countries in, including, in Japan, Kuwait, Germany, U.S.A., Mexico, Spain, and U.A.E. We supply products directly OEMs through two distinct sales models: the outright sales model and the job work sales model.

We do not have firm commitments in the form of continuing or long-term supply agreements with some of our customers and instead rely on orders for manufacture of specific products on a purchase order basis, which governs the volume and other terms of the sale of our products. We need to maintain sufficient inventory levels of raw material to meet customer expectations at all times.

Our revenue from sale of these products is however, significantly impacted by the scale and expertise of our sales and marketing team. In addition to our sales team based out of Pune, we have resident sales network in West, North, and South of India, and in South America, USA, and Europe. As of December 31, 2024, our sales network comprised of 18 members. This team is responsible for a range of marketing and outreach initiatives, including participation in domestic and international trade exhibitions and industry events, to promote awareness of our products.

Fluctuations in Exchange Rates

We present our financial statements in Indian Rupees. However, given that we export our products to 24 countries as on December 31, 2024, a portion of our business transactions is denominated in foreign currencies. We are also the largest exporter of magnet winding wires from India in terms of export revenues in Fiscal 2024 (*Source: CARE Report*). Our revenue from sale of goods (exports), constituted ₹4,586.95 million, ₹4,863.35 million, ₹4,110.36 million and ₹3,094.16 million 34.51%, 37.91%, 42.48%, and 38.50% of our total revenue from operations (excluding other operating revenue) in the nine-month period December 31, 2024, and Fiscals 2024, 2023, 2022, respectively. The exchange rates between the Indian Rupee and the US Dollar, Euro and Swedish Krona have fluctuated in the past and our results of operations have been impacted by such fluctuations and may be impacted by such fluctuations in the future. For further details in relation to RBI reference exchange rates for USD, Euro and Swedish Krona, see "*Certain Conventions, Presentation of Financial, Industry and Market Data*" on page 17. Further, our raw materials such as aluminium and copper are priced by reference to benchmarks quoted in US dollars, and hence, a significant component of our expenditures is largely influenced by the value of the US dollar.

Depreciation of the Indian Rupee against the U.S. Dollar, the Euro, Swedish Krona and other foreign currencies may adversely affect our results of operations by increasing the cost of our raw materials or any proposed capital expenditure in foreign currencies. Similarly, appreciation of the Indian Rupee may positively affect our results of operations by decreasing the cost of our raw materials or any proposed capital expenditure in foreign currencies. Although we generally seek to pass exchange rate fluctuations through to our customers through increases or decreases in our prices, we may not be able to do so immediately or fully, and hence significant volatility in the exchange rates can impact our revenue and profit.

While we have a foreign exchange risk management policy to identify, assess, monitor and manage foreign exchange risks, our measures may not adequately protect our business operations, financial conditions, results of operations and cash flows from the full effects of exchange rate fluctuations.

Government regulations and policies

We operate in an industry which is highly regulated and our operations, including manufacturing are subject to stringent laws and regulations. We are required to obtain and maintain a number of statutory and regulatory licenses, registrations, permits and approvals under central, state and local government rules in India, generally for carrying out our business and for our manufacturing facility, among other things, relating to occupational health and safety (including laws regulating the generation, storage, handling, use and transportation of waste materials, the emission and discharge of hazardous waste materials into soil, air or water, and the health and safety of employees) and mandatory certification requirements for our facilities and products. Our activities are subject to the environmental laws and regulations of India. For information regarding applicable health, safety and environmental laws and regulations, see "*Key Regulations and Policies*" on page 235. Hazardous waste, such as oil, waste enamel, waste thinner and empty oil and enamel containers, is handled in accordance with applicable environmental regulations and disposed of through authorized treatment facilities.

Our business and operations are subject to a number of approvals, licenses, registrations and permissions for construction and operation of our manufacturing facilities, warehouses, branch offices and regional offices, in addition to extensive government regulations for the protection of the environment and occupational health and safety. Further, our government approvals and licenses are subject to certain conditions, some of which are onerous and require us to make substantial compliance-related expenditure. For details, see "*Government and Other Approvals*" on page 387.

Competitive Landscape

We face significant competition in our business from other manufacturers and suppliers of magnet winding wires. The companies in magnet winding wires industry grapple with the diverse pace of innovations in product development. To keep up with innovations and competitions, companies have to continuously update their technology to compete in the market. Our competitors may possess wider product ranges, larger sales teams, greater intellectual property resources and broader appeal across various divisions. The magnet winding wire industry is characterized by intense competition, driven by the presence of established global and regional players, upcoming manufacturers, and a significant unorganized sector. (*Source: CARE Report*).

Further, many of our competitors may have competitive advantages, including greater brand recognition and greater access to financial, research and development, marketing, distribution and other resources and larger product offerings than us. Additionally, certain of our competitors may specialize in manufacturing winding wires within particular product verticals and hence, may be able to dedicate significantly larger resources towards developing and manufacturing technologically superior equipment than us and their brands may gain greater visibility within those product verticals. Our competitors may enter into business combinations or alliances that strengthen their competitive positions or prevent us from taking advantage by entering into such business combinations or alliances. Increasing competition may result in pricing pressures or decreasing profit margins or lost market share or failure to improve our market position, any of which could substantially harm our business and results of operations. We will be required to compete effectively with our existing and potential competitors, to maintain and grow our market share and in turn, our results of operations. Factors, such as the availability of our products, our competitiveness, manufacturing capabilities, technological advancement, brand recognition, the strength of our sales and distribution network, the quality and price of our goods and our after-sale service have an effect on our market share and our ability to win customers in competitive situations.

For further details in relation to the competition we face and our significant competitors, see "*Industry Overview*" and "*Our Business – Competition*" on pages 131 and 231, respectively.

Presentation of Restated Financial Statements

Our Restated Statement of Assets and Liabilities as on and for the nine month period ended December 31, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit and Loss Account (including other comprehensive income), the Restated Statement of Cash Flow, the Restated Statement of Changes in Equity, the Summary of Material Accounting Policies, and other explanatory information and other financial information, including the annexures, notes and schedules thereto, as listed in Annexure to this report, for the nine month period ended December 31, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022.

Critical Accounting Policies

Below is list of material accounting policy information applied by the Company in the preparation of its financial statements. Such accounting policies have been applied consistently to all the periods presented in these financial statements, unless otherwise indicated.

(a) Basis of Preparation

The Restated Financial Statements of the company comprises of the restated balance sheet as at December 31 2024, March 31, 2024, March 31 2023 and March 31, 2022, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity and the restated statement of cash flows for the period ended December 31, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the statement of significant accounting policies, and other explanatory information relating to such financial periods; (together referred to as 'Restated Financial Statements').

The Restated Financial Statements have been prepared on a going concern basis. The accounting policies are applied consistently to all the periods presented in the Restated Financial Statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires change in accounting policy hitherto in use.

The Restated Financial Statements has been prepared for inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India ('SEBI') in connection with proposed Initial Public Offering of its equity shares, in accordance with the requirements of:

- Section 26 of part I of Chapter III of the Act;
- relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, issued by the Securities and Exchange Board of India ('SEBI') as amended in pursuance of the Securities and Exchange Board of India Act, 1992; and
- Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICA"). There were no changes in accounting policies during the year / period of these financial statements There were no material amounts which have been adjusted for in arriving at profit of the respective periods; and there were no material adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited special purpose interim financial statements as at and for the period ended December 31 2024, March 31, 2024, March 31 2023 and March 31, 2022 and the requirements of the SEBI Regulations.

(b) Critical estimates and judgements

The preparation of financial statements in conformity with Ind AS, which requires management to make estimates, assumptions and exercise judgment in applying the accounting policies that affect the reported amount of assets, liabilities and disclosure of contingent liabilities at the date of financial statements and the reported amounts of income and expenses during the year.

The Management believes that these estimates are prudent and reasonable and are based upon the Management's best knowledge of current events and actions. Actual results could differ from these estimates and differences between actual results and estimates are recognised in the periods in which the results are known or materialised.

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

Useful lives of Property plant and equipment (PPE), investment property and Intangible assets Property, plant and equipment represent a significant proportion of the asset base of the Company. Depreciation is provided as per the Straight-Line Method over the estimated useful lives of assets. The Company depreciates its property, plant and equipment over the useful life in the manner prescribed in Schedule II to the Act. Refer note 1(II)(c), (d),(e) and (f).

Valuation of deferred tax assets / liabilities

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. Significant judgment is involved in arriving at the deferred tax assets and liabilities, which is based on the Company's current operations and projections for the future.

Defined benefit obligation

The cost of post-employment benefits is determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rate of return on assets, future salary increases and mortality rates. Due to the long term nature of these plans such estimates are subject to significant uncertainty. The assumptions used are disclosed in Note 30.

Fair value measurements of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including Discounted Cash Flow Model. The inputs to these models are taken from observable markets wherever possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risks, credit risks and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(c) Property plant and equipment

All items of Property, plant and equipment (other than freehold land) are stated at cost/deemed cost, less accumulated depreciation and accumulated impairment losses, if any. Freehold Land is carried at historical cost less any accumulated impairment losses. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Trial run expenses (net of revenue) are capitalised. Borrowing costs incurred during the period of construction are capitalised as part of cost of qualifying asset.

Items of property, plant and equipment that have been retired from active use and are held for disposal are stated at the lower of their net book value or net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss. Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets, which are carried at cost, are recognised in the Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the straight-line method based on useful life as estimated by the management and aligned to Schedule II to the Companies Act, 2013 in order to reflect the actual usage of assets. Depreciation on assets acquired under finance lease is spread over the lease period or useful life, whichever is shorter.

Asset Class	Useful life followed by the Company	Useful life as per Schedule II to the Companies Act,2013
Building	30/60 Years	30/60 Years
Electrical Installation	10 Years	10 Years
Plant & Machinery	10 to 25 Years	15 to 25 Years
Tools & Dies	3 to 15 Years	3 to 15 Years
Office Equipment	5 Years	5 Years
Computers End user Devices	3 to 6 Years	3 to 6 Years
Furniture & Fixtures	10 Years	10 Years
Vehicles	8 Years	8 Years

Assets not yet ready for intended use are recognised as capital work-in-progress.

(d) **Non-current assets classified as held for sale:**

Assets that are available for immediate sale and where the sale is highly probable of being completed within one year from the date of classification are considered and classified as assets held for sale. Assets classified as held for sale are measured at the lower of carrying amount or fair value less costs to sell. The determination of fair value less costs to sell includes use of management estimates and assumptions. The fair value of asset held for sale has been estimated using observable inputs such as price quotations. Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

(e) **Intangible Assets (including intangibles under development)**

Initial recognition and measurement

Intangible assets relating to product development are recorded at actual cost incurred on the development of products and are capitalised once the products receive approval from relevant authorities and the same are carried at cost less accumulated amortisation.

Subsequent measurement (amortisation and useful lives)

Intangible assets are amortised on a straight-line basis over their estimated useful lives. The amortisation period and the amortisation method are reviewed at least at the end of each Fiscal. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Software and implementation costs including users license fees of the Enterprise Resource Planning (ERP) system and other application software costs are amortised over a period of three years. The amortisation expense on intangible assets with finite life is recognised in the statement of profit and loss under the head Depreciation and amortization expense.

Derecognition

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

(f) Impairment of non-financial assets

The carrying amount of the non-financial assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal /external factors. An impairment loss is recognised, whenever the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. The recoverable amount of the assets (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its fair value less disposal cost and its value in use. Impairment loss is recognised in the statement of profit and loss. After impairment, depreciation / amortisation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognised impairment loss is reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation / amortisation, if there were no impairment.

(g) Investments and financial assets

Classification

The Company classifies its financial assets in the following measurement categories:

(i) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and

(ii) those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in statement of profit and loss or other comprehensive income. For investments in debt instruments, this will depend on the business model, in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Initial recognition and measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

However, trade receivables that do not contain a significant financing component are measured at transaction price.

Measurement of debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset.

There are three measurement categories into which the Company classifies its debt instruments:

(i) **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in statement of profit and loss, when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

(ii) **Fair value through other comprehensive income (FVTOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to statement of profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.

(iii) **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in statement of profit and loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Impairment of financial assets

The Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Company applies the simplified approach, permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

De-recognition of financial assets

A financial asset is derecognised only when

(i) The Company has transferred the rights to receive cash flows from the financial asset or,

(ii) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

(h) Cash and cash equivalents

Cash and cash equivalents for the purpose of the cash flow statement comprise of the cash on hand and at bank and current investments with an original maturity of three months or less. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

(i) Borrowings and other financial liabilities

Borrowings and other financial liabilities are initially recognised at fair value (net of transaction costs incurred). Difference between the fair value and the transaction proceeds on initial is recognised as an asset / liability based on the underlying reason for the difference. Subsequently all financial liabilities are measured at amortised cost using the effective interest rate method.

(j) Inventories

Inventories are stated at lower of cost and net realisable value. Cost is determined using the 'average cost' method. The cost of finished goods and work in progress comprises raw material, packing materials, direct labour, other direct costs and related production overheads. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

(k) Revenue recognition

Revenue from contracts with customers is recognised when the entity satisfies a performance obligation by transferring a promised good or service to customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. Amounts disclosed as revenue net of returns, trade allowances, rebates and discounts, goods and service tax and applicable taxes, which are collected on behalf of the government or on behalf of third parties.

i) Revenue from Sale of Goods

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer. The point-in-time is determined when the control of the goods or services is transferred which is determined based on when the significant risks and rewards of ownership are transferred to the customer. Apart from this, the Company also considers its present right to payment, the legal title to the goods, inco-terms the physical possession and the customer acceptance in determining the point in time where control has been transferred. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Company considers the effect of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer, if any

Contract balances

(i) Trade receivables: A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

(ii) Contract liabilities: A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration in form of advance (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs the obligation as per the contract

(iii) Export Incentives

Export incentive (government grant): Income from export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable assurance and conditions precedent to claim are fulfilled.

(iv) Other income

Interest income for all debt instruments is recognised using the effective interest rate method.

Other revenue is recognised when it is received or when the right to receive payment is established

(l) Employee Benefits

Provident fund: Contribution towards provident fund for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as "Defined Contribution Schemes", as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

Gratuity fund: The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial gains / losses arising on the measurement of defined benefit obligation are credited / charged to other comprehensive income.

Employees state insurance scheme: The Company makes contribution to state plans namely Employees State Insurance Scheme and has no further obligation beyond making the payment to them.

Compensated absences: Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses / gains are recognised in the statement of profit and loss in the year in which they arise.

Termination benefits: Termination benefits in the nature of voluntary retirement benefits are recognised in the statement of profit and loss, as and when incurred.

(m) Income taxes

Income tax expense comprises current tax expenses and net change in the deferred tax assets or liabilities during the year. Current and deferred taxes are recognised in the Statement of profit and loss, except when they relate to item that are recognised in Other comprehensive income or directly in Equity, in which case, the current and deferred tax are also recognised in Other comprehensive income or directly in Equity respectively.

(i) Current income tax

The current income tax includes income tax payable by the Company, computed in accordance with the tax laws applicable in the jurisdiction in which the Company operates. Advance tax and provision for current income tax are presented in the Balance sheet after offsetting the advance tax paid and income tax provision arising in the same jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

(ii) Deferred income tax

Deferred income tax is recognised using Balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of recognition.

Deferred tax assets are recognised to the extent that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow or part of deferred income tax assets to be utilised. At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously

(n) **Leases**

The Company's lease asset classes primarily consist of leases for Land and Buildings. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the

Company assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Company has substantially all economic benefits from use of the asset through out the period of the lease and

(iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("**ROU**") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. For these short term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made. A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(o) **Foreign currency transactions**

The functional and presentation currency of the Company is Indian rupee.

Transactions in foreign currency are recorded at exchange rate prevailing on the date of transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the Balance sheet date and exchange gain or loss arising on settlement and restatement are recognised in the Statement of Profit and Loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

(p) **Provisions, contingent liabilities and contingent assets**

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management estimate of the amount required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company.

Contingent assets are not recognised in the financial statements. However, it is disclosed only when an inflow of economic benefits is probable.

(q) Earnings per share

Basic earning per share is computed by dividing net profit after tax (excluding other comprehensive income) by the weighted average number of equity shares outstanding during the year.

Diluted earning per share is computed by dividing net profit after tax (excluding other comprehensive income) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of shares considered for deriving basic earning per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if

their conversion to equity shares would decrease the net profit per share.

Changes in Accounting Policies

There have been no changes in our accounting policies during the nine-month period ended December 31, 2024, and during the Fiscals 2024, 2023 and 2022.

Principal Components of Income and Expenditure

We report our income and expenditure in the following manner:

Our Income

Our total income consists of revenue from operations and other income.

Revenue from Operations

The components of our revenue from operations are: (i) sale of products both domestic and export; (ii) rendering of services which comprise of processing charges; and (iii) other operating revenue, which primarily consists of sale of scraps and income from RoDTEP (incentive scheme for export sales).

Set forth below is a breakdown of our revenue from operations, for the years/ period indicated, based on our Restated Financial Statements:

Revenue from operations	**Nine-month period ended December 31, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	(in ₹million)	**Percentage of total income (in%)**	**(in ₹million)**	**Percentage of total income (in%)**	**(in ₹million)**	**Percentage of total income (in%)**	**(in ₹million)**	**Percentage of total income (in%)**
Operating revenue								
(a) Sale of products								
-Domestic	8,492.66	59.79	7,559.52	54.67	5 ,245.79	49.99	4,565.33	52.44
- Export	4,586.95	32.29	4,863.35	35.17	4 ,110.36	39.17	3,094.16	35.54
(b) Rendering of services								
-Processing charges	210.49	1.48	405.97	2.94	320.09	3.05	378.28	4.35
Other operating revenue								
Sale of scrap	891.70	6.28	999.31	7.23	818.36	7.80	668.12	7.67
Income from RoDTEP	22.76	0.16	-	-	-	-	-	-
Total	**14,204.56**	**100.00**	**13,828.15**	**100.00**	**10,494.60**	**100.00**	**8,705.89**	**100.00**

Other Income

The key components of our other income are (i) interest on term deposits; (ii) exchange variation on foreign currency transactions; (iii) other interest income; (iv) interest on security deposit (over financial assets measured at amortised cost); (v) profit on sale of property, plant and equipment; (vi) provisions/liabilities no longer required now written back; and (vii) interest on income tax refund.

Set forth below is a breakdown of our other income, for the years/ period indicated, based on our Restated Financial Statements:

Other income	Nine-month period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹million)	% of total income	Amount (in ₹million)	% of total income (in%)	Amount (in ₹million)	% of total income (in%)	Amount (in ₹million)	% of total income (in%)
(a) Interest on term deposits	1.20	0.01	2.31	0.02	1.85	0.02	3.65	0.04
(b) Exchange variation on foreign currency transactions	52.99	0.37	47.44	0.34	49.27	0.47	38.10	0.43
(c) Other Interest Income	9.06	0.06	10.73	0.08	12.21	0.12	8.60	0.10
(d) Interest on security deposit (over financial assets measured at amortised cost)	1.10	0.01	1.31	0.01	1.18	0.01	-	-
(e) Profit on sale of property, plant and equipment	-	-	12.46	0.09	0.54	0.01	-	-
(f) Provisions/liabilities no longer required now written back	14.79	0.10	0.51	0.00	6.30	0.06	8.45	0.10
(g) Interest on Income tax refund	-	-	2.04	0.01	-	-	-	-
Total	**79.14**	**0.55**	**76.80**	**0.55**	**71.35**	**0.69**	**58.80**	**0.67**

Our Expenses

Our expenses comprise: (i) cost of raw materials and components consumed; (ii) changes in inventories of finished goods and work-in-progress; (iii) employee benefit expenses; (iv) finance costs; (v) depreciation and amortisation expenses; and (vi) other expenses.

Set out below is a breakdown of our total expenses, for the periods indicated, based on our Restated Financial Statements:

Total expenses	Nine-month period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹million)	% of total expenses	Amount (in ₹million)	% of total expenses	Amount (in ₹million)	% of total expenses	Amount (in ₹million)	%of total expenses
Cost of raw materials and components consumed	12,811.66	93.94	12,514.10	93.40	9,449.56	92.54	8,096.84	96.86
Changes in inventories of finished goods and work-in-progress	(190.61)	(1.40)	(195.87)	(1.46)	(79.45)	(0.78)	(500.49)	(5.99)
Employee benefits expense	322.86	2.37	337.29	2.52	238.27	2.33	277.67	3.32
Finance costs	201.47	1.48	175.70	1.31	133.74	1.31	87.33	1.04
Depreciation and amortisation expenses	105.30	0.77	109.54	0.82	81.91	0.80	60.19	0.72
Other expenses	387.14	2.84	458.01	3.42	387.22	3.79	337.75	4.04
Total	**13,637.82**	**100.00**	**13,398.77**	**100.00**	**10,211.25**	**100.00**	**8,359.29**	**100.00**

Cost of raw materials and components consumed

Cost of raw materials and components consumed primarily consists of the raw materials inventory of copper, aluminium, insulating materials like enamel, paper and packing material that we use in manufacturing of our products.

Changes in inventories of finished goods and work-in-progress

Changes in inventory of finished goods and work-in-progress is the difference between our opening stock and closing stock of inventory during a Fiscal.

Employees benefits expense

Employee benefits expenses primarily consist of salaries, wages and bonus and as well as contributions to provident and other funds, defined benefit plans, gratuity and staff welfare expenses.

Finance costs

Finance costs consist of (i) interest on term loans, (ii) interest on working capital facilities, (iii) interest on bill discounting and LC discounting, (iv) interest on lease liabilities, (v) bank charges and commission, and (vi) other interest costs such as interest on post shipment on exports.

Depreciation and amortisation expense

Depreciation and amortization expenses are primarily of depreciation on our property, plant and equipment, amortisation right of use assets and, amortisation of other intangible assets.

Other expenses

Other expenses, primarily consists of power and fuel, transportation expenses, general admin expenses, general selling and distribution expenses, repairs and maintenance, legal and professional fees, rent, rates and taxes, sales and promotion expenses, expected credit loss, CSR expenses, bank charges, factory expenses, insurance, auditor's remuneration, bad debts written off, provision for bad and doubtful debts, sundry balances written off, and loss on sale of property, plant and equipment.

Results of operations based on our Restated Financial Statements

The following table sets forth selected financial data from our restated statement of profit and loss for the nine-month period ended December 31, 2024, and for Fiscals 2024, 2023, and 2022, the components of which are expressed as a percentage of total income for such years:

Particulars	Nine-month period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	(₹in million)	% of total income	(₹in million)	% of total income	(₹in million)	% of total income	(₹in million)	% of total income
Revenue from operations	14,204.56	99.45%	13,828.15	99.45%	10,494.60	99.32%	8,705.89	99.33%
Other income	79.14	0.55%	76.80	0.55%	71.35	0.68%	58.80	0.67%
Total Income	**14,283.70**	**100.00%**	**13,904.95**	**100.00%**	**10,565.95**	**100.00%**	**8,764.69**	**100.00%**
Expenses:								
Cost of raw materials and components consumed	12,811.66	89.69%	12,514.10	90.00%	9,449.56	89.43%	8,096.84	92.38%
Changes in inventories of finished goods, and work-in progress	(190.61)	(1.33)%	(195.87)	(1.41)%	(79.45)	(0.75)%	(500.49)	(5.71)%
Employee benefits expense	322.86	2.26%	337.29	2.43%	238.27	2.26%	277.67	3.17%
Finance costs	201.47	1.41%	175.70	1.26%	133.74	1.27%	87.33	1.00%
Depreciation and amortisation Expenses	105.30	0.74%	109.54	0.79%	81.91	0.78%	60.19	0.69%
Other expenses	387.14	2.71%	458.01	3.29%	387.22	3.66%	337.75	3.85%
Total Expenses	**13,637.82**	**95.48%**	**13,398.77**	**96.36%**	**10,211.25**	**96.64%**	**8,359.29**	**95.37%**
Profit Before Tax (III-IV)	**645.88**	**4.52%**	**506.18**	**3.64%**	**354.70**	**3.36%**	**405.41**	**4.63%**
Tax Expense:								
Current Tax	165.49	1.16%	133.79	0.96%	84.72	0.80%	102.94	1.17%
Deferred Tax expense (credit)	(14.90)	(0.10)%	(1.10)	(0.01)%	3.85	0.04%	26.76	0.31%
Tax pertaining to earlier years	-	-	-	-	-	-	-	-
Total Tax Expenses	**150.59**	**1.05%**	**132.69**	**0.95%**	**88.57**	**0.84%**	**129.70**	**1.48%**
Profit for the period (V - VI)	**495.29**	**3.47%**	**373.50**	**2.69%**	**266.13**	**2.52%**	**275.70**	**3.15%**
Remeasurements gain/(loss) on defined benefit obligation	(4.62)	(0.03)%	(0.79)	(0.01)%	0.25	0.00%	1.93	0.02%
Tax impact on above	1.16	0.01%	0.20	0.00%	(0.06)	(0.00)%	(0.49)	(0.01)%

Particulars	Nine-month period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	(₹in million)	% of total income	(₹in million)	% of total income	(₹in million)	% of total income	(₹in million)	% of total income
Other comprehensive income for The Year, Net of Income Tax	**(3.46)**	**(0.02)%**	**(0.59)**	**0.00%**	**0.19**	**0.00%**	**1.44**	**0.02%**
Total comprehensive income for the period (net of taxes) (VII + VIII)	**491.83**	**3.44%**	**372.91**	**2.68%**	**266.32**	**2.52%**	**277.14**	**3.16%**
Earnings per Equity Share								
Basic earnings per share (₹)	8.72	0.06%	6.57	0.05%	4.68	0.04%	4.85	0.06%
Diluted earnings per share (₹)	8.72	0.06%	6.57	0.05%	4.68	0.04%	4.85	0.06%

Nine-month period ended December 31, 2024

Total income

Our total income for the nine-month period ended December 31, 2024, was ₹14,283.70 million and comprised revenue from operations and other income.

Revenue from operations

Our revenue from operations were ₹14,204.56 million for the nine-month period ended December 31, 2024, and primarily comprised of sale of products of ₹13,079.61 million (included domestic sales of ₹8,492.66 million and export sales of ₹4,586.95 million), processing charges of ₹210.49 million and other operating revenue including sale of scraps of ₹891.70 million and income from RoDTEP of ₹22.76 million.

Other income

Our other income was ₹79.14 million which primarily comprised of interest on term deposits of ₹1.20 million, exchange variation of foreign currency transactions of ₹52.99 million, other interest income of ₹9.06 million, interest on security deposits (over financial assets at amortised cost) of ₹1.10 million and other non-operating income including provisions/liabilities written back of ₹14.79 million.

Expenses

Our total expenses were ₹13,637.82 million for the nine-month period ended December 31, 2024. This was primarily attributable to the following:

Cost of raw materials and components consumed

Cost of raw materials and components consumed was ₹12,811.66 million for the nine-month period ended December 31, 2024 comprised of raw material inventory at the beginning of the year ₹391.06 million, purchases during the year of ₹12,868.74 million. This was partially set off by closing stock of raw material inventory at the end of the year ₹448.14 million.

Changes in inventories of finished goods and work-in-progress

Changes in inventories of finished goods and work-in-progress was ₹(190.61) million for the nine-month period ended December 31, 2024, primarily comprised of expenses of closing stock of finished goods of ₹833.24 million, work-in-progress of ₹295.24 million and opening stock of finished goods of ₹767.99 million and work-in-progress of ₹169.88 million.

Employee benefits expense

Our employee benefit expenses were ₹322.86 million for the nine-month period ended December 31, 2024, which primarily comprised of expenses of salaries, wages and bonus of ₹306.99 million, contribution to provident and other funds of ₹8.84 million, and staff welfare expenses of ₹7.03 million.

Finance costs

Our finance cost was ₹201.47 million as for the nine-month period ended December 31, 2024, which primarily comprised of interest expenses on working capital facilities of ₹59.98 million and interest on bill discounting of ₹114.61 million.

Depreciation and amortization expenses

Our depreciation and amortization expenses were ₹105.30 million for the nine-month period ended December 31, 2024.

Other expenses

Our other expenses were ₹387.14 million for the nine-month period ended December 31, 2024, which primarily comprised of transportation expenses of ₹74.06 million, power and fuel expenses of ₹166.98 million, general admin expenses of ₹63.52 million, legal and professional of ₹15.50 million, general selling and distribution expenses of ₹15.58 million, sales and promotion expenses of ₹17.12 million, insurance charges of ₹2.73 million and repairs and maintenance of ₹11.97 million, among others.

Tax Expenses

Total income tax expense was ₹150.59 million for nine-month period ended December 31, 2024, which comprised of current tax of ₹165.49 million and deferred tax of ₹(14.90) million.

Restated profit for the period

Due to the factors discussed above our restated profit for the period was ₹495.29 million.

Our EBIDTA for the period was ₹873.51 million in the nine-month period ended December 31, 2024.

Fiscal 2024 compared to Fiscal 2023

Total income

Our total income increased by 31.60 % to ₹13,904.95 million for Fiscal 2024 from ₹10,565.95 million for Fiscal 2023, primarily due to reasons discussed below.

Revenue from operations

Our revenue from operations increased by 31.76 % to ₹13,828.15 million for Fiscal 2024 from ₹10,494.60 million for Fiscal 2023 primarily on account of the increase in volume and metal prices in Fiscal 2024. Our exports registered a 18.32% growth in Fiscal 2024 as compared to Fiscal 2023.

Our revenue from (i) special magnet winding wires is significantly influenced by increased government spending on the expansion and modernization of power transmission and distribution infrastructure in India. In particular, the development of renewable energy projects across the country has accelerated investments in interstate transmission systems, which are essential for the efficient transfer of renewable power from generation sites to consumption centers. This, in turn, drives demand for specialized magnet winding wires used in large transformers, HVDC systems, and other high-capacity equipment, thereby contributing to the growth of our special magnet winding wires category; and (ii) standard magnet winding wires is significantly linked to the growth in the fast-moving electrical goods sector in India for products like air conditioners, fans etc.

Sale of products increased by 32.78% to ₹12,422.87 million for Fiscal 2024 from ₹9,356.15 million for Fiscal 2023. The increase in revenue from operations was also due to an increase in income from processing charges relating to job work activities by 26.83% to ₹405.97 million in Fiscal 2024 from ₹320.09 million in Fiscal 2023.

Other income

Other income marginally increased by 7.64 % to ₹76.80 million for Fiscal 2024 from ₹71.35 million for Fiscal 2023. The increase was primarily due to an increase in the profit on sale of property, plant and equipment to ₹12.46 million in Fiscal 2024 from ₹0.54 million in Fiscal 2023, primarily on account of sale of our properties being used as Company guest houses. Additionally, the increase was also attributed to the interest on income tax refund. Interest on income tax refund increased to ₹2.04 million in Fiscal 2024 from ₹0 in Fiscal 2023, which was attributable to receipt of income tax refund amount pertaining to assessment year 2014-15.

Expenses

Total expenses

Total expenses increased by 31.37% to ₹13,398.77 million in Fiscal 2024 from ₹10,211.25 million in Fiscal 2023 primarily due to increase in cost of raw materials and components consumed to ₹12,514.10 million in Fiscal 2024 from ₹9,449.56 million in Fiscal 2023, increase in employee benefit expenses to ₹337.29 in Fiscal 2024 from ₹238.27 million in Fiscal 2023, increase in finance costs to ₹175.70 million in Fiscal 2024 from ₹133.74 million in Fiscal 2023.

Cost of raw materials and components consumed

Cost of raw materials and components consumed increased by 32.43 % to ₹12,514.10 million for Fiscal 2024 from ₹9,449.56 million for Fiscal 2023 primarily due to increase in metal prices and volume. As a percentage of revenue from operations, our cost of raw materials and components consumed marginally increased from 90.04% in Fiscal 2023 to 90.50% in Fiscal 2024.

Changes in inventories of finished goods and work-in-progress

During Fiscal 2024 the change in inventory was ₹(195.87) million and Fiscal 2023 the change in inventory was ₹(79.45) million, which reflects our increase in closing stock over the opening stock of work-in-progress and finished goods in Fiscal 2024 more than in Fiscal 2023, primarily on account of increase in sales in Fiscal 2024.

Employee benefits expense

Employee benefits expenses increased by 41.56 % to ₹337.29 million for Fiscal 2024 from ₹238.27 million for Fiscal 2023. Increase in employee benefits expense primarily reflected increase in salaries, wages and bonus to ₹320.76 million for Fiscal 2024 from ₹220.20 million for Fiscal 2023, primarily on account of an increase in the number of employees from 161 in Fiscal 2023 to 168 in Fiscal 2024, and incentives and annual increments in salaries.

Finance costs

Our finance costs increased by 31.37% to ₹175.70 million for Fiscal 2024 from ₹133.74 million for Fiscal 2023, primarily reflecting increase in interest on working capital facilities to ₹68.12 million in Fiscal 2024 from ₹43.70 million in Fiscal 2023 on account of additional working capital requirements to fund the 32.78% growth in sales, and increase in interest on bill discounting to ₹78.50 million in Fiscal 2024 from ₹65.39 million in Fiscal 2023 due to new bill discounting facilities availed from banks to discount invoices of customers availing open credit terms.

Depreciation and amortisation expenses

Depreciation and amortisation expenses for Fiscal 2024 comprised depreciation of property, plant and equipment of ₹83.50 million, amortisation of right to use assets of ₹21.99 million and amortisation of intangible assets of ₹4.05 million. Further, the depreciation and amortisation expense for Fiscal 2023 comprised depreciation of property, plant and equipment of ₹58.72 million, amortisation of right to use assets of ₹20.46 million and amortisation of intangible assets of ₹2.73 million. Depreciation and amortisation expense increased by 33.73% to ₹109.54 million for Fiscal 2024 from ₹81.91 million for Fiscal 2023 due to an increase in depreciation of property, plant and equipment by 42.20% to ₹83.50 million in Fiscal 2024 from ₹58.72 million in Fiscal 2023 and amortization of other intangible assets by 48.35% to ₹4.05 million in Fiscal 2024 from ₹2.73 million in Fiscal 2023.

Other expenses

Other expenses increased by 18.28% to ₹458.01 million for Fiscal 2024 from ₹387.22 million for Fiscal 2023, primarily as a result of increase in (i) power and fuel expenses to ₹197.53 million in Fiscal 2024 from ₹156.38 million in Fiscal 2023 on account of increase in overall production and sales of our Company; (ii) general admin expenses to ₹70.77 million in Fiscal 2024 from ₹56.41 million in Fiscal 2023 and (iii) rent, rates and taxes to ₹18.87 million in Fiscal 2024 from ₹5.22 million in Fiscal 2023, among others.

Tax expenses

Total tax expense increased by 49.81% to ₹132.69 million for Fiscal 2024 from ₹88.57 million for Fiscal 2023, primarily as a result of increase in profits arising from the increase in overall sales for Fiscal 2024.

Current tax was ₹133.79 million in Fiscal 2024 compared to ₹84.72 million in Fiscal 2023 primarily on account of increase in profits arising from the increase in overall sales for Fiscal 2024. Deferred tax expense was ₹(1.10) million in Fiscal 2024 compared to ₹3.85 million in Fiscal 2023.

Profit for the year after tax

As a result of the foregoing, our profit for the year increased by 40.34% to ₹373.50 million for Fiscal 2024 from ₹266.13 million for Fiscal 2023.

Other comprehensive income

Other comprehensive income marginally decreased by 410.53% to ₹(0.59) million for the Fiscal 2024 from ₹0.19 million for the Fiscal 2023.

Total comprehensive income

For the various reasons discussed above, total comprehensive income increased by 40.02% to ₹372.91 million for the Fiscal 2024 from ₹266.32 million for Fiscal 2023.

Fiscal 2023 compared to Fiscal 2022

Total income

Our total income increased by 20.55% to ₹10,565.95 million for Fiscal 2023 from ₹8,764.69 million for Fiscal 2022, primarily due to an increase in revenue from operations to ₹10,494.60 million for Fiscal 2023 from ₹8,705.89 million for Fiscal 2022.

Revenue from operations

Revenue from operations increased by 20.55% to ₹10,494.60 million for Fiscal 2023 from ₹8,705.89 million for Fiscal 2022 primarily due to an increase in (i) volume of sale of products to ₹9,356.15 million in Fiscal 2023 from ₹7,659.49 million in Fiscal 2022 which comprised of increase in (a) volume of domestic sales to ₹5,245.79 million in Fiscal 2023 from ₹4,565.33 million in Fiscal 2022 on account of addition of new customers in standard round magnet wires business and higher quantities sold to existing customers in the special magnet winding wires category, and (b) volume of export sales to ₹4,110.36 million in Fiscal 2023 from ₹3,094.16 million in Fiscal 2022.

We also experienced an increase in income from scrap sales, which increased by 22.49% to ₹818.36 million in Fiscal 2023 from ₹668.12 million in Fiscal 2022, primarily on account of generation of higher scrap in Fiscal 2023. The higher scrap generated was attributable mainly to higher production in Fiscal 2023 as compared to Fiscal 2022.

Other income

Our other income increased by 21.34% to ₹71.35 million for Fiscal 2023 from ₹58.80 million for Fiscal 2022. The increase was primarily due to an increase in exchange variation in foreign currency transactions to ₹49.27 million in Fiscal 2023 from ₹38.10 million in Fiscal 2022 on account of hedging at favourable rates to our Company. In Fiscal 2023, interest incomes earned was ₹12.21 million, compared to ₹8.60 million in Fiscal 2022.

Expenses

Total Expenses

Total expenses increased by 22.15% to ₹10,211.25 million in Fiscal 2023 from ₹8,359.29 million in Fiscal 2022 primarily due to increase in cost of raw materials and components consumed to ₹9,449.56 million in Fiscal 2023 from ₹8,096.84 million in Fiscal 2022, increase in changes in inventories of finished goods and work-in-progress to ₹(79.45) million in Fiscal 2023 from ₹(500.49) million in Fiscal 2022, finance costs to ₹133.74 million in Fiscal 2023 from ₹87.33 million in Fiscal 2022, increase in other expenses to ₹387.22 million in Fiscal 2023 from ₹337.75 million in Fiscal 2022, among others.

Cost of raw materials and components consumed

Our cost of raw materials and components consumed increased by 16.71% to ₹9,449.56 million for Fiscal 2023 from ₹8,096.84 million for Fiscal 2022. Such increase was primarily due to increase in sales by 20.55% in Fiscal 2023.

Changes in inventories of finished goods and work-in-progress

During Fiscal 2023, the change in inventory was ₹(79.45) million and Fiscal 2022 the change in inventory was ₹(500.49) million, which reflects our decrease in closing stock i.e., traded goods work-in-progress and finished goods which was offset by our increase in opening stock of traded goods, finished goods and work-in-progress, primarily due to increase in sales in Fiscal 2023.

Employee benefits expense

Employee benefits expense decreased by 14.19% to ₹238.27 million for Fiscal 2023 from ₹277.67 million for Fiscal 2022. Decrease in employee benefits expense primarily reflected decrease in salaries, wages and bonus to ₹220.20 million for Fiscal 2023 from ₹263.88 million for Fiscal 2022 primarily on account of reduction in incentives paid to employees. The contribution to provident and other fund increased to ₹11.07 million for Fiscal 2023 from ₹7.72 million for Fiscal 2023 and staff welfare expenses to ₹7.00 million for Fiscal 2024 from ₹6.07 million for Fiscal 2023.

Finance Costs

Finance costs increased by 53.14% to ₹133.74 million for Fiscal 2023 from ₹87.33 million for Fiscal 2022 primarily reflecting increase in interest on working capital facilities to ₹43.70 million in Fiscal 2024 from ₹34.02 million in Fiscal 2023 on account of increase in lease liabilities and increase in interest on bill discounting to ₹65.39 million in Fiscal 2024 from ₹41.36 million in Fiscal 2023.

Depreciation and Amortisation Expenses

Depreciation and amortisation expense for Fiscal 2023 comprised depreciation of property, plant and equipment of ₹58.72 million, amortisation on right to use assets of ₹20.46 million and amortisation of intangible assets of ₹2.73 million. Further, the depreciation and amortisation expense for Fiscal 2022 comprised depreciation of property, plant and equipment of ₹59.79 million, amortisation on right to use assets of ₹0.40 million and amortisation of intangible assets of ₹0. Depreciation and amortization expense increased by 36.09% to ₹81.91 million for Fiscal 2023 from ₹60.19 million for Fiscal 2022 due to an increase in amortisation of right to use assets by 100.00% to ₹20.46 million in Fiscal 2023 from ₹0 in Fiscal 2022 on account of lease accounting, amortisation of intangible assets by 582.50% to 2.73 million in Fiscal 2023 from ₹0.40 million in Fiscal 2022 which was offset by a marginal decrease in depreciation of property, plant and equipment by 1.79% to ₹58.72 million in Fiscal 2023 from ₹59.79 million in Fiscal 2022.

Other expenses

Other expenses increased by 14.65% to ₹387.22 million for Fiscal 2023 from ₹337.75 million for Fiscal 2022, primarily as a result of increase in (i) power and fuel expenses to ₹156.38 million in Fiscal 2023 from ₹128.96 million in Fiscal 2022; (ii) general admin expenses to ₹56.41 million in Fiscal 2023 from ₹45.12 million in Fiscal 2022 (iii) general selling and distribution expenses to ₹27.52 million in Fiscal 2023 from ₹18.84 million in Fiscal 2022 and (iv) repairs and maintenance charges to ₹15.92 million in Fiscal 2023 from ₹4.74 million in Fiscal 2022.

Income tax expense

Total income tax expense decreased to ₹88.57 million for Fiscal 2023 from ₹129.70 million for Fiscal 2022, primarily as a result of decrease in current tax to ₹84.72 million in Fiscal 2023 from 102.94 in Fiscal 2022 and deferred tax to ₹3.85 million in Fiscal 2023 from ₹26.76 million in Fiscal 2022.

Current tax was ₹84.72 million in Fiscal 2023 compared to ₹102.94 million in Fiscal 2022. Deferred tax expenses were ₹3.85 million in Fiscal 2023 compared to ₹26.76 million in Fiscal 2022.

Profit for the year after tax

As a result of the foregoing, our profit for the year marginally decreased by 3.47% to ₹266.13 million for Fiscal 2023 from ₹275.70 for Fiscal 2022.

Other comprehensive income

Other comprehensive income marginally decreased by 86.81% to ₹0.19 million for Fiscal 2023 from ₹1.44 million for Fiscal 2022.

Total comprehensive income

For the various reasons discussed above, total comprehensive income decreased by 3.90% to ₹266.32 million for Fiscal 2023 from ₹277.14 million for Fiscal 2022.

Liquidity and Capital Resources

Historically, our primary liquidity and capital requirements have been to fund our working capital, capital expenditure for business operations and enhancing our manufacturing capabilities. We have met these requirements through cash flows from operations and borrowings.

As at December 31, 2024, we had ₹25.58 million in cash and cash equivalents, ₹6.20 million in bank balances other than cash and cash equivalents and ₹0.98 million in other financial assets, in accordance with our Restated Financial Statements.

We believe that, after taking into account the expected cash to be generated from operations, our borrowings and the proceeds from the Offer, we will have sufficient liquidity for our present requirements and anticipated requirements for capital expenditure and working capital for the next 12 months.

Cash Flows

The table below summarises the statement of cash flows, as derived from our restated cash flow statements, for the periods indicated:

(in ₹million)

Particulars	Nine-month period ended on December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net cash generated from/ (used in) operating activities	103.42	(172.32)	620.89	(418.77)
Net cash from/ (used in) investing activities	(773.59)	(388.09)	(199.87)	(201.47)
Net cash from/ (used in) financing activities	539.53	674.32	(406.07)	517.50
Net increase/ (decrease) in cash and cash equivalents	(130.63)	113.93	14.95	(102.74)
Cash and cash equivalents at the end of the year	25.58	156.21*	42.28	27.15

** Includes the term loan drawn down in the escrow account, which was subsequently utilised for the Supa facility.*

Net Cash Flow from Operating Activities

Net cash generated from operating activities was ₹103.42 million in the nine-month period ended December 31, 2024. Our profit before tax was ₹645.88 million in the nine-month period ended December 31, 2024, which was primarily adjusted for non-cash/non-operating items such as depreciation and amortisation expense of ₹105.30 million, finance cost (including towards lease liabilities) of ₹195.00 million, interest income of ₹(2.30) million, foreign exchange gain of ₹(1.21) million, sundry balances written off of ₹(14.79) million, profit on sale of property, plant and equipment (net) of ₹0, among others. Our operating profit before working capital changes was ₹928.54 million in the nine-month period ended December 31, 2024. Adjustments for changes in working capital primarily comprised increase in trade payables of ₹74.33 million, increase in other current assets of ₹(234.60) million, increase in other current liabilities of ₹133.62 million, increase in inventories of ₹(247.67) million, increase in trade receivables of ₹(426.74) million. Cash generated from operations amounted to ₹255.55 million in the nine-month period ended December 31, 2024 and income tax paid (net of refunds) was ₹(152.14) million in the nine-month period ended December 31, 2024.

Net cash used in operating activities was ₹(172.32) million in Fiscal 2024. Our profit before tax was ₹506.19 million in Fiscal 2024, which was primarily adjusted for non-cash/non-operating items such as depreciation and amortisation expense of ₹109.54 million, finance cost (including towards lease liabilities) of ₹169.13 million, interest income of ₹(3.62) million, foreign exchange loss of ₹1.96 million, sundry balances written off of ₹(0.51) million, profit on sale of property, plant and equipment (net) of ₹(12.46) million, among others. Our operating profit before working capital changes was ₹784.06 million in Fiscal 2024. Adjustments for changes in working capital primarily comprised decrease in trade payables of ₹(15.65) million, increase in other current assets of ₹(69.48) million, decrease in other current liabilities of ₹(5.96) million, increase in inventories of ₹(234.53) million, increase in trade receivables of ₹(510.91) million. Cash used in operations amounted to ₹(50.21) million in Fiscal 2024 and income tax paid (net of refunds) was ₹(122.11) million in Fiscal 2024.

Net cash generated from operating activities was ₹620.89 million in Fiscal 2023. Our profit before tax was ₹354.70 million in Fiscal 2023, which was primarily adjusted for non-cash/non-operating items such as depreciation and amortisation expense of ₹81.91 million, finance cost (including towards lease liabilities) of ₹130.47 million, interest income of ₹(3.03), foreign exchange gain of ₹(0.19) million, sundry balances written off of ₹(6.30) million, profit on sale of property, plant and equipment (net) of ₹(0.54) million, among others. Our operating profit before working capital changes was ₹574.83 million in Fiscal 2023. Adjustments for changes in working capital primarily comprised decrease in trade payables of ₹(96.69) million, decrease in other current assets of ₹89.09 million, decrease in other current liabilities of ₹(9.46) million, increase in inventories of ₹(79.51) million, decrease in trade receivables of ₹195.61 million. Cash generated from operations amounted to ₹706.41 million in Fiscal 2023 and income tax paid (net of refunds) was ₹(85.52) million in Fiscal 2023.

Net cash used in operating activities was ₹(418.77) million in Fiscal 2022. Our profit before tax was ₹405.40 million in Fiscal 2022, which was primarily adjusted for non-cash/non-operating items such as depreciation and amortisation expense of ₹60.19 million, finance cost (including towards lease liabilities) of ₹87.33 million, interest income of ₹(12.25), foreign exchange gain of ₹(38.10) million, sundry balances written off of ₹8.46 million, loss on sale of property, plant and equipment (net) of ₹(2.26) million, among others. Our operating profit before working capital changes was ₹513.29 million in Fiscal 2022. Adjustments for changes in working capital primarily comprised decrease in trade payables of ₹(16.61) million, increase in other current assets of ₹(31.86) million, decrease in other current liabilities of ₹(30.71) million, increase in inventories of ₹(614.30) million, increase in trade receivables of ₹(184.39) million. Cash used in operations amounted to ₹(327.80) million in Fiscal 2022 and income tax paid (net of refunds) was ₹(90.97) million in Fiscal 2022.

Net Cash Flow from Investing Activities

Net cash used in investing activities was ₹(773.59) million in the nine-month period ended December 31, 2024 primarily comprising of purchase of property, plant & equipment and capital expenditure of ₹(695.11) million, sale of property, plant and equipment of ₹0, capital work-in-progress of ₹0, interest income of ₹1.96 million and capital advance of ₹(95.66) million.

Net cash used in investing activities was ₹(388.09) million in Fiscal 2024 primarily comprising of purchase of property, plant & equipment and capital expenditure of ₹(434.72) million, sale of property, plant and equipment of ₹55.75 million, capital work-in-progress of ₹0, interest income of ₹4.01 million and capital advance of ₹(17.60) million.

Net cash used in investing activities was ₹(199.87) million in Fiscal 2023 primarily comprising of purchase of property, plant & equipment and capital expenditure of ₹(184.51) million, sale of property, plant and equipment of ₹0.62 million, capital work-in-progress of ₹0, interest income of ₹4.00 million and capital advance of ₹(37.36) million.

Net cash used in investing activities was ₹(201.47) million in Fiscal 2022 primarily comprising of purchase of property, plant & equipment and capital expenditure of ₹(74.39) million, capital work-in-progress of ₹(94.45) million, interest income of ₹12.25 million and capital advance of ₹0.

Net Cash Flow from Financing Activities

Net cash generated from financing activities was ₹539.53 million in the nine-month period ended December 31, 2024 primarily comprising repayment of long term borrowings (net) of ₹(84.83) million, proceeds from long term borrowings of ₹578.58 million, proceeds of short-term borrowings (net) of ₹259.93 million, payment of lease liabilities of ₹(22.81) million and finance costs of ₹(191.34) million.

Net cash generated from in financing activities was ₹674.32 million in Fiscal 2024 primarily comprising repayment of long-term borrowings of ₹(52.47) million, proceeds from long term borrowings of ₹317.81 million, proceeds of short-term borrowings (net) of ₹599.20 million, payment of lease liabilities of ₹(28.93) million and finance costs of ₹(161.30) million.

Net cash used in financing activities was ₹(406.07) million in Fiscal 2023 primarily comprising repayment of long-term borrowings of ₹(32.14) million, proceeds from long term borrowings of ₹39.25 million, repayment of short-term borrowings (net) of ₹(266.14) million, payment of lease liabilities of ₹(27.18) million and finance costs of ₹(119.86) million.

Net cash generated from financing activities was ₹517.50 million in Fiscal 2022 primarily comprising repayment of long-term borrowings of ₹(70.79) million, proceeds from long term borrowings of ₹73.78 million, proceeds of short-term borrowings (net) of ₹601.22 million, payment of lease liabilities of ₹(9.94) million and finance costs of ₹(76.77) million.

Indebtedness

As at December 31, 2024, we had total borrowings of ₹2,821.77 million, comprising secured borrowings of ₹2,704.03 million and unsecured borrowings of ₹117.74 million in accordance with our Restated Financial Statements. Some of our financing agreements also include conditions and covenants that require us to obtain lender consents prior to carrying out certain activities and entering certain transactions. For further information on our agreements governing our outstanding indebtedness, see "*Financial Indebtedness*" on page 380.

Capital Expenditure

Our historical capital expenditure was mainly related to the purchase of property, plant and machinery. The primary sources of financing for our capital expenditure have been internal accruals, and borrowings. For the nine-month period ended December 31, 2024 and for Fiscals 2024, 2023 and 2022, our capital expenditure for property, plant and equipment was ₹695.11 million, ₹434.72 million, ₹184.51 million and ₹74.39 million, respectively as per the Restated Financial Statements.

Contingent Liabilities and Commitments

Details of our contingent liabilities and commitments as at December 31, 2024 based on our Restated Financial Statements, are set forth below:

(in ₹million)

Particulars	As at December 31, 2024
Contingent Liabilities	
Income tax demand under income tax appeal[1]	0.03
Tax deducted at source demands under Income Tax Act [2]	0.52
Open bank guarantees outstanding	34.92
Capital Commitments	
Estimated amount of contract remaining to be executed on capital account and not provided for (net of advances)	487.68
Total	**523.15**

Notes:

1. *A.Y. 2018-19 – The Income Tax Department has raised a demand of ₹0.03 million (out of which ₹6,030 has been deposited under protest) towards certain disallowances. The Company has filed an appeal against the said order with CIT(A), and the same is pending.*
2. *Intimation with demand received for defaults and PAN errors identified in the regular statements filed for Q4 Fiscal 2024 for form 24Q and processed by ITD under section 200A/ 206CB.*

For further information, see "*Restated Financial Statements – Notes to Restated Financial Statements - Note 39 of Annexure V*" on page 340.

Off-Balance Sheet Commitments and Arrangements

Other than forward contracts, we do not have any off-balance sheet arrangements, derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

Related Party Transactions

We have engaged in the past, and may engage in the future, in transactions with related parties. For details of our related party transactions, see "*Summary of the Offer Document – Related Party Transactions*" on page 26.

Non-GAAP Measures – EBITDA (excluding other income) and Adjusted EBITDA

EBITDA, EBITDA Margin, Net debt, Return on Capital Employed, Return on Equity, and other non- GAAP measures, (together, "**Non-GAAP Measures**"), presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, such Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Selected Statement of Assets and Liabilities

The following table shows selected financial data derived from our summary statement of assets and liabilities as of the dates indicated, based on our Restated Financial Statements:

(₹in million)

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Total non-current assets (A)	2,234.85	1,552.39	1,227.60	1,195.55
Total current assets (B)	4,037.16	3,274.69	2,364.16	2,588.42
Total assets (A+B=C)	**6,272.01**	**4,827.08**	**3,591.76**	**3,783.97**
Total equity (D)	2,801.29	2,309.46	1,936.55	1,670.23
Total liabilities (E)	3,470.72	2,517.62	1,655.21	2,133.74
Total equity and liabilities (D+E = F)	**6,272.01**	**4,827.08**	**3,591.76**	**3,783.97**

Quantitative and Qualitative Disclosures about Market Risk

Our Board of Directors has overall responsibility for the establishment and oversight of our risk management framework. The Senior Management has developed and monitors our risk management policies. The Senior Management reports regularly to our Board of Directors on its activities. Our risk management policies are established to identify and analyse the risks faced by us, to set appropriate risk limits and controls and to monitor risks and adherence to limits. We regularly review our risk management policies and systems to reflect changes in market conditions and our activities.

We are exposed to market risk, credit risk and liquidity risk, among others. Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long-term debt. We are exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of our investments. Thus, our exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency.

Credit risk is the risk of financial loss to our Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from our receivables from customers. Our exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate. The company mainly deal with customers who are leading players in the industry and have strong credit worthiness. A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which Company operates and other macro-economic factors. Credit quality of a customer is assessed based on its credit worthiness and historical dealings with the Company, market intelligence and goodwill. Outstanding customer receivables are regularly monitored. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables and other receivables.

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Financial instruments affected by market risk include borrowings and investments. Our principal financial liabilities comprise trade payables, borrowings and security deposits. The main purpose of these financial liabilities is to finance and support our operations. Our principal financial assets include investments, trade receivables and cash and cash equivalents that derive directly from our operations.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's borrowing with floating interest rates. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

Segment Reporting

We operate in the single business segment of winding wires, there are no reportable segments of business as defined under Ind AS 108.

Known Trends and Uncertainties

Except as described in "*Our Business*" and "*Risk Factors*" on pages 208 and 30, respectively, there are no known trends or uncertainties which are expected to have a material adverse impact on our revenues from operations.

Unusual or Infrequent Events or Transactions

Other than as described in this section and in "*Risk Factors*" and "*Our Business*" on pages 30 and 208 respectively, there have been no events or transactions which may be described as "unusual" or "infrequent".

Significant Economic Changes

Other than as described in this section and in "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on pages 30, 131 and 208 respectively, there have been no significant economic changes that materially affected or are likely to affect income from continuing operations.

Material Increases in Net Revenues and Sales

Material increases in our net revenues and sales are primarily due to the reasons described in "— *Results of Operations based on our Restated Financial Statements*" above on page 368.

Future Change in Relationships between Costs and Income

Other than as described in this section and the sections "*Risk Factors*" and "*Our Business*" on pages 30 and 208 respectively, there are no known factors which will have a material adverse impact on the future relationship between our costs and income.

New Product or Business Segments

Apart from the disclosures in "*Our Business*" on page 208, we currently have no plans to develop new products or establish new business segments that are expected to have a material impact on our business, results of operations or financial condition.

Supplier or Customer Concentration

We depend on certain of our customers for a significant portion of our revenue. In the nine-month period ended December 31, 2024 and during Fiscals 2024, 2023 and 2022, our top 10 customers accounted for 52.93%, 57.10%, 58.99% and 66.02%, respectively, of our total revenue from operations. For further information, see "*Risk Factors – Internal Risks – We depend on certain customers for a significant portion of our revenue from operations. Our top 10 customers contributed to 52.93%, 57.10%, 58.99% and 66.02% of our revenue from operations for the nine-month period ended December 31, 2024, and Fiscals 2024, 2023 and 2022, respectively. Any decrease in demand from such customers, the loss of such customers or our inability to diversify our customer base could have an adverse effect on our business, results of operations, financial condition and cash flows.*" on page 30.

We also depend on certain of our suppliers for a significant portion of our raw materials. In the nine-month period ended December 31, 2024 and during Fiscals 2024, 2023 and 2022, our top 10 suppliers accounted for 97.67%, 96.93%, 97.14% and 98.39% of our total cost of raw materials and components purchased, respectively. For further information, see "*Risk Factors-*

Internal Risks – Our business is dependent on suppliers to procure our raw materials (top 10 suppliers contributed to 97.67%, 96.93%, 97.14% and 98.39% of our total cost of raw materials and components purchased for the nine-month period ended December 31, 2024, and Fiscals 2024, 2023, and 2022, respectively). We have not entered into long-term agreements with these suppliers, and any loss of suppliers or interruptions in the timely delivery of raw materials or volatility in their prices could have an adverse impact on our business, financial condition, cash flows and results of operations." on page 32.

Competitive Conditions

For a description of the competitive conditions in which we operate, see "*Our Business — Competition*" on page 231. For further details, see "*Risk Factors — Internal Risk Factors — We operate in a competitive business environment. Failure to compete effectively against our competitors and new entrants to the industry may adversely affect our business, financial condition and results of operations*" on page 39.

Seasonality of Business

Our business is not seasonal in nature.

Recent Accounting Pronouncements

As at the date of this Draft Red Herring Prospectus, there are no recent accounting pronouncements which would have a material effect on our results of operations or financial condition.

Statutory Auditors' Qualifications or Observations

There are no auditor qualifications in the examination report that have not been given effect to in the Restated Financial Statements.

Significant Developments Since December 31, 2024

Other than as disclosed in this Draft Red Herring Prospectus, there have not been any circumstances since December 31, 2024 which materially and adversely affect or are likely to affect our business or profitability, the value of our assets, or our ability to pay our liabilities, for the next 12 months.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at December 31, 2024, on the basis of our Restated Financial Statements, and as adjusted for the Offer. This table should be read in conjunction with the sections "*Management's Discussion and Analysis of Financial Position and Results of Operations*", "*Financial Information*" and "*Risk Factors*" on pages 353, 279 and 30, respectively.

(₹ in million, except ratios)

Particulars	As at December 31, 2024	As adjusted for the proposed Offer[(1)]
Borrowings		
Current borrowings (I)	1,885.79	**[●]**
Non-current borrowings (including current maturity**) (II)	935.98	**[●]**
Total Borrowings (III = I + II)	**2,821.77**	**[●]**
Equity		
Equity Share capital (IV)*	56.82	**[●]**
Other Equity (VI)	2,744.47	**[●]**
Total equity (VII = IV + V + VI)	**2,801.29**	**[●]**
Total Capitalization (III+VII)	**5,623.06**	**[●]**
Total Borrowings / Total Equity (III/VII)	**1.01**	**[●]**
Non-current borrowings (including current maturity) / Total Equity (II/VII)	**0.33**	**[●]**

**Subsequent to nine months period ended December 31, 2024, pursuant to a resolution passed in extraordinary general meeting of the Company dated January 30, 2025, shareholders have approved the increase in the authorized share capital of the Company from ₹0.7 million to ₹400 million. Further, the Company in its extraordinary general meeting dated February 11, 2025, shareholders have approved split of each equity share having face value of ₹100 each into equity shares of face value of ₹5 each. Further, the Company in its extraordinary general meeting dated February 11, 2025, has approved the issuance of bonus shares in ratio 4:1 to the existing equity shareholders. The record date for the said purpose was February 10, 2025*

*** Current maturities of long-term borrowings are amounting to ₹ 98.76 million*

The above terms in the table shall carry the meaning as per Division II of Schedule III of the Companies Act, 2013

[(1)] To be updated upon finalization of the price at the time of prospectus.

FINANCIAL INDEBTEDNESS

Our Company has availed credit facilities in the ordinary course of business for the purposes of *inter alia*, working capital, purchase of vehicles and trucks and for other business requirements. These credit facilities include, *inter alia,* secured and unsecured facilities.

Our Board is empowered to borrow money in accordance with Sections 179 and 180 of the Companies Act and our Articles of Association. For details regarding the borrowing powers of our Board, see "*Our Management - Borrowing Powers*" on page 254.

The details of aggregate outstanding borrowings of our Company as on April 21, 2025 are set forth below:

(*₹in million*)

Category of Borrowing	Sanctioned Amount	Amount Outstanding as on April 21, 2025
Secured Borrowings		
Fund Based Borrowings		
Intraday facility	-	-
Term Loans	2,013.00	1,283.21
Cash Credit and Overdraft/Working Capital Demand Loan	1,600.00	1,254.56
Letter of Credit and Bill Discounting	1,450.00	908.78
Vehicle Loan	25.78	16.43
Total of fund-based borrowings (A)	**5,088.78**	**3,462.98**
Non-Fund Based Borrowings		
Bank Guarantee	40.00	28.92
Total of non-fund-based borrowings (B)	**40.00**	**28.92**
Non-Convertible Debentures (C)	-	-
Total Secured Borrowings (A+B+C)	**5,128.78**	**3,491.90**
Unsecured Borrowings		
Cash Credit and Overdraft/Working Capital Demand Loan	10.00	(3.01)
Letter of Credit and Bill Discounting	150.00	149.03
Intercompany Loan	-	-
Total Unsecured Borrowings (D)	**160.00**	**146.02**
Total Borrowings (A+B+C+D)	**5,288.78**	**3,637.92**

**As certified by Kirtane & Pandit LLP, Chartered Accountants, our Statutory Auditors, by way of their certificate dated May 22, 2025.*

For further details of our outstanding borrowings as on nine-month period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, see "*Restated Financial Statements*" on page 279.

In relation to the Offer, we have obtained the necessary consents from the lenders, required under the relevant loan documentation, for undertaking activities in relation to the Offer and in connection thereto.

Principal terms of the borrowings currently availed by us:

Brief details of the terms of our various borrowing arrangements are provided below and there may be similar/ additional terms, conditions and requirements under the borrowing arrangements entered into by us with our lenders:

1. ***Interest:*** The term loans and working capital facilities availed by our Company, typically have floating rates of interest linked to a base rate as specified by respective lenders with a spread for the fund-based facilities and commission for non-fund based facilities, which are subject to mutual discussions between the relevant lenders and us. Whereas the vehicle and truck loans availed by our Company typically have fixed rates of interest.

2. ***Penal Interest:*** The facilities availed by our Company contain certain provisions prescribing penalties, over and above the prescribed interest rates, for non-compliance of certain obligations by our Company, including delayed payment or default in repayment obligations. The additional interest is charged as per the terms of our loan agreements and sanction letters and is typically from 0.00% to 10% per annum.

3. ***Tenor:*** The tenor of the working capital facilities availed by our Company typically ranges for a period of 12 months and is subject to annual review and renewal by the relevant lender, whereas the term loan facilities availed by our Company typically range between 6 years to 10 years.

4. ***Security:*** The borrowings availed by us are secured by, *inter alia*, the following:

   (a) Pari-passu charge and hypothecation of moveable and immovable assets (present and future); mortgage on certain immovable properties (present and future); and

   (b) Personal guarantees provided by Promoters of our Company.

There may be additional requirements for creation of security under the various borrowing arrangements entered into by us.

5. ***Re-payment:*** The working capital facilities availed by us are typically repayable on demand or on their respective due dates within the maximum tenure. The term loans availed by us are typically repayable in structured instalments, as per the repayment schedule stipulated in the relevant loan documentation.

6. ***Pre-payment:*** Our working capital borrowing and term loan arrangements typically have pre-payment provisions which allow for prepayment of the outstanding amount, subject to the conditions specified in the borrowing arrangements and in certain cases stipulate pre-payment charges and/ or pre-payment penalties of up to 2% of the principle amount being prepaid or the sanction amount.

7. ***Restrictive Covenants:*** Certain of our borrowing arrangements provide for covenants restricting certain corporate actions, and we are required to take the prior approval of the lender before carrying out such activities. For instance, certain corporate actions for which we require the prior written consent from the relevant lender include:

   (a) effecting any change in ownership, control, management and constitution of our Company;

   (b) effecting any changes to the capital structure or shareholding pattern;

   (c) entering into any merger, de-merger, amalgamation, reorganisation or consolidation or formulating any scheme of reconstruction, arrangement or compromise with the creditors;

   (d) making any amendment to the constitutional documents;

   (e) diversification, modernisation or substantial expansion of any of its existing business, operations or project;

   (f) undertake any new project, implement any scheme of expansion or invest in any other entity or change the general nature of business;

   (g) declaring or paying dividend; or

   (h) dispose of the majority of our properties and assets.

8. ***Events of Default:*** The borrowing arrangements entered into by us with the lenders contain certain instances, occurrence of which may result into 'event of default', including:

   (a) failure or delay in making payment/repayment of any principal amount or interest on the relevant due dates;

   (b) failure to observe or comply with the terms and conditions, breach of ownership, management, financial or other covenants, breach of representations and warranties under the borrowing arrangements;

   (c) utilisation of the facilities or any part thereof for purposes other than as sanctioned by the lender;

   (d) change in ownership, management or control of our Company without prior consent of the lender;

   (e) any notice or action in relation to actual or threatened liquidation or dissolution or bankruptcy or insolvency against our Company;

   (f) any change or threat to change the general nature or scope of the business of our Company;

   (g) change in constitutional documents without prior consent of the lender, which is prejudicial to the interests of the lender;

   (h) failure to create security within the specified time period under the borrowing arrangements;

   (i) breach or default under any other agreement involving borrowing of money by our Company; and

   (j) any circumstance or event which would or is likely to prejudicially or have a material adverse effect in any manner the capacity of our Company to repay any loans or any part thereof.

   This is an indicative list and there may be additional instances that may amount to an event of default under the various borrowing arrangements entered into by us.

9. ***Consequences of events of default:*** In terms of our borrowing arrangements, as a consequence of occurrence of events of default, our lenders may:

   (a) demand immediate repayment and withdraw/cancel the undrawn facility suspend further access/drawdowns, either in whole or in part, of the facility;

   (b) impose penal interest;

   (c) invoke the personal guarantees;

   (d) enforce their security interest; and

   (e) disclose details of borrowings and default to regulators/third parties.

The above is an indicative list and there may be additional consequences of an event of default under the various borrowing arrangements entered into by us.

For further details on the principal terms of our borrowings, see "*Restated Financial Statements- Note 12 of Annexure V*" on page 312 and for further details on risks in relation to financial and other covenants required to be complied with in relation to our borrowings, see "*Risk Factors – We have incurred indebtedness and are subject to certain restrictive covenants under the terms of our financing agreements, which may limit our ability to seek additional financing or undertake certain business actions. Any inability to comply with repayment obligations and/or other covenants in our financing agreements could adversely affect our business and financial condition.*" on page 44.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*In terms of the SEBI ICDR Regulations, the Company is required to disclose the following pending litigation(s) involving itself, its Directors and its Promoters (together the "**Relevant Parties**" and each a "**Relevant Party**") in the Offer Documents:*

(i) *All outstanding criminal proceedings (including matters which are at the FIR stage even if no cognizance has been taken by any court and consolidated disclosure for matters which may be of identical nature such as matters under Section 138 of the Negotiable Instruments Act, 1881), including involving our Key Managerial Personnel and Senior Management;*

(ii) *All actions taken (including penalties and show cause notices) by statutory and/or regulatory authorities, including against Key Managerial Personnel and Senior Management;*

(iii) *All outstanding claims related to direct and indirect taxes, in a consolidated manner giving details of number of cases and total amount involved in such cases. If a tax matter involves an amount exceeding the threshold proposed in (a) below, in relation to each Relevant Party, a separate disclosure of such tax matter will be included; and*

(iv) *Other pending litigation/arbitration proceedings involving the Relevant Parties, in accordance with the policy of materiality defined by the Board and disclosed in the Offer Documents.*

Additionally, in terms of the SEBI ICDR Regulations, the Company is required to disclose: (a) any disciplinary action (including a penalty imposed) by SEBI or any of the stock exchanges against any of the Promoters in the five financial years preceding the date of the relevant Offer Document, including any outstanding action; and (b) outstanding litigation (including first information reports) involving any of the Group Companies, which may have a material impact on the Company, as applicable.

Further, for the purposes of determining outstanding material litigations as mentioned in points (iii) and 1 (iv) above:

a. *Any pending civil / arbitration/ tax proceedings involving the Relevant Parties, shall be considered 'material' for the purposes of disclosure in the Offer Documents, if:The monetary amount involved in such a proceeding exceeds, the lower of (i) 2% of the turnover of the Company as per the Restated Financial Statements for the preceding financial year; or (ii) 2% of the net worth of the Company as per the Restated Financial Statements as at the end of the preceding financial year, except in case the arithmetic value of net worth is negative; or (iii) 5% of the average of the absolute value of the profit/loss after tax as per the Restated Financial Statements for the preceding three financial years disclosed in the relevant Offer Documents (the "**Threshold**").;*

   2% of turnover, as per the Audited Financial Statements for Fiscal 2024 is ₹276.56 million, 2% of net worth, as per the Audited Financial Statements as at March 31, 2024, is ₹46.19 million and 5% of the average of absolute value of profit or loss after tax, as per the Audited Financial Statements for Fiscals 2024, 2023 and 2022 is ₹15.26 million. Accordingly, ₹15.26 million is to be considered as the materiality threshold for the purpose of (a) above.

b. *any such proceedings wherein a monetary liability is not determinable or quantifiable, or which does not fulfil the threshold as specified in (a) above for any other outstanding litigation or arbitration proceedings, involving the Relevant Parties, but the outcome of such a proceeding could have a material adverse effect on the financial position, business, operations, performance, prospects, or reputation of the Company, in the opinion of the Board; or;*

c. *the decision in such a proceeding is likely to affect the decision in similar proceedings, even though the amount involved in an individual proceeding does not exceed the Threshold.*

Any findings/observations of any inspections by SEBI or any other regulator within or outside India, involving the Relevant Party, which are material and which need to be disclosed or non-disclosure of which may have bearing on the investment decision in relation to the Offer shall be disclosed in the Offer Documents.

With respect to outstanding litigations involving the Group Companies, only such outstanding litigations shall be disclosed in the Offer Documents, that could have a material impact on the Company in the opinion of the Board. All Group Companies will identify in their certificates pending litigation involving such companies which are considered material by the respective Group Company. Having received details of such litigation from the Group Companies, the Company will determine which of such identified litigation may have a material impact on the Company.

It is clarified that for the purposes of disclosures in the Offer Documents, pre-litigation notices received by any Relevant Party from third parties (excluding those notices issued by statutory/regulatory/ governmental/ tax/ quasi-judicial authorities or notices threatening initiation of criminal action or first information reports), unless otherwise decided by the Board, shall not *be considered as an outstanding litigation until such time the Relevant Party as the case may be, are impleaded as a party in the proceeding before any judicial/arbitral forum or any governmental authority.*

Unless stated to the contrary, all terms defined in a particular litigation disclosure below are for that particular litigation only.

A. LITIGATION INVOLVING OUR COMPANY

Criminal proceedings by our Company

1. Our Company has filed two cases under Section 138 of the Negotiable Instruments Act, 1881 in relation to dishonour of cheques issued by its customers. The aggregate amount involved in these matters is 11.54 million. These matters are pending before various forums at various stages of adjudication.

Criminal proceedings against our Company

Nil

Other material proceedings by our Company

Nil

Other material proceedings against our Company

Nil

Actions by statutory or regulatory authorities against our Company

Nil

Tax proceedings involving our Company

Nature of case	Number of cases	Amount in dispute/demand (*₹in million*)*
Direct tax	0	0.00
Indirect tax	0	0.00
Total	0	0.00

**To the extent quantifiable.*

B. LITIGATION INVOLVING OUR DIRECTORS (EXCLUDING OUR PROMOTERS)

Criminal proceedings by our Directors

Nil

Criminal proceedings against our Directors

The State of Maharashtra through Government Labour Officer and Inspector has filed a case against ZF Steering Gear Limited ("**Respondent Company**") before the Civil Court, Sirur, on May 24, 2018, for violation under section 20(6) of the Payment of Wages Act, 1936. The name of Dinesh Hirachand Munot has been mentioned as one of the respondents in the case as a result of his position as whole-time director in the Respondent Company. Neither the Respondent Company, nor Dinesh Hirachand Munot have been served with a copy of the petition.

Other material proceedings by our Directors

1. In the year 2017, Dinesh Hirachand Munot (Claimant) along with certain other family members pledged certain equity shares ("**Pledged Shares**") with L&T Finance Limited ("**Respondent**") to secure a loan obtained by DM South India Hospitality Private Limited (where Dinesh Hirachand Munot is one of the shareholders). In the year 2019, L&T Finance Limited sold the Pledged Shares and appropriated the proceeds towards outstanding loans. Aggrieved by this Claimant initiated arbitral proceedings against the Respondent on grounds of illegal sale of pledged shares praying for grant of damages to the tune of ₹1,310 million for loss suffered. The arbitral tribunal passed an order in favour of Claimant holding that the actions of the Respondent were bad in law, however, did not pass any order for payment of damages. Aggrieved by the order of the arbitral tribunal, the Claimant filed a petition under section 34 of the Arbitration and Conciliation Act, 1996, before the Delhi High Court, to set aside the arbitral award. The matter is currently pending.

Other material proceedings against our Directors

Nil

Actions by statutory or regulatory authorities against our Directors

Nil

Tax proceedings involving our Directors

Nature of case	Number of cases	Amount in dispute/demand (₹*in million*)*
Direct tax	3	3.48
Indirect tax	0	0.00
Total	**3**	**3.48**

**To the extent quantifiable.*

C. LITIGATION INVOLVING OUR PROMOTERS

Criminal proceedings by our Promoters

1. Our Promoter, Kushal Subbayya Hegde ("**Complainant**"), filed criminal complaint no. 57 of 2015, against one Laxman Eknath Dodke ("**Accused**") on February 26, 2015, before the Court of Judicial Magistrate First Class, Pune, alleging *inter alia* criminal trespass on the piece and parcel of land on survey no. 86 situated at Mouje warje, Pune, Maharashtra. The Complainant prayed for (i) the case to be sent for investigation under section 156(3) of the Criminal Procedure Code, 1973; (ii) due process be issued against the Accused under section 426, 427, 447, 504 and 506(2) of the Indian Penal Code, 1860; and (iii) any other just and equitable orders be passed. The matter is currently pending.

Criminal proceedings against our Promoters

Nil

Other material proceedings by our Promoters

Kushal Subbayya Hegde ("**Plaintiff**") has filed civil suit before the Court of Civil Judge Senior Division, Pune against Laxman Dodke. ("**Defendant**") for removal of encroachment, possession, and permanent injunction regarding a 4-acre property bearing Survey No. 86, Hissa No. 1, situated at Mouje Warje, Pune. The Plaintiff had claimed ownership of the property basis the Sale Deed dated January 20, 1984, and has also claimed that after the purchase, the plaintiff recorded his name in the 7/12 Extract, installed barbed wire fencing around the property, affixed a board displaying his ownership and obtained a demarcation certificate on May 21, 2004. The Plaintiff has alleged that beginning January 30, 2014, the Defendant encroached upon approximately 1 acre of land, damaged the barbed wire fencing, used a JCB machine to dig and level land and created an unauthorized road through the property. The Defendant has denied all allegations, challenging the property's valuation and highlighting discrepancies between boundaries described in the plaint and the Plaintiff's sale deed. The suit is valued at₹ 5,00,00,000/. As on date, the Plaintiff has completed presenting evidence, and the case awaits the Defendant's evidence. The case is presently pending at Court of Civil Judge Senior Division, Pune.

Other material proceedings against our Promoters

Nil

Actions by statutory or regulatory authorities against our Promoters

Nil

Disciplinary actions including penalties imposed by SEBI or a stock exchange in the last five Fiscals

Nil

Tax proceedings involving our Promoters

Nature of case	Number of cases	Amount in dispute/demand *(₹in million)**
Direct tax	2	2.78
Indirect tax	0	0.00
Total	**2**	**2.78**

**To the extent quantifiable*

D. LITIGATION INVOLVING OUR KEY MANAGERIAL PERSONNEL (EXCLUDING OUR EXECUTIVE DIRECTORS)

1. *Criminal proceedings by our Key Managerial Personnel*

Nil

2. *Criminal proceedings against our Key Managerial Personnel*

Nil

3. *Actions by statutory or regulatory authorities against our Key Managerial Personnel*

Nil

E. LITIGATION INVOLVING OUR SENIOR MANAGEMENT (EXCLUDING OUR KEY MANAGERIAL PERSONNEL)

(i) Criminal proceedings by our Senior Management

Nil

(ii) Criminal proceedings against our Senior Management

Nil

(iii) Actions by statutory or regulatory authorities against our Senior Management

Nil

F. LITIGATION INVOLVING OUR GROUP COMPANY WHICH MAY HAVE A MATERIAL IMPACT ON OUR COMPANY

Litigation involving our Group Company

Nil

G. OUTSTANDING DUES TO CREDITORS

In accordance with the Materiality Policy, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹7.90 million, being 5% of the trade payables of our Company as on December 31, 2024 ("**Material Creditor**") as per the Restated Financial Statements.

As of December 31, 2024, outstanding dues to micro, small and medium enterprises and other creditors is as follows*:

Sr. No.	Type of creditor	No. of creditors	Amount involved (₹in million)^
1.	Dues to micro, small and medium enterprises**	**103**	**40.16**
2.	Dues to Material Creditors	**3**	**92.25**
3.	Dues to other creditors	**131**	**25.64**
	Total	**237**	**158.05**

** As certified by Kirtane & Pandit LLP, Chartered Accountants, our Statutory Auditors, by way of their certificate dated May 22, 2025.*
***As defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*
^ The amount presented reflects only trade payables amounting to ₹158.05 and does not include the full balance of creditors as reported in the balance sheet amounting to ₹243.24. The difference arises primarily due to exclusion of accrued expenses amounting to ₹85.19 million.

As on December 31, 2024, there are no Material Creditors to whom our Company has outstanding overdue. The details pertaining to outstanding dues to Material Creditors, along with the name and amounts involved for each such Material Creditor, are available on the website of our Company at https://kshinternational.com/investor-relations/financial-statements/.

H. MATERIAL DEVELOPMENTS

Except as disclosed in "*Management's Discussion & Analysis of Financial Condition and Results of Operations– Significant Developments Since December 31, 2024*" on page 378, there have been no material developments, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, any circumstances, which materially and adversely affect, or are likely to affect our trading or profitability of our Company or the value of our assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

*We have set out below a list of approvals, consents, licences, registrations, and permissions required to be obtained by our Company from various governmental and regulatory authorities which are considered material and necessary for the purpose of undertaking our business activities and operations ("**Material Approvals**"). In view of the Material Approvals listed below, our Company can undertake this Offer and its business activities and operations, as applicable. In addition, certain Material Approvals of our Company may have lapsed or expired or may lapse in their ordinary course of business, from time to time, and our Company has either already made applications to the appropriate authorities for renewal of such Material Approvals or is in the process of making such renewal applications in accordance with applicable law and requirements and procedures. Unless otherwise stated, Material Approvals as set out below, are valid as on date of this Draft Red Herring Prospectus.*

We have also disclosed below (i) the Material Approvals for which fresh applications/renewal applications have been made by our Company; and (ii) the Material Approvals for which fresh applications/renewal applications are yet to be made by our Company. For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "Risk Factors - If we fail to comply with the applicable regulations and rules prescribed by the Government of India and the relevant statutory or regulatory bodies or fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required for our business, our results of operations and cash flows may be adversely affected".

For details in connection with the applicable regulatory and legal framework within which our Company operates, see "Key Regulations and Policies in India" on page 235.

A. Approvals in relation to the Offer

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 392.

B. Approvals in relation to the incorporation of our Company

For details of the incorporation of our Company, see "*History and Certain Corporate Matters – Brief history of our Company*" on page 240.

C. Material approvals in relation to our Company

I. Material labour/employment related approvals

1. Registration certificate under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 issued by the Employees' Provident Fund Organisation*.

2. Registration under the Employees' State Insurance Act, 1948, issued by the Sub-Regional Office, Employees' State Insurance Corporation.

3. Registration certificate issued by the Office of the Deputy Commissioner of Labour, Pune, Maharashtra, under the Maharashtra Shop and Establishments (Regulation of Employment and Conditions of Service) Act, 2017.

II. Material tax related approvals

1. Permanent account number AAACB1897K issued by the Income Tax Department, Government of India under the Income Tax Act, 1961 ("**IT Act**").

2. Tax deduction and collection account number PNEK19400D, issued by the Income Tax Department, Government of India*.

3. Tax deduction and collection account number MUMK12027B, issued by the Income Tax Department, Government of India*.

4. Goods and services tax registration certificate issued by the Government of India, bearing the GST identification number 27AAACB1897K1ZD.

5. Certificate of registration issued by Maharashtra Sales Tax Department under the Maharashtra State Tax on Professions, Trades, Callings and Employment Act, 1975*.

III. Material Approvals in relation to the business activities of our Company

1. Factory license and registration issued in relation to Unit 1, Unit 2 and Unit 3, by the Government of Maharashtra under the Factories Act, 1948*.

2. Consent to discharge effluents issued in relation to Unit 1, by the Maharashtra Prevention of Water Pollution Board under the Maharashtra Prevention of Water Pollution Act, 1969

3. Consent to establish issued in relation to Unit 2, Unit 3 and phase-I of our Supa Facility, by the Maharashtra Pollution Control Board issued under the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981.

4. Consent to operate issued in relation to Unit 1 and Unit 2, by the Maharashtra Pollution Control Board issued under the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981*.

5. Final no objection certificate issued in relation to Unit 1 and Unit 3, by the Maharashtra Industrial Development Corporation, under the Maharashtra Fire Prevention and Life Safety Measures Act, 2006*.

6. Provisional no objection certificate issued in relation to Unit 2, by the Pune Metropolitan Regional Development Authority, Pune, under the Maharashtra Fire Prevention and Life Safety Measures Act, 2006*. For details in relation to the risk involved pertaining to the provisional no objection certificate, please see, "*Risk Factors – If we fail to comply with the applicable regulations and rules prescribed by the Government of India and the relevant statutory or regulatory bodies or fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required for our business, our results of operations and cash flows may be adversely affected*" on page 38.

7. Provisional no objection certificate issued in relation to the Supa Facility, by the Maharashtra Industrial Development Corporation, under the Maharashtra Fire Prevention and Life Safety Measures Act, 2006***.** For details in relation to the risk involved pertaining to the provisional no objection certificate, please see, "*Risk Factors – If we fail to comply with the applicable regulations and rules prescribed by the Government of India and the relevant statutory or regulatory bodies or fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required for our business, our results of operations and cash flows may be adversely affected*" on page 38.

8. Importer-exporter code issued by the Office of the Joint Director General of Foreign Trade, Pune, Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India*.

9. Certificate bearing LEI code - 335800PAQ6PEJE25UZ18*.

10. Industrial entrepreneur memorandum registration certificate issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry*.

11. Certificate of registration issued by the Legal Metrology Organisation, Government of Maharashtra under the Legal Metrology (Packaged Commodities) Rules, 2011*.

12. License to operate diesel generator sets at our manufacturing facilities, issued by the Office of Electrical Inspector, Government of Maharashtra*.

13. Commencement building permission in relation to the Supa Facility issued by Deputy Engineer and Special Planning Authority, Maharashtra Industrial Development Corporation, Government of Maharashtra

**Our Company was converted from a private limited company to a public limited company, pursuant to a resolution passed by our Board on December 11, 2024 and a special resolution passed by our Shareholders on December 19, 2024, the name of our Company was changed to "KSH International Limited" and a fresh certificate of incorporation was issued by the Registrar of Companies, Central Processing Centre on January 20, 2025. Hence, certain of the regulatory approvals and licenses associated with our operations that are held by us still continue to bear our old name "KSH International Private Limited". We have initiated the process of getting the names in these regulatory approvals and licenses amended, and application/ intimations in furtherance of the same have been submitted for each approval to concerned authorities, as may be required.*

IV. Material Approvals or renewals applied for but not received

Except as disclosed below, there are no applications that have been made by our Company:

1. Environmental clearance to be issued in relation to the Supa Facility, by the State Environment Impact Assessment Authority, Maharashtra under the EIA Notification.

2. Consent to establish (expansion) to be issued in relation to the Supa Facility, by the Maharashtra Pollution Control Board under the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981.

Except as disclosed below, there are no renewal applications that have been made by our Company:

1. Consent to operate to be issued in relation to Unit 3, by the Maharashtra Pollution Control Board under the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981.

2. Certificate of enrolment issued by Maharashtra Sales Tax Department under the Maharashtra State Tax on Professions, Trades, Callings and Employment Act, 1975^.

^ *We currently have the certificate of enrolment issued by the Maharashtra Sales Tax Department under the old name of our Company i.e. "Bhandary Metal Extrusion Private Limited", we have applied for a revised certificate and have not yet received the same.*

V. Material Approvals for which fresh applications/renewal applications are yet to be made

There are no material approvals for which fresh applications/ renewal applications are yet to be made as on the date of this Draft Red Herring Prospectus.

D. Intellectual property related approvals

For details of the intellectual property held by us, see "*Our Business –Intellectual Property*" on page 232 and for risks associated with our intellectual property, see "*Risk Factors- We may be unable to adequately protect intellectual property that we use and may be subject to risk of infringement claims*" on page 53.

GROUP COMPANIES

As per the SEBI ICDR Regulations, the term 'group companies', for the purpose of identification and disclosure in the Offer Documents, shall include (i) such companies (other than promoter(s) and subsidiary(ies)) with which there were related party transactions during the period for which financial information is disclosed, as covered under the applicable accounting standards; and (ii) other companies as considered material by the board of directors of the issuer company.

With respect to (ii) above, our Board in its meeting held on May 17, 2025 adopted the Materiality Policy, pursuant to which all companies (and the companies categorized under (i) above) shall be considered 'material' and will be disclosed as Group Companies in the Offer Documents if such company is a member of the 'Promoter Group' of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations; and our Company has entered into one or more transactions with such company during the last completed Fiscal or relevant stub period, if applicable, for which Restated Financial Statements are being included, which individually or cumulatively in value exceeds 10% of the total revenue from operations of the Company for the last completed Fiscal or stub period, if applicable as per the Restated Financial Statements.

Based on the above, our Board has identified KSH Distriparks Private Limited and KSH Infra Park 4 Private Limited as our Group Companies.

In accordance with the SEBI ICDR Regulations, certain financial information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, ("**Certain Financial Information**") of the Group Companies, based on their respective audited financial statements for the preceding three financial years, shall be hosted on the website of our Company, as indicated below.

Our Company is providing link to the website solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information of the Group Companies and other information provided on such website do not constitute a part of this Draft Red Herring Prospectus and should not be relied upon or used as a basis for any investment decision. In accordance with the SEBI ICDR Regulations, details of Group Companies are set out below.

Details of the Group Companies

1. KSH Distriparks Private Limited

Registered office

The registered office of KSH Distriparks Private Limited is situated at A-18, A-18/1, Talegaon Floriculture and Industrial Park, MIDC Talegaon 410 507, Maharashtra, India.

Financial information

Certain Financial Information derived from the audited financial statements of KSH Distriparks Private Limited for the last three financial years applicable to it are available at https://kshinternational.com/investor-relations/group-companies/.

2. KSH Infra Park 4 Private Limited

Registered office

The registered office of KSH Infra Park 4 Private Limited is situated at 461/2 Tilak Road, Sadashiv Peth New English School, Pune 411 030 Maharashtra, India.

Financial information

Certain Financial Information derived from the audited financial statements of KSH Infra Park 4 Private Limited for the last three financial years applicable to it are available at https://kshinternational.com/investor-relations/group-companies/.

Litigation

Our Group Companies are not party to any litigation which may have material impact on our Company.

Common Pursuits

As on the date of this Draft Red Herring Prospectus, our Group Companies do not have any common pursuits between our Company and the Group Companies.

Related business transactions with our Group Companies) and significance on the financial performance of our Company

Other than disclosed in "*Summary of the Offer Document – Summary of Related Party Transactions*" and the "*Restated Financial Statements – Related Party Transactions"* on pages 26 and 329, there are no other related business transactions between our Group Companies and our Company which are significant to the financial performance of our Company.

Nature and extent of interest of our Group Companies

a) *Business Interests*

Except in the ordinary course of business and as disclosed in "*Summary of the Offer Document – Summary of Related Party Transactions*" and the "*Restated Financial Statements – Related Party Transactions*" on pages 26 and 329, our Group Companies have no business interests in our Company.

b) *In the promotion of our Company*

Our Group Companies do not have any interest in the promotion of our Company.

c) *In the properties acquired by our Company in the three years preceding this Draft Red Herring Prospectus or proposed to be acquired by us*

Our Group Companies are not interested, directly or indirectly, in the properties 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.

d) *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.

Other confirmations

As on the date of this Draft Red Herring Prospectus, none of our Group Companies have their debt or equity securities listed on any stock exchange in India or abroad or have made any public issue, rights issue or composite issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Red Herring Prospectus. Further, there are no conflicts of interest between the suppliers of raw materials and third-party service providers who are crucial for operations of our Company and the Group Companies and their directors. Further, there are no conflicts of interest between the lessor of the immovable properties who are crucial for operations of our Company and the Group Companies and their directors.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised pursuant to the resolution passed by our Board dated May 6, 2025, and the Fresh Issue has been authorized by a special resolution of our Shareholders dated May 6, 2025. Further, our Board has taken on record the consent and authorisation of the Promoter Selling Shareholders to participate in the Offer for Sale pursuant to a resolution dated May 6, 2025 and IPO Committee has taken on record further updated consents of the Promoter Selling Shareholders pursuant to its resolution dated May 22, 2025.

The Promoter Selling Shareholders have confirmed and approved their participation in the Offer for Sale in relation to the Offered Shares. For further details, see "*The Offer*" on page 68.

This Draft Red Herring Prospectus has been approved by our Board and our IPO Committee, pursuant to resolutions dated May 17, 2025, and May 22, 2025, respectively, for filing with SEBI and the Stock Exchanges.

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively.

Prohibition by SEBI, the RBI or other Governmental Authorities

Our Company, our Directors, our Promoters (including the Promoter Selling Shareholders) and the members of the Promoter Group are not prohibited from accessing the capital markets and have not been debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/court.

Each of the Promoter Selling Shareholders severally and not jointly confirm, that it is not prohibited from accessing the capital market or debarred from buying, selling, or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoter and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

None of our Company, Promoters or Directors have been declared as Wilful Defaulters or Fraudulent Borrowers.

None of our Promoters or Directors have been declared as Fugitive Economic Offenders.

There are no findings/observations of any of the inspections by SEBI or any other regulator which are material, and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Each of our Company, our Promoters, the members of the Promoter Group and each of the Promoter Selling Shareholders severally and not jointly, confirms that, as on the date of this Draft Red Herring Prospectus, it is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to them.

Directors associated with the securities market

None of our Directors are, in any manner, associated with the securities market. Further, there are no outstanding action(s) initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹30.00 million, calculated on a restated basis, in each of the preceding three full years (of 12 months each), *i.e.*, as at and for Fiscals 2024, 2023 and 2022, of which not more than 50% of the net tangible assets are held as monetary assets;

- Our Company has an average operating profit of at least ₹150.00 million, calculated on a restated basis, during the preceding three years (of 12 months each), *i.e.*, as at and for Fiscals 2024, 2023 and 2022, with operating profit in each of these preceding three years;

- Our Company has a net worth of at least ₹10.00 million in each of the preceding three full years (of 12 months each), *i.e.*, as at and for Fiscals 2024, 2023 and 2022, calculated on a restated basis; and

- Our Company has not changed its name in the last one year immediately preceding the date of filing of this Draft Red Herring Prospectus, other than the deletion of the word "private" from the name of our Company pursuant to conversion to a public limited company.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profits and net worth, derived from the Restated Financial Statements included in this Draft Red Herring Prospectus as at, and for Fiscals 2024, 2023 and 2022 are set forth below:

(*₹in million, unless otherwise stated*)

Particulars	**As at and for***		
	Fiscal 2024	**Fiscal 2023**	**Fiscal 2022**
Restated net tangible assets (A)[(1)]	2,296.25	1,919.29	1,670.13
Restated monetary assets (B) [(2)]	177.63	68.16	70.41
Restated monetary assets, as a percentage of Restated net tangible assets (in %) (C) = (B) / (A)*100	7.74%	3.55%	4.22%
Pre-tax operating profit/ (loss), as restated	605.08	417.09	433.93
Average operating profit/ (loss), as restated[(3)]			485.37
Net worth, as restated[(4)]	2,309.46	1,936.55	1,670.23

[*]*As certified by Kirtane & Pandit LLP, Chartered Accountants, our Statutory Auditors, by way of their certificate dated May 22, 2025.*

Notes:

(1) *"net tangible assets" mean the sum of all net assets of the Company, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38, as applicable, issued by the ICAI*

(2) *"monetary assets" is the aggregate of cash on hand and balance with banks.*

(3) *"operating Profit" has been calculated as "Profit Before Tax + Finance Cost – Other income"*

(4) *"net worth" means 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 audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation ".*

Our Company has operating profits in each of the Fiscals 2024, 2023 and 2022 in terms of our Restated Financial Statements, as indicated in the table above.

Each of the Promoter Selling Shareholders has severally and not jointly confirmed its compliance with Regulation 8 of the SEBI ICDR Regulations and approved its participation in the Offer for Sale in relation to its portion of the Offered Shares for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus

Further, our Company confirms that it eligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, fulfils requirements set out in Regulation 7(1) of the SEBI ICDR Regulations and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

The details of our compliance with Regulation 5 and Regulation 7(1) of the SEBI ICDR Regulations are as follows:

(a) none of our Company, our Promoters, members of our Promoter Group, our Directors or the Promoter Selling Shareholders are debarred from accessing the capital markets by SEBI.

(b) none of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by SEBI.

(c) none of our Company, our Promoters or Directors is a Wilful Defaulter or Fraudulent Borrower.

(d) neither our Promoters nor any of our Directors are a Fugitive Economic Offender.

(e) Other than the outstanding options issued under ESOP 2025, there are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus.

(f) our Company along with Registrar to the Offer has entered into tripartite agreements dated June 10, 2015 and January 15, 2025 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares.

(g) the Equity Shares of our Company held by the Promoters are in the dematerialised form.

(h) all the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares outstanding as on the date of filing of this Draft Red Herring Prospectus.

We confirm that there is no requirement to make firm arrangements of finance under Regulation 7(1)(e) the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through Fresh Issue and internal accruals as required under the SEBI ICDR Regulations.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which, the entire application money will be refunded forthwith. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, and our Company shall be liable to pay interest on the application money in accordance with applicable laws.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BRLMs, BEING NUVAMA WEALTH MANAGEMENT LIMITED AND ICICI SECURITIES LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND THE PROMOTER SELLING SHAREHOLDERS ARE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES FOR THE RESPECTIVE PORTION OF THE EQUITY SHARES BEING OFFERED BY THEM IN THE OFFER FOR SALE, THE BRLMs ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND EACH OF THE COMPANY AND EACH OF THE PROMOTER SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MAY 22, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLMs, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All applicable legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus and the Prospectus, as applicable, with the RoC in terms of the Companies Act.

Disclaimer from our Company, our Directors, the Promoter Selling Shareholders and the BRLMs

Our Company, the Directors, the Promoter Selling Shareholders and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website at www.kshinternational.com or the respective websites of our Group Company or of any of the Promoter Selling Shareholders, would be doing so at his or her own risk.

Each of the Promoter Selling Shareholders, severally and not jointly, is providing information in this Draft Red Herring Prospectus only in relation to itself as a selling shareholder and its respective portion of the Offered Shares, and each of the Promoter Selling Shareholders, including its directors, partners, affiliates, associates and officers, accepts and/or undertakes no responsibility for any statements made or undertakings provided, including without limitation, any statement made by or in relation to our Company or its business, other than those specifically undertaken or confirmed by it as a selling shareholder, in relation to itself and its portion of the Offered Shares in this Draft Red Herring Prospectus.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided in the Underwriting Agreement.

All information shall be made available by our Company, the Promoter Selling Shareholders (to the extent the information pertains to such Promoter Selling Shareholder and its portion of Offered Shares) and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholders, Underwriters and their respective directors, partners, designated partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Promoter Selling Shareholders, Underwriters and their respective directors, partners, designated partners, officers, agents, affiliates, employees and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, each of the Promoter Selling Shareholders and their respective group company, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoter Selling Shareholders and their respective group company, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra only.

This Offer is being made in India to persons resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to permission from RBI) or systemically important NBFCs or trusts under applicable trust law and who are authorised under their respective constitutions to hold and invest in equity shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds with minimum corpse of ₹250 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, and permitted Non-Residents including FPIs and Eligible NRIs, QIBs, AIFs, FVCIs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares offered in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares offered in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with the SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor the offer of the Offered Shares shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Promoter Selling Shareholders since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Eligibility, Selling and Transfer Restrictions

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

This Draft Red Herring Prospectus shall not constitute an offer to sell or an invitation to subscribe to or purchase Equity Shares offered in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer shall be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

The Equity Shares offered in the Offer have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares offered in the Offer are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act ("**Regulation S**").

Each purchaser of the Equity Shares in the Offer who does not receive a copy of the preliminary offering memorandum shall be deemed to represent and warrant to and agree with our Company, the Promoter Selling Shareholders and the Members of the Syndicate as follows:

- It was outside the United States (as defined in Regulation S) at the time the offer of the Equity Shares was made to it and it was outside the United States (as defined in Regulation S) when its buy order for the Equity Shares was originated.
- It did not purchase the Equity Shares as a result of any "directed selling efforts" (as defined in Regulation S).
- It bought the Equity Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to resell or otherwise transfer any of the Equity Shares, it agrees that it will not offer, sell or otherwise transfer the Equity Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration under the U.S. Securities Act.
- It will not sell or transfer any Equity Shares or any economic interest therein, including any offshore derivative instruments, such as participatory notes, issued against the Equity Shares, other than in accordance with applicable laws.
- If it acquired any of the Equity Shares as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and that it has full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account.
- If it acquired any of the Equity Shares for one or more managed accounts, that it was authorized in writing by each such managed account to subscribe to the Equity Shares for each managed account and to make (and it hereby makes) the representations, warranties, acknowledgements and agreements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.
- It agrees to indemnify and hold the Company, the Promoter Selling Shareholders and the Members of the Syndicate harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares.
- It acknowledges that our Company, the Promoter Selling Shareholders and the Members of the Syndicate and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Until the expiry of 40 days after the commencement of this Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in this Offer) may violate the registration requirements of the U.S. Securities Act.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off – shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer clause of BSE Limited

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer clause of National Stock Exchange of India Limited

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission to deal in and for an official quotation of the Equity Shares being offered and transferred in the Offer and [●] will be the Designated Stock Exchange, with which the Basis of Allotment will be finalised for the Offer.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/Offer Closing Date or such period as may be prescribed by SEBI.

The Company shall refund the money raised in the Offer, together with any interest on such money as required under applicable laws, to the Bidders if required to do so for any reason under applicable laws, including due to failure to obtain listing or trading approval or pursuant to any direction or order of SEBI or any other governmental authority. Each Promoter Selling Shareholder shall be, severally and not jointly, liable to refund money raised in the Offer, only to the extent of its Offered Shares, together with any interest on such amount as per applicable laws. Provided that the Promoter Selling Shareholders shall not be liable or responsible to pay such interest unless such delay is solely and directly attributable to an act or omission of such Promoter Selling Shareholder.

Each of the Promoter Selling Shareholders undertake to provide such reasonable assistance as may be requested by our Company, to the extent such assistance is required from it in relation to its Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by the SEBI. Any expense incurred by our Company on behalf of the Promoter Selling Shareholders with regard to interest on such refunds will be reimbursed by the Promoter Selling Shareholders in proportion to their respective Offered Shares.

Consents

Consents in writing of (a) each of the Promoter Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, legal counsel to our Company, the BRLMs, the Registrar to the Offer, bankers to our Company (wherever applicable), Independent Chartered Engineer, Industry Data Provider, in their respective capacities have been obtained; and consents in writing of (b) the Syndicate Members, Monitoring Agency, Sponsor Bank(s), Escrow Collection Bank(s), Public Offer Account Bank(s) and Refund Bank(s) to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents obtained under (a) have not be withdrawn as on the date of this Draft Red Herring Prospectus.

Experts

Except as stated below, our Company has not obtained any expert opinions in connection with this Draft Red Herring Prospectus:

Our Company has received the written consent dated May 22, 2025 from our Statutory Auditors, Kirtane & Pandit, LLP, Chartered Accountants, to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an “expert” as defined under section 2(38) of the Companies Act, 2013, to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated May 17, 2025 on the Restated Financial Statements; and (ii) the statement of special tax benefits available to the Company and its shareholders under the direct and indirect tax laws in India dated May 22, 2025, included in this Draft Red Herring Prospectus and (iii) any other certificates as may be required for the purposes of the Offer, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” and “consent” does not represent an “expert” or “consent” within the meaning under the U.S. Securities Act.

Our Company has received written consent dated May 22, 2025 from Lalit Muljibhai Sarvaiya, Chartered Engineer, to include their name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the chartered engineer in respect of information certified by them, as included in this Draft Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated May 22, 2025, from Kanj & Co. LLP, independent practicing company secretary, to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the certificate issued in their capacity as a practicing company secretary to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by our Company

Other than as disclosed in the section titled "*Capital Structure*" on page 83, our Company has not made any capital issuances in the three years preceding the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by our listed Group Companies/associates

As on date of this Draft Red Herring Prospectus, none of our Group Company are listed on any stock exchange. Further, our Company does not have any associates as on date of this Draft Red Herring Prospectus.

Particulars regarding public or rights issues during the last five years

Our Company has not made any rights issues or public issues (as defined under the SEBI ICDR Regulations) in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis Objects - Public/ rights issue of our Company

Our Company has not undertaken any public issues or rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis Objects – Last public/rights issue of our listed Subsidiaries/Promoters

Our Corporate Promoter is not listed. As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiary.

Stock Market Data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Commission, brokerage and selling commission paid on previous issues of the Equity Shares

Since this is the initial public offering of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by Securities Exchange Board of India

Our Company has not applied for or received any exemption from the SEBI from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

Price information of past issues handled by the BRLMs

A. Nuvama Wealth Management Limited

1. *Price information of past issues (during current financial year and two financial years preceding the current financial year) overseen by Nuvama Wealth Management Limited:*

Sr. No.	Issue name	Issue Size (₹million)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1	Ajax Engineering Limited	12,688.84	629.00$	February 17, 2025	576.00	-2.86% [-0.55%]	6.78% [8.97%]	NA
2	Laxmi Dental Limited	6,980.58	428.00	January 20, 2025	528.00	-18.04% [-1.44%]	-4.98% [1.92%]	NA
3	Senores Pharmaceuticals Limited	5,821.10	391.00	December 30, 2024	600.00	28.49% [-2.91%]	45.93% [-0.53%]	NA
4	Carraro India Limited	12,500.00	704.00	December 30, 2024	651.00	-27.73% [-2.91%]	-56.10% [-0.53%]	NA
5	DAM Capital Advisors Limited	8,402.52	283.00	December 27, 2024	392.90	-1.11% [-3.19%]	-19.40% [-1.79%]	NA
6	Suraksha Diagnostic Limited	8,462.49	441.00	December 6, 2024	437.00	-14.32% [-2.81%]	-37.11% [-9.54%]	NA
7	NTPC Green Energy Limited	1,00,000.00	108.00##	November 27, 2024	111.50	23.56% [-2.16%]	-3.53% [-7.09%]	NA
8	Acme Solar Holdings Limited	29,000.00	289.00^	November 13, 2024	251.00	-6.02% [4.20%]	-25.62% [-0.75%]	-26.51% [1.91%]
9	Afcons Infrastructure Limited	54,300.00	463.00$$	November 4, 2024	426.00	6.56% [1.92%]	2.18% [-2.14%]	-9.29% [1.46%]
10	P N Gadgil Jewellers Limited	11,000.00	480.00	September 17, 2024	830.00	61.14% [-1.76%]	53.04% [-2.56%]	4.83% [-11.89%]

Source: www.nseindia.com and www.bseindia.com
 # BSE as Designated Stock Exchange
** NSE as Designated Stock Exchange*
Notes:

$Ajax Engineering Limited- A discount of ₹ 59 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹629 per equity share

##NTPC Green Energy Limited– A discount of ₹ 5 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹108 per equity share

^Acme Solar Holdings Limited– A discount of ₹27 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹289 per equity share

$$ Afcons Infrastructure Limited – A discount of ₹44 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹463 per equity share

##As per Prospectus

Notes

1. *Based on date of listing.*

2. % of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th / 180th calendar day from listing day.

3. Wherever 30th/ 90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.

4. Designated Stock Exchange as disclosed by the respective issuer at the time of the issue has been considered for disclosing the price information and benchmark index.

5. Not Applicable. – Period not completed

6. Disclosure in Table-1 restricted to 10 issues.

2. *Summary statement of price information of past issues handled by Nuvama Wealth Management Limited:*

Financial Year	Total no. of IPOs	Total funds raised (₹million)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2025-26	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2024-25*	12	2,90,301.99	-	1	5	1	1	4	-	1	1	1	-	2
2023-24	9	68,029.67	-	1	1	1	1	5	-	1	3	1	1	3

The information is as on the date of the document
1. *Based on date of listing.*
2. *Wherever 30th and 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.*
3. *Designated Stock Exchange as disclosed by the respective issuer at the time of the issue has been considered for disclosing the price information and benchmark index.*

**For the financial year 2024-25, 12 issues have completed 30 calendar days, 12 issues have completed 90 calendar days and 5 issues have completed 180 calendar days.*
***Pursuant to order passed by Hon'ble National Company Law Tribunal, Mumbai Bench dated April 27, 2023, the merchant banking business of Edelweiss Financial Services Limited ("Edelweiss") has demerged and now transferred to Nuvama Wealth Management Limited ("Nuvama") and therefore the said merchant banking business is part of Nuvama.*

#As per Prospectus

B. ICICI Securities Limited

1. *Price information of past issues (during current financial year and two financial years preceding the current financial year) overseen by ICICI Securities Limited*

Sr. No.	Issue name	Issue Size (` million)	Issue price (`)	Listing Date	Opening price on Listing Date (in `)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1	Sagility India Limited^^	21,064.04	30.00(1)	November 12, 2024	31.06	+42.90% [+3.18%]	+75.40% [-1.35%]	+36.10% [+0.52%]
2	Acme Solar Holdings Limited^^	29,000.00	289.00(2)	November 13, 2024	251.00	-6.02% [+4.20%]	-25.62% [-0.75%]	-26.51% [+1.91%]
3	Swiggy Limited^^	113,274.27	390.00(3)	November 13, 2024	420.00	+29.31% [+4.20%]	-7.15% [-0.75%]	-19.72% [+1.91%]

Sr. No.	Issue name	Issue Size (` million)	Issue price (`)	Listing Date	Opening price on Listing Date (in `)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
4	Niva Bupa Health Insurance Company Limited^^	22,000.00	74.00	November 14, 2024	78.14	+12.97% [+5.25%]	+8.09% [-1.96%]	+14.96% [5.92%]
5	Suraksha Diagnostic Limited^	8,462.49	441.00	December 06, 2024	438.00	-14.32% [-3.04%]	-37.11% [-9.76%]	NA*
6	Vishal Mega Mart Limited ^^	80,000.00	78.00	December 18, 2024	104.00	+39.96% [-3.67%]	+29.95% [-6.98%]	NA*
7	Inventurus Knowledge Solutions Limited^^	24,979.23	1,329.00	December 19, 2024	1,900.00	+40.85% [-3.13%]]	+13.77% [-4.67%]	NA*
8	Sanathan Textiles Limited^^	5,500.00	321.00	December 27, 2024	422.30	+6.32% [-3.03%]	+13.86% [-1.37%]	NA*
9	Ventive Hospitality Limited^^	16,000.00	643.00(4)	December 30, 2024	716.00	+ 5.51% [-2.91%]	+ 10.80% [-0.53%]	NA*
10	Ajax Engineering Limited^^	12,688.84	629.00(5)	February 17, 2025	576.00	-2.86% [-0.55%]	+ 6.78% [+8.97%]	NA*

Source: www.nseindia.com and www.bseindia.com
 # BSE as Designated Stock Exchange
** NSE as Designated Stock Exchange*

Notes:

(1) *Discount of Rs. 2 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 30.00 per equity share*
(2) *Discount of Rs. 27 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 289.00 per equity share*
(3) *Discount of Rs. 25 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 390.00 per equity share*
(4) *Discount of Rs. 30 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 643.00 per equity share*
(5) *Discount of Rs. 59 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 629.00 per equity share*

2. *Summary statement of price information of past issues handled by ICICI Securities Limited:*

Financial Year	Total no. of IPOs	Total funds raised (` Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2025-26*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2024-25	23	6,47,643.15	-	-	5	4	8	6	-	3	4	5	2	3
2023-24	28	2,70,174.98	-	-	8	5	8	7	-	1	4	10	5	8

* This data covers issues up to YTD

Notes:

1. Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.
2. Similarly, benchmark index considered is “NIFTY 50” where NSE is the designated stock exchange and “S&P BSE SENSEX” where BSE is the designated stock exchange, as disclosed by the respective Issuer Company.

30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day

Track record of the Book Running Lead Managers

For details regarding the track record of the BRLMs, as specified in circular bearing reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the BRLMs, as set forth in the table below:

Name	Website
Nuvama Wealth Management Limited	www.nuvama.com
ICICI Securities Limited	www.icicisecurities.com

For further details in relation to the BRLMs, please see "*General Information – Book Running Lead Managers*" on page 76.

Mechanism for redressal of investor grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges or any such period as prescribed under the applicable laws, to enable the investors to approach the Registrar to the Offer for redressal of their grievances. The Registrar to the Offer shall obtain the required information from SCSBs for addressing any clarifications or grievances of ASBA Bidders.

Bidders can contact the Company Secretary and the Compliance Officer and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non- credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non- receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs, in the manner provided below. Our Company, the Promoter Selling Shareholders, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the applicable provisions of the SEBI ICDR Regulations.

All Offer related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary, with whom the Bid cum Application Form was submitted giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of the Bidder, number of the Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall also enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove.

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

Pursuant to the SEBI ICDR Master Circular, SEBI has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism *inter alia* in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures.

In terms of SEBI ICDR Master Circular and subsequent circulars issued by the SEBI, as may be applicable, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, in terms of the SEBI Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Separately, pursuant to SEBI ICDR Master Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLMs shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer. Further, for grievance redressal contact details of the BRLMs pursuant to the November 2024 Circular, see "*Offer Procedure*" on page 414.

Bidders can contact the Company Secretary and Compliance Officer and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs, in the manner provided below.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer. Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs with whom the Bid cum Application Form was submitted by the Anchor Investor. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Promoter Selling Shareholders, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Disposal of Investor Grievances by our Company

Our Company shall obtain SCORES authentication and shall comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 and shall comply with the SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2023/156) dated September 20, 2023 and the SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2023/183) dated December 1, 2023, in relation to redressal of investor grievances through SCORES.

Our Company has constituted a Stakeholders' Relationship Committee to review and redress the shareholders' and investors' grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For details, please see the section titled "*Our Management – Stakeholders' Relationship Committee*" on page 261. Our Company has also appointed Sarthak Malvadkar, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, please see the section titled "*General Information*" on page 75.

In the three years preceding the date of this Draft Red Herring Prospectus, our Company has not received any investor complaints. As on the date of this Draft Red Herring Prospectus, there are no pending investor complaints in relation to our Company.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be five Working Days from the date of receipt of the complaint, provided however, in relation to complaints pertaining to blocking/unblocking of funds, investor complaints shall be resolved on 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. Each of the Promoter Selling Shareholder, severally and not jointly, has authorised the Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of their Offered Shares.

As on the date of this Draft Red Herring Prospectus, our Group Companies are not listed on any stock exchange, and, therefore, there are no investor complaints pending against them.

As on date of this Draft Red Herring Prospectus, we do not have any subsidiary company.

Other confirmations

No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Offer.

SECTION VIII - OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered, Allotted and transferred pursuant to this Offer shall be subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, the SEBI Listing Regulations, our Memorandum of Association and Articles of Association, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of this Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the offer of capital and listing and trading of securities offered from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI, and/or other authorities, as in force on the date of this Offer and to the extent applicable, or such other conditions as may be prescribed by such governmental, regulatory or statutory authority while granting its approval for the Offer.

The Offer

The Offer comprises of a Fresh Issue by our Company and an Offer for Sale by the Promoter Selling Shareholders. The fees and expenses for the Offer shall be shared amongst our Company and the Promoter Selling Shareholders in the manner agreed to by our Company, the Promoter Selling Shareholders and be in accordance with the applicable law. Details in relation to Offer expenses are specified in "*Objects of the Offer – Offer Related Expenses*", on page 116.

Ranking of the Equity Shares

The Equity Shares being issued, offered, Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares, including rights in respect of dividend, voting and other corporate benefits if any, declared by our Company after the date of Allotment. The Allottees, upon Allotment of Equity Shares under the Offer, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see "*Main Provision of the Articles of Association*" on page 435.

Mode of payment of dividend

Our Company shall pay dividends, if declared, to the Shareholders of our Company as per the provisions of the Companies Act, 2013, our Memorandum of Association and Articles of Association, the SEBI Listing Regulations and other applicable law. All dividends, if any, declared by our Company after the date of Allotment (pursuant to transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, in accordance with applicable law. For further details in relation to dividends, see *"Dividend Policy"* and *"Main Provision of the Articles of Association"* on pages 278 and 435, respectively.

Face Value, Floor Price, Price Band and Offer Price

The face value of the Equity Shares is ₹5. The Floor Price of Equity Shares is ₹[●] per Equity Share and the Cap Price is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Offer Price, Price Band and minimum Bid Lot for the Offer will be decided by our Company in consultation with the BRLMs, in compliance with the SEBI ICDR Regulations, and advertised in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●], and [●] editions of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid / Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges. The Offer Price shall be determined by our Company in compliance with the SEBI ICDR Regulations, after the Bid / Offer 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 for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles, our Shareholders shall have the following rights:

- the right to receive dividend, if declared;
- the right to attend general meetings and exercise voting rights, unless prohibited by law;
- the right to vote on a poll either in person or by proxy or 'e-voting' in accordance with the provisions of the Companies Act;
- the right to receive offers for rights shares and be allotted bonus shares, if announced;
- the right to receive surplus on liquidation subject to any statutory and preferential claims being satisfied;
- the right to freely transfer their Equity Shares, subject to foreign exchange regulations and other applicable laws, including rules framed by the RBI; and
- such other rights, as may be available to a shareholder of a listed public company under applicable law, including the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles relating to voting rights, dividend, forfeiture and lien, transfer and transmission, consolidation and splitting, see "*Main Provision of the Articles of Association*" on page 495.

Allotment of Equity Shares in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013, and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. Hence, the Equity Shares offered through the Red Herring Prospectus can be applied for in the dematerialised form only. In this context, our Company has entered into the following agreements:

- tripartite agreement dated June 10, 2015, entered into amongst our Company, NSDL and Registrar to the Offer; and
- tripartite agreement dated January 15, 2025, entered into amongst our Company, CDSL and Registrar to the Offer.

Market lot and Trading lot

The trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allotment of Equity Shares will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see "*Offer Procedure*" on page 414.

Joint holders

Subject to provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

The competent courts/authorities of Mumbai, Maharashtra, India will have exclusive jurisdiction in relation to this Offer.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole or First Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of the sole Bidder or in case of joint Bidders, the death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if such person 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 the Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation or variation to our Company in the prescribed form. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered Office or with the registrar and transfer agents of our Company.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 as mentioned above, shall, upon the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or

- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment will be made only in dematerialised form, there shall be no requirement for a separate nomination with our Company. Nominations registered with the respective Collecting Depository Participant of the applicant will prevail. If Bidders wish to change their nomination, they are requested to inform their respective Collecting Depository Participant.

Bid/ Offer Programme

EVENT	INDICATIVE DATE
BID/OFFER OPENS ON(1)	On or about [●]
BID/OFFER CLOSES ON(2)(3)	On or about [●]
FINALIZATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE	On or about [●]
INITIATION OF REFUNDS (IF ANY, FOR ANCHOR INVESTORS)/UNBLOCKING OF FUNDS FROM ASBA ACCOUNT	On or about [●]
CREDIT OF EQUITY SHARES TO DEPOSITORY ACCOUNTS OF ALLOTTEES	On or about [●]
COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGES	On or about [●]

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

(2) *Our Company and the Promoter Selling Shareholders, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIB one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

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

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

The Bidder shall be compensated by the manner specified in the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the Self Certified Syndicate Bank(s), to the extent applicable.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with the SEBI ICDR Master Circular.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, the Promoter Selling Shareholders or the BRLMs. 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 Exchanges are taken within three Working Days from the Bid / Offer Closing Date, or such other period as prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid / Offer Period by our Company in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges, and delay in respect of final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each Promoter Selling Shareholder, severally and not jointly, confirms that it shall extend reasonable assistance as required by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid / Offer Closing Date, or within such other period as prescribed.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid / Offer Closing Date or such other time as prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. The BRLMs shall be the nodal entity for any issues arising out of public issuance process.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023 issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL, our Company may request the Depositories to suspend/ freeze the ISIN in depository system till listing/ trading effective date. Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of the Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Offer shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid/ Offer Opening Date.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the offer procedure is subject to change to any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“**IST**”)
Bid/Offer Closing Date	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RII other than QIBs and NIIs	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications where Bid Amount is more than ₹0.50 million	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Investors#	Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 4.00 p.m. IST on Bid/Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIIs	Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 5.00 p.m. IST on Bid/Offer Closing Date

** UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.*
 # QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB’s on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB’s shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Managers and the RTA on a daily basis, as per the format prescribed in SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and in accordance with SEBI RTA Master Circular. To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids. It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

(a) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Investors, and

(b) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIIs.

On Bid / Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received by Retail Individual Investors, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date, and are advised to submit their Bids no later than 1:00 p.m. IST on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids and any revision to the Bids, will be accepted only during Working Days, during the Bid/ Offer Period. Bids will be accepted only during Monday to Friday (excluding any public holiday), during the Bid/Offer period. Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/ Offer Period in accordance with the SEBI ICDR Regulations. 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 will not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price, subject to minimum 105% of the Floor Price.

In case of revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days, in compliance with the SEBI ICDR Regulations.

Any revision in Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the websites of the BRLMs and terminals of the Syndicate Members and by intimation to the Designated Intermediaries. In case of revision of price band, the Bid lot shall remain the same.

In case of discrepancy in data entered in the electronic book *vis-à-vis* data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

In the event our Company does not receive (i) a minimum subscription of 90% of the Fresh Issue, and (ii) a subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid Closing Date, on account of withdrawal of applications or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered under the Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI ICDR Master Circular. If there is a delay beyond four days, our Company and every Director of our Company who is an officer in default, to the extent applicable, shall pay interest at the rate of 15% per annum of the application amount, in accordance with the UPI Circulars.

Subject to applicable law, in the event of under-subscription in the Offer, i.e. in the event valid Bids are received for less than the total Offer size, subject to receiving valid Bids for the minimum subscription amount, i.e., for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, the Allotment for the valid Bids will be made in the following order of priority: (a) such number of Equity Shares will first be Allotted by our Company towards the entire Fresh Issue portion and (b) once Equity Shares have been allotted as per (a) above, such number of Equity Shares will be Allotted by our Company towards the balance 10% of the Fresh Issue portion.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company and the Promoter Selling Shareholders shall be liable to pay interest on the application money in accordance with applicable laws.

Each of the Promoter Selling Shareholders shall reimburse any expenses and interest incurred by our Company on its behalf for any delays in making refunds as required under the Companies Act and any other applicable law, provided that such

Promoter Selling Shareholder shall not be responsible or liable for payment of such expenses or interest, unless such delay is solely and directly attributable to an act or omission of such Promoter Selling Shareholder and any expenses and interest shall be paid solely to the extent of its portion of the Offered Shares.

Arrangements for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

Restriction on transfer and transmission of shares

Except for the lock-in of the pre-Offer Equity Shares, the Promoters' Contribution and Equity Shares allotted to Anchor Investors pursuant to the Offer, as detailed in "*Capital Structure*" on page 83, and except as provided in our Articles, there are no restrictions on transfers and transmission of Equity Shares or on their consolidation or splitting. See, "*Main Provision of the Articles of Association*" at page 495.

Option to receive Equity Shares in dematerialized form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

OFFER STRUCTURE

The Offer is being made through the Book Building Process. The Offer is of up to [●] Equity Shares of face value of ₹5 each for cash at a price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating up to ₹7,450.00 million comprising of a Fresh Issue of up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹4,200.00 million by our Company and an Offer for Sale of up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹3,250.00 million, comprising up to [●] Equity Shares of face value of ₹5 each by Kushal Subbayya Hegde aggregating up to ₹1,528.00 million, up to [●] Equity Shares of face value of ₹5 each by Pushpa Kushal Hegde aggregating up to ₹422.00 million, up to [●] Equity Shares of face value of ₹5 each by Rajesh Kushal Hegde aggregating up to ₹650.00 million and up to [●] Equity Shares of face value of ₹5 each by Rohit Kushal Hegde aggregating up to ₹650.00 million.

The Offer shall constitute [●]% of the post Offer paid-up Equity Share capital of our Company.

Our Company in consultation with the Book Running Lead Managers, may consider a Pre-IPO Placement, as may be permitted under applicable law for an amount aggregating up to ₹840.00 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the SCRR. the Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges, within 24 hours of such Pre-IPO Placement (in part or in entirety) and as may be required under applicable law. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulation 6(1) and Regulation 31 of the SEBI ICDR Regulations.

Particulars	QIBs [(1)]	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares of face value of ₹5 each available for Allotment / allocation* [(2)]	Not more than [●] Equity Shares of face value of ₹5 each	Not less than [●] Equity Shares of face value of ₹5 each available for allocation or Offer less allocation to QIB Bidders and Retail Individual Investors	Not less than [●] Equity Shares of face value of ₹5 each available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Investors
Percentage of Offer Size available for Allotment / allocation	Not more than 50% of the Offer size shall be allocated to QIB Bidders. However, 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Offer, or the Offer less allocation to QIB Bidders and Retail Individual Investors was available for allocation, out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹0.2 million and up to ₹1 million; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹1 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Investors.	Not less than 35% of the Offer, or the Offer less allocation to QIB Bidders and Non-Institutional Investors
Basis of Allotment / allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares of face value of ₹5 each shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares of face value of ₹5 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above (c) Up to 60% of the QIP portion (of up to [●] Equity Shares of face value of ₹5 each) may be allocated on a	The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion shall not be less than the minimum application size and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis, in accordance with the conditions specified in the SEBI ICDR Regulations subject to the following: one-third of the portion available to Non-Institutional Investors shall be reserved for Bidders with an application size of more than ₹0.2 million and up to ₹1 million, and	The allotment to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, see "*Offer Procedure*" on page [●].

Particulars	QIBs [1]	Non-Institutional Investors	Retail Individual Investors
	discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.	two-third of the portion available to Non-Institutional Investors shall be reserved for Bidders with application size of more than ₹1 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Investors.	
Minimum Bid	[●] Equity Shares of face value of ₹5 each and in multiples of [●] Equity Shares of face value of ₹5 each that the Bid Amount exceeds ₹0.2 million and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹5 each such that the Bid Amount exceeds ₹0.2 million	[●] Equity Shares of face value of ₹5 each
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹5 each not exceeding the size of the Offer (excluding the Anchor Portion), subject to applicable limits under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹5 each not exceeding the size of the Offer (excluding the QIB Portion), subject to limits prescribed under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹5 each so that the Bid Amount does not exceed ₹0.2 million
Bid Lot	[●] Equity Shares of face value of ₹5 each and in multiples of [●] Equity Shares of face value of ₹5 each thereafter		
Mode of allotment	Compulsorily in dematerialised form		
Allotment Lot	A minimum of [●] Equity Shares of face value of ₹5 each and in multiples of [●] Equity Share of face value of ₹5 each thereafter		
Trading Lot	One Equity Share		
Who can apply[(3)(4)(5)(6)]	Public financial institutions (as specified in Section 2(72) of the Companies Act), scheduled commercial banks, Mutual Funds, eligible FPIs, VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the Government of India, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies, in accordance with applicable laws including FEMA Rules.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies family offices, trusts, FPIs who are individuals, corporate bodies and family offices which are re-categorised as Category II FPIs (as defined in the SEBI FPI Regulations) and registered with SEBI.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta) applying for Equity Shares such that the Bid amount does not exceed ₹0.2 million in value.
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(4)] **In case of all other Bidders**: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.		
Mode of Bidding^	ASBA only (excluding the UPI Mechanism) except for Anchor Investors	ASBA only (including UPI Mechanism for Bids up to ₹0.5 million)	ASBA only (including the UPI Mechanism)

* *Assuming full subscription in the Offer*

^ *SEBI vide the SEBI ICDR Master Circular read with circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022,(to the extent not rescinded by the SEBI ICDR Master Circular) has mandated that ASBA applications in Public Issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIB, NII and Retail and other reserved categories also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

(1) *Our Company may, in consultation with the BRLMs, allocate 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100 million,*

(ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50 million per Anchor Investor, and (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 million per Anchor Investor. An Anchor Investor can make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by the Company in consultation with the BRLMs. Under-subscription, if any, in any category, except the QIB Portion, will be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, subject to valid Bids being received at or above the Offer Price and in accordance with applicable laws. 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.

(2) *This Offer is being made in accordance with Rule 19(2)(b) of the SCRR and Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be made available for allocation on a proportionate basis to QIBs. Such number of Equity Shares representing 5% of the Net QIB Portion shall be made available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be made available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Further, not less than 15% of the Offer shall be made available for allocation to Non-Institutional Investors, of which (a) one-third portion shall be reserved for applicants with application size of more than ₹0.20 million and up to ₹1.00 million; and (b) two-thirds portion shall be reserved for applicants with application size of more than ₹1. 00 million, provided that the unsubscribed portion in either of such sub-categories was allocated to applicants in the other sub-category of Non-Institutional Investors, subject to valid Bids being received at or above the Offer Price and not less than 35% of the Offer shall be made available for allocation to RII in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price.*

(3) *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form shall contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.*

(4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor pay-in date as indicated in the Confirmation of Allotment Note.*

(5) *Bids by FPIs with certain structures as described under "Offer Procedure – Bids by FPIs" on page* 421 *and having the same PAN are collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with the same PAN) shall be proportionately distributed.*

(6) *Bidders are required to confirm and are deemed to have represented to our Company, the Promoter Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.*

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Offer*" on page 405.

OFFER PROCEDURE

All Bidders should read the General Information Document for Investing in Public Offers prepared and issued in accordance with the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications and electronic registration of bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; (xiii) price discovery and allocation and (xiv) interest in case of delay in Allotment or refund.

*SEBI, through the UPI Circulars, has introduced an alternate payment mechanism using UPI and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the timeline of T+6 days. (“**UPI Phase I**”). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by UPI Bidders through Designated Intermediaries (other than SCSBs) issued by SEBI, the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 had extended the timeline for implementation of UPI Phase II till further notice. 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. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.*

*Further, pursuant to SEBI master circular bearing reference no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (“**SEBI RTA Master Circular**”) and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The SEBI RTA Master Circular consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) and rescinded these circulars to the extent relevant for RTAs.*

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 whose application size are up to ₹0.50 million shall use the UPI Mechanism and 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. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Circular. No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

The BRLMs shall be the nodal entity for any issues arising out of public issuance process.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation to QIBs on a proportionate basis, provided that our Company in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. 5% of the 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 Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Investors shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Investors.

Subject to applicable laws and valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories on proportionate basis, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders Bidding through the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI. Our Company has appointed the Sponsor Banks to act as a conduit between the Stock Exchanges and National Payments Corporation of India ("**NPCI**") in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

NPCI through its circular (NPCI/UPI/OC No. 127/ 2021-22) dated December 9, 2021, inter alia, has enhanced the per transaction limit from ₹0.20 million to ₹0.50 million for applications using UPI in initial public offerings

Phased implementation of UPI for Bids by RIIs as per the UPI Circulars

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI payment mechanism in three phases in the following manner:

(a) **Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, an RII also had the option to submit the ASBA 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 would continue to be six Working Days.

(b) **Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Under this phase, submission of the physical ASBA Form by an UPI Bidder through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice.

(c) **Phase III:** 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 SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification 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.

The Offer is being made under Phase III of the UPI (on a mandatory basis)

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post–Offer BRLMs will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

The processing fees for application made by UPI Bidders using the UPI mechanism may be released to the remitter banks (SCSBs) only after such banks make an application to the BRLMs with a copy to the Registrar, and such application shall be made only after (i) unblocking of application amounts in the bank accounts 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 in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/51) dated April 20, 2022.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer bidding process.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders shall provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

(i) a syndicate member;

(ii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);

(iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity);

(iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity).

Electronic registration of Bids

(a) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for the Book Building process on a regular basis before the closure of the Offer.

(b) On the Bid / Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

(c) Only Bids that are uploaded on the Stock Exchanges' platform are considered for allocation / Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid / Offer Closing Date to modify select fields uploaded in the Stock Exchanges' platform during the Bid / Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

(d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at relevant Bidding Centers and at our Registered Office. An electronic copy of the ASBA Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid / Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. UPI Bidders shall Bid in the Offer through UPI Mechanism for submitting their bids to Designated Intermediaries and are allowed to use ASBA Process by way of ASBA Forms to submit their bids directly to SCSBs. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors and UPI Bidders Bidding using the UPI Mechanism) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected.

UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to Bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bids submitted by UPI Bidders with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. UPI Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. UPI Bidders using UPI Mechanism, will be required to submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate Member(s), Registered Brokers, RTAs or CDPs. RIIs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. Bidders using the ASBA process to participate in the Offer must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein. In order to ensure timely information to investors SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked / unblocked.

Since the Offer is made under Phase III (on a mandatory basis), ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIIs (other than UPI Bidders) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(ii) UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs and NIIs not using the UPI Mechanism may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked.

For all IPOs opening on or after September 1, 2022, as specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in Public Issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular is applicable for all categories of investors viz. Retail Individual Investors, QIB and NII and also for all modes through which the applications are processed.

UPI Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions	[●]
Anchor Investors	[●]

** Excluding electronic Bid cum Application Forms*

Notes:

1. *Electronic Bid cum Application forms and Abridged Prospectus will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).*
2. *Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLMs.*

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders Bidding using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). NSE circular dated July 22, 2022, with reference no. 23/2022 and BSE circular dated July 22, 2022 with reference no. 20220722-30, has mandated that Trading Members, Syndicate Member(s), RTA and Depository Participants shall submit Syndicate ASBA bids above ₹0.5 million and NII & QIB bids above ₹0.2 million through SCSBs only

For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions / investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, 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 5:00 pm on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking of funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid / Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks / unblocks, performance of apps and UPI handles, down-time / network latency (if any) across intermediaries and any such processes having an impact / bearing on the Offer Bidding process.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI or applicable law.

Pursuant to NSE circular dated August 3, 2022 with reference no. 25/2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

(a) Cut-off time for acceptance of UPI mandate shall be up to 5:00 p.m. on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and Depository Participants shall continue till further notice;

(b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued;

(c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 4.00 p.m. 4:00 p.m. for QIBs and Non-Institutional Investors categories and up to 5.00 p.m. for Retail Individual category on the initial public offer closure day;

(d) QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids;

(e) The Stock Exchanges shall display Offer demand details on its website and for UPI bids the demand shall include/consider UPI bids only with latest status as RC 100–black request accepted by Investor/ client, based on responses/status received from the Sponsor Bank(s).

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States. Accordingly, the Equity Shares are being offered and sold outside of the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by Promoter, Promoter Group, the Book Running Lead Managers, associates and affiliates of the Book Running Lead Managers and the Syndicate Member(s) and the persons related to Promoter, Promoter Group, Book Running Lead Managers and the Syndicate Members and Bids by Anchor Investors

The BRLMs and the Syndicate Members shall not be allowed to purchase/subscribe the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase/subscribe Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Managers nor any associate of the Book Running Lead Managers can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the Book Running Lead Managers;

(ii) insurance companies promoted by entities which are associate of the Book Running Lead Managers;

(iii) AIFs sponsored by the entities which are associate of the Book Running Lead Managers;

(iv) FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Managers; or

(v) Pension funds sponsored by entities which are associate of the Book Running Lead Managers.

Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Managers" if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

(ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Further, the Promoter and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer, except in accordance with the applicable law. Furthermore, persons related to the Promoter and the Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders' agreement or voting agreement entered into with any of the Promoter or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoter or Promoter Group of our Company.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, the Company in consultation with BRLMs reserves 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, subject to applicable law.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs Bidding on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their NRE Account, or Foreign Currency Non-Resident Accounts ("**FCNR Account**"), and Eligible NRIs bidding on a non-repatriation basis by using Resident Forms should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their NRO Accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA regulations. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE / NRO accounts.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour).

By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by a NRI or an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment.

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 434.

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 FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments in Equity Share Capital by a single FPIs or an investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital on a fully diluted basis. Further, in terms of the applicable FEMA Rules the total holding by each FPI or an investor group cannot exceed 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis, as applicable and the aggregate holdings of all the FPIs, including any other direct and indirect foreign investments in our Company, shall not exceed 24% of the total paid-up Equity Share capital on a fully diluted basis, as applicable.

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the capital of an Indian entity is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post-Offer equity share capital of our Company on a fully diluted basis. In case the total holding of an FPI or investor group increase beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together can be up to the sectoral cap applicable to the sector in which our Company operates (*i.e.*, up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions specified under the FEMA Rules and as specified by the GoI from time to time

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

(a) such offshore derivative instruments are issued only by persons registered as Category I FPIs;

(b) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;

(c) such offshore derivative instruments are issued after compliance with the 'know your client' norms as specified by SEBI; and

(d) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that ultize the multiple investment manager structure in accordance with the Operational Guidelines for FPI and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (such structure referred to as

"**MIM** Structure" provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi investment manager structure;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level / sub fund level where a collective investment scheme or fund has multiple investment strategies / sub-funds with identifiable differences and managed by a single investment manager.
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Collecting Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The SEBI AIF Regulations, as amended prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations as amended prescribe the investment restrictions on FVCIs.

The Category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A Category III AIF cannot invest more than 10% of its investible funds in one investee company. A VCF registered as a Category I AIF, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. The holding in any company by any individual VCF registered with SEBI should not exceed 25% of the corpus of the VCF. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations) whose shares are proposed to be listed.

Participation of AIFs, VCFs and FVCIs shall also be subject to the FEMA Rules. For details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 434

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Promoter Selling Shareholders or the BRLMs 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 BRLMs, reserves 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 is required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or (b) the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans / investments made to a company, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circular nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

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, the Company in consultation with BRLMs, reserves the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("**IRDA Investment Regulations**"), and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, a certified copy of (i) the certificate of registration issued by the RBI, (ii) a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), and (iii) such other approval as may be required by the Systemically Important NBFCs must be attached to the Bid-cum Application Form. Failing this, our Company in consultation with BRLMs, reserve the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI be prescribed by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company in consultation with the BRLMs, may deem fit.

Bids by provident funds / pension funds

In case of Bids made by provident funds / pension funds, subject to applicable laws, with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with BRLMs reserve the right to reject any Bid, without assigning any reason therefor.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

(a) Anchor Investor Application Forms to be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) The Bids are required to be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

(c) One-third of the Anchor Investor Portion is reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid / Offer Opening Date and will be completed on the same day.

(e) Our Company in consultation with the BRLMs will finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion is not less than:

- maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million;
- minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and
- in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

(f) Allocation to Anchor Investors is required to be completed on the Anchor Investor Bid / Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation will be made, is required to be made available in the public domain by the BRLMs before the Bid / Offer Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

(i) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) can apply in the Offer under the Anchor Investor Portion.

(j) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered as multiple Bids.

(k) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor Pay-In Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

For more information, please read the General Information Document.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholders and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, when filed.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he / she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

Pre-Offer and Price Band Advertisement

Subject to Section 30 of the Companies Act, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer and Price Band advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of [●], a widely circulated English national daily newspaper, all editions of [●], a widely circulated Hindi national daily newspaper, and [●] editions of [●], a widely circulated Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located). Our Company shall, in the pre-Offer and Price Band advertisement state the Bid / Offer Opening Date, the Bid / Offer Closing Date and the QIB Bid / Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Promoter Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or after the determination of the Offer Price. After signing the Underwriting Agreement, the Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise or withdraw their Bid(s) until the Bid / Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

***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;

2. Ensure that you have Bid within the Price Band;

3. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders Bidding using the UPI Mechanism) in the Bid cum Application Form (with maximum length of 45 character) and such ASBA account belongs to you and no one else. UPI Bidders using the UPI Mechanism must mention their correct UPI ID (with maximum length of 45 character) and shall use only his / her own bank account which is linked to such UPI ID;

4. UPI Bidders Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;

5. UPI Bidders Bidding using the UPI Mechanism shall make Bids only through the SCSBs, mobile applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

6. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

7. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialized form only;

8. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate, Sub-Syndicate Members, Registered Brokers, RTA or CDP;

9. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;

10. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;

11. Ensure that they have correctly signed the authorisation / undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), 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 UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

12. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

13. 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;

14. Bidders should ensure that they receive the Acknowledgment Slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;

15. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

16. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

17. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders,

including without limitation, multilateral / bilateral institutions, which 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;

18. Ensure that the Demographic Details are updated, true and correct in all respects;

19. 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;

20. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

21. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;

22. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

23. UPI Bidders Bidding using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

24. Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;

25. 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;

26. Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

27. In case of QIBs and NIIs (other than for Anchor Investor and UPI Bidder), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

28. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank(s), as applicable via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

29. UPI Bidders Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his / her UPI PIN. Upon the authorization of the mandate using his / her UPI PIN, the UPI Bidder shall be deemed to have verified the attachment containing the application details of the UPI Bidder Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank(s) to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his / her ASBA Account;

30. UPI Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid cum Application Form;

31. UPI Bidders Bidding using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds

equivalent to the revised Bid Amount in his / her account and subsequent debit of funds in case of allotment in a timely manner;

32. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the ASBA Account;

33. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.

34. Ensure that ASBA bidders shall ensure that bids above ₹0.50 million, are uploaded only by the SCSBs;

35. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. on the Bid / Offer Closing Date.

36. Investors must ensure that their PAN is linked with Aadhaar ID and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020, press release dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023.

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 or in the list displayed on SEBI's website is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;

3. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;

4. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;

5. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only;

6. Bids by HUFs not mentioned correctly as provided in "*Offer Procedure - Bids by HUFs*" on page 421;

7. Anchor Investors should not Bid through the ASBA process;

8. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centers;

9. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

10. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

11. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);

12. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

13. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid / Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for Physical Applications);

14. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

15. If you are a UPI Bidders using UPI Mechanism, do not submit more than one Bid cum Application Form for each UPI ID;

16. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹0.50 million;

17. Do not submit the General Index Register (GIR) number instead of the PAN;

18. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

19. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders Bidding using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;

20. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors can revise or withdraw their Bids until the Bid / Offer Closing Date;

21. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

22. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

23. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

24. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

25. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a UPI Bidder Bidding using the UPI Mechanism, do not submit Bids through an SCSB and/or mobile application and/or UPI handle that is not listed on the website of SEBI;

26. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

27. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;

28. Do not submit the Bid cum Application Form to any non-SCSB Bank or our Company;

29. Do not submit a Bid cum Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by UPI Bidders using the UPI Mechanism); and

30. Do not Bid if you are an OCB.

For helpline details of the Book Running Lead Managers pursuant to the SEBI circular bearing reference number SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, see "*General Information – Book Running Lead Managers*" on page 76.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Rejection

In addition to the grounds for rejection of Bids as provided in the GID, Bidders are requested to note that Bids could 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 UPI Bidders 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 UPI Bidders 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(s));

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. ASBA Form by the UPI Bidders by using third party bank accounts or using third party linked bank account UPI IDs;

10. 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;

11. GIR number furnished instead of PAN;

12. Bids by RIIs with Bid Amount of a value of more than ₹0.20 million (net of retail discount);

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash; and

15. Bids uploaded by QIBs and by Non-Institutional Investors after 4:00 p.m. on the Bid/ Offer Closing and Bids by RIIs after 5:00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchange. On the Bid/Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

In case of any pre-Offer or post Offer related issues regarding demat credit / refund orders / unblocking, etc., investors shall reach out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Company Secretary and Compliance Officer and the Registrar, see "*General Information – Company Secretary and Compliance Officer*" on page 76.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI 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, in case of delays in resolving investor grievances in relation to blocking / unblocking of funds.

The BRLMs shall be the nodal entity for any issues arising out of public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and the BRLMs shall continue to coordinate with intermediaries involved in the said process.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Retail Individual Investors, Non-Institutional Investors and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of Equity Shares in Retail Individual Investor category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Offer shall be available for allocation to Non-Institutional Investors. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for applicants with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Investors shall be reserved for applicants with an application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors. The allotment to each Non-Institutional Investor shall not be less than the Minimum NII Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares.

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the Allotment Advice will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Account(s). The payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

(i) In case of resident Anchor Investors: "[●]"

(ii) In case of non-resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Promoter Selling Shareholders, the Syndicate, the Bankers to the Offer and the

Registrar to the Offer to facilitate collections from Anchor Investors.

Allotment Advertisement

Our Company, the BRLMs and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of a widely circulated English national daily newspaper, [●], [●] editions of a widely circulated Hindi national daily newspaper, [●] and Mumbai editions of a widely circulated Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra, where our Registered Office is located).

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (*i.e.*, not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated June 10, 2015, amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated January 15, 2025, amongst our Company, CDSL and Registrar to the Offer.

Withdrawal of the Offer

The Offer shall be withdrawn in the event that 90% of the Fresh Issue is not subscribed.

Our Company in consultation with the BRLMs and the Promoter Selling Shareholders, reserves the right not to proceed with the entire or portion of the Offer for any reason at any time after the Bid / Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the same newspapers, in which the pre-Offer advertisements were published, within two days of the Bid / Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. Further, the Stock Exchanges shall be informed promptly in this regard by our Company and the BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s) to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchanges will also be informed promptly. In the event of withdrawal of the Offer and subsequently, plans of a fresh offer by our Company, a fresh draft red herring prospectus will be submitted again to SEBI.

Notwithstanding the foregoing, this Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days or such other period as may be prescribed, and the final RoC approval of the Prospectus after it is filed with the RoC. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

Undertaking by our Company

Our Company undertakes:

(i) that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(ii) that if the Allotment is not made, refunds are not made to the Bidders or listing and trading approvals are not obtained within the prescribed time period under applicable law, the entire subscription amount received will be refunded /

unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;

(iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within three Working Days from the Bid / Offer Closing Date or such other time as may be prescribed;

(iv) that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

(v) that where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vi) that if our Company does not proceed with the Offer after the Bid / Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid / Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

(vii) that if our Company in consultation with the BRLMs, withdraw the Offer after the Bid / Offer Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company and/or the Promoter Selling Shareholders subsequently decide to proceed with the Offer thereafter;

(viii) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors; and

(ix) that, except for issuance made under Fresh Issue and allotment of Equity Shares though Pre-IPO Placement, if any, no further issue of Equity Shares shall be made until the Equity Shares issued or offered through the Red Herring Prospectus are listed or until the Bid monies are refunded / unblocked in the ASBA Accounts on account of non-listing, under-subscription, etc.

Undertakings by the Promoter Selling Shareholders

Each of the Promoter Selling Shareholders, severally and not jointly, undertakes the following in respect of itself as a Promoter Selling Shareholder, and its portion of the Offered Share:

(i) that it is the legal and beneficial owner of, and have clear and marketable title to the Offered Shares;

(ii) that it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;

(iii) that the Equity Shares being sold by it pursuant to the Offer are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer;

(iv) that it shall provide all reasonable co-operation as requested by our Company in relation to the completion of Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders to the extent of its Offered Shares;

(v) that it shall deposit its Equity Shares offered for sale in the Offer in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement; and

(vi) that it will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLMs in redressal of such investor grievances that pertain to its Offered Shares.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"***Any person who –***

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

(c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447*."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹1.00 million or one per cent 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 ₹1.00 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5.00 million or with both.

Utilisation of Offer Proceeds

Our Board certifies that:

- all monies received out of the Offer shall be credited / transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;
- 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 Fresh 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.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made in the current regime. Under the Industrial Policy, 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.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as Department of Industrial Policy and Promotion) ("**DPIIT**"), issued the FDI Policy, which is effect from October 15, 2020, which subsumes and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions. For further details, see "*Key Regulations and Policies*" on page 235.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

Foreign Exchange Laws

The foreign investment in our Company is governed by, inter-alia, the FEMA, the FEMA Rules, the FDI Policy issued and amended by way of press notes.

Pursuant to the FDI Policy, FDI of up to 100% is permitted under the automatic route in our Company.

The Equity Shares issued in the Offer have not been and will not be registered under the U.S. Securities Act and shall not be offered or sold within the United States, Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION IX – MAIN PROVISION OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. The main provisions of the Articles of Association of our Company are detailed below. No material clause of the Articles of Association having a bearing on the Offer or the disclosures required in this Draft Red Herring Prospectus has been omitted.

As on the date of this Draft Red Herring Prospectus, the provisions of the Articles of Association of our Company are in compliance with the Companies Act.

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION*

OF

KSH INTERNATIONAL LIMITED*

(Incorporated Under the Companies Act, 1956)

* ***This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at the Extra-Ordinary General Meeting of Company held on 19th December, 2024.***

1. The Regulations in Table F in the first schedule to the Companies Act, 2013 shall apply to this Company except in so far as they are not inconsistent with any of the provisions contained in these regulations and except in so far as they are hereinafter expressly or impliedly excluded or modified.

DEFINITIONS AND INTERPRETATION

2. Definitions

For the purposes of these Articles of Association, the following terms shall have the meanings specified in this Article 2, unless the context otherwise requires:

"**Act**" means the Companies Act, 2013 (to the extent notified by the Government of India and currently in force), and the Companies Act, 1956, to the extent not repealed and replaced by notified provisions of the Companies Act, 2013, as applicable and amended from time to time and as supplemented by rules and regulations issued thereunder.

"Article" or **"Articles"** means these articles of association of the Company as originally framed or as altered from time to time or applied in pursuance of the Act.

"**Applicable Law**" means the Act, and all (other) applicable laws, by-laws, rules, regulations, orders, ordinances, protocols, codes, guidelines, policies, notices, directions and judgments or other requirements of any Governmental Authority.

"**Auditor**" means the statutory auditors of the Company which shall be reputed accounting firms practicing in India and appointed by the Board in accordance with Applicable Law and the provisions of these Articles.

****Amended Articles of Association adopted vide Shareholders' resolution passed on 19th December, 2024 through Extra-ordinary General Meeting.***

"**Board**" means the board of directors of the Company, as duly constituted from time to time.

"**Board Committee**" means a committee (or sub-committee thereof) duly constituted under the Board.

"**Board Meeting**" means a meeting of the Board.

"**Business**" means the business undertaken by the Company in accordance with its Memorandum of Association.

"Capital" or "Share Capital" shall mean the share capital, for the time being comprising the Equity Share capital raised or authorised to be raised by the Company in terms of these Articles, the Act and the Memorandum of Association of the Company.

“**Chairman**” means the Director who is elected and/or appointed to act as the chairman of the Board

‘**The Company**’ or `**This Company**’ means “**KSH International Limited”** (formerly known as KSH International Private Limited).

“**Consent**” means any consent, approval, authorization, waiver, permit, grant, franchise, license, certificate, exemption, permission, order, registration, declaration, filing, report or notice of, with, to, from or by any Person, including any Third-Party consents, but not limited to lender consents, in each case, evidenced in writing.

“**Director**” means a director on the Board, as the context may require.

“Depositories Act” shall mean The Depositories Act, 1996 and shall include any statutory modification, amendment or re- enactment thereof.

“Depository” shall mean a Depository as defined in Clause (e) of sub-section (1) of section 2 of the Depositories Act.

“Dividend” shall include interim dividends.

“**Equity Shares**” means equity shares of the Company, as the case may be, constituting a single class of shares carrying the same rights as to voting and dividend.

“**Financial Year**” means a continuous period of 12 (twelve) months commencing on 1 April of a calendar year and ending on 31 March in the immediately succeeding calendar year.

“**Government Authorities**” includes national, supranational, regional or local government or governmental, administrative, fiscal, judicial, or government-owned body, department, commission, authority, tribunal, agency or entity, or central bank (or any Person that exercises the function of a central bank. The term “**Governmental Authority(ies)**” shall be construed accordingly.

“**Independent Director**” means an ‘independent director’ as defined under the Act and the Applicable Laws;

“**IPO**” means the initial public offering of shares or other securities of the Company and consequent listing of the shares or other securities of the Company on stock exchanges, domestic or overseas; provided however, it is hereby agreed that, an IPO shall necessarily include an initial public offering of Equity Shares on a Recognized Stock Exchange.

“**Memorandum**” means the memorandum of association of the Company, as amended from time to time.

“**Person**” means any individual, sole proprietorship, unincorporated association, unincorporated organization, firm, body corporate, corporation, company, partnership, unlimited or limited lability company, joint venture, Governmental Authority, business trust or trust or any other entity or organization.

“**Recognized Stock Exchange**” shall mean the National Stock Exchange of India Limited and/or the BSE Limited, or any other national exchange that is recognized under the Applicable Laws.

“**Relative**” has the meaning given to such expression in the Act.

“**Rupees**” or “**Rs.**” or “**INR**” means the Indian Rupee, the lawful currency of the Republic of India.

“**Shares**” unless otherwise specified, means the equity shares of the Company.

“Share Equivalents” shall mean any debentures, preference shares, foreign currency convertible bonds, floating rate notes, options (including options to be approved by the Board (whether or not issued) pursuant to an employee stock option plan) or warrants or other Securities or rights which are by their terms convertible or exchangeable into Equity Shares.

“**Shareholder(s)**” means the shareholder(s) of the Company.

“**SEBI**” shall mean the Securities and Exchange Board of India.

“**SEBI Listing Regulations**” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“**Secretarial Standards**” shall mean the Secretarial Standards issued by the Institute of Company Secretaries of India from time to time.

"**Securities**" means the Equity Shares of the Company.

"**Tax**" or "**Taxation**" means and includes all forms of taxation and statutory and governmental, state, provincial, local governmental or municipal charges, duties, contributions and levies, withholdings and deductions, whenever imposed, and all related penalties, charges, costs and interest.

Interpretation

i. **'The Company**' or '**This Company**' means "**KSH International Limited"** (Formerly known as KSH International Private Limited).

ii. "**Electronic Form**" with reference to information means, any information generated, sent, **received** or stored in media, magnetic, optical, computer memory, microfilm, computer generated micro fiche or similar device;

iii. "**Electronic Mode**" means tele- conferencing and/or video conferencing facility i.e. audio- visual electronic communication facility which enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.

iv. Words importing the masculine gender also include the feminine gender.

v. Any reference to any enactment or statutory provision is a reference to it as it may have been, or may from time to time be, amended, modified, consolidated or re-enacted (with or without modification) and includes all instruments or orders made under such enactment.

vi. References to an agreement or document shall be construed as a reference to such agreement or document as the same may have been amended, varied, supplemented or novated in writing at the relevant time in accordance with the requirements of such agreement or document.

vii. The words "**include**," "**includes**" and "**including**" shall be deemed to be followed by the phrase "without limitation".

viii. "**In writing**" and "**Written**" include printing, lithography and other modes of representing or reproducing words in a visible form.

ix. Unless otherwise specified, references to days, months and years are to calendar days, calendar months and calendar years, respectively.

x. "**Member**" means the duly registered member from time to time of the shares of the Company and includes the subscribers of the Memorandum of the Company.

xi. The words "**directly** or **indirectly**" includes directly or indirectly through one or more intermediary Persons or through contractual or other legal arrangements, and "direct or indirect" have the correlative meanings.

xii. Words importing the singular number include where the context admits or requires the plural number and vice versa.

xiii. Public Limited Company means a company defined under Section 2(71) of the Act. The Company is a Public Limited Company as defined under Section 2(71) of the Act.

xiv. The descriptive headings of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles.

xv. Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.

GENERAL AUTHORITY

3. Where in the said Act, it has been provided that a Company shall have any right, privilege or authority or that a Company could carry out any transaction only if the Company is so authorized by its Articles in every such case, this regulation hereby authorizes and empowers the Company to have such right, privilege or authority and to carry out such transactions as have been permitted by the Act, without here being any specific regulation in that behalf herein provided.

SHARE CAPITAL

4. Subject to the provisions of the Act and these Articles:

a. The Authorized Share Capital of the Company shall be as per Clause V of the Memorandum of Association of the Company.

b. The Share Capital of the Company may be classified into: (i) Equity Shares with voting rights; (ii) Equity shares with differential rights as to dividend, voting or otherwise in accordance with the applicable provisions of the Act, Rules, and Applicable Law, as amended from time to time; and (iii) preference shares, convertible or non-convertible into Equity Shares, as permitted and in accordance with the applicable provisions of the Act and Law, from time to time.

c. Subject to Article 4(B), all Equity Shares shall be of the same class and shall be alike in all respects and the holders thereof shall be entitled to identical rights and privileges including without limitation to identical rights and privileges with respect to dividends, voting rights, and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

d. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered, to the Company in 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 for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be. However, the aforesaid shall be subject to the approval of members, as applicable, under the relevant provisions of the Act and Rules.

e. Nothing herein contained shall prevent the Directors from issuing fully paid-up shares either on payment of the entire nominal value thereof in cash or in satisfaction of any outstanding debt or obligation of the Company.

f. Except so far as otherwise provided by the conditions of issue or by these presents, any Capital raised by the creation of new Equity 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 instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

g. Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any Equity 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 entered on the Register of Members shall for the purposes of these Articles be a Shareholder.

h. 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 immediately on the insertion of the name of the allottee, in the Register of Members as the name of the holder of such Equity Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

i. The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

j. The Company can issue any class of securities as may be decided by the Board or Members. The Company shall, subject to the applicable provisions of the Act and Rules and Regulation, have the power to issue debentures, preference shares, foreign currency convertible bonds, floating rate notes, options (including options to be approved by the Board (whether or not issued) pursuant to an employee stock option plan) or warrants or other securities or rights which are by their terms convertible or exchangeable into equity shares.

k. Subject to the provisions of these Articles, the Company shall have the power, subject to and in accordance with the provisions of Section 54 of the Act and other relevant regulations in this regard from time to time, to issue sweat equity shares to its employees and/or Directors on such terms and conditions and in such manner as may be prescribed by Law from time to time.

l. Subject to the provisions of Section 55 and other applicable provisions of the Act and Applicable Law, the Company shall have power to issue any preference shares, which are liable to be redeemed / convertible into securities on such terms and in such manner as the Company may determine before issue of such preference shares.

m. The Company shall, subject to the applicable provisions of the Act and the terms of these Articles, compliance with Applicable Law and the consent of the Board, have the power to issue Share Equivalents on such terms and in such manner as the Board deems fit including their conversion, repayment, and redemption whether at a premium or otherwise.

INCREASE OF CAPITAL BY COMPANY AND HOW CARRIED INTO EFFECT

5. The Company from time to time by ordinary or special resolution, as the case may be, in general meeting increase the Share Capital by the creation of new shares, such increase to be of such aggregate amount to be divided into shares of such respective amounts as may be specified in the resolution. The new shares shall be issued upon such terms and conditions and with such rights, privileges annexed thereto, as the resolution shall prescribe, in particular such shares may be issued with a preferential or qualified right to:

i) dividend;

ii) distribution of assets of the Company;

iii) right of voting at general meeting of the Company;

iv) any other matter as may be deemed fit including cancellation or revocation of the rights.

However, the issue of shares on preferential basis or by granting differential rights shall be subject to compliance with provisions of the Act and Rules there under.

ISSUE OF BONUS SHARES

6. The Company in general meeting may, upon the recommendation of the Board, resolve that it is desirable to capitalise any part of the amounts standing to the credit of any of the Company's reserve accounts or to the credit of profit and loss account or otherwise available for distribution. Such sum shall be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend, and in the same proportions, but shall not be paid in cash. Instead, it shall be applied, subject to the provisions contained herein, in or towards:

i) paying up any amounts for the time being unpaid on any shares held by such members respectively; or

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;

iii) or partly in one way and partly in the other, as the case may be.

For the purposes of this clause, the securities premium account and capital redemption reserve account may also be applied in paying up unissued shares to be issued as fully paid bonus shares to members. The Board shall give effect to the resolution passed in pursuance of this provision.

Upon such resolution being passed, the Board shall take all necessary steps to appropriate and apply the undivided profits resolved to be capitalised and to make all allotments and issues of fully paid shares accordingly. The Board shall also have the power to make such provision, by the issue of fractional certificates, by payment in cash, or otherwise as it thinks fit, for shares becoming distributable in fractions. The Board may authorise any person to enter, on behalf of the members entitled thereto, into an agreement with the Company for the allotment to them of fully paid-up shares or, where applicable, for the application of their respective proportions of the capitalised profits towards the payment of any unpaid amounts on their existing shares. Any agreement made under such authority shall be binding on all such members.

Subject to the provisions of Section 62 and other applicable provisions of the Act, and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such person, in such proportion and on such terms and conditions and either at a premium or at par or at discount (subject to compliance with Section 53 and 54 of the Act) and at such time as they may from time to time think fit and with 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. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the General Meeting. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of right issue, preferential offer or private placement, subject to and in accordance with the Act, Rules and other applicable provisions of law.

7. Every Shareholder, or his heir(s), Executor(s), or Administrator(s) 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 Articles require or fix for the payment thereof.

8. The Company shall comply with the Companies (Share capital and Debentures) Rules 2014 in respect of issue, re – issue, sub– division, consolidation, renewal of share certificate, sealing and signing of certificates and the records to be maintained of certificates issued by the Company. The Company shall deliver the certificates of all securities as per Section 56 (4) of the Act.

FURTHER ISSUE OF SHARES

a. Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered, subject to the provisions of Section 62 of the Act, and the rules made thereunder:

   1. to persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:

      i. The offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days or such lesser number of days as may be prescribed under the Act or Rules and not exceeding thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;

      ii. The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in (i) above shall contain a statement of this right;

      iii. After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the Company.

   2. to employees under a scheme of employees' stock option, subject to a special resolution passed by the Company and subject to the Rules and such conditions, as may be prescribed; or

   3. to any Persons, if it is authorised by a special resolution, whether or not those Persons include the Persons referred to in (1) or (2), either for cash or for a consideration other than cash, subject to the compliance with the applicable provisions of Chapter III of the Act and any other conditions as may be prescribed.

b. The notice referred to in (1) (i) shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue.

c. Nothing contained herein shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company or to subscribe for shares in the Company:

   Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a special resolution passed by the Company in a General Meeting.

d. Notwithstanding anything contained in Article 9 (c), where any Debentures have been issued, or loan has been obtained from any Government by the Company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such Debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to the Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

e. In determining the terms and conditions of conversion under Article 9 (d) the Government shall have due regard to the financial position of the Company, the terms of issue of Debentures or loans, as the case may be, the rate of interest payable on such Debentures or loans and such other matters as it may consider necessary.

f. Where the Government has, by an order made under Article 9 (d) directed that any Debenture or loan or any part thereof shall be converted into shares in the Company and where no appeal has been preferred to the Tribunal under Article 9 (d) or where such appeal has been dismissed, the Memorandum of Association of the Company shall, where such order has the effect of increasing the authorised share capital of the Company, stand altered and the authorised share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which such Debentures or loans or part thereof has been converted into.

g. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with, the Act and the Rules made thereunder.

RIGHTS ISSUE

9. The Company may increase its subscribed capital by issue of further shares by offering its shares to its existing members by passing resolution in the meeting of the Board as per the provisions of Section 62(1)(a) of the Act, Rules specified thereunder or any other provision applicable in the Act.

EMPLOYEE STOCK OPTIONS

10. Subject to the Section 62 (1)(b) of the Act and rules thereto, the Company may offer its shares to its employees under a scheme of "employees stock option", if so authorized by way of an ordinary resolution at the general meeting.

PRIVATE PLACEMENT

11. Subject to Section 42 of the Act and the rules thereto, the Company may offer its shares or securities for subscription on private placement, if so authorized by way of a special resolution at the general meeting.

PREFERENTIAL ISSUE

12. Subject to Section 62 (1) (c) of the Act and rules thereto, the Company may offer its shares to any persons, whether or not those persons include persons referred to in clause (a) or clause (b) of sub-Section (1) of section 62 of the Act, if so authorized by way of a special resolution at the general meeting.

BUY BACK OF SHARES

13. Pursuant to a resolution of the Board or the shareholders as the case may, the Company may purchase its own Equity Shares or other Securities, by way of a buy-back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and regulations formulated by any statutory/regulatory authority as may be applicable from time to time.

PURCHASE BY COMPANY OR GIVING OF LOANS BY IT FOR PURCHASE OF ITS SHARES

14. The Company may purchase or give loans for purchase of its Shares subject to the provisions of the Act and rules framed thereunder, if any.

VARIATION OF CLASS OF SHAREHOLDERS' RIGHTS

15. Where the Share Capital is divided (unless otherwise provided by the terms of issue of the shares of that class) into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48 of the Act and Applicable Law, and whether or not the Company is being wound up, be modified, commuted, affected or abrogated or dealt with by agreement between the Company and any Person purporting to contract on behalf of that class, provided the same is effected with consent in writing and by way of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class. Subject to Section 48(2) of the Act and Law, all provisions hereafter contained as to General Meetings (including the provisions relating to quorum at such meetings) shall mutatis mutandis apply to every such meeting.

TERMS OF ISSUE OF DEBENTURE

16. Subject to Applicable Law, 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, subject to Applicable Law.

NEW CAPITAL SAME AS EXISTING CAPITAL

17. Except so far as otherwise provided by the conditions of issue or by these Articles, 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 instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

UNDERWRITING AND BROKERAGE

18. Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, for any shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014. The Company may also, on any issue of shares or Debentures, pay such reasonable brokerage as may be lawful.

ALTERATION OF SHARE CAPITAL

19. The Company shall have a power to alter its share capital in the manner permitted under the provisions of Section 61 of the Act.

REDUCTION OF CAPITAL

20. The Company may, subject to Section 66 and other applicable provisions of the Act, from time to time, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law. This Article is not to derogate any power the Company would have under Law, if it were omitted.

SUB-DIVISION AND CONSOLIDATION OF SHARES

21. Subject to the provisions of section 61 of the Act, the Company may by ordinary resolution passed in a general meeting, sub- divide or consolidate its Share Capital, or any of them and the resolution whereby any Share is subdivided may determine that, as between the holders of the Shares resulting from such sub-division, one or more of such Shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the other, subject as aforesaid. The Company in a general meeting, may also cancel any 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 as cancelled or concurrently convert them in Shares of different class, without prejudice to any of the provisions of the Act.

MODIFICATION OF RIGHTS

22. The rights of the holders of any class of Shares for the time being forming part of the capital of the company may be, subject to provisions of the Act and the Rules thereunder, amended, altered, changed, abrogated, modified, varied, extended or surrendered either with the consent in writing of the holders of three fourths of the issued Shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of Shares of such class and all the provisions hereinafter contained as to general meetings shall mutatis mutandis apply to every such meeting. This Article is not to derogate from any power the company would have if this Article were omitted.

SHARES HELD JOINTLY

23. If the Shares are held in the names of two or more Persons jointly, then the Person first named in the register of Members shall for all the purposes except voting and transfer, be deemed to be sole-holder thereof. But the joint holders are severally and jointly liable for all the purposes.

NOMINATION BY SECURITY HOLDERS

24. Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.

Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the rights in the Securities of the Company shall vest in the event of death of all the joint holders.

SHARES HELD IN TRUST

25. Subject to the provisions of the Act, the Company shall not be bound to recognize any person as holding any share upon any trust or having any equitable, contingent, future or partial interest (even when having notice thereof) in any Share or part thereof except an absolute right as the registered shareholder.

ISSUE OF SHARE CERTIFICATES

(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 the Directors so time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the Company, if any, in accordance with Applicable Law, 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 and approve, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one or several joint holders shall be a sufficient delivery to all such holders. Such share certificates shall also be issued in the event of consolidation or sub-division of Shares of the Company.

(b) The Company shall issue, re-issue and issue duplicate share certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014.

(c) A duplicate certificate of shares may be issued, if such certificate:

i. is proved to have been lost or destroyed; or

ii. has been defaced, mutilated or torn and is surrendered to the Company.

(d) The Company shall be entitled to dematerialize its existing shares, rematerialize its shares held in the depository and/or to offer its fresh shares in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.

(e) A certificate, issued under the Common Seal, if any, in accordance with Applicable Law, of the Company and signed by two Directors or by a Director and the Company Secretary, specifying the shares held by any Person shall be *prima facie* evidence of the title of the Person to such shares. Where the shares are held in dematerialized form, the record of depository shall be the *prima facie* evidence of the interest of the beneficial owner.

(f) 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 is lost or destroyed, then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, 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 Articles shall be issued without payment of fees if the Board / Committee of the Board so decide or on payment of such fees (not exceeding Rupees two for each certificate) as the Board shall prescribe. Provided that no fee shall be charged for issue of a new certificate 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.

Provided that notwithstanding what is stated above, the Board shall comply with the applicable provisions of the Act, rules or regulations or requirement of any Stock Exchange and rules made under the Securities Contracts (Regulation) Act, 1956, as amended or any other Act or rules applicable in this behalf.

(g) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

(h) The provisions of this Article shall mutatis mutandis apply to Debentures and other Securities of the Company.

(i) All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively machine–numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other person as the Board may authorize for the purpose and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board.

LIEN ON SHARES

(a) The Company shall have a first and paramount lien:

(i) on every share / debentures (not being a fully paid shares / debentures), and on the proceeds of sale thereof for all money (whether presently payable or not) called, or payable at a fixed time, in respect of such share / debenture whether the time for the payment thereof shall have actually arrived or not and no equitable interest in any share shall be created except upon the footing and condition that this Article is to have full effect. The Company's lien, if any, on a Share shall extend to all dividends payable and bonuses declared from time to time in respect of such Shares;

(ii) on all shares (not being fully paid shares) standing registered in the name of a single person (whether solely or jointly with others), for all money presently payable by him or his estate to the Company; and

(iii) on the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures.

(iv) 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.

Provided that the Board may, at any time, declare any shares wholly or in part to be exempt from the provisions of this Article.

(b) The fully paid-up shares shall be free from all lien and in the case of partly paid up shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

(c) No equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and Company's lien, if any, on the shares, shall extend to all Dividends payable and bonuses declared from time to time in respect of such shares.

(d) The Company may sell, in such manner, as the Board thinks fit, any shares on which the Company has a lien. Provided that no sale shall be made:

(i) unless a sum in respect of which the lien exists is presently payable; or

(ii) until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

(e) To give effect to any such sale, the Board may cause to be issued a duplicate certificate in respect of such shares and authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

(f) The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the Person entitled to the shares at the date of the sale.

(g) The provisions of this Article shall mutatis mutandis apply to the Debentures or any other securities of the Company, as applicable.

CALL ON SHARES

26. Subject to the provisions of Section 49 of the Act, 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 circular resolution), make such call as it thinks fit upon the Shareholders in respect of all money unpaid on the shares held by them respectively and each Shareholder shall pay the amount of every call so made on him to the Person or Persons and Shareholders and at the times and places appointed by the Board. A call may be made payable by instalments. Provided that the Board shall not give the option or right to call on shares to any person except with the sanction of the Company in the General Meeting.

27. Such days' notice in writing as permitted under the Act, at the least shall be given by the Company of every call (otherwise than on allotment) specifying the time and place of payment and if payable to any Person other than the Company, the name of the person to whom the call shall be paid, provided that before the time for payment of such call, the Board may by notice in writing to the Shareholders revoke the same.

28. The Board may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call and thereupon the call shall be deemed to have been made on the date so determined and if no date is determined, the call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed and may be made payable by the Shareholders whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent date as shall be fixed by the Board. A call may be revoked or postponed at the discretion of the Board.

29. The joint holder of a share shall be jointly and severally liable to pay all instalments and calls due in respect thereof.

30. 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 Shareholders who, from residence at a distance or other cause the Board may deem fairly entitled to such extension; but no Shareholders shall be entitled to such extension save as a matter of grace and favour.

31. If any Shareholder or allottee fails to pay the whole or any part of any call or instalment, 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 but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Shareholder.

32. Any sum, which by the terms of issue of a share or otherwise, becomes payable on allotment or at any fixed date or by instalments at a fixed time whether on account of the nominal value of the share or by way of premium shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue or otherwise the same became payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.

33. On the trial or hearing of any action or suit brought by the Company against any Shareholder or his legal representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Shareholder in respect of whose shares the money is sought to be recovered appears entered on the Register of Members as the holder, or one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the shares; that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the Shareholder or his representatives so sued in pursuance of these Articles; and 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, nor that the meeting 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.

34. Neither a judgment nor a decree in favour of the Company for calls or other money due in respect of any share 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 Shareholder to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

35. The Board may, if it thinks fit (subject to the provisions of Section 50 of the Act) agree, to and receive from any Member willing to advance the same, the whole or any part of the moneys due upon the shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time and at any time thereafter as exceeds the amount of the calls on any Share may carry interest but then made upon and due in respect of the shares in respect of which such advance has been made, the Company may pay interest at such rate, as the Member paying such sum in advance and the Board agree upon, provided that the money paid in advance of calls shall not confer a right to participate in profits or dividend. The Board may at any time repay the amount so advanced.

36. No Member shall be entitled to voting rights in respect of the money(ies) so paid by him until the same would but for such payment, become presently payable.

37. The provisions of these Articles shall mutatis mutandis apply to the calls on Debentures of the Company.

FORFEITURE OF SHARES

38. If any Shareholder fails to pay any call or instalment or any part thereof or any money 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 or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or instalment or any part thereof or other money remain unpaid or a judgment or decree in respect thereof remain unsatisfied, give notice to him or his legal representatives requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

39. The notice shall name a day, (not being less than 14 (fourteen) days from the date of the notice), and a place or places on or before which such call or instalment or such part or other money as aforesaid and interest thereon, (at such rate as the Board shall determine and payable from the date on which such call or instalment ought to have been paid), and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or instalment is payable, will be liable to be forfeited.

40. If the requirements of any such notice as aforesaid are not be complied with, any share in respect of which such notice has been given, may at any time, thereafter before payment of all calls, instalments, other money due in respect thereof, interest and expenses as required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends declared or any other money payable in respect of the forfeited share and not actually paid before the forfeiture subject to the applicable provisions of the Act. There shall be no forfeiture of unclaimed Dividends before the claim becomes barred by Law.

41. When any share shall have been so forfeited, notice of the forfeiture shall be given to the Shareholder on whose name it stood immediately prior to the forfeiture or if any of his legal representatives or to any of the Persons entitled to the shares by transmission, and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

42. Any share 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 shall think fit.

43. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

44. The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

45. A duly verified declaration in writing that the declarant is a Director or Secretary of the Company and that a share in the Company has 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.

46. 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 purchaser 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.

47. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant shares shall, (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Shareholder), stand cancelled and become null and void and of no effect and the Board shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.

48. The Board may, at any time, before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

TRANSFER AND TRANSMISSION OF SHARES HELD IN PHYSICAL FORM

49. A common form for transfer of Shares shall be used.

50. There shall be no restrictions whatsoever on the transactions in relation to shares including transfer of shares between any Members or granting of rights or creating an encumbrance on shares by one Member in favour of another Member. The instrument of transfer shall be in writing and all provisions of Section 56 of the Act and the Rules framed thereunder, and of any statutory modification thereof for the time being and the applicable SEBI Regulations shall be duly complied with in respect of all transfers of Shares and the registration thereof.

51. In accordance with provisions of Section 29 of the Act read with the Rules made thereto and in accordance with the provisions of the Depositories Act, 1996, every holder of Equity Shares of the Company who intends to transfer the Equity Shares held by him, shall get such Equity shares dematerialized before the transfer.

52. The transfer of Equity shares and other securities of the Company shall be in accordance with the provisions contained in the Depositories Act, 1996 and the Rules made thereunder.

53. The Board shall have power on giving not less than 7 (seven) days previous notice by advertisement in a vernacular newspaper and in an English newspaper having wide circulation in the city, town or village in which the Office of the Company is situated, and publishing the notice on the website as may be notified by the Central Government and on the website of the Company, to close the transfer books, the Register of Members and/or Register of Debenture- holders at such time or times and for such period or periods, not exceeding 30 (thirty) days at a time and not exceeding in the aggregate 45 (forty-five) days in each year, as it may deem expedient.

54. Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may refuse, whether in pursuance of any power of the Company under these Articles or otherwise, to register the transfer of, or transmission of securities by operation of law, or the right to any securities or interest of a Member in the Company. The Company shall, within 30 (thirty) days or the intimation of such transmission was delivered to the Company, send a notice of refusal to the person giving intimation of such transmission giving reasons for such refusal.

55. Subject to the applicable provisions of the Act and these Articles, the Board shall have the absolute and uncontrolled discretion to refuse to register a Person entitled by transmission to any shares or his nominee as if he were the transferee named in any ordinary transfer presented for registration, and shall not be bound to give any reason for such refusal and in particular may also decline in respect of shares upon which the Company has a lien.

56. That registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever

57. In case of the death of any one or more Shareholders named in the Register of Members as the joint-holders of any shares, the survivors shall be the only Shareholder or Shareholders recognized by the Company as having any title to or interest in such shares, but nothing therein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other Person.

58. The Executors or Administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder, (not being one of two or more joint-holders), shall be the only Shareholders recognized by the Company as having any title to the shares registered in the name of such Shareholder, and the Company shall not be bound to recognize such Executors or Administrators or holders of succession certificate or the legal representatives unless such Executors or Administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may under Article 58 of these Articles register the name of any Person who claims to be absolutely entitled to the shares standing in the name of a deceased Shareholder, as a Shareholder.

59. Subject to the provisions of Articles, any Person becoming entitled to shares in consequence of the death, lunacy, bankruptcy of any member or members, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board, (which it 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 his title, as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some Person nominated by him and approved by the Board, registered as such holder; provided nevertheless, that if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.

60. A Person becoming entitled to a share by reason of the death or insolvency of a member shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a member in respect of the shares, be entitled to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Directors shall, at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the shares, and if such notice is not complied with within 90 (Ninety) days, the Directors may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the shares until the requirements of the notice have been complied with.

61. No fee shall be charged by the Company in respect of the registration of transfer, transmission of shares, or for registration of any power of attorney, probate, letters of administration and succession certificate, certificate of death or marriage or other similar documents, sub division and/or consolidation of shares and debentures and sub-divisions of letters of allotment, renounceable letters of right and split, consolidation, renewal and genuine transfer receipts into denomination corresponding to the market unit of trading.

62. 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 of Members), to the prejudice of a Person or Persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had any 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 required to regard or attend or give effect to any notice which may be given to it 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 Board shall so think fit.

DEMATERIALIZATION OF SECURITIES

63. Dematerialization

(a) Notwithstanding anything contrary contained in these Articles and subject to provisions of the Act and Applicable law, the Company shall:

(i) Issue Equity shares and other securities only in dematerialized form,

(ii) Facilitate the dematerialization of existing securities,

(b) The Company, before making any offer for issue or buyback or bonus issue or rights offer of Equity shares or other securities in accordance with the provisions of the Act, shall ensure that before making any such issue or buyback or bonus issue or rights offer, the entire holding of Equity Shares and other Securities of the Promoters, Directors, Key Managerial Personnel, has been dematerialized in accordance with provisions of the Depositories Act 1996 and regulations made there under.

(c) Every existing holder of any Equity Shares or securities of the Company, who subscribes to further issue of Equity Shares or securities of the Company, whether by way of private placement or bonus shares or rights issue or otherwise, shall ensure that his entire holding of Equity Shares and other Securities are held in dematerialized form before such subscription.

(d) Every existing holder of any Equity Shares or securities of the Company, who intends to transfer Equity Shares or other Securities of the Company, shall get such Equity Shares or other Securities dematerialized before such transfer.

(e) Notwithstanding anything contained in these Articles but subject to the provisions of Law, the Company shall be entitled rematerialize its Securities held in the dematerialized form.

(f) Where the Equity Shares and other Securities of the Company are issued and held in dematerialized form, the rights and obligations of the holders of Equity Shares and other Securities and other parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification thereto or re-enactment thereof.

(g) If a holder opts to hold his Securities in dematerialized form through a Depository, then notwithstanding anything to the contrary contained in these Articles the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

(h) Securities in Depositories to be in fungible form:

All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

(i) Rights of Depositories & Beneficial Owners:

(i) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.

(ii) Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.

(iii) Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a member of the Company.

(iv) The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository.

(j) Except as ordered by a court of competent jurisdiction or as may be required by Law required and subject to the applicable provisions of the Act, the Company shall be entitled to treat the person whose name appears on the Register as the holder of any share or whose name appears as the Beneficial Owner of any share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more persons or the survivor or survivors of them.

(k) Transfer of Securities:

(i) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

(ii) In the case of transfer or transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

(l) Allotment of Securities dealt with in a Depository:

Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.

(m) Certificate Number and other details of Securities in Depository:

All the provisions in the Act or these Articles regarding the necessity to have certificate number/distinctive numbers for Securities issued by the Company shall not apply to Securities held with a Depository.

(n) Provisions of Articles to apply to Shares held in Depository:

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.

GENERAL MEETINGS

64. All general meetings of the Company shall be called, and held in accordance with the Act, and the Secretarial Standards, and Applicable Law. All the general Meetings other than the 'Annual General Meeting' shall be called 'Extra-Ordinary General Meetings'.

65. The Board may call an 'Extraordinary General Meeting' on their own accord or on the requisition of Members pursuant to provisions of section 100 of the Act.

66. Any notice of a meeting of the shareholders shall be served on each shareholder in writing at least 21 (twenty-one) days (or such period prescribed by Applicable Law) before the date of such meeting unless otherwise agreed by all the shareholders as per the provisions of the Act. The notice shall specify in reasonable detail the agenda/ items to be discussed for the meeting to be convened and the text of the resolutions proposed to be adopted at such meetings. No business shall be transacted at any meeting, or a resolution passed on any matters except as was fairly disclosed in the notice convening the meeting unless all shareholders agree otherwise as per the provisions of the Act. In case the notice is through the electronic mode, the notice may be sent through e-mail as a text or as an attachment to e-mail or as a notification providing electronic link or uniform resource locator for accessing such notice. The notice shall specify the place, date, day and hour of the meeting and shall contain the statement of business to be transacted at the meeting.

67. Meetings of the shareholders of the Company shall be in accordance with the Act, Applicable Laws and the Articles, and shall be held at the registered office of the Company or at the place designated in the notice issued by the Company to the shareholders.

68. Notwithstanding anything in these Articles and subject to the provision of Act or any other Applicable law for the time being in force, every Member or Proxy entitled to attend general meeting by his physical presence shall have an option to attend it by way of through video conferencing or any other audio-visual means as may be prescribed by the Company from time to time.

69. Notwithstanding anything in these Articles and subject to the provision of Act or any other Applicable law for the time being in force, every Member or proxy entitled to attend general meeting of the Company through video conferencing or any other audio-visual means as may be prescribed by the Company from time to time shall also be entitled to cast his electronic vote in such form & manner prescribed by the Company, from time to time, for this purpose, subject to provisions of the Act.

70. Unless otherwise prescribed in the Act or any other applicable law for the time being in force, Members entitled to attend and vote at general meeting of the company through electronic mode shall also be entitled to appoint proxies to attend and vote instead of himself after following due procedure prescribed by the Company in this behalf.

71. Unless otherwise prescribed in the Act or any other applicable law for the time being in force, proxies, attending general meeting conducted through electronic mode after their due appointment, shall be entitled to cast his electronic vote in such form and manner as prescribed by the company, from time to time, for this purpose.

72. Each Equity Share shall have 1 (one) vote and there shall be no disproportionate voting rights. All matters to be decided at the meeting of the shareholders shall be by show of hands. Any shareholder may demand a poll. Questions or resolutions arising at any meeting of the shareholders (whether ordinary or special), shall be decided by a majority of vote of shareholders present, in person or by proxy (where authorized to vote as per the Act), and a determination or resolution by a majority of such shareholders shall be valid and binding, subject to Applicable Law.

73. The quorum for a meeting of the shareholders of the Company shall require the presence of at least 5 (five) shareholders of the Company or their duly authorized representatives or such other number of members as may be prescribed under the Act or the applicable law for the time being in force. .

74. If within half an hour from the time appointed for a meeting of the shareholders, a quorum as set out under the Articles is not present, such meeting shall be adjourned to the same day of the next week at the same time and each Member shall be notified by the Company, by facsimile notice or by any other form of notice in writing of the date, time and place of the adjourned meeting.

75. If at an adjourned meeting of the shareholders of the Company, a quorum is not present within half an hour from the time appointed for the meeting, those Members present and duly represented shall constitute a quorum, subject to the provisions of Applicable Law.

POSTAL BALLOT AND E-VOTING

(a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended from time to time, or other law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.

(b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time to time and other Applicable Laws.

(c) The Company shall also provide e-voting facility to the shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014 or any other Applicable Law.

NUMBER OF DIRECTORS

76. Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (Fifteen), provided that the Company may appoint more than 15 (Fifteen) directors after passing a special resolution in a General Meeting.

77. The Board of Directors shall appoint the Chairperson of the Company. Subject to provisions of Applicable Law, the same person may be appointed as Managing Director of the Company by whatever name called.

78. At every Annual General Meeting of the Company, one third of such of the Directors as are liable to retire by rotation in accordance with section 152 of the Act (excluding Independent Directors), or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re- election.

79. The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.

QUALIFICATION SHARES

80. The Directors shall not be required to hold any qualification shares.

APPOINTMENT OF MANAGING DIRECTOR, INDEPENDENT DIRECTOR, ALTERNATE DIRECTORS, CASUAL VACANCY, ADDITIONAL DIRECTORS, AND NOMINEE DIRECTORS

81. Subject to the provisions of the Act and these Articles, the Board of Directors, may from time to time, appoint one or more of the Directors to be Managing Directors or other whole-time Director(s) of the Company, for a term not exceeding five years at a time 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 and the remuneration of Managing or Whole-Time Director(s) by way of salary and commission shall be in accordance with the relevant provisions of the Act.

82. Subject to the provisions of the Act, the Board shall appoint Independent Directors, who shall have appropriate experience and qualifications to hold a position of this nature on the Board.

83. Subject to Section 161 of the Act, the Board shall appoint an alternate director (an "Alternate Director") who is recommended for such appointment by a director (an "Original Director") to act for such Original Director during

such Original Director's absence for a period of not less than 3 (three) months from India. An Alternate Director appointed under this Article shall not hold office for a 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. If the term of office of the Original Director is determined before he returns, any provisions in the Act and in these Articles for the automatic reappointment of any retiring Director, in default of another appointment, shall apply to the Original Director and not to the Alternate Director. An act of an Alternate Director acting for the Original Director will be deemed to be the act of the Original Director. Upon the appointment of the Alternate Director, the Company shall ensure compliance with the provisions of the Act, including by filing necessary forms with the relevant registrar of companies. The Alternate Director shall be entitled to receive notice of a Board Meeting or meeting of a committee thereof, as the case may be, along with all relevant papers in connection therewith in terms of these Articles and to attend and vote thereat in place of the Original Director and generally to perform all functions of the Original Director in his absence.

84. In the event of a vacancy arising on account of the resignation of a Director or the office of the Director becoming vacant for any reason, the Party who nominated such Director shall be entitled to designate another person to fill the vacancy, subject to such right being approved by the shareholders by way of a special resolution immediately post admission to listing and trading of the Equity Shares of the Company on the recognized stock exchange(s) pursuant to the proposed initial public offering of the Company.

85. Subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 76. Any Person so appointed as an additional Director shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act.

86. The Board may appoint any person as a director **("Nominee Director")** nominated by any institution in pursuance of the provisions of any Law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its shareholding in a Government Company.

REMUNERATION OF DIRECTORS

87. Subject to applicable provisions of the Act and Applicable Law, the Company may pay remuneration to its directors, including Managing Director by whatever name called, whole-time director, and its manager subject to maximum limits prescribed in the Act and the Schedule made thereunder. However, the Company may, after obtaining approval of members by way of special resolution passed in a General Meeting of the members of the Company held in accordance with the provisions of the Act, pay remuneration its directors, including Managing Director by whatever name called, whole-time director, and its manager in excess of the limits prescribed in the Act and the Schedule made thereunder.

88. Subject to the applicable provisions of the Act and Applicable Law and in addition to remuneration payable to Director under Article 85, a Director may receive a sitting fee not exceeding such sum as may be prescribed by the Act for each meeting of the Board or any Committee thereof attended by him and shall be entitled for reimbursement of his expenses for participation in the Board and other meetings, subject to compliance with the provisions of the Act.

89. The sitting fees payable to each Director for every meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed by the Act from time to time.

POWERS OF DIRECTORS

90. Subject to the applicable provisions of the Act, these Articles and other applicable provisions of Law: -

a) The Board shall be entitled to exercise all such power and to do all such acts and things as the Company is authorised to exercise and do under the applicable provisions of the Act or by the Memorandum and Articles of association of the Company.

b) The Board is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the Company.

c) The Board of Directors of the Company shall exercise certain powers as mentioned in the Section 179 of the Act only by resolutions passed at the meeting of the Board any other matter which may be prescribed under the Act and Companies (Meetings of Board and its Powers) Rules, 2014 or any other Applicable Law.

BORROWING POWERS

91. Subject to Applicable Law and the provisions of Sections 73, 179 and 180 of the Act and the other applicable provisions of these Articles, any funds required by the Company for its working capital and other capital funding requirements shall be made in the form of demand loans, and / or guarantees to be provided by the Company, as decided by the Board of Directors

92. Subject to Applicable Law and Sections 73, 179 and 180 of the Act, the Board may from time to time at their discretion raise and borrow and may themselves lend and secure the payment of any sum or sums of money for the purpose of the Company.

93. Subject to Applicable Law, the Board may raise or secure the repayment of such sum or sums in the manner and upon such terms and conditions in all respects as they deem fit and particularly by creation of any mortgage or charge on the undertaking of the whole or any part of the property, or future, or uncalled Capital of the Company or by the issue of bonds, redeemable debentures or debentures or debenture- stock of the Company charged upon all or any part of the property of the Company both present and future including its uncalled Capital for the time being.

94. Subject to Applicable Law, debentures, debenture-stock, bond or other securities may be made assignable, free from any equities between the Company and the person to whom the same may be issued.

95. Subject to Applicable Law, any Debentures, debenture-stock, bond or other securities may be issued at discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings and allotment of shares.

SECURITY

96. The Board shall properly comply with the provisions contained in sections 77 to 87 of the Act in respect of all charges created for securing borrowings and specifically affecting the property of the Company.

BOARD MEETINGS

97. All Board Meetings of the Company shall be called, and held in accordance with the Act, and the Secretarial Standards, and Applicable Law. Subject to compliance with Section 173 of the Act, a Board Meeting shall be held at least once every calendar quarter or as otherwise determined by the Board. A Board Meeting may also be called by the Chairman or any 2 (two) Directors acting jointly and giving notice in writing to the Chairman specifying in reasonable detail the agenda/ item(s) to be discussed at such Board Meeting.

98. The notice of the Board Meeting can be given through electronic means. In such cases, the notice may be sent through e- mail as a text or as an attachment to e-mail or as a notification providing electronic link or uniform resource location for accessing such notice.

99. Notwithstanding anything in these Articles and unless otherwise provided in the Act or any other law for he being in force, Director participating in a Board Meeting through electronic mode shall be counted for the purpose of quorum.

100. Notwithstanding anything in these Articles, office of a Director shall not become vacant, nor shall he be disqualified from continuing as Director if he attends a Board Meeting of the Company through electronic mode.

101. Notwithstanding anything in these Articles and subject to the provision of Act or any other Applicable Law for the time being in force, every Director entitled to attend the Board Meeting of the Company by his physical presence or may attend it by way of video conferencing or by any other audio- visual means as may be prescribed by the Company from time to time. However, the notice convening Board Meeting shall inform them regarding facility of participation through electronic mode and provide necessary information to enable the Directors to access the said facility. The notice shall seek confirmation from the Directors whether he will exercise the electronic mode or attend the Meeting in person. In the absence of any such confirmation, it will be presumed that the Director will physically attend the Meeting. All electronic recording of the Board Meeting will be done at the place where Chairman or the company secretary whether in employment or in practice sit during the Board Meeting.

102. Not less than 7 (seven) days' written notice of a Board Meeting shall be given to each Director and his Alternate Director (if any) (whether in India or abroad). The Company Secretary shall issue a written notice convening the meeting and specifying the date, time and agenda for such meeting. The written agenda provided by the company secretary shall identify in reasonable detail, the issues to be considered by the Directors at such meeting and shall be accompanied by copies of any relevant papers to be discussed at the meeting. The notice and agenda shall be distributed in advance of the Board Meeting to all Directors and their respective Alternate Directors so as to ensure that they are received at least 7 (seven) days prior to the date fixed for such meeting or, if a Board Meeting is convened at shorter

notice based on mutual agreement between the Shareholders, as soon as practicable, to enable each Director to make an informed decision on the issue in question at such meeting.

103. All minutes of Board Meetings and the Board Committees shall be in English language and shall be circulated to all the Directors as soon as reasonably practicable after each Board Meeting (or committees) for the Directors' and/ or Members' comments and amendments.

104. Unless otherwise prescribed in the Act or any other Applicable Law for the time being in force, Company shall preserve electronic recording of Board Meeting conducted through Electronic Mode for a period of one year from the conclusion of said meeting.

105. No Board Meeting / Board Committee meeting may proceed to business nor transact any business unless a quorum is present at the start of such meeting and continues to remain throughout such meeting.

106. In the event that quorum as set forth above is not present at any Board Meeting or a Board Committee meeting within half an hour from the time appointed for the meeting, such meeting shall be adjourned to the same day of the next week at the same time and place. Each Director shall be notified by the company secretary by facsimile notice or by any other form of notice in writing of the date, time and place of the adjourned meeting. If at the adjourned meeting a quorum as specified above is not present within half an hour from the time appointed for the meeting, those Directors present or represented by their Alternate Directors shall constitute a quorum, subject to the provisions of Applicable Laws. Subject to these Articles, the quorum at adjourned board meetings shall be constituted in accordance with the Act and Applicable Laws.

107. Questions or resolutions arising at any meeting of the Board (or any of their respective committees) shall be decided by a simple majority of votes of Directors present and voting at a duly convened Board Meeting or the Board Committee meeting, and a determination or resolution by a simple majority of such Directors shall be valid and binding (including on the minority opposing such resolution). Each Director shall be entitled to exercise only one vote in any meeting of the Board (or any of their respective committees).

108. Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the committee, not being less in number than the quorum fixed of the meeting of the Board or the committee, as the case may be and to all other Directors or Members at their usual address in India by land delivery or by post or by courier or through electronic means and approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote at the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or committee duly convened and held.

DELEGATION OF POWERS AND COMMITTEES

109. The Board may delegate any of its powers to a committee of the Board constituted as may be decided and such committee meetings shall be governed in the same manner as that of Board Meetings.

110. All provisions regarding notice requirements and virtual meetings of Board Meetings as stipulated in these Articles shall apply mutatis mutandis to Board Committee meetings.

DIVIDEND & RESERVES

(a) The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

(b) 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.

(c) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

(d) The Board may also carry forward any profits which it may consider necessary not to distribute, without setting them aside as a reserve.

(e) *(i)* Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

(f) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

(g) *(i)* Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

(h) Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

(i) 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.

(j) No dividend shall bear interest against the company.

(k) Where the Company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted within 30 days from the date of declaration, the Company shall transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 days, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called “KSH International Limited Unpaid Dividend Account” as per the applicable provisions of the Act.

(l) The company shall, within a period of ninety days of making any transfer of an amount under sub- section (1) of section 124 of the Companies Act, 2013 to the “KSH International Limited Unpaid Dividend Account”, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be prescribed.

(m) If any default is made in transferring the total amount referred to in sub-section (1) of section 124 of the Companies Act, 2013 or any part thereof to “KSH International Limited Unpaid Dividend Account” of the company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent. per annum and the interest accruing on such amount shall ensure to the benefit of the members of the company in proportion to the amount remaining unpaid to them.

(n) Any money transferred to the unpaid dividend account of a Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Fund known as Investor Education and Protection Fund established under section 125 of the Act and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said fund and that authority shall issue a receipt to the Company as evidence of such transfer.

(o) All shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred by the Company in the name of the “Investors Education and Protection Fund” subject to the provisions of the Act and Rules.

(p) No unclaimed or unpaid dividend shall be forfeited by the Board.

ACCOUNTS

111. As per the provisions of the Act and Applicable Law, the Board shall cause to be prepared and placed before the Company in the 'Annual General Meeting', audited Financial Statements, a copy of which should be sent to all the Members entitled thereto.

112. The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.

113. No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by Applicable Laws or authorized by the Board.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

114. Subject to the provisions of the Act, -

A Chief Executive Officer, Manager, Company Secretary and 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 and Chief Financial Officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.

REGISTERS TO BE MAINTAINED BY THE COMPANY

115. (a) The Company shall, in terms of the provisions of Section 88 of the Act and the provisions of the Depositories Act, 1996, cause to be kept the following registers in terms of the applicable provisions of the Act:

(i) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India;

(ii) A register of Debenture holders; and

(iii) A register of any other security holders.

(b) The register(s) and index of beneficial owners maintained by a depository under the Depositories Act, 1996, as amended, shall be deemed to be the corresponding register(s) and index required under (a) above and the Act.

(c) The Company shall also be entitled to keep in any country outside India, a part of the registers referred above, called "foreign register" containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or beneficial owners residing outside India.

SEAL

116. The Board may provide a Common Seal for the purposes of the Company, subject to Applicable Law, 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, if any, for the time being.

117. Subject to Applicable Law, 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, and except in the presence of at least two (2) Directors and of the Company Secretary or such other person as the Board or Committee of the Board may appoint for the purpose; and those two (2) Directors and the Company Secretary or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

INSPECTION OF STATUTORY REGISTERS AND DOCUMENTS AND BOOKS OF ACCOUNTS

118. The Statutory Registers and the minutes of the meeting of the members shall be kept at the office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each business day as the board determines for inspection of any shareholder without charge. In the event such shareholder conducting inspection of the abovementioned documents requires extracts of the same, the Company may charge a fee which shall not exceed Rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of law.

119. 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 as per the provisions of the Act.

120. No member (not being a Director) shall have any right of inspecting any accounts or books or documents of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.

WINDING UP

121. Subject to the applicable provisions of the Act and the Rules made thereunder:

(a) 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.

(b) 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.

(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

122. Subject to the provisions of the Act, every director of the Company, officer (whether managing director, manager, secretary or other officer) or employee of the Company shall be indemnified by the Company against any liability incurred by him and the company shall pay out its funds all costs, losses and expenses which any director, Manager, officer or employee may incur or become liable to by reason of any contract entered into by him on behalf of the Company or in any way in the discharge of his duties and in particular, and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, Manager, Officer or employee in defending any proceedings Whether civil or criminal in which judgement is given in his favour or he is acquitted or in connection with any application under Section 463 of the Act in which relief is granted by the court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the shareholders over all the claims.

NOTICE BY ADVERTISEMENT

123. Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Members, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the District in which the registered office of the Company is situated.

GENERAL POWER

124. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

125. At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the "Listing Regulations"), the provisions of the Listing Regulations shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Listing Regulations, from time to time.

SECRECY

126. Every director, manager, auditor, executor, trustee, member of a committee of the Board, officer, servant, agent, accountant, or other person employed in the business of the Company shall be deemed to have pledged himself to observe strict secrecy in respect of all transactions of the Company with its customers and the state of its accounts with individuals in matters relating thereto, and shall be deemed to have pledged not to reveal any of the matters which come to his knowledge in the discharge of his duties, except when required to do so by the directors or by a court of

law by resolution of the Company in the general meeting or under any other requirement of law as the case may be and except so far as may be necessary in order to comply with any provision of these Articles.

127. No Member, not being a director, shall be entitled to inspect the Company's work, except to the extent expressly permitted by the Act or these Articles to enter upon the property of the Company or to require discovery of or any information respecting any detail of the Company's trading or any other matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Board, will not be expedient in the interest of the Members to communicate to the public.

SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company and includes contracts entered into until the date of this Draft Red Herring Prospectus) which are, or may be deemed material, have been entered or to be entered into by our Company. These contracts and the documents for inspection referred to hereunder, copies of which will be attached to the copy of the Red Herring Prospectus filed with the RoC, may be inspected at our Registered Office, from 10.00 a.m. to 5.00 p.m. on Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such documents or agreements executed after the Bid/Offer Closing Date) and will also be available on our website at www.kshinternational.com.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant laws.

Material contracts to the Offer

1. Offer agreement dated May 22, 2025 entered into among our Company, the Promoter Selling Shareholders and the BRLMs.

2. Registrar agreement dated May 22, 2025 entered into among our Company, the Promoter Selling Shareholders and Registrar to the Offer.

3. Cash Escrow and Sponsor Banks agreement dated [●] entered into among our Company, the Promoter Selling Shareholders, the BRLMs, the Syndicate Members, Banker(s) to the Offer and the Registrar to the Offer.

4. Share Escrow agreement dated [●] entered into among the Promoter Selling Shareholders, our Company and the Share Escrow Agent.

5. Syndicate agreement dated [●] entered into among the members of the Syndicate, our Company, the Promoter Selling Shareholders and the Registrar to the Offer.

6. Underwriting agreement dated [●] entered into among our Company, the Promoter Selling Shareholders, the Registrar to the Offer and the Underwriters.

7. Monitoring Agency agreement dated [●] entered into between our Company and the Monitoring Agency.

Material documents in relation to the Offer

1. Certified copies of our Memorandum of Association and Articles of Association, as amended from time to time.

2. Certificate of incorporation dated July 30, 1979, issued by the Registrar of Companies, Maharashtra at Mumbai.

3. Fresh certificate of incorporation dated July 4, 1996, pursuant to change in the name of the Company from "*Bhandary Metal Extrusion Private Limited*" to "*KSH International Private Limited*".

4. Certificate of registration of the order of regional director dated October 13, 2011 issued by RoC, confirming transfer of the registered office within the same state.

5. Fresh certificate of incorporation dated January 20, 2025, issued by the RoC consequent upon change of name pursuant to conversion of the Company from private limited to public limited.

6. Scheme of Arrangement between our Company and Waterloo Motors Private Limited ("**Resulting Company**") and their respective shareholders ("**Scheme of Amalgamation**").

7. Certified copy of the Materiality Policy adopted by the Company pursuant to resolution of Board dated May 17, 2025.

8. Board resolution of our Company dated May 6, 2025, authorizing the Offer and other related matters.

9. Shareholders' resolution dated May 6, 2025, authorising the Fresh Issue and other related matters.

10. Resolution of our Board dated May 17, 2025 approving this Draft Red Herring Prospectus.

11. Resolution of our IPO Committee dated May 22, 2025 approving this Draft Red Herring Prospectus.

12. Resolution of our Board dated May 6, 2025, taking on record the consent of the Promoter Selling Shareholders to participate in the Offer for Sale.

13. Resolution of our IPO Committee dated May 22, 2025 approving the updated consents of the Promoter Selling Shareholders to participate in the Offer for Sale.

14. Resolution dated May 22, 2025, passed by the Audit Committee approving the key performance indicators.

15. Written consent dated May 22, 2025, from our Statutory Auditors, Kirtane & Pandit, LLP, Chartered Accountants, to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013, to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated May 17, 2025 on the Restated Financial Statements; and (ii) the statement of special tax benefits available to the Company and its shareholders under the direct and indirect tax laws in India dated May 22, 2025, included in this Draft Red Herring Prospectus and (iii) any other certificates as may be required for the purposes of the Offer, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" and "consent" does not represent an "expert" or "consent" within the meaning under the U.S. Securities Act.

16. Written consent dated May 22, 2025, from Lalit Muljibhai Sarvaiya, Chartered Engineer, to include their name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the chartered engineer in respect of their certificates, each dated May 22, 2025, as included in this Draft Red Herring Prospectus.

17. The examination report dated May 17, 2025 of the Statutory Auditors on the Restated Financial Statements, included in this Draft Red Herring Prospectus.

18. Report issued by the Statutory Auditors dated May 22, 2025 on the statement of special tax benefits available to our Company and Shareholders under the direct and indirect tax laws in India.

19. Certificate dated May 22, 2025, from our Statutory Auditors, Kirtane & Pandit, LLP, Chartered Accountants, with respect to our key performance indicators.

20. Written consent dated May 22, 2025 from Kanj & Co. LLP, independent practicing company secretary, to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the certificate issued in their capacity as a practicing company secretary to our Company.

21. Certificate dated May 22, 2025 from Kanj & Co. LLP, independent practicing company secretary, with respect to their search report in relation to list of certain missing corporate records of the Company.

22. Agreement of family arrangement dated July 27, 2018.

23. Amended and Restated Shareholder's agreement dated May 19, 2025 entered into between our Company, Kushal Subbayya Hegde, Pushpa Kushal Hegde, Sangeeta Ramprasad Rai, Rajesh Kushal Hegde, Rakhi Girija Shetty and Rohit Kushal Hegde, Maithili Hegde, Katyayani Balasubramanian, Waterloo Industrial Park VI Private Limited, in its capacity as the Trustees of each of the Broad Family Trust, the Dhaulagiri Family Trust, the Everest Family Trust, the Kanchenjunga Family Trust, the Makalu Family Trust, the Annapurna Family Trust.

24. Copies of annual reports of our Company as of and for Fiscals 2024, 2023 and 2022.

25. Written consents of bankers to our Company, the Book Running Lead Managers, Registrar to the Offer, Banker(s) to the Offer, Legal Counsel to our Company, Syndicate Members, Directors, Promoters and Company Secretary and Compliance Officer to act in their respective capacities.

26. The report titled "*Industry Report on Magnet Winding Wires Market in India*" dated May 22, 2025 prepared and issued by CARE Analytics and Advisory Private Limited and commissioned and paid for by our Company pursuant to an engagement letter with CARE Analytics and Advisory Private Limited dated December 2, 2024, exclusively for the purposes of the Offer.

27. Consent letter dated May 22, 2025, issued by CARE Analytics and Advisory Private Limited with respect to the report titled "*Industry Report on Magnet Winding Wires Market in India*".

28. Agreement dated April 30, 2025, entered into between our Company and Kushal Subbayya Hegde.

29. Agreement dated April 30, 2025, entered into between our Company and Rajesh Kushal Hegde.

30. Agreement dated April 30, 2025, entered into between our Company and Rohit Kushal Hegde.

31. Agreement dated April 30, 2025, entered into between our Company and Rakhi Girija Shetty.

32. Tripartite agreement dated June 10, 2015, among our Company, NSDL and Registrar to the Offer.

33. Tripartite agreement dated January 15, 2025, among our Company, CDSL and the Registrar to the Offer.

34. Due diligence certificate dated May 22, 2025, addressed to SEBI from the BRLMs.

35. In-principle listing approvals dated [●] and [●], from BSE and NSE, respectively.

36. SEBI observation letter bearing reference number [●] and dated [●].

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines, rules or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Kushal Subbayya Hegde
Chairman and Executive Director

DIN: 00135070

Place: Pune, India

Date: May 22, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines, rules or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Rajesh Kushal Hegde
Managing Director

DIN: 00114193

Place: Boston, USA

Date: May 22, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines, rules or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Rohit Kushal Hegde
Joint Managing Director

DIN: 00134926

Place: Pune, India

Date: May 22, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines, rules or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Rakhi Girija Shetty
Whole-time Director

DIN: 03124510

Place: Pune, India

Date: May 22, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines, rules or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Dinesh Hirachand Munot
Independent Director

DIN: 00049801

Place: Pune, India

Date: May 22, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines, rules or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Ajay Shriram Patil
Independent Director

DIN: 01217000

Place: Pune, India

Date: May 22, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines, rules or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Ram Kumar Tiwari
Independent Director

DIN: 10938958

Place: Bhopal, India

Date: May 22, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines, rules or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Indu Jacob
Independent Director

DIN: 05293084

Place: Pune, India

Date: May 22, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the guidelines, rules or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY CHIEF FINANCIAL OFFICER

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Amod Joshi

Place: Pune, India

Date: May 22, 2025

DECLARATION

I, Kushal Subbayya Hegde, hereby confirm, certify and declare that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as one of the Promoter Selling Shareholders and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements, disclosures and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder, or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY PROMOTER SELLING SHAREHOLDER

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Kushal Subbayya Hegde

Place: Pune, India

Date: May 22, 2025

DECLARATION

I, Pushpa Kushal Hegde, hereby confirm, certify and declare that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as one of the Promoter Selling Shareholders and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements, disclosures and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder, or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY PROMOTER SELLING SHAREHOLDER

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Pushpa Kushal Hegde

Place: Pune, India

Date: May 22, 2025

DECLARATION

I, Rajesh Kushal Hegde, hereby confirm, certify and declare that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as one of the Promoter Selling Shareholders and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements, disclosures and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder, or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY PROMOTER SELLING SHAREHOLDER

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Rajesh Kushal Hegde

Place: Boston, USA

Date: May 22, 2025

DECLARATION

I, Rohit Kushal Hegde, hereby confirm, certify and declare that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as one of the Promoter Selling Shareholders and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements, disclosures and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder, or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY PROMOTER SELLING SHAREHOLDER

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Rohit Kushal Hegde

Place: Pune, India

Date: May 22, 2025