RED HERRING PROSPECTUS
Dated: June 09, 2025
Please read Section 26 and 32 of the Companies Act, 2013
100% Book Built Issue
(This Red Herring Prospectus will be updated upon filing with the RoC)

(Please scan this QR Code to view the RHP)

Eppeltone Engineers Limited

Corporate Identification Number: U31909DL2002PLC117025

REGISTERED & CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Registered Office: A-57 Defence Colony, New Delhi, Delhi, 110024 India **Corporate Office:** G-91, U.P.S.I.D.C. Industrial Area, Site V, Surajpur, Greater Noida, Uttar Pradesh - 201306, India	Megha Sharma (Company Secretary & Compliance officer)	**Email-id:** cs@eppeltone.in **Telephone:** +91-9811050241	www.eppeltone.in

PROMOTERS OF OUR COMPANY:

ROHIT CHOWDHARY, DEVEN CHOWDHARY AND RESHU CHOWDHARY

DETAILS OF THE ISSUE

TYPE	FRESH ISSUE	OFFER FOR SALE (OFS)	TOTAL SIZE	ELIGIBILITY
Fresh Issue	up to 34,34,000 Equity Shares aggregating up to ₹ [●] Lakhs	NA	Up to ₹ [●] Lakhs	This Issue is being made in terms of regulation 229(2) and 253(1) of chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.

DETAILS OF OFS BY PROMOTER(S)/ PROMOTER GROUP/ OTHER SELLING SHAREHOLDER – NA

RISK IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10/- each and the Floor Price and Cap Price are [●] times and [●] times of the face value of the Equity Shares, respectively. The Floor Price, Cap Price and the Issue Price as determined by our Company in consultation with the Book Running Lead Manager (BRLM), on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under ***'Basis of the Issue Price'*** on page 85 of this Red Herring Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares Issued in the Issue have neither been recommended nor approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Red Herring Prospectus. Specific attention of the investors is invited to the section ***'Risk Factors'*** beginning on page 28 of this Red Herring Prospectus.

COMPANY'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares of our Company Issued through this Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited **("NSE EMERGE")** in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an 'In-principle' approval letter dated April 21, 2025 from National Stock Exchange of India ("NSE") for using its name in the Red Herring Prospectus for listing of our shares on the NSE EMERGE. For the purpose of this Issue, National Stock Exchange of India Limited ("NSE")
shall be the Designated Stock Exchange

BOOK RUNNING LEAD MANAGER

DETAILS OF BOOK RUNNING LEAD MANAGER	CONTACT PERSON	EMAIL & TELEPHONE
Expert Global Consultants Private Limited	Shobhit R. Agarwal	**Telephone:** +91 11 4509 8234 **Email**: ipo@expertglobal.in

REGISTRAR TO THE ISSUE

DETAILS OF REGISTRAR TO THE ISSUE	CONTACT PERSON	EMAIL & TELEPHONE
Skyline Financial Services Private Limited	Anuj Rana	**Telephone**: +91 22 2851 1022 **Email:** ipo@skylinerta.com

BID/ ISSUE PERIOD

Anchor Portion Opens/ Closes On*: Monday, June 16, 2025	Bid/ Issue Opens On: Tuesday, June 17, 2025	Bid/ Issue Closes On**: Thursday, June 19, 2025***

**Our Company, in consultation with the BRLM, 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/Issue Opening Date.*

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

****The UPI mandate end time and date shall be at 5:00 p.m. on Bid/ Issue Closing Day.*

RED HERRING PROSPECTUS
Dated: June 09, 2025
(Please read Section 26 and 32 of the Companies Act, 2013)
100% Book Built Issue
(This Red Herring Prospectus will be updated upon filing with the RoC)

Eppeltone Engineers Limited

Corporate Identification Number: U31909DL2002PLC117025

Our Company was originally incorporated as 'Eppeltone Engineers Private Limited' on September 18, 2002 vide Registration no. 117025 (CIN: U31909DL2002PTC117025) under the provisions of the Companies Act, 1956 with the Registrar of Companies, Delhi & Haryana. Further, our Company was converted into a public limited company pursuant to board resolution passed at board of directors meeting held on March 02, 2024 and shareholders resolution passed at the extra-ordinary general meeting of our Company on March 04, 2024 and the name of our Company was changed to "Eppeltone Engineers Limited" and a Fresh Certificate of Incorporation dated June 19, 2024 bearing CIN U31909DL2002PLC117025 issued by the Registrar of Companies, Central Processing Centre. For details of incorporation, change of name and registered office of our Company, please refer to chapter titled ***'General Information'*** and '***History and Corporate Structure'*** beginning on page 52 and 157 respectively of this Red Herring Prospectus.

Registered Office: A-57, Defence Colony, New Delhi, Delhi, India, 110024
E-mail: cs@eppeltone.in **Website**: www.eppeltone.in **Telephone**: +91-9811050241;
Contact Person: Megha Sharma, Company Secretary & Compliance Officer;

PROMOTERS OF OUR COMPANY: ROHIT CHOWDHARY, DEVEN CHOWDHARY & RESHU CHOWDHARY

INITIAL PUBLIC ISSUE OF UPTO 34,34,000* EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (THE "EQUITY SHARES") OF EPPELTONE ENGINEERS LIMITED ("OUR COMPANY" OR "THE COMPANY") AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF [●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹[●] LAKHS ("PUBLIC ISSUE") OUT OF WHICH UPTO 1,72,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UPTO 32,62,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹[●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.50% AND 25.17% RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER I.E. FINANCIAL EXPRESS AND ALL EDITIONS OF THE HINDI NATIONAL NEWSPAPER I.E. JANSATTA AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE.
Subject to Finalization of the Basis of Allotment.

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

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company in consultation with the BRLM may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders, other than Anchor Investors, are required to participate in the Issue by mandatorily utilizing the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see ***'Issue Procedure'*** on page 234 of this Red Herring Prospectus. All the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) facility process including through UPI mode (as applicable) for making payment providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") as per the SEBI circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015. For further details, please refer to section titled "*Issue Procedure*" beginning on page 234 of this Red Herring Prospectus. In case of delay, if any in refund, our Company shall pay interest on the application money at the rate of 15% per annum for the period of delay.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public Issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10.00. The Issue Price, Floor Price or the Price Band should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares Issued in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Red Herring Prospectus. Specific attention of the investors is invited to the section titled *'Risk Factors'* beginning on Page 28 of this Red Herring Prospectus.

OUR COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Issue document contains all information with regard to the Company and the Issue which is material in the context of the Issue, that the information contained in the Issue document 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 make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares Issued through the Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India ("NSE EMERGE"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received In-Principal Approval letter dated April 21, 2025 from National Stock Exchange of India Limited ("NSE") for using its name in this Issue document for listing of our shares on the EMERGE platform of NSE. For the purpose of this Issue, the designated Stock Exchange will be the National Stock Exchange of India Limited ("NSE").

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
Expert Global Consultants Private Limited 503-504, 5th floor, RG Trade Tower Netaji Subhash Place, Pitampura - 110 034, New Delhi, India **SEBI Registration Number:** INM000012874 **CIN:** U74110DL2010PTC205995 **Contact Person:** Shobhit R. Agarwal **Telephone:** +91 11 4509 8234 **Email ID:** ipo@expertglobal.in **Website:** www.expertglobal.in **Investor Grievance ID:** compliance@expertglobal.in	**Skyline Financial Services Private Limited** A/506, Dattani Plaza, Andheri Kurla Road, Andheri East, Mumbai – 400072, Maharashtra, India **SEBI Registration No. :** INR000003241 **CIN:** U74899DL1995PTC071324 **Contact Person**: Anuj Rana **Tel:** +91 22 2851 1022 **E-mail:** ipo@skylinerta.com **Investor Grievance Email:** grievances@skylinerta.com **Website:** www.skylinerta.com

BID / ISSUE PERIOD

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**Our Company, in consultation with the BRLM, 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/Issue Opening Date.*

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

****The UPI mandate end time and date shall be at 5:00 p.m. on Bid/ Issue Closing Day.*

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

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

The words and expressions used in this Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018, the Securities Contracts Regulation Act, 1992 ("SCRA"), the Depositories Act or the rules and regulations made there under.

Notwithstanding the foregoing, terms in ***'Basis for Issue Price', 'Statement of Possible Tax Benefits', 'Industry Overview', 'Key Industry Regulations and Policies', 'Financial Information', 'Outstanding Litigation and Material Developments', 'Issue Procedure'*** *and* ***'Description of Equity Shares and Terms of Articles of Association'****, beginning on page 85, 93, 96, 143, 183, 201, 234 and 263 respectively, shall have the respective meanings ascribed to them in the relevant sections.*

General Terms

Terms	Description
'EEL' 'the Company', 'our Company' 'Eppeltone' and 'Eppeltone Engineers Limited'	Eppeltone Engineers Limited, a Company incorporated in India under the Companies Act, 1956 having its registered office at A-57, Defence Colony, New Delhi, Delhi, India, 110024
'we', 'us' and 'our'	Unless the context otherwise indicates or implies, refers to our Company
'you', 'your' or 'yours'	Prospective investors in this Issue

Company Related Terms

Terms	Description
AOA / Articles / Articles of Association	Articles of Association of Eppeltone Engineers Limited as amended from time to time.
Audit Committee	The Committee of the Board of Directors constituted as the Company's Audit Committee in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 as described in the chapter titled ***'Our Management'*** beginning on page 162 of this Red Herring Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors being M/s. Abhay Sharma and Company, Chartered Accountants (Firm Registration No. as 018749C)
Board of Directors / the Board / our Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled ***'Our Management'*** beginning on page 162 of this Red Herring Prospectus
Chairman/ Chairperson	The Chairperson of our Company, Reshu Chowdhary
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Rishab Nagpal
CIN	Corporate Identification Number i.e. U31909DL2002PLC117025
Companies Act / Act	The Companies Act, 2013 and amendments thereto and erstwhile The Companies Act, 1956, to the extent of such of the provisions that are in force.
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company, Megha Sharma.
Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Terms	Description
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Director(s) / our Directors	The Director(s) of our Company, unless otherwise specified.
Equity Listing Agreement/ Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our company and the NSE Emerge Platform.
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company.
Equity Shares	Equity Shares of the Company of face value of Rs.10/- each unless otherwise specified in the context thereof.
Executive Directors	Executive Directors are the Managing Director & Whole-Time Directors of our Company.
GIR Number	General Index Registry Number.
Group Companies	The company (ies) identified as 'group companies' in accordance with Regulation 2(1) (t) of the SEBI ICDR Regulations, as disclosed in the section ***'Our Group Companies'*** on page 181 of this Red Herring Prospectus.
Independent Director	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the Listing Regulations. For details of our Independent Directors, see ***'Our Management'*** on page 162 of this Red Herring Prospectus.
JV/Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, Section 2(51) of the Companies Act, 2013. For details, see section entitled ***'Our Management'*** on page 162 of this Red Herring Prospectus.
Materiality Policy	The policy adopted by our Board on July 20, 2024 for identification of Group Companies, material outstanding litigation and material outstanding dues to creditors, pursuant to the disclosure requirements under the SEBI (ICDR) Regulations, 2018 as amended from time to time.
MD or Managing Director	The Managing Director of our Company namely, Rohit Chowdhary.
MOA / Memorandum of Association	Memorandum of Association of our company as amended from time to time.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with the Companies Act, 2013 and the Listing Regulations as described in the chapter titled ***'Our Management'*** beginning on page 162 of this Red Herring Prospectus
Non-Executive Director	A Director not being an Executive Director.
NRIs / Non-Resident Indians	A person resident outside India, as defined under Foreign Exchange Management Act, 1999 and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoter Group	Includes such Persons and companies constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as enlisted in the section ***'Our Promoters and Promoter Group'*** beginning on page 176 of this Red Herring Prospectus.
Promoters	Shall mean promoters of our Company i.e. Rohit Chowdhary, Deven Chowdhary and Reshu Chowdhary. For further details, please refer to section ***'Our Promoters and Promoter Group'*** beginning on page 176 of this Red Herring Prospectus.
Registered Office of our Company	The Registered Office of our Company situated at A-57, Defence Colony, New Delhi, Delhi, India, 110024
Reserve Bank of India / RBI	Reserve Bank of India constituted under the RBI Act.
Restated Financial Statements or Restated	The Restated Statement of Asset & Liabilities, the Restated Statement of Profit and Loss and the Restated Statement of Cash Flows for the period ended on March 31, 2025, March 31, 2024 and March 31, 2023, and the Statement of Significant Accounting Policies, and other explanatory information relating to such financial

Terms	Description
Financial Information	periods prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations, 2018 and the revised guidance note on reports in Company Prospectuses (Revised) Issued by the ICAI, together with the schedules, notes and annexure thereto.
RoC/ Registrar of Companies	Registrar of Companies, Delhi & Haryana, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019 India.
SEBI (ICDR) Regulations /ICDR Regulation/ Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications Issued by SEBI from time to time.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, from time to time.
SEBI Listing Regulations, 2015/SEBI Listing Regulations/Listing Regulations/SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications Issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and regulation 20 of SEBI (Listing obligations and disclosure requirements) regulations 2015 as described in the chapter titled '***Our Management***' beginning on page 162 of this Red Herring Prospectus.
Stock Exchange	Unless the context requires otherwise, refers to, Emerge platform of National Stock Exchange of India Limited
Subscriber to MOA	Initial Subscribers to MOA & AOA being Harish Chander Chowdhary and Amit Chowdhary.
Willful Defaulter(s)	Willful defaulter as defined under Regulation 2(1)(lll) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

Issue Related Terms

Terms	Description
Abridged Prospectus	The abridged prospectus to be Issued by our Company in accordance with the provisions of the SEBI ICDR Regulations
Allotment/Allot/Allotted	Unless the context otherwise requires, the Issue and allotment of Equity Shares, pursuant to the Issue to the successful Bidder.
Acknowledgement Slip	The slip or document Issued by the Designated Intermediary to Bidder as proof of registration of the Application.
Allotment Advice	Note or advice or intimation of allotment sent to the bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee (s)	The successful applicant to whom the Equity Shares are being / have been Issued.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/Issue Period.
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 day, being one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investor, and allocation to Anchor Investors shall be completed.
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company in consultation with the BRLM, to Anchor Investors on a discretionary basis in

Terms	Description
	accordance with the SEBI ICDR Regulations, out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
Application Amount	The amount at which the Bidder makes an application for the Equity Shares of our Company in terms of Red Herring Prospectus.
Application Form	The form, whether physical or electronic, used by a Bidder to make an application, which will be considered as the application for Allotment for purposes of this Red Herring Prospectus.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by all bidders to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	Account maintained by the Bidder/Investor with an SCSB which will be blocked by such SCSB to the extent of the Application Amount of the Bidder/Investor.
ASBA Bidder	All Bidders except Anchor Investors
ASBA Application Location(s)/Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Ahmedabad.
Banker(s) to the Issue / Sponsor Bank	Banks which are clearing members and registered with SEBI as bankers to the Issue and with whom the Public Issue Account will be opened, in this case being HDFC Bank Limited.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful bidders under the Issue and which is described in the chapter titled ***'Issue Procedure'*** beginning on page 234 of this Red Herring Prospectus.
Bid	An indication to make an Issue during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, pursuant to the submission of a Bid cum 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 in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bidder	Any 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.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid.
Bid cum Application Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Bidders, which will be considered as the application for Allotment in terms of the Red Hearing Prospectus.
Bid Lot	[●] Equity Shares and in multiples of [●] equity shares thereafter
Bid/Issue Closing Date	The date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of the English national newspaper i.e Financial Express and all editions of the Hindi national newspaper i.e Jansatta (Hindi being the regional language of Delhi, where the Registered Office of our Company is situated), each with wide circulation. Our Company may in consultation with the BRLM, consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations
Bid/Issue Opening Date	The date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of the English national newspaper i.e. Financial Express and all editions of the Hindi national newspaper i.e. Jansatta (Hindi being the regional language of Delhi, where the Registered Office of our Company is situated) each with wide circulation.
Bidding Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	The book building process, as described in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue will be made.
Book Running Lead Manager or BRLM or Manager	The Book Running Lead Manager to the Issue namely Expert Global Consultants Private Limited.

Terms	Description
Broker Centers	Broker centers notified by the Stock Exchanges, where the Bidders can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the name and contact details of the Registered Brokers are available on the website of the Stock Exchange
Business Day	Monday to Friday (except public holidays)
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Bidder indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the Price Band above which the Issue Price will not be finalized and above which no Bids will be accepted
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and Circular no. SEBI/HO/MIRSD/POD- 1/P/CIR/2024/37 dated May 7, 2024 Issued by SEBI
Collecting Registrar and Share Transfer Agent	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 Issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Cut-off Price	The Issue Price, which shall be any price within the Price band as finalized by our Company in consultation with the BRLM. Only Retail Individual Investors are entitled to Bid at the Cutoff Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
Demographic Details	The demographic details of the Bidders such as their address, PAN, occupation, investor status and bank account details and UPI ID wherever as applicable.
Depository / Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Bidder and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
Designated CDP Locations	Such locations of the CDPs where Bidder can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com
Designated RTA Locations	Such locations of the RTAs where bidder can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com
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 Issue Account(s) or the Refund Account(s), as applicable, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful Bidders in the Issue.
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depositary Participant, a registrar to an Issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity)
Designated Market Maker	Prabhat Financial Services Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations;
Eligible NRI	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares.

Terms	Description
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Red Herring Prospectus constitutes an invitation to purchase the Equity Share Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Escrow Account(s)	The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank(s) and in whose favour Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of Bid Amounts when submitting a Bid.
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as bankers to an Issue under the BTI Regulations, and with whom the Escrow Account(s) will be opened, in this case being HDFC Bank Limited.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted
First / Sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
FII/ Foreign Institutional Investor	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable law in India.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
Fresh Issue	Fresh Issue of up to 34,34,000 Equity Shares aggregating up to ₹ [●] lakhs to be Issued by company pursuant to the Issue.
Fraudulent Borrower	A company or person, as the case may be, categorized as a fraudulent borrower by any bank or financial institution or consortium thereof, in terms of the Master Directions on "Frauds – Classification and Reporting by commercial banks and select FIs" dated July 1, 2016
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document (GID)	The General Information Document for investing in public Issues prepared and Issued by SEBI in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the Book Running Lead Manager.
Gross Proceeds	The total Issue Proceeds to be raised pursuant to the Issue.
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the Issue document. Provided that any Issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the Issue document
Issue Agreement	The Agreement dated August 30, 2024 between our company and BRLM.
Issue/Public Issue/ Issue size/Initial Public Issue/Initial Public Issue/Initial Public Issuing/ IPO	The Initial Public Issue of upto 34,34,000 Equity shares of ₹ 10/- each at Issue Price of ₹ [●]/- per Equity Share, including a premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs.
Issue Price	The final price at which the Equity shares will be allotted in terms of the Red Herring Prospectus and the Prospectus, as determined by our company in consultation with BRLM on the Pricing date in accordance with the Book-Building process and the Red Herring Prospectus.
Issue Period	The period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date inclusive of both days and during which prospective Bidders can submit their applications, including any revisions thereof.

Terms	Description
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled ***'Objects of the Issue'*** at page 72 of the Red Herring Prospectus
Lot Size	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants.
Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker	Member Brokers of NSE who are specifically registered as Market Makers with the NSE Emerge Platform. In our case Prabhat Financial Services Limited is the Market Maker.
Market Making Agreement	The Market Making Agreement dated May 13, 2025 between our Company, Book Running Lead Manager and Market Maker.
Market Maker Reservation Portion	The reserved portion of upto 1,72,000 Equity Shares of Rs. [●] each at an Issue Price of [●] each aggregating to Rs. [●] Lakhs to be subscribed by Market Maker in this Issue.
Minimum Promoter's Contribution	Aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoter which shall be provided towards minimum promoter's contribution of 20% and locked in for a period of three years from the date of Allotment.
Mobile App(s)	The mobile applications listed on the website of SEBI at www.sebi.gov.in or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism
Mutual Fund Portion	5% of the Net QIB Portion, or 32,000 Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Issue	The Issue (excluding the Market Maker Reservation) of upto 32,62,000 equity Shares of Rs. [●] each at a price of Rs. [●] per Equity Share (the 'Issue Price') aggregating to Rs. [●] lakhs.
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled ***'Objects of the* Issue'** beginning on page 72 of this Red Herring Prospectus.
Non-Institutional Bidders	All Bidders that are not QIBs or Retail Individual Bidders, who have Bid for Equity Shares for an amount more than Rs. 2,00,000 (but not including NRIs other than Eligible NRIs)
NSE	National Stock Exchange of India Limited
NSE EMERGE	The EMERGE platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares Issued under Chapter IX of the SEBI ICDR Regulations.
Non- Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Non-Resident Indian/NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations, as amended
Other Investor	Investors other than Retail Individual Investors. These include individual Bidders other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Pay-in-Period	The period commencing on the Bid/ Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Payment through electronic transfer of funds	Payment through NECS, NEFT, or Direct Credit, as applicable
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●] and includes revisions thereof. The Price Band will be decided by our

Terms	Description
	Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation at least two working days prior to the Bid/ Issue Opening Date.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the Issue Price
Public Issue Account	Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the Bidder, on the Designated Date.
Qualified Institutional Buyers/ QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIB Bid/Issue Closing Date	In the event our Company, in consultation with the BRLM, decides to close Bidding by QIBs one working day prior to the Bid/ Issue Closing Date, the date one working day prior to the Bid/ Issue Closing Date; otherwise it shall be the same as the Bid/ Issue Closing Date.
QIB Portion	The portion of the Issue 50% of the Net Issue consisting of 16,30,000 Equity Shares which shall be allocated to QIBs, subject to valid Bids being received at or above the Issue Price
Prospectus or RHP	The Red Herring Prospectus to be Issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be issued and the size of the Issue including any addendum or corrigendum thereto. The Red Herring Prospectus will be registered with the RoC at least three days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Red Herring Prospectus	This Red Herring Prospectus dated June 09, 2025 filed with Stock Exchange and Issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the Issue, including the price at which the Equity Shares are Issued and the size of the Issue, and includes any addenda or corrigenda thereto.
Refund Bank	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being HDFC Bank Limited.
Registrar/ Registrar to the Issue/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue being Skyline Financial Services Private Limited.
Registrar Agreement	The agreement dated August 30, 2024 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Retail Individual Bidders	Individual Bidders who have bid for the Equity Shares of a value of not more than ₹ 2,00,000 in any of the bidding options in the Net Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Portion	The portion of the Issue being not less than 35% of the Net Issue consisting of 11,42,000 Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations subject to valid Bids being received at or above the Issue Price
Registered Broker	Stock-brokers registered with SEBI under the Securities and Exchange Board of India (Stock-Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012, Issued by SEBI.
Reservation Portion	The portion of the Issue reserved for category of eligible Bidders as provided under the SEBI (ICDR) Regulations, 2018.
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 Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Issue Period and withdraw their Bids until Bid/ Issue Closing Date.

Terms	Description
Registrar and Share Transfers Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Location in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 Issued by SEBI.
Self-Certified Syndicate Bank(s) / SCSB(s)	Banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and Issue services of ASBA, including blocking of bank account, a list of which is available https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
SEBI(PFUTP) Regulations/PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
Transaction Registration Slip/ TRS	The slip or document Issued by the member(s) of the Syndicate to the Bidder as proof of registration of the Application.
Underwriter	Underwriter to the Issue, is Expert Global Consultants Private Limited;
Underwriting Agreement	The Agreement dated May 13, 2025 between the Underwriter, Book Running Lead Manager and our Company.
U.S. Securities Act	U.S. Securities Act of 1933, as amended from time to time
UPI/ Unified Payments Interface	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c
UPI Bidders	Collectively, individual investors applying as Retail Individual Bidders in the Retail Portion, NIBs Bidding with an application size of more than ₹ 2,00,000 and up to ₹ 5,00,000 in the Non-Institutional Portion and Bidding under the UPI Mechanism. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 Issued by SEBI, all individual investors applying in public Issues where the application amount is up to ₹ 5,00,000 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)
UP ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022 and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 any subsequent circulars or notifications Issued by SEBI in this regard.
UPI Mechanism	The mechanism that was used by an RIB to make a Bid in the Issue in accordance with the UPI Circulars on Streamlining of Public Issues
UPI Mandate Request	A request (intimating the UPI Bidders by way of a notification on the UPI linked mobile application and by way of an SMS on directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, RIBs Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&int

Terms	Description
	mId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.
UPPIN	Password to authenticate UPI transaction
Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Working Day	Any day, other than Saturdays or Sundays, on which commercial banks in India are open for business, provided however, for the purpose of the time period between the Issue Opening Date and listing of the Equity Shares on the Stock Exchanges, "Working Days" shall mean all trading days excluding Sundays and bank holidays in India in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

Conventional and General Terms and Abbreviations

Abbreviations	Full Form
AS / Accounting Standard	Accounting Standards as Issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AMT	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
AVR	Automatic Voltage Regulator
Approx	Approximately
BCA	Bachelor in computer application
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BOQ	Bill of quantities
BRLM	Book Running Lead Manager
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
CA	Chartered Accountant
CB	Controlling Branch
CC	Cash Credit
CT	Current Transformer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CSR	Corporate Social Responsibility
CENVAT	Central Value Added Tax
CST	Central Sales Tax
CMD	Chairman and Managing Director
CMMI	Capability Maturity Model Integration
COCO	Company Owned Company Operated
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
EBIT	Earnings before interest and tax
EBITDA	Earnings before interest, tax, depreciation and amortization

Abbreviations	Full Form
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EMI	Equated Monthly Instalment
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act,1952
EPS	Earnings Per Share
EGM /EOGM	Extra-Ordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non-Resident Account
FIPB	Foreign Investment Promotion Board
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	"Foreign Portfolio Investor" means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992.
FTA	Foreign Trade Agreement.
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FV	Face Value
GoI/Government	Government of India
GDP	Gross Domestic Product
GST	Goods and Services Tax
GPRS	General Packet Radio Service
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
HTCT	High Tension Current Transformer meter
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
IIP	Index of Industrial Production
IPO	Initial Public Issue
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
INR / Rs./ Rupees/₹	Indian Rupees, the legal currency of the Republic of India
ISIN	International Securities Identification Number. In this case being INE11HF01010
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Indian GAAP	Generally Accepted Accounting Principles in India
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
KW	Kilo Watt
LLB	Bachelor of Law
LED	Light Emitting Diode
LCD	Liquid-crystal display
Ltd.	Limited
LLP	Limited Liability Partnership
LTCT	Low Tension Current Transformer meter
MAT	Minimum Alternate Tax
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
M. B. A	Master of Business Administration

Abbreviations	Full Form
MMM	Masters in marketing management
Mn	Million
MSME	Micro, Small and Medium Enterprises
MAPIN	Market Participants and Investors Database
NA	Not Applicable
NACH	National Automated Clearing House
NABL	National Accreditation Board for Testing and Calibration Laboratories
NCLT	National Company Law Tribunal
Net worth	The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NEFT	National Electronic Funds Transfer
NAV	Net Asset Value
NPV	Net Present Value
NRIs	Non-Resident Indians
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
OEM	Original Equipment Manufacturer
P.A.	Per Annum
PF	Provident Fund
PG	Postgraduate
P.O.	Purchase Order
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Q.C.	Quality Control
RF	Radio-frequency
RoC	Registrar of Companies
ROCE	Return on capital employed has been calculated as restated profit before tax plus finance cost divided by average capital employed where average capital employed is the average of opening and closing values of total equity (excluding non-controlling interest and capital reserves), total debt (including lease liabilities and accrued interest), deferred tax liabilities (net of deferred tax asset) less intangible assets including goodwill as disclosed in the Restated Consolidated Financial Information
RBI	The Reserve Bank of India
Registration Act	Registration Act, 1908
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SME	Small and Medium Enterprises
SMT	Surface-Mount Technology
SCSB	Self-Certified syndicate Banks
SEBI	Securities and Exchange Board of India
STT	Securities Transaction Tax
Sec.	Section
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip

Abbreviations	Full Form
TIN	Taxpayers Identification Number
UIN	Unique Identification Number
US/United States	United States of America
USD/ US$/ $	United States Dollar, the official currency of the Unites States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
UPS	Uninterruptible Power Supply
VAT	Value Added Tax
VCF / Venture Capital Fund	Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WDV	Written Down Value
w.e.f.	With effect from
-, ()	Represent Outflow
Y-o-Y	Year-on-Year

Business, Technical and Industry Related Terms

Term	Description
ACS	Average Cost of Supply
AMI	Advanced Metering Infrastructure
AMISP	Automated Metering Infrastructure Service Provider
AT&C Loss	Aggregate Technical & Commercial Loss
CPRI	The Central Power Research Institute
CRP	Control Relay Panel
CT	Current Transformer
DC	Direct Current
DF	Distribution Franchise
DISCOM	Distribution Company
EPC	Engineering, Procurement and Construction
ESM	Electric Smart Meter
ERDA	Electrical Research and Development Association
IEEMA	Indian Electrical and Electronics Manufacturers Association
IoT	Internet of Things
KV	Kilo Volt
LV	Low Voltage
MV	Mega Volt
MDMS	Meter Data Management Systems
PCC	Power Control Center
PT	Potential Transformer
PF	Power Factor
PQS	Power Quality Solutions
RDSS	Revamped Distribution Sector Scheme
RF	Radiofrequency Electromagnetic Radiation
SMETS	Smart Metering Equipment Technical Specifications
SMPS	Switch Mode Power Supply
TSM	Thyristor Switch Module
UDAY	Ujwal DISCOM Assurance Yojana
ULBs	Urban Local Bodies
UPS	Uninterruptible power supplies

Key Performance Indicators

Terms	Description
Debt- equity ratio	Debt- equity ratio is calculated by dividing total debt by total equity
EBITDA	EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
EBITDA Margin	EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
EBIT	EBIT is calculated as Profit before tax + Interest Expenses - Other Income
EPS	It measures a company's profitability on a per-share basis. It reflects the portion of net income attributed to each outstanding share, providing insights into financial performance and shareholder value.

Terms	Description
Interest coverage ratio	Interest coverage ratio is defined as Earnings before interest and taxes (EBIT) divided by finance cost for the year
KPI	Key Performance Indicator
Net worth	Total Equity (Net worth) has been computed as the aggregate of share capital and reserves and surplus (excluding revaluation reserves, if any) of our Company
PAT	PAT is calculated as Profit before tax - Tax Expenses
PAT Margin	PAT Margin is calculated as PAT for the year divided by Revenue from Operations
Return on Net Worth	Return on Net Worth is ratio of Profit after Tax and Net Worth
Revenue from Operations	Revenue from operations is the total revenue generated by the Company except other income
Return on Capital Employed	Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total debt
Revenue growth (%)	Revenue growth (%) is used by our management to assess the company's performance and growth trajectory
Total Income	Total Income is the total revenue generated by the Company including other income
Total debt	Total debt = Long-term Borrowings + Short-term Borrowings + Lease Liabilities

Notwithstanding the following:

- In the section titled "***Description of Equity Shares and Terms of Articles of Association***" beginning on page 263 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section.
- In the section titled "***Financial Information***" beginning on page 183 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
- In the Chapter titled "***Statement of Possible Tax Benefits***" beginning on page 93 of the Red Herring Prospectus, defined terms shall have the same meaning given to such terms in that chapter.
- In the section titled "***Risk Factors***" beginning on page 28 of this Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
- In the chapter titled **"*Management's Discussion and Analysis of Financial Conditions and Results of Operations*"** beginning on page 188 of this Red Herring Prospectus, defined terms shall have the meaning given to such terms in that chapter.

The words and expressions used but not defined in this Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), the SCRA, the Depositories Act and the rules and regulations made thereunder.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

CERTAIN CONVENTIONS

In this Red Herring Prospectus, the terms "we", "us", "our", "the Company", "our Company", unless the context otherwise indicates or implies, refers to Eppeltone Engineers Limited. All references in this 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 GoI, central or state, as applicable.

Unless otherwise specified, any time mentioned in this Red Herring Prospectus is in Indian Standard Time ("IST"). Unless stated otherwise, all references to page numbers in sss are to the page numbers of this Red Herring Prospectus.

FINANCIAL DATA

Unless stated otherwise, the financial data in this Red Herring Prospectus is derived from our Restated Financial Statements of our Company i.e. the Restated Statement of Asset & Liabilities, the Restated Statement of Profit and Loss and Restated Statement of Cash Flows as at March 31, 2025, March 31, 2024 and March 31, 2023, and the Statement of Significant Accounting Policies, and other explanatory information relating to such financial periods prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations, 2018 and the revised guidance note on reports in Company Prospectuses (Revised) Issued by the ICAI, together with the schedules, notes and annexure thereto, as set out in the chapter titled ***'Restated Financial Information'*** beginning on page 183 of this Red Herring Prospectus.

Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year are to the twelve-month period ended March 31 of that year.

In the Red Herring Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

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

Any percentage amounts, as set forth in the chapter titled ***'Risk Factors', 'Business Overview'*** *and* ***'Management's Discussion and Analysis of Financial Condition and Results of Operations'*** beginning on page 28, 121 and 188 respectively, of this Red Herring Prospectus and elsewhere in the Red Herring Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP and Guidance Note on 'Reports in Company Prospectus', as amended Issued by ICAI.

INDUSTRY AND MARKET DATA

Unless stated otherwise, industry and market data used throughout this Red Herring Prospectus has been derived from Report titled "Industry Report on Electricity Infrastructure in India & Electricity Meters" dated August 27, 2024, which has been prepared by Dun & Bradstreet Information Services India Private Limited. For risks in relation to commissioned reports, see ***'Risk Factors'*** on Page 28 of this Red Herring Prospectus. The Report is also available on the website of our Company at www.eppeltone.in

We believe that the industry and market data used in this Red Herring Prospectus is reliable, neither we nor the BRLM nor any of their respective affiliates or advisors have prepared or verified it independently. The extent to which the market and industry data used in this Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the Section titled '***Risk Factors'*** beginning on page 28 of this Red Herring Prospectus. Accordingly, investment decisions should not be based on such information.

In accordance with the SEBI (ICDR) Regulations, 2018 the section titled ***'Basis for Issue Price'*** on page 85 of the Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

DISCLAIMER OF D&B

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

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

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

The recipient should conduct its own investigation and analysis of all facts and information contained in this report is a part and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. The recipients should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

CURRENCY AND UNITS OF PRESENTATION

Currency and units of presentation

In the Red Herring Prospectus, unless the context otherwise requires, all references to;

'Rupees' or 'Rs.' or 'INR' or "₹" are to Indian rupees, the official currency of the Republic of India.

'US Dollars' or 'US$' or 'USD' or '$' are to United States Dollars, the official currency of the United States of America, EURO or "€" are Euro currency,

All references to the word 'Lakh' or 'Lac,' means 'One hundred thousand' and the word 'Million' means 'Ten lakhs and the word 'Crore' means 'Ten Million' and the word 'Billion' means 'One thousand Million.'

In this 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 derived from our Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

Exchange Rates

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

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

Currency	March 31, 2025	March 31, 2024	March 31, 2023
1 USD	85.64	83.37	82.22

Source: www.fbil.org.in

In case of a public holiday, the previous working day not being a public holiday has been considered. The reference rates are rounded off to two decimal places.

FORWARD LOOKING STATEMENTS

This Red Herring Prospectus contains certain "forward looking statements". These forward-looking statements include statements with respect to our business strategies, objectives, plans or goals and other matters discussed in this Red Herring Prospectus. These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "likely to" "objective", "plan", "project", "will likely result", "will continue", "seek to", "will pursue" or other words or phrases of similar import.

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 in India in which we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India, 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. Important factors that would cause actual results to differ materially include, but are not limited to: -

- We have obtained some of our contracts through government tenders, unavailability or any failure to secure these tenders in the future may adversely affect our business operations and financial conditions.
- We do not have long-term contracts with our suppliers and therefore, there may be potential unavailability of raw materials in future, which may adversely affect our business operations.
- Significant portion of our revenue has been generated from some states of India, any loss of business from these states may adversely affect our revenues and profitability.
- Our Registered Office from where we operate is not owned by us.
- Our Company is dependent on few numbers of customers for sales. Loss of any of this large customer may affect our revenues and profitability.
- Our failure to perform in accordance with the standards prescribed in work order of our client could result in loss of business or payment of liquidated damages.
- We have experienced negative cash flows in the past. Any such negative cash flows in the future could affect our business, results of operations and prospects.
- If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business, results of operations and cash flows.
- We are exposed to credit risk from our customers and the recoverability of our trade receivables is subject to uncertainties.
- Our Company is involved in certain legal proceedings/litigations. Any adverse decision in such proceedings may render us/them liable to penalties and may adversely affect our business and result of operations.

For further discussion of factors that could cause our actual results to differ, see the Section titled "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on page 28, 121 and 188 respectively of this Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

Neither our Company, nor the Syndicate, nor any of their respective affiliates will 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. As per SEBI ICDR Regulations Our Company and the BRLMs will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Shares forming part of the Offer from the date of this Red Herring Prospectus until the time of grant of listing and trading permission by the Stock Exchange..

SECTION II – SUMMARY OF ISSUE DOCUMENT

The following is a general summary of the terms of the Issue and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this 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 Red Herring Prospectus, including **'*Risk Factors*', '*The Issue*', '*Capital Structure*', '*Objects of the Issue*', '*Industry Overview*', '*Business Overview*', '*Financial Information*', '*Outstanding Litigation and Material Developments*', '*Issue Procedure*', and '*Description of Equity Shares and Terms of Articles of Association*'** beginning on page 28, 47, 60, 72, 96, 121, 183, 201, 234 and 263, respectively of this Red Herring Prospectus.

PRIMARY BUSINESS OF THE COMPANY

Our Company is engaged in the business of manufacturing of electronic energy meters and various power conditioning devices like high grade chargers, UPS systems, etc. to consumers from institutions, industries and electricity distribution utilities. Our Company began its operations in the year 1977 and now operates manufacturing plants focused on producing high-quality and high-performance products. Over the years, we have streamlined our operations to ensure that our emphasis remains on quality and excellence.

For detailed information on our business activities, please refer to section titled ***'Business Overview'*** on page 121 of this Red Herring Prospectus.

SUMMARY OF INDUSTRY IN WHICH THE COMPANY IS OPERATING

The global economy, which grew by 3.3% in 2023, is expected to record a sluggish growth of 3.2% in 2024 before rising modestly to 3.3% in 2025. Between 2021-22, global banks were carrying a historically high debt burden after COVID-19. Central banks took tight monetary measures to control inflation and spike in commodity prices. Russia's war with Ukraine further affected the global supply chains and inflated the prices of energy and other food items. These factors coupled with war-related economic sanctions impacted the economic activities in Europe. Any further escalation in the war may further affect the rebound of the economy in Europe.

India's economy has exceeded expectations, registering an 8.2% growth in FY24. High-frequency indicators such as automobile sales, e-way bills, cargo traffic, and exports signal sustained growth momentum into Q2 FY25. However, the rural demand outlook is tied to the monsoon, where inconsistent rainfall could impact the agriculture sector and inflation. The government is proactively boosting grain storage capacity to mitigate these risks. On the credit front, the Reserve Bank of India (RBI) has kept the policy rate unchanged, with inflation expected to average around 5% in FY25. Despite stable policy rates, lending rates may rise due to the incomplete transmission of earlier hikes, while strong credit growth in the private sector suggests potential capacity expansion. Supply-side challenges persist, particularly in food storage infrastructure. The government has launched a massive initiative to enhance grain storage capacity by 70 million tonnes over the next five years. The recent long-term agreement for operating Iran's Chabahar Port is also set to bolster trade and supply chain resilience.

For detailed information on our business activities, please refer to section titled ***'Industry Overview'*** on page 96 of this Red Herring Prospectus.

NAME OF THE PROMOTORS

As on the date of this Red Herring Prospectus, Rohit Chowdhary, Deven Chowdhary and Reshu Chowdhary are the Promoters of our Company.

For further details, see **'*Our Promoters and Promoter Group*'** on page 176 of this Red Herring Prospectus.

SIZE OF THE ISSUE

Fresh Issue

Public Issue of 34,34,000 Equity Shares to be issued by our Company for cash at an Issue Price of ₹ [●] (including a premium of ₹ [●]) aggregating to ₹ [●] Lakhs, of which 1,72,000 Equity Shares will be reserved for subscription by Market Maker to the Issue. The Issue less Market Maker Reservation Portion i.e. Net Issue of 32,62,000 Equity Shares. The Issue and the Net Issue will constitute 26.50% and 25.17%, respectively of the post-Issue paid-up Equity Share capital of our Company. The Issue has been authorised by a resolution of our Board dated July 20, 2024. Our Shareholders have authorised the Issue pursuant to a special resolution dated July 26, 2024.

OFFER FOR SALE

There is no offer for sale, as our Company is making only a Fresh Issue.

OBJECTS OF THE ISSUE

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

S No.	Particulars	Amount (₹ in Lakhs) *	% of Net Proceeds
1.	Working Capital Requirement	3,000.00	[●]
2.	Funding Capital Expenditure towards installation of additional machinery at our factory and	500.00	[●]
3.	General Corporate Purpose**	[●]	[●]
	Net Proceeds from the Issue	**[●]**	**100.00%**

**Subject to finalization of basis of allotment*
***To be updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds of the Issue or ₹1,000 lakhs whichever is lower.*

For detailed information on the ***'Objects of the Issue'***, please refer on page 72 of this Red Herring Prospectus.

AGGREGATE PRE-ISSUE SHAREHOLDING OF THE PROMOTERS AND PROMOTERS GROUP AS A PERCENTAGE OF THE PAID-UP CAPITAL OF OUR COMPANY

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

Sr. No.	Name of the Shareholders	Pre-Issue	
		No. of Equity Shares	% of Shareholding
(A) Promoter			
1.	Rohit Chowdhary	51,27,540	53.83%
2.	Deven Chowdhary	28,04,000	29.44%
3.	Reshu Chowdhary	19,930	0.21%
	Sub Total (A)	**79,51,470**	**83.48%**
(B) Promoter Group			
1.	Divya Sharma	19,930	0.21%
	Sub Total (B)	**19,930**	**0.21%**
	Grand Total (A)+(B)	**79,71,400**	**83.69%**

For further details, see **'*Capital Structure*'** beginning on page 60 of this Red Herring Prospectus.

SHAREHOLDING OF PROMOTER / PROMOTER GROUP AND ADDITIONAL TOP 10 SHAREHOLDERS OF THE COMPANY AS AT ALLOTMENT:

Sr. No.	Name of the Shareholders	Pre-Issue shareholding as at the date of Advertisement		Post-Issue shareholding as at Allotment**			
				At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
		No. of Equity Shares*	% of Shareholding	No. of Equity Shares*	% of Share Holding	No. of Equity Shares*	% of Share Holding
Promoter							
1.	Rohit Chowdhary	51,27,540	53.83%	[●]	[●]	[●]	[●]
2.	Deven Chowdhary	28,04,000	29.44%	[●]	[●]	[●]	[●]
3.	Reshu Chowdhary	19,930	0.21%	[●]	[●]	[●]	[●]
	Sub Total (A)	**79,51,470**	**83.48%**	[●]	[●]	[●]	[●]
Promoter Group							
1.	Divya Sharma	19,930	0.21%	[●]	[●]	[●]	[●]
	Sub Total (B)	**19,930**	**0.21%**	[●]	[●]	[●]	[●]
Additional Top 10 Shareholders							
1.	Ava Paisa Growth Private Limited	4,02,172	4.22%	[●]	[●]	[●]	[●]
2.	Saloni Sehgal	96,200	1.01%	[●]	[●]	[●]	[●]
3.	Shivin Jain	64,000	0.67%	[●]	[●]	[●]	[●]
4.	Ayush Katta HUF	64,000	0.67%	[●]	[●]	[●]	[●]

Sr. No.	Name of the Shareholders	Pre-Issue shareholding as at the date of Advertisement		Post-Issue shareholding as at Allotment**			
				At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
		No. of Equity Shares*	% of Shareholding	No. of Equity Shares*	% of Share Holding	No. of Equity Shares*	% of Share Holding
5.	Anuj Jain	62,770	0.66%	[●]	[●]	[●]	[●]
6.	Piyush Malhotra	62,770	0.66%	[●]	[●]	[●]	[●]
7.	Rajeb Khanna	62,770	0.66%	[●]	[●]	[●]	[●]
8.	HBPA Tradex Private Limited	62,770	0.66%	[●]	[●]	[●]	[●]
9.	Manoj Agarwal	60,000	0.63%	[●]	[●]	[●]	[●]
10.	Ajay Arora	42,000	0.44%	[●]	[●]	[●]	[●]
	Sub Total (C)	**9,79,452**	**10.28%**	**[●]**	**[●]**	**[●]**	**[●]**
	Total (A+B+C)	**89,50,852**	**93.97%**	**[●]**	**[●]**	**[●]**	**[●]**

**Includes all options that have been exercised until date of prospectus and any transfers of equity shares by existing shareholders after the date of the pre-issue and price band advertisement until date of prospectus.*
***Based on the Issue price of ₹ [●] and subject to finalization of the basis of allotment.*

For further details, see **'*Capital Structure*'** beginning on page 60 of this Red Herring Prospectus.

SUMMARY OF RESTATED FINANCIAL INFORMATION

A summary of the financial information of our Company as per the Restated Financial Information is as follows:

(₹ in lakhs)

Particulars	2024-25	2023-24	2022-23
Equity Share Capital	952.53	423.71	398.60
Net Worth	4,000.36	2,039.88	1,148.61
Revenue from Operations	12,433.55	7,845.54	7,264.47
Profit After Tax	1,123.20	815.86	108.60
Earnings Per Share	11.98	10.19	1.36
Net Asset Value per Equity Share	42.00	48.14	28.81
Total borrowings (including current maturities of long-term borrowings)	3,053.92	1,630.74	1,267.51

For further details, see ***'Restated Financial Information'*** beginning on page 183 of this Red Herring Prospectus.

AUDITORS QUALIFICATIONS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENT

There were no auditor qualifications which required corrective adjustments, and which have not been given effect to in the Restated Financial Statements.

SUMMARY OF OUTSTANDING LITIGATION

Summary of outstanding litigation proceedings involving our Company, Promoters and Directors as on the date of this Red Herring Prospectus

Particulars	Criminal proceedings	Other pending material litigations	Actions by statutory and regulatory authorities	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Tax Proceedings	Aggregate amount involved (₹ in Lakhs)
Company						
By our Company	1	1	-	-	-	141.62
Against our Company	-	-	-	-	3	79.14
Promoters						
By our Promoters	-	-	-	-	-	-
Against our Promoters	-	-	-	-	-	-
Directors (Other than Promoters)						

Particulars	Criminal proceedings	Other pending material litigations	Actions by statutory and regulatory authorities	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Tax Proceedings	Aggregate amount involved (₹ in Lakhs)
Directors (Other than Promoters)	-	-	-	-	-	-
Against our directors	-	-	-	-	-	-
KMPs/ SMPs other than Promoters and Directors	-	-	-	-	-	-
Subsidiaries	-	-	-	-	-	-
Group Companies	-	-	-	-	-	-

For further details on the outstanding litigation proceedings, see ***'Outstanding Litigation and Material Development'*** on page 201 of this Red Herring Prospectus.

RISK FACTORS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company including the risks involved. The Equity Shares Issued in the Issue have neither been recommended nor approved by SEBI. Specific attention of the investors is invited to the section titled ***'Risk Factors'*** beginning on page 28 of this Red Herring Prospectus.

CONTINGENT LIABILITIES

Following is the summary of the Contingent Liabilities of the Company for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023:

(₹ in lakhs)

Particulars	2024-25	2023-24	2022-23
Bank Guarantee in favor of third parties	2,188.17	1,578.99	1,169.09
Demand from Income Tax Authorities	-	54.32	54.32
Total	**2,188.17**	**1,633.31**	**1,223.41**

For further details, please refer the chapters titled ***'Financial Information'*** at page 183 of this Red Herring Prospectus.

RELATED PARTY TRANSACTIONS

I. NAMES OF THE RELATED PARTIES WITH WHOM TRANSACTIONS WERE CARRIED OUT DURING THE YEARS AND DESCRIPTION OF RELATIONSHIP

Sr. No.	Name of the Person	Relation with the Company
1	Rohit Chowdhary	Promoter & Managing Director
2	Deven Chowdhary	Promoter & Whole Time Director
3	Amit Export	Enterprise over which KMP and their relatives exercise significant influence
4	Rishab Nagpal	Chief Financial Officer
5	Megha Sharma	Company Secretary and Compliance Officer
6	Divya Sharma	Relative
7	Sandeep Thukral	Independent Director
8	Jyoti Bala	Independent Director

II. STATEMENT SHOWING DETAILS OF RELATED PARTY TRANSACTION

Transactions with related parties are as follows:

(₹ in lakhs)

Name	Nature of Transactions	For the financial year ended		
		March 31, 2025	March 31, 2024	March 31, 2023
Rohit Chowdhary	Remuneration	96.00	54.00	48.00

Name	Nature of Transactions	For the financial year ended		
		March 31, 2025	March 31, 2024	March 31, 2023
Deven Chowdhary	Remuneration	96.00	54.00	48.00
Rishab Nagpal	Remuneration	16.73	-	-
Megha Sharma	Remuneration	1.25	-	-
Rohit Chowdhary	Rent	0.82	-	-
Amit Export	Purchase	440.90	548.08	433.46
Divya Sharma	Rent	8.28	-	-
Jyoti Bala	Director Sitting fees	0.68	-	-
Sandeep Thukral	Director Sitting fees	0.60	-	-

Outstanding with related parties are as follows:

(₹ in lakhs)

Name	Nature of Transactions	For the financial year ended		
		March 31, 2025	March 31, 2024	March 31, 2023
Deven Chowdhary	Loan	2.06	67.99	120.08
	Remuneration	32.12	22.92	38.06
Rohit Chowdhary	Loan	1.86	1.08	137.60
	Remuneration	4.41	32.47	19.54
Amit Export	Revenue Nature	154.55	176.73	82.16
Rohit Chowdhary	Rent	0.22	-	-
Divya Sharma	Rent	1.75	-	-
Jyoti Bala	Sitting fees	0.61	-	-
Sandeep Thukral	Sitting fees	0.54	-	-

For further details, please refer to Related Party Disclosures of chapter titled **"*Financial Information*"** on page 183 of this Red Herring Prospectus.

FINANCING ARRANGEMENT

There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoters of our Company, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of 6 (six) months immediately preceding the date of this Red Herring Prospectus.

WEIGHTED AVERAGE PRICE OF THE EQUITY SHARES ACQUIRED BY OUR PROMOTERS IN THE LAST ONE YEAR PRECEDING THE DATE OF THIS RED HERRING PROSPECTUS

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

Name of Promoter	No. of Equity Shares acquired	Weighted Average Price (₹ Per Equity Share)
Rohit Chowdhary	25,63,770	NIL
Deven Chowdhary	14,04,000	NIL
Reshu Chowdhary	9,965	NIL

*For more details, refer **"Capital Structure"** on page 60 of this Red Herring Prospectus.*

Note: The Figure has been certified by our statutory auditors M/s. Abhay Sharma and Company, Chartered Accountants vide their certificate dated May 15, 2025.

AVERAGE COST OF ACQUISITION OF EQUITY SHARES FOR PROMOTERS

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

Name of Promoter	No. of shares held	Average Cost of Acquisition (₹)
Rohit Chowdhary	51,27,540	6.68
Deven Chowdhary	28,04,000	NIL
Reshu Chowdhary	19,930	18

Note: The Figure has been certified by our statutory auditors M/s. Abhay Sharma and Company, Chartered Accountants vide their certificate dated May 15, 2025.

PRE-IPO PLACEMENT

Our Company has not contemplate any issuance or placement of Equity Shares from the date of this Red Herring Prospectus till the listing of the Equity Shares.

ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE (1) YEAR

Except as set out below, we have not issued Equity Shares for consideration other than cash in the last one (1) year:

Date of Allotment	No. of Equity Shares Issued	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Cumulative No. of Equity Shares
August 16, 2024	47,62,656	10	Nil	Bonus Issue[(i)]	47,62,656

[(i)] Allotment of 47,62,656 equity shares by way of Bonus Issuance:

S No.	Name of Allottees	No. of Equity Shares Allotted
1	Rohit Chowdhary	25,63,770
2	Deven Chowdhary	14,02,000
3	Reshu Chowdhary	9,965
4	Divya Sharma	9,965
5	Kamlesh Chand Jaswal	100
6	Vinod Kumar	100
7	Saloni Sehgal	48,100
8	AVA Paisa growth private limited	2,51,086
9	Shivin Jain	32,000
10	Suhani Poddar	16,000
11	Abhishek Parwal	16,000
12	Ankur Goel	15,692
13	Gulab Devi	8,000
14	Ram Raj Taparia	16,000
15	Pooja Devi	15,692
16	Ayush Khatta HUF	32,000
17	Rishi Aggarwal HUF	8,000
18	Premlata Kalyanji	15,692
19	Chandresh K Dedhia HUF	15,692
20	Intellect Endeavours LLP	15,692
21	Piyush Malhotra	31,385
22	Ashwani Taneja	15,692
23	Anuj Jain	31,385
24	Aryaman Gupta	18,831
25	Rajeb Khanna	31,385
26	Manish Kumar HUF	31,385
27	HBPA Tradex Private Limited	37,662
28	Utsav Pramodkumar Shrivastav	31,385
29	Amit Dutt	42,000
	Total	**47,62,656**

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE (1) YEAR

Our Company has not undertaken a split or consolidation of the Equity Shares in the one (1) year preceding the date of this Red Herring Prospectus.

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAW; IF ANY, GRANTED BY SEBI

Our Company has not received any exemption from SEBI from complying with any provisions of securities laws, as on the date of this Red Herring Prospectus.

SECTION III – RISK FACTORS

Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, ***'Business Overview', 'The Issue, 'Industry Overview', 'Restated Financial Information', 'Outstanding Litigation and Material Developments'*** *and* ***'Management's Discussion and Analysis of Financial Condition and Results of Operations'*** *beginning on page 121,47, 96, 183, 201 and 188 respectively, as well as the other financial and statistical information contained in this Red Herring Prospectus.*

Any of the following risks, as well as the other risks and uncertainties discussed in this Red Herring Prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial conditions and Red Herring Prospects.

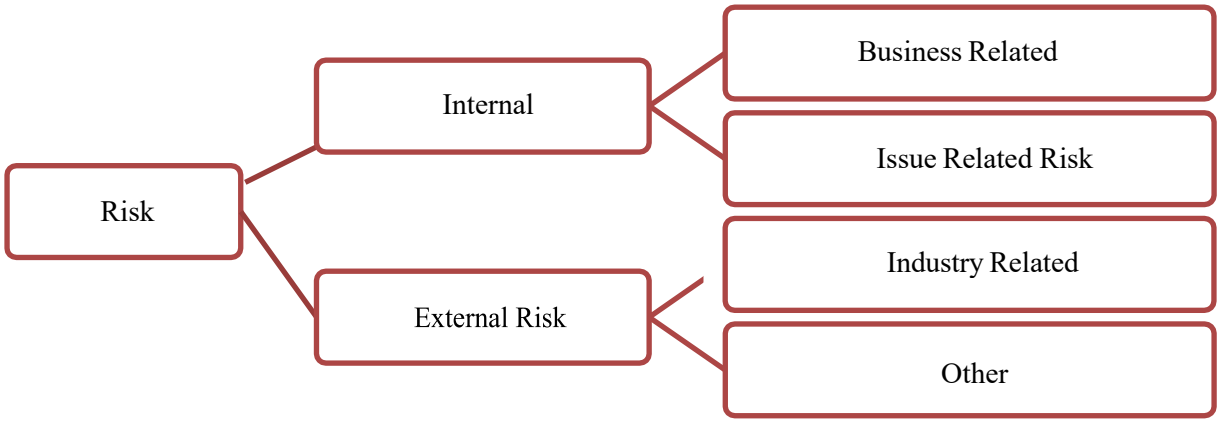
this Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements because of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Issuing unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the consequences to you of an investment in the Equity Shares.

The financial information in this section is, unless otherwise stated, derived from our Restated Financial Statements prepared in accordance with Indian GAAP, as per the requirements of the Companies Act, 2013, and SEBI (ICDR) Regulations.

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

- Some risks may not be material individually but may be material when considered collectively.
- Some risks may have material impact qualitatively instead of quantitatively.
- Some risks may not be material at present but may have a material impact in the future.



INTERNAL RISK FACTOR

1. ***We have obtained some of our contracts through government tenders, unavailability or any failure to secure these tenders in the future may adversely affect our business operations and financial conditions.***

   Our Company generates a significant portion of revenue from the contracts through government tenders. In the past, our Company has done various projects which are secured by us through government tenders process, our inability to secure them or if we lose any existing contract, or the unavailability of these tender, in the future may adversely affect our business operations and financial conditions.

The revenue bifurcation of projects undertaken by the Company in the last three financial years is as follows:

(Amount in Lakhs, except %)

Particulars	2022-23	2023-24	2024-25
Total revenue from electric meters	**4,589.66**	**7,845.54**	**12,433.55**
Government projects	**3,443.03**	**6,963.15**	**6,549.90**
% of revenue	75.02	88.75	52.68
Other projects	**1,147.63**	**882.39**	**5,883.65**
% of revenue	24.98	11.25	47.32

2. ***We do not have long-term contracts with our suppliers and therefore, there may be potential unavailability of raw materials in future, which may adversely affect our business operations.***

Our ability to manufacture and make timely deliveries of our products is dependent upon the availability of raw materials and the cost incurred over them.

Our raw material expenditure for the following period are as follows:

(₹ in Lakhs, except %)

Particulars	2022-23	2023-24	2024-25
Purchase of Raw Material	3,142.67	5,493.72	11,095.48
% of Revenue from energy meters segment	68.47	70.02	89.24

We generally do not enter into agreements with our suppliers and transact with them on an order-by-order basis, and we cannot assure you that we will continue to enjoy undisrupted relationships with our suppliers in the future. We cannot assure you that we will be able to procure such specific raw materials in a timely manner or at commercially acceptable terms, or at all, resulting in delays in production and delivery of our products.

If we are unable to obtain adequate supplies of raw materials in a timely manner or on commercially acceptable terms, the cost of raw material consumption can increase, which could have an adverse effect on our business, prospects, results of operations and financial condition.

3. ***Significant portion of our revenue has been generated from some states of India, any loss of business from these states may adversely affect our revenues and profitability.***

Though our Company supply its products on PAN India basis across all the states in India. However, a significant portion of our revenue is concentrated in some states across India. Any factors relating to political and geographical changes, growing competition and any change in the demand for our service by customers of these states may adversely affect our ability to retain them.

We cannot assure that we shall generate the same quantum of business, or any business at all, from these states, and loss of business from one or more of them may adversely affect our revenues and profitability.

The contribution of top five states in our total revenue is as follows:

(Amount in Lakhs, except %)

State Name	2022-23	2023-24	2024-25
Gujarat	1,434.14	1,882.48	1,706.74
Uttar Pradesh	1,660.51	1,113.34	1,976.58
Madhya Pradesh	128.25	1,396.17	2,196.00
Chhatisgarh	-	-	3,564.00
Delhi	573.92	532.87	1,403.29
Total	**3,796.82**	**4,924.86**	**10,846.61**
% of Total Revenue from meters	82.73%	62.77%	87.24%
Total Revenue from meters	**4,589.66**	**7,845.54**	**12,433.55**
Revenue from Trading of Securities	**2,674.81**	**-**	**-**
Other Unallocated Revenue	**-**	**-**	**-**
Total revenue as per financials	**7,264.47**	**7,845.54**	**12,433.55**

4. ***Our Registered Office from where we operate is not owned by us.***

Our Registered Office premise situated at A-57, Defence Colony, New Delhi – 110024 is not owned by us, it is taken on lease rental basis from our promoter, Rohit Chowdhary, being the owners of the property,

started on 26th of July 2024 and end 11 months thereafter unless mutually extended by the parties for mutually an agreeable duration at a monthly rent of Rs. *10,000* (Rupees *Ten Thousand Rupees* Only). We cannot assure you that we will be able to continue the above arrangement on commercially acceptable / favorable terms in future. If we are required to vacate the current premises, we would be required to make alternative arrangements for new office and other infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable/favorable 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 higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

5. ***Our Company is dependent on few numbers of customers for sales. Loss of any of this large customer may affect our revenues and profitability.***

Our top ten customers contribute 85.73%, 94.73% and 91.55% of our total sales for the financial year ended on March 31 ,2025, March 31, 2024 and March 31, 2023, respectively. Our business operations are highly dependent on our customers and the loss of any of our customers may adversely affect our sales and consequently on our business and results of operations. While we typically have long term relationships with our customers, we have not entered into long term agreements with our customers and the success of our business is accordingly significantly dependent on us maintaining good relationships with our customers and suppliers. The actual sales by our Company may differ from the estimates of our management due to the absence of long-term agreements. The loss of one or more of these significant or key customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future. Any decline in our quality standards, growing competition and any change in the demand, may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, and the loss of business from one or more of them may adversely affect our revenues and results of operations.

However, the composition and revenue generated from these customers might change, as we continue to add new customers in the normal course of business. Though we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new customers, there can be no assurance that we will be able to maintain long term relationships with such customers or find new customers in time.

6. ***Our failure to perform in accordance with the standards prescribed in work order of our client could result in loss of business or payment of liquidated damages.***

We received work order from our clients. Certain of these work order may require us to comply with the code of conduct and rules and regulations prescribed by our clients, which may increase our compliance costs. We may be unable to effectively address service constraints or accurately predict service requirements, as a result of which our clients may experience service shortfalls. Any disruptions to our businesses, including as a result of actions outside of our control, could significantly impact the continued performance of our obligations to meet the quality or performance standards set out in our client contracts which may in-turn harm and cause clients to terminate their contracts with us, impair our ability to obtain renewal of our contracts from existing clients and impair our ability to grow our client base, any of which could affect our business, financial condition and results of operations. In the event that we are unable to meet the prescribed obligations, we may also be required to pay compensation or liquidated damages to our clients on the terms set out in our contracts. In certain instances, we may also be required to bear consequential liability. Certain work order may also require us to provide indemnities to our clients with respect of any negligent act or omission by or misconduct of our employees. In the event there is an in increase in claims against us for which we are not insured, our business, financial condition and results of operations may be affected.

7. ***We have experienced negative cash flows in the past. Any such negative cash flows in the future could affect our business, results of operations and prospects.***

Our Company had reported certain negative cash flows in the previous years as per the Restated Financial Statements and the same are summarized as under:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Net cash flow from operating activities	(599.55)	465.40	35.31
Net cash used in investing activities	(826.63)	(462.34)	(125.37)
Net cash flow from/ (used in) financing activities	1332.60	442.23	94.58

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Net increase/(decrease) in cash and cash equivalents	**(93.58)**	**445.29**	**4.52**
Cash and cash equivalents at the beginning of the year	**459.32**	**14.03**	**9.51**
Cash and cash equivalents at the end of the year	**365.74**	**459.32**	**14.03**

However, Company has positive cash flow from operating activities from last all three years and negative cash flow from investing and financial activities on account of loan repayment and Capex. Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If our Company is not able to generate sufficient cash flows, it may affect our business and financial operations. For further please refer chapter titled ***'Financial Information'*** beginning on page 183 of this Red Herring Prospectus.

8. ***If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business, results of operations and cash flows.***

Our business requires working capital primarily as a considerable amount of time passes between purchase materials and components and sale of our products. As a result, we are required to maintain sufficient stock of raw materials at all times in order to meet manufacturing requirements, thus increasing our storage and working capital requirements. Consequently, there could be situations where the total funds available may not be sufficient to fulfil our commitments, and hence we may need to incur additional indebtedness in the future, or utilize internal accruals to satisfy our working capital needs. Our future success depends on our ability to continue to secure and successfully manage sufficient amounts of working capital. Further, our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors.

9. ***We are exposed to credit risk from our customers and the recoverability of our trade receivables is subject to uncertainties.***

We typically allow certain credit period to some of our customers and are therefore exposed to credit risk from such customers. The table below sets forth certain details of our trade receivables, and trade receivable turnover days for the year/period indicated:

Particulars	As of March		
	2025	2024	2023
Revenue from meters (₹ lakhs)	12,433.55	7,845.54	4,589.66
Trade Receivables (₹ lakhs)	2,712.39	2,733.05	1,655.70
Debtors Days	80	102	98

A customer's ability to make payments on timely basis depend on various factors such as the general economic and market conditions and the customer's cash flow position, which are out of our control. Delays in receiving payments from our customers may adversely affect our cash flow position and our ability to meet our working capital requirements. There is no assurance that our customers will pay us on a timely basis or at all, which may adversely affect the recoverability of our trade receivables, or that we will be able to efficiently manage the level of bad debt arising from delayed payments.

Bringing action against our customers to enforce their contractual obligations is often difficult and there can be no assurance that if we initiate any legal proceedings against any such entities, we will receive a judgment in our favour or on a timely basis. A failure by any of our customers to meet its contractual commitments, or an insolvency or liquidation of any of our customers, could have an adverse effect on our financial condition and results of operations.

10. ***Our Company is involved in certain legal proceedings/litigations. Any adverse decision in such proceedings may render us/them liable to penalties and may adversely affect our business and result of operations.***

Our Company is involved in certain legal proceedings and claims in relation to certain criminal matters incidental to our business and operations. Any adverse decision may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations. A classification of these legal and other proceedings are as follows:

Particulars	Criminal proceedings	Other pending material litigations	Actions by statutory and regulatory authorities	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Tax Proceedings	Aggregate amount involved (₹ in Lakhs)
Company						
By our Company	1	1	-	-	-	141.62
Against our Company	-	-	-	-	3	79.14
Promoters						
By our Promoters	-	-	-	-	-	-
Against our Promoters	-	-	-	-	-	-
Directors (Other than Promoters)						
Directors (Other than Promoters)	-	-	-	-	-	-
Against our directors	-	-	-	-	-	-
KMPs/ SMPs other than Promoters and Directors	-	-	-	-	-	-
Subsidiaries	-	-	-	-	-	-
Group Companies	-	-	-	-	-	-

11. ***Our Company operation and growth is dependent upon successfully implementation our business strategies.***

The success of our business depends substantially on our ability to implement our business strategies effectively, like expansion of our product range with a focus on value added products. We have successfully executed our business strategies in the past but there can be no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted customers. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and the results of operations.

12. ***If we experience delays and/or defaults in client payments, we may be unable to recover all expenditures.***

Due to the inherent characteristics of our business operations, we occasionally allocate resources to projects before obtaining payments from our clients that are adequate to cover the expenses incurred during the process. In difficult economic times, some of our clients may find it increasingly difficult to pay invoices for our services in a timely manner. Delays in client payments may require us to make a working capital investment, which could impact our cash flows and liquidity. If a client fails to pay invoices on a timely basis or defaults in making its payments on a project in which we have devoted significant resources, there could be an adverse effect on our results of operations or liquidity.

13. ***The Company is yet to place orders for its plant & machinery for our proposed object, as specified in the Objects of the Issue. Any delay in placing orders, procurement of plant & machinery may delay our implementation schedule and may also lead to increase in price of these plant & machinery, further affecting our revenue and profitability.***

As on date of the Red Herring Prospectus, we have not placed orders for plant & machinery for our proposed object. Further, we have identified the type of plant and machinery required to be bought for our Proposed Facility, and for which orders are yet to be placed which are amounting to 500.00 Lakhs as detailed in the "***Objects of the Issue***" beginning on page 72 of this DRHP. These are based on our estimates and on third-party quotations, which are subject to a number of variables, including possible cost overruns, changes in management's views of the desirability of current plans, change in supplier of equipments, among others, which may have an adverse effect on our business and results of operations. Further, we cannot assure that we would be able to procure these plant and machinery, or procure the same within budgeted costs and timelines. Delays in acquisition of the same could result in the cost and time overrun in the implementation of the Project, which would have a material adverse effect on our business, results of operations and financial condition. For further details, kindly refer to the chapter titled "Objects of the Issue" beginning on page 72 of this Red Herring Prospectus.

14. ***Restriction on our Merchant Banker/ Book Running Lead Manager from undertaking new assignments may create a perception risk and could impact investor confidence.***

Book Running Lead Manager associated with this Issue, is subject to an order issued by the Securities and Exchange Board of India ("SEBI") dated April 25, 2025, under sub-section (3) of Section 12 of the Securities and Exchange Board of India Act, 1992 read with Regulation 27 of the Securities and Exchange Board of India (Intermediaries) Regulations, 2008. Pursuant to the said order, the Merchant Banker has been prohibited from undertaking new assignments, i.e., onboarding new clients, for a period of six months from the date of the order.

The Merchant Banker is in full compliance with the SEBI order and continues to be permitted to execute and complete existing mandates, including this Issue. The Company has been informed that the Merchant Banker remains eligible and is fully authorized to act and continue as a Book Running Lead Manager for this Issue.

While the restriction does not pertain to the Company, its management, or this Issue, there can be no assurance that such regulatory action against the Merchant Banker may not influence investor perception or market sentiment. Any adverse interpretation or media attention in this regard could potentially impact investor confidence in connection with this Issue.
Investors are advised to carefully consider this regulatory development while evaluating their investment decisions.

15. Our Company has delayed in complying with certain statutory forms under various laws. Such delayed compliance /lapses may attract certain penalties.

Our Company is required to make filings under various rules and regulations as applicable under the applicable provisions of the Companies Act, 2013 which is usually done within the prescribed time period by the Company. However, in some instances delay has occurred in filing RoC filings like MGT-14 (resolution for allotment of shares through private placement) for FY 2023-24, SH-7 (increase in authorised share capital) for FY 2023-24 and PAS-3 (allotment of securities through private placement) for FY 2023-24.

Due to delays in filings pursuant to non-functionality of MCA, our Company had, on some occasions, paid the requisite late fees. No show cause notice in respect of the above has been received by the Company till date, however any penalty imposed for such non-compliance in future by any regulatory authority could affect our financial conditions to that extent. Any delay / non-compliance in the past or future may render us liable to statutory penalties / actions.

16. Our contingent liabilities as stated in our Restated Financial Statements could adversely affect our financial condition.

Below are the contingent liabilities, as on March 31, 2025, as disclosed in our Restated Financial Statements in accordance with applicable accounting standards:

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Bank Guarantee in favor of third parties*	2,188.17	1,578.99	1,169.09
Demand from Income Tax Authorities**	-	54.32	54.32
Total	**2,188.17**	**1,633.31**	**1,223.41**

*The Company has provided bank guarantees amounting to ₹ 2,188.17 Lakhs to various customers, suppliers, and government authorities as part of its normal business operations. These guarantees are issued by banks on behalf of the Company and are primarily related to performance and financial obligations under contracts. The management believes that the likelihood of these guarantees being invoked is remote, and accordingly, no provision has been made in the financial statements for these potential obligations.

**In the previous financial year ending 31st March 2024, an income tax demand amounting to ₹ 54.32/- lakhs was disclosed under contingent liabilities. Pursuant to the order dated 27th February 2025 by the Income Tax Appellate Tribunal (ITAT) in favour of the assessee company, the said demand has been nullified. Accordingly, no disclosure under contingent liabilities is required in the financial statements for the year ending 31st March 2025.

In the event, that any of these contingent liabilities or a significant proportion of these contingent liabilities materialize, our future financial condition, result of operations and cash flows may be adversely affected.
For further details, please refer the chapters titled "***Financial Information"*** at page 183 of this Red Herring Prospectus.

17. ***Our Company has obtained loans amounting to Rs. 1,089.46 Lakhs that may be recalled by the lenders at any time.***

We have outstanding loans of Rs. 1,089.46 Lakhs as at March 31, 2025, which may be recalled by the lenders at any time. In the event that the lenders seek a repayment of any such loans, Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all, which may affect the result of operation and financial conditions of our business. For further details, please refer to the chapter titled "***Financial Indebtedness***" beginning on page 186 of this Red Herring Prospectus.

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

Our Company's business operations require a significant amount of working capital. In our business, working capital is often required to finance the procurement of raw material and for salaries of employees. In the event, we are unable to source the required amount of working capital, we might not be able to efficiently satisfy the demand of our clients in a timely manner or at all. Even if we are able to source the required amount of funds, we cannot assure you that such funds would be sufficient to meet our cost estimates, which could have adverse effect on our financial conditions and results of operations. There exist substantial requirement of working capital and financing in the form of fund and non-fund based working capital facilities to meet our requirements. The details of our working capital for period ended March 31, 2025, March 31, 2024, March 31, 2023 & March 31, 2022 are as under which is showing continuous increase:

(in Rs. Lakhs)

Particulars	2025 (Audited)	2024 (Audited)	2023 (Audited)
Current Assets			
Cash and Cash Equivalent	365.74	459.32	14.04
Inventories	4,657.57	1,471.07	1,162.07
Trade receivables	2,712.39	2,733.05	1,655.71
Loans and Advances (excluding Advance to suppliers)	72.04	51.68	150.03
Advance to suppliers	487.04	359.17	118.75
Other current assets	321.71	111.13	156.81
Total (A)	**8,616.49**	**5,185.42**	**3,257.41**
Current Liabilities			
Trade payables	4,681.77	2,428.80	1,590.88
Provisions	388.74	280.10	34.01
Advance from customers	5.04	101.32	99.40
Other current liabilities (excluding Advance from customers)	166.40	121.15	195.18
Total (B)	**5,241.95**	**2,931.37**	**1,919.47**
Net Working Capital (A)-(B)	**3,374.54**	**2,254.05**	**1,337.94**
Incremental Working Capital	1,120.49	916.11	190.10
Sources of Working Capital			
Borrowings	1,575.98	1,254.93	1,242.76
Internal accruals / Net worth	1,798.56	999.12	95.18

The financial ratios related to the working capital requirement of the Company are as provided below:

Particulars	2022-23 Audited	2023-24 Audited	2024-25 Audited
Net working capital (₹ in Lakhs)	1,337.94	2,254.05	3,374.54
Working capital turnover ratio (in times)*	3.69	4.37	4.42
Operating cycle (in days)	95	61	102

**Working capital turnover ratio is calculated by dividing revenue from electric meters segment by average net working capital.*

As depicted by the above data, the operating cycle of the Company ranges between 2-3 months which can generate approximately 3-4 times revenue. The Company is looking to expand its operations by setting up a new manufacturing facility and bidding for additional tenders. This indicates that the Company will require significant amount of working capital to support such growth initiatives.

19. ***In the past Company had delayed in the EPF and GST returns. This may adversely affect the financial***

performance and regulatory compliance of the company

The Company's past delays in GST returns indicate a failure to meet regulatory compliance obligations. Such non-compliance can have serious consequences, including penalties, fines, legal actions, and reputational damage. The delays in GST can result in interest liabilities, penal charges, and strained relationships with client.

Additionally, late filing of GST returns may attract penalties and disrupt the Company's cash flow, hindering its ability to meet financial obligations and impacting liquidity. The impact of past delays extends beyond financial implications. Regulatory authorities may increase scrutiny on the Company's operations due to non-compliance with EPF and GST requirements, leading to audits, investigations, and potential legal actions. This can divert management's attention from core business activities and cause operational disruptions.

Moreover, the Company's reputation among stakeholders, including employees, investors, suppliers, and customers, may be compromised due to persistent delays in EPF payments and GST returns. Negative publicity and loss of trust can have long-term consequences, affecting business relationships and the Company's growth prospects.

It is important for prospective investors to consider the potential risks and consequences associated with the delay in EPF payments and GST returns while evaluating the investment opportunity. The company shall implement robust systems.

20. Inability to Recruit, Retain, and Manage Skilled Manufacturing Personnel.

Our business depends on skilled and creative personnel to effectively operate and grow our manufacturing operations. We directly employ factory labor on our payroll rather than relying on contractual labor, which requires significant time, resources, and investment in training and development.

While we have maintained an attrition rate of 12-36% over the past three years, which is consistent with the industry standard, we cannot assure you that we will continue to maintain this rate or that we will be able to recruit and retain the skilled personnel necessary for our future growth. Details of our employees and attrition rate for the previous three financial years is as follows:

Particulars	2024-25	2023-24	2022-23
Number of employees			
- Opening	60	42	37
- Hired during the year	101	26	10
- Left during the year	34	8	5
- Closing	127	60	42
Attrition rate (%)	36.36%	15.69%	12.66%

High attrition and competition for skilled labour in the manufacturing industry may limit our ability to attract and retain the talent required to sustain our operations. Our success is highly dependent on our ability to recruit, train, and retain qualified personnel. If we are unable to do so, our ability to meet production targets, maintain product quality, or execute on our growth objectives could be adversely affected, which may harm our business, financial condition, results of operations, and future prospects.

21. Our business operations are subject to various operating risks at our sites, accidental risk, the occurrence of which can affect our results of operations and consequently, financial condition of our Company.

Our business operations are subject to operating risks, such as breakdown or failure of plant & machineries and equipment's used at the sites, shortage of consumables, performance below expected levels of output or efficiency, natural disasters, and labour disputes. The occurrence of these risks, if any, could significantly affect our operating results, and the slowdown / shutdown of business operations may have a material adverse effect on our business operations and financial conditions.

Further, Usage of machinery, handling of materials by labour during manufacturing process, testing of electrical equipment's or otherwise, lifting of materials by humans, etc. may result in accidents, which could cause injury to our labours, employees, other persons on the site and could also damage our properties thereby affecting our operations. Occurrence of accidents could hamper our manufacturing process and consequently affect our profitability.
However, we confirm that, our business operation has not affected by any such operating risks at our sites during past 3 years.

22. ***Our inability to effectively manage supply chain execution may lead to delays which may affect our business and results of operations.***

Our business is dependent on our ability to effectively manage the supply chain of our projects. An inability to effectively manage our operations, including ineffective or inefficient supply management procedures could increase our costs and expenses, result in project delays and thereby affect our business operations & profitability. The effectiveness of our supply management processes and our ability to execute projects in a timely manner may be affected by various factors such as availability of resources, timeline, stakeholder involvement, and budget. If such factors are not effectively considered and utilized during project execution, it can have a negative impact on the project and its outcomes, which may affect our business and results of operations.

23. ***There is no monitoring agency appointed by our Company and the deployments of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by the Audit Committee.***

As per SEBI (ICDR) Regulations, 2018 appointment of monitoring agency is required only for Issue size above Rs. 10,000 Lakh. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the Audit Committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

24. ***Our Company is unable to work on its full potential and utilize its full capacity for the production and manufacturing of products.***

As our Company is into the manufacturing business, utilization of its full capacity is very important to maximize the efficiency and profitability of our business.

The details of capacity utilization by our Company in the past periods are shown below:

Particulars	2024-25	2023-24	2022-23
Installed Capacity (In Units)*			
Single Phase Meter	20,00,000	20,00,000	10,00,000
Three Phase Meter	1,00,000	1,00,000	50,000
Capacity Utilisation (In Units)			
Single Phase Meter	11,10,684	8,91,285	4,92,945
Three Phase Meter	48,588	63,109	12,355
Capacity Utilisation (In %)			
Single Phase Meter	55.53%	44.56%	49.29%
Three Phase Meter	48.59%	63.11%	24.71%

The pandemic caused significant disruptions to global supply chains in 2020-2022, affecting the availability of key raw materials and components, which in turn impacted the production schedule and led to lower facility utilization. Additionally, despite having a strong order book of ₹650 crore, challenges in securing adequate working capital restricted the ability to scale up production, resulting in further underutilization of the facility.

The trend shows that our manufacturing facilities are not operating at optimum capacity utilization and there can be no assurance that we will be successful in achieving such utilization levels. Further, if we are unable to utilize our full capacity that may affect the results of operations and financial conditions.

25. ***The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles "Objects of the Issue".***

The fund requirement and deployment, as mentioned in the "***Objects of the Issue***" on page 72 of this Red Herring Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan.

We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter Objects of the Issue is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter Objects of the Issue will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

26. ***Our profitability and business operations is significantly dependent on our ability to successfully anticipate the industry and client requirements. Any failure on our part to do so, may have an impact on our operations, which could have an adverse effect on our revenue, reputation, financial conditions, results of operations and cash flows.***

Our profitability, business operations and its success is significantly dependent on our ability to ensure continued demand for our products in existing and proposed markets, which requires us to continuously anticipate and respond in a timely manner to customer requirements and preferences. If we are unable to successfully anticipate customer requirements or are unable to modify our current portfolio of products or develop new products, in a timely manner, we may lose customers.

Though we are committed to product innovation to respond to changing technology in the electric equipment industry, there can be no assurance that we would be successful in developing new products that respond to such changes or changes in customer requirements and preferences or that our products would gain acceptance in our existing or new markets. Any enhancement to our existing offerings or new offerings that we develop and introduce involves significant commitment of time and resources and is subject to a number of risks and challenges including:

- ensuring the timely deployment of new offerings and features;
- adapting to emerging and evolving industry standards, technological developments by our competitors and changing client requirements;
- operating effectively with existing or newly-introduced technologies, systems, or applications of our existing and prospective clients.

The development of alternative technologies or a fundamental shift in technologies in key markets for our electric equipment could have an adverse effect on our business. Moreover, failure to correctly anticipate trends and adapt to the changing technological environment may result in reduced demand for our products which could have adverse effect on our revenue, reputation, financial conditions, results of operations and cash flows.

27. ***We operate in highly competitive markets and our inability to compete effectively may lead to lower market share or reduced operating margins, and adversely affect our results of operations.***

We operate in a highly competitive market, with participants in the organized and the unorganized sectors. There are no entry barriers in our industry, which puts us to the threat of competition from new entrants. We face competition from other manufacturers, traders, suppliers and importers of electric equipment in relation to our offerings.

There are various principal factors affecting competition in our business which includes:

- Quality of the products and services Company offers
- Consumer preferences and demand
- Relationship with Clients
- Brand recognition and reputation in the market
- Pricing strategy
- timely delivery of the products and services.

In the event of inability to compete effectively in the market, this can increase competition in the market, lower our market share, reduce our operating margins and adversely affect our results of operations.

28. ***If we fail to maintain an effective system of internal controls, we may not be able to successfully manage or accurately report our financial risk.***

Effective internal controls are necessary for us to prepare reliable financial reports and effectively prevent and detect any frauds or misuse of funds. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may decline over time. There can be no assurance that additional deficiencies or lacks in our internal controls will not arise in the future, or that we will be able to implement and continue to maintain adequate measures to rectify or mitigate any such deficiencies of lacks in our internal controls. If internal control weaknesses are identified in a delayed manner, our actions may not be sufficient to correct such internal control weakness. Such instances may also adversely affect our reputation, thereby adversely impacting our business, results of operations and financial condition.

29. ***Any infringement of third party intellectual property rights or failure to protect our intellectual property rights may adversely affect our business.***

Our Company undertakes regular updates and changes in our products to keep up to date with prevalent technology and market requirements. We cannot assure that that our products do not or will not inadvertently infringe valid third party intellectual property rights, which may expose us to expensive legal proceedings. If we are unsuccessful to defend ourselves against such claims in relation to use of intellectual property right, we may be subject to injunction and/or required to pay compensation which may adversely affect our business.

Further, we do not register any of the designs developed by us under the Designs Act, 2000 for any of our products. As such, it would be difficult for us to enforce our intellectual property rights in any of these designs or products, in the event our competitors or other companies in the electric equipment industry copy our designs or develop and market products manufactured using the same or similar technology as our electric equipment. Therefore, in case of failure to protect our intellectual property rights may adversely affect our business operation and financial conditions.

30. ***Certain Agreements, deeds or licenses, statutory approvals and certificates may be in the previous name of the company, we have to update the name of our company in all the statutory approvals and certificates due to the conversion of our Company.***

As of March 04, 2024, our company “Eppeltone Engineers Limited” was converted into a public limited company, as per the shareholder's resolution. This was followed by a fresh certificate of incorporation dated June 19, 2024. As a result of this conversion, we must update the name on all of our statutory approvals and certificates.

The Company is party to certain tender documents, purchase orders, sales orders and other agreements executed in the normal course of business on which the name of the Company cannot be update or changed. Such documents may or may not result in legal and financial complications in the future which the Company intends to communicate to any potential investor in a timely manner. However, we cannot guarantee that we will be able to update all of these documents in a timely manner, in case of failure to update these documents could result in legal and financial complications, which may subject us to increased compliance costs, which may in turn result in an adverse effect on our financial condition.

31. ***We are subject to stringent labour laws or other industry standards and any strike, work stoppage, Lock-out or increased wage demand by our employees or any other kind of disputes with our employees could adversely affect our business, financial condition and results of operations.***

Our manufacturing activities are labour-intensive. We are subject to a number of stringent labour laws that protect the interests of our workers. We have not experienced significant labour unrest in the past, strikes, lock- outs and other labour action but such may have an adverse impact on our operations, and if not resolved in a timely manner, could lead to disruptions in our operations. We cannot guarantee that we will not experience any strike, work stoppage, lock out or increased wage demand or other industrial action in the future and any such event could adversely affect our business, results of operation and financial condition.

32. ***We are dependent on our promoters and our management team and the loss of, or our inability to hire, retain, train, and motivate qualified personnel could adversely affect our business, results of operations and financial condition.***

Our promoters, Rohit Chowdhary, Deven Chowdhary and Reshu Chowdhary have over all 20 years of experience in the electric equipment industry and is responsible for the growth of our business and is closely involved in the overall strategy, direction and management of our business.

We are also dependent on our senior management, directors and other key personnel, and believe our senior management and their understanding of the industry trends and market changes have been instrumental in

the success of our brand amongst our customers. The loss of the services of our key personnel and any of our other executive officers, and our inability to find suitable replacements, could result in a decline in sales, delays in product development, and harm to our business and operations.

As on March 31, 2025, we have 164 permanent employees. We cannot guarantee that we will be able to recruit and retain qualified and capable employees.

We may incur significant costs to attract and recruit skilled personnel, and we may lose new personnel to our competitors or other technology companies before we realise the benefit of our investment in recruiting and training them. If we fail to attract new personnel or fail to retain and motivate our current personnel who are capable of meeting our growing technical, operational, and managerial requirements on a timely basis or at all, our business may be adversely affected.

33. ***Our Promoters, together with our Promoter Group, will continue to retain majority shareholding in our Company after the Issue, which will allow them to exercise significant control over us. We cannot assure you that our Promoters and Promoter Group will always act in the best interests of the Company or you.***

The majority of our issued and outstanding Equity Shares are currently beneficially owned by our Promoters and the members of our Promoter Group. Accordingly, our Promoters and members of our Promoter Group will continue to exercise significant influence over our business policies and affairs and all matters requiring shareholders' approval, including the composition of the Board of Directors, the adoption of amendments to our constitutional documents, policies for dividends, lending, investments and capital expenditures.

The interests of our Promoters and Promoter Group as the Company's controlling shareholders could conflict with the Company's interests or the interests of its other shareholders. There can be no assurance that our Promoters and Directors will exercise their rights as shareholders to the benefit and best interest of our Company.

34. ***We are subject to various laws and regulations and required to comply with several regulatory compliance requirement, in jurisdictions where we operate, including environmental and health and safety laws and regulations, which may subject us to increased compliance costs, which may in turn result in an adverse effect on our financial condition.***

Our operations are subject to various national, state and local laws and regulations. We are subject to laws specific to the industry in which we operate, as well as laws generally governing business in India, including those relating to the protection of the environment and occupational health and safety, including those governing the generation, handling, storage, use, management, transportation and disposal of, or exposure to, environmental pollutants or hazardous materials resulting from our manufacturing processes.

Our inability to control the costs involved in complying with these and other relevant laws and regulations and Failure to comply with these laws and regulations can result in severe penalties, including fines, legal action, and damage to the business's reputation, which could have an adverse effect on our business, financial condition, results of operations and cash flows.

For more details, please refer to chapter titled "***Key Regulations and Policies***" on page 143 of this Red Herring Prospectus.

35. ***Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.***

We propose to utilize the Net Proceeds towards the objects of the Company as mentioned in chapter titled "***Objects of the Issue***" beginning on page 72. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters would be liable to provide an exit opportunity to shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement of our Promoters to provide an exit opportunity to such dissenting shareholders may deter the 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 the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

36. ***Our Company is subject to foreign exchange control regulations which can pose a risk of currency fluctuations.***

Our Company is involved in business transactions with international clients located globally and has to conduct the transactions in accordance with the rules and regulations prescribed under FEMA. Our international operations make us susceptible to the risk of currency fluctuations, which may directly affect our operating results. In case we are unable to adhere to the timelines prescribed under the applicable laws or are unable to mitigate the risk of currency fluctuation, it may adversely affect our business, results of operations, financial conditions and cash flows.

The details of export and import of products for the past three years is provided below:

(₹ in Lakhs, unless otherwise stated)

Particulars	2022-23 Audited	2023-24 Audited	2024-25 Audited
Export sales	**9.91**	**-**	**-**
Percentage of total revenue (%)	0.14	-	-
Import purchases (raw materials)	**819.78**	**1,532.52**	**2,677.75**
Percentage of total net purchases (%)	23.05	27.90	24.40
Import purchases (capital goods)	**7.83**	**204.02**	**33.03**

The details of unhedged liabilities in relation to the above transactions at each year end date is provided below.

Particulars	2022-23 Audited	2023-24 Audited	2024-25 Audited
Liabilities:			
Trade payables			
Foreign currency	**USD**	**USD**	**USD**
Amount in foreign currency	4.42	6.35	10.33
Exchange rate	82.11	82.91	85.54
Amount in ₹ in Lakhs	363.16	526.62	883.37
Total Unhedged Payables (*₹ in lakhs*)	**363.16**	**526.62**	**883.37**

37. ***Our Company has not paid any dividend in past 3 financials years and our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.***

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. Our business is working capital intensive and declaration of dividend will depend upon financial performance of our Company at the time of declaration. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements (if any) in respect of our operations, financial condition and results of operations. Our Company has not declared dividends in the past and there can be no assurance that our Company will declare dividends in the future. For further details, please refer to the chapter titled "***Dividend Policy***" on pages 182 of this Red Herring Prospectus.

38. ***Certain sections of this Red Herring Prospectus contain information from the D&B Report which has been prepared exclusively for the Offer and exclusively commissioned and paid for by us. There can be no assurance that such report is complete, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.***

Pursuant to being engaged by us, D&B prepared a report titled "Industry report on Electricity Infrastructure in India & Electricity Meters" dated August 27, 2024. A copy of the D&B Report is available on the website of our Company at https:// www.eppeltone.in. Certain sections of this Red Herring Prospectus include information based on, or derived from, the D&B Report or extracts of the D&B Report. We commissioned and paid D&B for this report for the purpose of confirming our understanding of the industry in connection with the Offer. We commissioned D&B as no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's services, that may be similar to the D&B Report that we commissioned. All such information in this Red Herring Prospectus indicates the D&B Report as its source.

Accordingly, any information in this Red Herring Prospectus derived from, or based on, the D&B Report should be read taking into consideration the foregoing.

Industry sources and publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Industry sources do not guarantee the accuracy, adequacy or completeness of the data, and there are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. The D&B Report, which has been exclusively commissioned and paid for by us in connection with the Offer, is not a recommendation to invest or disinvest in any company covered in the D&B Report. Accordingly, prospective investors should not place undue reliance on, or base their investment decision solely on this information.

Investors should consult their own advisors and undertake an independent assessment of information in this Red Herring Prospectus in connection with the Issue before making any investment decision regarding the issue. See "***Industry Overview***" on page 96.

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

We could be held liable for accidents that occur at our manufacturing facilities or otherwise arising out of our operations. In the event of personal injuries, fires or other accidents suffered by our employees or other people, we could face claims alleging that we were negligent, provided inadequate supervision or be otherwise liable for the injuries.

While we believe that the insurance coverage which we maintain would be reasonably adequate to cover the normal risks associated with the operation of our business, to the extent that we suffer loss or damage, for which we have not obtained or maintained insurance, or which is not covered by insurance, which exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations and financial condition could be adversely affected. In addition, our insurance policies expire from time to time and we may not be able to renew our policies in a timely manner, or at acceptable cost.

We cannot assure you that, in the future, any claim under the insurance policies maintained by us will be honored 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.

Details related to losses vis-à-vis insurance cover over the past three financial years are provided below:

1. **Theft Incident:**

- The Company experienced a vehicle theft on July 28, 2024, involving a Toyota Fortuner-2.8 4x2 MT. An FIR was registered immediately following the incident.
- The vehicle's sum insured under our HDFC Ergo General Insurance policy was ₹24,58,667, against a written-down value of ₹25,60,175.
- Due to Return to Invoice (RTI) coverage, the Company has received claims amounting to ₹38,31,000, exceeding both the insured amount and WDV.

2. **Other Claims:**

- Minor claims for car damage, such as scratches, dents, and minor repairs, have also been filed over this period.
  The Company has not experienced any other losses or claims that exceeded insurance coverage during the last three years.

40. Changes in technology may affect our business by making our equipment or products less competitive or obsolete.

Our future success will depend in part on our ability to respond to technological advances and emerging textile Industry standards and practices on a cost-effective and timely basis. Changes in technology and product preferences may make newer textile units or equipment more competitive than ours or may require us to make additional capital expenditures to upgrade our facilities. If we are unable to adapt in a timely manner to changing market conditions, customer requirements or technological changes, our business, financial performance and the trading price of our Equity Shares could be adversely affected.

41. ***The average cost of acquisition of Equity Shares by our Promoters may be lower than the Issue Price.***

The average cost of acquisition of Equity Shares held by our promoters, the Promoters may be lower than the Issue Price is set out below:

Sr. No.	Name of the Promoter	Number of Equity Shares held as on the date of this Red Herring Prospectus	Average cost of acquisition per Equity Share (in ₹)
1.	Rohit Chowdhary	51,27,540	6.68
2.	Deven Chowdhary	28,04,000	NIL
3.	Reshu Chowdhary	19,930	18

For further details regarding the average cost of acquisition of Equity Shares by the Promoters in our Company, please see ***"Summary of the Red Herring Prospectus"*** on page 49 of the Red Herring Prospectus.

42. ***We have issued Equity Shares at prices that may be lower than the Issue Price in the last 12 months.***

We have issued Equity Shares in the last 12 months at a price that may be lower than the Issue Price as may be decided by the Company in consultation with the Book Running Lead Manager. For further details regarding Issue of Equity Shares by our Company, see the chapter titled "Capital Structure" beginning on page 60.

43. ***Our operations depend on the availability of timely and cost-efficient transportation and other logistic facilities and any prolonged disruption may adversely affect our business, results of operations, cash flows and financial conditions.***

Our operations are dependent on the timely transport of raw materials to our manufacturing facilities and of our products to our customers. We typically rely on third party transportation providers for transportation of Raw Material to our manufacturing facility and from our manufacturing facility to our customers, which are subject to various bottlenecks, including customs, weather, strikes or civil disruptions. We may experience disruption in the transportation of raw materials by ship and delivery of the products to our customers due to bad weather conditions. Further, unexpected delays due to delays in obtaining customs clearance for raw materials imported by us or products exported by us, or increases in transportation costs, could significantly decrease our ability to make sales and earn profits. Any failure to deliver our products to our customers in an efficient, reliable and timely manner could have an adverse effect on our business, results of operations, cash flows and financial conditions.

44. ***We have in the past entered into related party transactions and may continue to do so in the future, which may potentially have an adverse effect on our business.***

In the ordinary course of our business, our Company has in the past entered into related party transactions, including Advances and Remuneration paid to Directors and KMPs, and may continue to do so in the future. For details regarding our related party transactions, see "***Financial Information***" on page no 183.

While we believe that all such related party transactions that we have entered into are legitimate business transactions conducted on an arms' length basis, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. Although going forward, all related party transactions that we may enter into will be subject to board or shareholder approval, as necessary under the Companies Act, 2013 and the SEBI Listing Regulations, there can be no assurance that these arrangements in the future, 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. Further, any future transactions with our related parties could potentially involve conflicts of interest which may be detrimental to our Company. There can be no assurance that we will be able to address such conflicts of interests or others in the future.

We confirm that all related party transactions entered into by the Company have been conducted in compliance with the Companies Act and other applicable laws. Each transaction was reviewed and approved as per the necessary regulatory requirements, ensuring that they were conducted on an arm's length basis and in the ordinary course of business. The Company has taken all measures to maintain transparency, fairness, and adherence to legal and regulatory standards in these transactions.

45. ***Significant disruptions of information technology systems or breaches of data security could adversely***

affect our business.

We depend upon information technology systems and third-party software, including internet-based systems, for our business operations, and these systems facilitate the flow of real-time information across departments and allows us to make information driven decisions and manage performance. The size and complexity of our computer systems make them potentially vulnerable to breakdown, malicious intrusion and computer viruses. Any such disruption may result in the loss of key information and disrupt our operations. In addition, our systems are potentially vulnerable to data security breaches, whether by employees or others that may expose sensitive data to unauthorized persons. Such data security breaches could lead to the loss of trade secrets or other intellectual property, or could lead to the public exposure of personal information (including sensitive personal information) of our employees, customers and others. Although we have not experienced any significant disruptions to, or security breaches of, our information technology systems, we cannot assure you that we will not encounter such disruptions in the future and any such disruptions or security breaches could have an adverse effect on our business and reputation.

46. Our Company has not entered into any written agreements or contracts with Government bodies for sale of our products as a customer.

We sale our production to the government bodies spread over the different states of our country. We have not entered in to any type of long/short agreement with any of the government bodies. Though, we are getting order on regular basis from our government bodies, we cannot assure you that in future we will be getting the orders from all the government bodies on regular basis. Further, a lack of prediction for stable government for different states of India, we are always at risk to lose of customer as government bodies and our revenue may impact on this. In absence of any type of written agreement with our government bodies, we are always at the risk of losing customers in this competitive market. Loss of any of the significant government bodies will lead our company in to loss of business, revenue and financial conditions.

47. Our Directors & Promoters, Senior Management and Key Managerial Personnel have no interests other than reimbursement of expenses incurred and normal remuneration or benefits in our Company.

Our performance depends largely on the efforts and abilities of our Individual Promoters, Key Managerial Personnel and Senior Management, other senior personnel, and the performance and productivity of our operational managers and field personnel. Our core management team, oversees the day-to-day operations, implementation of long-term growth and strategy planning of our business. We believe that the inputs and experience of our Individual Promoters, other Directors, Key Managerial Personnel and our Senior Management are valuable for the development of business and operations and the strategic directions taken by our Company. For details in relation to the experience of our Individual Promoters, other Directors, Key Managerial Personnel and Senior Management, see "***Our Management***" and "***Our Promoter and Promoter Group***" on pages 162 and 176 , respectively.

If such individuals are unable or unwilling for any reason to continue their association with us, or to devote as much time to our operations as they have in the past, we may not be able to identify and engage suitable replacements and may not be able to replace them easily, or at all. As a result of any such factors, our business, cash flows, financial condition, results of operations and prospects and, particularly, our brand value, reputation and expansion strategy, may be adversely affected. There is no assurance that key members of our management team will not leave us.

We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The loss of the services of such persons may have an adverse effect on our business, cash flows and our results of operations.

We are also highly dependent on the performance and productivity of our business development team and client managers. The continued operations and growth of our business is dependent upon our ability to attract and retain personnel who have the necessary and required experience and expertise in order to meet the requirements of our customers. We must continually evaluate our base of available qualified personnel keep pace with changing customer needs. Competition for individuals with proven skills is intense, and demand for these individuals is expected to remain strong for the foreseeable future. Accordingly, a loss of the services of our key personnel may adversely affect our business, cash flows, results of operations and financial condition.

Issue Related Risk

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

Following the Issue, we will be subject to a daily circuit breaker imposed by NSE, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

49. After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.

The price of the Equity Shares on the Stock Exchanges may fluctuate as a result of the factors, including:

- Volatility in the Indian and global capital market;
- Company's results of operations and financial performance;
- Performance of Company's competitors,
- Adverse media reports on Company or pertaining to our Industry;
- Changes in our estimates of performance or recommendations by financial analysts; and
- Significant developments in India's economic and fiscal policies;

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There has been no public market for Equity Shares and the prices of the Equity Shares may fluctuate after this Issue. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

50. Market price of our share will be decide by market forces and issue price of equity share may not be indicative of the market price our share price after the issue.

After listing and trading permission of equity shares, the price of the shares shall be driven by free market forces. The market price of a company's share is determined by the forces of supply and demand in the stock market. These forces are influenced by a variety of factors, including the company's financial performance, industry trends, economic conditions, and investor sentiment.

When a company issues equity shares, it sets an issue price based on various factors such as the company's valuation, the prevailing market conditions, and the demand for its shares. However, the issue price is not necessarily indicative of the market price of the shares after the issue.

Once the shares are listed on the stock exchange, their price is determined by the forces of supply and demand in the market. If there is strong demand for the shares, the price may rise above the issue price, and if there is weak demand, the price may fall below the issue price.

Therefore, while the issue price of equity shares provides a starting point for the company's valuation, it is not necessarily a reliable indicator of the market price of the shares after the issue. Investors should carefully evaluate all relevant factors and information before making investment decisions in the stock market.

External Factors

51. Outbreaks of contagious diseases, such as the recent outbreak of COVID-19, may have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

India experienced multiple waves of COVID-19 which had impacted global supply chains and resulted in shortages of materials and components used in the manufacturing operations and an inability to meet the manufacturing targets and this impact continues till date. The COVID-19 pandemic had resulted in restrictions on travel and transportation and prolonged closures of workplaces, businesses and schools, with

employees being asked to work from home and citizens being advised to stay at home. Consequently, there was a significant disruption in attendance at the manufacturing facilities.

There can be no assurance that any future outbreak of contagious diseases will not have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

52. Changes in the Government Policy could adversely affect economic conditions in India generally and our business in particular.

Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company's business could cause its results of operations to suffer. Any significant change in India's economic policies could disrupt business and economic conditions in India generally and the Company's business in particular.

53. A slowdown in economic growth in India could adversely affect our business, results of operations, financial condition and cash flows.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the country in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports of materials, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, financial condition and cash flows.

54. Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.

Inflation is typically impacted by factors such as governmental policies, regulations, commodity prices, liquidity and global economic environment. Any change in the government or a change in the economic and deregulation policies could adversely affect the inflation rates. Continued high rates of inflation may increase our costs such as salaries, travel costs and related allowances, which are typically linked to general price levels. There can be no assurance that we will be able to pass on any additional costs to our clients or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

55. Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse effect on our business, financial condition and results of operations.

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include STT, GST, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. Imposition of any other taxes by the Central and the State Governments may adversely affect our results of operations.

56. You may be subject to Indian taxes arising out of capital gains on sale of Equity Shares.

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. You have either short-term or long-term capital gains depending on the holding period of your investment. Capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short-term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long-term capital gains and is taxable at 10%, in excess of Rs. 1,00,000, without the benefit of the indexation. Any change in tax provisions may significantly impact your return on investments.

57. Natural calamities could have a negative impact on the Indian economy and cause our Company's business to suffer.

India has experienced natural calamities such as earthquakes, tsunami, floods etc. in recent years. The extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

58. Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade the global equity markets as well generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

SECTION IV - INTRODUCTION

THE ISSUE

The following table summarizes the Issue details:

PRESENT ISSUE IN TERMS OF THIS RED HERRING PROSPECTUS	
Public Issue of Equity Shares by our Company[(1)(2)]	Upto 34,34,000 Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. [●] per share aggregating to Rs. [●] Lakhs
out of which:	
Market Maker Reservation Portion	Upto 1,72,000*s Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. [●] per share aggregating to Rs. [●] Lakhs
Net Issue to Public	Upto 32,62,000* Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. [●] per share aggregating to Rs. [●] Lakhs
Out of which*	
QIB Portion[(3)(4)]	16,30,000* Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. [●] per share aggregating to Rs. [●] Lakhs
Of which[(5)]	
Anchor Investor Portion	Upto 9,78,000* Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. [●] per share aggregating to Rs. [●] Lakhs
Net QIB Category (Assuming Anchor Investor Portion is fully subscribed)	Upto 6,52,000* Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. [●] per share aggregating to Rs. [●] Lakhs
Of Which:	
Available for allocation to Mutual Funds Only (5% of the Net QIB Category)	32,000* Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. [●] per share aggregating to Rs. [●] Lakhs
Balance of Net QIB Category for all QIBs including Mutual Funds	6,20,000* Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. [●] per share aggregating to Rs. [●] Lakhs
Allocation to Non-Institutional Portion	Not less than 4,90,000* Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. [●] per share aggregating to Rs. [●] Lakhs
Allocation to Retail Individual Investors	Not less than 11,42,000* Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. [●] per share aggregating to Rs. [●] Lakhs
Pre and Post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	95,25,312 Equity Shares of face value of Rs.10 each.
Equity Shares outstanding after the Issue	Upto 1,29,59,312 Equity Shares of face value of Rs.10 each.
Use of Net Proceeds	Please see the chapter titled ***'Objects of the Issue'*** beginning on page 72 of this Red Herring Prospectus

**Subject to finalization of the Basis of Allotment, the number of shares may need to be adjusted for lot size upon determination of Issue Price.*

Notes:

1. *The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation 229(2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post Issue paid up equity share capital of our company are being Issued to the public for subscription.*
2. *The Issue has been authorized by the Board of Directors vide a resolution passed at their meeting held on July 20, 2024 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting held on July 26, 2024.*
3. *The SEBI ICDR Regulations permit the Issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e. not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Issue shall be available for allocation to non-institutional bidders.*
4. *Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.*

5. *Our Company may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids.*

*For further details regarding the Issue Structure and Procedure, please refer to the chapters titled **'Issue Structure'** and **'Issue Procedure'** beginning on pages 230 and 234 respectively of this Red Herring Prospectus.*

SUMMARY OF RESTATED FINANCIAL INFORMATION

RESTATED STATEMENT OF ASSETS & LIABILITIES AS AT

₹ In lakhs

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Equity & Liabilities			
Shareholders' Funds			
(a) Share Capital	952.53	423.71	398.60
(b) Reserves & Surplus	3,047.83	1,616.17	750.01
Share Application Money pending allotment	-	328.92	-
Non-Current Liabilities			
(a) Long-term borrowings	1,795.55	768.84	590.68
(b) Deferred tax liabilities (net)	83.49	51.64	37.53
(c) Long-term provisions	93.49	49.81	27.96
Current liabilities			
(a) Short-term borrowings	1,258.37	861.90	676.83
(b) Trade payables			
- Dues to Micro & Small Enterprises	250.82	324.68	145.76
- Dues to Other Than Micro & Small Enterprises	4,430.95	2,104.12	1,445.12
(c) Other current liabilities	171.44	222.47	294.58
(d) Short-term provisions	295.25	230.29	6.05
Total	**12,379.72**	**6,982.55**	**4,373.12**
Assets			
Non-current assets			
(a) Property, Plant & Equipments and Intangible Assets			
- Property, Plant & Equipment	1,990.78	1,254.18	859.92
- Intangible Assets	36.62	27.26	21.70
(b) Long-term loans and advances	1,152.52	107.71	25.48
(c) Other Non-Current Assets	583.31	407.98	208.63
Current Assets			
(a) Inventories	4,657.57	1,471.07	1,162.06
(b) Trade Receivables	2,712.39	2,733.05	1,655.70
(c) Cash & Bank Balances	365.74	459.32	14.03
(d) Short Term Loans & Advances	559.08	410.85	268.78
(e) Other Current Assets	321.71	111.13	156.82
Total	**12,379.72**	**6,982.55**	**4,373.12**

RESTATED STATEMENT OF PROFIT & LOSS FOR THE PERIOD

₹ in lakhs

Particulars	2024-25	2023-24	2022-23
Revenue from operations	12,433.55	7,845.54	7,264.47
Other income	140.33	158.64	34.62
Total Revenue	**12,573.88**	**8,004.18**	**7,299.09**
Expenses:			
Cost of Raw Material Consumed/ Goods sold	8,574.33	5,087.56	2,994.13
Purchase of Stock-in-Trade	389.80	-	3,088.41
Change in Inventory of finished goods and work-in-progress	(665.33)	97.15	156.48
Employee Benefits Expense	730.48	370.50	267.55
Finance Cost	251.84	213.28	103.92
Depreciation and amortization expenses	129.86	76.90	71.96
Other expenses	1,625.85	983.64	466.43
Total Expenses	**11,036.83**	**6,829.03**	**7,148.88**
Profit before tax	**1,537.05**	**1,175.15**	**150.21**
Tax expense:			
- Current tax expenses	382.00	345.18	37.90
- Deferred tax	31.85	14.11	3.71
Profit for the Year	**1,123.20**	**815.86**	**108.60**
Earnings per equity share:			
- Basic Earnings per share	11.98	10.19	1.36
- Diluted Earnings per share	11.98	10.19	1.36
(Nominal Value per share Rs.10)			

RESTATED CASH FLOW STATEMENT FOR THE PERIOD

₹ In lakhs

Particulars	2024-25	2023-24	2022-23
Cash Flow from Operating Activities:			
Net Profit before tax and extraordinary item	**1,537.05**	**1,175.15**	**150.21**
Add/(Less):			
- Interest Income	(34.91)	(18.29)	(8.54)
- Interest Expenses	202.49	140.25	68.46
- (Profit) / Loss on sale of machinery	(14.28)	3.73	-
- Cessation of Liability	5.90	(50.66)	-
	1,696.25	**1,250.18**	**210.13**
Adjustments for non-cash items:			
- Depreciation	129.86	76.90	71.96
Operating Profits before Change in Working Capital	**1,826.11**	**1,327.08**	**282.09**
Adjustments for change in Working Capital:			
- Increase in Short-term borrowings	396.47	185.07	-
- Increase in Trade payable	2,247.07	888.58	804.35
- (Decrease) in Other current liabilities	(51.03)	(72.11)	(109.06)
- (Increase)/Decrease in Inventories	(3,186.49)	(309.01)	7.94
- (Increase)/Decrease Trade and other receivables	20.66	(1,077.35)	(846.09)
- Increase in provisions	51.20	56.16	9.82
- (Increase) in loans and advances	(1,193.04)	(178.42)	(77.59)
- (Increase) in Other Assets	(385.91)	(199.35)	(10.62)
Cash generated from Operations	**(274.96)**	**620.65**	**60.84**
Direct Taxes (net)	(324.59)	(155.25)	(25.53)
Net Cash Inflow from Operating Activities (A)	**(599.55)**	**465.40**	**35.31**
Cash Flow from Investing Activities:			
- Purchase of Property, Plant and Equipment	(861.54)	(480.63)	(133.91)
- Interest Income	34.91	18.29	8.54
Net Cash used in Investing Activities (B)	**(826.63)**	**(462.34)**	**(125.37)**
Cash Flow from Financing Activities:			
- Bank Borrowing	1,026.71	178.16	163.04
- Proceeds from Issue of share capital	508.38	404.32	-
- Interest Paid	(202.49)	(140.25)	(68.46)
Net Cash used in Financing Activities (C)	**1,332.60**	**442.23**	**94.58**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**(93.58)**	**445.29**	**4.52**
Cash and cash equivalents (Opening balance)	**459.32**	**14.03**	**9.51**
Cash and cash equivalent (Closing balance)	**365.74**	**459.32**	**14.03**

GENERAL INFORMATION

Our Company was originally incorporated as 'Eppeltone Engineers Private Limited' on September 18, 2002 vide Registration no. 117025 (CIN: U31909DL2002PTC117025) under the provisions of the Companies Act, 1956 with the Registrar of Companies, Delhi & Haryana. Further, our Company was converted into a public limited company pursuant to shareholders resolution passed at the extra-ordinary general meeting of our Company held on March 04, 2024 and the name of our Company was changed to "Eppeltone Engineers Limited" and a Fresh Certificate of Incorporation dated June 19, 2024 bearing CIN U31909DL2002PLC117025 Issued by the Registrar of Companies, Central Processing Center.

For further details please refer to chapter titled ***'History and Corporate Structure'*** beginning on page 157.

BRIEF INFORMATION OF OUR COMPANY AND THE ISSUE

REGISTERED OFFICE OF OUR COMPANY

Date of Incorporation	:	September 18, 2002
Company Category	:	Company Limited by Shares
Company Sub-category	:	Indian Non - Government Company
CIN	:	U31909DL2002PLC117025
Registration Number	:	117025
Registered Office Address	:	A-57, Defence Colony, New Delhi, Delhi, India, 110024
Address of Factory	:	G-91, UPSIDC Site V, Industrial Area Surajpur Kasna Road, Greater Noida, Uttar Pradesh – 201306
Telephone	:	+91-9811050241
E-mail	:	cs@eppeltone.in
Website	:	www.eppeltone.in

REGISTRAR OF COMPANIES

Address	:	Registrar Of Companies, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019
Contact No.	:	011-26235703, 26235708
Fax No.	:	011-26235702
E-mail	:	roc.delhi@mca.gov.in
Website	:	http://www.mca.gov.in

ISSUE INFORMATION

Designated Stock Exchange	:	EMERGE Platform of National Stock Exchange of India Limited located at Exchange Plaza, Plot no. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051, Maharashtra, India.
Bid / Issue Programme	:	Bid/Issue Opens on: Tuesday, June 17, 2025 Bid/Issue Closes on: Thursday, June 19, 2025

BOARD OF DIRECTORS OF OUR COMPANY

Our Board comprises of the following Directors as on the date of filing of this Red Herring Prospectus as set forth in the following table: -

Name	Designation	DIN	Address
Rohit Chowdhary	Managing Director	01995105	A-57, Defence Colony, South Delhi, Delhi, India, 110024
Deven Chowdhary	Whole Time Director	09198677	A-57, Defence Colony, Lajpat Nagar, South Delhi, Delhi, India, 110024
Reshu Chowdhary	Chairperson & Non-Executive Director	10510320	A-57, Defence Colony, Lajpat Nagar, South Delhi, Delhi, India, 110024
Sandeep Thukral	Independent Director	03193362	3/1, Jai Dev Park East Punjabi Bagh, West Delhi, Delhi, India 110026
Jyoti Bala	Independent Director	07862358	A-89, New Moti Nagar, Ramesh Nagar H.O., West Delhi, Delhi, India 110015

For further details of the Directors of our Company, please refer to the chapter titled '***Our Management***' beginning on page 162 of this Red Herring Prospectus.

CHIEF FINANCIAL OFFICER

Name	:	Rishab Nagpal
Address	:	A-57, Defence Colony, New Delhi, Delhi, India 110024
Contact No.	:	+91 9811050241
E-mail	:	cfo@eppeltone.in
Website	:	www.eppeltone.in

COMPANY SECRETARY AND COMPLIANCE OFFICER

Name	:	Megha Sharma
Address	:	A-57, Defence Colony, New Delhi, Delhi, India 110024
Contact No.	:	+91 9811050241
E-mail	:	cs@eppeltone.in
Website	:	www.eppeltone.in

Investor Grievances

Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue and/or the Book Running Lead Manager, in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

All grievances in relation to the application through ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

For all Issue related queries and for redressal of complaints, Applicants may also write to the Book Running Lead Manager. All complaints, queries or comments received by Stock Exchange/ SEBI shall be forwarded to the Book Running Lead Manager, who shall respond to the same.

All grievances relating to the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as name of the sole or first Applicant, Bid cum Application Form number, Applicants DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Applicant, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the relevant BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor.

DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE OF OUR COMPANY

Book Running Lead Manager	Registrar to the Issue
Expert Global Consultants Private Limited 503-504, 5th Floor,, RG Trade Tower Netaji Subhash Place, Pitampura - 110 034, New Delhi, India **SEBI Registration Number:** INM000012874 **CIN:** U74110DL2010PTC205995 **Contact Person:** Shobhit R. Agarwal **Telephone:** 011 4509 8234 **Email ID:** ipo@expertglobal.in **Website:** www.expertglobal.in **Investor Grievance ID:** compliance@expertglobal.in	**Skyline Financial Services Private Limited** A/506, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri East, Mumbai – 400 072, Maharashtra, India **SEBI Registration No.:** INR000003241 **CIN:** U74899DL1995PTC071324 **Contact Person**: Anuj Rana **Tel:** +91 22 2851 1022 **E-mail:** ipo@skylinerta.com **Investor Grievance Email:** grievances@skylinerta.com **Website:** www.skylinerta.com
Legal Advisor	**Statutory Auditor/ Peer Review Auditor**
Law Matrix **Address:** Office No. 402, New India Heights Andheri East, Mumbai, India- 400053 **Email:** veerendrra@lawmatrix.co.in **Tel. No**: +91 98675 01256	**Abhay Sharma and Company** **Chartered Accountants** **Address:** Chinar House, Behind Rajasthan Patrika Press, Amar Singh Pura, Bikaner, Rajasthan, India 334001

Contact Person: Veerendrra Chaurasia	**Tel. No.:-** +91-81043 54301 **Email:** ca.sharmaabhay@gmail.com **Firm Registration No.:** 018749C **Peer Review No.:** 017141 **Contact Person:** Abhay Sharma
Banker to the Company	**Syndicate Member**
HDFC Bank Limited **Address:** Vatika Atrium, Golf Course Road, Sector 53, Gurugram, Haryana, India 122001 **Mob. No.:** +91 99110 97144 **Email:** aditya.dewan@hdfcbank.com **Website:** www.hdfcbank.com **Contact Person:** Aditya Dewan	**Prabhat Financial Services Limited** **Address:** 205, Navjeevan Complex, 29, Station Road, Jaipur-302006, Rajasthan, India **Tel No:** + 91 40 6716 2222 **E-mail Id:** compliance@Prabhat.in **Website:** www.pfslindia.co.in **Contact Person:** Mr. Adheesh Kabra **SEBI Registration No.:** INZ000169433 **NSE Clearing No:** 08852
Bankers to the Issue/ Refund Banker/Sponsor Bank	
HDFC Bank Limited **Address:** HDFC Bank House, Lower Parel, Senapati Bapat Marg, Mumbai – 400013 and acting through its branch situated at: FIF Ops Department, Lodha -I, Think Techno Campus, 0-3 Lavel, next to Kanjurmarg Railway Station, Kanjurmarg (East) Mumbai-400042 **Mob. No.:** +91 9324177781 **E-mail Id:** Siddharth.jadhav@hdfcbank.com; **Website:** www.hdfcbank.com **Contact Person:** Siddharth Jadav **SEBI Registration No.:** INBI00000063	

Self-Certified Syndicate Bank(s)

The list of banks that have been notified by SEBI to act as the SCSBs (i) in relation to the ASBA (other than through UPI Mechanism) is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://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) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, refer to the above-mentioned link or any other such website as may be prescribed by SEBI from time to time.

Self-certified Syndicate Banks eligible as Sponsor Banks for UPI

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Company Bank for UPI mechanism are provide on the website of SEBI on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

Syndicate SCSB Branches

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

Registered Brokers

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 website of SEBI (www.sebi.gov.in) at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, respectively, 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 SEBI (www.sebi.gov.in) at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, respectively, as updated from time to time.

Brokers to the Issue

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

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the website of SEBI (www.sebi.gov.in) at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, respectively, as updated from time to time.

Inter-Se Allocation of Responsibilities

Since, Expert Global Consultants Private Limited is the sole Book Running Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Book Running Lead Manager is not applicable.

Monitoring Agency

Since the proceeds from the Fresh Issue does not exceed ₹ 10,000 Lakhs in terms of Regulation 262 (1) of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

Appraising Authority

The objects of the Issue and deployment of funds are not appraised by any independent agency/ bank/ financial institution.

Credit Rating

As the Issue is of Equity Shares, the appointment of a credit rating agency is not required.

IPO Grading

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

Debenture Trustees

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

Green Shoe Option

No green shoe option is applicable for the Issue.

Expert Opinion

Our Company has not obtained any expert opinions except our Company has received written consent dated December 24, 2025 from M/s. Abhay Sharma and Company, Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor and in respect of their (i) examination report dated May 15, 2025 relating to the Restated Financial Information; and (ii) the statement of possible special tax benefits dated May 15, 2025 included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

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

Book Building Process

Book building, in the context of the Issue, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus, the Bid Cum Application Forms and the Revision Forms, if any, within the Price Band and the minimum Bid Lot, which will be decided in compliance with the SEBI ICDR Regulations and will be advertised in all editions of English national daily newspaper, Financial Express and all editions of Hindi national daily newspaper, Jansatta at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Issue Price, shall be determined by our Company in consultation with the Book Running Lead Managers, after the Bid/Issue Closing Date. For details, see "***Issue Procedure***" beginning on page 234.

All Bidders (other than Anchor Investors) shall participate in this Issue mandatorily through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the UPI Bidders shall participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Issue through the ASBA process. 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 sizes are up to ₹ 500,000 shall use the UPI Mechanism.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of the number of Equity Shares or the Bid Amount) at any stage. RIBs and Eligible Employees bidding in Employee Reservation Portion can revise their Bid(s) during the Bid/ Issue Period and withdraw their Bid(s) until Bid/ Issue Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Except for Allocation to RIBs, NIBs and the Anchor Investors, allocation in the Issue will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis.

Each Bidder by submitting a Bid in the Issue, will be deemed to have acknowledged the above restrictions and the terms of the Issue. For further details on method and process of Bidding, see "***Terms of the Issue***", "***Issue Structure***" and "***Issue Procedure***" on pages 221, 230 and 234, respectively.

The process of Book Building 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 this process prior to submitting a Bid in the Issue.

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

Filing of Issue Document with the Designated Stock Exchange/SEBI/ROC

The Draft Red Herring Prospectus is being filed with Emerge Platform of National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI Issue any observation on the Issue Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in.

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

Underwriting

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the Underwriter in the capacity of Underwriter to the Issue.

Pursuant to the terms of the Underwriting Agreement dated May 13, 2025 entered into by Company, Book Running Lead Manager, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein.

The details of the Underwriting commitments are as under:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten *(₹ in Lakhs)*	% of Total Issue Size Underwritten
Expert Global Consultants Private Limited	34,34,000	[●]	100%

As per Regulation 260(2) & (3) of SEBI (ICDR) Regulations, 2018, the BRLM has agreed to underwrite to a minimum extent of 100 % of the Issue out of its own account. In the opinion of the Board of Directors, the resources of the above-mentioned underwriter is sufficient to enable them to discharge their respective underwriting obligations in full.

Change in Statutory Auditors during the last three (3) years

Except as mentioned below, there have been no changes in our Company's auditors in the last three (3) years:

Details of Auditor	Date of Appointment	Date of Resignation	Reason
M/s. Sehgal Mehta & Co. Chartered Accountants **Address:** 14/35 Basement East Patel Nagar, New Delhi, Delhi, 110008 **Membership Number:** 080517 **FRN No.:** 003330N **Tel No.:** 011-45064845, 45064846 **Email ID:** sehgalmehta@hotmail.com	September 29, 2019	February 17, 2024	Due to Personal reasons unable to continue
M/s. Sudhish Sharma & Co. Chartered Accountants **Address:** Behind Rajasthan Patrika, Amar Singh Pura, Bikaner, Rajasthan, 334002 **Membership Number:** 075873 **FRN No.:** 006965C **Tel No.:** +91 9414143143 **Email ID:** sudish.nice@gmail.com	March 26, 2024	June 5, 2024	Due to Personal reasons unable to continue
M/s. Abhay Sharma and Company Chartered Accountants **Address:** Chinar House, Behind Rajasthan Patrika Press, Amar Singh Pura, Bikaner (Raj.), 334001 **Membership Number:** 533160 **FRN No.:** 018749C **Peer Review No.:** 017141 **Tel No.:** +91-8104354301 **Email ID:** ca.sharmaabhay@gmail.com	June 19, 2024	NA	Appointment due to casual vacancy

Details of the Market Making arrangement for this Issue

Our Company has entered into a Market Making Agreement dated May 13, 2025 with the following Market Maker for fulfilling the Market Making obligations under this Issue:

Name	:	Prabhat Financial Services Limited
Correspondence Address	:	205, Navjeevan Complex, 29, Station Road, Jaipur-302006, Rajasthan, India
Tel No.	:	+91 40 6716 2222
E-mail	:	compliance@Prabhat.in
Contact Person	:	Mr. Adheesh Kabra
SEBI Registration No.	:	INZ000169433
Market Maker Registration No.	:	08852

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Book Running Lead Manager and the Market Maker (duly registered with NSE to fulfill the obligations of Market Making) dated May 13, 2025 to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares issued in this Company.

Market Maker has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI ICDR Regulations.

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

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being Issued by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to Issue their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars Issued by SEBI and Emerge Platform of NSE Limited from time to time.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on Emerge Platform of NSE Limited and Market Maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
7. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems or any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
8. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
9. The Market Maker shall have the right to terminate the said arrangement by giving a three months-notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker.
   In case of termination of the above mentioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further the Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time.
10. **Risk containment measures and monitoring for Market Maker**: Emerge Platform of NSE Limited will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
11. **Punitive Action in case of default by Market Maker**: Emerge Platform of NSE Limited will monitor the obligations on a real-time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (Issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
    The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
12. **Price Band and Spreads:** SEBI Circular bearing reference no: *CIR/MRD/DP/ 02/2012* dated *January 20, 2012*, has laid down that for Issue size up to ₹ 250 Crores, the applicable price bands for the first day shall be:

- In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
- In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue Price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the SME Exchange Platform.

S No.	Market Price slab (in ₹)	Proposed Spread (in % to sale price)
1	Up to 50	9
2	50 to 75	8
3	75 to 100	6
4	Above 100	5

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

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

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

On the first day of listing, there will be a pre-open session (call auction) and there after trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.

Withdrawal of the Issue

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

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

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final Registrar of Companies approval of the Prospectus.
Our Company has not made any previous public issue in India or abroad in five (5) years preceding the date of this Red Herring Prospectus. However, the Company has previously filed the Draft Red Herring Prospectus with EMERGE platform of National Stock Exchange of India (NSE EMERGE Platform) on September 24, 2024. Later, the Company in the Board meeting decided to withdraw the Draft Red Herring Prospectus dated December 07, 2024 filed with EMERGE platform of National Stock Exchange of India.

CAPITAL STRUCTURE

Set forth below are the details of the Equity Share Capital of our Company as on the date of this Red Herring Prospectus.

(₹ in lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A	**Authorized Share Capital[(1)]** 1,40,00,000 Equity Shares having face value of Rs. 10/- each	1,400.00	-
B	**Issued, Subscribed & Paid-up Share Capital prior to the Issue** 95,25,312 Equity Shares having face value of Rs.10/- each	952.53	-
C	**Present Issue in terms of this Red Herring Prospectus*** Up to 34,34,000 Equity Shares having face value of Rs, 10/- each at a Premium of Rs. [●] per share	[●]	[●]
	Which Comprises of :		
	Reservation for Market Maker portion: Up to 1,72,000 Equity Shares of Rs.10/- each at a premium of Rs. [●] per Equity Share	[●]	[●]
	Net Issue to the Public: Up to 32,62,000 Equity Shares of Rs. 10/- each at a premium of Rs. [●] per Equity Share	[●]	[●]
	of which		
	Qualified Institutional Buyers: 16,30,000 Equity Shares of Rs. 10/- each at a premium of Rs. [●] per Equity Share will be available for allocation to QIB	[●]	[●]
	Retail Portion: 6,52,000 Equity Shares of Rs. 10/- each at a premium of Rs. [●] per Equity Share will be available for allocation for allotment to Retail Individual Bidders	[●]	[●]
	Non- Institutional Portion: Not less than 4,90,000 Equity Shares of Rs. 10/- each at a premium of Rs. [●] per Equity Share will be available for allocation for allotment to Non-institutional Investors	[●]	[●]
D	**Paid up Equity Capital after the Issue** Up to 1,29,59,312 Equity Shares having face value of Rs.10/- each	Up to 1,295.93	
E	**Securities Premium Account** Before the Issue After the Issue	450.35 [●]	

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

*(1)For details in relation to changes in the authorized share capital of our Company in the last 5 years, see "**History and Certain Corporate Matters – Amendments to our Memorandum of Association**" on page 157 of this Red Herring Prospectus.*

#The Issue has been authorized pursuant to a resolution of our Board of Directors dated July 20, 2024 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of the members held on July 26, 2024.

Classes of Shares

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

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

The initial authorized share capital of our Company was ₹ 25,00,000 (Rupees Twenty Five Lakhs only) divided into 2,50,000 Equity Shares of ₹ 10/- each. Further, the authorized share capital of our Company has been altered in the manner set forth below:

S No.	Particulars of Change		Date of Shareholders Meeting	AGM/EGM
	From	To		
1	₹25,00,000 (2,50,000 Equity Shares of ₹ 10 each)	₹3,50,00,000 (35,00,000 Equity Shares of ₹ 10 each)	May 24, 2011	EGM

S No.	Particulars of Change		Date of Shareholders Meeting	AGM/EGM
	From	To		
2	₹3,50,00,000 (35,00,000 Equity Shares of ₹ 10 each)	₹4,00,00,000 (40,00,000 Equity Shares of ₹ 10 each)	February 25, 2014	EGM
3	₹4,00,00,000 (40,00,000 Equity Shares of ₹ 10 each)	₹5,00,00,000 (50,00,000 Equity Shares of ₹ 10 each)	March 05, 2024	EGM
4	₹5,00,00,000 (50,00,000 Equity Shares of ₹ 10 each)	₹14,00,00,000 (1,40,00,000 Equity Shares of ₹ 10 each)	July 26, 2024	EGM

NOTES TO THE CAPITAL STRUCTURE

1. Equity Share Capital History of our Company

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

Date of Allotment	Nature of Allotment	No. of Equity Shares allotted*	Cumulative No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Cumulative Paid-Up Capital (₹)	Cumulative Security Premium (₹)
Upon Incorporation*	Subscription to MOA[(i)]	10,000	10,000	10	10	Cash	1,00,000	-
June 01, 2011	Private Placement [(ii)]	13,92,000	14,02,000	10	10	Other than Cash	1,40,20,000	-
June 13, 2011	Private Placement [(iii)]	11,45,000	25,47,000	10	18	Cash	2,54,70,000	91,60,000
March 12, 2014	Private Placement [(iv)]	14,39,000	39,86,000	10	10	Cash	3,98,60,000	91,60,000
March 09, 2024	Private Placement [(v)]	2,51,086	42,37,086	10	30.03	Cash	4,23,70,860	1,41,89,253
April 27, 2024	Private Placement [(vi)]	3,03,753	45,40,839	10	159.31	Cash	4,54,08,390	5,95,42,613
June 22, 2024	Private Placement [(vii)]	2,21,817	47,62,656	10	159.31	Cash	4,76,26,560	9,26,62,109
August 16, 2024	Bonus Issue [(viii)]	47,62,656	95,25,312	10	NA	Other than Cash	9,52,53,120	9,26,62,109

**The MoA of our Company was signed on July 15, 2002. However, our Company was incorporated on September 18, 2002.*

Note:

(i) The details of initial subscription to Memorandum of Association is as follows:-

Name of Subscribers	No. of Shares Subscribed
Harish Chander Chowdhary	8,000
Amit Chowdhary	2,000
Total	**10,000**

(ii) Acquisition of Proprietorship Firm: Issue of 13,92,000 Equity shares of face value of ₹ 10/- each per share were made to: -

Name of Allottees	No. of Shares Allotted
Harish Chander Chowdhary	13,92,000
Total	**13,92,000**

(iii) Private Placement of 11,45,000 Equity shares of face value of ₹ 10/- each per share at a price of Rs. 18/- were made to: -

Name of Allottees	No. of Shares Allotted
Rohit Chowdhary	11,45,000
Total	**11,45,000**

(iv) Private Placement of 14,39,000 Equity shares of face value of ₹ 10/- each per share were made to:-

Name of Allottees	No. of Shares Allotted
Rohit Chowdhary	14,39,000
Total	**14,39,000**

(v) Private Placement of 2,51,086 Equity shares of face value of ₹ 10/- each per share at a price of Rs. 30.03/- were made to: -

Name of Allottees	No. of Shares Allotted
AVA Paisa Growth Private Limited	2,51,086
Total	**2,51,086**

(vi) Private Placement of 3,03,753 Equity shares of face value of ₹ 10/- each per share at a price of Rs. 159.31 /- were made to: -

Name of Allottees	No. of Shares Allotted
Shivin Jain	32,000
Suhani Poddar	16,000
Abhishek Parwal	16,000
Ankur Goel	15,692
Gulab Devi	8,000
Ram Raj Taparia	16,000
Pooja Devi	15,692
Ayush Khatta HUF	32,000
Rishi Agarwal HUF	8,000
Premlata Kalyanji	15,692
Chandresh K Dedhia HUF	15,692
Intellect Endeavours LLP	15,692
Piyush Malhotra	31,385
Ashwani Taneja	15,692
Anuj Jain	31,385
Aryaman Gupta	18,831
Total	**3,03,753**

(vii) Private Placement of 2,21,817 Equity shares of face value of ₹ 10/- each per share at a price of Rs. 159.31 /- were made to: -

Name of Allottees	No. of Shares Allotted
Rajeb Khanna	31,385
Manish Kumar HUF	31,385
HBPA Tradex Private Limited	37,662
Utsav Pramodkumar Shrivastav	31,385
Saloni Sehgal	48,000
Amit Dutt	42,000
Total	**2,21,817**

(viii) Bonus Issue of 47,62,656 Equity shares of face value of ₹ 10/- each per share were made to: -

Name of Allottees	No. of Shares Allotted
Rohit Chowdhary	25,63,770
Deven Chowdhary	14,02,000
Reshu Chowdhary	9,965
Divya Sharma	9,965
Kamlesh Chand Jaswal	100
Vinod Kumar	100
Saloni Sehgal	48,100
AVA Paisa growth private limited	2,51,086
Shivin Jain	32,000
Suhani Poddar	16,000
Abhishek Parwal	16,000
Ankur Goel	15,692
Gulab Devi	8,000

Name of Allottees	No. of Shares Allotted
Ram Raj Taparia	16,000
Pooja Devi	15,692
Ayush Khatta HUF	32,000
Rishi Aggarwal HUF	8,000
Premlata Kalyanji	15,692
Chandresh K Dedhia HUF	15,692
Intellect Endeavours LLP	15,692
Piyush Malhotra	31,385
Ashwani Taneja	15,692
Anuj Jain	31,385
Aryaman Gupta	18,831
Rajeb Khanna	31,385
Manish Kumar HUF	31,385
HBPA Tradex Private Limited	37,662
Utsav Pramodkumar Shrivastav	31,385
Amit Dutt	42,000
Total	**47,62,656**

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

3. Issue of Equity Shares for consideration other than cash

Except as set out below we have not Issued Equity Shares for consideration other than cash:

Date of Allotment	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of Allotment	Benefit Accrued to Company	Name of Allottees	No. of Shares Allotted
June 01, 2011	13,92,000	10	10	Allotment pursuant to Acquisition of Proprietorship Firm	Acquisition of Proprietorship Firm	Harish Chander Chowdhary	13,92,000
August 16, 2024	47,62,656	10	NA	Bonus Issue in the ratio 1:1	Capitalisation of reserves & surplus	Rohit Chowdhary	25,63,770
						Deven Chowdhary	14,02,000
						Reshu Chowdhary	9,965
						Divya Sharma	9,965
						Kamlesh Chand Jaswal	100
						Vinod Kumar	100
						Saloni Sehgal	48,100
						AVA Paisa Growth Private Limited	2,51,086
						Shivin Jain	32,000
						Suhani Poddar	16,000
						Abhishek Parwal	16,000
						Ankur Goel	15,692
						Gulab Devi	8,000
						Ram Raj Taparia	16,000
						Pooja Devi	15,692
						Ayush Khatta HUF	32,000
						Rishi Agarwal HUF	8,000
						Premlata Kalyanji	15,692
						Chandresh K Dedhia HUF	15,692
						Intellect Endeavours LLP	15,692
						Piyush Malhotra	31,385
						Ashwani Taneja	15,692
						Anuj Jain	31,385
						Aryaman Gupta	18,831
						Rajeb Khanna	31,385

Date of Allotment	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of Allotment	Benefit Accrued to Company	Name of Allottees	No. of Shares Allotted
						Manish Kumar HUF	31,385
						HBPA Tradex Pvt. Ltd.	37,662
						Utsav Pramod Kumar Shrivastav	31,385
						Amit Dutt	42,000
						Total	**61,54,656**

4. No Equity Shares have been allotted pursuant to any scheme approved under sections 230-233 of the Companies Act, 2013 or under the erstwhile corresponding provisions of the Companies Act, 1956.

5. We have not revalued our Assets since inception and have not issued any Equity Shares (including Bonus shares) by capitalizing any revaluation reserves.

6. As on date of this Red Herring Prospectus, our Company has not issued Equity Shares pursuant to the ESOP Plan and ESARP Plan (Employees Stock Appreciation Right Plan)

7. Except as mentioned below, no Equity shares have been issued which may be at price below the Issue Price within last one year from the date of this Red Herring Prospectus:

Date of Allotment	Name of Allottees	Equity Shares Allotted	No. of Equity Shares	Face Value(₹)	Issue Price(₹)	Reasons for Allotment
August 16, 2024	Rohit Chowdhary	25,63,770	47,62,656	10	NA	Bonus Issue in the ratio 1:1
	Deven Chowdhary	14,02,000				
	Reshu Chowdhary	9,965				
	Divya Sharma	9,965				
	Kamlesh Chand Jaswal	100				
	Vinod Kumar	100				
	Saloni Sehgal	48,100				
	AVA Paisa growth private limited	2,51,086				
	Shivin Jain	32,000				
	Suhani Poddar	16,000				
	Abhishek Parwal	16,000				
	Ankur Goel	15,692				
	Gulab Devi	8,000				
	Ram Raj Taparia	6,000				
	Pooja Devi	15,692				
	Ayush Khatta HUF	32,000				
	Rishi Aggarwal HUF	8,000				
	Premlata Kalyanji	15,692				
	Chandresh K Dedhia HUF	15,692				
	Intellect Endeavours LLP	15,692				
	Piyush Malhotra	31,385				
	Ashwani Taneja	15,692				
	Anuj Jain	31,385				
	Aryaman Gupta	18,831				
	Rajeb Khanna	31,385				
	Manish Kumar HUF	31,385				
	HBPA Tradex Private Limited	37,662				
	Utsav Pramodkumar Shrivastav	31,385				
	Amit Dutt	42,000				
	Rajeb Khanna	31,385	2,21,817	10	159.31	
	Manish Kumar HUF	31,385				
	HBPA Tradex Private Limited	37,662				

Date of Allotment	Name of Allottees	Equity Shares Allotted	No. of Equity Shares	Face Value(₹)	Issue Price(₹)	Reasons for Allotment
June 22, 2024	Utsav Pramodkumar Shrivastav	31,385				Private Placement
	Saloni Sehgal	48,000				
	Amit Dutt	42,000				

8. Shareholding Pattern of our Company

The shareholding pattern of our Company before the Issue as per Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given here below:

Sr. No.	Particular	Yes/No	Promoter and Promoter Group	Public Shareholder	Non-Promoter – Non-Public
1.	Whether the Company has issued any partly paid-up shares?	No	No	No	No
2.	Whether the Company has issued any Convertible Securities?	No	No	No	No
3.	Whether the Company has issued any Warrants?	No	No	No	No
4.	Whether the Company has any shares against which depository receipts are issued?	No	No	No	No
5.	Whether the Company has any shares in locked-in?*	No	No	No	No
6.	Whether any shares held by promoters are pledge or otherwise encumbered?	No	No	No	No
7.	Whether company has equity shares with differential voting rights?	No	No	No	No

** All Equity Shares of our Company, as on the date of this Red Herring Prospectus, will be locked in as mentioned above prior to listing of shares on SME Emerge Platform of NSE. Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the Listing of the Equity Shares. The Shareholding Pattern will be uploaded on the Website of the NSE before commencement of trading of such Equity Shares.*

Category (I)	Category of Shareholder (II)	No. of Shareholders. (III)	No of fully paid up equity shares held. (IV)	No of partly paid up equity shares held. (V)	No. of shares underlying Depository Receipts (VI)	Total No of Shares held (VII = IV + V + VI)	Shareholding as a % of total No. of 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 underlying outstanding convertible securities (incl. Warrants) (X)	Shareholding as a % assuming full convertible securities (as a % of diluted share capital (As a % of (A + B + C2) (XI=VII +X)	Number of Locked in shares (XII)		No. of shares Pledged Or Otherwise Encumbered (XIII)		No. of Equity shares held in De-mat Form (XIV)
								Nos of voting Rights										
								Class e g: X	Class eg: Y	Total	Total as % of (A+B+C)			Nos of shares held (a)	As % of total number of shares held (b)	Nos of shares held (a)	As % of total number of shares held (b)	
A.	Promoter and Promoter Group	4	79,71,400	-	-	79,71,400	83.69%	79,71,400	-	79,71,400	83.69%	-	-	-	-	-	-	79,71,400
B.	Public	42	15,53,912	-	-	15,53,912	16.31%	15,53,912	-	15,53,912	16.31%	-	-	-	-	-	-	15,53,912
C.	Non-Promoter Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
D 1	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
D 2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**46**	**95,25,312**	**-**	**-**	**95,25,312**	**100.00%**	**95,25,312**	**-**	**95,25,312**	**100.00%**	**-**	**-**	**-**	**-**	**-**	**-**	**95,25,312**

Notes-

1. *As on date of this Red Herring Prospectus 1 Equity share holds 1 vote. We have only one class of Equity Shares of face value of ₹ 10/- each. We have entered into tripartite agreement with CDSL & NSDL.*
2. *Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the Website of the Stock Exchange before commencement of trading of such Equity Shares.*
3. *The equity shares of our company prior to the issue will be locked-in as per regulations of SEBI ICDR prior to listing of shares on EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE").*
4. *In terms of regulation 230(1)(d) of SEBI ICDR Regulation 2018, all specified securities held by promoters are dematerialized.*

9. Other details of shareholding of our Company

a) Particulars of the shareholders holding 1% or more of the paid-up share capital of our Company as on the date of filing of this Red Herring Prospectus:

Particulars	No. of Equity Shares	% of the then existing paid up capital
Rohit Chowdhary	51,27,540	53.83%
Deven Chowdhary	28,04,000	29.44%
AVA Paisa growth private limited	4,02,172	4.22%
Saloni Sehgal	96,200	1.01%
Total	**84,29,912**	**88.50%**

b) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them ten (10) days prior to the date of filing of this Red Herring Prospectus:

Particulars	No. of Equity Shares	% of the then existing paid up capital
Rohit Chowdhary	51,27,540	53.83%
Deven Chowdhary	28,04,000	29.44%
AVA Paisa Growth Private Limited	4,02,172	4.22%
Saloni Sehgal	96,200	1.01%
Total	**84,29,912**	**88.50%**

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

Particulars	No. of Equity Shares	% of the then existing paid up capital
Rohit Chowdhary	25,63,770	56.46%
Deven Chowdhary	14,00,000	30.83%
AVA Paisa Growth Private Limited	2,51,086	5.53%
Total	**42,14,856**	**92.82%**

d) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them two (2) years prior to filing of this Red Herring Prospectus:

Particulars	No. of Equity Shares	% of the then existing paid up capital
Rohit Chowdhary	25,84,000	64.83%
Deven Chowdhary	14,00,000	35.12%
Total	**39,84,000**	**99.95%**

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

f) Our Company has not made any initial public Issue of its Equity Shares or any convertible securities during the preceding 2 (two) years from the date of this Red Herring Prospectus.

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

11. Details of the Build-up of our Promoter's shareholding

Set forth below is the build-up of the shareholding of our Promoters in our Company since Incorporation.

Date of Allotment / Transfer	No. of Shares*	Face Value (₹)	Issue / Transfer Price (₹)	Nature of Transaction	% of Pre-Issue Equity Paid Up Capital	% of Post-Issue Equity Paid Up Capital
Deven Chowdhary						
August 23, 2021	14,00,000	10	N.A.	Transmission of shares from Harish Chander Chowdhary	14.70%	10.80%
July 01, 2024	2,000	10	N.A.	By way of gift from Amit Chowdhary	0.02%	0.02%
August 16, 2024	14,02,000	10	N.A.	Bonus Issue	14.72%	10.80%
Total	**28,04,000**				**29.44%**	**21.64%**
Rohit Chowdhary						
June 13, 2011	11,45,000	10	18	Private Placement	12.02%	8.84%
March 12, 2014	14,39,000	10	10	Private Placement	15.10%	11.10%
February 20, 2024	(100)	10	36	Transfer to Kamlesh Chand Jaswal	Negligible	Negligible
February 20, 2024	(100)	10	36	Transfer to Vinod Kumar	Negligible	Negligible
February 20, 2024	(100)	10	36	Transfer to Saloni Sehgal	Negligible	Negligible
February 28, 2024	(9,965)	10	36	Transfer to Reshu Chowdhary	(0.10%)	(0.08%)
February 29, 2024	(9,965)	10	36	Transfer to Divya Sharma	(0.10%)	(0.08%)
August 16, 2024	25,63,770	10	N.A.	Bonus Issue	26.91%	19.78%
Total	**51,27,540**				**53.83%**	**39.57%**
Reshu Chowdhary						
February 28, 2024	9,965	10	36	Transfer from Rohit Chowdhary	0.10%	0.08%
August 16, 2024	9,965	10	N.A.	Bonus Issue	0.10%	0.08%
Total	**19,930**				**0.21%**	**0.15%**

All the Equity Shares allotted/ transferred to the Promoters as given above were fully paid up. Further, none of the shares have been pledged with any bank/ financial institution and/ or with anybody else.

12. As on the date of the Red Herring Prospectus, the Company has **46** (**Forty Six**) members/shareholders.

13. The details of the Shareholding of the Promoters and members of the Promoter and Promoter Group as on the date of this Red Herring Prospectus are set forth in the table below:

Sr. No.	Name	Pre-Issue		Post Issue	
		No. of Equity Shares Held	% of Shareholding	No. of Equity Shares Held	% of Shareholding
(A) Promoter					
1.	Rohit Chowdhary	51,27,540	53.83%	51,27,540	39.57%
2.	Deven Chowdhary	28,04,000	29.44%	28,04,000	21.64%
3.	Reshu Chowdhary	19,930	0.21%	19,930	0.15%
	Total (A)	**79,51,470**	**83.48%**	**79,51,470**	**61.36%**
(B) Promoter Group					
1.	Divya Sharma	19,930	0.21%	19,930	0.15%
	Total (B)	**19,930**	**0.21%**	**19,930**	**0.15%**
Total (A)+(B)		**79,71,400**	**83.69%**	**79,71,400**	**61.51%**

14. There are no Equity Shares purchased/acquired or sold by our Promoters, Promoter Group and/or by our directors and their immediate relatives within six months immediately preceding the date of filing of the Red Herring Prospectus.

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

16. Details of Promoter's Contribution locked in for three years

Our Promoters have given written consent to include 25,95,965 Equity Shares subscribed and held by them as a part of Minimum Promoters' Contribution aggregating of 20.03% of the post Issue Paid-up Equity Shares Capital of our Company ("Minimum Promoters' contribution") in terms of Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018 and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Minimum Promoters' Contribution, and to be marked Minimum Promoters' Contribution as locked-in.

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, Minimum Promoters' Contribution as mentioned above shall be locked-in for a period of three years from the date of allotment in the Initial Public Issue.

We confirm that Minimum Promoters' Contribution of 20.00% of the post Issue Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoters' Contribution has been brought into to the extent of not less than the 20.00% of the Post Issue Capital and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018.

The lock-in of the Minimum Promoters' Contribution will be created as per applicable regulations and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

The details of Minimum Promoters' Contribution are as follows:

Name of Promoter	No. of Equity Shares	Date of allotment of Equity Shares*	Nature of transaction	Face value (₹)	Issue / acquisition price per Equity Share (₹)	Percentage of post Issue paid-up capital (%)
Deven Chowdhary	14,00,000	August 23, 2021	Transmission of shares	10	NA	10.80%
Rohit Chowdhary	11,45,000	June 13, 2011	Private Placement	10	18	08.84%
Rohit Chowdhary	41,000	March 12, 2014	Private Placement	10	10	1.58%
Reshu Chowdhary	9,965	February 28, 2024	Transfer	10	36	0.38%
Total	**25,95,965**					**20.03%**

**All Equity Shares were fully paid up on the respective dates of allotment / acquisition, as the case maybe, of such Equity Shares.*

All the Equity Shares held by the Promoters / members of the Promoters' Group are in dematerialized form as on date of this Red Herring Prospectus.

In terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018, we confirm that the Minimum Promoters' Contribution of 20.00% of the Post Issue Capital of our Company as mentioned above does not consist of;

- Equity Shares acquired during the preceding three years for;
  - consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction;
  - resulting from a bonus Issue by utilization of revaluation reserves or unrealized profits of the company or from bonus Issue against equity shares which are ineligible for minimum Promoters' contribution;
- The Equity Shares held by the Promoters and issued for Minimum Promoters' contribution which are subject to any pledge with any creditor;
- Equity share acquired by promoters during the preceding one year at a price lower than the price at which Equity Shares are being issued to public in the initial public Issue

- Equity Shares allotted to promoters during the preceding one year at a price less than the Issue price, against funds brought in by them during that period, in case of an Company formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the Company and there is no change in the management:

Provided that Equity Shares, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible.

17. Lock in of Equity Shares held by Promoters in excess of Minimum Promoters' contribution

In addition to Minimum Promoters' Contribution which shall be locked-in for three years, the balance 53,55,505 Equity Shares held by Promoter shall be locked in for a period of one year from the date of allotment in the Initial Public Issue as provided in clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018.

18. Lock in of Equity Shares held by Persons other than the Promoters

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-Issue capital held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Issue. Accordingly, 15,73,842 Equity shares held by the Persons other than Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Issue.

19. Inscription or recording of non-transferability

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock-in is recorded by the Depository.

20. Pledge of Locked in Equity Shares

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoters and locked in may be pledged as a collateral security for a loan granted by a scheduled commercial bank or public financial institution or a systemically important non-banking finance company or housing finance company, subject to following;

- In case of Minimum Promoters' Contribution, the loan has been granted to the Company company or its subsidiary (ies) for the purpose of financing one or more of the Objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan.
- In case of Equity Shares held by Promoters in excess of Minimum Promoters' contribution, the pledge of equity shares is one of the terms of sanction of the loan.
- However, lock in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock in period stipulated has expired.

21. Transferability of Locked in Equity Shares

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable;

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
- The Equity Shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock in period stipulated has expired.

22. Our Company, our Directors and the Book Running Lead Manager to this Issue have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares Issued by our Company.

23. Our company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Drat Red Herring Prospectus.

24. As on date of this Red Herring Prospectus, there are no Partly Paid-up Shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up Equity Shares.

25. Neither the Book Running Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of this Red Herring Prospectus.

26. Prior to this Initial Public Issue, our Company has not made any public Issue or right Issue to public at large.

27. There are no safety net arrangements for this public Issue.

28. As on the date of filing this Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.

29. As per RBI regulations, OCBs are not allowed to participate in this Issue.

30. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we may consider raising bridge financing facilities, pending receipt of the Net Proceeds.

31. There are no Equity Shares against which depository receipts have been issued.

32. As on date of this Red Herring Prospectus, other than the Equity Shares, there are no other class of securities Issued by our Company.

33. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.

34. An applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.

35. No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise shall be Issued by any person connected with the distribution of the Issue to any person for making an application in the Initial Public Issue, except for fees or commission for services rendered in relation to the Issue.

36. Our Promoters and the members of our Promoters' Group will not participate in this Issue.

37. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoters' Group between the date of filing this Red Herring Prospectus or offer document , as the case may be and the date of closure of the Issue shall be reported to the Stock Exchanges within twenty-four hours of such transaction.

38. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled **'*Our Management*'** beginning on page 162 of the Red Herring Prospectus.

39. Employee stock option schemes: The Company does not have any employee stock option schemes under which any equity shares of the Company is granted. Accordingly, no Equity Shares have been Issued or transferred by our Company pursuant to the exercise of any employee stock options.

40. Investors may note that in case of over-subscription, the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to time.

41. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Book Running Lead Manager and NSE.

42. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.

OBJECTS OF THE ISSUE

Requirement of Funds

Our Company proposes to utilize the funds which are being raised through this Issue **("Net Proceeds")** towards the following objects:

a) Working Capital Requirements of our Company and;
b) Funding Capital Expenditure towards installation of additional machinery at our factory;
c) General Corporate Purposes

*(Collectively referred to as "***Objects***")*

The main object clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enables us: (i) to undertake our existing business activities and activities set out therein; (ii) to undertake the activities for which funds are being raised in the Issue; and (iii) the funds earmarked towards general corporate purposes shall be used.

Further, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchange for the enhancement of our Company's brand name and creation of a public market for our Equity Shares in India.

Issue Proceeds & Net Proceeds

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

(₹ in lakhs)

Particulars	Amount
Gross Proceeds of the Issue	[●]
Less: Estimated Issue related expenses*	[●]
Net Proceeds of the Issue	**[●]**

**to be updated in the Prospectus at the time of filing with the RoC.*

Utilization of Net Proceeds

(₹ in lakhs)

Particulars	Amount proposed to be financed from Net Issue Proceeds
Working Capital Requirements of our Company	3,000.00
Funding Capital Expenditure towards installation of additional machinery at our factory	500.00
General Corporate Purposes*	[●]
Issue Expenses	[●]
Total	[●]

**To be updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds of the Issue or ₹1,000 lakhs whichever is lower.*

The fund requirements, the deployment of funds and the intended use of the Net Proceeds, as indicated above, are based on our current business plan and circumstances, management estimates, prevailing market conditions and other commercial and technical factors, which are subject to change from time to time. These fund requirements have not been appraised by any bank, financial institution or any other external agency. Our Company may have to revise its funding requirements and deployment on account of a variety of factors, including but not limited to our financial and market condition, business and strategy, competition, interest rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to applicable law.

In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to availability and compliance with applicable laws. Further, in case of shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilizing our internal accruals or seeking additional equity and/or debt arrangements from existing and future lenders or any combination of them. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for (i) general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 15% of the Gross Proceeds of the Issue or ₹1,000 lakhs whichever is lower in accordance with the SEBI ICDR Regulations; or (ii) towards any other object where there may be a shortfall, at the discretion of the management of our Company and in compliance with applicable laws.

Means of Finance

The fund requirements for all the Objects of the Issue are proposed to be entirely funded from the Net Proceeds and Internal Accruals. Accordingly, we confirm that we are in compliance with the requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations 2018 and Clause 9(C) of Part A of Schedule VI of the SEBI ICDR Regulations 2018 through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the Issue or through existing identifiable internal accruals.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "***Risk Factors***" beginning on page 28 of this Red Herring Prospectus.

Details of the Objects

a) Funding incremental working capital requirements of our Company

Our Company proposes to utilize up to ₹ 3,000.00 lakhs from the Net Proceeds towards funding its working capital requirements as at the appropriate time as per the requirement. We have significant working capital requirements and we fund our working capital requirements in the ordinary course of business from our internal accruals/equity and financing facilities from various banks and financial institutions. Our Company requires additional working capital for funding future growth requirements of our Company and for other business purposes, and the Net Proceeds deployed towards funding our working capital requirements are proposed to be utilized for the aforesaid purposes. For further details of the working capital facilities currently availed by our Company, see ***'Financial Indebtedness'*** and ***'Financial Information'*** on pages 186 and 183 of this Red Herring Prospectus, respectively.

We propose to utilize up to ₹ 3,000.00 lakhs from the Net Proceeds to fund the working capital requirements of our Company as at the appropriate time as per the requirement. The balance portion of our working capital requirement will be arranged from existing equity, internal accruals, borrowings from banks and financial institutions. The details of our Company's working capital as at Financial Year 2025, Financial Year 2024 and Financial Year 2023, and the source of funding, derived from the restated financial statement of our Company, as certified by M/s. Abhay Sharma and Company, Chartered Accountants through their certificate dated May 15, 2025 are provided in the table below:

Basis of estimation of working capital requirement

For further details, please refer to chapter titled ***'Restated Financial Statement'*** beginning on page 183 of this Red Herring Prospectus.

₹ in lakhs)

Particulars	2025 (Audited)	2024 (Audited)	2023 (Audited)
Current Assets			
Cash and Cash Equivalent	365.74	459.32	14.04
Inventories	4,657.57	1,471.07	1,162.07
Trade receivables	2,712.39	2,733.05	1,655.71
Loans and Advances	72.04	51.68	150.03
Advance to suppliers	487.04	359.17	118.75
Other current assets	321.71	111.13	156.81
Total (A)	**8,616.49**	**5,185.42**	**3,257.41**

Particulars	2025 (Audited)	2024 (Audited)	2023 (Audited)
Current Liabilities			
Trade payables	4,681.77	2,428.80	1,590.88
Provisions	388.74	280.10	34.01
Advance from Customers	5.04	101.32	99.40
Other current liabilities	166.40	121.15	195.18
Total (B)	**5,241.95**	**2,931.37**	**1,919.47**
Net Working Capital (A)-(B)	**3,374.54**	**2,254.05**	**1,337.94**
Incremental Working Capital	1,120.49	916.11	190.10
Sources of Working Capital			
Borrowings	1,575.98	1,254.93	1,242.76
Internal accruals	1,798.56	999.12	95.18

Expected working capital requirements

The estimates of the working capital requirements for the Financial Year 2026 have been prepared based on the management estimates of current and future financial performance. The projection has been prepared using set of assumptions that include assumptions about future events and management's action that are not necessarily expected to occur.

On the basis of our existing working capital requirements and estimated working capital requirements, our Board pursuant to its resolution dated May 15, 2025 has approved the estimated working capital requirements for the Financial Year 2026, with the assumptions and justifications for holding levels, and the proposed funding of such working capital requirements, as set forth below:

(₹ in lakhs)

Particulars	2024 (Audited)	2025 (Audited)	2026 (Estimated)
Current Assets			
Cash and Cash Equivalent	459.32	365.74	120.49
Inventories	1,471.07	4,657.57	5,580.32
Trade receivables	2,733.05	2,712.39	10,479.45
Loans and Advances	51.68	72.04	243.94
Advance to suppliers	359.17	487.04	1,116.06
Other current assets	111.13	321.71	250.02
Total (A)	**5,185.42**	**8,616.49**	**17,790.28**
Current Liabilities			
Trade payables	2,428.80	4,681.77	8,470.02
Provisions	280.10	388.74	827.02
Advance from Customers	101.32	5.04	300.00
Other current liabilities	121.15	166.40	50.00
Total (B)	**2,931.37**	**5,241.95**	**9,647.04**
Net Working Capital (A)-(B)	**2,254.05**	**3,374.54**	**8,143.24**
Incremental Working Capital	916.11	1,120.49	4,768.70
Sources Of Working Capital			
Borrowings	1,254.93	1,575.98	1,270.59
Internal accruals	999.12	1,798.56	3,872.65
IPO Proceeds	-	-	3,000.00

Assumptions

The table below sets forth the details of holding levels (in days) for the Financial Year 2025, Financial Year 2024 and Financial Year 2023 as well as the estimated holding levels (in days) for Financial year 2026:

(In days)

Particulars	2022-23 (Audited)	2023-24 (Audited)	2024-25 (Audited)	2025-26 (Estimated)
Inventories	119	93	135	87
Trade Receivable	98	102	80	80
Trade Payable	122	134	113	108
Operating Cycle	95	61	102	60

***Note:** The holding periods have been calculated assuming that Company operates in electric meters segment only, i.e., revenue and cost of trading of securities have not been considered for the calculations.*

Rationale for existing working capital requirement for past three years

The operating cycle of the Company has historically reduced from 95 days in FY 2023 to 61 days in FY 2024 and to the same increased to 102 days in FY 2025. This is mainly because of inventory and receivables management strategies of our Company. Apart from the regular manufacturing activity, the Company also engaged in trading of raw materials and finished goods in FY 2023 and FY 2025 with low margins and high inventory levels which also affected the overall operating cycle in both these years.

After the effects of COVID pandemic in FY 2022, Business was normalized in Fiscal 2023 with better inventory turnover ratio and timely realization from customers. Consequently, payment to suppliers were also made on time with a target to manage overall cash flows of the Company. The cost of goods sold was relatively higher due to import restrictions and inflation effects of the post COVID period during the year.

The Company did not engage in trading of raw materials and finished goods in Fiscal 2024 and focused only on its manufactured products. This resulted in better inventory holding period (reduced inventory levels). Trade receivables turnover ratio increased marginally during this period. The trade payables holding period increased due to non-payment of dues to some suppliers on account of disputes related to inferior quality, mismatch in delivered quantity and other invoicing matters.

In FY 2024, the Company secured orders totaling INR 595.82 lakhs, with delivery schedules extending through FY 2026. To ensure optimal utilization of its installed capacity and to meet delivery commitments, the Company significantly increased its raw material inventory—from INR 1,280.10 lakhs in FY 2024 to INR 3,801.26 lakhs. The entry of private players into the electric meter industry contributed to a reduction in the trade receivables holding period. In response, the Company also prioritized timely payments to its vendors to capitalize on early payment discounts and strengthen supplier relationships.

The detailed explanations for Inventory, Trade receivables and Trade payables holding period are mentioned below:

Inventory

The inventory holding period is calculated by dividing the Company's cost of goods sold by its average inventory for the financial year. The Company is reliant on imports for its production activities and generally keep and inventory of 90 to 120 days. The inventory as at March 31, 2025 was slightly higher at 135 days due to the Company's aggressive production plans for the year ended March 31, 2025. The Company also procured additional raw materials in advance due to global tensions related to frequent changes in foreign trade policies. The excess inventory was a strategic decision taken by the Company to avoid stockouts and meet the existing demands of its customers.

The Company aims to manage inventory better in the future by implementing inventory management practices like Just-in-time (JIT), Economic Order Quantity (EOQ), etc. to improve its inventory turnover ratio while sustaining production at optimum capacity.

Trade receivables

The trade receivables holding period is determined by dividing the company's revenue by its average trade receivables for the financial year. Historically, this period has ranged between three to four months, primarily due to a customer base dominated by government entities. Collections from such clients typically involve longer cycles, including stages such as order procurement, invoicing, and payment processing.

However, the Company anticipates an improvement in collection timelines in the coming years, driven by the increasing participation of private players in the electric meter industry, specifically Automated Metering Infrastructure Service Providers (AMISPs). This positive trend is already reflected in a reduction of the trade receivables holding period—from 102 days in FY 2024 to 80 days in FY 2025. Supporting this shift, the share

of government projects in the Company's total revenue decreased from 88.75% in FY 2024 to 52.68% in FY 2025.

Trade payables

The trade payables holding period is calculated by dividing the net purchases of the company by its average trade payables for the financial year. The trade payables holding period has historically been high due to the fact that the company procures materials from various vendors locally and internationally. Further the company has long-term relationships with almost all of its vendors. This allows the company to negotiate extended payment terms to manage its cash flow better. The company aims to reduce the payment cycle and avail better terms and trade discounts to further improve its gross and net margin.

Rationale for increase in overall working capital from FY 2022 to FY 2025 is provided as below:

Particulars	2022-23 Audited	2023-24 Audited	2024-25 Audited
Revenue from electric meters (₹ in Lakhs)	4,589.66	7,845.54	12,433.55
Growth in revenue (%)	110.43	70.94	58.48
Net working capital (₹ in Lakhs)	1,337.94	2,254.05	3,374.54
Working capital turnover ratio (in times)*	3.69	4.37	4.42

**Working capital turnover ratio is calculated by dividing revenue from operations by average net working capital.*

The data presented highlights the Company's rapid growth over the last three financial years, with significant increases in both revenue and working capital requirements. This substantial growth in revenue has created a corresponding need for higher levels of net working capital, driven by the necessity to invest in inventory, manage receivables, and optimize payables. As the company expands, effective liquidity management becomes increasingly vital, especially in the manufacturing sector, where maintaining an adequate stock of products is crucial to keep the production going and meet consumer demand. This ensures the prevention of stockouts, which can lead to lost sales and negatively impact customer satisfaction.

The Company's ability to scale effectively while managing its working capital is evidenced by its improving working capital turnover and inventory turnover ratios. For each rupee of working capital invested in the company, it generated 3.69, 4.34 and 4.42 of revenue for FY 2023, FY 2024 and FY 2025 respectively. These metrics indicate that the company is handling its financial resources efficiently, converting its investments in inventory and receivables into revenue at an accelerating pace. The improved performance in these areas suggests that the company has developed sound operational processes and controls to manage the complexities of rapid growth, positioning it well for continued expansion. By balancing its investment in working capital with its operational needs, the company is demonstrating a strong capacity to navigate the challenges of growth.

Justifications for estimated working capital in FY 2026

The growth in revenue is estimated basis the Company's past performance in the manufacturing of electricity meters segment. Revenue from electric meters segment increased from ₹ 4,589.66 lakhs in year ended March 31, 2023 to ₹ 12,433.55 lakhs in year ended March 31, 2025, achieving a compounded annual growth rate (CAGR) of 43% and average year-on-year (YoY) growth of 66%. The Company estimates to continue growing at such pace for year ending March 31, 2026.

Further the Company currently has approximately ₹ 48,483.20 lakhs worth of orders in hand from various DISCOMs and AMISPs across India. The Company is already approved by over 30 state government utilities, many central public sector undertakings across various states in India and by many blue-chip private turnkey contractors. The Company plans to apply additional tenders in the future and leverage their long-term relationships with their existing customers for more business opportunities. This will further strengthen the growth prospects of the Company to achieve the target revenue for year ending March 31, 2026.

To achieve the above-mentioned revenue targets, the Company requires additional working capital and manufacturing capabilities. The Company has already initiated the work for setting up a new manufacturing facility in Greater Noida, Uttar Pradesh. The Company has already purchased a unit located at Plot No. G-98 Site V, Kasna, UPSIDA Greater Noida, Distt: Gautam Budh Nagar U.P-201306. This new manufacturing facility is proposed to enhance the Company's installed capacity as detailed below:

Product type	2023-24 (Actual)	2024-25 (Audited)	2025-26 (Estimated)
Single Phase Meter	20,00,000 units p.a.	20,00,000 units p.a.	30,00,000 units p.a.
Three Phase Meter	1,00,000 units p.a.	1,00,000 units p.a.	1,50,000 units p.a.

The Company plans to increase the capacity utilization to approximately 75-80% of the installed capacity as compared to existing utilization of approximately 50-60% in order to fulfill the market demand. The Government has a target to install a total of 250 million energy meters by FY 2026 out of which tenders for only 108.1 million meters have been awarded and only 8.6 million meters have been installed (Source: National Grid Mission, Ministry of Power, as on end of Jan 2024). Hence the Company has a great opportunity to expand its operations and achieve additional orders.

The working capital requirement of the Company is derived mainly from its operating cycle of 2 to 3 months. The estimated changes to such operating cycle have been detailed below:

- The Company estimates a slightly lower inventory holding period in FY 2026 as compared to FY 2025. This is because of high volume of orders in hand and continuous production activity will lead to inventory turning over more quickly and efficiently. Moreover, the Company aims at adopting better lean inventory management practices like Just-in-Time (JIT), Economic Order Quantity (EOQ), etc. to reduce the inventory turnover cycle.

- The Company expects an improvement in receivables collection, leading to a slight reduction in the trade receivable holding period. Historically, nearly 90% of the Company's customers were state-run electricity distribution utilities, which often resulted in delayed payment cycles. However, due to recent government privatization policies, the business focus has shifted towards private players such as Adani, GMR, and Tata Power. These private companies are now operating as Automated Metering Infrastructure Service Providers (AMISPs) in the electric meters segment. The Company anticipates a better debtor turnover ratio from these new customers compared to the previous state-run utilities, which should result in shorter trade receivables holding periods.

- The Company aims at reducing its trade payables holding periods by managing its creditors more efficiently. This is to ensure that the Company achieves uninterrupted supply of raw materials required for production with better lead times. The Company estimates to further improve its gross margin by negotiating better terms with its suppliers in exchange for improved efficiency in repayment. The Company will also need support from the suppliers to adopt the above-mentioned lean inventory management practices.

Apart from the changes in operating cycle, the Company will require fund to apply for additional tenders and execute such orders as part of its working capital requirements. The Company is required to provide an Earnest Money Deposit (EMD) to apply for new tenders which is generally around 5% of the tender value applied for. The same is refunded back to the Company after completion of order. Additionally, after the Company successfully receives an order through the bidding process, they have to submit a bank guarantee to the customer for the period starting from receipt of order to completion of such order and warranty period. The guarantee is normally around 5-10% of the total order value and a fixed deposit margin of approximately 10% has to be kept with the bank to obtain such guarantees.

The Company aims to maintain an optimal level of liquidity in the form of cash and cash equivalents to ensure the continuity of its day-to-day operations without disruption. Such financial prudence will support timely settlement of statutory liabilities, operational payables, and other financial obligations. Maintaining adequate cash reserves also provides the Company with the flexibility to respond to unforeseen market developments, fund its strategic initiatives, and invest in operational enhancements or capital expenditure, as may be required from time to time.

As of March 31, 2025, the Company held cash and cash equivalents amounting to ₹366 lakhs. With the expected inflow of funds from both equity and operational sources, the Company intends to deploy these resources judiciously while maintaining a strong liquidity buffer. This approach aligns with its long-term objective of sustaining financial stability and operational efficiency while supporting future growth and expansion plans.

b) Funding Capital Expenditure towards installation of additional plant and machinery

The Company proposes to purchase the balancing machinery and equipment for the purpose of enhancement of installed capacity from the existing 20,00,000 units p.a. for Single Phase Meter and 1,00,000 units p.a. for Three Phase Meter to 30,00,000 units p.a. for Single Phase Meter and 1,50,000 units p.a. for Three Phase Meter for FY 2026 in the light of growing demand and increase in customer base for the electrical equipments.

Our Board in its meeting dated August 26, 2024 approved an amount of up to ₹ 500.00 Lakhs for the purpose of funding the proposed expenditure towards purchase of machinery and equipment as stated herein above from the Net Proceeds. Our Company has received quotations from various vendors for the proposed capital expenditure and is yet to place any orders or enter into definitive agreements for purchase of manufacturing equipment. No second hand or used equipment are proposed to be purchased out of the Net Proceeds.

Our total estimated cost of purchase of equipment as per the quotations received from various vendors is ₹ 903.59 and we intend to utilize an amount of up to ₹ 500.00 Lakhs out of the Net Proceeds for the purchase of machinery,

and the remaining expenses shall be met from our internal accruals. The breakdown of such estimated costs is set forth below:

Sr. No.	Name of the Machinery/ Equipment	Particulars / Machine Type	Quantity	Total Estimated Cost (in ₹ lakhs)	Potential Vendor	Date of Quotation	Validity
1	SMT pick & Place Machine and Accessories for PCB Assembly	YSM20 R-2	01	107.08	Yueqing Onbom Electronic Co. Ltd	April 09, 2025	Up to March 31, 2026
2	Automatic Solder Paste Printer and Accessories for PCB Assembly	YCP10	01	40.49	Yueqing Onbom Electronic Co. Ltd	April 09, 2025	Up to March 31, 2026
3	Automatic Optical Inspection System for PCB Assembly	YSI-V	01	69.10	Yueqing Onbom Electronic Co. Ltd	April 09, 2025	Up to March 31, 2026
4	Injection Moulding Machine	ONBOM	02	73.69	Yueqing Onbom Electronic Co. Ltd	April 09, 2025	Up to March 31, 2026
5	Single Phase Energy Meter Test Bench	-	02	109.57	Yueqing Onbom Electronic Co. Ltd	April 09, 2025	Up to March 31, 2026
6	Three Phase Energy Meter Test Bench	-	02	126.94	Yueqing Onbom Electronic Co. Ltd	April 09, 2025	Up to March 31, 2026
7	Injection Moulding Machine	100, 180 & 250 Ton	01	96.90	Shibaura Machine India Pvt. Ltd.	April 09, 2025	Up to 175 days from Quotation
8	SMD Stencil Printer for PCB Assembly from Yamaha Moters Japan	YCP10	01	41.69	Leaptech Corporation	April 09, 2025	Up to September 30, 2025
9	Automatic Optical Inspection System for PCB Assembly	YSI-V	01	77.10	Leaptech Corporation	September 23, 2024	Up to September 30, 2025
10	SMT pick & Place Machine and Accessories for PCB Assembly	YRM20	01	161.03	Leaptech Corporation	September 23, 2024	Up to September 30, 2025
	Total			**903.59**			

Notes:

➢ We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them.

➢ The actual cost of procurement and actual supplier/dealer may vary.

➢ We are not acquiring any second-hand machinery.

➢ All quotations received from the vendors mentioned above are valid as on the date of this Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machineries/equipment's or at the same costs.

➢ The machinery/equipment models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/addition/deletion of machineries or equipment's) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other machinery, equipment's or utilities as required. Furthermore, if any surplus / deficit of the proceeds for meeting the total cost of machineries shall be used / adjusted in General Corporate Purposes, subject to limit of 15% of the amount raised by our Company through this Issue.

➢ The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost

of machineries proposed to be acquired by us at the actual time of purchase, resulting in increase in the estimated cost. Further, cost will be escalated on account of freight expenses, installation charges, packaging & forwarding, etc. Such cost escalation would be met out of our internal accruals.

➢ Company has acquired a piece of land for the establishment of a new manufacturing facility using above mentioned additional plant and machinery. This planned expansion is aimed at enhancing the Company's installed production capacity in the coming years.

Our forthcoming machinery acquisition stands out as an expansion initiative rather than a replacement tactic. This upcoming purchase entails acquiring a new machine that will enhance our existing equipment pool. The key feature of this addition lies in its incorporation of advanced technology, aiming to significantly contribute to the progress and expansion of our business. The decision to invest in this machine highlights our unwavering dedication to fostering innovation and growth. Unlike a simple equipment replacement scenario, our strategy emphasizes integrating technology to drive our operations to new heights.

Vendor identification:

- **Leaptech Corporation:**
  - Website: https://leaptech.in/index.html
  - The Company was established in the year 2003 to help Electronics, Semiconductor and Automotive manufacturing companies in India achieve global standards by adopting the latest technologies available worldwide. It has 3 subsidiaries which offer various categories of products to their clients.
  - The Company has catered to top companies like Schneider Electric, Motherson, Minda, Siemens, Bajaj, Wipro, Orient Electric and more.
  - The Company had supplied Eppeltone Engineers Limited with 3 machines in December 2023. The capital expenditure was funded by loan from SIDBI who made payments directly after verification of all the relevant documents.

- **Shibaura Machine India Private Limited:**
  - Website: https://www.shibauramachine.co.in/
  - The Company was established in the year 1990 and is a wholly owned subsidiary of Shibaura Machine Company of Japan. It has received several awards and accolades including the India Manufacturing Excellence Award in 2010, 2011, 2012, 2019 and 2021 in the gold category. The Company has a history of excellence working with industry leaders like L&T and Toshiba.
  - The Company has an active customer base all over the world including USA, Mexico, Brazil, Middle East, Italy, Australia, Russia and more.
  - The Company had supplied Eppeltone Engineers Limited with Injection Moulding Machines in December 2023. The capital expenditure was funded by loan from SIDBI who made payments directly after verification of all the relevant documents.

- **Yueqing Onbom Electronic Co. Limited:**
  - Website: The Company is located in the mainland of China and therefore we were not able to locate the website.
  - The Company has exported to India and Vietnam in the past.
  - The Company has a continued business relationship with Eppeltone Engineers Limited as they supply them with various raw materials like LCD Indicators, Bare printed circuit boards for PCBs, etc.

Quotation Assessment: Each of the three quotations was carefully reviewed to confirm alignment with the specifications of the machinery outlined in the DRHP.

Rationale for installation of additional plant and machinery:

The rationale for installing additional plant and machinery despite the current capacity not being fully utilized stems from significant changes in order volume and component size, as well as the need to modernize production processes to handle these new demands effectively.

1. Increase in Order Volume and Component Size: The Company has seen a substantial increase in the volume and dimensions of orders. Previously, components were sized at approximately 120mm x 80mm; they now average around 220mm x 120mm. This increase requires larger space for storage and assembly and need for expanded plant capacity for manufacturing different dimensions.

2. Requirement for Advanced Machinery: The new, larger-sized components demand more robust machinery. Previously, the company used moulding machines up to 60T capacity, but the new components require machines in the 180-300T range to process them effectively. This upgrade is necessary to accommodate the increased size and weight of components, ensuring production efficiency and quality.

3. Technological Advancements for SMT (Surface Mount Technology) Machines: To meet evolving product requirements, the company needs to adopt the latest SMT technology. The new machines will support smaller component sizes, such as "0402" and "0201", which are becoming standard in the industry. Additionally, implementing automatic optical inspection machines, automatic paste printers, and other advanced tools will streamline the manufacturing process and enhance product quality, reducing the likelihood of defects.

4. Enhanced Manufacturing Quality and Efficiency: Installing new machinery with modern features will enable the company to improve both the speed and quality of production, ultimately leading to greater competitiveness. The advanced technology is expected to contribute to higher throughput and lower rejection rates, aligning with the company's strategic goals.

These investments in additional plant and advanced machinery will not only meet the immediate requirements of increased order sizes and specifications but also future-proof the company against evolving industry standards and customer expectations.

Benefits to be arises out of installation of such plant and machinery:

As per the report titled "Industry report on Electricity Infrastructure in India & Electricity Meters" dated August 27, 2024 prepared by Duns & Bradstreet provided on page 96 of the RHP:

The projected electrical energy requirements of India are expected to surge from 1,626 billion units (BU) in FY 2023 to 1,907 BU in FY 2027 and further to 2,473 BU in FY 2032. To cater for the same, In FY 2024 (January 2024), India added 9,985 circuit kilometers (ckm) of transmission line and increased its transformation capacity by 44,908 MVA. Over a period of last 5 years (FY 2019 – FY 2023), India has annually added an average of 16,074 ckm in transmission line, and 70,679 MVA in transformation capacity. Additionally, the Government of India has a target to install a total of 250 million smart meters by FY 2026 out of which tenders for only 108.1 million meters have been awarded and only 8.6 million meters have been installed *(Source: National Grid Mission, Ministry of Power, as on end of Jan 2024)*.

The Company aims to participate in such installations by supplying the smart meters to the Indian Government, DISCOMs, AMISPs and other corporates.

List of approval/licenses required to be obtained along with their tentative timelines once the land for the establishment of a new manufacturing facility is finalized and implemented:

Sr. No	Description	Applicable laws	Authority	Tentative Time line for obtaining the approvals
1.	Land registered document/ registered lease deed	-	-	Approx 4-5 months i.e. August 2025
2.	Construction of shed and building	-	-	Approx 3-4 months i.e November 2025
3.	Certificate of Registration and License to Work a Factory	Section 6 of Factories Act 1948. Rule 7(1) of Uttar Pradesh Factories Rules 1950	Labour Department, Uttar Pradesh	Will apply around September 2025
4.	Consent for emission of air pollutants vide Factory	Section 21, 22 of Air (Prevention and Control of Pollution) Act, 1981	U P Pollution Control Board	Will tentatively apply CTE - September 2025 CTO – December 2025
5.	Consent for emission of Water Pollutants vide Factory	Section 25, 26 of Water (Prevention and Control of Pollution) Act, 1974	U P Pollution Control Board	Will tentatively apply CTE - September 2025 CTO – December 2025
6.	No Objection Certificate for emission of Non Abnoxious and Non Hazardous Pollutant in environment	Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981	District Industries & Enterprises Promotion Centre Greater Noida	Will tentatively apply in December 2025
9.	Permission to use Transformer	Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010	Directorate of Electrical Safety, Uttar Pradesh	Will apply around October 2025
10.	Permission to use GENSET	Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010	Directorate of Electrical Safety, Uttar Pradesh	Will apply around November 2025

Sr. No	Description	Applicable laws	Authority	Tentative Time line for obtaining the approvals
11.	Registration Certificate for Producer of Waste/ Used Battery	Battery Waste Management Rules, 2022	Central Pollution Control Board (Ministry of Environment, Forest and Climate Change)	Will apply around November 2025
10.	No Objection Certificate Fire department	National Building Code and IS Code under Bureau of Indian Standards	Fire Department, U.P.	Will apply around September 2025
11.	Registration for manufacturing Electric Meters	The Legal Metrology Act, 2009	Department of Consumer Affairs Weights and Measures Unit	Will apply around October 2025

c) General Corporate Purposes

In terms of Regulation 230(2) of the SEBI ICDR Regulations, the extent of the Issue Proceeds proposed to be used for general corporate purposes must not exceed 15% of the Gross Proceeds or ₹1,000 lakhs whichever is lower. Our Board will have flexibility in applying the balance amount towards part or full repayment/prepayment of outstanding borrowings, meeting our working capital requirements, funding our growth opportunities, including strategic initiatives, meeting expenses incurred in the ordinary course of business including salaries and wages, administration expenses, insurance related expenses, meeting of exigencies which our Company may face in course of business and any other purpose as may be approved by the Board or a duly appointed committee from time to time.

Our management, in response to the competitive and dynamic nature of our industry and business, will have flexibility in utilizing any amounts for general corporate purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards any of the purposes will be determined by the Board or a duly appointed committee, based on the amount actually available under this head and the business requirements of our Company, from time to time.

Estimated Issue Related Expenses

The total estimated Issue Expenses are ₹ [●] lakhs, which is [●] % of the total Issue. The details of the Issue Expenses are tabulated below:

Particulars	Amount *(₹ in lakhs)**	% of Total Estimated Expenses	% of Total Issue Size
BRLMs' fees and commissions (including underwriting commission)	[●]	[●]	[●]
Processing fee for SCSBs, Sponsor Bank and Bankers to the Issue. Brokerage, and selling commission and bidding/uploading charges for members of the Syndicate, Registered Brokers, RTAs and CDPs [(2)(3)]	[●]	[●]	[●]
Fees payable to the Registrar to the Issue	[●]	[●]	[●]
Others:			
Listing fees, Stock Exchanges processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
Printing and stationery expenses	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to legal counsel	[●]	[●]	[●]
Miscellaneous if any (market making, depositories, marketing fees, secretarial, peer review auditors, etc.)	[●]	[●]	[●]
Total*	**[●]**	**[●]**	**[●]**

**Amounts will be finalized in the Prospectus on determination of Issue Price.*

The fund deployed towards issue expenses till May 15, 2025 is ₹ 42.04 Lakhs pursuant to certificate issued by our Peer Review Statutory Auditors M/s Abhay Sharma and Company, Chartered Accountants dated May 15, 2025 and the same will be recouped out of Issue Expenses.

Notes:

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

*Portion for Retail Individual Bidders**	*0.001% of the Amount Allotted* (plus applicable taxes) or ₹ 50.00 whichever is less on the Applications wherein shares are allotted*
*Portion for Non-Institutional Bidders**	
Portion of QIB	

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

2) *No additional processing fees shall be payable to the SCSBs on the applications directly procured by them. The Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the bid book of NSE.*

3) *Processing fees payable to the SCSBs of ₹ 1.00 per valid application (plus applicable taxes) for processing the Bid cum Application of Retail Individual Bidders, Non-Institutional Bidders and Eligible Employees procured by the Syndicate Member / Sub-Syndicate Members / Registered Brokers / RTAs / CDPs and submitted to SCSBs for blocking. In case the total ASBA processing charges payable to SCSBs exceeds ₹ 1.00 lakhs, the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total ASBA processing charges payable does not exceed ₹ 1.00 lakhs.*

4) ***For Syndicate (including their Sub-Syndicate Members), RTAs and CDPs***
Brokerages, selling commission and processing / uploading charges on the portion for Retail Individual Bidders (using the UPI mechanism), portion for Non-Institutional Bidders which are procured by members of Syndicate (including their Sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat and bank account provided by some of the brokers which are members of Syndicate (including their Sub-Syndicate Members) would be as follows:

*Portion for Retail Individual Bidders**	*0.001% of the Amount Allotted* (plus applicable taxes) or ₹ 50.00 whichever is less on the Applications wherein shares are allotted*
*Portion for Non-Institutional Bidders**	
Portion of QIB	

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

5) *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.*

6) *The payment of selling commission payable to the sub-brokers / agents of Sub-Syndicate Members are to be handled directly by the respective Sub-Syndicate Member.*

7) *The Selling commission payable to the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of NSE.*

8) *Uploading charges / processing charges of Rs. 1.00 valid application (plus applicable taxes) is applicable only in case of Bid uploaded by the members of the Syndicate, RTAs and CDPs: for applications made by Retail Individual Investors using the UPI Mechanism. In case the total processing charges payable under this head exceeds ₹ 1.00 lakhs., the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ 1.00 lakhs).*

9) *Uploading charges / processing charges of Rs. 1.00 valid applications (plus applicable taxes) are applicable only in case of Bid uploaded by the members of the Syndicate, RTAs and CDPs: (a) for applications made by Retail Individual Bidders using 3-in-1 type accounts; and (b) for Non-Institutional Bids using Syndicate ASBA mechanism / using 3-in-1 type accounts. (In case the total processing charges payable under this head exceeds ₹ 1.00 lakhs, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ 1.00 lakhs.*

10) *The Bidding / uploading charges payable to the Syndicate / Sub-Syndicate Members, RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of NSE.*

11) ***For Registered Brokers:***

Selling commission payable to the registered brokers on the portion for Retail Individual Bidders and Non-Institutional Bidders which are directly procured by the Registered Brokers and submitted to SCSB for processing would be as follows:

Portion for Retail Individual Bidders and Non Institutional Bidders	*0.001% of the Amount Allotted* (plus applicable taxes) or ₹ 50.00 whichever is less on the Applications wherein shares are allotted*

*12)**For Sponsor Bank:***

Processing fees for applications made by Retail Individual Bidders using the UPI mechanism will be Nil up to 55,000 UPI applications. On and above 55,000 UPI applications would be charges ₹ 5.5 + GST per UPI. The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI Circulars, the Syndicate Agreement and other applicable laws.*
** For each valid application*

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:

(Rs. In Lakhs)

Particulars	Total estimated amount/ expenditure	Estimated Amount to be funded from the Net Proceeds	Estimated deployment of the Net Proceeds in Financial Year 2026
Working Capital Requirements of our Company	3,000.00	3,000.00	3,000.00
Funding Capital Expenditure towards installation of additional machinery at our factory	500.00	500.00	500.00
General corporate purposes[(1)]	[●]	[●]	[●]
Total	[●]	[●]	[●]

(1)To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.

Bridge Loans

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds of the Issue. However, if the Company avails any bridge loans from the date of the Red Herring Prospectus up to the date of the IPO; the same shall be refunded from the IPO proceeds and related details will be updated in the Red Herring Prospectus or likewise.

Monitoring of Utilization of Funds

As the size of the Issue will not exceed ₹ 10,000 Lakhs, the appointment of Monitoring Agency would not be required as per Regulation 262(1) of the SEBI ICDR Regulations. Our Board and the management will monitor the utilization of the Net Issue Proceeds through our audit committee. Pursuant to Regulation 32 of the SEBI Listing Regulations, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

Interim Use of Funds

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act, 1934. Our Company confirms that it shall not use the Net Proceeds for any purpose other than above mentioned objects.

Variation in Objects

In accordance with Section 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution and such variation will be in accordance with applicable laws, including the Companies Act, 2013 and the SEBI ICDR Regulations. In addition, the notice Issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act, 2013 and applicable rules. The notice in respect of such resolution to Shareholders shall simultaneously be published in the newspapers, one in English and one in Hindi, being the regional language of Delhi, where our Registered Office is situated. The Shareholders who do not agree to the above stated proposal, our Promoter or controlling Shareholders will be required to provide an exit opportunity to such dissenting Shareholders, at a price as may be prescribed by SEBI, in this regard.
Pursuant to Regulation 281A of SEBI ICDR Regulations (as amended), the Promoters or shareholders in control shall provide an exit offer to dissenting shareholders as provided in Companies Act, 2013, in case of change in objects or variation in the terms of contract related to objects referred in this Red Herring Prospectus as per the conditions and in manner provided in Schedule XX of SEBI ICDR Regulations, 2018.

Appraising entity

None of the Objects of this Issue, for which the Net Proceeds will be utilized, have been appraised.

Strategic or financial partners

Our Company does not have any financial and strategic partners as on the date of this Red Herring Prospectus.

Other Confirmations

Our Promoters, Promoter Group and Directors do not have any interest in the objects of the Issue. No part of the Net Proceeds will be paid by our Company as consideration to our Promoter, our board of Directors, our Key Management Personnel except in the normal course of business in compliance with applicable law. There are no material existing or anticipated transactions in relation to the utilization of the Net Proceeds entered into or to be entered into by our Company with our Promoters, Promoter Group, Directors and/or Key Managerial Personnel.

BASIS FOR ISSUE PRICE

The Price Band, Floor Price and Issue Price will be determined by our Company, in compliance with the SEBI ICDR Regulations, on the basis of assessment of market demand for the Equity Shares issued through the Book Building Process and on the basis of the quantitative and qualitative factors described below. The price band / floor price / Issue Price has been determined by the Company in consultation with the lead manager, on the basis of book-building. The face value of the Equity Shares is ₹ 10/- and Issue Price is ₹ [●]/- per Equity Shares and is [●] *times of the face value. Investors should read the following basis with the sections titled* ***'Risk Factors', 'Business Overview', 'Restated Financial Information'*** *and* ***'Management Discussion and Analysis of Financial Condition and Results of Operations'*** *beginning on page 28, 121, 183 and 188 respectively, of this Red Herring Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of Our Company could decline due to these risk factors and you may lose all or part of your investments.*

Qualitative Factors

Some of the qualitative factors and our strengths which form the Basis for Issue Price are:

- Established brand in the electric equipment industry
- product portfolio
- Strong manufacturing facilities with a focus on technology upgradation
- Established relationship with customers and strong pre-qualification credentials
- Experienced management team and skilled workforce

For further details regarding some of the qualitative factors, please refer chapter titled ***'Business Overview'*** beginning on page 121 of this Red Herring Prospectus.

Quantitative Factors

The information presented in this section for the Restated Financial Statements of the Company for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023 prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) Issued by the ICAI, together with the schedules, notes and annexure thereto. For more details on financial information, investors please refer the chapter titled **'*Restated Financial Information'*** beginning on page 183 of this Red Herring Prospectus.

Investors should evaluate our Company taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the price are as follows:

1) Basic and Diluted Earnings / Loss Per Share ("EPS")

Year	Basic & Diluted	
	EPS (in ₹)	Weights
March 31, 2025	11.98	3
March 31, 2024	10.19	2
March 31, 2023	1.36	1
Weighted Average	**9.61**	

Notes:

a) Basic EPS: Net Profit after tax as restated divided by weighted average number of Equity Shares outstanding at the end of the period/ year.

b) Diluted EPS: Net Profit after tax as restated divided by weighted average number of Equity Shares outstanding at the end of the period/year for diluted EPS.

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

d) The above statement should be read with significant accounting policies and notes on Restated Financial Statements as appearing in the Financial Statements.

e) The EPS has been calculated in accordance with AS 20– "Earnings per Share".

Year	Basic & Diluted	
	EPS (in ₹)	Weights
As adjusted for changes in capital		
March 31, 2025	11.79	3
March 31, 2024	8.57	2
March 31, 2023	1.14	1
Weighted Average	8.94	

Notes:

a) The Basic and Diluted EPS have been adjusted for changes in capital structure of the Company w.r.t. preferential allotments and bonus issue on April 27, 2024, June 22, 2024 and August 16, 2024. For further details, please refer chapter titled 'Capital Structure' beginning on page 60 of this Red Herring Prospectus.

2) Price Earnings Ratio ("P/E") in relation to the Price Band of ₹ [●]/- to ₹ [●]/- per share of ₹ 10/- each fully paid up

Particulars	P/E at the lower end of the Price Band (No. of times)*	P/E at the higher end of the Price Band (No. of times)*
P/E ratio based on adjusted Basic and Diluted EPS as at March 31, 2024	**[●]**	**[●]**
P/E ratio based on adjusted Weighted Average EPS as at March 31, 2024	**[●]**	**[●]**

**To be mentioned after finalization of Price Band.*

3) Industry Price / Earning (P/E) Ratio

Particulars*	Industry P/E
Highest	114.67
Lowest	34.97
Average	**76.28**

The industry high and low has been considered from the industry peer set provided later in this chapter. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section.

Note:
i) The P/E ratio has been computed by dividing Issue Price with EPS.
ii) P/E Ratio of the Company is based on the Financial Results/Annual Report of the Company for the year 2023-24.

4) Return on Net worth (RONW)

Period / Year ended	RoNW (%)	Weight
March 31, 2025	28.08%	3
March 31, 2024	40.00%	2
March 31, 2023	9.45%	1
Weighted Average	28.95%	

Notes:

- *RoNW is calculated as net profit after taxation and minority interest attributable to the equity shareholders of the Company divided by shareholders' funds for that year. Shareholders' funds =Share capital + reserves & surplus – revaluation reserves.*
  i. The figures disclosed above are based on the Restated Financial Statements of the Company.
  ii. The RoNW has been computed by dividing restated net profit after tax (excluding exceptional items) with restated Net worth as at the end of the year/period.
  iii. Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

5) Net Asset Value Per Share (NAV)

Financial Year	NAV (in ₹)
Net Asset Value per Equity Shares as at March 31, 2025	42.00
Net Asset Value per Equity Shares as at March 31, 2024	48.14
Net Asset Value per Equity Shares as at March 31, 2023	28.81
Net Asset Value per Equity Share after Issue	
(i) Floor Price	[●]
(ii) Cap Price	[●]
Net Asset Value per Equity Share at Issue Price	[●]

Notes:

- *The figures disclosed above are based on the Restated Financial Statements of the Company.*
- *NAV per share=Restated Net worth at the end of the year/period divided by weighted average number of equity shares outstanding at the end of the year/period*
- *Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves*
- *Created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account.*
- *iv. Issue Price per Equity Share will be determined by our Company in consultation with the Book Running Lead Manager.*

6) Comparison of Accounting Ratios with Listed Industry Peers (as of or for the period ended March 31, 2024, as applicable)

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

Name of the Company*	Closing price **	Basic EPS (₹)	Diluted EPS (₹)	Face Value (₹)	P/E Ratio	RoNW (%)	NAV Per Share	Total Income *(₹ in lakhs)*
The Company								
Eppeltone Engineers Limited	[●]	8.57	8.57	10	[●]	40.00%	48.14	8004.18
Listed Peer Company								
Akanksha Power and Infrastructure Limited	144.15	1.82	1.82	10	79.20	5.90%	24.35	5,325.66
Rishabh Instruments Limited	374.50	10.71	10.61	10	34.97	11.00%	146.32	68,974.60
Genus Power Infrastructures Ltd	413.95	3.61	3.59	1	114.67	5.60%	35.49	1,20,058.25

***as per the database available on www.nseindia.com*

Notes:

- *P/E ratio has been calculated after considering closing NSE price of the peer as on September 16, 2024 obtained from NSE website and the diluted EPS.*
- *All the financial information for Eppeltone Engineers Limited mentioned above is from the Restated Financial Statements for the year ended March 31, 2024.*
- *The Basic and Diluted EPS for Eppeltone Engineers Limited have been calculated after adjusting for changes in capital structure of the Company.*
- *Source – All the financial information for listed industry peers mentioned above is sourced from the Financial results/Annual Reports of the aforesaid companies for the year ended March 31, 2024 and to compute the corresponding financial ratios. For our Company, we have taken Current Market Price as the Issue price of equity share. Further, P/E Ratio is based on the current market price of the respective scrips.*
- *The EPS, NAV, RoNW and total Income of our Company are taken as per Restated Financial Statement for the Financial Year 2023-24*

- *NAV per share is computed as the closing net worth divided by the weighted average number of paid up equity shares as on March 31, 2024.*
- *RoNW has been computed as net profit after tax divided by closing net worth.*
- *Net worth has been computed in the manner as specifies in Regulation 2(1) (hh) of SEBI (ICDR) Regulations, 2018.*
- *The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is [●] times the face value of equity share.*

7) Key Performance Indicators

The table below sets forth the details of KPIs that our Company considers have a bearing for arriving at the basis for Issue Price. The key financial and operational metrics set forth below, have been approved and verified by the Audit Committee pursuant to its resolution dated May 15, 2025. Further, the Audit Committee has on May 15, 2025 taken on record that other than the key financial and operational metrics set out below, our Company has not disclosed any other key performance indicators during the three years preceding this Red Herring Prospectus with its investors. The KPIs disclosed below have been used historically by our Company to understand and analyses the business performance, which in result, help it in analyzing the growth of various verticals in comparison to our Company's peers, and other relevant and material KPIs of the business of our Company that have a bearing for arriving at the Basis for Issue Price have been disclosed below. Additionally, the KPIs have been certified by way of certificate dated May 15, 2025 Issued by M/s. Abhay Sharma & Co., Chartered Accountants, Peer Review Auditors, who hold a valid certificate Issued by the Peer Review Board of the Institute of Chartered Accountants of India. The certificate dated May 15, 2025 Issued by by M/s. Abhay Sharma & Co., Chartered Accountants, has been included in ***'Material Contracts and Documents for Inspection' – Material Documents*** – Page 272 of this Red Herring Prospectus.

The KPIs of our Company have been disclosed in the chapters titled ***'Business Overview'*** on page 121 of this Red Herring Prospectus. We have described and defined the KPIs, as applicable, in ***'Definitions and Abbreviations'*** on page 5 of this Red Herring Prospectus.

Our Company confirms that it shall continue to disclose all the KPIs included in this chapter on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

Key Performance Indicators of our Company

A list of our KPIs for the period ended on Financial Year, 2025, Financial Year 2024 and Financial Year 2023 is set out below:

(₹ in lakhs)

Metrics	Eppeltone Engineers Limited		
	FY 2024-25	FY 2023-24	FY 2022-23
Revenue from operations	12,433.55	7,845.54	7,264.47
Total Income	12,573.88	8,004.18	7,299.09
Revenue growth	58.48%	8.00%	(12.06)%
EBITDA	1,778.42	1,306.69	291.44
EBITDA (%) Margin	14.30%	16.66%	4.01%
EBIT	1,648.56	1,229.79	219.51
PAT	1,123.20	815.86	108.60
PAT Margin	9.03%	10.40%	1.49%
Net worth	4,000.36	2,039.88	1,148.61
Return on Net Worth (in %)	28.08%	40.00%	9.45%
Total debt	3,053.92	1,630.74	1,267.51
Debt / Equity Ratio (In times)	0.76	0.80	1.10
Basic EPS	11.98	10.19	1.36
Diluted EPS	11.98	10.19	1.36
Interest Coverage Ratio	6.55	5.77	2.11
Return on Capital Employed (in %)	23.37%	33.51%	9.08%

Notes:

1) *Source: All the information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only onstandalone basis) and is sourced from their respective investor presentation/ annual reports available in public domain. The ratios have been computed as per the following definitions.*
2) *Revenue from operations is the total revenue generated by the Company except other income*
3) *Total Income is the total revenue generated by the Company including other income*
4) *EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income*
5) *EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations*
6) *EBIT is calculated as Profit before tax + Interest Expenses - Other Income*
7) *PAT is calculated as Profit before tax - Tax Expenses*
8) *PAT Margin is calculated as PAT for the year divided by Revenue from Operations*
9) *Total Equity (Net worth) has been computed as the aggregate of share capital and reserves and surplus (excluding revaluation reserves, if any) of our Company.*
10) *Return on Net Worth is ratio of Profit after Tax and Net Worth*
11) *Total debt = Long-term Borrowings + Short-term Borrowings + Lease Liabilities*
12) *Debt- equity ratio is calculated by dividing total debt by total equity.*
13) *Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share', notified under Section 133 of Companies Act, 2013 read together along with paragraph 7 of the Companies (Accounts) Rules,2014.*
14) *Interest coverage ratio is defined as Earnings before interest and taxes (EBIT) divided by finance cost for the year.*
15) *Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total debt.*

KPI	Explanation
Revenue from operation	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business.
Total Income	Total Income is used by our management to track the other non-operating revenues generated by the Company.
Revenue growth (%)	Revenue growth (%) is used by our management to assess the company's performance and growth trajectory.
EBITDA	EBITDA provides information regarding the operational efficiency of thebusiness
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
EBIT	Management monitors EBIT to assess core operational profitability and efficiency, excluding the impact of financing and taxes.
PAT	Profit after Tax is an indicator which determine the actual earnings available to equity shareholders
PAT %	PAT% is useful for assessing how efficiently a company is able to convert its sales into net profit after accounting for all expenses and taxes.
RoNW%	It is an indicator which shows how much company is generating from its available shareholders' funds
Total debt	It is used to evaluate a company's leverage and financial risk. It helps assess the overall level of borrowing relative to the company's equity and assets.
Debt-Equity Ratio	The debt-to-equity ratio is used to assess the extent to which a company relies on debt to finance its operations relative to the equity provided by shareholders.
EPS	It measures a company's profitability on a per-share basis. It reflects the portion of net income attributed to each outstanding share, providing insights into financial performance and shareholder value.
Interest Coverage Ratio	Interest coverage is a financial metric that assesses a company's ability to meet its interest payments on outstanding debt.
ROCE %	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.

Source: The Figure has been certified by our statutory auditors M/s. Abhay Sharma and Company, Chartered Accountants vide their certificate dated May 15, 2025 having UDIN 25533160BMIDNM2661.

Comparison of our Key Performance Indicators with listed industry peers:

(₹ in lakhs)

Metrics	Eppeltone Engineers Limited			Akanksha Power and Infrastructure Limited		
	FY 2023-24	FY 2022-23	FY 2021-22	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from operations	7,845.54	7,264.47	8,260.96	5,325.66	4,609.44	5,183.70
Total Income	8,004.18	7,299.09	8,279.50	5,418.03	4,644.02	5,206.50
Revenue growth	8.00%	(12.06)%	114.78%	15.54%	(11.08)%	(30.21)%
EBITDA	1,306.69	291.40	157.79	617.47	556.81	505.03
EBITDA (%) Margin	16.66%	4.01%	1.91%	11.59%	12.08%	9.74%
EBIT	1,229.79	219.51	103.23	561.56	531.24	480.71
PAT	815.86	108.60	23.62	266.13	283.72	242.39
PAT Margin	10.40%	1.49%	0.29%	5.00%	6.16%	4.68%
Net worth	2,039.88	1,148.56	1,040.01	4,509.30	1,595.93	1,312.21
Return on Net Worth (in %)	40.00%	9.45%	2.27%	5.90%	17.78%	18.47%
Total debt	1,630.74	1,267.51	1,104.46	1,447.06	1,527.68	1,055.03
Debt / Equity Ratio (in times)	0.79	1.10	1.06	0.32	0.96	0.80
Basic EPS	10.19	1.36	0.30	1.82	2.23	1.91
Diluted EPS	10.19	1.36	0.30	1.82	2.23	1.91
Interest Coverage Ratio	5.77	2.11	1.21	3.03	4.18	3.56
Return on Capital Employed (in %)	33.51%	9.08%	4.81%	9.43%	17.01%	20.31%

(₹ in lakhs)

Metrics	Eppeltone Engineers Limited			Rishabh Instruments Limited		
	FY 2023-24	FY 2022-23	FY 2021-22	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from operations	7,845.54	7,264.47	8,260.96	68,974.60	56,954.00	47,025.00
Total Income	8,004.18	7,299.09	8,279.50	70,133.10	57,978.10	47,991.50
Revenue growth	8.00%	(12.06)%	114.78%	21.11%	21.11%	20.59%
EBITDA	1,306.69	291.40	157.79	8,272.50	8,632.50	8,265.20
EBITDA (%) Margin	16.66%	4.01%	1.91%	11.99%	15.16%	17.58%
EBIT	1,229.79	219.51	103.23	5,512.60	6,586.50	6,267.20
PAT	815.86	108.60	23.62	6,149.20	5,694.40	4,617.90
PAT Margin	10.40%	1.49%	0.29%	8.92%	10.00%	9.82%
Net worth	2,039.88	1,148.56	1,040.01	55,901.50	40,103.10	34,048.80
Return on Net Worth (in %)	40.00%	9.45%	2.27%	11.00%	14.20%	13.56%
Total debt	1,630.74	1,267.51	1,104.46	5,764.50	10,586.70	10,332.00
Debt / Equity Ratio (In times)	0.79	1.10	1.06	0.10	0.26	0.30
Basic EPS	10.19	1.36	0.30	10.71	12.84	12.91
Diluted EPS	10.19	1.36	0.30	10.61	12.76	12.89
Interest Coverage Ratio	5.77	2.11	1.21	13.52	12.79	18.27
Return on Capital Employed (in %)	23.37%	33.51%	9.08%	8.94%	12.99%	14.12%

(₹ in lakhs)

Metrics	Eppeltone Engineers Limited			Genus Power Infrastructures Limited		
	FY 2023-24	FY 2022-23	FY 2021-22	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from operations	7,845.54	7,264.47	8,260.96	1,20,058.25	80,838.55	68,506.74
Total Income	8,004.18	7,299.09	8,279.50	1,28,426.24	82,210.84	74,442.87
Revenue growth	8.00%	(12.06)%	114.78%	48.52%	18.00%	12.56%
EBITDA	1,306.69	291.40	157.79	20,422.76	9,170.05	10,735.82
EBITDA (%) Margin	16.66%	4.01%	1.91%	17.01%	11.34%	15.67%
EBIT	1,229.79	219.51	103.23	18,297.62	7,297.02	8,690.51
PAT	815.86	108.60	23.62	8,790.44	2,834.06	6,218.43
PAT Margin	10.40%	1.49%	0.29%	7.32%	3.51%	9.08%
Net worth	2,039.88	1,148.56	1,040.01	1,57,089.82	98,019.90	95,684.34
Return on Net Worth (in %)	40.00%	9.45%	2.27%	5.60%	2.89%	6.50%
Total debt	1,630.74	1,267.51	1,104.46	58,794.89	34,747.49	27,098.17
Debt / Equity Ratio (in times)	0.79	1.10	1.06	0.37	0.35	0.28
Basic EPS	10.19	1.36	0.30	3.61	1.26	2.50
Diluted EPS	10.19	1.36	0.30	3.59	1.25	2.48
Interest Coverage Ratio	5.77	2.11	1.21	3.17	2.53	3.39
Return on Capital Employed (in %)	23.37%	33.51%	9.08%	8.48%	5.50%	7.08%

8) WEIGHTED AVERAGE COST OF ACQUISITION:

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

The details of issuance of Equity Shares or convertible securities, excluding shares Issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days is as follows:

There have been following issuance of Equity Shares which is equal to or more than 5% of the fully diluted paid-up share capital of the Company during the 18 months preceding the date of this Red Herring Prospectus.

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Considera tion	Nature of Allotment	Total Consideration (in ₹)
March 9, 2024	2,51,086	10	30.03	Cash	Private Placement	75,40,113
April 27, 2024	3,03,753	10	159.31	Cash	Private Placement	4,83,90,890
June 22, 2024	2,21,817	10	159.31	Cash	Private Placement	3,53,37,666
Total	**7,76,656**					**9,12,68,669**
Weighted Average cost of acquisition (pre-bonus)						**117.51**
Weighted Average cost of acquisition (post-bonus)*						**58.76**

**Adjusted for bonus shares allotted in the ratio of 1:1 pursuant to Board resolution dated July 26, 2024.*

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

There have been no secondary sale / acquisition of whether equity shares or convertible securities, where the promoters, members of the promoter group, or shareholder(s) having the right to nominate director(s) in the

board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

c) Weighted average cost of acquisition, floor price and cap price:

Based on the disclosures in (a) and (b) above, the weighted average cost of acquisition of Equity Shares as compared with the Floor Price and Cap Price is set forth below:

Types of Transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor price in ₹ [●]#	Cap price in ₹ [●]#
Weighted average cost of acquisition of primary/ new issue as per paragraph 8(a) above.	58.76	[●]	[●]
Weighted average cost of acquisition for secondary sale/ acquisition as per paragraph 8(b) above.	NA	[●]	[●]

#*Details have been left intentionally blank as the Floor Price and Cap Price are not available as on date of this Red Herring Prospectus. To be updated at the Prospectus stage.*

9) Explanation for Issue Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in [●] above) along with our Company's key performance indicators and financial ratios for the Financial Year ended 2024, 2023 and 2022.

[●]*

**To be included on finalization of price band*

10) Explanation for Issue Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in [●] above) in view of the external factors which may have influenced the pricing of the Issue.

[●]*

**To be included on finalization of price band*

There are no external factors which have influenced the determination of Issue Price.

The Issue Price is [●] times of the face value of the Equity Shares

The Issue Price of ₹ [●] has been determined by our Company, in compliance with the SEBI ICDR Regulations, on the basis of the demand from investors for the Equity Shares through the Book Building process. Our Company is justified of the Issue Price in view of the above qualitative and quantitative parameters. Bidders should read the above mentioned information along with ***'Risk Factors', 'Business Overview', 'Management Discussion and Analysis of Financial Position and Results of Operations'*** *and* ***'Restated Financial Statements'*** *on pages 28, 121, 188 and 183,* respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the ***'Risk Factors'*** on page 28 and you may lose all or part of your investments.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors
Eppeltone Engineers Limited
A-57 Defence Colony,
New Delhi, Delhi,
India, 110024

Dear Sir(s),

Sub: Statement of possible Special tax benefit ('the Statement') available to Eppeltone Engineers Limited and its shareholders prepared in accordance with the requirements under Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'ICDR Regulations')

We report that the enclosed statement in Annexure A, states the possible special tax benefits available to the Company and to its shareholders under the applicable tax laws presently in force in India including the Income Act, 1961 ('Act'), as amended by the Finance Act, 2024 i.e. applicable for FY 2024-25 and AY 2025-26, and other direct and indirect tax laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the stated possible special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.
The benefits discussed in the enclosed annexure are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue. We are neither suggesting nor advising the investor to invest money based on this statement.

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

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

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.
The benefits discussed in the enclosed statement are not exhaustive nor are they conclusive. The contents stated in the annexure are based on the information, explanations and representations obtained from the Company.

We hereby give consent to include this statement of tax benefits in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and submission of this certificate as may be necessary, to the Stock Exchange/ SEBI/ any regulatory authority and/or for the records to be maintained by the Book Running Lead Manager in connection with the Issue and in accordance with applicable law.

Terms capitalized and not defined herein shall have the same meaning as ascribed to them in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus.

For, Abhay Sharma and Company
Chartered Accountants
FRN: 018749C

Sd/-
Abhay Sharma
Partner
Membership No: 533160
UDIN: 25533160BMIDMK3615
Place: Bikaner
Date: May 15, 2025

Annexure-A

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

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholder under the Income Tax Act 1961 (read with the rules, circulars and notifications issued in connection thereto), as amended by the Finance Act, 2024 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

A. SPECIAL TAX BENEFITS TO THE COMPANY

Except as mentioned herein, there are no possible special tax benefits available to the company under Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962, the Customs Tariff Act, 1975, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 and Goods and Services Tax (Compensation to States) Act, 2017 read with the relevant Central Goods and Services Tax Rules, 2017, Integrated Goods and Services Tax Rules, 2017, Union Territory Goods and Services Tax Rules, State Goods and Services Tax Rules, 2017 and notifications issued under these Acts and Rules and the foreign trade policy.

1. **Lower corporate tax rate under section 115BAA of the Act**
   A new section 115BAA has been inserted in the act by the Taxation Laws (Amendment) Act, 2019 ("the Amendment Act, 2019") w.e.f. April 1, 2020 (A.Y. 2020-21). Section 115BAA grants an option to a domestic company to be governed by the section from a particular assessment year. If a company opts for section 115BAA of the Act, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). Section 115BAA of the Act further provides that domestic companies availing the option will not be required to pay minimum alternate tax (MAT) on their 'book profits' under section 115JB of the act.

   However, such a company will no longer be eligible to avail specified exemptions/ incentives under the act and will also need to comply with the other conditions specified in section 115BAA. Also, if a company opts for section 115BAA, the tax credit (under section 115JAA), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

   The Company has not opted for the lower corporate tax rate of 25.168% (prescribed under section 115BAA of the Act) till FY 2023-2024 due to unutilised MAT Credit. However the company plans to opt for the same in future financial years.

2. Benefit under section 80JJAA of the Act

As per the provisions of Section 80JJAA of the Income Tax Act, 1961, our Company is eligible for a deduction equal to 30% of the additional employee cost incurred during the relevant financial year for a period of three consecutive years. The said deduction is available in respect of new regular employees who have been employed during the year and fulfill the specified criteria. This tax benefit is aimed at promoting employment generation and may positively impact the financials of our Company by reducing the tax liability, thereby enhancing profitability.

The eligibility for claiming the deduction under Section 80JJAA is subject to various conditions and requirements prescribed under the Income Tax Act. The benefit is claimed only if these conditions are met, and any failure to comply may result in the disallowance of the deduction.

3. Additional depreciation under section 32(1)(iia) of the Act

The Company is eligible for additional depreciation under Section 32(1)(iia) of the Income Tax Act, 1961, on the acquisition and installation of new machinery or plant. This additional depreciation is at the rate of 20% of the actual cost of such new machinery or plant. For assets put to use for less than 180 days in a previous year, 10% of the actual cost is allowed in the first year, with the balance 10% available in the subsequent year. The Company has claimed/shall claim such additional depreciation where applicable, leading to a reduction in taxable income and thus improving profitability.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS

1. Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under section 80M of the act would be available on fulfilling the conditions (as discussed above). Further, in case of shareholders who are individuals, hindu undivided family, association of persons, body of individuals, whether incorporated or not, surcharge would be restricted to 15%, irrespective of the amount of dividend.

2. As per section 112A of the act, long-term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 12.50% (without indexation) of such capital gains subject to fulfilment of prescribed conditions under the act as well. It is worthwhile to note that tax shall be levied where such capital gains exceed ₹ 1,25,000.

   In case of non-resident (not being a company) or a foreign company, the amount of income-tax on long-term capital gains arising from the transfer of a capital asset (being unlisted securities or shares of a company not being a company in which the public are substantially interested) shall be calculated at the rate of 12.50% without giving effect to the first and second proviso to section 48.

   Further, where the tax payable is payable in respect of any income arising from the transfer of a long-term capital asset, being listed securities (other than a unit) or zero-coupon bond, then such income will be subject to tax at the rate of 12.50% of the amount of capital gains before giving effect to the provisions of the second proviso to section 48.

3. As per section 111A of the act, short-term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 20% subject to fulfilment of prescribed conditions under the act.

   Except for the above, the shareholders of the company are not entitled to any other special tax benefits under the direct tax laws.

Notes:

a. The above statement of direct tax benefits ("statement") sets out the special tax benefits available to the company and its shareholders under the direct tax laws.
b. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
c. This statement does not discuss any tax consequences in the country outside India of an investment in the shares. The subscribers of the shares in the country other than India are urged to consult their own professional advisers regarding possible income-tax consequences that apply to them.
d. In respect of non-residents, the tax rates and the consequent taxation mentioned above may be further subject to any benefits available under the applicable double taxation avoidance agreement, if any, between India and the country in which the non-resident has fiscal domicile.
e. The above statement covers only above-mentioned tax laws benefits and does not cover any indirect tax law benefits or benefit under any other law.

Our views expressed in this statement are based on the facts and assumptions as indicated in this statement. 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 change from time to time. We do not assume responsibility to update the views consequent to such changes.

SECTION V- ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information contained in this section is derived from the industry report titled "Industry Report on Electricity Infrastructure in India & Electricity Meters" dated August 27, 2024, prepared by Dun & Bradstreet. We commissioned and paid D&B for this report for the purposes of confirming our understanding of the industry specifically for the purpose of the Offer. Dun & Bradstreet is an independent agency and is not a related party of our Company, its Subsidiaries, Directors, Promoters, Key Managerial Personnel, Senior Management Personnel or the Book Running Lead Managers. A copy of the "Industry Report on Electricity Infrastructure in India & Electricity Meters" report is available on the website of our Company www.eppeltone.in. See "Risk Factors– Certain sections of this Red Herring Prospectus contain information from the D&B Report which has been prepared exclusively for the Offer and exclusively commissioned and paid for by us. There can be no assurance that such report is complete, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 28 of this Red Herring Prospectus.

ECONOMIC OUTLOOK

GLOBAL ECONOMIC OUTLOOK

The global economy, which grew by 3.3% in 2023, is expected to record a sluggish growth of 3.2% in 2024 before rising modestly to 3.3% in 2025. Between 2021 – 2022, global banks were carrying a historically high debt burden after COVID-19. Central banks took tight monetary measures to control inflation and spike in commodity prices. Russia's war with Ukraine further affected the global supply chains and inflated the prices of energy and other food items. These factors coupled with war-related economic sanctions impacted the economic activities in Europe. Any further escalation in the war may further affect the rebound of the economy in Europe.

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

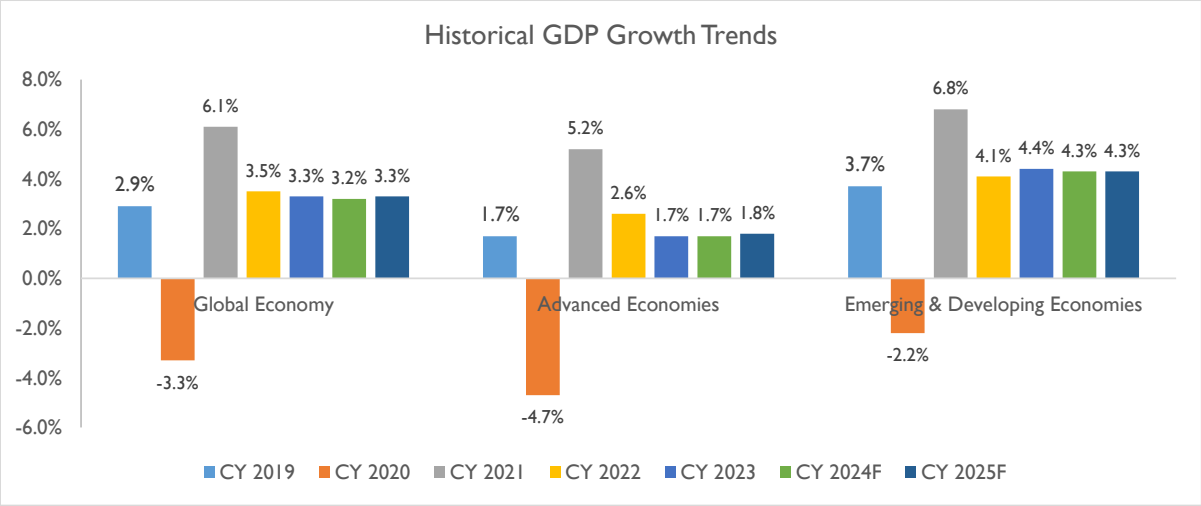
Global GDP Growth Scenario

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

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

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

Further, despite initial resilience earlier in 2023, marked by a rebound in reopening and progress in curbing inflation from the previous year's highs, the situation remained precarious. Economic activity lagged behind its pre-pandemic trajectory, particularly in emerging markets and developing economies, leading to widening disparities among regions. Numerous factors are impeding the recovery, including the lasting impacts of the pandemic and geopolitical tensions, as well as cyclically-driven factors such as tightening monetary policies to combat inflation, the reduction of fiscal support amidst high debt levels, and the occurrence of extreme weather events. As a result, global growth declined from 3.5% in CY 2022 to 3.3% in CY 2023.

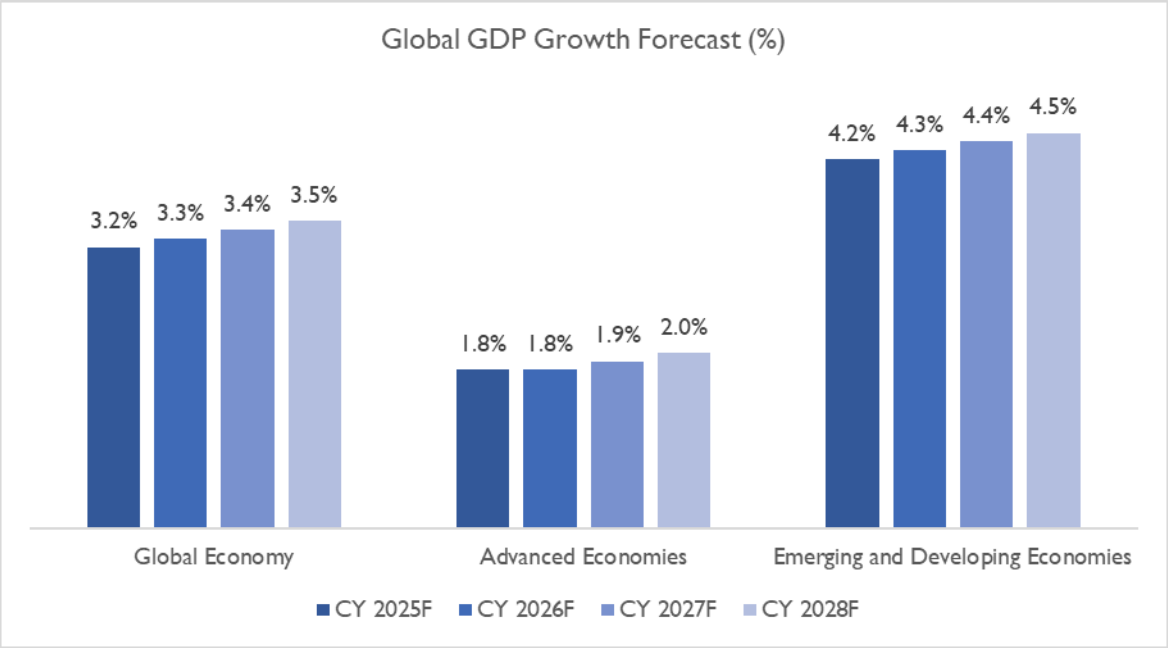


Source – IMF Global GDP Forecast Release July 2024

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

In the current scenario, global GDP growth is estimated to have recorded a moderate growth of 3.3% in CY 2023 as compared to 3.5% growth in CY 2022. While high inflation and rising borrowing costs are affecting private consumption, on the other hand, fiscal consolidation is affecting government consumption.

Slowed growth in developed economies will affect the GDP growth in CY 2024 and global GDP is expected to record a flat growth of 3.2% in CY 2024. The crisis in the housing sector, bank lending, and industrial sectors are affecting the growth of global GDP. Inflation forced central banks to adopt tight monetary policies. After touching the peak in 2022, inflationary pressures slowly eased out in 2023. This environment weighs in for interest rate cuts by many monetary authorities.



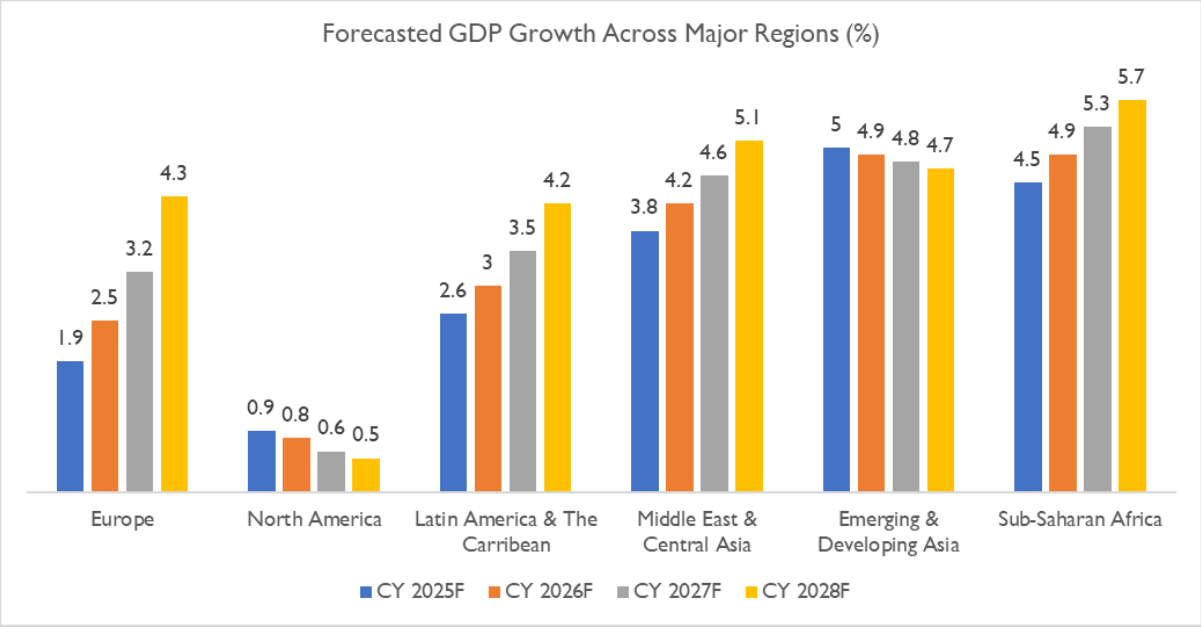
Source – IMF Global GDP Forecast Release 2024, D&B Estimates

At the midpoint of the year, so far in 2024 we have seen divergence in outcomes and prospects around the world in terms of economic growth, inflation, and policy responses. On balance, global short-term economic prospects have improved over the course of the year. We expect this momentum to continue through the second half of 2024 and into 2025 as inflation eases further and monetary policy continues to loosen, supporting steady growth. Macroeconomic risks, in our view, have become more balanced.

The U.S. has performed better than other developed economies, particularly those in Europe where the consumer sentiment has been relatively weak – though the picture in Europe has been varied. A sustained recovery in tourism this year has boosted the economies of Greece and Spain, whereas Germany, France, and Italy have been held back by the slower recovery of manufacturing. Nonetheless, the European Central Bank (ECB) lowered the three key interest rates in June – for the first time since September 2019 – which will support stronger regional growth.

The global economy is showing signs of stabilizing, yet growth will remain subdued this year before picking up pace in 2025. We forecast global growth of around 2.5% in 2024, half a percentage point softer than in the decade following the financial crisis. The weaker outlook reflects fiscal consolidation, lagged tight monetary policy, restrictive trade policies, and elevated levels of geopolitical uncertainty. Looking ahead to 2025, global growth is likely to pick up slightly to 2.8% as the impact of these factors declines and stronger growth becomes more entrenched.

Emerging economies look set for softer growth in general this year. On a regional basis, growth is likely to be markedly slower in Eastern Europe, but only slightly softer in Asia Pacific and Latin America, with growth only moderately slower in key economies such as the Chinese Mainland, India, and Brazil. Outcomes in developed economies are also mixed but largely remain subdued because of tight policy settings.



Source-IMF, OECD, and World Bank, D&B Estimates

Although Europe experienced a less robust performance in 2023, the recovery in 2024 is expected to be driven by increased household consumption as the impact of energy price shocks diminishes and inflation decreases, thereby bolstering real income growth. Meanwhile, India and China saw greater-than-anticipated growth in 2023 due to heightened government spending and robust domestic demand, respectively. Sub-Saharan Africa's expected growth in 2024 is attributed to the diminishing negative impacts of previous weather shocks and gradual improvements in supply issues.

INDIA MACROECONOMIC ANALYSIS

GDP Growth Scenario

India's economy showed resilience with GDP growing at 8.2% in CY 2023. The GDP growth in CY 2023 represents a return to pre pandemic era growth path. Even amidst geopolitical uncertainties, particularly those affecting global energy and commodity markets, India continues to remain one of the fastest growing economies in the world.

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

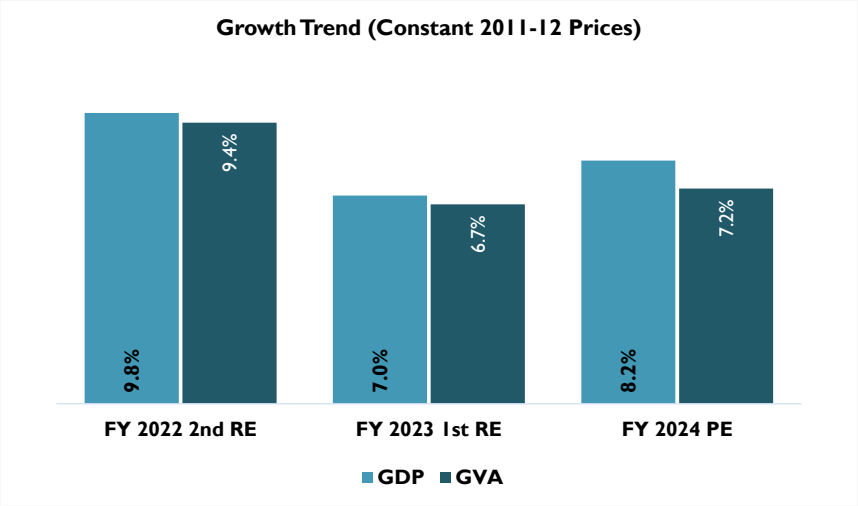
Country	Real GDP Growth (CY 2023)	Projected GDP Growth (CY 2024)	Projected GDP Growth (CY 2025)
India	8.20%	7.00%	6.50%
China	5.20%	5.00%	4.50%
Russia	3.60%	3.20%	1.50%
Brazil	2.90%	2.10%	2.40%
United States	2.50%	2.60%	1.90%
Japan	1.90%	0.70%	1.00%
Canada	1.20%	1.30%	2.40%
Italy	0.90%	0.70%	0.90%
France	1.10%	0.90%	1.30%
South Africa	0.70%	0.90%	1.20%
United Kingdom	0.10%	0.70%	1.50%
Germany	-0.20%	0.20%	1.30%

Source: World Economic Outlook, July 2024
Countries considered include - Largest Developed Economies and BRICS (Brazil, Russia, India, China, and South)
Countries have been arranged in descending order of GDP growth in 2023).

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

On the lending side, the financial health of major banks has witnessed an improvement which has helped in improving the credit supply. With capacity utilization improving, there would be demand for credit from the corporate sector to fund the next round of expansion plans. The banking industry is well poised to address that demand. Underlining the improving credit scenario is the credit growth to the micro, small, and medium enterprise (MSME) sector as the credit outstanding to the MSME sector by scheduled commercial banks in the fiscal year 2024 grew by 14% to INR 10.31 trillion compared to INR 9.02 trillion as on 24 March 2023. The extended Emergency Credit Linked Guarantee Scheme (ECLGS) by the Union Government has played a major role in improving this credit supply.

As per the provisional estimates 2023-24, India's GDP in FY 2024 grew by 8.2% compared to 7.0% in the previous fiscal on the back of solid performances in manufacturing, mining, and construction sectors. The year-on-year increase in growth rate is also partly due to by a strong growth in investment demand led by public capital expenditure.



Source: Ministry of Statistics & Programme Implementation (MOSPI), National Account Statistics, 2023-24

RE stands for Revised Estimates, SAE stands for Second Advance Estimates

INDIA'S GROWTH OUTLOOK

India's economy has exceeded expectations, registering an 8.2% growth in FY24. High-frequency indicators such as automobile sales, e-way bills, cargo traffic, and exports signal sustained growth momentum into Q2 FY25. However, the rural demand outlook is tied to the monsoon, where inconsistent rainfall could impact the agriculture sector and inflation. The government is proactively boosting grain storage capacity to mitigate these risks. On the credit front, the Reserve Bank of India (RBI) has kept the policy rate unchanged, with inflation expected to average around 5% in FY25. Despite stable policy rates, lending rates may rise due to the incomplete transmission of earlier hikes, while strong credit growth in the private sector suggests potential capacity expansion. Supply-side challenges persist, particularly in food storage infrastructure. The government has launched a massive initiative to enhance grain storage capacity by 70 million tonnes over the next five years. The recent long-term agreement for operating Iran's Chabahar Port is also set to bolster trade and supply chain resilience.

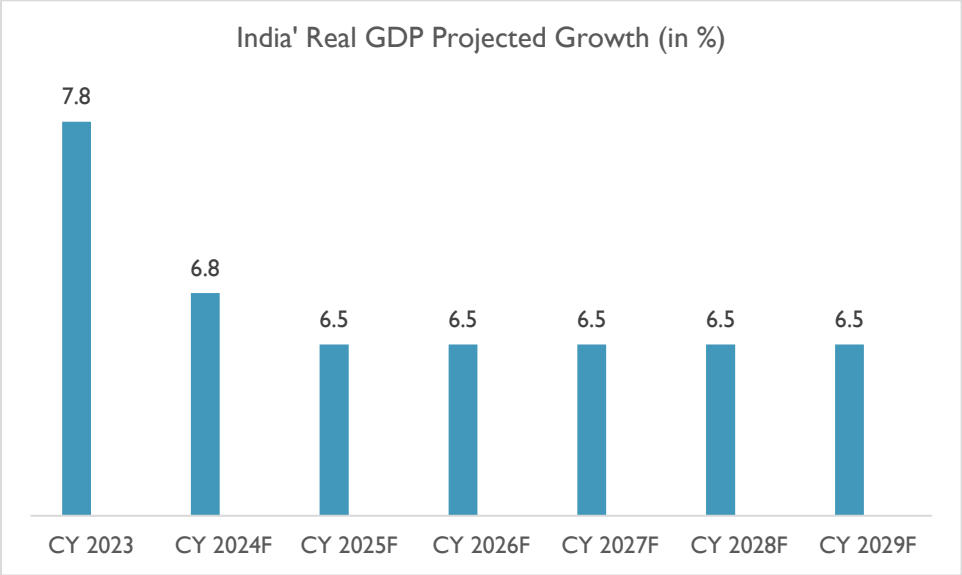
In terms of trade, India's recent agreements, particularly with the European Free Trade Association (EFTA) and Oman, are opening new markets and opportunities for exports. The proposed mega-distribution hub in the UAE by 2025 will further support India's global trade ambitions, particularly in Africa, Europe, and the US.

Politically, the continuation of the National Democratic Alliance (NDA) government signals sustained reforms, with optimism around labour and land reforms. The government is also taking steps to control retail inflation by managing food prices and import duties. The external environment remains cautious, with geopolitical tensions, particularly in Gaza, posing potential risks to global stability.

Overall, India's short-term growth outlook remains positive, underpinned by strong domestic demand, proactive government measures, and expanding global trade relationships, despite some challenges in the rural economy and supply chain infrastructure.

India's Projected Economic Growth

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



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

On the demand side, improving employment conditions and moderating inflation are expected to stimulate household consumption. Further, the investment cycle is gaining traction, propelled by sustained government capital expenditure, increased capacity utilization and rising credit flow. Additionally, there are positive signs of improvement in net external demand, as reflected in the narrowing merchandise trade deficit. Despite the supply disruptions, exports clocked positive y-o-y growth in December 2023 and January 2024.

From uplifting the underprivileged to energizing the nation's infrastructure development, the Government has outlined its vision to propel India's advancement and achieve a 'Viksit Bharat' by 2047 in the interim budget announced on1st Feb 2024. Noteworthy positives in the budget include achieving a lower-than-targeted fiscal deficit for FY2024 and setting a lower-than expected fiscal deficit target for FY2025, proposing dedicated commodity corridors and port connectivity corridors, providing long-term financing at low or nil interest rates to the private sector to step up R&D (Research & Development) in the sunrise sectors.

Achieving a reduced fiscal deficit of 5.8% in FY2024 and projecting a lower than-anticipated fiscal deficit of 4.9% as announced in the interim budget in July 2024 for the current fiscal year (FY 2025) are positive credit outcomes for India. This showcases the country's capability to pursue a high-growth trajectory while adhering to the fiscal glide path. There has been a significant boost to capital expenditure for two consecutive years; capital expenditure – which is budgeted at 3.4% of GDP (INR 11.1 trillion/USD 134 billion) for fiscal year 2024-25 – is at a 21-year high (3.3% of GDP in fiscal year 2023-24. The enhancement of port connectivity, coupled with the establishment of dedicated commodity corridors (energy, mineral and cement), is poised to enhance manufacturing competitiveness. This strategic move aims to fulfil India's export targets and reduce logistics costs.

India's optimistic economic outlook is underpinned by its demographic dividend, which brings a substantial workforce that boosts labor participation and productivity. The burgeoning middle class and urbanization contribute to increased domestic consumption, driven by rising incomes and purchasing power. Extensive investments in infrastructure, encompassing roads, railways, ports, and digital connectivity, are enhancing productivity and efficiency, with government initiatives like the Smart Cities Mission and PM Gati Shakti creating a conducive growth environment.

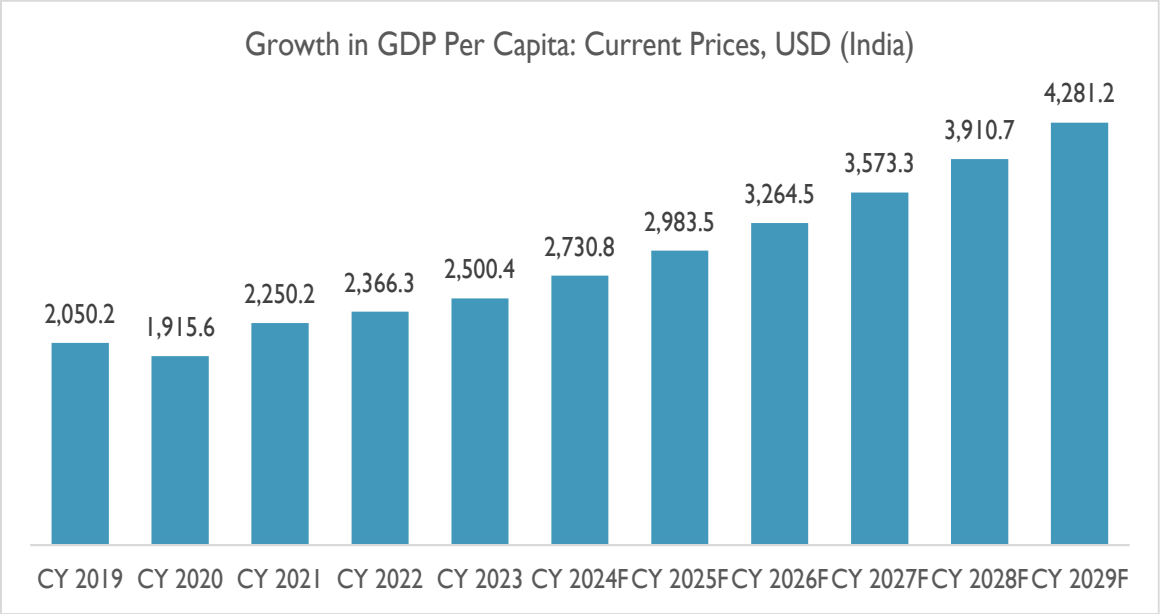
This digital transformation, catalyzed by initiatives such as Digital India, is fostering a tech-driven economy marked by enhanced internet penetration, digital payments, and e-governance, thereby fueling growth in sectors like fintech, e-commerce, and digital services. The push to position India as a global manufacturing hub through Make in India and PLI (Production Linked Incentive) schemes is further boosting industrial output, exports, and domestic production capabilities. Compared to other major emerging markets facing demographic and economic challenges, India's combination of demographic strengths, policy reforms, and strategic initiatives positions it as a standout performer and a significant driver of global economic growth in the foreseeable future.

India's Per capita GDP trends

India is poised to become the world's third-largest economy with a projected GDP of USD 5 trillion within the next three years, driven by ongoing reforms. As one of the fastest-growing major economies, India currently holds the position of the fifth-largest economy globally, following the US, China, Japan, and Germany. By 2027-28, it is anticipated that India will surpass both Germany and Japan, reaching the third-largest spot.

This growth is bolstered by a surge in foreign investments and a wave of new trade agreements with India's burgeoning market of 1.4 billion people. The aviation industry is witnessing unprecedented orders, global electronics manufacturers are expanding their production capabilities, and suppliers traditionally concentrated in southern China's manufacturing hubs are now shifting towards India.

To achieve its vision of becoming the world's third-largest economy by 2027-28, India will need to implement transformative industrial and governmental policies. These policies will be crucial for sustaining the consistent growth of the nation's per capita GDP over the long term.



Source: IMF

From CY 2024-29, India's per capita GDP is projected to grow at a compound annual growth rate of 9.4%. This growth will be driven by the service sector, which now accounts for over 50% of India's GDP, marking a significant shift from agriculture to services.

Digitization Reforms

Ongoing digitization reforms and the resultant efficiency gains accrued would be a key economic growth driver in India in the medium to long term. Development of digital platforms has helped in the seamless roll out of initiatives like UPI (Unified Payments Interface), Aadhaar based benefit transfer programs, and streamlining of GST (Goods and Services Tax) collections. All of these have contributed to improving the economic output in the country.

Some of the key factors that have supported the digitization reforms include – the growth in internet penetration in India together with drop in data tariffs, growth in smartphone penetration, favorable demographic pattern (with higher percentage of tech savvy youth population) and India's strong IT (Information Technology) sector which was leveraged to put in place the digital ecosystem. All these factors are expected to remain supportive and continue to propel the digitization reforms in India.

Increased adoption of digital technology and innovation, inclusive and sustainable practices, business-friendly and transparent regulations, and heightened corporate research and development (R&D) investments will further bolster the country's growth.

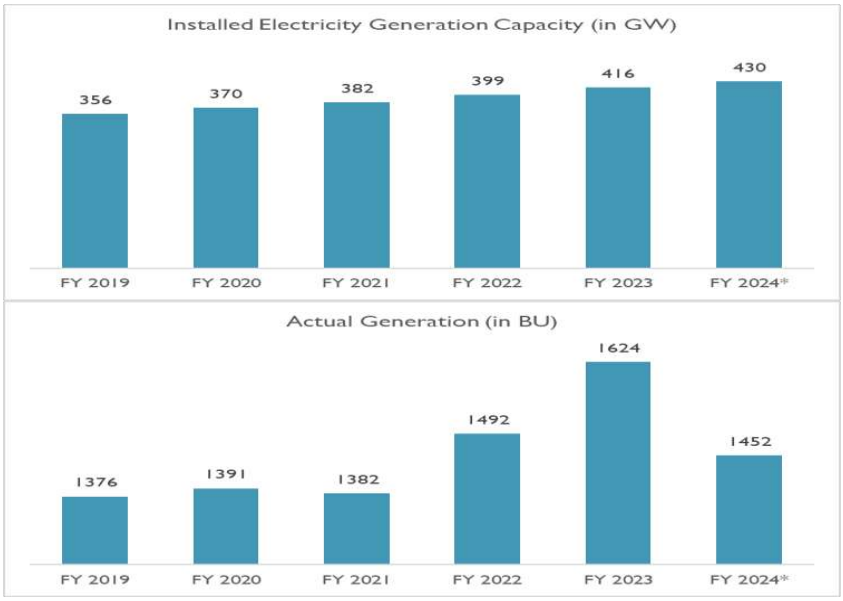
These factors will collectively support employment growth across both private and public sectors, including micro, small, and medium enterprises (MSMEs).

ELECTRICITY LANDSCAPE IN INDIA

Installed Generation Capacity

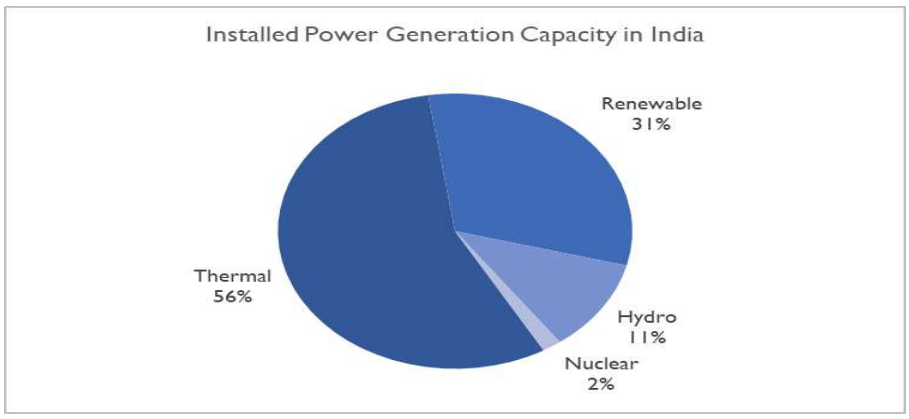
Electricity demand in India has grown exponentially on the back of rapid urbanization, and large-scale industrialization. The two factors have increased the pool of consumers, as well as increased the per head unit consumption. This developing demand landscape have led to a rapid scale up in generation sector – with capacity addition happening across thermal, hydroelectric, nuclear, and renewable energy.

As of January 2024, the installed electricity generation capacity in the country reached approximately 430 GW. During the last five-year period (FY 2019 – 2023), the installed generation capacity in India has increased by a CAGR of nearly 4%. During the same period, electricity generated in the country increased by a CAGR of 4.2% to reach 1,624 billion units (BU) in FY 2023, and 1,452 billion units in FY 2024, as of January 2024.



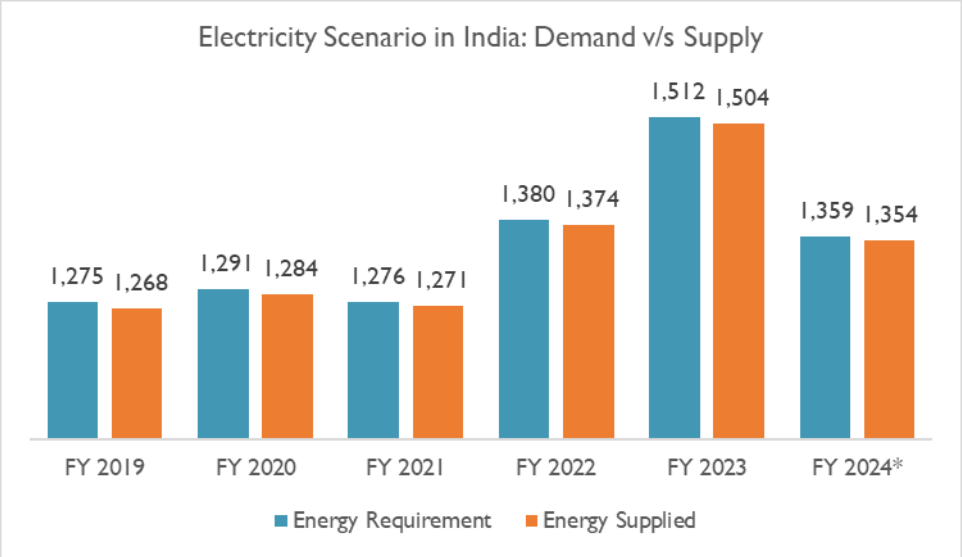
Source: Central Electricity Authority, Ministry of Power
**Provisional as of January 2024*

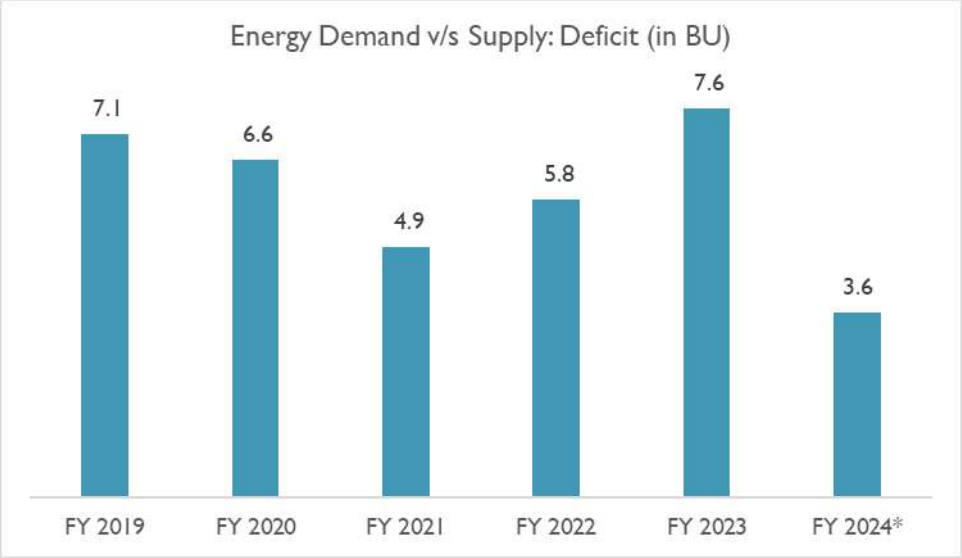
Power generation landscape in India is dominated by thermal power plants, which accounts for nearly 56% of total installed generation capacity. In thermal segment, bulk of the capacity is concentrated in coal fired thermal power plant. Indian Government's push to cut down its carbon emission and meet its ambitious climate change targets has translated into aggressive capacity addition in renewable sector. Renewable sector today accounts for nearly 31% of total installed generation capacity in India. Nearly 33% of the total generation capacity lies with the private sector with remaining divided among state and central Government.



Electricity Demand

India has been experiencing one of the highest rates of growth in energy demand, globally. Rapid industrialization and urbanization have created strong demand. Annual demand reached approximately 1,512 billion units (BU) in FY 2023, and further to 1,359 BU in FY 2024 (as of January 2024), increasing by a CAGR of nearly 3.5% between FY 2019 and 2023. As against this demand, the total electricity generated in the country (from all sources) reached approximately 1,504 BU, creating a energy deficit of nearly 7.6 BU.

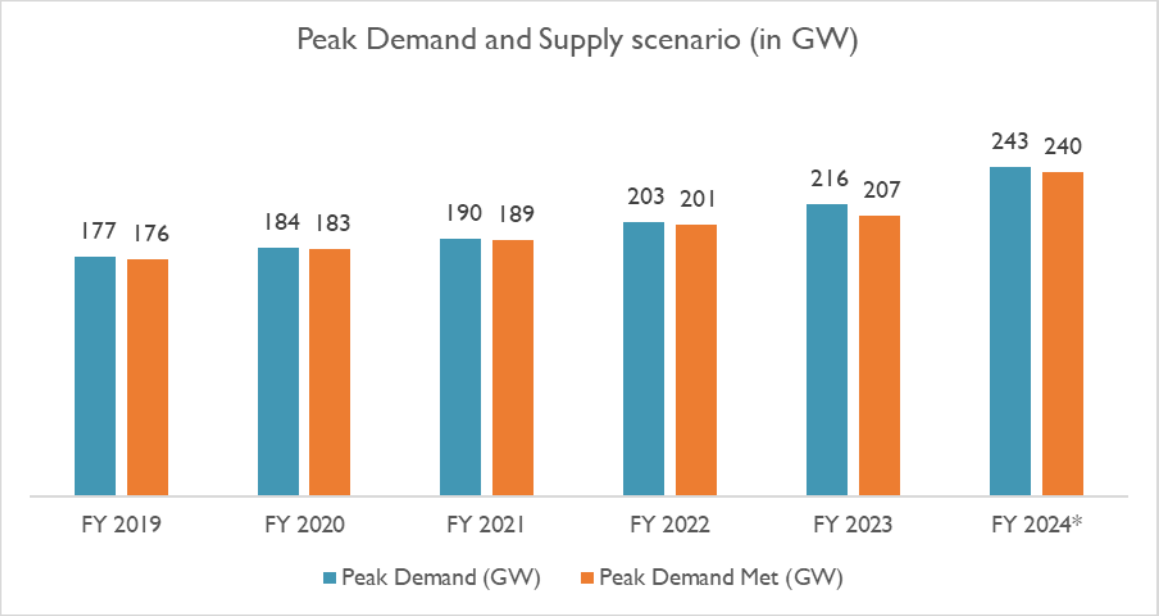




Source: Central Electricity Authority, Ministry of Power
**Provisional as of January 2024*

The peak demand in FY 2023 reached 216 GW, a 6.3% y-o-y rise over FY 2022. In comparison, Peak supply was only 207 GW. The deficit in the supply has been on a rise since FY 2021. As of FY 2023, the deficit in supply reached 8.7 GW, as compared to 0.8 GW in FY 2021. During the 5-year period between FY 2019 – FY 2023, the peak demand in the country increased at a CAGR of 5.6%.

As of January 2024 (FY 2024), the peak demand reached 243 GW, while supply was 240 GW. During this period (April 2023 – January 2024), the supply deficit remained on the lower end, standing at 3.3 GW.

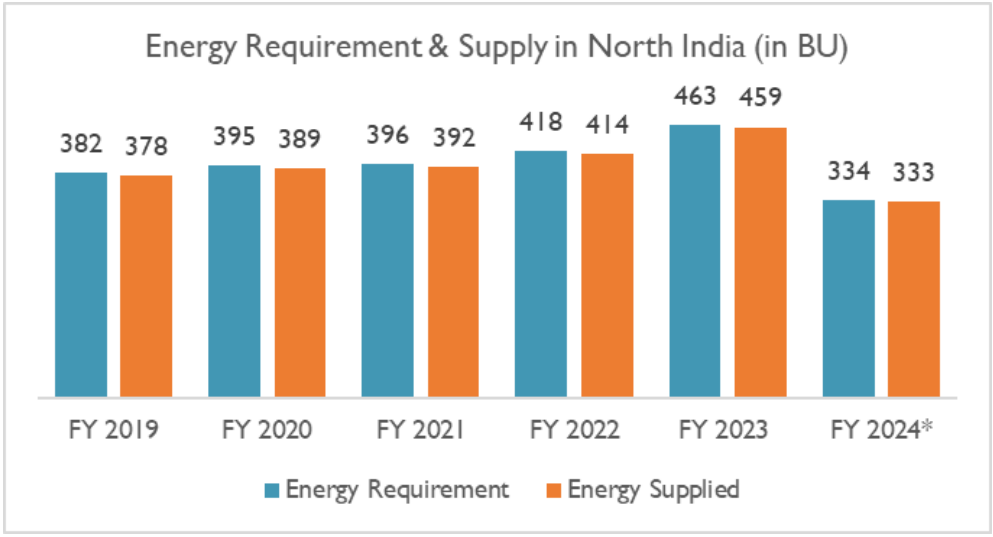


Source: Central Electricity Authority, Ministry of Power
**Provisional as of January 2024*

Scenario in North India

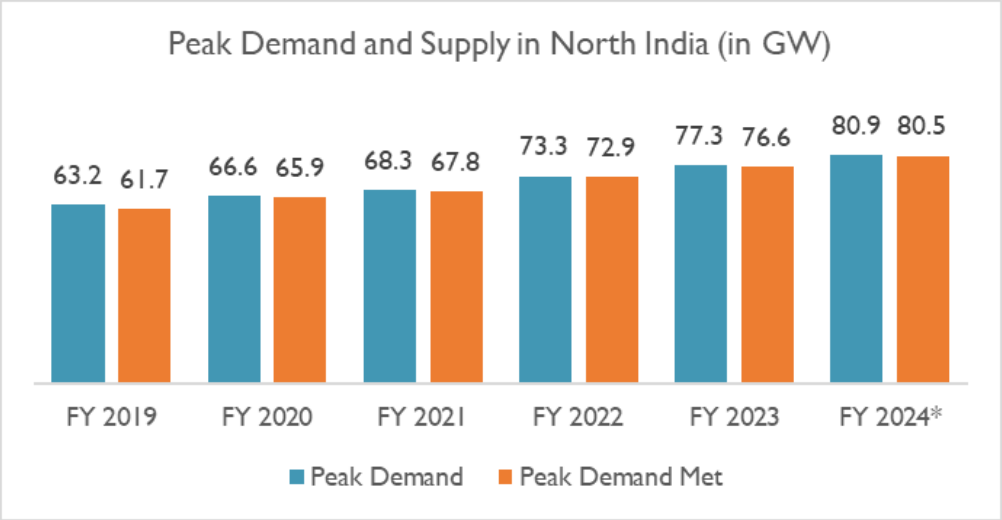
As one of the most populous regions in the country, North India encompasses states such as Uttar Pradesh, Rajasthan, Punjab, Haryana, and Delhi, among others. Due to the dense population, rapid urbanization, and industrial growth observed in the Northern region, the energy requirement is substantial. The energy demand in this region is primarily driven by residential, commercial, and industrial sectors. To meet this growing energy requirement, the region relies on a mix of thermal power plants, hydroelectric projects, renewable energy installations, and power imports.

Energy requirement in North India reached approximately 334 BU in FY 2024 (until November 2023) while energy supplied stood at 333 BU, creating a deficit of nearly 1 BU. In FY 2024 (until November 2023), both energy requirement and energy supply in North India accounted for nearly 30% of pan India energy requirement. Between the period FY 2019 and 2023, the energy requirement in the region has increased by a CAGR of nearly 4.9%, while supply has grown at the same rate (CAGR of 5%) to keep track with demand. However, the energy deficit in the region has been increasing the for the past couple of months, increasing from 3.8 BU in FY 2021 to nearly 4.4 BU in FY 2023. In this regard, FY 2024, until November 2023, has performed significantly better, with this period recording a deficit of only 1 billion unit.



Source: Central Electricity Authority, Ministry of Power
**Provisional until Nov 2023*

The peak power demand in North India region reached 80.9 BU in FY 2024, while supply was nearly 80.5 BU thereby creating a peak deficit of nearly 0.4 BU. The peak power deficit in the region was the highest in FY 2023 over the past four years. This points to a mismatch in demand and supply scenario.

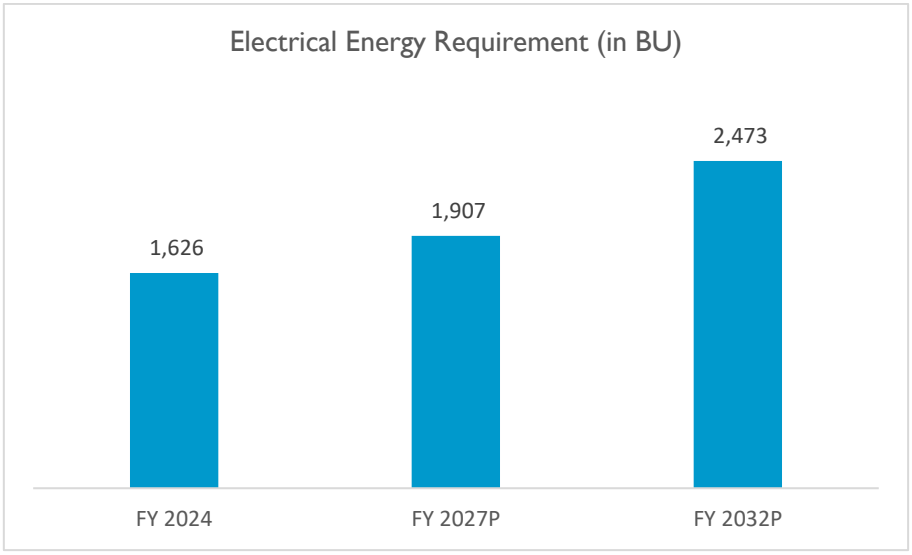


Source: Central Electricity Authority, Ministry of Power
**Provisional until Nov 2023*

GROWTH FORECAST

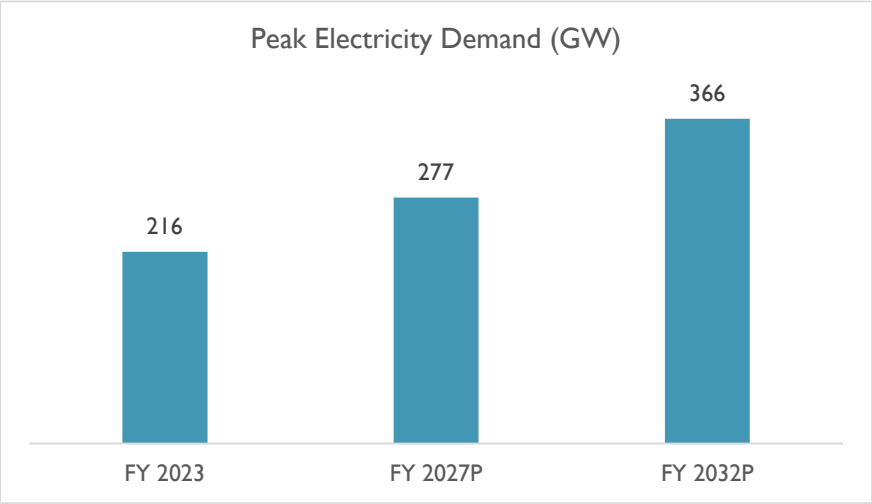
Growth in Electricity Demand

India has been experiencing a significant and steady increase in the demand for power and electricity, driven by its rapidly growing population, urbanization, and industrialization. With these factors in play, the projected electrical energy requirements are expected to surge from 1,626 billion units (BU) in FY 2023 to 1,907 BU in FY 2027 and further to 2,473 BU in FY 2032. This surge in demand reflects the nation's increasing reliance on electricity for various sectors such as residential, commercial, and industrial.



Sources: CEA, (Electric Power Survey, 2022)

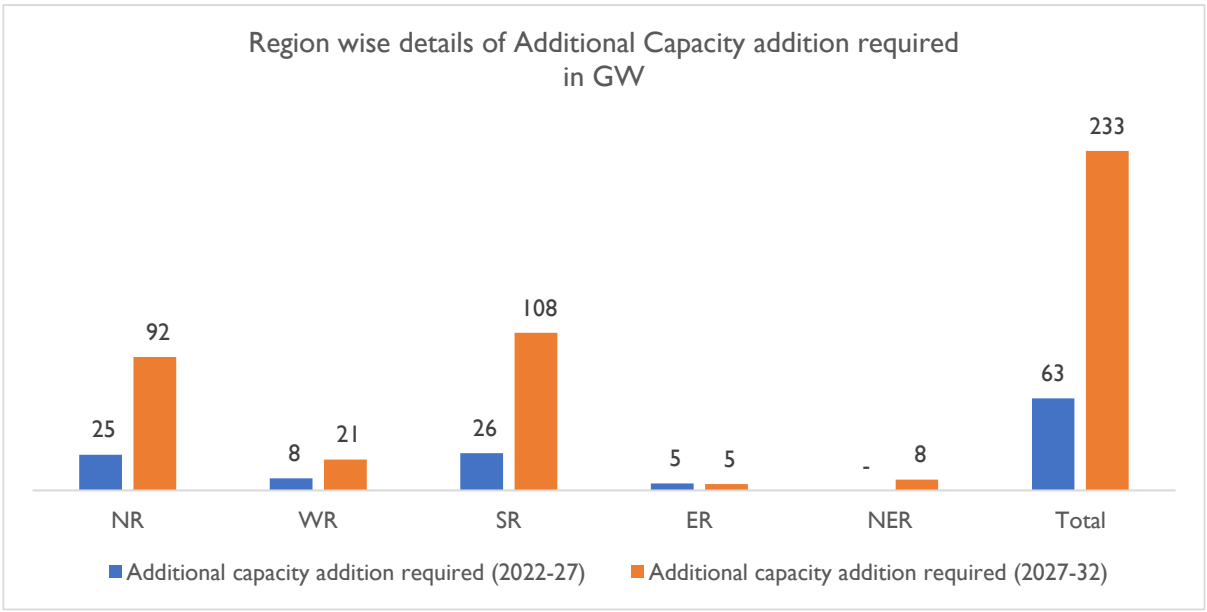
Furthermore, the peak electricity demand is estimated to rise from 216 GW in FY 2023 to 277 GW in FY 2027 and further to 366 GW in FY 2032.



Sources: CEA, (Electric Power Survey, 2022)

These projections highlight the need for robust infrastructure development, energy conservation measures, and sustainable energy sources to meet the escalating power requirements while ensuring uninterrupted and reliable access to electricity for all segments of society.

To add to it, apart from capacity already under-construction, it is estimated that a total of 63 GW of additional capacity will be required between FY 2022 and 2027 while nearly 233 GW of additional capacity would be required between FY 2027 – 32, if the expected demand growth is to be met.



Source: National Electricity Plan 2022

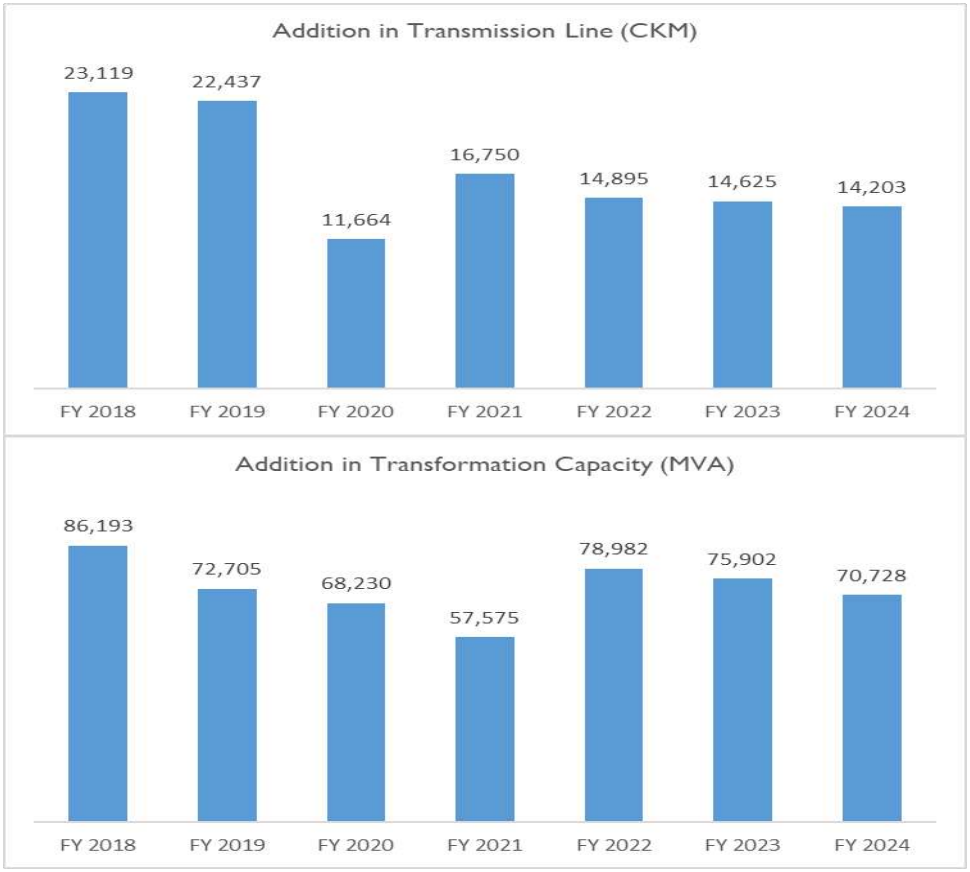
ELECTRICITY TRANSMISSION & DISTRIBUTION INFRASTRUCTURE IN INDIA

The power transmission and distribution infrastructure of India is a critical component of the country's electricity sector. The transmission infrastructure consists of high-voltage transmission lines and substations that transmit electricity over long distances from power plants to various regional grids. India has a vast network of transmission lines, including Extra High Voltage (EHV) and Ultra High Voltage (UHV) lines, which facilitate the bulk transfer of electricity.

With high energy requirement and last-mile electrification goals, India has made significant strides in expanding and modernizing its transmission and distribution networks over the years. In FY 2024 (January 2024), India added 9,985 circuit kilometres (ckm) of transmission line and increased its transformation capacity by 44,908 MVA. Over a period of last 5 years (FY 2019 – FY 2023), India has annually added an average of 16,074 ckm in transmission line, and 70,679 MVA in transformation capacity.

This aggressive capacity addition has helped India become one of the largest synchronous electricity grids in the world with a cumulative transmission line infrastructure of nearly 481,326 ckm and a transmission capacity of nearly 1,225,260 MVA.

In order to support the projected energy demand of 1,907 billion units (BU) in FY 2027 and 2,472 BU in FY 2032 and the expected increase in peak electricity demand from 216 gigawatts (GW) in FY 2023 to 277 GW in FY 2027 and 366 GW in FY 2032, the power transmission and distribution network will need to be strengthened and expanded with significant augmentation of the distribution infrastructure. This will involve the construction of new transmission lines, substations, and transformers, as well as upgrades to existing distribution networks to enhance the capacity and efficiency of the grid. Additionally, the deployment of advanced technologies such as smart grids and grid automation will be necessary to ensure optimal power flow and monitoring.



Source: Central Electricity Authority, Ministry of Power

Key Demand Drivers

India, with its vast population, rapid urbanization, and thriving industrial and commercial sectors, is experiencing a significant surge in the demand for electricity. The increased demand has enforced government to support commissioned power plants to sell electricity even in the absence of valid Power Purchase Agreement (PPA). Several factors are driving this increasing appetite for power. The major factors driving the growth of the sector are increasing urbanization, rising disposable income witnessing a lifestyle shift thereby, having an increasing consumption of electricity. To meet this burgeoning demand, it becomes imperative to bolster the transmission and distribution infrastructure across the nation.

Population Growth

India is home to the largest population (~17.2% of the world), with population density of 481 people per square kilometer. In 2023, India became the country with highest population, with approximately 1.428 billion individuals. While India's population growth has slowed remarkably over the past few years, it's still growing faster. As the population continues to grow, there is an increasing need for housing to accommodate the expanding population. This growth in population is expected to create a huge demand for houses and residential units, thus resulting in increased requirement for power and electricity.

To meet the electricity demand driven by population growth, India needs to enhance its transmission and distribution infrastructure. The existing infrastructure might not be sufficient to supply electricity to densely populated areas or far-off rural areas with little to no connectivity. Upgrading and expanding transmission and distribution networks is necessary to ensure a reliable and uninterrupted power supply.

Urbanization

The growing population is expected to create a huge demand for residential units, especially in urban areas. As per the handbook of urban statistics 2022, India's urban population has been on a steady rise, with urban dwellers accounting for over 469 million in 2021, a number projected to soar to over 558 million by 2031 and further exceed to 600 million by 2036. This rapid pace of urbanization is expected to create a huge demand for residential units.

This urbanization represents the transformation occurring within Indian cities, as millions flock to urban centers in search of opportunities and a higher standard of living. Moreover, increasing number of nuclear families and changing consumer preferences will further propel the demand for houses. Urban areas require electricity for residential, commercial, and industrial purposes, leading to a surge in overall electricity consumption.

In order to meet the electricity requirements arising from urbanization, India must improve its transmission and distribution infrastructure. The current infrastructure may not adequately provide electricity to densely populated regions or newly established urban areas. Upgrading and expanding the transmission and distribution networks is essential to guarantee a dependable and uninterrupted power distribution.

Growth in demand from Industrial & Commercial Consumers

India is experiencing significant industrial and commercial growth across various sectors. It is set to become a global manufacturing hub with investments across the value chain among all the industries. Industries such as manufacturing, construction, information technology, and services require substantial electricity for their operations. Additionally, the growth of commercial establishments like shopping malls, hotels, and offices further contributes to the demand for electricity.

Out of total power consumption, the industrial sector holds a share of approximately 43%. Per Capita consumption of Energy showed a CAGR of 3.78 % for the period FY 2019 - 2023. Such industrial expansion along with increasing per capita income is contributing to the increased electrification and per capita usage.

Power consumption from April 2022 to March 2023 surpassed the FY 2021-22 level where FY 2023 stood at 1,403.40 BU, higher than the 1316.76 BU recorded in the entire 2021-22 fiscal. Further, increasing government focus on infrastructure development to fulfil the demand of growing population will contribute to the overall growth of the sector.

To cater to these demands, as well as industrial and commercial expansion, there is a need to reinforce the transmission and distribution infrastructure. Industries and commercial entities often require high-capacity power connections, and the existing infrastructure may not be equipped to handle the increased load in the coming years. Expanding the network and upgrading the transmission and distribution lines is crucial to support the growing demands of these sectors.

Growth in demand from retail consumers

With rising incomes and improving living standards, the demand for electricity in households is increasing. Households depend on electricity for lighting, cooking, heating, cooling, and powering various appliances and electronics. As more households gain access to electricity or upgrade to higher-powered appliances, the overall electricity demand rises.

In this case scenario, India needs to enhance its transmission and distribution infrastructure at the local level to meet the growing household consumption. This involves strengthening distribution networks, upgrading transformers, and installing additional distribution substations to ensure an adequate supply of electricity to households, especially in rural and semi-urban areas.

Infrastructure Development

India is heavily investing in massive infrastructure projects. This substantial increase in infrastructure development spending in India, as highlighted in the Budget 2024-25, is set to drive the demand for transmission and distribution of power in the country. With the government nearly tripling its infrastructure spending to Rs.11.1 lakh crore (US$ 134 billion), equivalent to approximately 3.6% of GDP, compared to previous years, there will be a significant boost in the construction of highways, railways, airports, and smart cities.

Furthermore, the continuation of the interest-free loan to state governments for infrastructure investment for an additional year, amounting to Rs. 75,000 crores incentivizes the states to undertake complementary policy actions and invest in infrastructure development. In addition, the establishment of the Urban Infrastructure Development Fund (UIDF) utilizing the priority sector lending shortfall to create urban infrastructure in Tier 2 and Tier 3 cities, with an annual outlay of Rs. 10,000 crore, further contributes to the demand for electricity.

As a result of the increased infrastructure spending and the implementation of various initiatives, there will be a surge in the demand for transmission and distribution infrastructure across the country. Upgrading and expanding the transmission lines, transformers, and distribution networks will be essential to ensure that the power generated from these new infrastructure projects can be effectively distributed to the end-users. The reinforcement of the transmission and distribution infrastructure will enable the reliable and efficient supply of electricity, meeting the increased demands arising from the country's infrastructure development endeavors.

Increasing Demand from Agriculture

Agriculture is a vital sector in India, employing a significant portion of the population. As farmers adopt modern irrigation techniques, such as electric pumps, the demand for electricity in the agricultural sector increases. Additionally, electricity is essential for post-harvest processing and storage of agricultural produce.

Hence, the need to strengthen the distribution infrastructure in rural areas has become crucial. This involves expanding the network to reach remote agricultural regions, installing dedicated agricultural feeders, and providing reliable electricity supply for irrigation and agro-processing units. Many of these concerns were being undertaken by government initiatives like DDUGJY and RDSS.

GOVERNMENT INITIATIVES

The Indian government has been implementing various schemes and initiatives to provide electricity access to all citizens, such as the Pradhan Mantri Sahaj Bijli Har Ghar Yojana (Saubhagya), Deen Dayal Upadhyaya Gram Jyoti Yojana and Revamped Distribution Sector Scheme. These initiatives aim to electrify rural areas and households that are still without access to electricity. Such efforts increase and help meet the demand for electricity, especially in rural areas.

To fulfill the government's electrification goals, it is crucial to enhance transmission and distribution infrastructure in rural areas. This involves extending transmission lines, setting up new substations, and strengthening distribution networks.

Government Regulations

Deen Dayal Upadhyaya Gram Jyoti Yojana

The Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY), launched in December 2014, is a government scheme in India aimed at providing uninterrupted power supply to rural areas. It has three components under its umbrella:

1. **Separation of agriculture and non-agriculture feeders:** The main objective of this component is to separate the feeders in order to provide regulated supply of power to agricultural consumers and continuous power supply to non-agricultural consumers in rural areas.

2. **Strengthening and augmentation of sub-transmission & distribution (ST&D) infrastructure in rural areas**: The requirement for electricity in rural regions is growing steadily because of the expanding customer

base and shifts in lifestyle and consumption habits. Consequently, it is important to enhance and reinforce the sub-transmission and distribution infrastructure to guarantee dependable and high-quality electricity provision in rural areas.

3. **Rural electrification**: The previous Rajiv Gandhi Grameen Vidyutikaran Yojana (RGGVY) program, which aimed to electrify villages and establish electricity distribution infrastructure in rural areas, has now been incorporated into the DDUGJY scheme.

The scheme had a total budget of INR 75,893 crores. Out of this, components (1) and (2) with a cost of Rs. 43,033 crores received a budgetary support of Rs. 33,453 crores from the Indian Government throughout the implementation period. The third component of the scheme had an approved cost of Rs. 39,275 crores, including a budgetary support of Rs. 35,447 crores.

The Ministry of Power provided guidance for the scheme, while the Rural Electrification Corporation Limited was responsible for its implementation. Initially, the government allocated 60% of the project cost to most states and reserved 85% for special states. Additional funding of 15% was granted by the government when the first milestones were achieved, with 5% of that amount being reserved for special states.

The scheme stands closed as on 31-03-2022. However, the power reforms and larger goal of rural electrification under DDUGYJ has been taken under RDSS.

Integrated Power Development Scheme

Ministry of Power, Government of India notified “Integrated Power Development Scheme" (IPDS) on 3rd December, 2014 with the aim to ensure 24×7 Power supplies for consumers, reduction in AT&C (aggregate technical and commercial) losses, and providing access to power to all households. IPDS has the following components under its umbrella:

1. **Strengthening of Sub-transmission and Distribution network in urban areas including provisioning of solar panels on Govt. buildings including Net-metering:** The Indian government has been offering financial assistance to State-owned Discoms/Power Departments through various programs. However, these departments have been unable to keep up with the increasing demand for electricity, resulting in significant gaps and deficiencies in the sub-transmission and distribution network. As a result, the sub-transmission and distribution network has become a hindrance in ensuring reliable and high-quality power supply to consumers.

2. **Metering of feeders / distribution transformers / consumers in urban areas:** The implementation of end-to-end metering is crucial for the power sector. Having effective metering for all consumers ensures accurate accounting, billing, assessment of load patterns, and proper infrastructure planning. It also enables the identification of areas with high losses, prompting corrective measures to reduce those losses.

3. **IT enablement of distribution sector and strengthening of distribution network**: In July 2008, the Ministry of Power, Government of India, launched the Restructured Accelerated Power Development and Reforms Programme (R-APDRP) with the aim of establishing baseline data, promoting accountability, reducing Aggregate Technical and Commercial (AT&C) losses to a level of 15% through strengthening and upgrading the sub-transmission and distribution network, and adopting Information Technology. The R-APDRP has now been integrated into the Integrated Power Development Scheme (IPDS).

NATIONAL GRID: ONE NATION - ONE GRID

The "One Nation One Grid" initiative of the Government of India is an ambitious initiative aimed at integrating and unifying the power grids across the country into a single national grid. The policy's objective is to enable the seamless transmission and sharing of electricity across states and regions, ensuring efficient utilization of power resources and promoting grid stability.

Under this policy, the different regional power grids in India, such as the Northern, Western, Eastern, and Southern grids, are interconnected to form a synchronized and interconnected power transmission network. The integration of these grids allows for the transfer of surplus power from one region to another, ensuring a reliable and consistent power supply across the country.

The achievement of this goal was realized with the commissioning of the 765kV S/c Raichur – Sholapur line on December 31, 2013. This milestone paved the way for the integration of the regional grids and laid the foundation for a unified and synchronized power transmission network across the country.

The central agency responsible for the development and strengthening of the transmission network is POWERGRID. Their focus lies in establishing inter-state and inter-regional transmission links to enhance the capacity of the national grid. This proactive approach ensures optimal utilization of India's diverse and unevenly distributed energy resources.

In the fiscal year 2021-22 alone, the country witnessed the addition of 7,200 MW of inter-regional (IR) transmission capacity. This continuous expansion of the transmission infrastructure has resulted in a cumulative capacity of 1,225,260 MVA as of January 2024. These developments reflect the commitment of the government to reinforce the national grid and facilitate the seamless transfer of power across regions.

The implementation of the National Grid system signifies India's commitment to developing a robust and unified power transmission infrastructure. Through the continuous strengthening of inter-state and inter-regional transmission links, the country aims to achieve optimal utilization of resources, enhance grid stability, and foster competition in the power market. These efforts are vital for meeting the growing electricity demand, promoting renewable energy, and ensuring reliable and affordable power supply for all.

Green Energy Corridor

The Green Energy Corridor initiative in India focuses on the development of transmission corridors and associated infrastructure to facilitate the integration of renewable energy into the power grid. It aims to address the challenges of integrating large-scale renewable energy generation by strengthening the transmission network by upgrading existing transmission lines, constructing new high-capacity lines, and establishing substations and transformers.

The initiative aims to balance power supply and demand by transmitting surplus renewable energy from regions with high generation potential to areas with high consumption. It also aims to improve grid stability and reliability, minimize transmission losses, and enable open access and market mechanisms for renewable energy trading.

The 12th Plan Period facilitated the integration and transmission of 32,713 MW of renewable energy capacity. The scheme initially estimated a total funding requirement of Rs. 34,141 Crore for the development of transmission infrastructure and control systems in states with abundant renewable resources such as Andhra Pradesh, Gujarat, Himachal Pradesh, Jammu and Kashmir, Karnataka, Maharashtra, Rajasthan, Madhya Pradesh, and Tamil Nadu.

The Green Energy Corridor project requires an estimated cost of Rs. 12,693.94 Crore for intra-state transmission systems and Rs. 15,455 Crore for inter-state transmission systems (revised figures). The funding for intra-state transmission schemes involves 20% equity from the State Government, 40% grant from the National Clean Energy Fund (NCEF), and 40% soft loan. Inter-state transmission schemes, on the other hand, are funded with 30% equity from PGCIL (Power Grid Corporation of India Limited) and 70% soft loan.

To support the funding of green energy corridors, a loan agreement has been signed between PGCIL and KfW Germany for a soft loan of Euro 500 million. Additionally, PGCIL has obtained a loan from ADB (Asian Development Bank) for the implementation of transmission schemes under Green Energy Corridor-Part D. Various states including Tamil Nadu, Rajasthan, Himachal Pradesh, Andhra Pradesh, Gujarat, and Madhya Pradesh have signed loan agreements with KfW Germany for financial assistance in implementing intra-state transmission projects.

Green Energy Corridor (GEC) Phase I

GEC-1, was approved by the Cabinet Committee on Economic Affairs (CCEA) in 2015. This scheme involves the implementation of intra-state transmission lines and sub-stations in eight renewable energy-rich states: Andhra Pradesh, Gujarat, Himachal Pradesh, Karnataka, Madhya Pradesh, Maharashtra, Rajasthan, and Tamil Nadu. The project aims to evacuate approximately 24 GW of renewable energy power, with around 16.4 GW already commissioned and connected to the grid. The project's total cost is Rs. 10,141.68 crore, funded by 40% central grant from MNRE (Rs. 4,056.67 crore), 40% loan from KfW Germany (EUR 500 million), and 20% equity by the State Transmission Utilities (STUs). As of October 31, 2022, 8,651 ckm of transmission lines and 19,558 MVA of substations have been constructed, with Rajasthan, Madhya Pradesh, and Tamil Nadu having completed all their projects. The commissioning timeline for projects under GEC-1 was extended until March 2023.

Green Energy Corridor (GEC) Phase II

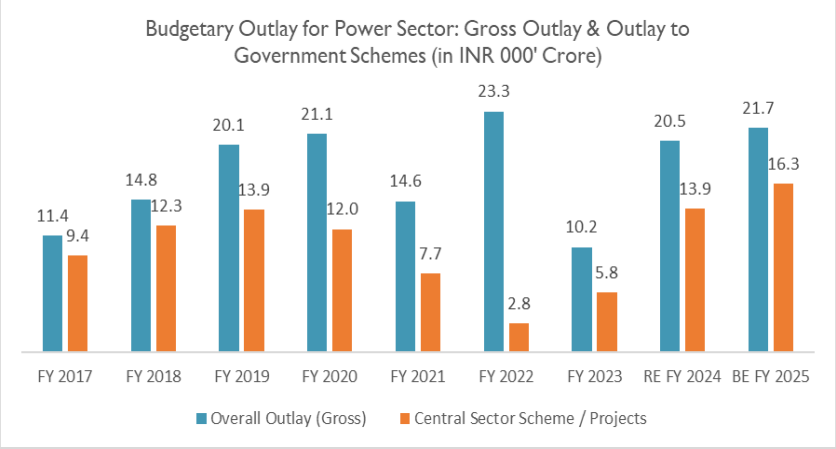
GEC-II was approved by the CCEA in January 2022. This scheme targets the implementation of intra-state transmission lines and sub-stations in seven states: Gujarat, Himachal Pradesh, Karnataka, Kerala, Rajasthan, Tamil Nadu, and Uttar Pradesh. The project's objective is to evacuate approximately 20 GW of renewable energy power in these states with addition of 10,753 circuit kilometres (ckm) of transmission lines and 27,546 Mega Volt-Amperes (MVA) capacity of sub-stations. The project cost is Rs. 12,031.33 crore, with 33% central financial assistance from MNRE (Rs. 3,970.34 crore) and the remaining 67% available as a loan from KfW/REC/PFC. The State Transmission Utilities (STUs) in these states are currently preparing the packages and issuing tenders for the project implementation. The scheduled commissioning timeline for projects under GEC-2 is March 2026.

The State-wise brief of the projects under the scheme is as under:

State	Estimated project cost (₹ Crore)	Length of transmission lines envisaged (ckm)	Capacity of substations envisaged (MVA)	RE addition envisaged (MW)
Gujarat	3636.73	5138	5880	4000
Himachal Pradesh	489.49	62	761	317
Karnataka	1036.25	938	1225	2639
Kerala	420.32	224	620	452
Rajasthan	880.92	1170	1580	4023
Tamil Nadu	719.76	624	2200	4000
Uttar Pradesh	4847.86	2597	15280	4000
Total	**12,031.33**	**10753**	**27546**	**19431**

BUDGETARY OUTLAY FOR POWER SECTOR

The recent interim budget (FY 2024-25) witnessed a significant growth in budgetary allocation for ongoing Government schemes. Although power sector has always remained a key focus area of successive Governments, there was a moderate decline in budget outlays for existing schemes during FY 2022 and FY 2023. In its latest budget, the Government reversed this trend by increasing its outlay - underlining a renewed commitment to infrastructure development and central sector initiatives, reflecting the government's efforts to boost economic growth and address key developmental needs.



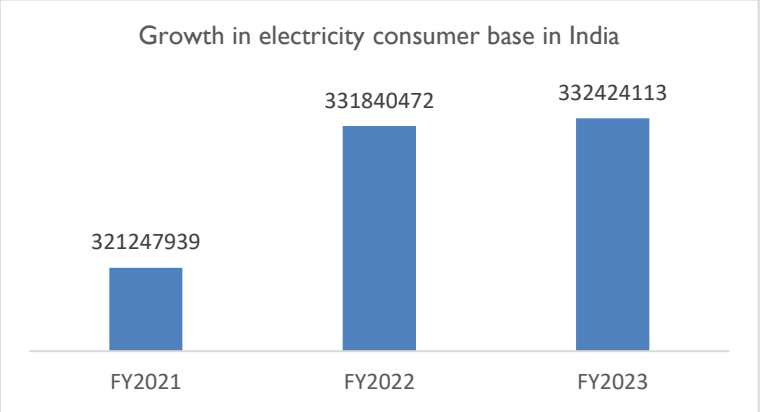
Union Budget, Government of India

Realizing the challenges faced by the T&D segment, the budget provides special emphasis on Reform Linked Distribution Scheme – which was launched to improve the operational efficiency & financial stability of stakeholders in distribution segment. The program saw an outlay of INR 14,500 crore in budget FY 2025, an increase of nearly 40% from the outlay that was provided during the previous budget (RE 2023-24).

ELECTRICITY CONSUMER BASE & ELECTRICITY METER INFRASTRUCTURE IN INDIA

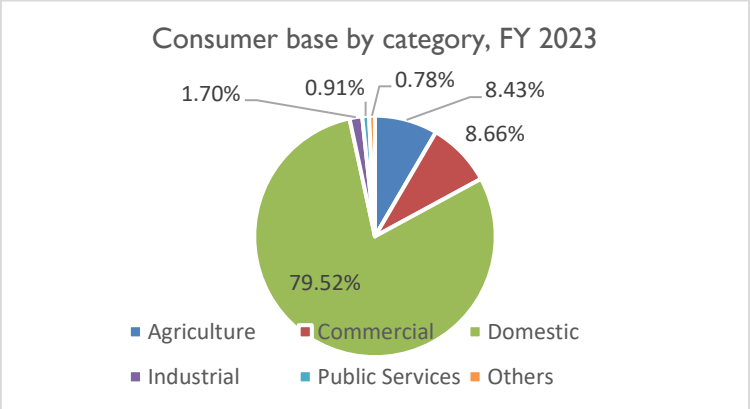
Installed growth in electricity consumer base in India

India's electricity consumer base witnessed a steady rise between fiscal years 2021 and 2023. From FY 2021 to FY 2022, there was a jump of approximately 1.06 million consumers, reflecting a growth rate of around 3.3%. This upward trend continued in FY 2023, with the consumer base adding another 0.58 million connections. While the growth rate appears to have moderated slightly in FY 2023, this ongoing expansion indicates a growing demand for electricity across the country. These figures likely reflect a combination of factors, including government initiatives for rural electrification, increasing urbanization, and rising per capita income leading to higher appliance ownership.



Source: NITI Aayog, India Climate and Energy Dashboard

In FY 2023, India's electricity consumer base showcased a varied composition across categories. Domestic consumers, representing households, formed the dominant group at 79.52%, underlining the prevalence of electricity use in homes nationwide. Commercial establishments came in a close second at 8.66%. The agricultural sector, reliant on electricity for irrigation and other operations, accounted for 8.43% of the consumer base. Industrial consumers comprised a smaller segment at 1.70%, followed by public services at 0.91% and other categories at 0.78%.



Source: NITI Aayog, India Climate and Energy Dashboard

SMART METER INSTALLATION IN INDIA

Smart meter (with respect to electricity distribution sector) is part of the Advanced Metering Infrastructure (AMI) that defines the model electricity grid. AMI is a two-way communication system to collect real time information

on electricity usage by the utility. AMI is a combination of hardware, software, and communication protocols. Based on the requirement of utility, AMI can collect electricity usage by consumer at hourly intervals or every 15 minutes. This eliminates the need for manual meter reading and bill generation. Smart meter is the hardware component of the AMI, which is installed at the consumer's premise and records the power consumption happening at the consumers end.

To meet the AT&C target outlined in RDSS, within the prescribed time period, nearly 250 million conventional meters will have to be replaced with smart meters. This transition will have to be carried out simultaneously with smart metering feeder level too.

Scenario in India

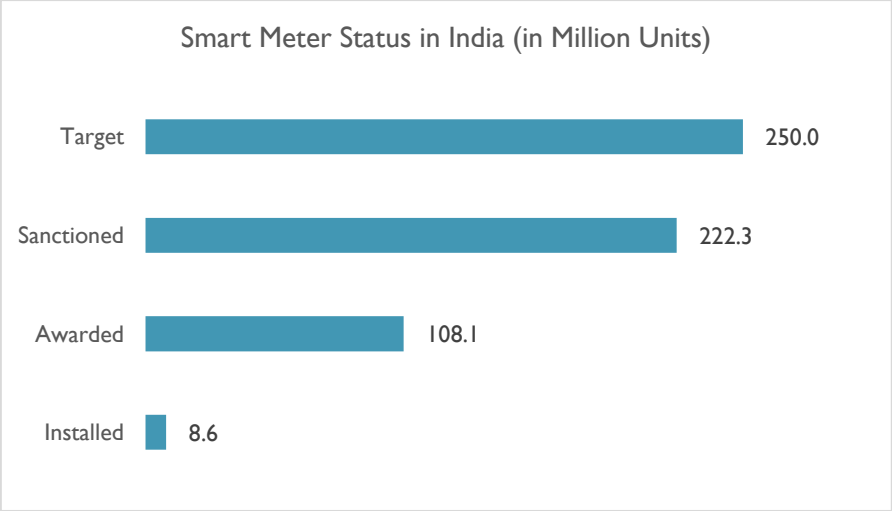
Smart meter installation predates RDSS, but it gained traction after the implementation of RDSS, in 2021. Of the total 229 million smart meters sanctioned to be installed, nearly 89% is under the RDSS program. Remaining are spread between several schemes like Prime Minister Development Scheme (PMDP), Integrated Power Development Scheme (IPDS), as well as those owned by utilities.

Under RDSS one of the criteria for discoms to access funding (as part of RDSS financial outlay) was to reduce the AT&C losses. It is the requirement that led to the introduction of AMI and replacing conventional meters with smart meters.

However, conversion of conventional meters to smart meters predates RDSS. It first gained traction in 2018, as part of the Government's Smart Cities Mission. The year 2018 saw tender issuance by multiple agencies for procuring & installing smart meters. The initial plan was to begin replacing all conventional meters with smart meters from 2019 onwards and complete the program over the next 3 – 4 years. However, the initiative did not pan out as planned, and by the time RDSS was introduced no notable progress was made.

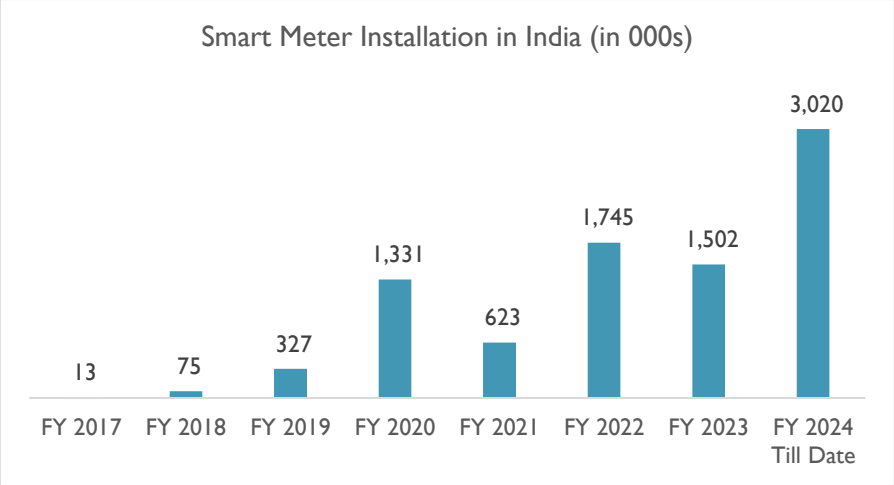
Although past record in smart meter installation has been dismal, the current initiative (through RDSS) is unlikely to repeat it. For one, the Government has linked the funding access of RDSS to tangible results & actions plans by discoms. Hence, unlike earlier, the onus is on discoms to integrate smart meters into their distribution network.

The level of progress attained in smart meter installation since the launch of RDSS points to the effectiveness achieved by the policy. A total of 222.3 million smart meters has been sanctioned while tenders to install nearly 108.1 million has been already awarded. By the end of Jan 2024, nearly 8.6 million smart meters has been installed in the country. Although it represents a fraction of the overall base of electricity meters in the country, the progress made so far is unprecedented.



Source: National Smart Grid Mission, Ministry of Power, as on end Jan 2024

The installation of smart meters started in FY 2017, but the number of meters installed remained low. It was not until FY 2020 when the pace of installation picked up. Installation have gathered pace from FY 2022, when nearly 1.7 million smart meters were installed, followed by another 1.5 million in the succeeding year. So far in FY 2024 nearly 3020 thousand smart meters has been installed.



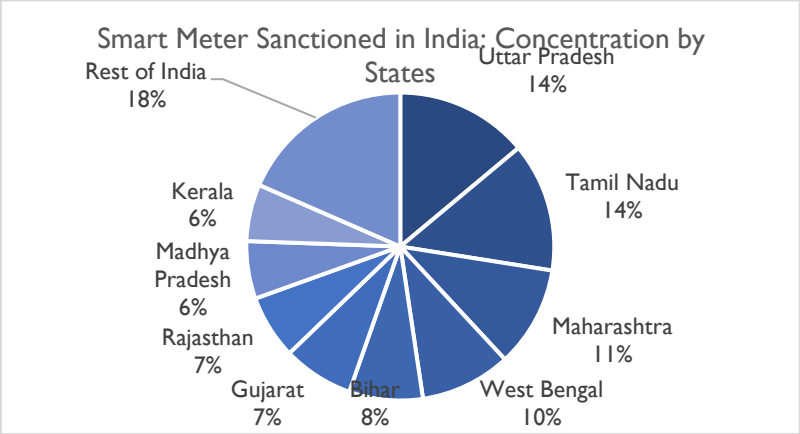
Source: National Smart Grid Mission, Ministry of Power, as on end Jan 2024

Despite the pickup in installation over the past couple of years, the ground scenario remains nascent. So far tenders for only 15% of 250 million meters to be replaced has been awarded while less than 3% of the total meters has been replaced / upgraded. Hence there is a lot of ground to cover if the target of replacing 250 million conventional meters with smart meters by FY 2026 has to be met.

State Level Scenario

Nearly 39% of the total smart meters sanctioned to be installed is concentrated in three states – Uttar Pradesh, Tamil Nadu, and Maharashtra. Nearly 82% of the total smart meters sanctioned is concentrated in 10 states.

Apart from leading the list of sanctioned smart meters, Uttar Pradesh has also made strong progress es to awarding tenders for installation, and actual installation. The state accounts for nearly 29% of the total number of smart meters for which contract has been awarded, and 14% of total smart meters that has been installed in the country till now.



Source: National Smart Grid Mission, Ministry of Power, As on end Jan 2024

Smart Meter: Long Term Benefits

Often smart meter installation is seen with a short-term lens of reducing AT&C losses. The flagship scheme RDDS has AT&C reduction as one of its objectives and uses smart meter installation as one of the tools to achieve this target. However, updation of conventional meters with smart meters go beyond reducing AT&C losses. In the long run smart meters would form the core of the smart grid.

Globally electricity distribution is transforming to a dynamic environment with aspects like predictive demand estimation, and demand led pricing is becoming a reality. These grids are more attuned to reacting to consumers' needs and improves the efficiency of the overall grid. Features like demand side management, demand response,

load control & curtailment, and remote measuring helps smart meter enhances the overall quality and efficiency of the grid.

In addition, smart meter fits into India' stated goals of net zero emissions, promotion of renewable power over fossil fuel, and grid integration. India has outlined a target of achieving net zero (greenhouse gas) emissions by 2070 and meeting 50% of its electricity demand through renewable energy by 2050. Given the strong energy demand – from industrial users and transportation sector due to the transition to electric mobility – meeting these targets would require development of a response modern power grid which can handle the variations in renewable power. It is here the smart meter and AMI becomes relevant.

Key Challenges

Smart meters that are replacing conventional meters in India comes with two options – prepaid and post-paid – very similar to the operating models in cellular telecom. The greatest challenge that discoms are facing is with respect to consumer acceptance of prepaid meters.

Electricity usage and its payment has long been a contentious issue in India. This is especially true in the case of domestic consumers, with presence of subsidized tariffs, and in some cases free usage. The presence of these attributes has already impacted the revenue / earnings of discom who are struggling to pay generators. Given the strategic nature of the utility, the Government has subsidized electricity tariff to ensure access to lower income people too. In most cases the tariff structure did not take into consideration the true cost of generating & distributing electricity. The resultant tariff structure has created a perception that electricity is priced cheaply. In addition, there is the case of electricity theft which is widely prevalent in India. In fact, theft is one of the reasons behind the high AT&C losses incurred by discoms.

While the AT&C losses can be plugged by improving the distribution network and installing smart meters (which will make meters tamper proof), the biggest challenge would be to change the perception of consumers. Making consumers pay for their usage of electricity, at market rates / near market rates would be the biggest roadblock to rolling out smart meters. The challenge would be strongest in the case of installation of prepaid meters, where consumers have to pay in advance.

Consumer Experience

Since consumer perception about paying the true cost of electricity is the biggest roadblock in smart meter implementation, there is a need to guage the consumer reaction to smart meters that are already installed and in usage. One such study was conducted by Council on Energy Environment and Water (CEEW) – a not for profit think tank and policy institution based in New Delhi. CEEW conducted an independent survey of 2,700 domestic consumers using smart meters (both prepaid and post paid options). The survey was conducted between March 2022 – April 2022, among ~1,500 post paid consumers and ~1,200 pre-paid consumers, spread across Assam, Bihar, Haryana, Madhya Pradesh, Rajasthan and Uttar Pradesh. These states have the high concentration of smart meters, and hence preferred as the geography to carry out the survey.

Billing Experience

The remote management nature of smart meters makes the need for a manual meter reading process redundant. Subsequently, bill can be generated remotely with the click of a button. Utilities have used this feature to make bill generation a regular affair, at a fixed date for the consumer. In manual readings, there was no fixed date for bill generation – as it depends on when the meter reading takes place. Hence the biggest impact of smart meters – with respect to billing – is the regularity of receiving bills. Nearly 50% of consumers surveyed as part of the study expressed improvements in their billing process (regularity in billing) after switching to smart meters. Three factors are cited for this improvement:

Billing frequency & bill generation date: In the case of manual bill reading, electricity bill generation takes place once in two months, with actual payment following days / weeks after that. On the other hand, in the case of smart meters billing is done monthly and at a regular / fixed date. For the sample surveyed, smart meter has introduced regularity in electricity billing process – both in terms of making it a monthly process as well as creating a fixed data of bill generation. This in turn has helped impart predictability in electricity bill payments – with respect to date of payment as well as quantum of payment.

Access to Detailed Bill

Switch to smart meters meant billing details are communicated to consumer through digital mode – web interface /mobile app / SMS. In some of the cases, consumers have complained that none of these modes provide a detailed breakup of bill, which will help the consumer understand their electricity usage pattern, since one of the long term benefit of switching to smart meters is the transparency in billing process offers, the issues concerning access would be the first issues to be addressed.

Awareness and Usage of App

Most of the smart meters installed by utilities is bundled with an interactive portal (web based or mobile app based) which makes it easier for consumers to track their consumption pattern / pay bills / recharge their meters. For consumers, it is this interface that is the key differentiator between a smart meter and a conventional meter. Realizing this many discoms have invested in developing robust interfaces and taken steps to increasingly engage consumers through the portal. However, the survey results on consumer awareness – which quizzed consumers on awareness of interactive portal – found that nearly 48% of consumers are not aware of the app and only 45% of consumers who are aware of the app is using them.

Bill Payment Experience and Acceptance of Smart Prepaid Meters

Nearly 66% of respondents surveyed have reported ease of bill payment after converting to smart meters – primarily due to the bill payment through digital channels. The positive experience is higher in the case of prepaid consumers. Among prepaid consumers, nearly 58% recharges once in a month while nearly 29% recharging more than once a month. Remaining respondent recharge at higher or lower frequency. The high frequency of users recharging on a monthly & shorter frequency point to the flexibility allowed by the prepaid meters.

Conventional meters operate in a rigid billing cycle, with bill generated every two months. There was a feeling that prepaid meters would face strong resistance from domestic consumers, as they were perceived to be comfortable with the long billing cycle associated with conventional meters. However, the survey response proves otherwise. Given the choice consumers opted to recharge at shorter intervals. The experiment of prepaid meters was most successful in Bihar, which is not the most progressive in terms of electricity bill payment. The success can be attributed to the flexibility and control that smart prepaid meters provided to their consumers.

Overall Consumer Satisfaction

Overall experience of smart meter consumers has been positive (this includes experience on installation, billing, and bill payment). Nearly 60% of smart meter consumers surveyed are satisfied with the technology, as it has made their experience smooth. The satisfaction level is higher in the case of prepaid smart meters (with 63% smart prepaid meter consumers satisfied as against 55% smart post paid meter consumers). Some of the attributes that came to light during the survey, and behind the enhanced consumer satisfaction are:

- Fewer issues during meter installation process
- Ability to access detailed bill, at their convenience (through mobile phone / web portal)
- Transparency in billing process, as well as electricity consumption pattern

Better control over electricity consumption

Major entities involved in smart meter installation in India

Entities	Overview
Government Bodies	The National Smart Grid Mission (NSGM) spearheads the initiative, setting guidelines and providing financial support. State Power Departments and DISCOMs (Distribution Companies) play a crucial role in tendering projects, awarding contracts, and managing meter deployment across their jurisdictions.

Manufacturers	Leading Indian and international manufacturers like HPL Electric & Power, Genus Power Infrastructures, and Itron Inc. design, develop, and supply smart meters that meet the specific technical requirements of the Indian market.
System Integrators	These companies act as a bridge between manufacturers and DISCOMs. They handle project management, communication network setup, data management systems, and integration with existing DISCOM infrastructure. Examples include Accenture, TCS, and Wipro
Financing Institutions	Banks and financial institutions play a vital role by providing loans and credit facilities to DISCOMs and system integrators. This facilitates the large-scale procurement and installation of smart meters.
Installation & Service Providers	Skilled technicians from specialized companies or DISCOMs themselves handle the physical installation, commissioning, and maintenance of smart meters at consumer premises.

Growth prospects

India's smart meter landscape is on a fast track to significant growth. While the current installed base of 3.02 million smart meters (as of January 2024) represents a promising start, the future holds immense potential.

The National Smart Grid Mission's target of installing 250 million smart meters by 2027 is a massive leap forward. This ambitious goal reflects the government's strong commitment to modernizing the country's power grid. It signifies a significant shift from the current base of over 3 million smart meters.

The recent surge in installations further emphasizes this commitment. The number of smart meters installed in 2023-24 nearly doubled compared to the previous year. This rapid acceleration highlights a clear focus on achieving the ambitious target within the set timeframe. Additionally, tenders for over 143.8 million smart meters have already been awarded, with millions more under evaluation and tendering stages. These swift actions by authorities demonstrate a strong resolve towards large-scale rollout, paving the way for a significantly expanded smart meter base in India.

The rise of electric vehicles (EVs) presents another significant growth driver for the smart meter base. With millions of EVs expected to hit the road in the coming years, smart meters will play a crucial role in managing the strain on the power grid. These meters can facilitate dynamic pricing, which adjusts electricity costs based on real-time demand. This allows for efficient load management, ensuring a stable grid even with the increased demand from EVs. Furthermore, smart meters can provide valuable data on charging patterns, which can be used to optimize grid infrastructure and support the widespread adoption of EVs. The synergy between EVs and smart meters creates a mutually beneficial relationship, necessitating a broader smart meter base to accommodate the growing EV market.

Smart meters offer a win-win situation for both consumers and power distribution companies (DISCOMs). Consumers benefit from real-time energy monitoring, empowering them to make informed choices about their energy usage. This transparency allows them to identify areas for potential reduction, leading to lower electricity bills. Additionally, smart meters provide convenient features like remote meter reading, eliminating the need for manual meter readers and potential billing discrepancies. For DISCOMs, smart meters offer a multitude of advantages. They significantly reduce electricity theft, a major concern for the power sector. Furthermore, smart meters enable efficient billing processes, reducing administrative costs and improving revenue collection. Additionally, these meters provide valuable data on grid performance and consumer behavior, allowing DISCOMs to optimize grid management and improve overall efficiency. These widespread benefits for both consumers and DISCOMs further incentivize the adoption of smart meters, propelling the growth of the smart meter base across India.

Competitive landscape

India's electricity infrastructure landscape is undergoing a transformation, driven by the government's push for smart meters. This shift is impacting competition across the sector. While established global giants like Larsen & Toubro (L&T), Schneider Electric, and Siemens hold a strong grip on the high-value segment, specializing in transmission and distribution equipment, the scene is transforming. Domestic companies like Genus Power and HPL Electric are making significant strides, particularly in the manufacturing of meters. This creates a fragmented landscape where international players lead in some areas, while Indian companies are carving a niche in meter production. Further stirring the pot are international technology providers like Itron and Analog Devices, who bring advanced metering functionalities to the table. This mix of established players, domestic challengers, and technology specialists makes for a dynamic and competitive market.

When it comes to securing contracts in the Indian electricity infrastructure market, cost reigns supreme. Government tenders typically award projects to the most economical bidder, driving intense competition on price. However, a race to the bottom isn't the only game in town. Technological innovation plays an equally crucial role. Companies that can offer advanced functionalities like tamper detection and robust data security solutions stand out from the crowd. These features are essential for ensuring the integrity of the smart metering system and protecting against potential manipulation.

Beyond cost and technology, building strong relationships with Discoms (Distribution Companies) is a game-changer. Discoms act as the gatekeepers to a significant portion of the market, and fostering trust and collaboration with them is crucial for securing projects. Furthermore, companies with proven expertise in project execution hold a significant advantage. The ability to efficiently plan, deploy, and integrate complex smart metering systems is essential for success in this rapidly evolving space

The smart meter segment is undoubtedly the most fiercely contested arena within the Indian electricity infrastructure market. Domestic companies are strategically leveraging the "Make in India" initiative to gain a crucial cost advantage. This allows them to offer competitive pricing and make inroads into the market. Established players are not taking this lying down. They are countering this threat by forming strategic partnerships with domestic companies and technology providers. This allows them to combine their expertise in areas like system integration with the cost benefits and local knowledge of their partners. The competition further extends to system integrators, who play a critical role in managing the deployment and integration of these complex smart metering systems. Their ability to seamlessly connect various components and ensure smooth operation is a vital piece of the puzzle.

In conclusion, the Indian electricity infrastructure landscape is undergoing a significant transformation driven by the smart meter rollout. This shift is fostering a dynamic and competitive market where established international players, domestic challengers, and technology specialists all vie for a slice of the pie. Success in this evolving market hinges on a company's ability to navigate a mix of cost pressures, technological innovation, strategic partnerships, and project execution expertise.

BUSINESS OVERVIEW

*Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contains forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read this Red Herring Prospectus. An investment in the Equity Shares involves a high degree of risk. You should read the chapter titled **'Forward Looking Statements'** beginning on page 21 of this Red Herring Prospectus, **'Risk Factors'** beginning on page 28 of this Red Herring Prospectus for a discussion of the risks and uncertainties related to those statements and also the section **'Restated Financial Information'** beginning on page 183 of this Red Herring Prospectus for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31of that year.*

*Unless otherwise stated, all financial information included herein is based on our "**Restated financial information"** beginning on page 183 of this Red Herring Prospectus. The following information qualifies in its entirety by, and should be read together with, the more detailed financial and other information included in this Red Herring Prospectus, including the information contained in the section titled **'Risk Factors', 'Industry Overview', 'Management Discussion and Analysis of Financial Condition and Results of Operations'** and **'Restated Financial Information'** beginning on pages 28,96, 188 and 183 respectively of this Red Herring Prospectus.*

Unless the context otherwise requires, in relation to business operations, in this chapter of this Red Herring Prospectus, all references to "We", "Us", "Our" and "Our Company" are to same as the case may be.

COMPANY BACKGROUND

Our Company was originally incorporated as a Private Limited Company under the Companies Act, 1956 in the name and style of "Eppeltone Engineers Private Limited" bearing Corporate Identification Number U31909DL2002PTC117025, dated September 09, 2002, issued by the Registrar of Companies, Haryana. Subsequently, the company was converted into a Public Limited Company and the name of our Company was changed to "Eppeltone Engineers Limited" pursuant to a shareholders' resolution passed at an Extra-Ordinary General Meeting held on March 04, 2024, and a fresh Certificate of Incorporation dated June 19, 2024, was issued by the Registrar of Companies, Central Processing Centre. We acquired the running business of the M/s Eppeltone Engineers (a proprietorship concern established in the year 1977 and operated under the leadership of the late Harish Chandra Chowdhary) in the year 2002 as going concern along with all its assets and liabilities. Following this acquisition, the proprietorship concern ceased to exist.

As on date of this Red Herring Prospectus, the Corporate Identification Number of our Company is U31909DL2002PLC117025.

Eppeltone Engineers Limited was founded and promoted by Late Harish Chandra Chowdhary, with the objective of manufacturing Switch Mode Power Supply (SMPS) for Personal Computers and other electronic devices. The business is now carried on by his sons Rohit Chowdhary and Deven Chowdhary.

BACKGROUND OF THE BUSINESS

Eppeltone Engineers (Proprietorship concern) was founded in the year 1977 and it started its activities by manufacturing Switch Mode Power Supply (SMPS) for Personal Computers and other electronic devices and later added various power conditioning and later added various power conditioning devices like AVR, UPS & Transducers etc.

In the year 1990, we set up 3 manufacturing units at Parwanoo, Himachal Pradesh & Okhla Industrial Area, New Delhi. Investments by Government of India in Power Infrastructure, Eppeltone diversified its activities and set up manufacturing facilities to manufacture counter based Static Energy Meters in year 1999 and a factory at Okhla Industrial Area, Phase-1, New Delhi. In the year 2002, we started the production of LCD based Static Meter Energy Meters and further in the year 2009 fully automatic SMT line and moulding machines were installed to assist in production and increase efficiency.

In 2014, with a view of energy saving due to the scarcity of natural resources, we invested in the manufacturing of various LED products like bulbs, street lights etc. Then in the year 2016, Eppeltone shifted its energy meter works to Greater Noida, Uttar Pradesh, to cater the need of the electric grids in India along with establishing itself as a reliable vendor across various state and central PSU's. The product portfolio was then diversified to include Water Meters, CT Meters and Smart Meters as per BIS 16444 in the years 2017, 2019 and 2020 respectively.

The trademark "EPPELTONE" was registered by us in the year 2019. We have 28,000 square feet (sq. ft.) of manufacturing plant located at G-91, UPSIDC Site V, Industrial Area, Surajpur Kasna Road, Greater Noida, Uttar Pradesh - 201306 and 8,000 square feet of manufacturing plant at Plot No H – 164, Site – 5, Area 800, Industrial Area, Surajpur, Situated at Upsida, Kasna, Dist. Gautam Budh Nagar, Uttar Pradesh (aggregating to 36,000 square feet) with advanced technology, machinery and experienced team. We also have a NABL approved R&D Testing laboratory, with a focus on pioneering futuristic and innovative technologies. We have supporting facilities and offices in Noida, Uttar Pradesh and Okhla, New Delhi.

OUR BUSINESS

Our Company is engaged in the business of manufacturing of electronic energy meters including smart meters and various power conditioning devices like high grade chargers, UPS systems, etc. to consumers from institutions, industries and electricity distribution utilities. Our Company began its operations in the year 1977 and now operates a single manufacturing plant focused on producing quality and high-performance products. Over the years, we have streamlined our operations to ensure that our emphasis remains on quality and excellence.

Our Company is an ISO 9001, 140001 & 27001 certified organization engaged in the business of design, manufacturing and supply of Static Watt Hour Meters, Smart Meters, Water Meters, BPL Kits, UPS Systems, LED based luminaries, battery management system, battery chargers and battery packs, development of software applications, 4.5KW underslung constant voltage, regulated cum emergency battery charger, short neutral section assembly (phase break), light weight section insulator assembly, modular cantilever system, boxes and enclosures and all types of auto tensioning devices. For more details of our products and services, please refer to page no. 121.

We collect data from the customers, analyse the data and then design a customized/ Bespoke system which cater to the needs of our customers. We undertake manufacturing and supply of finished products and intermediate-stage products for our customers depending upon the demand.

Our Company is engaged in business to business (B2B) segment. The primary focus of our business is to providing products and services to Government Entities, which constitute the majority of our business transactions. Additionally, we extend our B2B operations to private sector companies, supplying products to Non-Government and Government Companies across various industries.

We supply our products to institutional, non-institutional, electricity distribution utilities, AMISP and turnkey contractors. In addition, we supply our products to power utilities, which primarily includes supply of electronic energy meters including smart meters and various power conditioning devices like high grade chargers, UPS systems, etc. under direct contractual arrangements to electricity boards and power distribution companies, as well as through AMISP and project contractors.

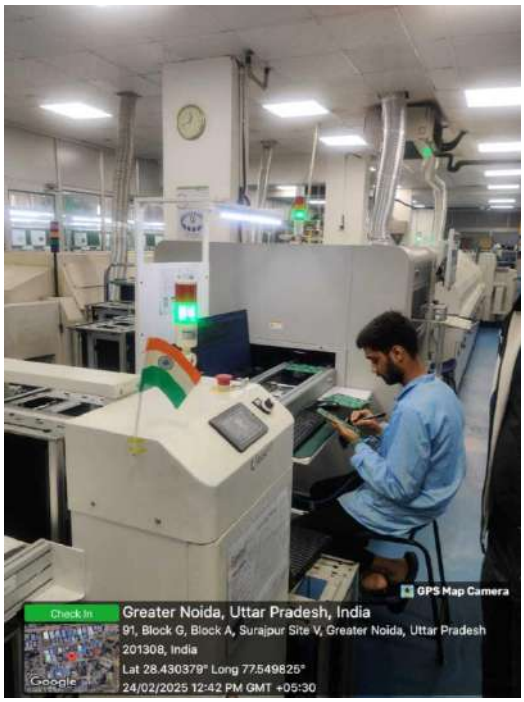
The revenue bifurcation of projects undertaken by the Company in the last three financial years is as follows:

(Rs. in lakhs, except %)

Particulars	2022-23	2023-24	2024-25
Total revenue from electric meters	**4,589.66**	**7,845.54**	**12,433.55**
- **Government projects**	**3,443.03**	**6,963.15**	**6,549.90**
% of revenue	75.02	88.75	52.68
- **Other projects**	**1,147.63**	**882.39**	**5,883.65**
% of revenue	24.98	11.25	47.32

BACKGROUND OF THE BUSINESS

Below is a glimpse of our manufacturing facility which is situated at G-91, UPSIDC Site V, Industrial Area, Surajpur Kasna Road, Greater Noida, Uttar Pradesh - 201306:



The Company has historically outsourced basic moulding work to job workers on per unit basis. The amounts paid for job work have been as follows:

(Rs. in lakhs

Particulars	2024-25	2023-24	2022-23
Job Work	109.46	132.76	30.64

However, with the Company rapid growth and the increasing procurement of new orders, the management has decided to shift from outsourcing this work to manufacturing the same in-house. This strategic decision is driven by the requirement of growing order book and need to enhance control over production quality, reduce dependency on external vendors and improve overall operational efficiency.

To support this shift, the Company has hired additional employees in the Production department to handle the increased workload and ensure smooth in-house manufacturing. As a result, a significant portion of the moulding work that was previously outsourced will now be manufactured internally in house, allowing the Company to better manage production timelines, costs and quality standards.

OUR PRODUCTS

We offer quality, cost-effective metering goods and services which help the Power Sector to reduce their AT&C (Aggregate Technical & Commercial) losses. Reducing AT&C losses is therefore a priority for all utilities and

governments, as it can lead to increased revenues, improved financial performance, and better service quality for customers.

Product wise bifurcation of revenue:

(Rs. in lakhs)

Particulars	2022-23	2023-24	2024-25
1 Phase Meter	3,449.39	5,848.15	9,760.58
3 Phase Meter	107.67	1,126.34	884.08
Spares*	1,032.61	833.26	1,386.30
Services	-	36.93	-
Other traded goods		0.86	402.59
Trading of securities	2,674.81	-	-
Total revenue	**7,264.48**	**7,845.54**	**12,433.55**
Other income	34.62	158.64	140.33
Total income	**7,299.10**	**8,004.18**	**12,753.88**

**Spares include control cards (both single-phase and three-phase), transformers, resistors, batteries, backlights, diodes, and various other small components.*

In order to achieve foresaid, we offer the following solutions:

Smart Metering Systems

Smart Metering System is set of products & technologies which enables true measurement and analysis that helps the Utilities to eliminate equipment tripping and failure due to overloading, voltage fluctuations, getting alerts on abnormal/unusual operating parameters, identify & penalize users which are involved in dishonest abstraction of energy. By identifying and eliminating the above-mentioned problems, the Utilities can bring down equipment failure, downtime and data losses. This is the paramount solution to eliminate technical loss and provide commercial advantages.

We have complete in house facility to manufacture Single Phase Two Wire Static Energy Meters, Three Phase Four Wire Static Energy Meters – whole current, LTCT and HTCT meters, Three Phase Three Wire Static Energy Meters – whole current, LTCT and HTCT meters, All types of Smart Energy meters, Multifunction meters, Metering accessories, LED Bulbs, Un-interrupted Power Systems, Solar & industrial metering systems, Battery chargers & customized electrical/electronic products as per customer requirements.

Multifunction Single Phase Meter

Applications: Domestic/ Industrial/ Commercial Consumer Energy Metering

Communication Technologies: RF/ GPRS/ IrDA / Bluetooth

Accuracy: Class 1.0 | Voltage Ref: 240V

Current: 5-20A / 5-30A / 10-60A

Compliance: BIS 13779, IS15959, CBIP 325 etc

Unlocking the power of data, the multifunction single-phase meter is a solution that empowers efficient energy management. With its versatile capabilities, it measures, monitors and analysis electrical parameters with precision, enabling real-time insights for smarter energy consumption. A powerful tool for modern energy monitoring and control.

- Measurement Capabilities
- Communication Interfaces
- Demand Monitoring
- Tamper Detection
- Display

Multifunction Three Phase Meter Applications: Domestic/ Industrial/ Commercial Consumer Energy Metering Communication Technologies: RF/ GPRS/ IrDA / Bluetooth Accuracy: Class 1.0 | Voltage Ref: 240V Current: 10-40A / 10-60A / 20-100A Compliance: BIS 13779, IS15959, CBIP 325 etc. Multifunction three-phase meters are designed to provide comprehensive monitoring and analysis of energy usage, load profiling and demand monitoring for efficient energy management. They typically offer multiple communication interfaces for easy integration with other devices and systems, allowing for centralized monitoring and control. These meters often have built-in data logging capabilities, enabling the collection and storage of historical data for data-driven decision making, load balancing, load shedding, demand-side management and energy conservation measures. • Improved Energy Management • Easy Integration • Ensuring Integrity and Security of Energy • Reduce Energy Waste and Costs • Optimize Energy Management	
Single Phase Smart Energy Meter Applications: Domestic / Industrial / Commercial Consumer Energy Metering Communication Technologies: RF/ GPRS/ IrDA / Bluetooth Accuracy: Class 1.0 | Voltage Ref: 240V Current: 5-20A / 5-30A / 10-60A | Compliance: BIS 16444 A Single-Phase Smart Energy Meter is an advanced metering device that is used to measure and monitor electricity consumption in single-phase electrical systems. It is designed to provide accurate, real-time measurement of energy usage, and may also include advanced features for data communication, remote monitoring, and energy management. Smart energy meters are equipped with advanced technology, such as microprocessors, communication interfaces, and data storage capabilities, which enable them to collect, store, and transmit electricity consumption data in real-time or at regular intervals. This data can be used for various purposes, including accurate billing, load profiling, demand-side management, energy conservation, and monitoring of electrical parameters, such as voltage, current, and power factor. • Load Profiling • Tariff Management • Remote Disconnect/Reconnect • Protect Against Dust, Moisture, and Other Environmental Factors Alert for any Unauthorized Access	
Three Phase Smart Energy Meter Applications: Domestic / Industrial / Commercial Consumer Energy Metering Communication Technologies: RF/ GPRS/ IrDA / Bluetooth Accuracy: Class 1.0 | Voltage Ref: 240V	

Three-Phase Smart Energy Meters are considered to be a advancement in energy metering technology compared to traditional electromechanical meters, as they provide advanced functionality, data analysis, and communication capabilities for efficient energy management in three-phase electrical systems. • Voltage Range • Remote Disconnect/Reconnect • Ability to monitor power quality parameters such as voltage fluctuations, harmonics, and power factor • Durable and weatherproof enclosure suitable for outdoor installation	
Industrial Metering Applications: Industrial / Consumer Energy Metering – Finds extensive usage in energy auditing Compliance: BIS 14697, IS15959, CBIP 325 etc Industrial meters are designed to handle high voltages, currents and power levels, and are capable of measuring and analysing various electrical parameters, such as voltage, current, power, energy consumption, power factor, and frequency. These meters are often multifunctional, providing comprehensive monitoring and analysis of energy usage patterns, load characteristics and demand peaks, allowing for data-driven decision making and energy management strategies. • Accurate Energy Measurement • Remote Monitoring and Control • Energy Conservation • Enhanced Equipment Maintenance • Support Sustainability	
Solar Metering Applications: Domestic / Industrial / Commercial Consumer Energy Metering – Allows measurement of import and export energy, finds extensive usage in solar grid Communication Technologies: RF/ GPRS/ IrDA / Bluetooth Accuracy: Class 1.0 | Voltage Ref: 240V Current: 5-20A / 5-30A / 10-60A | Compliance: BIS 13779 IS15959, CBIP 325 etc Solar metering refers to the measurement and monitoring of electricity generation, consumption, and injection into the grid from solar energy systems at the distribution level. Solar metering data to manage the integration of solar energy into the grid, monitor grid stability, and ensure compliance with regulatory requirements. Overall, solar metering plays a crucial role in supporting the effective integration of solar energy into the distribution grid and promoting the adoption of renewable energy sources for a more sustainable energy future. • Power Quality Monitoring • Anti-Tampering Features • Data Recording	

Polycarbonate Meter Boxes Meter Boxes for tamper proofing Polycarbonate meter boxes are enclosures used to house and protect electricity meters in residential, commercial, and industrial settings. They are made from polycarbonate, a durable and impact-resistant thermoplastic material known for its high strength, toughness, and resistance to UV radiation and weathering. Polycarbonate meter boxes are designed to provide a secure and weatherproof housing for electricity meters, ensuring their accurate measurement and reliable performance. They are designed to meet relevant industry standards and guidelines for meter box enclosures, ensuring compliance with electrical safety and performance requirements.	
Polycarbonate Distribution Boxes Meter Boxes for tamper proofing Polycarbonate distribution boxes are enclosures used in electrical distribution systems to house and protect electrical components, such as circuit breakers, fuses, and terminal blocks. They are made from polycarbonate, a durable and impact-resistant thermoplastic material that is known for its high strength, toughness, and resistance to UV radiation and weathering. Polycarbonate distribution boxes are commonly used in residential, commercial, and industrial settings for electrical distribution and control purposes. They typically feature a transparent or translucent cover that allows visual inspection of the enclosed components without the need for opening the box.	
Polycarbonate Meter Boxes Meter Boxes for tamper proofing Polycarbonate meter boxes refer to enclosures or housings that are made from polycarbonate material and designed to protect meters, such as electricity or gas meters, from various environmental and mechanical factors. Polycarbonate is a durable and impact-resistant thermoplastic material known for its high strength and transparency. Polycarbonate meter boxes are commonly used in utility installations to provide a secure and weatherproof housing for meters, ensuring their accurate and reliable operation. The boxes may also have built-in features such as locks, seals, and tamper-evident mechanisms to prevent unauthorized access and tampering.	
Metering Accessories Metering Accessories including Metering Kits Metering accessories, including metering kits, refer to a set of components and equipment used in the field of electricity metering. These accessories are designed to support the installation, operation, and maintenance of electricity meters, which are used for measuring and monitoring electrical energy consumption in various settings. Devices used to connect the metering enclosure to the electrical service entrance and provide a secure connection for the meter. Dashboard or Applications to allow remote reading of meter data. Security seals used to prevent tampering or unauthorized access to the meter, ensuring the accuracy and integrity of metering data. Devices used to measure and transform high voltages into lower voltages for accurate metering, typically installed in parallel with the electrical load.	

OUR SERVICES

- **Supporting Distribution Companies (DISCOM) to collect, monitor and analysis the data and support for better management of metering systems, transmission & distribution network with the help of smart meter & IoT based energy meters to reduce their losses.**

Under this our company assists and supports the electricity distribution companies to develop & have remote monitoring applications which collects data from our meters to monitor and analyse data which is essential for improving the efficiency and reliability of the distribution network, prevent tampering of meters and to reduce distribution losses and enhancing customer service.

Government of India has also taken initiatives like launching of "Ujwal Discom Assurance Yojana Scheme" to provide operational aid and financial turnaround of Power Distribution Companies (DISCOM). This scheme was established with a vision to provide affordable and accessible 24×7 power to all.

Key objectives of the Ujwal DISCOM Assurance Yojana (UDAY) scheme are as follows:

- Reduce the aggregate technical & commercial (AT&C) loss (from 22% to 15%) and eliminate the gap between average cost of supply (ACS) and average revenue realised (ARR).
- Improve operational efficiency via ensuring compulsory smart metering, upgrading transformers and meters. Also, adopt energy efficiency measures such as initiate promotion of energy-efficient LED bulbs, agricultural pumps, fans and air-conditioners.
- Reduce power costs, interest burden and power losses in the distribution sector; improve operational efficiency of DISCOMs to supply adequate power at affordable rates.

UDAY is basically a debt restructuring plan for DISCOMs and was kept optional for states.
(Source: https://www.ibef.org/government-schemes/ujwal-discom-assurance-yojana).

➢ **Managing Electrical Distribution Network for the Distribution Companies (Rural Power Distribution franchise)**

Under this model of business, our company along with AMISP & Power DISCOM, manages the electricity distribution system in rural areas on behalf of the Government or an Electricity Distribution Utility. We are responsible for the operation and maintenance of the smart meters, helping in achieving smart metering communication at all times which in turn help them in generating bills and collection of bill payments from the consumers.

Asset management involves maintaining the advanced metering infrastructure, including meters and other associated equipment. This includes regular inspections, maintenance, and replacement of aging or faulty equipment. Our Company give operation and management service via Call Centre (Breakdown) basis or through preventive maintenance.

Our company has over 25 years of experience in providing the meters. For further details, refer "Our Projects" page.

In order to improve the power distribution sector in rural areas, Government of India has also initiated the Revamped Distribution Sector Scheme (RDSS). The scheme aims to provide reliable and quality power supply to rural areas, which is critical for economic development and improving the standard of living of people in these areas. The scheme provides for a range of financial incentives, including grants and subsidies for the implementation of various measures to improve the distribution infrastructure and promote the use of renewable energy sources.

FINANCIAL SNAPSHOT

(₹ in Lakhs unless mentioned otherwise)

Particulars	2024-25	2023-24	2022-23
Share Capital	952.53	423.71	398.60
Reserves & Surplus	3,047.83	1,616.17	750.01
Net Worth	4,000.36	2,039.88	1,148.60
Total Income from meters	12,433.55	7,808.61	4,589.66
Total Income from Trading of Securities	-	-	2,674.81
Other Income	-	36.93	-
PAT	1,123.20	815.85	108.60

CAPACITY UTILIZATION:

The following table sets forth certain information relating to capacity utilization of our manufacturing facility at Greater Noida, Uttar Pradesh, calculated on the basis of total installed production capacity and actual production for the periods indicated:

Particulars	2024-25	2023-24	2022-23
Installed Capacity (In Units)			
Single Phase Meter	20,00,000	20,00,000	10,00,000
Three Phase Meter	1,00,000	1,00,000	50,000

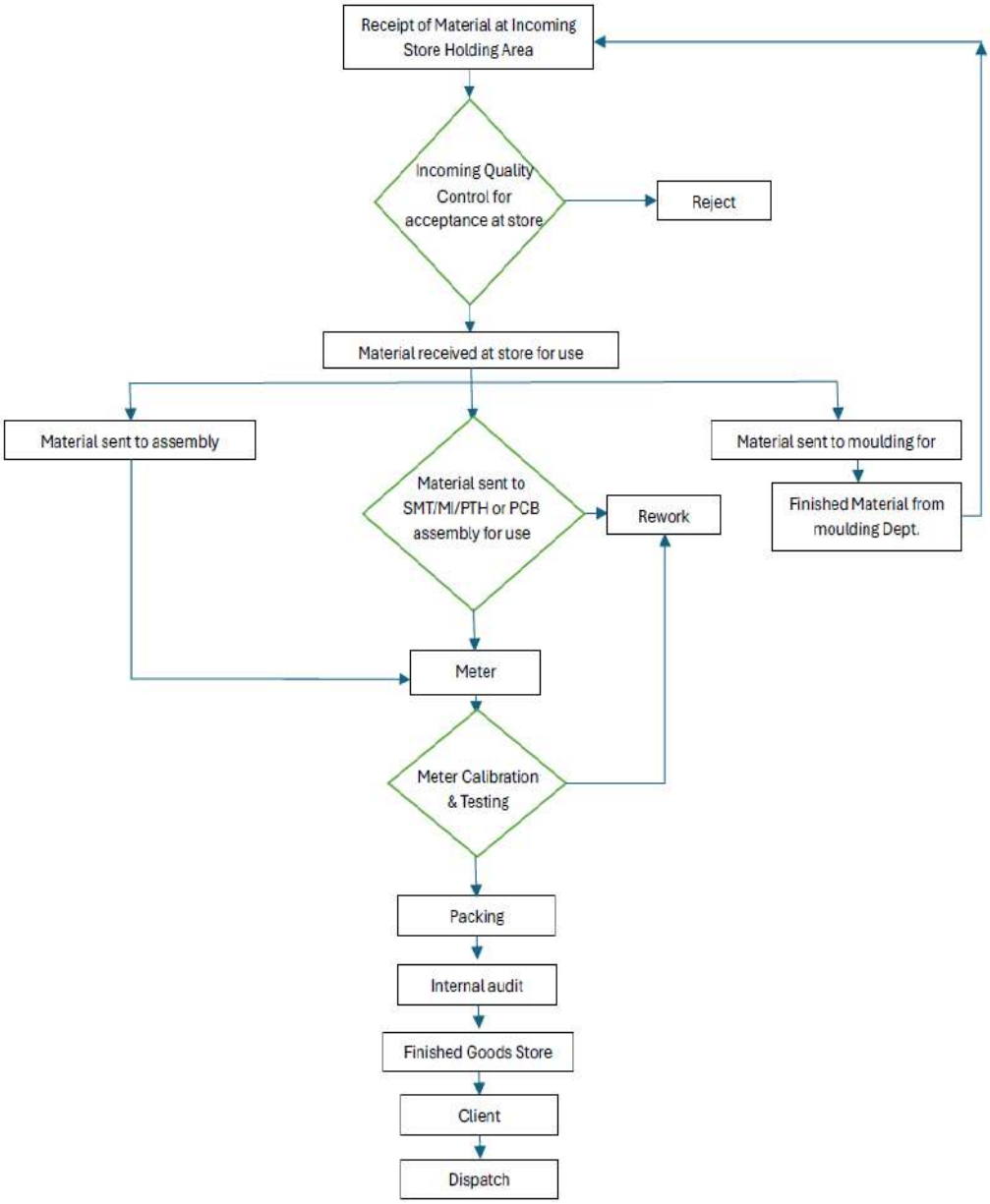
Particulars	2024-25	2023-24	2022-23
Capacity Utilisation (In Units)			
Single Phase Meter	11,10,684	8,91,285	4,92,945
Three Phase Meter	48,588	63,109	12,355
Capacity Utilisation (In %)			
Single Phase Meter	55.53%	44.56%	49.29%
Three Phase Meter	49.59%	63.11%	24.71%

Notes:

1) The information relating to the installed capacity of the manufacturing facility as of the dates included above are based on various assumptions and estimates that have been taken into account for calculation of the installed capacity.

2) Capacity w.r.t Plot No. - 559, Pocket / Block-T, Area – 500 Sq. Mtrs., Sector-20, YEIDA Area, Gautam Budh Nagar, Uttar Pradesh is not considered above, as said plot has been acquired by the Company for investment purposes only.

MANUFACTURING PROCESS:



The flowchart above outlines the production and quality assurance process for energy meters, from the receipt of materials to the final dispatch to clients. Step-by-step explanation of the same is provided below:

1. Receipt of Material: Materials are received and held in the Incoming Store Holding Area. They remain there until quality checks are performed.

2. Incoming Quality Control: The incoming materials undergo quality control checks. Based on the results:
- If the materials pass the quality check, they are accepted and moved to the store for use.
- If they do not meet the standards, they are rejected.

3. Material Storage: Accepted materials are stored until they are needed in production. Proper storage conditions and inventory management ensure a smooth flow of materials.

4. Production Flow:
- Materials are directed to different production stages:
- Assembly: Components such as PCBs and other parts are assembled to create the energy meter.
- Moulding: Polycarbonate material is used in moulding machines to manufacture plastic parts, such as the meter base body and cover. These parts are then sent to the assembly line.

5. PCB Assembly (SMT, MI, and THP):
- In the SMT (Surface Mount Technology) section, electronic components are mounted onto the PCBs. Automated machines perform this task, ensuring precision and quality control with Automatic Optical Inspection (AOI).
- Manual Insertion (MI) is done by skilled operators, where through-hole components like connectors are manually placed on the PCB and soldered through the wave soldering process.
- After assembly, the PCB is functionally tested to ensure electrical continuity and performance. LCD displays are also manually fitted and tested for alignment and functionality.

6. Meter Calibration and Testing: Assembled meters undergo calibration to ensure accurate measurement of electrical parameters. They are subjected to routine and functional tests, including tamper testing and verification of communication modules, if present.

7. Packing: After testing, meters are packed in cartons with shock-absorbent materials to prevent transit damage. They are then sorted, verified, and stored.

8. Internal Audit and Quality Checks: The quality team performs random audits and inspections on finished products to verify quality on a sample basis, ensuring they meet standards and order requirements.

9. Finished Goods Storage: Finished products that pass all inspections are stored in a dedicated area with proper storage conditions until they are ready for dispatch.

10. Dispatch: After final approval and any necessary client inspection, the finished goods are securely packed and dispatched to the client, ensuring timely and safe delivery through suitable logistics channels.

This flow ensures that each product is rigorously checked at multiple stages, guaranteeing high-quality, reliable products for the customer."

KEY BUSINESS METRICS

Segment Wise Revenue Breakup

(₹ in Lakhs)

Particulars	2024-25		2023-24		2022-23	
	Amount	%	Amount	%	Amount	%
Domestic						
Energy Meters	12,433.55	100%	7845.54	100%	4579.75	62.78%
Trading of securities*	-	-	-	-	2674.81	37%
Export						
Energy Meters	-	-	-	-	9.91	0.22%
Trading of securities*	-	-	-	-	-	-
Total	**12,433.55**	**100%**	**7845.54**	**100%**	**7264.47**	**100%**

*The Company initiated trading of securities by amending the Memorandum of Association (MOA) to include this business activity, effective from August 26, 2021. This decision was made in response to the challenges posed by the COVID-19 pandemic, which significantly impacted our manufacturing operations and order execution at that time. To navigate through this tough period and ensure continuity of operations, we explored trading as an alternative means of generating revenue.

As the situation has stabilized and business conditions have returned to normal, we have decided to cease all activities related to trading of securities as of FY 2024. Consequently, we have amended our MOA to remove the relevant business clause, effective from August 27, 2024.

We believe this strategic shift allows us to refocus our efforts on our core manufacturing activities, which have been our primary business since incorporation.

Since its incorporation, the Company has had active manufacturing facilities. Our manufacturing operations have focused on producing products as applicable to the market needs over time, adapting as technology and demand evolved.

Geographic wise Revenue Bifurcation

(₹ in Lakhs)

State Name	2024-25	2023-24	2022-23
Domestic			
Delhi	1,403.29	532.87	573.92
Gujarat	1,706.74	1,882.48	1,434.14
Haryana	-	22.05	10.55
Himachal Pradesh	131.87	144.54	233.55
Jharkhand	-	-	0.01
Karnataka	845.29	2,451.85	0.56
Kerala	-	-	0.20
Madhya Pradesh	2,196	1,396.17	128.25
Maharashtra	0.14	-	118.25
Odisha	539.97	-	-
Rajasthan	2.02	3.06	-
Tamil Nadu	67.64	296.68	419.79
Uttar Pradesh	1,976.58	1,113.34	1,660.51
Uttarakhand	-	-	0.01
Uttaranchal	-	2.50	-
West Bengal	-	-	0.01
Chhatisgarh	3,564.00		
Total Revenue from meters (A)	**12,433.55**	**7,845.54**	**4,579.75**
Export			
Singapore	-	-	9.91
Total (B)	**-**	**-**	**9.91**
Total Revenue from meters (C = A+B)	**12,433.55**	**7,845.54**	**4,589.66**
Total Revenue from Trading of Securities (D)	**-**	**-**	**2,674.81**
Total (C+D)	**12,433.54**	**7,845.54**	**7,264.47**

MAJOR PROJECT COMPLETION EXPERIENCE

S.N.	Party Name	Supply Item Name	Quantity Supplied (Nos.)	Supplied Qty. Value (Rs.In Lacs)
1	Customer 1	3-Ph, 4-wire, 10-60A Whole Current Meter	6,250	131.25
2	Customer 2	1-Ph, 2-wire, 5-30A Fully Static Meter	18,075	147.85
3	Customer 3	1-Ph, 2-wire, 5-30A Fully Static Meter	72,300	591.41
4	Customer 4	3-Phase W.C. Static Meters 10-60A with DLMS.	25,000	525.00
5	Customer 5	1- Ph, 2 wire, 240V, 5-30A Static Energy Meter	95,000	704.90
6	Customer 6	1- Ph Static Meters of 5-30A for Solar Bidirectional.	2,125	12.48
7	Customer 7	1- Ph, 2 wire, Electronic Energy Meter (5-30A) DLMS Type Meter with Box & Seals.	64,000	534.40
8	Customer 8	Supply of 1 Ph 2 wire, 5-30A Static Electronic Energy DLMS Type Meter with Box	1,28,000	1,132.80

LIST OF ONGOING PROJECTS

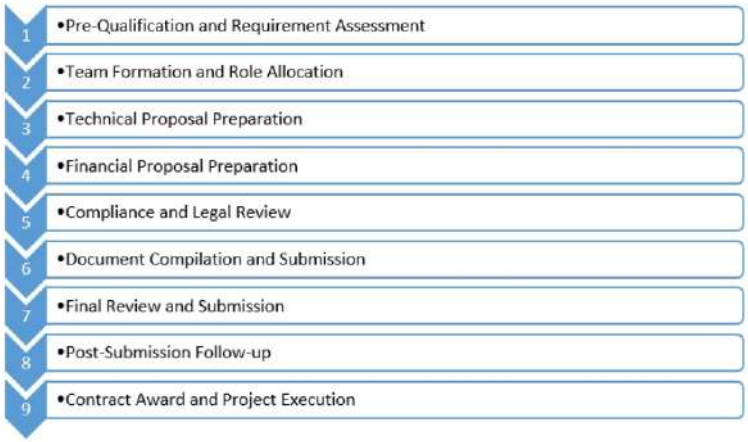
Following projects are ongoing as on date of this Red Herring Prospectus.

Name of Party	Nature of Work	Location	Total Contract Value (In Lacs)
Customer 1	Single Phase Energy Meters	Assam	10,960.00
Customer 2	Energy Meter 1 Phase and Three Phase	Chhattisgarh	8,576.00
Customer 3	Single Phase Energy Meters	Gujarat	8,890.00
Customer 4	Single Phase Energy Meters	Gujarat	6,350.00
Customer 5	Single Phase Energy Meters	Uttar Pradesh	13,700.00
Customer 6	Single phase Energy meter of 5-30A	Maharashtra	7.20
	TOTAL		**48,483.20**

Tenure of projects undertaken by the Company

The tenure of projects undertaken by the Company generally varies between 2 to 3 years depending upon the size of the order and budgets allocated by various central and state government agencies.
Each tender document and purchase order provides a tentative delivery schedule for part of the order quantity. The same can be varied on the discretion of the customer based on the status of the project under progress.

The details of bidding process that the Company undertakes for procuring Government tender



1. Pre-Qualification and Requirement Assessment
- Identify and Review Tender Requirements: Obtain the tender documents, thoroughly review them, and note eligibility criteria, technical specifications, financial requirements, and deadlines.
- Pre-Qualification: Evaluate the company's qualifications against the requirements, including experience, financial capacity, technical capability, and certifications.
- Prepare Compliance Documents: Gather mandatory documents like the company registration, tax certifications, financial statements, and project completion certificates.

2. Team Formation and Role Allocation
- Appoint a Project Leader: Designate a team member to manage the overall process and act as the main point of contact.
- Allocate Tasks: Distribute tasks such as document preparation, technical proposal drafting, and financial proposal development among team members.

3. Technical Proposal Preparation
- Detail Product Specifications: Provide complete information about the electricity meters, including compliance with government standards, design specifications, safety features, and durability.
- Quality Assurance Plans: Describe the quality control and assurance measures in place, including any relevant certifications (e.g., ISO).
- Supporting Documents: Include technical datasheets, product testing results, and any applicable patents.

4. Financial Proposal Preparation
- Cost Breakdown: Offer a detailed cost structure for materials, labour, transportation, and installation. Ensure clarity on taxes, discounts, and warranties.
- Bid Security: Arrange a bid security or bank guarantee as required by the tender, often a percentage of the bid amount.
- Payment Terms and Conditions: Clearly state terms of payment, including any milestone-based payments.

5. Compliance and Legal Review
- Review Contract Terms: Examine all contract terms and conditions for any legal implications, focusing on indemnities, penalties, and dispute resolution.
- Complete Declarations and Affidavits: Many government tenders require affidavits confirming compliance with statutory requirements.

6. Document Compilation and Submission
- Organize Documents: Compile all documents systematically, including the technical proposal, financial proposal, certifications, affidavits, and bid security.
- Check Formatting and Compliance: Ensure the application aligns with the specified format, page limits, and numbering.
- Digital and Hard Copy Preparation: Some tenders require both digital and physical submissions.

7. Final Review and Submission
- Internal Review: Conduct a final review for completeness, accuracy, and compliance with the tender's requirements.
- Approval: Obtain sign-offs from relevant stakeholders within your organization.
- Submit on Time: Submit the application within the designated timeline, ensuring both digital uploads and physical delivery (if applicable) meet the deadline.

8. Post-Submission Follow-up
- Confirmation: Ensure receipt of acknowledgment for submission.
- Clarifications and Queries: Be prepared to respond to any requests from the tendering authority for clarifications or additional information.
- Prepare for Evaluation and Negotiation: If shortlisted, prepare for any further presentations or negotiations with the government agency.

9. Contract Award and Project Execution
- Contract Agreement: Once awarded, review and finalize the contract agreement in coordination with legal counsel.
- Project Kickoff: Start the project according to the agreed-upon timeline and terms, maintaining documentation and reporting as per contract requirements.

MARKETING:

We have developed a marketing network across the country to cover our existing and prospective clients which include government agencies, public sector undertakings, and private entities as well. We have a marketing team led by our promoter, who is responsible for the overall marketing strategies. Our team, through their experience and good bond with clients due to timely and delivery of products and services plays an instrumental role in creating and expanding a work platform for our Company.

Our marketing strategies are framed in the following way which ensures:
- Continuously grasping markets trends
- Supply of Quality Products
- Fulfilment of Order Quantity in timely manner

Our Company uses marketing tools like advertisements, seminars followed by fellowship dinners for clients in order to widen their business scope and to increase business potential and market share. Our Company participates in exhibitions at trade fairs related to electrical products. We also have an effective feedback procedure in place for our clients regarding our products which help us in improving and maintaining the efficiency of our products and achieving desired level of customer satisfaction.

COMPETITION

We operate in a highly competitive market, with participants in the organized and unorganized sector. There are no entry barriers in our industry which puts us to the threat of competition from new entrants. We face competition from other manufacturers, traders, suppliers and importers of APFC Panels, Distribution management and electric equipment in relation to our offerings. Our aim is to provide branded, standardized, and uniform quality products at competitive prices to our consumers. Many of our competitors have substantially large capital base and resources than we do and offer a broader range of products.

We believe that the principal factors affecting competition in our business include relative quality, technical competence, client relationships, reputation, the abilities of employees, market focus, Pricing and timely delivery of the products and services. We believe that our cost effective and integrated offerings, our focus on customer

satisfaction and our reliability combined with our quality consciousness, provide us with a competitive advantage in our business.

i. Set forth below are our significant competitors in each of our product verticals:

Product Vertical	Competitors
Electrical Smart Meters	• HPL Electric & Power Limited • Schneider electric • Genus Power Infrastructures Limited etc. • Secure Meters Limited

OUR COMPETITIVE STRENGTH

1. Strong and Unique Product Technology

By leveraging our core technologies and unique ideas, we continue to provide new value to society. In 1999, Eppeltone Engineers broadened its business operations and established manufacturing facilities to produce energy meters in response to the government of India's push for significant infrastructure projects.

We have a 36,000 sq.ft. (28000sq. ft.+8000sq ft) manufacturing plant in Greater Noida, Uttar Pradesh with advanced technology & machinery and a highly skilled and experienced team. We also have a NABL approved R&D Testing laboratory, with a focus on pioneering futuristic and innovative technologies. We have supporting facilities and offices in Noida, Uttar Pradesh and Okhla, New Delhi.

Eppeltone is committed to providing consumers with quality, cost-effective metering goods and services. We have a CMMI Level III accreditation and certifications including ISO 9001,140001 & 27001 and 'S' mark safety accreditation from the Government of India.

We have trusted long-term relationships with state utility DISCOMs across India. We are approved by over 30 state government utilities and many central public sector undertakings across various states in India and by many blue-chip private turnkey contractors.

Further, we believe that we are able to achieve greater efficiency due to our in-house testing process, reducing the time and the cost of manufacturing our products, from design to commercial production, resulting in higher profit margins.

2. Experienced Promoters, Management and a well- trained employee base:

We have an experienced management team with an established process led by our Promoter and Director, Rohit Chowdhary and Deven Chowdhary, who has significant industry experience of more than 20 years in the electrical equipment industry and has been instrumental in the consistent growth of Our Company. Our Management and employee teams combine expertise and experience to outline plans for the future development of the Company. We believe that the strength of our Management team and their understanding of the Electric Equipment Sector will enable us to continue to take advantage of current and future market opportunities. We believe that our qualified management team provides us a competitive advantage and enables us to function effectively and efficiently.

3. Consistency in Quality and Service Standards:

We follow utmost quality standards in our areas of operation so that our products meet the required Quality standards. It helps us in maintaining a cordial relationship with our customers. We believe that ensuring global standard products will attract domestic and international customers to our Company.

Infrastructure and Certifications

- In House NABL Accredited R&D lab
- CMMI Level III certified
- ISO 9001, 14001 and 27001 certified
- Safety Certification from Govt. Of India
- In House Automatic SMT & PCB Lines
- In House Automatic Moulding Machines
- Approved Across 30+ Central/State PSU
- BIS Marked
- Fully Automatic Testing Equipment

4. Established Relationship with Suppliers:

Our company has a strong relationship with our suppliers and due to our relationships with our suppliers, we get quality and timely supplies of materials. This enables us to manage our inventories and supply quality products on timely basis to our customers.

5. Stable customer base:

Our Company enjoys long-standing relationships with key customers. We supply our products to various government agencies. We have trusted long-term relationships with state utility DISCOMs across India. We are approved by over 30 state government utilities and many central public sector undertakings across various states in India and by many blue-chip private turnkey contractors. Over the last decades, we believe that we have gained valuable experience in assisting our customers by incorporating the latest technologies, efficiently utilising our manufacturing facility, equipment, and materials, and thereby constantly improving our offerings in order to meet their needs.

6. Wide range of Products and Services:

We provide a broad range of products to our customer, we have significantly expanded our product portfolio from time to time. We also provide a wide range of turnkey services with the help of our trained employees and personnel, which increases the scope of our customers and our ability to cater to a diversified clientele base. Although the technical specifications for our products are largely standardized, we may undertake certain customizations of certain products for our institutional and corporate customers.

OUR BUSINESS STRATEGY

1. Expand our geographical network:

After deepening our roots in the Indian market with our products and services, we are further in progression of marking our presence globally. We intend to reach in the international arena too. Currently, our company is focused only certain States in India. However, we intend to cater to the increasing demand of our existing customers and also increase our existing customer base by enhancing the distribution reach of our products in different parts of the country.

We continually seek to enhance our addressable market through private meetings with our proposed customers, by carrying out promotional activities to create awareness for our products. We plan to create a Strong and niche customer base for our products by increasing our focus on increasing our visibility with such institutional customers including Government Institutions, builders, and Developers of residential and commercial projects. Further, our emphasis is on expanding the scale of our operations as well as growing our supply chain network, which we believe will provide opportunities to grow our client base and revenues.

2. Expand our product range with focus on value added products:

Our Company has consistently focused on expanding its product range and introducing modern electric equipment, offering a wide range of features. We seek to utilize our capabilities to develop new products, particularly Gas Meters, and Water Meters.

We also intend to capitalise on the unutilized capacity at our manufacturing facilities to further increase our production and take advantage of the experience of our sales and marketing team to increase acceptance for our electric equipment and enhance our visibility in the domestic and International electric equipment markets, particularly for metering solutions and electric panels.

3. Increasing Operational Efficiency:

We continue to invest in increasing our operational efficiency throughout the organization. Our Company intends to improve efficiencies to achieve cost reductions and have a competitive edge over its peers. Alignment of our people to 'process improvement' through management change and upgrading of skills as required for customer satisfaction is a continuous activity. As a result of these measures, Our Company will be able to increase its operational efficiency.

4. Rationalization of our Working Capital Cycle

Working Capital is a significant expenditure for us, resulting primarily from lengthy working capital cycle and long credit periods extended to our customers. Due to the highly competitive nature of the industry in which we

operate, it is critical for us to rationalize our costs to improve our margins. We seek to implement measures to reduce our working capital cycles and improve our inventory management.

5. Quality Assurance:

Our Company intends to focus on adhering to the quality of our products. Our manufacturing facilities and our products have been accredited with various national and international quality certifications. This is necessary so as to make sure that we maintain the high-quality standards for our offerings and get repeat orders from our customers. This will also aid us in enhancing our brand value and further increase the business opportunities.

SWOT ANALYSIS	
STRENGTHS	**WEAKNESS**
• Established operations and proven track record • Experienced Management Team • Increased adoption of better and energy efficient technology • Technical Partnership with the large players in the industry	• High working capital requirements • Heavy dependence on suppliers • Government Control in Pricing and other factors
OPPORTUNITIES	**THREATS**
• Development of Infrastructure will result in rise in demand • Government investment in electrical infrastructure • Expanding new geographical area • Vide array of stakeholders	• High level competition • Compliance and regulatory risk • Change in Government Policies • No entry barriers for new entrants (Competitors)

RAW MATERIALS

To carry out the business operations of our Company, we require various raw materials. Our major raw materials are:

Capacitor SMD	Bare PCB	Switch - 6x6
Resistors SMD	Battery	LCD
WE Bead	MOV 510	LED
Diode	CTR	Backlight
Transistor	Resistance WWR	Capacitor Elco
Hall Sensor	Switch- 8x8	Crystal
T-Cover	Terminal Block	ST Screw
Knob	Paper Seal	Primary Wire
Shutter	Plastic Seal	Thimble Wire
Nameplate	Tickly	

These raw materials are procured from different suppliers belong to Domestic and international markets. We procure raw material after considering the quotation received from every vendor. Further, we also verify the quality of raw material to be used in the manufacturing of our products. We have been able to secure timely supply of required materials for our existing activity.

Bifurcation of total purchases are provided in the below table:

(₹ in Lakhs)

Particulars	2024-25	2023-24	2022-23
Total purchases	**11,485.29**	**5,493.72**	**3,555.76**
- **Domestic**	**8,807.54**	**3,961.20**	**2,735.98**
% of total	76.69%	72.10%	76.95%
- **International**	**2,677.75**	**1,532.52**	**819.78**
% of total	23.31%	27.90%	23.05%

Bifurcation of international purchases are provided in the below table:

(₹ in Lakhs)

Particulars	2024-25	2023-24	2022-23
Singapore	1,851.70	903.32	393.32
China	564.35	501.74	339.94
Hong Kong	122.10	116.70	72.58
Others	139.60	10.77	13.94
Total	**2,677.75**	**1,532.52**	**819.78**

PLANT & MACHINERY

We have installed sufficient plant and machinery in the manufacturing unit. Details of some major machines are shown as follows:

Sr. No.	Description (including make, model etc)	Quantity
1	Conveyor Belt Machine Arrowcon	3 Nos
2	Programmer IC	1 Nos
3	Die Punch for Single Phase Top	1 Nos
4	Die Punch Block	475 Nos
5	Cavity Injection Mould Smart Base	2 Nos
6	Mould T. Cover Big	2 Nos
7	Mould of T Block	1 Nos
8	Mould of 3 Phase O/T Top	2 Nos
9	T.Cover Moulds/ T Baton Moulds / Charjar Moulds	3 Nos
10	Automatic CartonTaping M/C-VIPL-ETB-236B	1 Nos
11	Digital Multimeter	3 Nos
12	AC/DC Clamp Meter	1 Nos
13	Power Analyzer	1 Nos
14	Universal Tesing Machine	1 Nos
15	AC/DC Clamp Meter Model-DT-725 & Digital Multimeter 19-Super	1 Nos
16	Single Cavity 3 Phase Smart Base - T12	1 Nos
17	Block Type - 12 Mould	2 Nos
18	Shutter Outer-Mould & Outer Top Cover-Mould & Terminal Block - Mould 3 Phase	3 Nos
19	CT Block Mould Type -6	1 Nos
20	Base 1 Cavity & Top Cover 2 Cavity	3 Nos
21	Top Cover-Mould	1 Nos
22	Small Block 2 Cavity Mould & Outer Top Mould Single Cavity Core Side	1 Nos
23	Base Mould 32 Cavity	1 Nos
24	Automatic Cut & Bend machine & and Automatic De- Taping Machine	2 Nos
25	Semi-Automatic Solder Paste Printer	1 Nos
26	Conveyor Items(SS Panel Rack)	1 Nos
27	Yamaha YV100 II (25 Feeder, 10 Nozzle)	1 Nos
28	Reflow Oven Electrovert Omniflex7	1 Nos
29	Conveyor Item(SS Panel Rack)	1 Nos
30	Emtex Fiber Laser Marketing M/C	1 Nos
31	Plastic Injection Moulding Machine (Second Hand)	1 Nos
32	Reflow Pallet-300196-4G & 300197- 4G	8 Nos
33	Ultrasonic Welding Machine	3 Nos
34	Three Phase Test Bench	1 Nos
35	Test Bench - KP-P3001-C	2 Nos
36	TT Printer ZD230:standard EZPL,203 Dpi & DS9308-SR Black USB Kit - DS9308-SR4U210 & DS2208-SR Scanner With Shield USB Cable (Barcode Scanner)	3 Nos
37	DS9308-SR Black USB Kit - DS9308-SR4U210 & DS2208-scanner with shielded USB cable (Barcode Scanner)	2 Nos
38	DS9308-SR Black USB Kit - DS9308-SR4U210 & DS2208-SR Scanner With Shield USB Cable (Barcode Scanner)	3 Nos
39	DS9308-SR Black USB Kit - DS9308-SR4U210 & DS2208-SR Scanner With Shield USB Cable (Barcode Scanner)	2 Nos
40	DS9308-SR Black USB Kit - DS9308-SR4U210 (Barcode Scanner)	1 Nos
41	Injection Mould Machine	1 Nos
42	T. Cover 4 Cavity Mould	1 Nos
43	Mould for Meter	11 Nos
44	Mold 1 Ph Smart Outer Top	1 Nos
45	SMT Base Mould 2 Cavity	1 Nos
46	SMT Pick & Place Machine Model YV-100XG	2 Nos
47	Digital Multimeter & Siron 60W Soldering Iron	1 Nos
48	Air Shower	1 Nos
49	Reflow Oven	1 Nos
50	830L Multimeter	1 Nos
51	ACMA Laser Marking Machine Silver Series	1 Nos
52	Injection Mould Machine	1 Nos

Sr. No.	Description (including make, model etc)	Quantity
53	Single Phase Meter	1 Nos
54	Automatic PCB Magazine Loader & Inspection Conveyor & Cooling Conveyor, Automatic	3 Nos
55	Yamaha YSM20R-2 SMT Pick & Place Machine & Yamaha YCP10 Automatic Solder Paste M/c & Yamaha YSI-V Automatic Optical Insp.Syst	3 Nos
56	Eye Load Fixture & Tensile Load Plate & Test Fixure	3 Nos
57	Three Phase Test Bench	1 Nos
58	Ultrasonic Welding Machine	1 Nos
59	Single Phase Test Bench	3 Nos
60	Smart Metre PCB Testing Jig	1 Nos
61	Stencil for PCB	1 Nos
62	Techwin Reflow Oven	1 Nos
63	Transformer	1 Nos
64	3 PH DC Injection kit	1 Nos
65	Link Conveyor	1 Nos
66	Mould for Meter	1 Nos
67	Single Phase energy meter Test Bench	1 Nos
68	Biometric Attendance Machine	1 Nos
69	R1 Wave Pallet	2 Nos.
70	Conditioning chamber	3 Nos.
71	Smart meter PCB Testing Jig	1 Nos
72	fixed point caliberation single channel	1 Nos
73	Smart meter PCB Testing Jig	1 Nos
74	Single Phase Test Bench	1 Nos
75	Conveyor belt	1 Nos
76	Stencil for PCB	1 Nos
77	Trolley	5 Nos.
78	Pump Servo Sittema	1 Nos
79	Spl Alloy Aluminium horn	1 Nos
80	Wave Pallet	3 Nos.
81	Smart meter PCB Testing Jig	1 Nos
82	Multitec Diogonal Nipper	50 Nos.
83	Mould for meter	1 Nos
84	Stencil for PCB	1 Nos
85	Aluminium Alloy Horn-15Khz	1 Nos
86	Seido Dispensing Robot	1 Nos
87	Mould for meter 1 Phase	4 Nos.
88	Mould for meter 3 Phase	1 Nos
89	Stencil for PCB	1 Nos
90	Mould for meter	1 Nos
91	Working Table (Welding Station)	4 Nos.
92	Dell Poweredge T150 Tower Server	1 Nos
93	Microchip Development Boards Kit-EV31H43	1 Nos
94	Switching Voltage Regulators	1 Nos
95	Mould for meter	4 Nos.

The aforementioned plant and machinery are owned by the Company under its own name

UTILITIES AND INFRASTRUCTURE FACILITIES

Power

Our Company registered office requires power for the normal purposes such as for lighting, computer systems etc. Further, adequate power is available at both the plants situated at G-91, UPSIDC Site V, Industrial Area, Surajpur Kasna Road, Greater Noida, U.P-201306, India and C-327, 3rd Floor, Tower -C, Techno Park, Sector 127, Noida, District Gautam Budh Nagar, Uttar Pradesh – 201301, India which is met through the electric supply by the corporation. We also have inverter facility at all of our offices.

Water

Our Business does not have major water requirements. Water required at premises for human consumption and sanitation purposes is fully met through the water supply made by the Municipal Corporation.

Effluent Treatment

Our Company does not generate any industrial effluents which is hazardous to the environment.

Technology & Internet

We have adequate computer systems, servers and other communication equipment's, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

Export and export obligation

Our Company does not have any export obligation as on the date of this Red Herring Prospectus.

Collaborations / performance guarantee

As on the date of filing of this Red Herring Prospectus, our Company has not entered into any collaborations, or any performance guarantee.

CUSTOMERS AND SUPPLIERS

Customers

The following table sets forth the details of revenue from operations from our top customers:

(₹ in Lakhs unless stated in %)

Particulars	2024-25		2023-24		2022-23	
	Revenue*	%#	Revenue*	%#	Revenue*	%#
Top 1 customers	3,563.99	28.66%	2,451.85	31.24%	1,427.97	31.11%
Top 3 customers	6,548.29	52.67%	4,413.93	56.24%	2,632.72	57.36%
Top 5 customers	8,119.83	65.30%	5,928.01	75.53%	3,387.79	73.81%
Top 10 customers	10,658.73	85.73%	7,434.35	94.73%	4,202.06	91.55%

 # as a percentage of revenue from operation.
** Excluding revenue from trading of securities.*

Suppliers

The following table sets forth the details of purchases from our top suppliers:

(₹ in Lakhs unless stated in %)

Particulars	2024-25		2023-24		2022-23	
	Purchase	%#	Purchase	%#	Purchase	%#
Top 1 Supplier	948.41	8.55%	597.33	10.87%	367.34	5.90%
Top 3 Suppliers	2,631.10	23.71%	1,562.13	28.44%	899.57	14.44%
Top 5 Suppliers	2,861.44	34.14%	2,235.72	40.70%	1,322.57	21.23%
Top 10 Suppliers	5,388.28	48.56%	3,083.40	56.14%	1,889.21	30.32%

 # as a percentage of total purchase.

HUMAN RESOURCES

As on March 31, 2025, we have 164 employees which include Administration, Accounts& Finance, HR, Projects, Procurement, Research & Development, Sales & Marketing, Production & Operations and Designing Department. We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our company looks for specific skill sets, interests and back ground that would be an asset for our business. As on March 31, 2025, we have 199 Contractual employees in our company.

The following table sets forth a breakdown of our employees by department:

Department	Number of Permanent Employees
Administration	4
Accounts & Finance	9
HR	2
Project	1
Procurement	1
Research & Development	20

Department	Number of Permanent Employees
Sales & Marketing	3
Production& Operations	110
Designing Department	11
Maintenance Department	3
Total	**164**

Further, we have not experienced any strikes, work stoppages, labour disputes or actions by or with our employees, and we have cordial relationship with our employees.

OUR PROPERTIES

The details of properties are as follows:

OWNED PROPERTIES

Address of Property	Use	Owned	Covered Area (In sq. Ft.)
Plot No. G-91, UPSIDC Site V, Industrial Area, Surajpur Kasna Road, Greater Noida, U.P-201306	Commercial – Factory	Owned by Company	28,000
Plot No. G-98 Site V, Kasna, UPSIDA Greater Noida, Distt: Gautam Budh Nagar U.P-201306*	Commercial - Proposed New Factory	Owned by Company	14,861
C-327, 3rd Floor, Tower -C, Techno Park, Sector 127, Noida, District Gautam Budh Nagar, Uttar Pradesh - 201301	Branch Office	Owned by Company	665
Plot No. - 559, Pocket / Block-T, Area – 500 Sq. Mtrs., Sector-20, YEIDA Area, Gautam Budh Nagar, Uttar Pradesh	Investment	Owned by Company	5,000

**The building has been registered in the name of the Company on March 06, 2025. Transfer Fees paid to UP State Industrial Dev Authority on March 24, 2025. Surrender Deed made on 21st April, 2025 and registered on May 03, 2025. Registration of lease deed is pending. For further details, please refer to Note I.12 of the Restated Financial Statements beginning on page 183 of this Red Herring Prospectus.*

PROPERTIES TAKEN ON LEASE

Address of Property	Use	Covered Area (In sq. Ft.)	Name of the Lessor	Description of property
A-57 Defence Colony, New Delhi, India	Registered Office	1,900	Rohit Chowdhary	Office on rent at the rent of Rs. 10,000 per month. Rent period started on 26th of July 2024 and end 11 months thereafter unless mutually extended by the parties for mutually an agreeable duration
Plot No H – 164, Site – 5, Area 800, Industrial Area, Surajpur, Situated at Upsida, Kasna, Dist. Gautam Budh Nagar, U.P.	Commercial - Factory	8,000	NY Apparels Pvt Ltd	Factory on rent at the rent of Rs. 1,90,000 per month. Rent period started on 31st July, 2024 thereafter unless mutually extended by the parties for mutually an agreeable duration
Unit No. C-316, Technopark, Plot No. 05, Sector 127, Noida, U.P	Branch Office	495	Divya Sharma	Office on rent at the rent of Rs. 56,000 per month. Rent period started on 01st April, 2025 and end 11 months thereafter unless mutually extended by the parties for mutually an agreeable duration

INSURANCE POLICIES

We have taken insurance policies insuring major risks relating to the stocks and other assets of the company as mentioned below:

Name of Insurer	Type of Policy	Validity Period	Policy No.	Sum Insured (₹ in Lakhs)	Premium p.a (₹)
HDFC ERGO General Insurance Company Limited	Building Insurance	June 17, 2025	2949 2065 6749 8300 000	127.00	13,021
HDFC ERGO General Insurance Company Limited	Stock Insurance	October 20, 2025	2949 2068 95624 800 000	413.68	76,150
IFFCO TOKIO General Insurance Co. Ltd.	Transit Insurance	November 26, 2025	22K76086	5,300.00	1,88,506
TATA AIG General Insurance Co. Ltd.	Brezza Insurance	May 07, 2026	6202867408 00 00	7.11	12,526
TATA AIG General Insurance Co. Ltd.	Honda City Insurance	June 25, 2025	6200 4102 500200	4.96	6,107
TATA AIG General Insurance Co. Ltd.	Private Car Insurance (Hyundai-Aura)	April 21, 2026	6204581440 00 00	5.36	14,319
ICICI Lombard General Insurance Company Limited	Private Car Insurance (Hyundai-Verna)	January 11, 2026	3001/O/375827859/ 00/000.	14.86	20,816
Liberty General Insurance Limited	Creta Insurance	December 4, 2025	2011 2001 0224 7016 2830 2000	6.21	21,560
Zurich Kotak General Insurance Co.(I) Ltd.	Private Car Insurance (Mercedes-Benz)	April 11, 2026	5738003200	49.99	45,191
HDFC ERGO General Insurance Company Limited	Private Car Insurance (Mercedes)	January 27, 2026	2302 2071 3086 3200 000	11.70	53,989
National Insurance	Bike	December 16,2025	361400312462046 43 899	0.12	859
Liberty General Insurance Limited	Innova	May 31, 2026	2011 200102 25 1000076 00 000	8.1	13,190
Cholamandalam MS General Insurance Co. Ltd	Innova Hybrid	April 18, 2026	TCH/97980888	25.08	46,202
The New India Assurance Co. Limited	Machinery	December 11, 2025	3203024624010 0000331 & 3203021124960000 0027	1,074.78	1,26,824

DOMAIN NAME

The details of domain name registered in the name of the Company is:

Sr. No	Domain name	Registrar/website	Creation Date	Date Registration Expiry Date
1	www.eppeltone.in	Tucows Inc.	October 12, 2007	October 12, 2025

INTELLECTUAL PROPERTY

Except as mentioned below, we do not have any registered intellectual property rights as on date of filing this Red Herring Prospectus

Nature of Registration / License	Registration / License No.	Status	Valid Upto	Issuing Authority
Registration of Wordmark under Class 9 “EPPELTONE”	3841261	Registered	23/05/2028	Registrar of Trademarks
Registration of Wordmark under Class 11 “EPPELTONE”	3841262	Registered	23/05/2028	Registrar of Trademarks

Nature of Registration / License	Registration / License No.	Status	Valid Upto	Issuing Authority
Registration of Trademark under Class 9 and 11	6539901	Formalities Check Pass	NA	Registrar of Trademarks

KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Red Herring Prospectus, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.

Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business. Taxation statutes such as the I.T. Act, GST and applicable Labour laws, contractual laws, and intellectual property laws as the case may be, apply to us as they do to any other Indian company. 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. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and are neither designed nor intended to be a substitute for professional legal advice.

APPROVALS

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled "***Government and Other Statutory Approvals***" beginning on page no. 205 of this Red Herring Prospectus.

APPLICABLE LAWS AND REGULATIONS

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company and the business undertaken by our Company. The information detailed in this chapter, is based on the current provisions of key statutes, rules, regulations, notifications, memorandums, circulars, and policies, as amended, and are subject to future amendments, changes and/or modifications. The information detailed in this chapter has been obtained from sources available in the public domain. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

BUSINESS AND/OR KEY INDUSTRY AND/OR TRADE RELATED LAWS AND REGULATIONS:

Central Electricity Authority (Measures Relating To Safety And Electric Supply) Regulations, 2010 ("Safety And Electric Supply Regulations")

The Safety and Electric Supply Regulations lay down general safety requirements with respect to electric supply lines and apparatus, including meters, switchgears, switches and cables. It requires all electric supply lines and apparatus to have adequate rating for power, insulation and estimated fault current and be of adequate mechanical strength for the duty cycle such apparatus may be required to perform and are required to be constructed, installed, protected, worked and maintained in a manner that will ensure safety of human beings, animals and property. It further requires all electric material and apparatus to conform to the relevant specifications prescribed by the BIS or the International Electro-Technical Commission, as applicable. Further, the Safety and Electric Supply Regulations mandates the installation of a suitable switchgear in each conductor of every service line within a consumer's premises, excluding earthed, earthed neutral or earthed external conductor and also requires that such switchgear be encased in a fireproof receptacle.

Central Electricity Authority (Installation and Operation of Meters) Regulations, 2006, As Amended ("Installation and Operation of Meters Regulations")

The Installation and Operation of Meters Regulations prescribe the type, standards, ownership, location, accuracy class, installation, operation, testing and maintenance, access, sealing, safety, meter reading and recording, meter failure or discrepancies, anti–tampering features, quality assurance, calibration and periodical testing of meters, additional meters and adoption of new technologies in respect of interface, consumer, energy accounting and audit meters for accurate accounting, billing and audit of electricity. These regulations are applicable to all meters that are installed or to be installed by all the power generating, transmitting and distribution companies and licensees under the Electricity Act and to all categories of consumers. All meters are required to comply with standards prescribed by the BIS, and consumer meters are also required to comply with any additional specification that may be prescribed by the Central or applicable state Electricity Regulatory Commission. The Installation and Operations of Meters Regulations prescribe specific accuracy classes, anti-tampering features, safety measures and instructions and location for installation of meters.

Further, these regulations require that the testing centers for meters that are installed by licensees under the Electricity Act be accredited by the NABL.

Energy Consumption Act, 2001

The Act regulates and empowers the Government to specify energy consumption standards for notified equipment and appliances, prohibit manufacture, sale, purchase and import of notified equipment and appliances not conforming to energy consumption standards, establish and prescribe energy consumption norms and standards for designated consumers, direct designated consumers to designate or appoint certified energy manager in charge of activities for efficient use of energy and its conservation, get an energy audit conducted by an accredited energy auditor in the specified manner and interval of time, furnish information with regard to energy consumed and action taken on the recommendation of the accredited energy auditor to the designed agency, comply with energy consumption norms and standards, prepare and implement schemes for efficient use of energy and its conservation if the prescribed energy consumption norms and standards are not fulfilled.

The Electricity Act, 2003, as amended ("Electricity Act")

The Electricity Act regulates and governs the generation, transmission and distribution of electricity in India, including by specification of safety standards in relation to electrical supply. The Electricity Act further controls the transmission and use of electricity, including through specifying action to be taken in relation to any electric line or appliance under the control of a consumer for the purpose of eliminating or reducing the risk of personal injury or damage to property or interference with its use. Accordingly, it requires every licensee including transmission and distribution companies under the Electricity Act to supply electricity only through the installation of a correct meter in accordance with regulations made by the Central Electricity Authority ("CEA") in this regard. The Central or state Electricity Regulatory Commission is empowered to adjudicate in respect of any noncompliance with such requirement. Additionally, the Electricity Act levies penalties, including imprisonment, for tampering with and unauthorized use of meters.

Electronics and Information Technology Goods (Requirements for Compulsory Registration) Order, 2012 ("Compulsory Registration Order")

The Compulsory Registration Order Issued by the Department of Electronics and Information Technology, Ministry of Communication and Information Technology, Government of India ("DEIT") prohibits manufacturing, storage, import, sale or distribution of goods which do not conform to the specified standard and do not bear a self-declaration confirming conformance to relevant Indian Standard after obtaining registration from the BIS except for the goods that are manufactured for export. Further, the Compulsory Registration Order mandates that the sub-standard or defective goods which do not conform to the specified standard shall be deformed beyond use by the manufacturer and disposed of as scrap. The DEIT made an addition to the said schedule pursuant to notification no. S.O. 2905(E) dated November 7, 2014 by including self-ballasted LED Lamps for general lighting services and fixed general purpose luminaires, under the Compulsory Registration Order directing the manufacturers of LED lamps and general lighting services mandatorily to obtain BIS registration.

National Electric Code ("NEC")

The NEC is an advisory framework prepared by the BIS in 1985 and subsequently revised in 2011, which contains various established codes of practice to provide assistance on the economic selection, installation and maintenance of electric equipment. The provisions of the NEC are presently not mandatory but are expected to serve as a model for adoption, promoting safety and economy, intending to keep Indian electrical installation practices on par with international best practices. The NEC provides guidelines on the general characteristics of electrical installations, supply characteristics and parameters, including those for switchgears and protection devices, service lines and meters. The NEC is applicable to electrical installations in, amongst others, domestic dwellings, commercial centers and industrial premises, and is applicable to circuits other than internal wiring of electrical apparatus. However, the NEC excludes the requirements falling under the purview of power utilities and tariff related guidance.

Bureau of Indian Standards Act, 2016

The Bureau of Indian Standards Act, 2016, as amended, provides for the standardization, marking and quality certification of goods or articles of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security. The Bureau of Indian Standards Act provides for the functions of the bureau which include, among others (a) recognize as an Indian standard, any standard established for any goods, article, process, system or service by any other institution in India or elsewhere; (b) specify a standard mark to be called the Bureau of Indian Standards Certification Mark; and (c) make such inspection and take such samples of any material or substance as may be necessary.

Bureau of Indian Standards Rules, 2018 (the "Bureau of Indian Standards Rules")

The Bureau of India Standards Rules, 2018, as amended, have been notified, in supersession of the Bureau of Indian Standards Rules, 1987, in so far as they relate to Chapter IV A of the said rules relating to registration of the articles notified by the CentralGovernment, and in supersession of the Bureau of Indian Standards Rules, 2017 except in relation to things done or omitted to be done before such supersession. Under the Bureau of Indian Standards Rules, the bureau is required to establish Indian standards in relation to any goods, article, process, system or service and shall reaffirm, amend, revise or withdraw Indian standards so established as may be necessary.

Information Technology Act, 2000 (the "IT Act") and the rules made thereunder

The IT Act seeks to (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information (ii) facilitate electronic filing of documents and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The IT Act recognises contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data.

The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, Ministry of Electronics and Information Technology, Government of India ("DoIT"), in April 11, 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("IT Security Rules") which prescribe emission of Non Abnoxious and Non Hazardous pollutant in Environment directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate.

The IT Security Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The Legal Metrology Act, 2009 (the "Legal Metrology Act")

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 centers. 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.

The 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, Issue, 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.

The Micro, Small and Medium Enterprises Development Act, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Act was enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise

with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and regulation) Act, 1951 as micro enterprise, where the investment in plant and machinery does not exceed twenty-five lakh rupees; Small enterprise, where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees; or a medium enterprise, where the investment in plant and machinery is more than five crore but does not exceed ten crore rupees and in the case of the enterprise engaged in the services, Micro enterprise, where the investment in equipment does not exceed ten lakh rupees, Small Enterprise where the investment in equipment is more than ten lakh rupees but does not exceed two crore rupees, or Medium Enterprise where the investment in equipment is more than two crore rupees but does not exceed five crore rupees.

ENVIRONMENTAL LAWS

The Environment (Protection) Act of 1986 ("Epa")

The EPA has been formulated by the Government of India for the protection and improvement of the environment in India and for matters connected there with. The EPA is an umbrella legislation designated to provide a framework for the Government of India to co-ordinate activities of various state and central authorities established under previous environmental laws. The EPA vests the Government of India with the power to take any measure it deems necessary or expedient for protecting and improving the quality of the environment and for preventing, controlling and abating environmental pollution. This includes the power to make rules for among other things, determining the quality of environment, standards for emission of discharge of environment pollutants from various sources, inspection of any premises, plan, equipment, machinery, examination of manufacturing processes and materials likely to cause pollution.

The Air (Prevention and Control of Pollution) Act, 1981, ("Air Act")

The Air Act has been enacted to provide for the prevention, control and abatement of air pollution. The Air Act was enacted with a view to protect the environment and surroundings from any adverse effects of the pollutants that may emanate from any factory or manufacturing operation or activity. It lays down the limits with regard to emissions and pollutants that are a direct result of any operation or activity. 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. The State Pollution Control Board is required to grant consent within a period of four months of receipt of an application, but may impose conditions relating to pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board.

The Water (Prevention and Control of Pollution) Act, 1974, ("Water Act")

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, which is empowered to establish standards and conditions that are required to be complied with. In certain cases, the State Pollution Control Board may cause the local Magistrates to restrain the activities of such person who is likely to cause pollution. Penalty for the contravention of the provisions of the Water Act include imposition of fines, or imprisonment, or both.

The Noise Pollution (Regulation & Control) Rules 2000 ("Noise Regulation Rules")

The Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act, 1986

The Public Liability Insurance Act, 1991

The Public Liability Insurance Act, 1991 (the "Public Liability Act") imposes liability on the owner or controller of hazardous substances for death or injury to any person (other than a workman) or any damage to property 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. The owner or handler is also required to an insurance policy insuring him against liability under the legislation. The Public Liability Insurance Rules, 1991 mandate that the owner has to contribute towards the environment relief fund, a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

The Hazardous Wastes (Management Handling and Transboundary Movement) Rules, 2008

The Hazardous Wastes (Management Handling and Transboundary Movement) Rules, 2008 require every occupier and operator of a facility generating hazardous waste to obtain prior approval from the relevant state pollution control board and in case of recycling the hazardous waste permission from the central pollution control board needs to be obtained. The occupier, the transporter and the operator are liable for damage to the environment resulting from improper handling and disposal of hazardous waste. The operator and the occupier are liable for any fine that may be levied by the relevant pollution control board.

Manufacture, Storage and Import of Hazardous Chemical Rules, 1989 ("Hazardous Chemical Rules")

Entities which engage in any industrial activity involving hazardous chemicals are required to adhere to the Hazardous Chemical Rules. There are provisions in relation to major incidents involving hazardous chemicals, safety measures as well as import and transport of hazardous chemicals.

The Solid Wastes Management Rules, 2016 ("Solid Wastes Rules")

The Solid Wastes Rules apply to every domestic, institutional, commercial and any other non-residential solid waste generator except industrial waste, hazardous waste, hazardous chemicals, bio medical wastes, e-waste, lead acid batteries and radio-active waste, that are covered under separate rules framed under the Environment (Protection) Act, 1986. As per the Solid Waste Rules, the local authority or panchayat is required to make an application in Form-I for grant of authorisation for setting up waste processing, treatment or disposal facility, if the volume of waste is exceeding five metric tonnes per day including sanitary landfills from the State Pollution Control Board or the Pollution Control Committee, as the case may be. Any municipal solid waste generated is required to be managed and handled in accordance with the procedures specified in the Municipal Solid Wastes Rules. Penalties for contravention of the provisions of the Municipal Solid Wastes Rules will be as specified in the EPA.

The Plastic Waste Management Rules, 2016

Plastic has multiple uses and the physical and chemical properties lead to commercial success. However, the indiscriminate disposal of plastic has become a major threat to the environment. In particular, the plastic carry bags are the biggest contributors of littered waste and every year, millions of plastic bags end up in to the environment vis-a-vis soil, water bodies, water courses, etc. and it takes an average of one thousand years to decompose completely. In view thereof, the Plastic Waste Management Rules, 2016 was enacted (a) to bring in the responsibilities of producers and generators, both in plastic waste management system and to introduce collect back system of plastic waste by the producers/brand owners, as per extended producers responsibility; (b) to introduce collection of plastic waste management fee through pre-registration of the producers, importers of plastic carry bags/multilayered packaging and vendors selling the same for establishing the waste management system; (c) to promote use of plastic waste for road construction as per Indian road congress guidelines or energy recovery, or waste to oil etc. for gainful utilization of waste and also address the waste disposal Issue; and (d) to entrust more responsibility on waste generators, namely payment of user charge as prescribed by local authority, collection and handing over of waste by the institutional generator and event organizers.

The Batteries (Management and Handling) Rules, 2001, as amended ("Batteries Rules")

The Batteries Rules are framed under the EPA and apply to every manufacturer, importer, re-conditioner, assembler, dealer, recycler, auctioneer, consumer and bulk consumer involved in manufacture, processing, sale, purchase and use of batteries or components thereof. It prescribes the responsibilities of manufacturer, importer, assembler and dealers of the batteries as well as lays down the responsibilities of the recycler of the batteries.

E-Waste (Management) Rules, 2016 ("E-Waste Rules")

The E-Waste Rules apply to every manufacturer, producer, consumer, bulk consumer, collection centres, dealers, e-retailer, refurbisher, dismantler and recycler involved in manufacture, sale, transfer, purchase, collection, storage and processing of e-waste or electrical and electronic equipment, including their components, consumables, parts and spares which make the product operational.

National Green Tribunal Act, 2010

The NGT Act is an act under which the National Green Tribunal ("NGT") has been constituted for the effective and expeditious disposal of cases relating to environmental protection and conservation of forests and other natural resources including enforcement of any legal right relating to environment and giving relief and compensation for damages to persons and property and for matters connected therewith or incidental thereto. The Tribunal's jurisdiction in environmental matters shall provide speedy environmental justice and help reduce the burden of litigation in the higher courts. The Tribunal shall not be bound by the procedure laid down under the Code of Civil

Procedure, 1908, but shall be guided by principles of natural justice. The tribunal is mandated to make and endeavour for disposal of applications or appeals finally within 6 months of filing of the same. Initially, the NGT is proposed to be set up at five places of sittings and will follow circuit procedure for making itself more accessible; New Delhi is the Principal Place of Sitting of the Tribunal and Bhopal, Pune, Kolkata, Allahabad and Chennai shall be the other place of sitting of the Tribunal.

LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED:

The Delhi Shops and Establishments Act, 1954

This Act was enacted to regulate the working conditions of people employed in such shops and establishments. Due to a lack of government oversight, the working conditions of many small businesses and commercial enterprises are prone to a variety of harmful practices such as child exploitation, inappropriate working hours, unreasonably low wages and salaries, a lack of healthy working conditions, and so on. The Act aims to create an authority to oversee these enterprises, improve working conditions for employees, and sanction companies that fail to comply with the Act.

Uttar Pradesh Shops and Commercial Establishment Act, 1962

This Act has been enacted to regulate the conditions of work and employment in Shops and Commercial Establishments and also provides for registration of such Shops and Commercial Establishment in the state of Uttar Pradesh. Section 4B lays down provisions for registration within a period of 3 months from the date of commencement of the business. The Act also provides for regulations such as opening and closing hours of the establishment and prescribes operation of an establishment on day to day basis and its employment conditions.

Municipality Laws

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to Issue trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Approvals from Local Authorities

Setting up of a factory or manufacturing / housing unit entails the requisite planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents are also required from the state pollution control board(s), the relevant state electricity board(s), the state excise authorities, sales tax, among others, are required to be obtained before commencing the building of a factory or the start of manufacturing operations

GENERAL CORPORATE LAWS:

Companies Act, 2013

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of the President of India on 29th August 2013. The Companies Act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private companies into public companies and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors, winding up, voluntary winding up, and appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

The Sale of Goods Act, 1930

The Sale of Goods Act, 1930 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 buyers and sellers, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

The Registration Act, 1908

The Registration Act, 1908 ("Registration Act") was enacted with the object of providing public notice of execution of documents affecting a transfer of interest in property. The Registration Act identifies documents for which registration is compulsory and includes among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in immovable property and a lease of immovable property for any term exceeding one year or reserving a yearly rent. It also provides for non-compulsory registration of documents as enumerated in the provisions.

The Indian Contract Act, 1872

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as 'void' or 'voidable'. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

The Specific Relief Act, 1963

The Specific Relief Act is complementary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for the purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means the Court will order the party to perform his part of the agreement, instead of imposing on him any monetary liability to pay damages to another party.

Negotiable Instruments Act, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheques not being honored by their bankers and returned unpaid. Section 138 of the Act, creates statutory offense in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

The Arbitration and Conciliation Act, 1996

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation.

The Insolvency and Bankruptcy Code, 2016

The Insolvency and Bankruptcy Code, 2016 (the "code") cover Insolvency of individuals, unlimited liability partnerships, Limited Liability partnerships (LLPs) and companies. The Insolvency Regulator (The Insolvency and Bankruptcy Board of India) has been established to exercise regulatory oversight over (a) Insolvency Professionals, (b) Insolvency Professional Agencies and (c) Information Utilities.

TAX RELATED LEGISLATIONS:

Income Tax Act, 1961

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company which is assessed for income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

Goods and Services Tax Act, 2017

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state are levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

EMPLOYMENT AND LABOUR LAWS:

The Code on Wages, 2019 (the "Code")

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. The Code will replace the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees and allow the Central Government to set a minimum statutory wage.

The four existing laws are as follows:

The Payment of Wages Act, 1936

Payment of Wages Act, 1936, as amended by Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made thereunder.

The Minimum Wages Act, 1948

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

The Payment of Bonus Act, 1965

The Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

The Equal Remuneration Act, 1976

The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

Apprentices Act, 1961

The Apprentices Act, 1961, as amended (the Apprentices Act) regulates and controls the programme of training of apprentices and matters connected there with. The term Apprentice means a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. Apprenticeship Training means a course of

training in any industry or establishment undergone in pursuance of a contract of apprenticeship and under prescribed terms and conditions which may be different for different categories of apprentices. Every person engaging as an apprentice is required to enter into a contract of apprenticeship with the employer which is reviewed and registered by the apprenticeship advisor.

Occupational Safety, Health and Working Conditions Code, 2020

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 will 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.

The law that concerns our business is as follows –

The Factories Act, 1948

The Factories Act seeks to regulate labour employed in factories and makes provisions for the safety, health and welfare of workers. It applies to industries in which 10 or more workers are employed on any day of the preceding 12 months in any manufacturing process carried on with the aid of power, or 20 or more than 20 workers are employed in the manufacturing process being carried out 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, registration and licensing of factories. The Factories Act provides that the occupier of a factory, i.e., the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety and welfare of all workers especially in respect of safety and proper maintenance of the factory such that it does not pose health risks, the safe use, handling, storage and transport of factory articles and substances, provision of adequate instruction, training and supervision to ensure workers' health and safety, cleanliness and safe working conditions. The Factories Act also provides for fines to be paid and imprisonment of the manager of the factory in case of any contravention of the provisions of the Factories Act.

Industries (Development and Regulation) Act, 1951, as amended (the "IDR Act")

The IDR Act seeks to regulate certain specified industrial undertakings including the electrical equipment industry engaged in the manufacturing of electrical lamps, electrical furnaces, electronic equipment and electrical cables and wires, amongst others. These industries are required to register with the GoI and obtain a license for the establishment and commencement of manufacturing such products. The registration so obtained shall contain details of installed and production capacity of such industrial undertaking. The GoI is empowered to revoke the registration or the license so granted in certain circumstances. Pursuant to the provisions of the IDR Act, the GoI is empowered to investigate or cause an investigation into and Issue appropriate directions, in relation to an industrial undertaking where it is of the opinion that there has been an unjustified substantial fall in the production volume, marked deterioration in the quality of products manufactured, has been or is likely to be an unjustified increase in price of products manufactured therein, it is necessary to protect resources of national importance that is used in the manufacture of the products therein or where the industrial undertaking is managed to the detriment of the industry or public interest.

Contract Labour (Regulation and Abolition) Act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970 requires establishments that employ or have employed on any day in the preceding twelve months, 20 or more workers as contract labour to be registered. The Act requires the principal employer of an establishment to which the Contract Labour Act applies to make an application for registration of the establishment to employ contract labour in the establishment. Contractor to whom the Contract Labour Act applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license Issued. The Contract Labour Act imposes certain obligations on the contractor including the establishment of canteens, rest rooms, washing facilities, first aid facilities and provision of drinking water and payment of wages. In the event that the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time.

Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979

This law is applicable to all the establishments employing 5 or more migrant workmen from other states. In addition to this, this law is also applicable to contractors who have employed 5 or more inter-State workmen. The establishment must be registered with the local authority while employing migrant workers. This means that an establishment is prohibited from employing migrant workers from other states if they do not have a certificate from the concerned authority. The same law applies to the contractors too who employ workers from one state and deploy them in other states. As per this law, the contractors deploying the migrant workers must provide terms and

conditions of the recruitment to the workers. These are the remuneration payable, hours of work, fixation of wages and other essential amenities.

The Industrial Relations Code, 2020

The Government of India enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will 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. Currently the laws are as follows –

Industrial Disputes Act, 1947

The Industrial Disputes Act, 1947 provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a labour court, tribunal, or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while a proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workers. This Act further provides for direct access for the workers to labour courts or tribunals in case of individual disputes and provides for the constitution of grievance settlement machineries in any establishment having 20 or more workers.

Trade Unions Act, 1926

Provisions of the Trade Union Act, 1926 provide that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive conditions on the conduct of any trade or business etc.

Industrial Employment (Standing Orders) Act, 1946 (the "Standing Orders")

The Standing Orders were passed by the Central Government to bring uniformity in the terms of employment in industrial establishments having 50 or more workmen employed, so as to minimize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within an industrial establishment. The highlights of the Standing Orders are classification of workmen, manner of intimation to workers about work and wage related details, attendance and conditions for leaves, conditions of termination of employment and means of redressal for workmen in different matters.

Code on Social Security, 2020

The Government of India 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 will 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 and the Payment of Gratuity Act, 1972.

The laws that the code shall subsume, are currently as follows –

Employee's Compensation Act, 1923

The Employees' Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the Employees' Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employees' Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations thereof. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of death/serious bodily injury.

Employees State Insurance Act, 1948

The ESIC Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on

the employerto make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

Employee's Provident Fund and Miscellaneous Provisions Act, 1952 and the schemes formulated there under ("Schemes")

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("EPF Act") was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

Child Labour (Prohibition and Regulation) Act, 1986

The Child Labour Prohibition and Regulation Act 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule.

The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Employees' Deposit Linked Insurance Scheme, 1976

The scheme shall be administered by the Central Board constituted under section 6C of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the Act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to the Commissioner or other officer so authorized shall be produced for inspection

from time to time. The amount received as the employer's contribution and Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

The Employees' Pension Scheme, 1995

Family pension in relation to this Act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this Act. Every employee who is a member of EPF or PF has an option of the joining the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the all the employees who are members of the fund.

INTELLECTUAL PROPERTY RIGHTS

Intellectual property in India enjoys protection under both common law and statutes. Under statutes, India provides for patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957 and trademark protection under the Trade Marks Act, 1999. These enactments provide for the protection of intellectual property by imposing civil and criminal liability for infringement. In addition to the domestic laws, India is party to several international intellectual property related instruments including the Patent Cooperation Treaty, 1970, the Paris Convention for the Protection of Industrial Property, 1883, the Berne Convention for the Protection of Literary and Artistic Works, 1886, the Universal Copyright Convention adopted at Geneva in 1952, the International Convention for the Protection of Performers, Producers of Phonograms and Broadcasting Organizations, 1961 and as a member of the World Trade Organisation is a signatory to the Agreement on Trade Related aspects of Intellectual Property Rights.

The Trade Marks Act, 1999 ("Trade Marks Act")

The Trade Marks Act governs the statutory protection of trademarks and prevention of the use of fraudulent marks in India. Indian law permits the registration of trademarks for both goods and services. Under the provisions of the Trade Marks Act, an application for trademark registration may be made with the Trade Marks Registry by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trade Marks Act. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks among others. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010, simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. It also seeks to simplify the law relating to the transfer of ownership of trademarks by assignment or transmission and to bring the law in line with international practices.

Copyright Act, 1957 ("Copyright Act")

The Copyright Act, 1957, along with the Copyright Rules, 1958, (collectively, "Copyright Laws") governs copyrights subsisting in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings, including computer programmes, tables and compilations including computer databases. Computer programme constitutes a literary work under Indian law and is afforded copyright protection and the owner of such computer programme becomes entitled to protect his works against unauthorized use and misappropriation of the copyrighted work or a substantial part thereof. Any act of this nature entitles the copyright owner to obtain relief from a court of law including injunction, damages and accounts of profits. Further, copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work and once registered, copyright protection remains valid until expiry of sixty years from the demise of the author. Reproduction of a copyrighted computer programme for sale or hire or trade exhibit in public or distribution or commercial rental, Issue for sale or commercial rental, issuing copy(ies) of the computer programme or making an adaptation of the work without consent of the copyright owner amounts to infringement of the copyright. However, the Copyright Act prescribes certain fair use exceptions which permit certain acts, which would otherwise be considered copyright infringement.

The Patents Act, 1970 ("Patents Act")

The Patents Act, 1970 ("Patents Act") governs the patent regime in India. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognize product patents as well as process patents. In addition to the broad requirement that an invention satisfy the requirements of novelty, utility and non- obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. Section 39 of the Patents Act also prohibits any person resident in India from applying for a patent for an invention outside India without making an application for a patent for the same invention in India. The term of a patent

granted under the Patents Act pursuant to Section 53 is for a period of twenty years from the date of filing of the application for the patent. A patent shall cease to have effect if the renewal fee is not paid within the period prescribed for the payment of such renewal fee. While the Patents Act prohibits patentability of a 'computer programme' as such, computer programmes in combination with novel hardware could be considered patentable depending on the substance of the invention and applicable provisions of the Patents Act. Computer programmes on their own are excluded from patent protection and are protected as a literary work under the Copyright Laws. In terms of the Patent Act, the patentee holds the exclusive right to prevent third parties from the using, Issuing for sale, selling or importing for such purposes, the patented product or product obtained directly by a process patented in India.

Designs Act, 2000

The Design Act, 2000 came into force in May 2001 to consolidate and amend the law relating to protection of designs. A design refers to the features of shape, configuration, pattern, ornamentation or composition of lines or colours applied to any article, in two or three dimensional or both forms. In order to register a design, it must be new and original and must not be disclosed to the public anywhere in India or any other country by publication in tangible form or in any other way prior to the filing date. A design should be significantly distinguishable from known designs or combination of known designs in order for it to be registerable.

FOREIGN EXCHANGE LAWS:

Foreign Trade (Development and Regulation) Act, 1992

The FTDRA is the main legislation concerning foreign trade in India. The FTDRA, read along with the Foreign Trade (Regulation) Rules, 1993, 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. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTDRA read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code ("IEC") number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract a penalty under the FTDRA.

Foreign Exchange Management Act, 1999 & Rules thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as Issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 as amended in 2019, provide that the total holding by any individual NRI, on a repatriation basis, shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants Issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

Customs Act, 1962 ("Customs Act")

The Customs Act, as amended, regulates import of goods into and export of goods from India by providing for levy and collection of customs duties on goods in accordance with the Customs Tariff Act, 1975. Any company intending to import or export goods is first required to get registered under the Customs Act and obtain an Importer Exporter Code under FTDR. Customs duties are administrated by Central Board of Indirect Tax and Customs under the Ministry of Finance, GoI.

ANTI-TRUST LAWS

Competition Act, 2002

The Act is to prevent practices having adverse effects on competition, to promote and sustain competition in markets, to protect interest of consumers and to ensure freedom of trade in India. The Act deals with prohibition of anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

The Consumer Protection Act, 2019:

Consumer Protection Act, 2019 is a law to protect the interests of the consumers. This Act provides safety to consumers regarding defective products, dissatisfactory services, and unfair trade practices. The basic aim of the Consumer Protection Act, 2019 is to save the rights of the consumers by establishing authorities for timely and effective administration and settlement of consumers' disputes.

GENERAL LAWS

Apart from the above list of laws, which is inclusive in nature and not exhaustive, general laws like the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, Transfer of Property Act, 1882, Information Technology Act, 2000 etc. are also applicable to the Company.

HISTORY AND CORPORATE STRUCTURE

Brief History of Our Company

Our Company was originally incorporated as 'Eppeltone Engineers Private Limited' on September 18, 2002 vide Registration no. 117025 (CIN: U31909DL2002PTC117025) under the provisions of the Companies Act, 1956 with the Registrar of Companies, Delhi. Further, our Company was converted into a public limited company pursuant to board resolution passed at the board of directors meeting held on March 2, 2024 and shareholders resolution passed at the extra-ordinary general meeting on March 4, 2024 and the name of our Company was changed to "Eppeltone Engineers Limited" and a Fresh Certificate of Incorporation dated June 19, 2024 bearing CIN U31909DL2002PLC117025 Issued by the Registrar of Companies, Central Processing Centre. We acquired the running business of the M/s Eppeltone Engineers (a proprietorship concern established in the year 1977 and operated under the leadership of the late Harish Chandra Chowdhary) in the year 2002 as going concern along with all its assets and liabilities. Following this acquisition, the proprietorship concern ceased to exist.

Address of Registered Office

Registered Office	A-57, Defence Colony, New Delhi, Delhi, India, 110024

Change in Registered Office

There has not been any change in our Registered Office since inception till the date of this Red Herring Prospectus.

Main objects of our Company

The object clauses of the Memorandum of Association of our Company enable us to undertake our present activities. The main objects of our Company as contained in our Memorandum of Association of our Company are as follows:

1. *To acquire and take over as a going concern, the unit at Delhi under the name and style of M/s. Eppeltone Engineers alongwith all its assets and liabilities of that unit on such terms and conditions as may be mutually agreed upon. The said unit shall cease to exist after such takeover by the company after its incorporation thereof.*

2. *To develop design, engineer, assemble, manufacture, import, export, buy, sell, repair, run, fabricate, let on hire or otherwise deal in all kinds of electrical and electronic items and electrical/electronic apparatus for any purpose whatsoever and device such as electronic energy meters, water meters, LED luminaires, Battery Chargers & Battery packs, solar power equipment, sheet metal parts, smart grid infrastructure, smart metering infrastructure, UPS and their parts, electronic instruments and equipments used in commercial organisation.*

3. *To develop, design, engineer, process, manufacture, service, buy, sell, exchange, alter, improve, manipulate, prepare, market, import, export or otherwise deal in any and all kinds of equipments and machinery relating to Electronics, Electrical industry, Computer components and its parts and office equipment industry and products and articles directly related thereto including all those which may be ingredients or derivatives thereof or which may be useful in the manufacture or production thereof and also to conduct research and engage in consultancy services in the field of electronics and electrical industry.*

4. *To acquire technical Know-how from and enter into any collaboration agreement in connection with the business of the company as referred to in sub clauses (1) to (3) above.*

5. *To carry on all or any activities relating to the provisions of Electronic Commerce services to Business Organizations either directly or through collaboration, joint venture, or under licenses and/ or trade agreements. E-mail services, Electronic Data Interchange (EDI), Enhanced telefax Services, Electronic Information Services i.e., database Services to support commercial exchanges, other intercompany network applications and for the above purposes, to establish, in India, Messaging backbone network interconnecting different parts of the country in a phase manner.*

6. *To carry on the business in India and abroad as Manufacturers, sellers, wholesalers and retailers and also dealing in online wholesale and retail trading in India and also abroad of all kinds of electrical items, Electronic Goods and electrical apparatus for any purpose whatsoever and device such as electronic energy meters, water meters, LED luminaires, Battery Chargers & Battery packs, solar power equipment, shee metal parts, smart grid infrastructure, smart metering infrastructure, UPS and their parts, electronic instruments and equipments used in commercial organisation.*

Changes in Memorandum of Association

Except as stated below there has been no change in the Memorandum of Association of our Company since its Incorporation:

Particulars	Date of Meeting	Type of Meeting
Increase in the Authorized Share Capital of the Company from Rs. 25.00 Lakhs divided into 2,50,000 Equity Shares of Rs. 10/- each to Rs. 350 Lakhs divided into 35,00,000 Equity Shares of Rs. 10/- each	May 24, 2011	EGM
Increase in the Authorized Share Capital of the Company from Rs. 350 Lakhs divided into 35,00,000 Equity Shares of Rs. 10/- each to Rs. 400 Lakhs divided into 40,00,000 Equity Shares of Rs. 10/- each.	February 25, 2014	EGM
Alteration of Object Clause by replacing the old clause with new clause in the Main object of the Company*	August 26, 2021	EGM
Conversion of our Company from Private Limited to Public Limited Company. Consequently, name of the Company has been changed from "Eppeltone Engineers Private Limited" to "Eppeltone Engineers Limited"	March 04, 2024	EGM
Increase in the Authorized Share Capital of the Company from Rs. 400.00 Lakhs divided into 40,00,000 Equity Shares of Rs. 10/- each to Rs. 500 Lakhs divided into 50,00,000 Equity Shares of Rs. 10/- each	March 05, 2024	EGM
Increase in the Authorized Share Capital of the Company from Rs. 500.00 Lakhs divided into 50,00,000 Equity Shares of Rs. 10/- each to Rs. 1400 Lakhs divided into 1,40,00,000 Equity Shares of Rs. 10/- each	July 26, 2024	EGM
To delete the existing clause III 'A' '5' from the main object clause III 'A' and words debentures, stocks, shares and securities from sub clause 4 of clause III 'B'	August 27, 2024	EGM

Existing Clause III (A) (2):

To develop, design, engineer, assemble, manufacture, import, export, buy, sell, repair, run, fabricate, let on hire or otherwise deal in all kinds of electrical items and electrical apparatus for any purpose whatsoever and device electronic energy meters, UPS and their parts, electronic instruments and equipments used in commercial organization.

Altered existing Clause III (A) (2) and inserted (5) (6) and (7):

(2) To develop, design, engineer, assemble, manufacture, import, export, buy, sell, repair, run, fabricate, let on hire or otherwise deal in all kinds of electrical and electronic items and electrical/electronic apparatus for any purpose whatsoever and device such as electronic energy meters, water meters, LED luminaires, battery chargers & battery packs, solar power equipment, sheet metal parts, smart grid infrastructure, smart metering infrastructure, UPS and their part, electronic instruments and equipments used in commercial organization.

(5) To acquire, hold, sell, buy or otherwise deal in any shares, units, stocks, debentures, debenture stock, bonds, mortgages, obligations and other securities by original subscription, tender, purchase, charge gift of otherwise and to subscribe for the same, either conditionally or otherwise and to underwrite, sub underwrite or guarantee the subscription thereof to purchase and sell above mentioned securities.

(6) To carry on all or any activities relating to the provisions of Electronic Commerce services to Business Organizations either directly or through collaboration, joint venture, or under licenses and/or trade agreements. Email Services, Electronic Data Interchange (EDI), Enhanced telefax Services, Electronic Information Services i.e., database services to support commercial exchanges, other intercompany network applications and for the above purposes, to establish in India, Messaging backbone network interconnecting different parts of the country in a phase manner.

(7) To carry on the business in India and abroad as Manufacturers, sellers, wholesalers and retailers and also dealing in online wholesale and retail trading in India and also abroad of all kinds of electrical items, Electronic Goods and Electrical apparatus for any purpose whatsoever and device such as electronic energy meters, water meters, LED luminaires, Battery Chargers & Battery pucks, solar power equipment, sheet metal parts, smart grid infrastructure, smart metering infrastructure, UPS and their parts, electronic instruments and equipments used in commercial organization.

Key Events and Milestones

Year	Key Events/ Milestone/ Achivements
2002	Incorporation of our Company as "Eppeltone Engineers Private Limited".
2002	Started production of LCD based Static Meter Energy Meters
2009	Installed fully automatic SMT line and moulding machines

Year	Key Events/ Milestone/ Achivements
2016	Factory relocated from Okhla to Greater Noida, Uttar Pradesh and entered manufacturing of Smart Energy and Water Meters. Set up NABL approved In-House Testing Laboratory
2017	Launched the Water Meter product portfolio
2019	Launched CT Meter completing the entire range of LT meters
2020	Launch of Smart Meters as per BIS 16444
2024	Conversion of our Company from Private Limited to Public Limited

Awards and Recognition

The table below sets forth some of the key awards and recognition received by our Company in its history since its incorporation.

Year	Key Events/ Milestone/ Achievements
2016	Received Certificate of Accreditation from National Accreditation Board for Testing and Calibration Laboratories (NABL) for ISO 17025:2017
2020	Received 'S' Mark Safety Accreditation from Ministry of Electronics and Information Technology
2022	Received Certificate of Achievement as one of the top ten Electric Power Transmission and Distribution Equipment Manufacturer from Industry Outlook
2022	Received Certificate of Achievement from CMMI level III for software
2023	Published an Article of our Company in Electrical & Power Info Magazine with tagline "COMMITTED LEGACY OF STRONG& EFFICIENT SOLUTIONS"
2024	Published an Article of our Company in Electrical & Power Info Magazine with tagline "BEST MANUFACTURING COMPANIES FUELING INDIA'S GROWTH"
	Received Certificate of Appreciation under the category of Impact Recognition: India's Highly Regarded Metering Company to Watchout -2024 from Corporate Connects Business Networking
	Received Certificate of Appreciation under the category of Most Recommended Energy Meter Manufactures in India - 2024 from Corporate Connects Business Networking
	Received Certificate of our Company for "Excellence in Manufacturing of Electronic Energy Meters & Smart Meteres".

Other details about our Company

For details of our Company's Business, products, technology, launch of key products or services, entry in new geographies or exit from existing markets and our customers, please refer section titled ***"Our Business"*** and ***"Management's Discussion and Analysis of Financial Conditions and Results of Operations"*** on pages 121 and 188 respectively of this Red Herring Prospectus.

Capital Raising (Debt/ Equity)

For details in relation to our capital raising activities through equity, please refer to the chapter titled ***'Capital Structure'*** beginning on page 60 of the Red Herring Prospectus. For a description of our Company's debt facilities, see ***'Financial Indebtedness'*** on page 186 of the Red Herring Prospectus.

Lock-out or strikes

There have been no lock-outs or strikes in our Company since inception.

Changes in activities of our Company during the last five (5) Years

Except as mentioned in **"Changes in Memorandum of Association"** on page 200 of this Red Herring Prospectus, there have been no changes in the activities of our Company during the last five years which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

Our Holding Company

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

Our Subsidiary & Associate Company

As on the date of this Red Herring Prospectus, our Company does not have any subsidiary & associate company.

Our Joint Ventures

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

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation and location of plants

For information on key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/ facility creation, location of our manufacturing facilities, please see the section titled ***'Business Overview'*** on page 121 of this Red Herring Prospectus.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. if any, in the last ten years

Our company has not undertaken a material acquisition or divestment of any business/undertaking in the ten years preceding the date of this Red Herring Prospectus:

Changes in the Management

For details of change in Management, please see chapter titled ***"Our Management"*** on page 162 of the Red Herring Prospectus.

Injunction or Restraining Order

Except as disclosed in the section titled ***'Outstanding Litigation and Material Developments'*** beginning on page 201 of this Red Herring Prospectus, there are no injunctions/restraining orders that have been passed against our Company.

Number of shareholders of our Company

Our Company has Forty-Six (46) shareholders as on the date of this Red Herring Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled ***'Capital Structure'*** beginning on page 60 of the Red Herring Prospectus

Shareholders Agreements

There are no subsisting shareholder agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Red Herring Prospectus.

Agreement with key managerial personnel or senior management or directors or promoter or any other employee of the Company

There are no agreements entered into by key managerial personnel or senior management or director or Promoter or any other employee, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

Collaboration Agreements

As on date of this Red Herring Prospectus, Our Company is not a party to any collaboration agreements.

Material Agreement

Our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners and/or financial partners, entered into, other than in the ordinary course of business of the Company.

Other Agreements

There are no other agreements/ arrangements and clauses / covenants which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in the offer document.

Strategic or Financial Partners

Our Company does not have any financial and strategic partners as on the date of this Red Herring Prospectus.

Time and Cost Overruns in Setting up Projects

There has been no time/ cost overrun in setting up projects by our Company.

Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of the Red Herring Prospectus.

Non-Compete Agreement

Our Company has not entered into any Non-compete Agreement as on the date of filing of this Red Herring Prospectus.

Joint Venture Agreement

Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Red Herring Prospectus.

Revaluation of Assets

Our Company has not re-valued its assets since its incorporation.

Other Declarations and Disclosures

Our Company is not a listed entity and its securities have not been refused listing at any time by any recognized stock exchange in India or abroad. Further, Our Company has not made any Public Issue or Rights Issue (as defined in the SEBI ICDR Regulations) in the past. No action has been taken against Our Company by any Stock Exchange or by SEBI. Our Company is not a sick company within the meaning of the term as defined in the Sick Industrial Companies (Special Provisions) Act, 1985. Our Company is not under winding up nor has received a notice for striking off its name from the relevant Registrar of Companies.

Guarantees given by promoter

Except as discussed below, as on date of this Draft Red Herring prospectus, our Promoters have not provided any guarantees to third Parties

Sr. No.	Particulars	Given by	Given to
1.	Personal Guarantee	Mr. Rohit Chowdhary (jointly with Mr. Deven Chowdhary)	1. HDFC Bank 2. SIDBI Bank 3. Aditya Birla Finance Limited
2.	Personal Guarantee	Mr. Deven Chowdhary (jointly with Mr. Rohit Chowdhary)	1. HDFC Bank 2. SIDBI Bank 3. Aditya Birla Finance Limited

Conflict of Interest

There are no conflict of interest between the suppliers of raw materials and third-party service providers and the company, Promoter, Promoter Group, Key Managerial Personnel, Directors and its directors.

There are no conflict of interest between the lessor of the immovable properties and the company, Promoter, Promoter Group, Key Managerial Personnel and Directors of the Company.

OUR MANAGEMENT

In terms of Companies Act and our Articles of Association, our Company is required to have a minimum of three Directors and a maximum of fifteen Directors, provided that our Shareholders may appoint more than 15 Directors after passing a special resolution in a general meeting. As on the date of this Red Herring Prospectus, our Board has 5 Directors comprising of 2 Executive Directors, 3 Non-Executive Directors (including 2 Independent Directors, which includes 1 woman Director. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act and the SEBI Listing Regulations.

The following table sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Red Herring Prospectus:

Sr. No.	Name, DIN, Date of Birth, Age, Nationality, Address, Designation, Current Term, Occupation	Other Interests
1.	**Rohit Chowdhary** **Designation:** Managing Director **DIN:** 01995105 **Date of Birth:** *March 31, 1982* **Age:** 43 Years **Occupation:** Business **Nationality:** Indian **Address:** A-57, Defence Colony, South Delhi, Delhi, India 110024 **Current Term:** For a period of 5 years from July 15, 2024 & liable to retire by rotation	• **Directorships** Mahadhani Technologies Private Limited • **Designated Partner** Eppeltron Ventures LLP
2.	**Deven Chowdhary** **Designation:** Whole Time Director **DIN:** 09198677 **Date of Birth:** *November 7, 1988* **Age:** *36* Years **Occupation:** Business **Nationality:** Indian **Address:** A-57, Defence Colony, Lajpat Nagar, South Delhi, Delhi, India 110024 **Current Term**: For a period of 5 years from July 15, 2024 & liable to retire by rotation	NIL
3.	**Reshu Chowdhary** **Designation:** Chairperson and Non-Executive Director **DIN:** 10510320 **Date of Birth:** *October 23, 1982* **Age:** 42 Years **Occupation:** Service	NIL

Sr. No.	Name, DIN, Date of Birth, Age, Nationality, Address, Designation, Current Term, Occupation	Other Interests
	Nationality: Indian **Address:** A-57, Defence Colony, Lajpat Nagar, South Delhi, Delhi, India 110024 **Current Term:** Appointed w.e.f. February 16, 2024 & liable to retire by rotation	
4.	**Sandeep Thukral** **Designation:** Independent Director **DIN:** 03193362 **Date of Birth:** August 27, 1969 **Age:** 55 Years **Occupation:** Practicing Advocate **Nationality:** Indian **Address:** 3/1, Jai Dev Park, East Punjabi Bagh, West Delhi, Delhi, India 110026 **Current Term:** For a period of 5 years from July 20, 2024 & not liable to retire by rotation	• • NIL
5	**Jyoti Bala** **Designation:** Independent Director **DIN:** 07862358 **Date of Birth:** June 21, 1985 **Age:** 39 Years **Occupation:** Practicing Chartered Accountant **Nationality:** Indian **Address:** A-89, New Moti Nagar, Ramesh Nagar H.O, West Delhi, Delhi, India 110015 **Current Term:** For a period of 5 years from July 20, 2024 & not liable to retire by rotation	NIL

BRIEF BIOGRAPHIES OF OUR DIRECTORS

Rohit Chowdhary

Rohit Chowdhary is the Managing Director of our Company. He holds a Bachelor of Engineering degree from Nagpur University and Master of Engineering in Electrical from Delhi College of Engineering. With a career spanning over two decades in the electronics manufacturing industry, joined Eppeltone in 2004 and has been an integral part of its growth and success. His visionary leadership played a pivotal role in establishing the Company's NABL approved R&D Testing laboratory, equipped with testing equipment, ensuring the production of products of the high quality and precision. With his guidance and foresight, the Company's product portfolio has experienced rapid and impressive expansion.

Deven Chowdhary

Deven Chowdhary is Whole-time director of our Company. He holds a Bachelor of Engineering degree, he joined Eppeltone in 2009. He has an experience of 15 years in electronics manufacturing industry. Through his diligent efforts, Eppeltone achieved exceptional efficiency, delivering top-quality metering products promptly and consistently, resulting in maximum client satisfaction.

Reshu Chowdhary

Reshu Chowdhary serves as the Chairperson and Non-Executive Director of our Company, bringing a wealth of knowledge and dedication to her role. She holds an Bachelor of Engineering degree from Maharishi Dayanand University and M.Tech degree from the Delhi College of Engineering and possesses over two years of experience as a Lecturer in Electrical Engineering at Maharaja Agrasen Institute of Technology. In her academic tenure, Reshu Chowdhary played an instrumental role in advancing the institution's academic offerings. She organized national conferences, provided students and faculty with opportunities to engage with emerging industry trends, and was key in establishing new laboratories, thereby enhancing the institution's technical infrastructure.

Since stepping down from her formal teaching position in 2008, Reshu Chowdhary has remained deeply engaged in the field of education. She continues to actively mentor and guide Electrical Engineering students, advising them on complex projects, tackling challenging subjects, and offering career insights. In addition to her work with university students, Reshu Chowdhary is also dedicated to supporting school students in science and mathematics. Through personalized teaching and mentoring, she fosters a love for learning and helps them reach their academic potential. Her commitment to education extends to mentoring over 2,500 students, assisting them with their studies, assignments, and practical projects. This sustained involvement and her commitment to nurturing future engineers underscore her passion for lifelong learning and her impact on future generations of professionals. Reshu Chowdhary's combination of technical expertise, leadership, and devotion to education makes her an invaluable leader and mentor within our organization.

Sandeep Thukral

Sandeep Thukral is an Independent Director of our Company. He has done his graduation in B. Com (Honours) from Shri Ram College of Commerce, Delhi University and thereafter did LLB, again from Delhi University. He has also done ICWA (Inter) from Institute of Cost and Works Accountants of India (ICWAI). He Joined Eppeltone in 2024. He has an experience of practicing advocate in Supreme Court, Delhi High Court, District Courts and has the experience of handling vast variety of legal disputes ranging from Civil, Criminal, Writ Petitions, Arbitrations, NCLT, NCLAT, Prevention of Money Laundering (PMLA), Consumer cases, Debt Recovery Tribunals, etc. Thus, he brings with him legal understanding and knowledge on diverse aspects.

Jyoti Bala

Jyoti Bala is an Independent Director of our Company. She is a Practicing Chartered Accountant, with a career spanning over one decade in the corporate sector, she joined Eppeltone in 2024. She is practicing having experience of more than 13 years. She gained extensive experience in financial management, auditing, and taxation. Over the years, she worked with diverse clients, ranging from small businesses to large corporations, providing them with strategic financial advice and ensuring compliance with regulatory standards.

Details of directorship in companies suspended or delisted

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Red Herring Prospectus, during the term of their directorship in such company.

Further, none of our directors is or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

RELATIONSHIP BETWEEN DIRECTORS OR DIRECTORS AND KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT

Except as stated below, none of the Directors of our Company are related to each other as per section 2(77) of the Companies Act, 2013.

Director/KMP	Other Director/KMP	Relationship
Rohit Chowdhary (Managing Director)	Deven Chowdhary (Whole-time director)	Brother
Rohit Chowdhary (Managing Director)	Reshu Chowdhary (Chairperson & Non-Executive Director)	Spouse
Reshu Chowdhary (Chairperson & Non-Executive Director)	Deven Chowdhary (Whole-time director)	Sister in law

ARRANGEMENTS WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a director or member of a senior management as on the date of this Red Herring Prospectus.

SERVICE CONTRACTS WITH DIRECTORS

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

CONFIRMATIONS

None of the Directors are categorized as a willful defaulter or Fraudulent Borrower, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations.

Neither Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2(1) (p) of the SEBI ICDR Regulations, and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.

None of the Directors has been or is involved as a promoter or director of any other Company which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

None of our Directors have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the stock exchanges in the five years preceding the date of filing of this Red Herring Prospectus with the SEBI, during the term of his/ her directorship in such company.

Further, none of our Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any stock exchange(s) at any time in the past.

BORROWING POWERS

In accordance with our Articles of Association and the applicable provisions of the Companies Act, and pursuant to a special resolution of our Shareholders at an Extra Ordinary General Meeting held on July 26, 2024, our Board is authorized to borrow monies from time to time in excess of aggregate of paid up share capital and free reserves (apart from temporary loans obtained/ to be obtained from bankers in the ordinary course of business), provided that the outstanding amount of such borrowing at any point of time shall not exceed ₹ 500 crores.

COMPENSATION AND REMUNERATIONS

Compensation of Managing Director

Pursuant to a resolution passed by the Board of Directors at the meeting held on July 15, 2024, Rohit Chowdhary was appointed as a Managing Director of our Company for a period of five (05) years with effect from July 15, 2024, which was duly approved by the Shareholders of our Company at an Extra Ordinary General Meeting held on July 26, 2024. The terms of remuneration, including his salary, allowances and perquisites were approved in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms of remuneration of our Managing Director have been summarized below:

Period	For a period of 5 years from July 15, 2024
Remuneration	Basic salary of Rs. 8,00,000/- per month
Perquisites	Reimbursement of expenses on medical treatment incurred the appointee and his family subject to ceiling of one month salary in a year or three months' salary over a period of five years. Provision of Car for official-cum-personal use, however, the valuation for personal use of car shall be treated as perquisite in the hands of the Managing Director. Provisions of Telephone at residence for official-cum-personal use. However, the valuation of personal use of the telephone shall be treated as a perquisite of the Managing Director. Reimbursement of all entertainment, traveling, hotel and other expenses incurred by the Managing Director during the course of and in connection with the business of the Company.

Remuneration in the event of loss or inadequacy of profits	In the event of inadequacy or absence of profits in any financial years during his tenure, the Managing Director will be entitled to above remuneration along with the perquisites/ benefits mentioned above by way of minimum remuneration.

Compensation of Whole Time Director

Pursuant to a resolution passed by the Board of Directors at the meeting held on July 15, 2024, Deven Chowdhary was appointed as a Whole Time Director of our Company for a period of five (05) years with effect from July 15, 2024, which was duly approved by the Shareholders of our Company at an Extra Ordinary General Meeting held on July 26, 2024. The terms of remuneration, including his salary, allowances and perquisites were approved in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms of remuneration of our Whole Time Director have been summarized below:

Period	For a period of 5 years from July 15, 2024
Remuneration	Basic salary of Rs. 8,00,000/- per month

Remuneration Paid to Directors

Details of the remuneration paid to the executive directors of our company are as follows:

Names of the Director	Remuneration paid for the Financial Year 2024-25 (₹ in Lakhs)
Rohit Chowdhary	96.00
Deven Chowdhary	96.00

Sitting fees and commission to Non-Executive Directors and Independent Directors

Non-Executive Directors of the company - both Independent and Non-Independent - may be paid sitting fee, commission, and any other amounts as may be decided by our board in accordance with the provisions of the Articles of Association, the Companies Act, and other applicable laws & regulations. Sandeep Thukral and Jyoti Bala has received remuneration of ₹ 60,000 and ₹ 67,500 respectively during the Financial Year 2024-25. Reshu Chowdhary has not received any remuneration from our Company during the Financial Year 2024-25.

Contingent and deferred compensation payable to the Directors

As on the date of this Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

Bonus or profit-sharing plan for our directors

Our Company does not have any performance-linked bonus or a profit-sharing plan in which our directors have participated.

SHAREHOLDING OF OUR DIRECTORS

Except as stated below, none of our directors hold any Equity Shares of our company as on the date of this Red Herring Prospectus:

Name of Directors	Number of Equity Shares held	% of the pre-Issue Equity Share Capital
Rohit Chowdhary	51,27,540	53.83%
Deven Chowdhary	28,04,000	29.44%
Reshu Chowdhary	19,930	0.21%
Total	**79,51,470**	**83.48%**

None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Red Herring Prospectus.

The Articles of Association do not require the Directors to hold any qualification shares.

INTEREST OF DIRECTORS

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses

payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. For further details, please refer chapter titled ***'Our Management'*** beginning on page 162 of this Red Herring Prospectus.

Our directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our directors are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/Members/Partners. Further our directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners and for the details of Personal Guarantee given by Directors towards Financial facilities of our Company please refer *to* ***'Financial Indebtedness'*** on page 186 of this Red Herring Prospectus.

Except as stated otherwise in this Red Herring Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Other than our promoter, none of the other Directors have any interest in the promotion of our Company other than in the ordinary course of business.

INTEREST IN PROPERTY, LAND, CONSTRUCTION OF BUILDING, SUPPLY OF MACHINERY

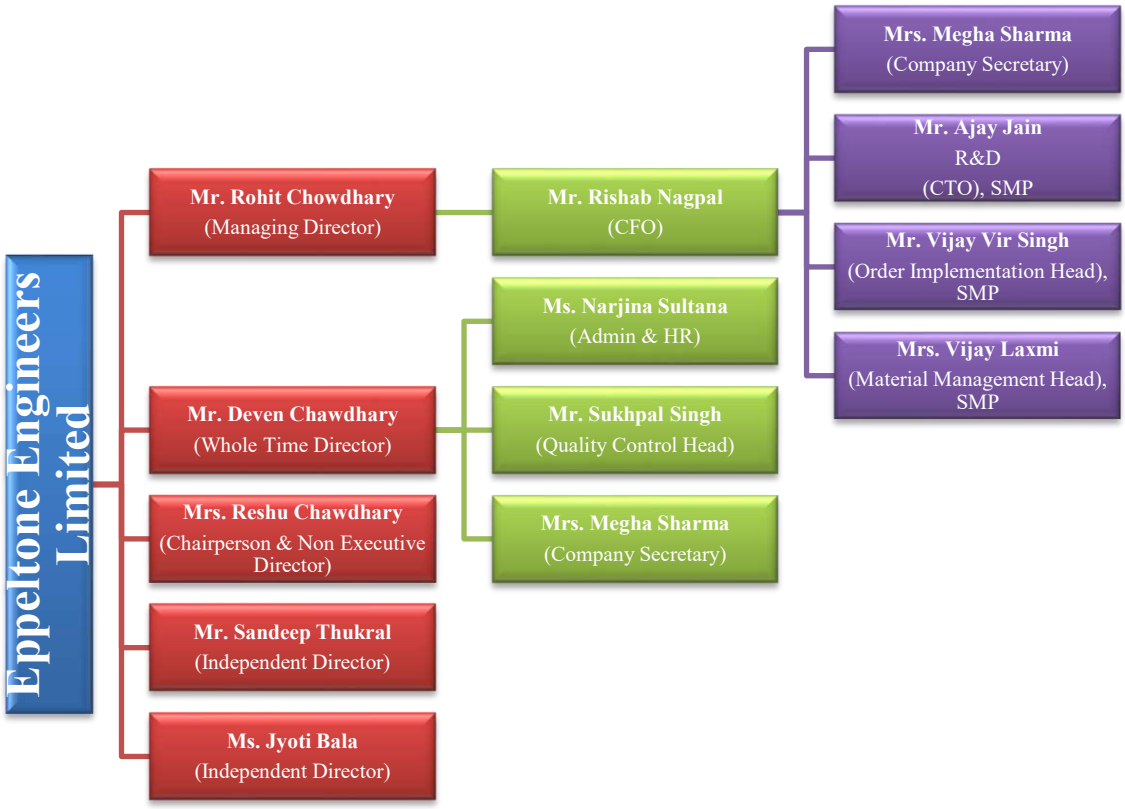
Our Directors do not have any interest in any property acquired by our Company within three years preceding the date of filing this Red Herring Prospectus or any property proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements except as stated in ***'Restated Financial Information'*** on page 183 of this Red Herring Prospectus.

CHANGES IN THE BOARD OF DIRECTORS IN THE LAST THREE YEARS PRECEDING THE DATE OF THIS RED HERRING PROSPECTUS

There have been no changes in the Board of Directors of our Company during the last 3 (three) years from this Red Herring Prospectus except as stated below:

Name of the Director	Date of Appointment	Reasons for change
Reshu Chowdhary	February 16, 2024	Appointed as Additional Non-Executive Director
Rohit Chowdhary	July 15, 2024	Redesignated as Managing Director
Deven Chowdhary	July 15, 2024	Redesignated as Whole Time Director
Sandeep Thukral	July 20, 2024	Appointed as Additional Independent Director
Jyoti Bala	July 20, 2024	Appointed as Additional Independent Director
Reshu Chowdhary	July 26, 2024	Regularized as Non-Executive Director
Sandeep Thukral	July 26, 2024	Regularized as Independent Director
Jyoti Bala	July 26, 2024	Regularized as Independent Director

MANAGEMENT ORGANIZATION STRUCTURE



COMPLIANCE WITH CORPORATE GOVERNANCES

In addition to the applicable provisions of the Companies Act, 2013 with respect to corporate governance, provisions of the SEBI Listing Regulations will also be complied with the extent applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchange.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas.

Our Board of Directors consist of Five (5) directors of which two (2) are Independent Directors (of which 1 Director is a woman), two (2) are Executive Directors and one (1) is woman Non-Executive Director on the Board. Our Company is in compliance with the corporate governance norms prescribed under the Companies Act, 2013, particularly, in relation to appointment of Independent Directors to our Board and constitution of Board-level committees.

The following committees have been constituted in terms of SEBI Listing Regulations and the Companies Act, 2013;

1. Audit Committee

Our Company has formed an Audit Committee, vide Board Resolution dated July 20, 2024 as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) Rules, 2014 and Regulation 18 of SEBI Listing Regulations. The Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Sandeep Thukral	Chairman	Independent Director
Jyoti Bala	Member	Independent Director
Reshu Chowdhary	Member	Non-Executive Director

a) Tenure of the Committee

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

b) Meetings of the Committee

The committee shall meet at least four times in a year and not more than 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two independent members at each meeting. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries.

c) Role of the Committee

The Role of Audit Committee shall be as under:

- the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- review and monitor the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and auditor's report thereon;
- approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters.
- Any other responsibility as may be assigned by the board from time to time.

2. Stakeholders Relationship Committee

Our Company has formed Stakeholders Relationship Committee vide Board Resolution dated July 20, 2024 as per the applicable provisions of the Section 178(5) of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 20 of SEBI Listing Regulations. The Stakeholders Relationship Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Jyoti Bala	Chairperson	Independent Director
Reshu Chowdhary	Member	Non-Executive Director
Deven Chowdhary	Member	Whole-Time Director

The scope and function of the Committee and its terms of reference shall include the following:

a) Tenure of the Committee

The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.

b) Meetings of the Committee

The Stakeholders Relationship Committee shall meet at least once a year and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The Chairperson of the Stakeholders Relationship Committee shall be present at the Annual General Meeting to answer queries of the securities holders. The Quorum shall be two members present.

c) Role of the Committee

The role of the Stakeholders Relationship Committee shall be as under:

- Redressing of shareholder and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate /split/consolidated share certificates;
- Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our company, including review of cases for refusal of transfer/transmission of shares and debentures;
- Reference to statutory and regulatory authorities regarding investor grievances;
- To otherwise ensure proper and timely attendance and redressal of investor queries and grivances;
- And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

3. Nomination and Remuneration Committee

Our Company has formed a Nomination and Remuneration Committee vide Board Resolution dated July 20, 2024 as per the applicable provisions of the Schedule V and other applicable provisions of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 19 of SEBI Listing Regulations. The Nomination and Remuneration Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Sandeep Thukral	Chairman	Independent Director
Jyoti Bala	Member	Independent Director
Reshu Chowdhary	Member	Non-Executive Director

The scope and function of the Committee and its terms of reference shall include the following:

a) Tenure of the Committee

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

b) Meetings of the Committee

The committee shall meet as and when the need arises, subject to at least once in a year. The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance. The Chairman of the Nomination and Remuneration Committee is entitled to attend the Annual General Meeting of the company to answer shareholder queries.

c) Role of the Committee

The role of the Nomination and Remuneration Committee shall be as under:

- formulating the criteria for determining qualifications, positive attributes and independence of a director;
- Recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and senior management personnel or other employees
- Formulation of criteria for evaluation of independent director and board;
- Recommendation to the Board, appointment and removal of director, KMP, and senior management personnel;
- To carry out any other functions as mandated by the board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable.

4. IPO Committee

Our Company has formed an IPO Committee vide Board Resolution dated July 20, 2024 which shall comprise following members:

Name of the Director	Status in Committee	Nature of Directorship
Rohit Chowdhary	Chairman	Managing Director
Deven Chowdhary	Member	Whole-time director
Reshu Chowdhary	Member	Non-Executive Director

a) Powers of the Committee are set forth below:

1. The IPO Committee has been constituted to decide the terms and conditions of the Issue, finalization and filing of the Draft Red Herring Prospectus and Red Herring Prospectus with SEBI, the Stock Exchanges and other regulatory bodies as may be required.
2. Handle all matter relating to appointment of intermediaries and advisors in relation to the IPO.
3. Deciding on allocation of the equity shares to specific categories of persons.
4. Opening of bank accounts, securities account, escrow or custodian accounts, submitting applications and seeking listing of Equity Shares with the Stock Exchanges.
5. Determining and finalizing the price band, bid opening and closing date of this Issue, approving and finalizing the 'Basis of Allocation'.
6. Determining the price at which the Equity Shares are to be issued to the investors;
7. Settling difficulties and doubts arising in relation to the IPO.
8. Empowering the authorized officers to enter and execute any agreements or arrangements in relation to the IPO; and
9. Carry out all acts and take all decisions as may be necessary for the purposes of the IPO and listing.

b) Quorum

The Quorum for the committee meeting shall be the presence of any 2 (two) of the members.

c) Decision & Voting Power

All the decision of the committee shall be taken by vote of majority. Members of the committee shall be entitled to vote, in case of equality. The Chairman shall have one casting vote.

The Secretary and Chief Financial Officer of the Company shall attend and participate at but shall not have the right to vote.

5. Prevention of Sexual Harassment Committee

Our Company has formed a Prevention of Sexual Harassment Committee (POSH) vide Board Resolution dated July 20, 2024 as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which shall comprise following members:

Name of the Members	Designation in the Committee	Position held in company
Reshu Chowdhary	Woman Member	Non-Executive Director
Narjina Sultana	Woman Member	Admin & HR - Manager
Rohit Chowdhary	Member	Managing Director
Nandita Banerjee	Member from NGO	Member

a) Powers of the Committee are set forth below:

1. The POSH committee receives, and inquiring complaints related to sexual harassment at the workplace.
2. It conducts inquiries into the complaints following established procedures.
3. The POSH committee its findings and recommendations based on the inquiry.
4. It collaborates with the employer to implement appropriate actions.
5. Conducting workshops and training sessions
6. Creating awareness about and Monitoring implementation of sexual harassment policies
7. Ensuring compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

b) Decision Procedure & Voting Power

When a complaint about sexual harassment is made to the POSH committee, it conducts a detailed inquiry. It determines whether the complainant has genuinely experienced harassment. Based on its findings, the POSH committee delivers a verdict. If the accused is found guilty, the committee decides the severity of the punishment.

All the decisions of the POSH committee shall be taken by way of majority of the members.

6. Corporate Social Responsibility Committee

Our Company has formed a Corporate Social Responsibility Committee, vide Board Resolution dated July 20, 2024 as per the applicable provisions of the Section 135 of the Companies Act, 2013. The Corporate Social Responsibility Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Jyoti Bala	Chairperson	Independent Director
Rohit Chowdhary	Member	Managing Director
Deven Chowdhary	Member	Whole Time Director

The scope and functions of the corporate social responsibility committee are in accordance with section 135 of the Companies Act, 2013 and its terms of reference are set forth below:

1. formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, as amended;
2. recommend the amount of expenditure to be incurred on the activities referred to in clause (1);
3. monitor the corporate social responsibility policy of the Company and its implementation from time to time;
4. any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval

of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time

The Committee shall consider the permissible CSR activities relating to the following:

1. eradicating extreme hunger and poverty
2. Promotion of education
3. Promoting gender equality and empowering women
4. Reducing child mortality and improving maternal health
5. Combating human immunodeficiency virus, acquired immune deficiency syndrome, malaria and other disease
6. Ensuring environmental sustainability
7. Employment enhancing vocational skills
8. Social business projects
9. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government or the State Government for socio-economic development relief and funds for the welfare of the scheduled casts, the schedules tribes, other backward classes, minorities and women
10. Such other matters as may be prescribed

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL:

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

Rohit Chowdhary, Managing Director

For details see the section titled, ***'Brief Profile of Directors'*** on page 207 of this Red Herring Prospectus.

Rishab Nagpal, Chief Financial Officer

Rishab Nagpal is the Chief Financial Officer (CFO) of our company. At the age of 22, he has already distinguished himself as a Chartered Accountant, and also holds a bachelor's degree in law (LL.B) and commerce (B. Com); with a broad spectrum of expertise encompassing taxation, auditing, mergers, finance management, costing, and company law. He has an experience of over 6 years in the field of Auditing and Finance. His dedication to excellence and his dynamic approach to the ever-evolving business landscape equip him with a unique and competitive advantage. His relentless pursuit of innovative strategies and solutions not only ensures the financial Strength of our organization but also drives its strategic growth.

Megha Sharma, Company Secretary & Compliance Officer

Megha Sharma is a company secretary and compliance officer of our company. With over 3 years of experience at Sankalp Buildmart Private Limited, she has served as the Company Secretary, specializing in Corporate Governance and Secretarial Compliances. She gained expertise in administration of the company, maintaining statutory books, including registers of members, directors and secretaries, and shareholders along with shareholdings, organizing board meetings and AGM's, preparing agendas, notices and taking minutes, monitoring changes in relevant legislations and the regulatory environment and take appropriate actions with reporting to the management. Further she has also served as Assistant Manager at Anshika & Associates for 1.5 years, where she managed a comprehensive suite of statutory and regulatory obligations for listed entities. Her key duties encompassed overseeing Quarterly and Half-Yearly regulatory submissions, ensuring compliance with Annual disclosure requirements under SEBI (LODR) Regulations, addressing Investor Grievances on the SCORES portal, and maintaining stringent adherence to SEBI Insider Trading Regulations.

SENIOR MANAGEMENT

The details of our Senior Management as on the date of this Red Herring Prospectus are as follows:

Name, Designation, Date of Joining, Qualification, Term	Previous Employment
Ajay Jain **Designation:** Chief Technology Officer **Date of Joining:** October 01, 2023 **Term:** NA	NA

Name, Designation, Date of Joining, Qualification, Term	Previous Employment
Qualification: Bachelor in technology **Age (years):** 68 **Brief Profile:** Ajay Jain is R&D-CTO in our Company. He holds a B. Tech degree from reputed IIT, Kharagpur. With a career spanning over four decades in the electronics manufacturing industry, he joined our Company in 2023 and has been an integral part of its growth and success. He designs medium and high-end embedded systems, and he oversees the entire development process including design, development, prototyping, testing, evaluation, and handing over.	
Vijay Vir Singh **Designation:** Order Implemention Head **Date of Joining:** December 20, 2023 **Term:** NA **Qualification:** Bachelor & Diploma in Electronics and Telecommunication **Age (years):** 44 **Brief Profile:** Vijay Vir Singh is head of DGM Operation in our company. He holds a Diploma & degree in Bachelor of Engineering. He holds over, 21+ years of experience in Operation / Planning / Quality / Audits / Purchase / Moulding / SMT & MI / Cost Reduction / Marketing / Dispatch / All type documentations / Managing the Manpower & Team. Virtual Electronics manufacturing and a dynamic leader with extensive experience.	i. Nippon Audiotronix Limited as Junior Engineer in Production from January 2003 to February 2004 ii. Indoasian Fuse Gear Limited as Senior Engineer in Quality Control from July 2004 to February 2010. iii. G.S. Lighting Private Limited as Assistant Manager in Quality Control from February 2010 to October 2013.
Vijay Laxmi **Designation:** Material Management Head **Date of Joining:** June 11, 2024 **Term:** NA **Qualification:** Mechanical Engineering **Age (years):** 26 **Brief Profile:** Vijay Laxmi is head of Material Procurement Officer in our company. She holds a Diploma from reputed MG Polytechnic, Hathras. She Joined Eppeltone in 2024. She has expertise in relationship buildup with new vendor, follow up, price negotiation, PO making etc. She has an experience of more than 7 years as a Purchase Manager.	i. Global Autotech Private Limited in purchase department for a period of 1 year ii. Om Electrotech India Limited as purchase executive for a period of 1 year iii. Picano Interio LLP as purchase manager for a period of 5 year
Sukhpal Singh **Designation:** Deputy General Manager - Quality Control **Date of Joining:** May 06, 2024 **Term:** NA **Qualification:** Diploma in Electronics Engineering **Age (years):** 57 **Brief Profile:** Sukhpal Singh is Deputy General Manager of Quality. He has qualitative experience not only with quality control activities but also in implementing IATF 16949 /ISO 9001 / EMS14001 / VDA 6.3 standards as well as Statistical Tools and Techniques. Won best "KAIZEN" award / Silver Medal for Development of fixture / Continual	i. Crompton Greaves Limited as an Assistant Manager in Quality Department & Deputy Manager from October 1989 to February 2006 ii. William E. Connor & Associates Limited as a QA Administrator from March 2006 to January 2019 iii. Mandeep Cables Private Limited as a Manager-Quality Systems February 2019 to April 2023

Name, Designation, Date of Joining, Qualification, Term	Previous Employment
improvement respectively. He has an experience of more than 34 years as Manager in Quality department.	
Narjina Sultana **Designation:** Admin & HR - Manager **Date of Joining:** November 21, 2022 **Term:** NA **Qualification:** B.Tech in Civil Engineering **Age (years):** 26 **Brief Profile:** Narjina Sultana Manager is HR & Administration in our company. She Holds a B. Tech Degree. She became an integral part of Eppeltone in 2022. She has expertise in HR & Administration, recruitment, employee induction, training and development, Talent Management processing, Screening, grievance handling, payroll, and Employee Engagement. She is Proficient in handling day-to-day administrative activities within the framework of organizations policies. She has an experience of more than 4 years as Manager in HR department.	i. Aksh Outsourcing Management Services Private Limited as a HR Recruiter from January 2019 to January 2021. ii. Gopali Dairy and Farms Private Limited as a HR Executive from February 2021 to September 2021. Hitech Enviro Engineers & Consultants Private Limited as an Assistant Manager – HR from September 2021 to November 2022.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Except as stated below, none of the Key Managerial Personnel of our Company are related to each other as per section 2(77) of the Companies Act, 2013.

Director/KMP	Other Director/KMP	Relationship
Rohit Chowdhary (Managing Director)	Deven Chowdhary (Whole-time director)	Brother

ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS/CUSTOMERS/ SUPPLIERS

None of the above Key Managerial Personnel have entered into to any arrangement/ understanding with major shareholders/customers/suppliers as on the date of this Red Herring Prospectus.

STATUS OF KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL IN OUR COMPANY

All our key managerial personnel and Senior Management Personnel are permanent employees of our Company.

BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

Our Company does not have a profit sharing plans for the Key Management Personnel and Senior Management Personnel.

SERVICE CONTRACTS OF THE KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

Except for the terms set forth in the appointment letters, the Key Managerial Personnel and Senior Management Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

LOANS AVAILED BY DIRECTORS / KEY MANAGERIAL PERSONNEL / SENIOR MANAGEMENT PERSONNEL OF OUR COMPANY

None of the Key Managerial Personnel, Senior Management Personnel and directors have availed loan from our Company which is outstanding as on the date of this Red Herring Prospectus.

SHAREHOLDING OF KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL IN OUR COMPANY

Except as stated below, none of our Key Managerial Personnel and Senior Management Personnel hold any Equity Shares of our company as on the date of this Red Herring Prospectus:

Name of KMP/SMP	Number of Equity Shares held	% of the pre-Issue Equity Share Capital
Rohit Chowdhary	51,27,540	53.83%
Deven Chowdhary	28,04,000	29.44%
Total	**79,31,540**	**83.27%**

INTEREST OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

Except as disclosed in this Red Herring Prospectus, the Key Managerial Personnel and Senior Management Personnel of our Company do not have any interest in our Company other than to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation accrued for Fiscal 2024.

ATTRITION OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

As on the date of filing of this Red Herring Prospectus, history of attrition rate of our Key managerial personnel of our company is not higher than the industry attrition rate.

EMPLOYEE STOCK OPTION OR EMPLOYEE STOCK PURCHASE

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Red Herring Prospectus.

CHANGES IN OUR COMPANY'S KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL DURING THE LAST THREE YEARS

Name of the Director	Date of Appointment	Reasons for change
Narjina Sultana	November 21, 2022	Appointed as Admin & HR - Manager
Parmod Kumar	April 19, 2023	Appointed as Production Manager
Ajay Jain	October 01, 2023	Appointed as Chief Technology Officer
Vijay Vir Singh	December 20, 2023	Appointed as DGM Operation
Sukhpal Singh	May 06, 2024	Appointed as Deputy General Manager - Quality Control
Vijay Laxmi	June 11, 2024	Appointed as Sr. Procurement Officer
Rishab Nagpal	July 20, 2024	Appointed as Chief Financial Officer
Megha Sharma	July 22, 2024	Appointed as Company Secretary and Compliance Officer
Parmod Kumar		Resignation

PAYMENT OF BENEFITS TO OF OUR KMPS AND SMPS (NON-SALARY RELATED)

Except as disclosed in this Red Herring Prospectus, other than any statutory payments made by our Company to its KMPs and SMPs, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees.

OUR PROMOTERS AND PROMOTER GROUP

OUR PROMOTERS

Rohit Chowdhary, Deven Chowdhary and Reshu Chowdhary are the Promoters of our Company. As on the date of this Red Herring Prospectus, our Promoters holds an aggregate of 79,51,470 Equity Shares, representing 83.48% of the Pre-Issue Issued, Subscribed and Paid-up Equity Share Capital of our Company.

For details pertaining to build-up of the Promoters shareholding, please refer to chapter titled ***'Capital Structure'*** beginning on page 60 of this Red Herring Prospectus.

BRIEF PROFILE OF OUR PROMOTERS

Rohit Chowdhary	
	Rohit Chowdhary is the Managing Director of our Company. He holds an Bachelor of Engineering degree from Nagpur University and Master of Engineering in Electrical from Delhi College of Engineering. With a career spanning over two decades in the electronics manufacturing industry, joined Eppeltone in 2004 and has been a integral part of its growth and success. His visionary leadership played a pivotal role in establishing the Company's cutting-edge NABL approved R&D Testing laboratory, equipped with testing equipment, ensuring the production of products of the high quality and precision. With his guidance and foresight, the Company's product portfolio has experienced rapid and impressive expansion. **Date of Birth:** March 31, 1982 **Age:** 43 years **Residential Address**: A-57 Defence Colony, South Delhi, Delhi, India 110024 **Nationality:** Indian **Permanent Account Number:** AESPC6566R **Directorships Held:** Mahadhani Technologies Private Limited **Other Ventures:** Eppeltron Ventures LLP
Deven Chowdhary	
	Deven Chowdhary is Whole-time director of our Company. He holds an Bachelor of Engineering degree, he joined Eppeltone in 2009. He has an experience of 15 years in electronics manufacturing industry. Through his diligent efforts, Eppeltone achieved exceptional efficiency, delivering top-quality metering products promptly and consistently, resulting in maximum client satisfaction. **Date of Birth:** November 7, 1988 **Age:** 36 years **Residential Address:** A-57 Defence Colony, Lajpat Nagar, South Delhi, Delhi, India 110024 **Nationality:** Indian **Permanent Account Number :** AJYPC2011L **Directorships Held:** Nil **Other Ventures:** Nil

Reshu Chowdhary	
	Reshu Chowdhary serves as the Chairperson and Non-Executive Director of our Company, bringing a wealth of knowledge and dedication to her role. She holds an Bachelor of Engineering degree from Maharishi Dayanand University and M.Tech degree from the Delhi College of Engineering and possesses over two years of experience as a Lecturer in Electrical Engineering at Maharaja Agrasen Institute of Technology. In her academic tenure, Reshu Chowdhary played an instrumental role in advancing the institution's academic offerings. She organized national conferences, provided students and faculty with opportunities to engage with emerging industry trends, and was key in establishing new laboratories, thereby enhancing the institution's technical infrastructure. Reshu Chowdhary's combination of technical expertise, leadership, and devotion to education makes her an invaluable leader and mentor within our organization. **Date of Birth:** October 23, 1982 **Age:** 42 years **Residential Address:** A-57 Defence Colony, Lajpat Nagar, South Delhi, Delhi, India 110024 **Nationality:** Indian **Permanent Account Number :** ABSPY5935F **Directorships Held:** Nil **Other Ventures:** Nil

DECLARATION

We declare and confirm that the details of the Permanent Account Number, Aadhaar Card Number, Driving License Number, Passport Number and Bank Account Number of our Promoters will be submitted to the Stock Exchange i.e., NSE, where the Equity Shares are proposed to be listed at the time of filing this Red Herring Prospectus.

CHANGE IN CONTROL OF OUR COMPANY

There has been no change in control of our Company in the last five years immediately preceding the date of this Red Herring Prospectus.

UNDERTAKING/ CONFIRMATIONS

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

a) Prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
b) No material regulatory or disciplinary action is taken by any stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the promoters of our company.
c) There are no defaults in respect of payment of interest and principal to the debenture/ bond/ fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the promoters during the past three years.
d) The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters are disclosed in chapter titled "Outstanding
e) Litigations and Material Developments" beginning on page 219 of this Red Herring Prospectus.
f) None of our Promoters, person in control of our Company is or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

Our Promoters Rohit Chowdhary and Deven Chowdhary has total experience of 20 years and 15 years respectively in the electronics manufacturing industry. For details in relation to experience of promoters in the business of our Company, please refer to the chapter titled ***'Our Management'*** on Page 162 of this Red Herring Prospectus.

INTEREST OF THE PROMOTERS

Our promoters are interested in our Company to the extent that they have promoted our Company, their directorship in our Company, the extent of their shareholding, dividend receivable, if any, to the extent of interest on loan granted to our Company and other distributions in respect of the Equity Shares held by them. For details regarding shareholding of our promoters in our Company, please see the section titled ***'Capital Structure'*** on page 60 of this Red Herring Prospectus.

Our promoters, who are also Directors of our Company and may be deemed to be interested to the extent of lease rent payable on properties leased to the company, remuneration and / or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of the agreements entered into with our Company, if any and AOA of our Company. For details refer to the chapter titled ***'Our Management'*** beginning on page 162 of this Red Herring Prospectus.

Our Promoters may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our promoters are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/Members/Partners. Further our promoters are also interested to the extent of Personal Guarantee towards Financial facilities of our Company. Please refer to '***Financial Indebtedness'*** on page 186 of this Red Herring Prospectus.

Our promoters or directors are not interested in being a member of a firm or company, and no sum has been paid or agreed to be paid to our promoters or directors or to such firm or company in cash or shares or otherwise by any person either to induce such person to become or to qualify such person as a director or otherwise for services rendered by such person or by such firm or company in connection with the promotion or formation of our Company.

INTEREST IN PROPERTY, LAND, CONSTRUCTION OF BUILDING AND SUPPLY OF MACHINERY

Except as disclosed in the chapter titled ***'Business Overview'*** on page 121 of the Red Herring Prospectus, our Promoters / Directors do not have any interest in any property acquired by our Company in the three years preceding the date of this Red Herring Prospectus or in any transaction with respect to the acquisition of land, construction of building and supply of machinery.

PAYMENT OR BENEFIT TO PROMOTERS

Except as stated in the Chapter titled ***'Financial Information'*** on page 183 of this Red Herring Prospectus, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this Red Herring Prospectus.

MATERIAL GUARANTEE

Except as stated in the ***'Financial Information'*** beginning on page 183 of this Red Herring Prospectus respectively, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Red Herring Prospectus. Our Promoters have not given any guarantee to any third party with respect to the Equity Shares as on the date of this Red Herring Prospectus.

OTHER VENTURES OF OUR PROMOTER

Except as disclosed in this section under ***"Promoter Group"*** and in the section ***"Our Management"*** on page 176 and 162, our Promoters are not involved in any other ventures.

OUR PROMOTOR GROUP

Our Promoter Group as defined under Regulations 2(1)(pp) of the SEBI ICDR Regulations includes the following individuals and body corporates :

Individuals forming part of the Promoter Group

The following natural persons form part of the Promoter Group as relatives of Rohit Chowdhary:

S No.	Relationship	Name
1	Father	Late. Harish Chander Chowdhary
2	Mother	Late Pushpa Chowdhary
3	Spouse	Reshu Chowdhary
4	Daughter	Jahnvi Chowdhary
5	Son	Yuvraj Chowdhary
6	Brother	Deven Chowdhary Amit Chowdhary
7	Spouse's Father	Satya Pal Yadav
8	Spouse's Mother	Shakuntla Yadav
9	Spouse's Brother	Sumit Yadav
10	Spouse's Sister	Atul Yadav

The following natural persons form part of the Promoter Group as relatives of Deven Chowdhary:

S No.	Relationship	Name
1	Father	Late Harish Chander Chowdhary
2	Mother	Late Pushpa Chowdhary
3	Spouse	Divya Sharma
4	Son	Rudransh Chowdhary
5	Brother	Rohit Chowdhary Amit Chowdhary
6	Spouse's Father	Late Dinesh Sharma
7	Spouse's Mother	Kalpana Sharma
8	Spouse's Brother	NA
9	Spouse's Sister	Niharika Sharma Harshita Sharma Dipti Sharma Malhotra

The following natural persons form part of the Promoter Group as relatives of Reshu Chowdhary:

S No.	Relationship	Name
1	Father	Satya Pal Yadav
2	Mother	Shakuntla Yadav
3	Spouse	Rohit Chowdhary
4	Daughter	Jahnvi Chowdhary
5	Son	Yuvraj Chowdhary
6	Brother	Sumit Yadav
7	Sister	Atul Yadav
8	Spouse's Father	Late Harish Chander Chowdhary
9	Spouse's Mother	Late Pushpa Chowdhary
10	Spouse's Brother	Deven Chowdhary Amit Chowdhary

Corporate Entities or Firms forming part of the Promoter Group

As per Regulation 2(1) (pp) (iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

Nature of Relationship	Name of Entities
Any Body Corporate in which twenty percent or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relatives are a member.	-
Any Body corporate in which Body Corporate as provided above holds twenty percent or more of the equity share capital.	-

Nature of Relationship	Name of Entities
Any Hindu Undivided Family or Firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than twenty percent.	M/s. Amit Export (Partnership Firm)

COMPANIES WITH WHICH THE PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS

None of our Promoters have disassociated themselves from any of the Company, firms or other entities during the last 3 (three) years preceding the date of this Red Herring Prospectus.

OUR GROUP COMPANIES

Pursuant to the resolution of our Board dated July 20, 2024, our Board has noted that, in accordance with the SEBI ICDR Regulations, 'Group Companies' of our Company shall mean and include (i) those companies, except our Subsidiaries and our Corporate Promoters, with which the Company has entered into related party transactions as disclosed in the Restated Financial Statements included in the Offer Documents, and (ii) such other companies as considered material by the Board. For the purposes of (ii) above, the Board has approved that for the purpose of disclosure in connection with the Offer, a company shall be considered material if, (i) the Company or its Promoters hold 20% or more of the equity share capital of such company; and (ii) the Company has entered into one or more transactions with such company during the last completed fiscal, which individually or cumulatively in value exceeds 5% of the total revenue of the Company for that fiscal as derived from the Restated Financial Statements.

Based on the above, our Board has noted that as on the date of this Red Herring Prospectus, there are no Group Companies of our Company.

DIVIDEND POLICY

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Dividend paid on Equity Shares

Our Company has not declared any dividend on the Equity Shares in the past three financial years. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

SECTION VI – FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

Particulars	Page Nos.
Restated Financial Statements for the Financial Years ended on March 31, 2023, 2024 and 2025	RFS 1 to RFS 41

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION OF M/S EPPELTONE ENGINEERS LIMITED

To,

The Board of Directors
Eppeltone Engineers Limited
A-57, Defence Colony,
New Delhi, 110024

Dear Sir/ Ma'am,

1. We have examined the attached Restated Financial Information of Eppeltone Engineers Limited (hereinafter referred as "the Company" or the "Issuer") comprising the Restated Statement of Assets and Liabilities of the Company as at March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Statements of Profit and Loss of the company, the Restated Cash Flow Statement of the company for the year ended on March 31, 2025, March 31, 2024 and March 31, 2023, the Statement of Significant Accounting Policies adopted by the company and notes to the restated financial information (collectively hereinafter referred as "Restated Financial Statement" or "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on May 15, 2025 for the purpose of inclusion in the Offer Document prepared by the Company in connection with its proposed SME Initial Public Offer of equity shares ("SME IPO") at SME Platform of NSE Limited ("NSE Emerge").

2. These restated Statement have been prepared in terms of the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

   d) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter in connection with the proposed IPO of equity shares of the Issuer; and

   e) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information;

3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Offer Document to be filed with Securities and Exchange Board of India ("SEBI"), the relevant Stock Exchange ("NSE Emerge") and Registrar of Companies ("ROC"), NCT Delhi and Haryana in connection with the proposed SME IPO. The Restated Financial Information of the company have been extracted and prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Financial Information. The Board of Directors of the Company responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

4. This Restated Financial Information have been compiled by the management from:

   a) Audited financial statements of the Company as at and for the year ended March 31, 2025, March 31, 2024 and March 31, 2023, prepared in accordance with the Accounting Standards ("Indian GAAP") which have been approved by the Board of Directors at their meeting held 14th May, 2025, 22th August, 2024 and 7th September, 2023 respectively.

5. For the purpose of our examination, we have relied on:

a) Auditors' Report issued by us dated 14th May, 2025 and 22nd August, 2024, by M/s. Abhay Sharma and Company on the financial statements of the company as at and for the year ended March 31, 2025 and March 31, 2024 respectively and auditor's report dated 7th September, 2023 by M/s Sehgal Mehta and Co. on the financial statements of the company as at and for the year ended March 31, 2023, as referred in Paragraph 5(a) above.

Reliance has been placed on the restated statement of assets and liabilities and the restated statements of profit and loss and cash flow statements, the Statement of Significant Accounting Policies adopted by the company and notes to the restated financial information (collectively hereinafter referred as "Restated Financial Statement" or "Restated Financial Information") examined by us for the said years.

6. Based on our examination and according to the information and explanations given to us, we report that:

a) The "Restated Statement of Assets and Liabilities" as set out in Annexure I to this report, of the Company as at and for year ended on March 31, 2025, March 31, 2024 and March 31, 2023 are prepared by the Company and approved by the Board of Directors. These Restated Statement of Assets and Liabilities have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV & V to this Report.

b) The "Restated Statement of Profit and Loss" as set out in Annexure II to this report, of the Company as at and for the year ended March 31, 2025, March 31, 2024 and March 31, 2023 are prepared by the Company and approved by the Board of Directors. These Restated Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV & V to this Report.

c) The "Restated Statement of Cash Flow" as set out in Annexure III to this report, of the Company as at and for the year ended March 31, 2025, March 31, 2024 and March 31, 2023 are prepared by the Company and approved by the Board of Directors. These Restated Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV & V to this Report.

d) The Restated Statement have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

e) The Restated Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years to which they relate, if any and there are no qualifications which require adjustments;

f) Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;

g) There were no qualifications in the Audit Reports issued by the Statutory Auditors as at and for the year ended March 31, 2025, March 31, 2024 and March 31, 2023.

h) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in Annexure IV & V to this report;

i) Adjustments in Restated Statements have been made in accordance with the correct accounting policies, which includes the impact of adjustments for Deferred Tax Assets/Liabilities made basis in the Restated Statements;

j) The company has not proposed any dividend in past effective for the said period.

7. We have also examined the other financial information relating to the Company included in **Annexure VI to Annexure IX** of the Restated Financial Information prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company as at and for the year ended March 31, 2025, March 31, 2024 and March 31, 2023 proposed to be included in the Offer Document.

8. We, **M/s Abhay Sharma and Company**, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI.

9. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 4 above.

10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by the Auditor, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Document to be filed with Securities and Exchange Board of India ("SEBI"), the relevant stock exchange ("NSE Emerge") and Registrar of Companies ("ROC") in connection with the proposed SME IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Abhay Sharma and Company
Chartered Accountants
FRN No. 018749C

Abhay Sharma
Digitally signed by Abhay Sharma
Date: 2025.05.15 13:15:33 +05'30'

CA Abhay Sharma
(Partner)
M.No. 533160
Place: Bikaner
Dated: 15th May, 2025
UDIN: 25533160BMIDMH3039

Eppeltone Engineers Limited

(Formerly Known as Eppeltone Engineers Private Limited)

Restated Financial Statements

for the year ended March 31, 2025

Eppeltone Engineers Limited
CIN: U31909DL2002PLC117025
(Formerly Known as Eppeltone Engineers Private Limited)
Annexure I- Restated Statement of Balance Sheet
(All amounts in Indian Rupees in lakhs, unless otherwise stated)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
I. EQUITY AND LIABILITIES				
Shareholders' funds				
(a) Share capital	I.1	952.53	423.71	398.60
(b) Reserves and Surplus	I.2	3,047.83	1,616.17	750.01
Share Application Money Pending Allotment	I.3	-	328.92	-
Non – Current Liabilities				
(a) Long Term Borrowings	I.4	1,795.55	768.84	590.68
(b) Deferred Tax Liability (Net)	I.5	83.49	51.64	37.53
(c) Long Term Provisions	I.6	93.49	49.81	27.96
Current Liabilities				
(a) Short-term borrowings	I.7	1,258.37	861.90	676.83
(b) Trade payables	I.8			
(i) total outstanding dues to micro enterprises and small enterprises		250.82	324.68	145.76
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		4,430.95	2,104.12	1,445.12
(c) Other current liabilities	I.9	171.44	222.47	294.58
(d) Short-term provisions	I.10	295.25	230.29	6.05
TOTAL		**12,379.72**	**6,982.55**	**4,373.12**
II. ASSETS				
Non-Current Assets				
(a) Property, Plant and Equipment and Intangible Assets	I.11			
- Property, plant and equipment		1,990.78	1,254.18	859.92
- Intangible Assets		36.62	27.26	21.70
(b) Long-term loans and advances	I.12	1,152.52	107.71	25.48
(c) Other Non-Current Assets	I.13	583.31	407.98	208.63
Current Assets				
(a) Inventories	I.14	4,657.57	1,471.07	1,162.06
(b) Trade receivables	I.15	2,712.39	2,733.05	1,655.70
(c) Cash and bank balances	I.16	365.74	459.32	14.03
(d) Short-term loans and advances	I.17	559.08	410.85	268.78
(e) Other current assets	I.18	321.71	111.13	156.82
TOTAL		**12,379.72**	**6,982.55**	**4,373.12**

Summary of significant accounting policies IV.2

The annexed schedules and notes form an integral part of the Balance Sheet

As per our report of even date

For Abhay Sharma and Company
Chartered Accountants
ICAI Firm Registration Number: 018749C

Abhay Sharma
Digitally signed by Abhay Sharma
Date: 2025.05.15 12:52:56 +05'30'

CA Abhay Sharma
Partner
Membership number: 533160

Place: Bikaner
Date: May 15, 2025
UDIN: 25533160BMIDMH3039

For and on behalf of the Board of Directors of Eppeltone Engineers Limited

Rohit Chowdhary
Digitally signed by Rohit Chowdhary
Date: 2025.05.15 12:33:52 +05'30'

Rohit Chowdhary
Managing Director
DIN: 01995105

Place: Delhi
Date: May 15, 2025

Deven Chowdhary
Digitally signed by Deven Chowdhary
Date: 2025.05.15 12:38:25 +05'30'

Deven Chowdhary
Whole Time Director
DIN: 09198677

Place: Delhi
Date: May 15, 2025

Rishab Nagpal
Digitally signed by Rishab Nagpal
Date: 2025.05.15 12:41:49 +05'30'

Rishab Nagpal
Chief Financial Officer

Place: Delhi
Date: May 15, 2025

MEGHA SHARMA
Digitally signed by MEGHA SHARMA
Date: 2025.05.15 12:46:59 +05'30'

Megha Sharma
Company Secretary and Compliance Officer

M. No.: A56209
Place: Jaipur
Date: May 15, 2025

Eppeltone Engineers Limited
CIN: U31909DL2002PLC117025
(Formerly Known as Eppeltone Engineers Private Limited)
Annexure II- Restated Statement of Profit & Loss
(All amounts in INR Rupees in Lakhs, unless otherwise stated)

	Particulars	Note No.	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
I.	Revenue from operations	II.1	12,433.55	7,845.54	7,264.47
II.	Other income	II.2	140.33	158.64	34.62
III.	**Total Revenue (I+II)**		**12,573.88**	**8,004.18**	**7,299.09**
IV.	**Expenses:**				
	Cost of materials consumed	II.3	8,574.33	5,087.56	2,994.13
	Purchase of Stock-in-Trade	II.3.1	389.80	-	3,088.41
	Change in inventory of finished goods and work-in-progress	II.4	(665.33)	97.15	156.48
	Employee Benefits Expense	II.5	730.48	370.50	267.55
	Finance Cost	II.6	251.84	213.28	103.92
	Depreciation and amortization expenses	II.11	129.86	76.90	71.96
	Other expenses	II.7	1,625.85	983.64	466.43
	Total Expense (B)		**11,036.83**	**6,829.03**	**7,148.88**
V.	**Profit before tax (III-IV)**		1,537.05	1,175.15	150.21
VI.	**Tax Expenses**				
	(1) Current tax		382.00	345.18	37.90
	(2) Deferred tax		31.85	14.11	3.71
VII.	**Profit for the year (V-VI)**		**1,123.20**	**815.86**	**108.60**
VIII.	**Earnings per equity share**	II.8			
	Basic earnings per share		11.98	10.19	1.36
	Diluted earnings per share		11.98	10.19	1.36
	(Nominal Value Per Share Rs.10)				

Summary of significant accounting policies IV.2

The annexed schedules and notes form an integral part of the Balance Sheet

As per our report of even date attached

For Abhay Sharma and Company
Chartered Accountants
ICAI Firm Registration Number: 018749C

Abhay Sharma Digitally signed by Abhay Sharma Date: 2025.05.15 12:53:34 +05'30'

CA Abhay Sharma
Partner
Membership number: 533160

Place: Bikaner
Date: May 15, 2025
UDIN: 25533160BMIDMH3039

For and on behalf of the Board of Directors of Eppeltone Engineers Limited

Rohit Chowdhary Digitally signed by Rohit Chowdhary Date: 2025.05.15 12:34:18 +05'30'

Rohit Chowdhary
Managing Director
DIN: 01995105

Place: Delhi
Date: May 15, 2025

Deven Chowdhary Digitally signed by Deven Chowdhary Date: 2025.05.15 12:39:13 +05'30'

Deven Chowdhary
Whole Time Director
DIN: 09198677

Place: Delhi
Date: May 15, 2025

Rishab Nagpal Digitally signed by Rishab Nagpal Date: 2025.05.15 12:42:24 +05'30'

Rishab Nagpal
Chief Financial Officer

Place: Delhi
Date: May 15, 2025

MEGHA SHARMA Digitally signed by MEGHA SHARMA Date: 2025.05.15 12:47:35 +05'30'

Megha Sharma
Company Secretary and Compliance Officer

M. No.: A56209
Place: Jaipur
Date: May 15, 2025

Eppeltone Engineers Limited
CIN: U31909DL2002PLC117025
Annexure III- Restated Statement of Cash Flows
(Formerly Known as Eppeltone Engineers Private Limited)
(All amounts in Indian Rupees in Lakhs, unless otherwise stated)

	Particulars	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
A.	**Cash flow from operating activities**			
	Net Profit before Tax and Extraordinary item	1,537.05	1,175.15	150.21
	Add/(Less):			
	Interest Income	(34.91)	(18.29)	(8.54)
	Interest Expenses	202.49	140.25	68.46
	(Profit) on sale of machinery	(14.28)	3.73	-
	Prior Period Income Expenses	-	-	-
	Cessation of Liability	5.90	(50.66)	-
	Share issue expense	-	-	-
		1,696.25	**1,250.18**	**210.13**
	Adjustments for non-cash items:			
	Depreciation and amortization	129.86	76.90	71.96
	Operating Profits before Change in Working Capital	1,826.11	1,327.08	282.09
	Adjustments for change in Working Capital:			
	Increase in Short-term Borrowings	396.47	185.07	-
	Increase in Trade payable	2,247.07	888.58	804.35
	(Decrease) in Other current liabilities	(51.03)	(72.11)	(109.06)
	(Increase) in Inventories	(3,186.49)	(309.01)	7.94
	Decrease Trade and other receivables	20.66	(1,077.35)	(846.09)
	Increase in provisions	51.20	56.16	9.82
	(Increase) in loans and advances	(1,193.04)	(178.42)	(77.59)
	(Increase) in Other Assets	(385.91)	(199.35)	(10.62)
	Cash generated from Operations	**(274.96)**	**620.65**	**60.84**
	Direct Taxes (Net)	(324.59)	(155.25)	(25.53)
	Net cash (outflow)/ inflow from operating activities	**(599.55)**	**465.40**	**35.31**
B.	**Cash flow from investing activities**			
	Net Purchase of Property, Plant and Equipment	(861.54)	(480.63)	(133.91)
	Interest Income	34.91	18.29	8.54
	Net Cash outflow from investing activities	**(826.63)**	**(462.34)**	**(125.37)**
C.	**Cash flow from financing activities**			
	Bank Borrowing	1,026.71	178.16	163.04
	Proceed from issue of share capital	508.38	404.32	-
	Interest Paid	(202.49)	(140.25)	(68.46)
	Net cash inflow from financing activities	**1,332.60**	**442.23**	**94.58**
	Net (decrease)/ increase in cash and cash and cash equivalents (A+B+C)	**(93.58)**	**445.29**	**4.52**
	Cash and cash equivalents at the beginning of the year	459.32	14.03	9.51
	Cash and cash equivalents at the end of the year	365.74	459.32	14.03

Summary of significant accounting policies IV.2

The annexed schedules and notes form an integral part of the Balance Sheet

As per our report of even date attached.

For Abhay Sharma and Company
Chartered Accountants
ICAI Firm Registration Number: 018749C

Abhay Sharma Digitally signed by Abhay Sharma Date: 2025.05.15 12:54:09 +05'30'

CA Abhay Sharma
Partner
Membership number: 533160

Place: Bikaner
Date: May 15, 2025
UDIN: 25533160BMIDMH3039

For and on behalf of the Board of Directors of Eppeltone Engineers Limited

Rohit Chowdhary Digitally signed by Rohit Chowdhary Date: 2025.05.15 12:34:38 +05'30'

Rohit Chowdhary
Managing Director
DIN: 01995105

Place: Delhi
Date: May 15, 2025

Deven Chowdhary Digitally signed by Deven Chowdhary Date: 2025.05.15 12:39:41 +05'30'

Deven Chowdhary
Whole Time Director
DIN: 09198677

Place: Delhi
Date: May 15, 2025

Rishab Nagpal Digitally signed by Rishab Nagpal Date: 2025.05.15 12:42:51 +05'30'

Rishab Nagpal
Chief Financial Officer

Place: Delhi
Date: May 15, 2025

MEGHA SHARMA Digitally signed by MEGHA SHARMA Date: 2025.05.15 12:48:10 +05'30'

Megha Sharma
Company Secretary and Compliance Officer

M. No.: A56209
Place: Jaipur
Date: May 15, 2025

IV.1. Corporate information

Eppeltone Engineers Limited (formerly known as Eppeltone Engineers Private Limited) was incorporated on 18th September, 2002 under the provisions of the Companies Act, 1956 as a private limited company with CIN: U31909DL2002PTC117025. The Company was subsequently converted into a public limited company with effect from 29th May, 2024, and its name was changed to Eppeltone Engineers Limited. The revised Corporate Identification Number of the Company is U31909DL2002PLC117025.

The company is running an industrial unit engaged in manufacturing of static electricity meter and smart electricity meters for the over 20 years, having its registered office at A-57, Defence Colony, New Delhi, 110024 and factory at G-91, UPSIDC Industrial Area, Site-V, Surajpur, Grater Noida, Utter Pradesh-201306.The company is a leading metering company in India, specializing in Switch Mode Power Supplies (SMPS) for computers and other electronic devices, and has progressively diversified its manufacturing capabilities to encompass a broader portfolio, featuring AVR, UPS, MCBs, and transducers. The company expanded its business operations and set up state-of-the-art manufacturing facilities to produce energy meters, cementing its position as a multifaceted industry player.

IV.2. Significant Accounting Policies followed by the Company

2.1. Basis of Calculations of Financial Statements

The Restated Statement of Assets and Liabilities of the Company as on March 31, 2025, March 31, 2024 and March 31, 2023 and the Restated Statement of Profit and Loss and Restated Statements of Cash Flows for the year ended on March 31, 2025 March 31, 2024 and March 31, 2023 and the annexure thereto (collectively. the "Restated Financial Statements") have been extracted by the management from the Financial Statements of the Company.

The Restated Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023 the Restated Statements of Profit and Loss for the year ended March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Cash Flow Statement for the period ended March 31, 2025, March 31, 2024 and March 31, 2023 is prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (“the Rules”) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations")

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis and comply with mandatory accounting standards as prescribed under section 133 of the Companies Act 2013 (‘Act’) read with Rule 7 of the Companies (Accounts) Rules, 2014, of the provisions the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use, or as otherwise disclosed.

2.2. Use of Estimates

The preparation of financial statements required the management to make estimates and assumptions that affect the reported balance of assets and liabilities, revenues and expenses and disclosures relating to contingent liabilities. The Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ from these estimates. Any revision of accounting estimates is recognized prospectively in the current and future periods.

2.3. Plant, Property and Equipment and Intangible Assets

a) Plant, Property and Equipment

Property, plant and equipment are stated at acquisition cost less accumulated depreciation and recognised accumulated impairment loss, if any. Direct Costs are capitalised until such assets are ready for their intended use. Property, plant and equipment in the course of construction (Capital work-in-progress) comprises of the cost of such assets that are not yet ready for their intended use and are depreciated from the date on which they are ready for their intended use.

The gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset, and is recognised in the statement of profit and loss.

Subsequent costs are included in the carrying value of assets when it is probable that additional future economic benefits will flow to the Company and the cost of the item can be measured reliably. All other repairs and renewals are charged to the statement of profit and loss as incurred.

b) Intangible Assets

Intangible assets are stated at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its acquisition/ completion is recognised as an expense when incurred, unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

2.4. Depreciation and Amortisation

a) Depreciation on Property, plant and equipment or part thereof (other than leasehold improvements) is provided by applying the Straight-Line Method having regard to:

(i) the useful lives of such assets prescribed in Schedule II to the Companies Act, 2013, as amended from time to time;

(ii) the estimated useful lives given below in respect of certain assets that, in terms of the management's internal assessment, are different from the useful lives prescribed in Schedule II.

b) The annual charge of depreciation is determined by systematically allocating the depreciable amount of the asset i.e. the original cost of such asset less its residual value of up to 5% of the original cost, over its useful life. Such depreciation is calculated on pro rata basis from the date of addition of the asset or up to the date of sale/ discard/ disposal, as the case may be.

c) The cost of leasehold improvements, having regard to the general estimated duration of their effective use, is amortized annually on pro rata basis under the straight-line method over a period of five years or over the remaining lease period, whichever is lower.

Amortization of Intangible Assets

The cost of intangible assets like software, licenses, trademarks, logo, etc. is amortized annually on pro rata basis under the straight-line method over a period of three years from the date of acquisition.

2.5. Trade Receivables

Trade Receivables are stated at book value.

2.6. Inventories

The inventory is valued at cost or net realizable value (on FIFO basis) whichever is lower (rejected raw material at cost less claim received thereon). Cost includes cost of purchase and other costs incurred in bringing the inventories to their present condition and location. The costs of purchase consist of the purchase price including duties and taxes (other than those subsequently recoverable by the enterprise from the taxing authorities), freight inwards and other expenditure directly attributable to the acquisition.

The basis of determining cost for various categories of inventories are as follows: -

Raw Material	At Cost
Work In Progress & Finished Goods	At Cost of Raw Materials plus manufacturing overheads and appropriate share of Labour

2.7. Revenue recognition

(a) Sales

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, the Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Sales are recognized net of trade discounts, rebates and Goods and Service Tax.

(b) Interest Income

Interest income is recognized on time proportion basis.

(c) Shares

Revenue from sale of shares is being recognized when the risk and reward of ownership is being transferred.

(d) Dividend Income

Revenue from dividend income is being recognised when right to receive the same is established.

Employee Benefit

(a) Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the services are classified as short-term employee benefits. Benefits such as salaries, wages, short term compensated absences, annual paid leave etc. and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related services.

(b) Post-employment benefits

(i) Defined contribution plan:

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

(ii) Defined benefit plans:

Gratuity is a defined benefit plan payable at the end of the employment and is provided for on the basis of actuarial valuation at each year-end using the projected unit credit method. Actuarial gain and loss for defined benefit plan is recognized in full in the period in which it occurs in the statement of profit and loss.

2.8. Provisions and Contingent Liabilities

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities, if material, are disclosed by way of notes.

2.9. Recognition of Income and Expenditure

Items of income and expenditure have been generally recorded on accrual basis.

2.10. Taxation

The provision for current Income Tax is made on the basis of estimated taxable income computed after considering tax allowances/deductions in accordance with the provisions of The Income Tax Act, 1961.

Deferred tax is recognized subject to consideration of prudence on timing difference; being a difference between taxable income and accounting income that originates in one period and is capable of reversal in one or more subsequent periods.

2.11. Cash flow statement

Cash flows are reported using the indirect method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts and payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

2.12. Foreign exchange transactions

Foreign currency transactions related to purchase and sales are recorded at the exchange rates prevailing under Customs Act on the date of the transactions. Gains and losses arising out of subsequent fluctuations are accounted for on actual payments or realisations as the case may be. Monetary assets and liabilities denominated in foreign currency as on Balance Sheet date are translated into functional currency at the exchange rates prevailing on that date and exchange differences arising out of such conversion are recognised in the statement of profit and loss. Other foreign currency transactions are recorded at prevailing RBI rates.

2.13. Cash and cash equivalent

Cash and cash equivalent in the Balance Sheet comprise of cash at banks and cash on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

2.14. Investments

Investments are classified as long-term investments and current investments. The carrying amount for current investments is the lower of cost and fair value. For current investments, any reduction to fair value and any reversals of such reductions are included in the profit and loss statement. Long-term investments are usually carried at cost. Any decline, other than temporary, in the value of a long-term investment, the carrying amount is reduced to recognise the decline. On disposal of an investment,

the difference between the carrying amount and the disposal proceeds, net of expenses, is recognised in the profit and loss statement.

2.15.Borrowing Costs

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the statement of profit and loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction/development of the qualifying asset up to the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the statement of profit and loss during extended periods when active development activity on the qualifying assets is interrupted.

2.16.Earning per Share

Basic Earning Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, net profit after tax during the year and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.

2.17.Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

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I.1. Restated Statement of Equity Share Capital

I.1.1. Equity Share Capital

Share Capital	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	Number	Amount	Number	Amount	Number	Amount
Authorized share capital						
Equity Shares of Rs.10/- each	1,40,00,000	1,400.00	50,00,000	500.00	40,00,000	400.00
Issued, Subscribed & Fully Paid up Share Capital						
Equity Shares of Rs. 10/- each fully paid up	95,25,312	952.53	42,37,086	423.71	39,86,000	398.60
Total	**95,25,312**	**952.53**	**42,37,086**	**423.71**	**39,86,000**	**398.60**

I.1.2. Reconciliation of shares outstanding at the beginning and at the end of the reporting year

Share Capital	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	Number	Amount	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	42,37,086	423.71	39,86,000	398.60	39,86,000	398.60
Add: Fresh issue of equity share during the year	5,25,570	52.56	2,51,086	25.11	-	-
Add: Bonus issue of equity during the year	47,62,656	476.26	-	-	-	-
Shares outstanding at the end of the year	**95,25,312**	**952.53**	**42,37,086**	**423.71**	**39,86,000**	**398.60**

Notes:

1. The Authorised Share Capital of the Company was increased from 40,00,000 Equity Shares of Rs 10/- each to 50,00,000 Equity Shares of 10/- each vide resolution passed in Extra-ordinary General Meeting (EGM) dated March 05, 2024.
2. The Authorised Share Capital of the Company was increased from 50,00,000 Equity Shares of Rs 10/- each to 1,40,00,000 Equity Shares of 10/- each vide resolution passed in Extra-ordinary General Meeting (EGM) dated July 26, 2024.
3. The Company has issued 2,51,086 fully-paid-up equity shares of face value 10 each at a premium of Rs. 20.03 on March 09, 2024. Proper resolution and valuation reports has been obtained for the same.
4. The Company has issued 3,03,753 fully-paid-up equity shares of face value 10 each at a premium of Rs. 149.31 on April 27, 2024. Proper resolution and valuation reports has been obtained for the same.
5. The Company has issued 2,21,817 fully-paid-up equity shares of face value 10 each at a premium of Rs. 149.31 on June 22, 2024. Proper resolution and valuation reports has been obtained for the same.
6. During the year, the company has issued bonus share to existing shareholders on 16th August, 2024 in the ratio of 1:1 without any consideration, resulting in the company has issued 47,62,656 equity shares having face value of Rs.10/- as bonus shares without consideration. Proper resolutions have been passed for the same in Board meeting and EGM held on July 20, 2024 and July 26, 2024 respectively.

I.1.3. Details of shareholders holding more than 5 % shares in the Company as on March 31, 2025:

Name of Shareholder	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	Number	%	Number	%	Number	%
Mr. Deven Chowdhary	28,04,000	29.44%	14,00,000	33.04%	14,00,000	35.12%
Mr. Rohit Chowdhary	51,27,540	53.83%	25,63,770	60.51%	25,84,000	64.83%
AVA Paisa Growth Private Limited	4,02,172	4.22%	2,51,086	5.93%	-	-

I.1.4. Details of Promoter shareholding

Name of Shareholder	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	Number	%	Number	%	Number	%
Mr. Deven Chowdhary	28,04,000	29.44%	14,00,000	33.04%	14,00,000	35.12%
Mr. Rohit Chowdhary	51,27,540	53.83%	25,63,770	60.51%	25,84,000	64.83%

I.1.5. Terms/ Rights attached to equity shares

The company has only one class of equity shares having a par value of Rs. 10/- per share with voting rights as to dividend and voting. No dividend has been paid/declared during the year. In the event of liquidation of the company, after distribution of all preferential payments, the holders of equity shares will be entitled to receive the remaining assets of the company. The distribution will be in proportion to the number of equity shares held by the company.

I.2. Restated Statement of Reserves and Surplus

Reserve & Surplus	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
A. Security Premium			
Securities Premium Reserve	141.89	91.60	91.60
(+) Addition during the year	784.73	50.29	-
(-) Utilisation during the year	476.27	-	-
Total (A)	**450.35**	**141.89**	**91.60**
B. Surplus in the statement of profit and loss			
Balance as per the last financial statement	1,474.28	658.41	549.81
(+) Net Profit for the current year	1,123.20	815.86	108.60
Total (B)	**2,597.48**	**1,474.28**	**658.41**
Total (A+B)	**3,047.83**	**1,616.17**	**750.01**

I.3. Restated Statement of Share Application Money pending allotment

Share Application Money Pending Allotment	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Share Application money received, allotment pending*	-	328.92	-
Total	**-**	**328.92**	**-**

***** *Total 2,06,460 shares out of the share application money received, at a price of Rs. 159.31, with face value of Rs. 10 and a premium of Rs. 149.31. The shares have been allotted within a period of 60 days from receipt of share application money.*

I.4. Restatement of Long-Term Borrowings

Long Term Borrowing	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
(a) Term Loan			
From Bank			
Secured	1,507.87	567.70	333.00
Unsecured	112.53	34.67	-
From Financial Institution			
Secured	75.07	-	-
Unsecured	96.16	97.40	-
(b) Loan and Advances from Related Parties			
Unsecured	3.92	69.07	257.67
Closing Balance	**1,795.55**	**768.84**	**590.67**

Particulars	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	Long Term	Short Term	Long Term	Short Term	Long Term	Short Term
Secured						
(a) Term Loan						
-From Bank						
ICICI Car Loan Innova	-	-	-	-	-	0.82
Indian Bank Car Loan - Fortuner	-	-	5.98	6.68	12.65	6.10
Indian Bank Loan – 6887711499	-	-	-	-	6.92	10.20
Indian Bank Loan – 7128279181	-	-	-	-	14.82	2.71
HDFC Term Loan – 86931026	-	-	269.92	24.55	294.53	21.18
HDFC term loan (800284832)	247.96	25.93	-	-	-	-
HDFC term loan (801366573)	890.00	5.02	-	-	-	-
HDFC Car Loan – Aura	1.61	1.29	2.88	1.20	4.08	1.09
Indian Bank (7694441988)	10.19	3.13	13.36	2.78	-	-
Indian Bank (7499473194)	-	-	4.12	1.07	-	-
HDFC Car Loan (151533597)	18.80	5.19	-	-	-	-
SIDBI loan- (D0009YX4)	131.87	42.51	-	-	-	-
SIDBI Loan for Machinery	207.44	79.15	271.44	66.31	-	-
Indian Bank OD	-	-	-	-	-	544.02
Indian Bank Adhoc Limit	-	-	-	-	-	45.36
HDFC Bank WDCL	-	250.00	-	-	-	-
HDFC Bank OD	-	332.75	-	336.21	-	-
-From Financial Institution						
Aditya Birla Finance Ltd.	-	396.82	-	343.80	-	-
Mercedes Benz Financial Services	35.68	2.48	-	-	-	-
BMW Financial Services	39.38	4.20	-	-	-	-
Daimler Financial Service Pvt. Ltd.	-	-	-	-	-	5.39
Total (Secured)	**1,582.93**	**1,148.47**	**567.70**	**782.60**	**333.00**	**636.87**
Unsecured						
(a) Term Loan						
-From Bank						
IDFC bank-163797105	48.58	23.51	-	-	-	-
ICICI bank-UPNOD00050571209	63.95	30.66	-	-	-	-
ICICI Bank-UPNOD00048736128	-	-	34.67	10.84	-	-
-From Financial Institution						
Bajaj Finance Ltd.	-	-	37.47	8.89	-	-
Kisetsu Saison Finance (6057074)	-	-	20.98	11.10	-	-
Kisetsu saison finance (11767676)	38.42	18.28	-	-	-	-
L & T Finance	-	-	14.85	7.78	-	-
Shriram Finance Ltd.	9.76	14.58	24.10	12.73	-	-
NSIC Raw Material Assistance	-	-	-	27.96	-	39.96
Ugro Capital Ltd.	47.99	22.86	-	-	-	-
(b) Loans from related parties						
Deven Chowdhary	2.06	-	67.99	-	137.60	-
Rohit Chowdhary	1.86	-	1.08	-	120.08	-
Total (Unsecured)	**212.62**	**109.89**	**201.14**	**79.30**	**257.68**	**39.96**
Total Borrowings	**1,795.55**	**1,258.36**	**768.84**	**861.90**	**590.68**	**676.83**

Notes:

a. Car loans from Mercedes Benz Financial Services, BMW Financial Services, Indian bank and HDFC bank are secured against the hypothecation of respective cars.

b. Loan from HDFC bank with LAN 800284832 and loan from Aditya Birla finance are pledged against the personal property of the directors - Rohit Chowdhary & Deven Chowdhary.

c. Loans from SIDBI are in charge by way of hypothecation of plant, machinery, equipment, tools, spares and accessories.

d. Overdraft Limit from HDFC bank is secured against the properties held in the company and the personal property of the directors - Rohit Chowdhary & Deven Chowdhary.
e. Loan from ICICI, IDFC, Kisetsu Saison, Shri ram finance, Bajaj finance, L&T finance and Ugro Capital Ltd. are all unsecured loans.
f. Loan from HDFC bank with LAN 801366573 has been advanced for purchase of property - G-98, UPSIDC, Site V, Industrial Area, Surajpur kasna Road, Greater Noida. The Loan has been is secured against the properties held in the company and the personal property of the directors- Rohit Chowdhary & Deven Chowdhary.

Summary of rate of interest and period of loans

Particulars	Rate of Interest	Loan end date (if applicable)
HDFC term loan (86931026)	8.90%	02-07-2033
Indian bank car loan (7694441988)	8.80%	11-10-2028
HDFC Loan (800284832)	8.96%	07-03-2033
HDFC Loan (801366573)	8.78%	07-03-2034
HDFC Car Loan (151533597)	9.39%	07-04-2029
Mercedes Benz Financial Services- (10163328)	7.86%	13-04-2028
Indian bank car loan (6983607376)	10.40%	15-10-2026
Indian bank car loan (7499473194)	8.80%	01-07-2029
HDFC car loan (129290406)	7.50%	05-05-2027
SIDBI loan- (D0009YX4)	8.75%	10-05-2029
SIDBI loan for machinery	7.80%	11-10-2028
Bajaj finance ltd. (P582PHF9310149)	16.00%	10-02-2026
Kisetsu saison finance (India Ltd.) (6057074)	16.00%	10-03-2026
Kisetsu saison finance (India Ltd.) (11767676)	16.00%	03-12-2027
L & T finance (BL230904040100271)	17.00%	10-03-2026
Shriram finance ltd.	16.00%	10-05-2026
ICICI bank (UPNOD00048736128)	15.50%	15-09-2027
ICICI bank (UPNOD00050571209)	15.10%	05-12-2027
IDFC LOAN (163797105)	14.50%	03-12-2027
Aditya Birla finance ltd. (ABFDL3DLL00001004249)	11.10%	20-09-2035
BMW Financial Services- (CN00246952)	9.85%	01-09-2029
HDFC bank (OD -50200073944171)	9.50%	NA
HDFC Bank WDCL (50200079733580)	9.50%	NA
Ugro Capital Ltd. (UGDELSU0000068445)	16.00%	03-12-2027

I.5. Restated Statement of Deferred Tax Liability

Deferred Tax Liability (Net)	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
A. Calculation Deductible/Taxable Temporary Difference on WDV of Assets: -			
WDV as per IT Act	1,696.49	801.49	437.50
WDV as per Companies Act	2,027.40	992.45	592.64
Total Temporary Differences on WDV of asset (DTL)	**330.91**	**190.96**	**155.14**
B. Calculation Deductible/Taxable Temporary Difference on Provisions: -			
a) Provision for Gratuity	(9.32)	(12.86)	(10.43)
b) Provision for Leave Encashment	(0.46)	(0.76)	(0.37)
Total Deductible Temporary Differences on Provisions (DTA)	**(9.78)**	**(13.62)**	**(10.80)**
Total Temporary Differences on Provisions (DTL) (A+B)	**321.13**	**177.34**	**144.34**
Closing Value of Deferred Tax Liabilities	**83.49**	**51.64**	**37.53**
Opening Deferred Tax Liabilities	51.64	37.53	33.82
Deferred Tax Liability to be created during the year	**31.85**	**14.11**	**3.71**
Net deferred tax liability (Net)	**83.49**	**51.64**	**37.53**

I.6. Long-Term Provisions

Long Term Provision	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Provision for Gratuity (refer Annexure VI.e)	19.82	9.84	9.11
Provision for Leave Encashment (refer Annexure VI.e)	1.13	0.56	0.28
Provision for Warranty Expenses (refer Annexure V I.10)	72.54	39.41	18.57
Total	**93.49**	**49.81**	**27.96**

I.7. Restated Statement of Short-Term Borrowings

Short Term Borrowings	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
(a) Term Loan			
From Bank			
Secured	162.23	102.59	42.10
From Financial Institution			
Secured	6.68	-	5.39
(b) Loan Repayable on Demand			
From Bank			
Secured	582.75	336.21	589.38
Unsecured	54.17	10.84	-
From Financial Institution			
Secured	396.82	343.80	-
Unsecured	55.72	68.46	39.96
Closing balance	**1,258.37**	**861.90**	**676.83**

I.8. Restated Statement of Trade Payables

Trade Payables	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
(i) Sundry creditors for material			
- Total outstanding dues of micro enterprises and small enterprises	250.82	324.68	145.76
- Total outstanding dues of Creditors other than micro enterprises and small enterprises	4,430.95	2,104.12	1,445.12
Total	**4,681.77**	**2,428.80**	**1,590.88**

Trade Payable ageing schedule as at March 31, 2025

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade payable - Others	4,424.34	6.61	-	-	4,430.95
(ii) Disputed trade payable – Others	-	-	-	-	-
(iii) Undisputed trade payable - MSME	64.62	-	-	-	64.62
(iv) Disputed trade payable – MSME	186.20	-	-	-	186.20
Total	**4,675.16**	**6.61**	**-**	**-**	**4,681.77**

Trade Payable ageing schedule as at March 31, 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade payable - Others	2,088.34	15.34	0.07	0.37	2,104.12
(ii) Disputed trade payable – Others	-	-	-	-	-
(iii) Undisputed trade payable - MSME	324.68	-	-	-	324.68
(iv) Disputed trade payable – MSME	-	-	-	-	-
Total	**2,413.02**	**15.34**	**0.07**	**0.37**	**2,428.80**

Trade Payable ageing schedule as at March 31, 2023

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade payable - Others	1,425.71	19.41	-	-	1,445.12
(ii) Disputed trade payable – Others	-	-	-	-	-
(iii) Undisputed trade payable - MSME	145.76	-	-	-	145.76
(iv) Disputed trade payable – MSME	-	-	-	-	-
Total	**1,571.47**	**19.41**	**-**	**-**	**1,590.88**

Notes:
1. The Ageing Schedule is compiled on the FIFO assumption.
2. There are no unbilled" and "Not due" trade payables, hence the same are not disclosed in the ageing schedule

Dues to MSME

The Company has received information from few of the vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and based on the available information with the company, the details of the amounts outstanding to Micro, small and medium enterprises under the MSMED Act 2006 are as under: -

S. No.	Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	Principal amount due and remaining unpaid (See Note)	186.20	239.32	145.76
2	Interest due on (1) above and the unpaid interest	-	-	-
3	Interest paid on all delayed payments under MSMED Act	-	-	-
4	Payment made beyond the appointed day during the year	-	-	-
5	Interest due and payable for the period of delay other than (3) above	-	-	-
6	Interest accrued and remaining unpaid	-	-	-
7	Amount of further interest remaining due and payable in succeeding year	-	-	-

Note: - The principle amounts due mentioned above pertains to parties, amount of which has been outstanding for a period of more than 45 days as per MSMED Act. The current dues to MSME vendors are disputed on account of sub-standard material supplies, variance in order quantity and other such matters. The Company contemplates that the amount due will not stand as payable in due course of time and hence provision for interest as per MSMED Act has not been accounted for.

I.9. Restated Statement of Other Current Liabilities

Other Current Liabilities	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
(a) Statutory Liabilities			
(i) TDS/TCS and Goods and Service Tax etc.	44.31	13.23	8.68
(b) Others			
(i) Advance from Customers	5.04	101.32	99.40
(ii) Employee Benefits payable	92.77	86.27	71.21
(iii) Sundry creditors for expenses	29.32	21.65	115.29
Total	**171.44**	**222.47**	**294.58**

I.10. Restated Statement of Short-Term Provisions

Short Term Provision	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
(a) Provision for employee benefits			
(i) Provision for Gratuity (refer Annexure VI.e)	2.36	3.01	1.32
(ii) Provision for Leave Encashment (refer Annexure VI.e)	0.09	0.20	0.09
(A)	2.45	3.21	1.41
(b) Others			
(i) Provisions for Income tax	274.66	217.23	-
(ii) Provision for Warranty Expenses (Refer Note Below)	18.14	9.85	4.64
(B)	292.80	227.08	4.64
Total (A)+(B)	**295.25**	**230.29**	**6.05**

Provision for warranty Expenses

A provision is recognized for expected warranty claims on products sold. Based on past experience of the level of repairs and returns, an estimate of 0.5% is taken as a provision of the net sales of the products on which warranty is offered. The period of warranty is approximately 5 years and accordingly the warranty is bifurcated on long term and short basis. The table below gives information about movement in warranty provisions: -

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
At the beginning of the year (including short term and long term)	49.27	23.21	15.46
Add: Arising during the year	50.97	34.82	17.29
Less: Utilised during the year	9.56	8.76	9.54
At the end of the year	**90.68**	**49.27**	**23.21**
Short Term Provision	**18.14**	**9.85**	**4.64**
Long Term Provision	**72.54**	**39.42**	**18.57**

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I.11.a Restated Statement of Property, Plant and Equipment

(₹ in Lakhs)

Particulars /Assets	Land	Building	Plant & Machinery	Fixtures & Fixtures	Car	Office Equipment	Compute r	Total
Carrying amount								
Balance as at 1 April 2022	**288.98**	**74.15**	**461.81**	**17.15**	**137.06**	**40.34**	**12.28**	**1,031.77**
Additions	-	-	104.80	1.70	8.62	2.99	2.20	120.31
Disposals /Adjustment	-	-	-	-	-	-	-	-
Balance as at 1 April 2023	**288.98**	**74.15**	**566.61**	**18.84**	**145.68**	**43.33**	**14.48**	**1,152.08**
Additions	-	33.23	376.72	11.05	29.19	4.07	16.55	470.81
Disposals / Adjustment	-	-	8.00	-	-	-	-	8.00
Balance as at 1 April 2024	**288.98**	**107.39**	**935.32**	**29.89**	**174.87**	**47.40**	**31.03**	**1,614.89**
Additions	70.33	277.75	324.34	2.84	185.21	7.37	14.00	881.85
Disposals / Adjustment	-	-	-	-	40.50	-	-	40.50
At 31 March 2025	**359.31**	**385.14**	**1259.67**	**32.73**	**319.59**	**54.77**	**45.04**	**2,456.24**
At 31 March 2024	**288.98**	**107.39**	**935.32**	**29.89**	**174.87**	**47.40**	**31.03**	**1,614.89**
At 31 March 2023	**288.98**	**74.15**	**566.61**	**18.84**	**145.68**	**43.33**	**14.48**	**1,152.08**
Accumulated depreciation								
At 1 April 2022	**-**	**12.54**	**119.20**	**6.14**	**60.96**	**27.20**	**8.77**	**234.81**
Additions	-	2.35	30.99	1.67	16.12	4.06	2.17	57.36
Deductions/Adjust ment	-	-	-	-	-	-	-	-
At 1 April 2023	**-**	**14.88**	**150.19**	**7.81**	**77.07**	**31.26**	**10.94**	**292.15**
Additions	-	2.39	42.01	2.17	16.65	3.77	3.34	70.33
Deductions/Adjust ments	-	-	1.77	-	-	-	-	1.77
At 1 April 2024	**-**	**17.28**	**190.42**	**9.98**	**93.72**	**35.03**	**14.28**	**360.71**
Additions	-	6.84	72.55	3.07	26.71	3.88	8.16	121.22
Deductions/Adjust ments	-	-	-	-	16.47	-	-	16.47
At 31 March 2025	**-**	**24.12**	**262.98**	**13.05**	**103.96**	**38.91**	**22.44**	**465.46**
At 31 March 2024	**-**	**17.28**	**190.42**	**9.98**	**93.72**	**35.03**	**14.28**	**360.71**
At 31 March 2023	**-**	**14.89**	**150.19**	**7.81**	**77.08**	**31.26**	**10.94**	**292.17**
Net Block								
At 31 March 2025	**359.31**	**361.02**	**996.69**	**19.67**	**215.63**	**15.86**	**22.59**	**1,990.78**
At 31 March 2024	**288.98**	**90.11**	**744.90**	**19.91**	**81.15**	**12.37**	**16.75**	**1,254.17**
At 31 March 2023	**288.98**	**59.26**	**416.42**	**11.04**	**68.60**	**12.07**	**3.54**	**859.92**

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I.11.b Restated Statement of Intangible Assets

(₹ in Lakhs)

Particulars /Assets	Software	Total
Carrying amount		
Balance as at 1 April 2022	**3.77**	**3.77**
Additions	34.11	34.11
Adjustment	-	-
Balance as at 1 April 2023	**37.89**	**37.89**
Additions	12.13	12.13
Disposals / Adjustment	-	-
Balance as at 1 April 2024	**50.02**	**50.02**
Additions	18.00	18.00
Disposals / Adjustment	-	-
At 31 March 2025	**68.02**	**68.02**
At 31 March 2024	**50.02**	**50.02**
At 31 March 2023	**37.89**	**37.88**
Accumulated depreciation		
At 1 April 2022	**1.57**	**1.57**
Additions	14.61	14.61
Adjustment	-	-
At 1 April 2023	**16.18**	**16.18**
Additions	6.57	6.57
Deductions/Adjustments	-	-
At 1 April 2024	**22.75**	**22.75**
Additions	8.64	8.64
Deductions/Adjustments	-	-
At 31 March 2025	**31.40**	**31.40**
At 31 March 2024	**22.75**	**22.75**
At 31 March 2023	**16.18**	**16.18**
Net Block		
At 31 March 2025	**36.62**	**36.62**
At 31 March 2024	**27.27**	**27.27**
At 31 March 2023	**21.70**	**21.70**

I.11.c Restated Statement of Intangible Asset under Development

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Opening Balance	-	-	20.50
Additions During the Year	-	-	-
Disposals/Adjustments	-	-	20.50
Closing Balances	-	-	-

I.12. Restated Statement of Long-term loans and advances

Long Term Loans and Advances	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good			
a. Advance for Land & office space*	1,152.52	107.71	25.48
Total (Long-Term)	**1,152.52**	**107.71**	**25.48**

*Advance for land includes advance of Rs. 1080.25 Lakhs against Plot G - 98, Site V, Kasna, Gr. Noida, U.P. The building has been registered in the name of company on 06th March, 2025. Transfer Fees paid to UP State Industrial Dev Authority on 24th March, 2025. Surrender Deed made on 21st April, 2025 and registered on 3rd May, 2025. Registration of lease deed is pending.

I.13. Restated Statement of Other Non-Current assets

Other Non-Current Assets	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good			
a. Security Deposit	14.50	7.86	5.89
b. Bank deposits with remaining maturity more than twelve months **	536.58	367.89	186.35
c. Security against Loan	15.84	15.84	-
d. Balance with government authority			
Amount Deposited under protest (Refer Annexure VII.b)	-	10.86	10.86
Income Tax Refund	16.39	5.53	5.53
Total	**583.31**	**407.98**	**208.63**

**Balance in Fixed deposit are on account of bank guarantee/margin given by bank. The FDR against bank guarantee are on account of the following bank margins: -

1. SIDBI - Rs. 179.50/- Lakhs
2. HDFC Bank - Rs. 354.07/- Lakhs
3. Indian Bank - Rs. 3.00/- Lakhs

I.14. Restated Statement of Inventories

Inventories	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
a. Raw Materials and Components	3,801.26	1,280.10	873.94
b. Work in Process	597.13	120.83	161.46
c. Finished Goods	243.76	45.20	126.66
d. Traded goods	15.42	24.94	-
Total	**4,657.57**	**1,471.07**	**1,162.06**

Inventories	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Value of Raw material and Components Comprises:			
Integrated Circuit	698.76	292.67	79.49
Printed Circuit Board	262.45	59.94	60.73
Others	2,840.05	927.49	733.72
Value of Work in Process Comprises:			
Energy Meter	597.13	120.83	161.46
Value of Finished Goods Comprises:			
Energy Meter	243.76	45.20	126.66
Others	15.42	24.94	-
Total	**4,657.57**	**1,471.07**	**1,162.06**

I.15. Restated Statement of Trade receivables

Trade Receivables	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
(Unsecured, Considered good)			
Outstanding for a period less than six months from the date they are due for payment	2,091.22	2,388.87	1,459.40
Outstanding for a period exceeding six months from the date they are due for payment	621.17	344.18	196.30
Total	**2,712.39**	**2,733.05**	**1,655.70**

Trade Receivable ageing schedule as at March 31, 2025

Particulars	Outstanding for following periods from due date of receipts					Total
	Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivable-considered good	2,091.22	268.54	111.15	1.12	240.36	2,712.39
(ii) Undisputed Trade Receivable-considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable-considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable-considered doubtful	-	-	-	-	-	-
Total	**2,091.22**	**268.54**	**111.15**	**1.12**	**240.36**	**2,712.39**

Trade Receivable ageing schedule as at March 31, 2024

Particulars	Outstanding for following periods from due date of receipts					Total
	Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivable-considered good	2,388.87	56.14	1.36	76.88	209.81	2,733.06
(ii) Undisputed Trade Receivable-considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable-considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable-considered doubtful	-	-	-	-	-	-
Total	**2,388.87**	**56.14**	**1.36**	**76.88**	**209.81**	**2,733.06**

Trade Receivable ageing schedule as at March 31, 2023

Particulars	Outstanding for following periods from due date of receipts					Total
	Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivable-considered good	1,459.81	165.89	-	-	44.00	1,669.70
(ii) Undisputed Trade Receivable-considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable-considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable-considered doubtful	-	-	-	-	-	-
Total	**1,459.81**	**165.89**	**-**	**-**	**44.00**	**1,669.70**

Note:

1. The Ageing Schedule is compiled on the FIFO assumption.
2. There are no unbilled" and "Not due" trade receivables, hence the same are not disclosed in the ageing schedule.
3. Except as disclosed in Note VII.a, there are no debts 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.

I.16. Restated Statement of Cash and bank balances

Cash and Bank Balances	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Cash and cash equivalents			
Balances with banks			
- In current accounts	357.71	44.18	6.45
- In share application account	0.01	404.32	-
Cash in hand	8.02	10.82	7.58
Other Bank Balances			
-Bank deposits with remaining maturity less than twelve months	-	-	-
-Bank deposits with remaining maturity more than twelve months	536.58	367.89	186.35
Total	902.32	827.21	200.39
Amount disclosed under non-current assets (Refer Note I.13)	536.58	367.89	186.35
Total	**365.74**	**459.32**	**14.03**

I.17. Restated Statement of Short-term loans and advances

Short Term Loans and Advances	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good			
(i) Advances to supplier	487.04	359.17	118.75
(ii) Advance to Employee	11.20	19.01	28.73
(iii) Earnest Money Deposit	28.95	11.98	84.07
(vi) Interest Receivable	31.89	20.69	-
(v) Bank guarantee charges receivables	-	-	37.23
Total	**559.08**	**410.85**	**268.78**

I.18. Restated Statement of Other current assets

Other Current Asset	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
a. Prepaid expenses	60.80	16.61	10.15
b. Balance with Government Authority			
(i) Balance with Goods and Service Tax etc.	228.76	71.79	120.04
(ii) Refund Due from Income Tax Authority	9.48	-	-
(iii) MAT Credit	-	18.91	18.91
c. Other Receivable	22.67	3.82	7.72
Total	**321.71**	**111.13**	**156.82**

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II.1. Restated Statement of Revenue from Operations

Revenue from Operations	For the period ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of Products (Manufactured Goods)	12,030.96	7,807.75	4,589.66
Sale of Products (Traded Goods)	402.59	0.86	-
Sale of services	-	36.93	-
Total	**12,433.55**	**7,845.54**	**4,589.66**
Other Operating Income	-	-	2,674.81
Total revenue from operations	**12,433.55**	**7,845.54**	**7,264.47**

II.2. Restated Statement of Other Income

Other Income	For the period ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest Income	34.91	18.29	8.54
Packaging & forwarding	1.21	1.28	2.05
Cessation of Liability	5.90	50.66	-
Foreign Exchange Fluctuation	-	5.00	-
Discount & Deduction Received	-	5.47	-
Insurance Recover	4.08	6.98	2.60
Profit on sale of Asset	14.28	-	-
Rental Income	6.21	-	-
Loading and Unloading Recovered	0.26	0.28	0.46
Freight Recovered	73.48	70.68	20.97
Total	**140.33**	**158.64**	**34.62**

II.3. Restatement of Cost of material consumed

Cost of Material Consumed	For the period ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
A) Raw Material Consumption			
Opening Stock	1,280.10	873.94	725.40
Add: Purchases	11,095.48	5,493.72	3,142.67
	12,375.58	6,367.66	3,868.07
Less: Closing Stock	3,801.25	1,280.10	873.94
Total	**8,574.33**	**5,087.56**	**2,994.13**

II.3.1. Restated Statement of Purchase of Stock-in-Trade

Cost of Traded Goods	For the period ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
(a) Purchase cost of traded goods	389.80	-	413.08
(b) Purchase cost of trading (securities)	-	-	2,675.33
Total	**389.80**	**-**	**3,088.41**

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II.4. Restated Statement of Changes in Inventory

Changes in Inventory of Manufactured Goods	For the period ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Inventory at the Beginning of the Year			
Manufactured Goods, raw materials etc. -Work in Process	120.83	161.46	292.50
Manufactured Goods, raw materials etc. - Finished Goods	70.14	126.66	152.10
(A)	190.97	288.12	444.60
Inventory at the End of the Year			
Manufactured Goods, raw materials etc. -Work in Progress	597.13	120.83	161.46
Manufactured Goods, raw materials etc. - Finished Goods	259.18	70.14	126.66
(B)	856.30	190.97	288.12
Total	**(665.33)**	**97.15**	**156.48**

II.5. Restated Statement of Employee benefits expense

Employee Benefits Expense	For the period ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries and Wages	699.55	350.49	255.19
Contribution to provident and other funds (refer Annexure VI.e)	10.83	5.51	4.82
Gratuity expense (refer Annexure VI.e)	10.67	2.93	2.41
Staff Welfare Expenses	9.43	11.57	5.13
Total	**730.48**	**370.50**	**267.55**

II.6. Restates Statement of Finance costs

Finance Cost	For the period ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest Expenses	202.49	140.25	68.46
Bank Charges	49.35	73.03	35.46
Total	**251.84**	**213.28**	**103.92**

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II.7. Restated Statement of Other Expenses

Other Expenses	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Audit Fee*	5.00	5.00	1.50
Business Promotion	24.26	22.97	16.91
Commission on Sales	54.40	11.09	7.85
Computer Expense	3.97	6.32	1.52
Consumable Tools and Store	2.41	1.24	0.37
Designing & Development Charges	16.50	15.58	0.41
Exhibition Exp	9.12	8.33	9.00
Fees & Subscription	34.12	16.53	22.73
Freight & Cartage	225.17	89.61	80.63
GST Expense	21.49	-	-
Insurance	40.33	8.79	1.72
Bad Debt Written off	-	0.84	59.53
Job Work Paid	109.46	132.76	30.64
Legal & Professional Charges	295.96	469.07	15.88
Loss on Exchange Fluctuation	12.91	-	16.17
Loss on sale of Machinery	-	3.73	-
Manpower Supply	460.74	-	-
Postage & Courier exp.	5.27	3.42	3.29
Provision for CSR contribution (refer annexure IX.f)	9.20	-	
Power & Electricity Expenses	52.21	36.62	29.24
Printing & Stationery	5.09	3.47	2.22
Irrecoverable balance written off	14.64	0.11	-
Rebate And Discount	-	-	7.26
Rent	23.08	1.72	0.26
Repair & Maint- Machinery	8.81	12.68	2.96
Repair & Maint- Others	31.60	12.34	10.81
Security Service Expenses	9.31	4.74	4.55
Testing Fee	53.79	43.84	96.31
Tour & Travelling Exps.	42.88	30.35	24.12
Warranty Expenses	50.97	34.82	17.29
Miscellaneous Expense	3.16	7.67	3.26
Total	**1,625.85**	**983.64**	**466.43**

Payment to auditor*

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Statutory Audit fees	5.00	5.00	1.50
Other Matters	0.35	-	0.28
Total	**5.35**	**5.00**	**1.78**

II.8 Restated Earning Per Share and Diluted earning per share

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Basic earning per share			
Net Profit as per Profit & Loss A/c	**1,123.20**	**815.86**	**108.60**
Weighted average number of shares (Basic EPS)	93.79	80.06	79.72
Basic EPS	**11.98**	**10.19**	**1.36**
Diluted earning per share			
Profit after tax*	**1,123.20**	**815.86**	**108.60**
Weighted average number of shares (Diluted EPS)	93.79	80.06	79.72
Diluted EPS	**11.98**	**10.19**	**1.36**

** The Company does not have any diluted potential Equity Shares. Consequently, the basic and diluted profit/earnings per share of the company remain the same.*

VI.a. Capital Contracts

Estimated value of contracts remaining to be executed on capital accounts not provided:

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Estimated value of contracts remaining to be executed on capital accounts not provided*	94.68	4.95	-
Total	**94.68**	**4.95**	**-**

*This amount pertains to the balance amount payable/ paid in the subsequent period for purchase of 2 capital asset i.e. 2 commercial office spaces with Good Living Infrastructure Projects Noida. The advance paid for this property has been disclosed in "Long term Loans and Advances-Advances for office spaces".

VI.b. CIF Value of Import

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Value of Traded Goods (Imported)	2,677.75	1,532.52	819.78
Value of Capital Goods (Imported)	33.03	204.02	7.83

VI.c. Unhedged Foreign Currency

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Liabilities:			-
Trade payables			
Foreign currency	**USD**	**USD**	**USD**
Amount in foreign currency	10.33	6.35	4.42
Exchange rate	85.54	82.91	82.11
Amount in ₹ in Lakhs	883.37	526.62	363.16
Total Unhedged Payables	**883.37**	**526.62**	**363.16**

VI.d. Segment Reporting

The segment reporting of the Company has been prepared in accordance with AS-17, "Segment Reporting" (specified under the section 133 of the Companies Act 2013 (the Act) read with Companies (Accounting Standards) Rule 2015 (as amended from time to time) and other relevant provision of the Act).

Operating segments are defined as components of an enterprise for which discrete financial information so available is evaluated regularly by Chief Operating Decision Maker (CODM), in deciding how to allocate resources and assessing performance.

Accordingly, the Company has identified two reportable business segments based on its product and services as follows:
(i) Electrical Meters – Consists of manufacture / purchase and sale of static and smart electricity meters
(ii) Trading of securities – Consists of trading activity in capital markets including sale and purchase of equity shares, derivative instruments, etc.

The CODM primarily uses a measure of revenue from operation and profit or loss to assess the performance of the operating segments on monthly basis. The Company operates in India only and therefore the analysis of geographical segments has not been provided separately.

Unallocated Revenue, expenses, assets and liabilities have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue, expenses, assets and liabilities which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed under unallocated.

Summary of segment information:

A	Business Segment	As at/For the year ended March 31, 2025	March 31, 2024	March 31, 2023
I	**Revenue from operations**			
	Electrical meters	12,433.55	7,808.61	4,589.66
	Trading of securities	-	-	2,674.81
	Segment revenue	**12,433.55**	**7,808.61**	**7,264.47**
	Other unallocated revenue	-	36.93	-

A	Business Segment	As at/For the year ended		
		March 31, 2025	March 31, 2024	March 31, 2023
	Total revenue from operations	**12,433.55**	**7,845.54**	**7,264.47**
II	**Results**			
	Electrical meters	4,134.75	2,623.89	1,025.96
	Trading of securities	-	-	(0.52)
	Segment operating profit	**4,134.75**	**2,623.89**	**1,025.44**
	Other unallocated income / (expenses) (net)	(2,486.20)	(1,394.04)	(806.01)
	Operating profit	**1,648.56**	**1,229.85**	**219.43**
	Finance costs	251.84	213.29	103.92
	Other income including finance income	140.33	158.64	34.61
	Profit before tax	**1,537.05**	**1,175.20**	**150.12**
III	**Segment assets**			
	Electrical meters	10,826.44	5,827.65	3,847.97
	Trading of securities	-	-	-
	Segment operating assets	**10,826.44**	**5,827.65**	**3,847.97**
	Unallocated assets:			
	Property, plant and equipment	273.76	130.18	95.26
	Intangible assets (including under development)	36.62	27.26	21.70
	Cash and bank balances	365.74	459.32	14.04
	Other non-current assets	566.92	391.59	192.24
	Employee advances	11.20	19.01	28.73
	Other current assets	299.04	127.51	173.20
	Total assets	**12,379.72**	**6,982.52**	**4,373.14**
IV	**Segment liabilities**			
	Electrical meters	6,625.56	3,717.48	2,085.99
	Trading of securities	-	-	-
	Segment operating liabilities	**6,625.56**	**3,717.48**	**2,085.99**
	Unallocated liabilities:			
	Borrowings	1,115.15	443.34	871.81
	Provisions	388.74	252.82	34.00
	Deferred Tax liability (Net)	83.49	51.64	37.53
	Other Current liabilities (excluding advance from customers)	166.40	121.16	195.18
	Total liabilities	**8,379.35**	**4,586.44**	**3,224.51**
V	**Capital expenditure**			
	Electrical meters	672.43	401.95	104.80
	Trading of securities	-	-	-
		672.43	**401.95**	**104.80**
	Other unallocated	186.92	72.99	29.12
	Total capital expenditure	**859.35**	**474.94**	**133.92**
VI	**Depreciation and amortization expenses**			
	Electrical meters	82.47	44.40	33.33
	Trading of securities	-	-	-
		82.47	**44.40**	**33.33**
	Other unallocated	47.39	32.50	38.63
	Total depreciation and amortization expense	**129.86**	**76.90**	**71.96**

VI.e. Employee Benefits (AS-15)

In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the employee provident fund organization (EPFO). As per the Accounting standard on "Employee Benefits" (AS-15) (Revised 2005) issued by The Institute of Chartered Accountants of India, the company has contributed to various employee benefits as under:

The Company has contributed to various employee benefits as under: -

(A)	Defined Contribution Plans:	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
	The Company has recognized the following amounts in the Profit and Loss Account for the year: -			
	Employer's Contribution to Provident Fund	7.55	4.42	3.85
	The Company has recognized the following amounts in the Profit and Loss Account for the year: -			
	Employer's Contribution to Employees' State Insurance Scheme	3.28	1.09	0.97

(B) Restated Statement of Employee Benefits- Gratuity

(i) Change in Defined Benefit Obligation (DBO)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Present value of DBO at the beginning of the year	12.86	10.42	8.30
Current service cost	8.82	4.51	3.02
Interest cost	0.93	0.78	0.60
Actuarial (gain) / loss	(0.04)	(2.36)	(1.21)
Benefits paid	(0.39)	(0.49)	(0.29)
Present value of DBO at the end of the year	**22.18**	**12.86**	**10.42**

(ii) Amounts recognised in the Balance Sheet

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Net Liability at the beginning of the Year	12.85	10.42	8.30
Net Expense Recognised in Statement of Profit and Loss	9.32	2.43	2.13
Benefits Paid	-	-	-
Fair value of plan assets at the end of the year	-	-	-
Net Liability recognised in the Balance Sheet	**22.17**	**12.85**	**10.43**

(iii) Expenses Recognised

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Current service cost	8.82	4.51	3.02
Interest cost	0.93	0.78	0.60
Actuarial (gain) / loss	(0.04)	(2.36)	(1.21)
Expense recognised in Statement of Profit and Loss	**9.71**	**2.93**	**2.41**

(iv) Assumptions

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Discount Rate	7.04%	7.25%	7.25%
Salary Increase Rate	5.00%	5.00%	5.00%
Rate of Return on Plan Assets	NA	NA	NA
Mortality Table	IALM 2012-14 ULT		
Retirement Age	60 Years		
Withdrawal rates	10% per Annum		

(B) Restated Statement of Employee Benefits- Leave Encashment

(i) Change in Defined Benefit Obligation (DBO)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Present value of DBO at the beginning of the year	0.76	0.37	0.00
Interest cost	0.06	0.03	0.03
Current Service Cost	1.22	0.33	0.10
Benefits paid	(0.50)	-	-
Actuarial (gain)/loss	(0.32)	0.04	(0.21)
Present value of the obligations at the end of the year	**1.22**	**0.76**	**(0.08)**

(ii) Amounts recognised in the Balance Sheet

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Present value of the obligation at the end of the year	1.22	0.76	(0.08)
Fair value of plan assets at end of period	-	-	-
Net liability/(asset) recognized in Balance Sheet and related analysis	1.22	0.76	(0.08)
Funded Status - Surplus/ (Deficit)	1.22	(0.76)	0.08

(iii) Expenses Recognised

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Interest cost	0.06	0.03	0.03
Current service cost	1.22	0.33	0.10
Expected return on plan asset	-	-	-
Net actuarial (gain)/loss recognized in the year	(0.32)	0.04	(0.21)
Expenses to be recognized in P&L	**0.96**	**0.40**	**(0.08)**

(iv) Assumptions

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Discount Rate	7.04%	7.25%	7.50%
Salary Growth Rate	5.00%	5.00%	5.00%
Mortality	IALM 2012-14 ULT		
Expected rate of return	-	-	-
Attrition/Withdrawal Rate (per annum)	10% per Annum		

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VII.a. Related Party Disclosure under Accounting Standard 18 (AS 18)

As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

A. Names of related parties and nature of relationship:

Relationship	Name of Related Party	Designation	Date of appointment	Date of cessation
a) Board of Directors (BoD)	Deven Chowdhary	Whole Time Director	15-Jul-24	
	Rohit Chowdhary	Managing Director	15-Jul-24	
	Reshu Chowdhary	Director	16-Feb-24	
	Sandeep Thukral	Independent Director	20-Jul-24	
	Jyoti Bala	Independent Director	20-Jul-24	
b) Key Management Personnel (KMP)	Megha Sharma	Company Secretary	22-Jul-24	
	Rishab Nagpal	CFO	20-Jul-24	
c) Enterprise over which KMP and their relatives exercise significant influence	Amit Export	Related Party		
	Divya Sharma	Related Party		

B. Transactions with related parties are as follows:

Name	Nature of Transaction	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Rohit Chowdhary	Remuneration	96.00	54.00	48.00
Deven Chowdhary	Remuneration	96.00	54.00	48.00
Rishab Nagpal	Remuneration	16.73	-	-
Megha Sharma	Remuneration	1.25	-	-
Rohit Chowdhary	Rent	0.82	-	-
Amit Export	Purchase	440.90	548.08	433.46
Divya Sharma	Rent	8.28	-	-
Jyoti Bala	Director sitting fees	0.68	-	-
Sandeep Thakral	Director sitting fees	0.60	-	-

C. Outstanding with related parties are as follows:

Name	Nature of Transaction	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Deven Chowdhary	Loan	2.06	67.99	120.08
	Remuneration	32.12	22.92	38.06
Rohit Chowdhary	Loan	1.86	1.08	137.60
	Remuneration	4.41	32.47	19.54
Amit Export	Revenue Nature	154.55	(176.73)	82.16
Rohit Chowdhary	Rent	0.22	-	-
Divya Sharma	Rent	1.75	-	-
Jyoti Bala	Director sitting fees	0.61	-	-
Sandeep Thakral	Director sitting fees	0.54	-	-

Annexure VII.b. - Contingent liabilities:

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Bank Guarantee in favor of third parties*	2188.17	1,578.99	1,169.09
Demand from Income Tax Authorities **	-	54.32	54.32

* The Company has provided bank guarantees amounting to Rs. 2188.17 Lakhs to various customers, suppliers, and government authorities as part of its normal business operations. These guarantees are issued by banks on behalf of the Company and are primarily related to performance and financial obligations under contracts. The management believes that the likelihood of these guarantees being invoked is remote, and accordingly, no provision has been made in the financial statements for these potential obligations.

**In the previous financial year ending 31st March 2024, an income tax demand amounting to ₹ 54.32/- lakhs was disclosed under contingent liabilities. Pursuant to the order dated 27th February 2025 by the Income Tax Appellate Tribunal (ITAT) in favour of the assessee company, the said demand has been nullified. Accordingly, no disclosure under contingent liabilities is required in the financial statements for the year ending 31st March 2025.

Annexure VII.c. - RATIOS

Particulars	As at 31 March, 2025	As at 31 March, 2024	Variance	Reason (If variation is more than 25%)
Current Ratio	1.34	1.39	(3%)	N/A
Debt-Equity Ratio,	0.45	0.38	19%	N/A
Debt Service Coverage Ratio	7.62	6.87	11%	N/A
Return on Equity Ratio	28%	40%	(30%)	Decrease in Return on Equity, due to Increase in Shareholder's fund.
Inventory turnover ratio	2.59	3.94	(34%)	Decrease in ratio due to increase in average inventory of the company
Trade Receivables turnover ratio	4.57	3.58	28%	Increase in ratio due to increase in total turnover of the company
Trade payables turnover ratio	3.12	2.73	14%	N/A
Net capital turnover ratio	3.11	3.85	(19%)	N/A
Net profit ratio	9%	10%	(13%)	N/A
Return on Capital employed	30%	43%	(30%)	Decrease in ratio due to increase in total capital employed of the company
EBITDA Margin	15%	19%	(17%)	N/A
NAV per share	42.00	48.14	(13%)	N/A
Return on Investment	9%	12%	(22%)	N/A

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Particulars	As at 31 March, 2024	As at 31 March, 2023	Variance	Reason (If variation is more than 25%)
Current Ratio	1.39	1.27	9%	N/A
Debt-Equity Ratio,	0.38	0.51	(27%)	Increase in total equity due to private placement
Debt Service Coverage Ratio	6.87	3.14	119%	Increase in Debt Service Coverage Ratio, due to Increase in profit
Return on Equity Ratio	40%	9%	323%	Increase in Return on Equity, due to Increase in profit
Inventory turnover ratio	3.86	2.57	50%	Increase in Inventory Turnover Ratio, due to Increase in value of Cost of Goods Sold
Trade Receivables turnover ratio	3.58	5.89	(39%)	Decrease in ratio due to increase in trade receivables of the company
Trade payables turnover ratio	2.73	2.64	3%	N/A
Net capital turnover ratio	3.85	6.32	(39%)	Increase in total equity due to private placement
Net profit ratio	10%	1%	596%	Increase in Net Profit Ratio, due to increase in net profit
Return on Capital employed	43%	14%	204%	Increase in Return on Capital Employed Ratio, due to increase in EBIT
EBITDA Margin	19%	4%	316%	Increase in EBITDA Ratio, due to increase in sales
NAV per share	48.14	28.82	67%	Increase in NAV per share, due to increase in sales
Return on Investment	12%	2%	370%	Increase in ROI, due to increase in sales

Methodology:

1. Current Ratio = Current Asset / Current Liability
2. Debt-Equity Ratio = Long Term Borrowing / Equity Shareholder
3. Debt Service Coverage Ratio = EBITDA / Finance Cost
4. Return on Equity Ratio = Profit After Tax / Shareholders Funds
5. Inventory Turnover Ratio = Cost of Goods Sold/ Average Inventory
6. Trade Receivable Turnover Ratio = Revenue from Operations / Average Trade Receivable
7. Trade Payable Turnover Ratio = Purchase / Average Trade Payable
8. Net Capital Turnover Ratio = Revenue from Operations / Shareholders Funds
9. Net Profit Ratio = Profit After Tax / Revenue
10 Return on Capital Employed= Earning before interest and tax/Capital Employed
11. EBITDA Margin = Earnings before interest and Depreciation/ Sales
12. NAV per share= Net worth/ No. of shares outstanding
13. Return on investment= Profit after tax/ Total Assets

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PART-A

VIII.a. Reconciliation between audited profit and restated profit.

Particulars	As at 31 March, 2025	As at 31 March, 2024	As at 31 March, 2023
A. Profit after tax (as per audited/unaudited financial statements)	**1,095.88**	**910.72**	**34.95**
B. Add/(Less): Adjustments on account of -			
1. Provision for Gratuity	-	10.43	(2.13)
2. Provision for Leave Encashment	-	0.35	0.07
3.Provision for Deferred Tax	-	(77.96)	75.62
4 Tax pertaining to earlier years	27.30	(0.38)	
5. Tax adjustments	-	(27.30)	
C. Restated profit after tax (A+B)	**123.17**	**815.86**	**108.51**

VIII.b. Reconciliation of the Opening Balance of Reserves and Surplus for the FY 2021-22 & FY 2022-23:

Particulars	As on 1 April, 2021	As on 1 April, 2022
(A) Opening Balance	526.92	526.19
Add/(Less): Adjustments on account of -		
1. Expenses for Prior Period	(0.17)	0.17
2. Income for Prior Period	0.07	(0.07)
3. Change in Provision of Gratuity	(5.21)	(3.09)
4. Change in Provision of Leave Encashment	(0.28)	(0.16)
5. Deferred Tax	4.86	(2.56)
6. Profit after tax for FY 21-22 as per Audited Financials	-	29.33
Total Adjustments (B)	**(0.73)**	**23.62**
Restated Opening Balance (A+B)	**526.19**	**549.81**

Part B Material Regrouping

Appropriate regroupings have been made in the Restated Statement of Assets and Liabilities, Restated Statement of Profit and Loss and Restated Statement of Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per AS financial information of the Company for the year ended March 31, 2024 prepared in accordance with Schedule III of Companies Act, 2013 and other applicable AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2018, as amended.

1) Adjustment of Gratuity Expenses
Company had accounted gratuity on cash basis, however during the restatement, Company has complied with the requirement of AS-15 (Revised) "Employee Benefits" and accordingly booked Gratuity expenses basis of actuarial valuation report.

2) Adjustment on account of Provision of Deferred Tax Assets
Due to Difference of WDV of Fixed Assets as per Companies Act. 2013 and Income Tax Act, 1961 during the period of restatement, The Company has recalculated the deferred tax liability and deferred tax assets at the end of respective year ended at the rate of normal Tax rate applicable at the end of relevant year. For more details refer table of Reconciliation of Statement of Profit and loss as above.

3) Accounting of Prior Period Expenses:
During the restatement of Expenses booking has been reconsidered basis of the year to which expenses is pertaining to and accordingly all prior period expenses has been charged to Restated Statement of Profit and Loss account of respective years. It also includes sundry balances written off, excess booking of expenses.

IX.a. RECONCILLATION OF QUATERLY RETURNS OR STATEMENTS OF CURRENT ASSETS FILED WITH BANKS OR FINANCIAL INSTITUTIONS

Quarterly returns or statements filed by the Company for working capital limits with banks and financial institutions are in agreement with the books of accounts of the Company, except the following details of the differences which were noted between the amount as per books of account for respective quarters: -

For the year ended March 31, 2025

Month ending	As per return/statement submitted to bank	As per books	Difference
Inventory			
June, 2024	1,596.03	1,848.61	252.58
September, 2024	2,607.96	3,264.35	656.39
December, 2024	3,101.95	3,892.68	790.73
March, 2025	4,632.55	4,657.56	25.01
Debtors			
June, 2024	2,526.47	2,690.97	164.50
September, 2024	3,364.43	3,457.93	93.50
December, 2024	3,672.11	3,690.26	18.15
March, 2025	2,972.36	2,712.38	(259.98)
Creditors			
June, 2024	2,259.74	2,652.26	392.52
September, 2024	3,182.49	4,066.60	884.11
December, 2024	3,882.68	4,341.24	458.56
March, 2025	4,221.77	4,681.77	460.00

For the year ended March 31, 2024

Month ending	As per return/statement submitted to bank	As per books	Difference
Inventory			
June, 2023	1,269.19	1,575.12	305.93
September, 2023	1,518.45	1,800.31	281.86
December, 2023	1,451.13	1,699.60	248.47
March, 2024	1,419.30	1,471.07	51.77
Debtors			
June, 2023	2,031.14	2,015.74	(15.40)
September, 2023	1,731.59	1,856.07	124.48
December, 2023	2,457.09	2,525.40	68.31
March, 2024	2,485.73	2,733.05	247.32
Creditors			
June, 2023	1,947.34	2,374.38	427.04
September, 2023	1,842.06	2,226.71	384.65
December, 2023	1,993.50	2,283.84	290.34
March, 2024	2,268.63	2,420.82	152.19

For the year ended March 31, 2023

Month ending	As per return/statement submitted to bank	As per books	Difference
Inventory			
June, 2022	920.58	1,163.85	243.27
September, 2022	1,059.97	1,364.09	304.12
December, 2022	1,116.55	1,315.11	198.56
March, 2023	1,162.07	1,471.07	309.00
Debtors			
June, 2022	692.24	595.16	(97.08)
September, 2022	1,105.79	1,049.55	(56.25)
December, 2022	1,395.65	1,518.72	123.07
March, 2023	1,738.85	2,733.05	994.20
Creditors			
June, 2022	666.87	735.87	69.00
September, 2022	1,003.95	1,429.92	425.98
December, 2022	1,458.74	2,013.60	554.86
March, 2023	1,589.09	2,523.62	934.53

IX.b. DETAILS OF IMMOVABLE PROPERTY

Title deeds of immovable property disclosed in the financial statements held are in the name of company.

IX.c. REVALUATION OF PROPERTY, PLANT AND EQUIPEMENT

The company has not revalued any of its Property, Plant and Equipment, hence no disclosure is required

IX.d. DETAILS OF BENAMI PROPERTY HELD

No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

IX.e. TOTAL VALUE OF ALL IMPORTED RAW MATERIALS, SPARE PARTS AND COMPONENTS CONSUMED DURING THE FINANCIAL YEAR AND THE TOTAL VALUE OF ALL INDIGENOUS RAW MATERIALS, SPARE PARTS AND COMPONENTS SIMILARLY CONSUMED AND THE PERCENTAGE OF EACH TO THE TOTAL CONSUMPTION.

Particular	For the year ended 31 March, 2025		For the year ended 31 March, 2024		For the year ended 31 March, 2023	
	Rs.	(%)	Rs.	(%)	Rs.	(%)
A. Raw Materials and Components						
(I) Imported	2,092.47	24.40%	1,532.52	32.08%	819.78	26.09%
(II) Indigenous	6,481.86	75.60%	3,245.05	67.92%	2,322.89	73.91%
Total	**8,574.33**	**100.00%**	**4,777.57**	**100.00%**	**3,142.67**	**100.00%**

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IX.f. CORPORATE SOCIAL RESPONSIBILITY - CSR EXPENDITURE

As per provisions of section 135 of the Companies Act, 2013, read along with the Rules made thereunder and Schedule VII thereto, the Company has to incur at least 2% of average net profits, as per section 198 of the Companies Act, 2013, of the preceding three financial years towards Corporate Social Responsibility ("CSR").

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Gross amount required to be spent by the Company	9.10	-	-
Amount spent during the period / year	-	-	-
A) Amount spent during the period / year			
i. Construction/Acquisition of any asset	-	-	-
ii. On purposes other than (i) above	-	-	-
Add: Utilised from excess spent in last year	-	-	-
Total	**-**	**-**	**-**
B) Amount yet to be spent during the period /year			
i. Construction/Acquisition of any asset	-	-	-
ii. On purposes other than (i) above	9.10	-	-
Add: Utilised from excess spent in last year	-	-	-
Total	**9.10**	**-**	**-**
C) Details related to spend/unspent obligations			
i. Contribution to Public Trust	-	-	-
ii. Contribution to Charitable Trust	-	-	-
iii. Unspent amount in relation to:			
- Ongoing project	-	-	-
- Other than ongoing project	9.10	-	-
D) Disclosure as per Section 135(5) - Other than ongoing project			
Opening balance	-	-	-
Amount deposited in Specified Fund of Sch. VII within 6 months	9.10	-	-
Amount required to be spent during the period / year	-	-	-
Amount spent during the period/year	-	-	-
Closing balance	**9.10**	**-**	**-**
Closing balance			
- with Company*	9.10	-	-
- in separate CSR unspent account	-	-	-

**The requisite amount left unutilised as on 31.03.2025 was deposited in PM Cares Fund on 04th & 5th of May, 2025 as per the requirements Sec VII of Sec 135 of Companies Act, 2013.*

IX.g. ADDITIONAL REGULATORY INFORMATION

(i) The Company has not been categorized as a wilful defaulter by any bank or financial institution during the year.
(ii) The Company has no transaction with companies struck off under section 248 of the Act, or under section 560 of the companies Act, 1956.
(iii) There is no charge or satisfaction yet to be registered with ROC beyond statutory period.
(iv) There are no layer of companies, hence no disclosures are required.
(v) There is no scheme of arrangement approved in terms of section 230 to 237 of Companies Act, 2013.
(vi) The company has neither advanced any fund to intermediaries nor has received any fund with the understanding that intermediary or company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company/funding agency or provide any guarantee thereof.
(vii) The Company does not have any transaction 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.
(viii) The company has not traded or invested or dealt in Crypto currency or Virtual currency during the financial year.
(ix) The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the intermediary shall:
  (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate beneficiaries) or

(b) Provide any guarantee, security or the like to or on behalf of the Ultimate beneficiaries

(x) The company has not received from any person(s) or entity(ies), including (funding party) with the understanding (in writing or otherwise) that the company shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate beneficiaries) or

(b) Provide any guarantee, security or the like to or on behalf of the Ultimate beneficiaries

The figures for the corresponding previous year have been reclassified/regrouped wherever necessary, to make them comparable.

As per our report of even date attached.

For Abhay Sharma and Company
Chartered Accountants
ICAI Firm Registration Number: 018749C

Abhay Sharma Digitally signed by Abhay Sharma Date: 2025.05.15 12:54:58 +05'30'

CA Abhay Sharma
Partner
Membership number: 533160

Place: Bikaner
Date: May 15, 2025
UDIN: 25533160BMIDMH3039

For and on behalf of the Board of Directors of Eppeltone Engineers Limited

Rohit Chowdhary Digitally signed by Rohit Chowdhary Date: 2025.05.15 12:35:26 +05'30'

Rohit Chowdhary
Managing Director
DIN: 01995105

Place: Delhi
Date: May 15, 2025

Deven Chowdhary Digitally signed by Deven Chowdhary Date: 2025.05.15 12:40:20 +05'30'

Deven Chowdhary
Whole Time Director
DIN: 09198677

Place: Delhi
Date: May 15, 2025

Rishab Nagpal Digitally signed by Rishab Nagpal Date: 2025.05.15 12:43:23 +05'30'

Rishab Nagpal
Chief Financial Officer

Place: Delhi
Date: May 15, 2025

MEGHA SHARMA Digitally signed by MEGHA SHARMA Date: 2025.05.15 12:49:09 +05'30'

Megha Sharma
Company Secretary and Compliance Officer

M. No.: A56209
Place: Jaipur
Date: May 15, 2025

OTHER FINANCIAL INFORMATION

The accounting ratios of our Company based on Restated Financial Statements as required under Part A of Schedule VI of the SEBI ICDR Regulations are provided below:

(Rs. In Lakhs)

Particulars	As at/for the period/financial year ended		
	March 31, 2025	**March 31, 2024**	**March 31, 2023**
Profit After Tax *(₹ in lakhs)*	1,123.20	815.86	108.60
Basic & Diluted Earnings per Share (Based in Weighted Average Number of Shares)	11.98	10.19	1.36
Return on Net Worth (%)	28.08%	40.00%	9.45%
NAV per Equity Shares (Based on Actual Number of Shares)	42.00	48.14	28.82
Earnings before interest, tax, depreciation and amortization (EBITDA) *(₹ in lakhs)*	1,778.42	1,306.69	291.44

Notes

The ratios on the basis of Restated Financial Statements have been computed as below:

Basic and Diluted Earnings per share (₹)	Net profit/(loss) as restated, attributable to Shareholders divided by Weighted average number of Equity Shares outstanding during the year
Return on Net Worth (%)	Restated net profit after tax for the year attributable to the owners of the Company divided by Restated Net worth of the Company
Net Asset Value per Equity Share	Restated Net worth of the Company divided Number of Equity shares outstanding at the end of period/year
EBITDA	Restated profit/(loss) after tax for the respective Fiscal plus tax expenses plus finance costs plus depreciation and amortization minus other income

Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year. Further, number of shares are after considering impact of the bonus shares

Net worth as per the SEBI ICDR Regulations means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2025, derived from our Restated Financial Statements and as adjusted for the Issue.

(Amount ₹ in lakhs)

Particulars	Pre-Issue as at March 31, 2025	As adjusted for the Proposed Issue
Borrowings		
Current Borrowings	1,258.37	[●]
Non-Current Borrowings	1,795.55	[●]
Total Borrowings (A)	**3,053.92**	**[●]**
Shareholder's Funds		
Equity Share Capital	952.53	[●]
Reserve and Surplus	3,047.83	[●]
Total Shareholder's Funds (B)	**4,000.36**	**[●]**
Non-Current Borrowings / Total Shareholder's Funds Ratio (times)	0.45	[●]
Total Borrowings / Total Shareholder's Funds Ratio (A/B) (times)	0.76	[●]

Note:

1. Short term Debts represent which are expected to be paid/payable within 12 months.

2. Long term Debts represent debts other than Short term Debts as defined above.

3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at March 31, 2025.

FINANCIAL INDEBTEDNESS

The following is the summary of the outstanding borrowings of the Company as on March 31, 2025.

Particulars	Purpose of loans	Rate of interest	Sanctioned amount (in Rs. Lacs)	Amount outstanding as on March 31, 2025 (in Rs. Lakhs)	As per Financials	
					Short-Term (in Rs. Lakhs)	Long-Term (in Rs. Lakhs)
Secured Loan						
(a) Term loans from banks						
HDFC term loan (800284832)	General purpose	8.96%	321.00	273.89	25.93	247.96
HDFC term loan (801366573)	Capital expenditure	8.78%	2,000.00	895.02	5.02	890.00
HDFC Car Loan – Aura	Vehicle	7.50%	6.00	2.89	1.29	1.61
Indian Bank Car Loan (7694441988)	Vehicle	8.80%	16.50	13.33	3.13	10.19
HDFC Car Loan (151533597)	Vehicle	9.39%	28.09	23.99	5.19	18.80
SIDBI Loan for Machinery	Capital expenditure	7.80%	350.00	286.59	79.15	207.44
SIDBI Loan (D009YX4)	Capital expenditure	8.75%	187.39	174.38	42.51	131.87
(b) Term loans from Financial Institutions						
Mercedes Benz Financial Services- (10163328)	Vehicle	7.86%	41.50	38.16	2.48	35.68
BMW Financial Services- (CN00246952)	Vehicle	9.85%	45.00	43.57	4.20	39.38
(c) Loan repayable on demand from Banks						
HDFC Bank (OD -50200073944171)	General purpose	9.50%	450.00	332.75	332.75	-
HDFC Bank (WDCL)	Working capital	9.50%	300.00	250.00	250.00	-
(d) Loan repayable on demand from Financial Institutions						
Aditya Birla Finance Ltd. (ABFDL3DLL00001004249)	Working capital	11.10%	500.00	396.82	396.82	-
Total Secured (A)				**2,731.39**	**1,148.47**	**1,582.93**
Unsecured Loans						
(a) Term loans from Banks						
IDFC bank (163797105)	General Purpose	14.50%	76.50	72.09	23.51	48.58
ICICI bank (UPNOD00050571209)	General Purpose	15.10%	100.00	94.61	30.66	63.95

Particulars	Purpose of loans	Rate of interest	Sanctioned amount (in Rs. Lacs)	Amount outstanding as on March 31, 2025 (in Rs. Lakhs)	As per Financials	
					Short-Term (in Rs. Lakhs)	Long-Term (in Rs. Lakhs)
(b) Term loans from Financial Institutions						
Kisetsu Saison Finance (India Ltd.) (6057074)	General Purpose	16.00%	60.00	56.70	18.28	38.42
Shriram Finance Ltd.	General Purpose	16.00%	41.00	24.34	14.58	9.76
Ugro Capital Ltd. (UGDELSU0000068445)	General Purpose	16.00%	75.00	70.85	22.86	47.99
(c) Loans from related parties						
Deven Chowdhary	General purpose	NA	NA	2.06	-	2.06
Rohit Chowdhary	General purpose	NA	NA	1.86	-	1.86
Total Unsecured (B)				**322.51**	**109.89**	**212.62**
Total borrowings (A+B)				**3,053.92**	**1,258.37**	**1,795.55**

Note:
a. Car loans from Mercedes Benz Financial Services, BMW Financial Services, Indian bank and HDFC bank are secured against the hypothecation of respective cars.
b. Loan from HDFC bank with LAN 800284832 and loan from Aditya Birla Finance are pledged against the personal property of the directors - Rohit Chowdhary & Deven Chowdhary.
c. Loans from SIDBI are in charge by way of hypothecation of plant, machinery, equipment, tools, spares and accessories.
d. Overdraft Limit from HDFC bank is secured against the properties held in the company and the personal property of the directors - Rohit Chowdhary & Deven Chowdhary.
e. Loan from ICICI, IDFC, Kisetsu Saison, Shri ram finance and Ugro Capital are all unsecured loans.
f. Loan from HDFC bank with LAN 801366573 has been advanced for purchase of property - G-98, UPSIDC, Site V, Industrial Area, Surajpur kasna Road, Greater Noida. The Loan has been is secured against the properties held in the company and the personal property of the directors- Rohit Chowdhary & Deven Chowdhary.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations for the financial year ended March 31, 2025, 2024 and 2023, all prepared in accordance with the Companies Act and Indian GAAP and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexures and notes thereto and the reports thereon, included in the section titled ***'Financial Information'*** beginning on page 183 of this Red Herring Prospectus. Unless otherwise stated, the financial information used in this section is derived from the restated financial statements of our Company.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the sections titled ***'Forward Looking Statements'*** and ***'Risk Factors'*** beginning on page 21 and 28 respectively, of this Red Herring Prospectus.

These financial statements have been prepared in accordance with Indian GAAP and the Companies Act. Indian GAAP differs in certain significant respects from U.S. GAAP, IFRS and Ind AS. We have neither attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Red Herring Prospectus nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS or Ind AS. Accordingly, the degree to which the Indian GAAP financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and the SEBI ICDR Regulations. Any reliance on the financial disclosure in this Red Herring Prospectus, by persons not familiar with Indian Accounting Practices, should accordingly be limited.

References to the *"Company", "we", "us"* and *"our"* in this chapter refer to Eppeltone Engineers Limited, as applicable in the relevant fiscal period, unless otherwise stated.

OVERVIEW OF OUR BUSINESS

Our Company is engaged in the business of manufacturing of electronic energy meters including smart meters and various power conditioning devices like high grade chargers, UPS systems, etc. to consumers from institutions, industries and electricity distribution utilities. Our company began its operations in the year 1977 and now operates a single manufacturing plant focused on producing high-quality and high-performance products. Over the years, we have streamlined our operations to ensure that our emphasis remains on quality and excellence.

Our Company is an ISO 9001, 140001 & 27001 certified organization engaged in the business of design, manufacturing and supply of Static Watt Hour Meters, Smart Meters, Water Meters, BPL Kits, UPS Systems, LED based luminaries, battery management system, battery chargers and battery packs, development of software applications, 4.5KW underslung constant voltage, regulated cum emergency battery charger, short neutral section assembly (phase break), light weight section insulator assembly, modular cantilever system, boxes and enclosures and all types of auto tensioning devices. For more details of our products and services, please refer to page no. 121.

We collect data from the customer, analyse them and then design a customized/ Bespoke system which cater to the needs of our customers. We undertake manufacturing and supply of finished products and intermediate- stage products for our customers depending upon the demand.

Our Company is engaged in business to business (B2B) segment as well as we also supply our products to end customers. Our Company caters to engineering projects and products to its various clients in India. We supply our products to institutional, non-institutional, electricity distribution utilities, AMISP and turnkey contractors. In addition, we supply our products to power utilities, which primarily includes supply of electronic energy meters including smart meters and various power conditioning devices like high grade chargers, UPS systems, etc. under direct contractual arrangements to electricity boards and power distribution companies, as well as through AMISP and project contractors.

We have trusted long-term relationships with state utility DISCOMs across India. We are approved by over 30 state government utilities and many central public sector undertakings across various states in India and by many blue-chip private turnkey contractors.

As on date of this Red Herring Prospectus, Our Company does not have any Subsidiary Company.

SIGNIFICANT FACTORS AFFECTING OUR 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'*** beginning on page 28 of this Red Herring Prospectus. The following are certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

- Strength of our Order Book;
- Company's ability to successfully implement its growth expansion plan;
- Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
- Pricing pressures from the competitive business environment, including the price of raw materials;
- Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
- Restrictions on the export - import imposed by the Government of India or of any other country;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
- Occurrence of Environmental Problems & Uninsured Losses

SIGNIFICANT ACCOUNTING POLICIES

The accounting policies have been applied consistently to the periods presented in the Restated Financial Statements. For details of our significant accounting policies, please refer section titled ***'Financial Information'*** beginning on page 183 of this Red Herring Prospectus.

RESULTS OF OUR OPERATIONS

The following discussion on the results of operations should be read in conjunction with the Restated Financial Statements of the Company for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023:

(₹ in lakhs)

Particulars	2024-25		2023-24		2022-23	
	Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	% of Total Revenue
Revenue From Operations						
- Smart Meters	12,433.55	98.88%	7,845.54	98.02%	4,589.66	62.88%
- Trading of shares and securities	-	-	-	-	2,674.81	36.64%
Other Income	140.33	1.12%	158.64	1.98%	34.62	0.47%
Total Revenue	**12,573.88**	**100.00%**	**8,004.18**	**100%**	**7,299.09**	**100%**
Cost of Material Consumed	8,574.33	68.19%	5,087.56	63.56%	2,994.13	41.02%
Purchase of Stock-in-Trade						
- Trading of shares and securities	-	-	-	-	2,675.33	36.65%
- Others	389.80	3.10%	-	-	413.08	5.66%
Change in inventory of finished goods, Work-in-progress & stock in trade	(665.33)	(5.29)%	97.15	1.21%	156.48	2.14%
Employee Benefits Expenses	730.48	5.81%	370.50	4.63%	267.55	3.67%
Finance Costs	251.84	2.00%	213.28	2.66%	103.92	1.42%
Depreciation and Amortization Expense	129.86	1.03%	76.90	0.96%	71.96	0.99%
Other Expenses	1,625.85	12.93%	983.64	12.29%	466.43	6.39%
Total Expenses	**11,036.83**	**87.78%**	**6,829.03**	**85.32%**	**7,148.88**	**97.94%**
Profit before tax	**1,537.05**	**12.22%**	**1,175.15**	**14.68%**	**150.21**	**2.06%**

Particulars	2024-25		2023-24		2022-23	
	Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	% of Total Revenue
Tax Expense						
- Current Tax	382.00	3.04%	345.18	4.31%	37.90	0.52%
- Deferred Tax	31.85	0.25%	14.11	0.18%	3.71	0.05%
Profit for the period	**1,123.20**	**8.93%**	**815.86**	**10.19%**	**108.60**	**1.49%**

PRINCIPAL COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS ACCOUNT

Income

Our total revenue for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 were amounted to ₹12,573.88 lakhs, ₹ 8,004.18 lakhs and ₹ 7,299.09 lakhs respectively. Our revenue comprises of:

Revenue from operations

Our revenue from operations primarily comprises revenue from Electrical Meters and Trading of Securities Segment. Our revenue from operations accounted for 98.88%, 98.02% and 99.53% of our total income for financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively. The category-wise breakup of revenue from operations is presented below:

(₹ in lakhs)

Particular	2024-25		2023-24		2022-23	
	Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	% of Total Revenue
Domestic						
Electric Meters	12,433.55	100%	7,845.54	100%	4,579.75	63.04%
Trading of shares and securities	-	-	-	-	2,674.81	36.82%
Total Domestic (A)	**12,433.55**	**100%**	**7,845.54**	**100%**	**7,254.56**	**99.86%**
Export						
Sale of Electric Meters	-	-	-	-	9.91	0.14%
Trading of shares and securities	-	-	-	-	-	-
Total Export (B)	**-**	**-**	**-**	**-**	**9.91**	**0.14%**
Total (A+B)	**12,433.55**	**100%**	**7,845.54**	**100%**	**7,264.47**	**100%**

Other revenue

Other revenue primarily comprises of Interest income, Packaging & Forwarding, Cessation of Liability, Foreign Exchange Fluctuation, Discount & Deduction Received, Insurance Recovery and Freight Recovery. Our other income accounted for 1.12%, 1.98% and 0.47% of our total income for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively.

Expenses

Our total expenses for financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 amounted to ₹11,036.83 lakhs, ₹6,829.03 lakhs and ₹7,148.88 lakhs respectively. Our expenses primarily consist of the following:

Cost of Material Consumed

Cost of Material Consumed consists of the consumption of raw materials and raw materials purchased for services which amounted to ₹8,574.33 lakhs, ₹5,087.56 lakh and ₹ 2,994.13 lakhs for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively accounting for 68.19%, 63.56% and 41.02% of the total income respectively.

Purchase of Stock-in-Trade

Purchase of Stock-in-Trade consists of two components, namely:

- Trading of shares and securities
- Trading of other materials

The cost of trading of shares and securities amounted to ₹ Nil, ₹ Nil and ₹ 2,675.33 lakhs for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively accounting for 0.00%, 0.00% and 36.65% of the total income respectively.

The cost of trading other materials amounted to ₹ 389.80 lakhs, ₹ Nil and ₹ 413.08 lakhs for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively accounting for 3.10%, 0.00% and 5.66% of the total income respectively.

Change in inventory of finished goods, Work-in-progress & stock in trade

Our changes in inventories of finished goods and work-in-progress goods include (i) changes in opening stock of finished goods and changes in opening stock of work in progress, and (ii) changes in closing stock of finished goods and changes in closing stock of work in progress.

There was a change in Stock-in-trade amounting to ₹(665.33) lakhs, ₹97.15 lakhs and ₹ 156.48 lakhs for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively accounting for (5.29)%, 1.21% and 2.14% of the total income respectively.

Employee Benefits Expense

Employee Benefits expenses primarily consist of (i) Salaries, Wages and incentives to Employees, (ii) Payment in Government P.F. and ESIC fund, Bonus etc., (iii) Staff welfare Expenses, (iv) Gratuity and (v) Leave Encashment. Employee Benefits expenses for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 amounted to ₹ 730.48 lakhs, ₹ 370.50 lakhs and ₹ 267.55 lakhs respectively which accounted to 5.81%, 4.63% and 3.67% of our total income respectively.

Finance Costs

Finance cost consists of Interest Expenses and Bank Charges totaling to ₹251.84 lakhs, ₹213.28 lakhs and ₹103.92 lakhs for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 which accounted to 2.00%, 2.66% and 1.42% of our total income respectively.

Depreciation and amortization

Depreciation represents depreciation on our Property, Plant and Equipment & Intangible Assets. Depreciation and amortization expenses amounted to ₹ 129.86 lakhs, ₹ 76.90 lakhs and ₹ 71.96 lakhs for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively which accounted to 1.03%, 0.96% and 0.99%, of our total income respectively.

Other Expenses

Other expenses primarily include Audit Fee, Business Promotion Expense, Commission on Sales, Computer Expense, Consumable Tools and Store, Designing & Development Charges, Exhibition Exp, Fees & Subscription, Fine and Penalty, Freight & Cartage, Insurance, Bad Debt Written off, Job Work Paid, Legal & Professional Charges, Loss on Exchange Fluctuation, Loss on sale of Machinery , Loss From Future & Option, Miscellaneous Expense, Postage & Courier exp., Power & Electricity Expenses, Printing & Stationery, Irrecoverable balance written off, Rebate And Discount, Rent, Repair & Maintenance of Machinery, Repair & Maintenance of Others, Security Service Expenses, Technical Service Charges, Telephone Expenses, Testing Fee, Tour & Travelling Expenses and Warranty Expenses for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 amounted to ₹ 1,625.85 lakhs, ₹ 983.64 lakhs and ₹ 466.43 lakhs respectively accounted for 12.93%, 12.29% and 6.39% of our total income respectively.

The Company has historically outsourced basic molding work to job workers on per unit basis. The amounts paid for job work have been as follows: INR 30.64 in FY 2023, INR 132.76 in FY 2024 and INR 109.46 in FY 2025. However, with the Company rapid growth and the increasing procurement of new orders, the management has decided to shift from outsourcing this work to manufacturing the same in-house.

This strategic decision is driven by the requirement of growing order book and need to enhance control over production quality, reduce dependency on external vendors and improve overall operational efficiency. To support this shift, the Company has hired additional employees in the Production department to handle the increased workload and ensure smooth in-house manufacturing. As a result, a significant portion of the molding

work that was previously outsourced will now be manufactured internally in house, allowing the Company to better manage production timelines, costs and quality standards.

Financial Year 2025 compared to Financial Year 2024

Total Income

Our total income increased by 57.09% from ₹8,004.18 lakhs in financial year ended March 31, 2024 to ₹ 12,573.88 lakhs in financial year ended March 31, 2025 primarily due to increase in revenue from operations.

Revenue from operations

Our revenue from operations increased by 58.48% from ₹ 7,845.54 lakhs in financial Year ended March 31, 2024 to ₹ 12,433.55 lakhs in financial Year ended March 31, 2025. The detailed segment-wise break-down of the change is mentioned below:

(₹ in Lakhs)

Particulars	2024-25	2023-24	Change	%
Electric Meters	12,433.55	7,845.54	4,588.01	58.48%
Trading of shares and securities	-	-	-	-
Total	**12,433.55**	**7,845.54**	**4,588.01**	**58.48%**

This is due to the following reasons:

- The revenue from our core business increased due to additional orders executed during FY 2024-25. We managed to scale up our business in geographical regions such as Gujrat, Karnataka and Madhya Pradesh which further helped us to increase our current operations.

Other Income

Other Income decreased by 11.54% from ₹ 158.64 lakhs in financial year ended March 31, 2024 to ₹ 140.33 lakhs in financial year ended March 31, 2025. Other Income consists of Interest income, Packaging & Forwarding, Cessation of Liability, Foreign Exchange Fluctuation, Discount & Deduction Received, Insurance Recovery, Profit on sale of asset, Rental Income, Loading and Unloading Recovery and Freight Recovery.

Expenses

Total expenses increased by 61.62% from ₹ 6,829.03 lakhs in financial year ended March 31, 2024 to ₹ 11,036.83 lakhs in financial year ended March 31, 2025 primarily due to increase in Cost of Material Consumed and Change in inventory of finished goods, Work-in-progress & stock in trade.

Cost of goods sold

(Cost of material consumed + Purchase of Stock-in-Trade + Change in inventory)

Cost of goods sold change as detailed below:

(₹ in Lakhs)

Particulars	2024-25	2023-24	Change	%
Cost of material consumed	8,574.33	5,087.56	3,486.77	68.54
Purchase of Stock-in-Trade				
- Trading of shares and securities	-	-	-	-
- Others	389.80	-	389.80	100.00
Change in inventory	(665.33)	97.15	(762.48)	(784.85)
Total	**8,298.80**	**5,184.71**	**3,114.09**	**60.06**

The change can be attributed to below factors:

- Cost from our core operating activity, i.e., manufacturing and selling smart electricity meters changed as below:

(₹ in Lakhs)

Particulars	2024-25	2023-24	Change	%
Revenue from smart meters (excluding trading)	12,030.96	7,845.54	4,185.42	53.35%
Cost of material consumed	8,574.33	5,087.56	3,486.77	68.54%
Change in inventory	(665.33)	97.14	(762.47)	(784.92)%
% of COGS	**65.74%**	**66.08%**	**(0.35)%**	

The gross margin from smart meters segment increased from 33.92% in FY 2023-24 to 34.26% in FY 2024-25, i.e., an increase of 0.35%.

Employee Benefits Expense

Employee Benefits Expense increased by 97.16% from ₹ 370.50 lakhs in financial year ended March 31, 2024 to ₹ 730.48 lakhs in financial year ended March 31, 2025. As a percentage to total income, employee benefits expenses increased to 5.81% in financial year ended March 31, 2025 from 4.63% in financial year ended March 31 2023.

Finance Costs

Finance costs for the financial year ended March 31, 2024 amounted to ₹ 213.28 lakhs as compared to ₹ 251.84 lakhs in financial year ended March 31, 2025 which is an increase of 18.08% primarily on account of additional loans taken by the Company at high interest rates. However, as a percentage to total income, finance costs decrease to 2.00% in financial year ended March 31, 2025 from 2.66% in financial year ended March 31, 2024 which indicates optimum utilization of additional funds taken by the Company.

Depreciation and amortization

Depreciation and amortization expenses was ₹ 76.90 lakhs in financial year ended March 31, 2024 as compared to ₹ 129.86 lakhs in financial year ended March 31, 2025. As a percentage to total income, depreciation and amortization expenses increased to 1.03% in financial year ended March 31, 2025 from 0.96% in financial year ended March 31, 2024.

Other Expenses

Other expenses increased by 65.30% from ₹ 983.64 lakhs in financial year ended March 31, 2024 to ₹ 1,625.85 lakhs in financial year ended March 31, 2025. However, as a % of total income, other expense accounts for 12.93% for the financial year ended March 31, 2025 compared to 12.29% for the financial year ended March 31, 2024.

Financial Year 2024 compared to Financial Year 2023

Total Income

Our total income increased by 9.66% from ₹7,299.09 lakhs in financial year ended March 31, 2023 to ₹ 8,004.18 lakhs in financial year ended March 31, 2024 primarily due to increase in revenue from operations.

Revenue from operations

Our revenue from operations for both the segments increased by 8.00% from ₹ 7,264.47 lakhs in financial Year ended March 31, 2023 to ₹ 7,845.54 lakhs in financial Year ended March 31, 2024. The detailed segment-wise break-down of the change is mentioned below:

(₹ in Lakhs)

Particulars	2023-24	2022-23	Change	%
Energy Meters	7,845.54	4,589.66	3,255.87	70.94
Trading of shares and securities	-	2,674.81	(2,674.81)	(100.00)
Total	**7,845.54**	**7,264.47**	**581.06**	**8.00%**

This is due to the following reasons:

- We have decided to focus on our core business of manufacturing and trading of energy electricity meters and hence we did not engage in trading of shares and securities from FY 2023-24 onwards.

- We have also amended the Object clause of our MoA to delete the existing clause III 'A' '5' from the main object clause III 'A' and words debentures, stocks, shares and securities from sub clause 4 of clause III 'B' which was duly approved by our shareholders in EGM held on August 27, 2024.
- As a result, the revenue from our core business increased by 70.94% in FY 2023-24. This was a direct reflection of our increased commitment and focus towards our core business added with additional orders executed during FY 2023-24. We managed to secure 18 new customers while also completing the existing orders in hand as at March 31, 2023. Further we managed to scale up our business in geographical regions such as Gujrat, Karnataka and Madhya Pradesh which further helped us to increase our current operations.

Other Income

Other Income increased by 358.36% from ₹ 34.62 lakhs in financial year ended March 31, 2023 to ₹ 158.64 lakhs in financial year ended March 31, 2024. Other Income for the financial year ended March 31, 2023 consists of Interest income, Packaging & Forwarding, Cessation of Liability, Foreign Exchange Fluctuation, Discount & Deduction Received, Insurance Recovery, Interest on Electricity Security, Loading and Unloading Recovery and Freight Recovery amounting to ₹ 34.62 lakhs.

Expenses

Total expenses decreased by 4.48% from ₹ 7,148.88 lakhs in financial year ended March 31, 2023 to ₹ 6,829.03 lakhs in financial year ended March 31, 2024 primarily due to decrease in Cost of Material Consumed and Change in inventory of finished goods, Work-in-progress & stock in trade.

Cost of goods sold

(Cost of material consumed + Purchase of Stock-in-Trade + Change in inventory)

Cost of goods sold change as detailed below:

(₹ in Lakhs)

Particulars	2023-24	2022-23	Change	%
Cost of material consumed	5,087.56	2,994.13	2,093.43	69.92
Purchase of Stock-in-Trade				
- Trading of shares and securities	-	2,675.33	(2,675.33)	(100.00)
- Others	-	413.08	(413.08)	(100.00)
- Change in inventory	97.15	156.48	(59.33)	(37.93)
- **Total**	**5,184.71**	**6,239.02**	**(1,054.31)**	**(16.90)**

The change can be attributed to below factors:

- As mentioned above, we decided to focus on our core business of manufacturing and trading of energy electricity meters and hence we did not engage in trading of shares and securities from FY 2023-24 onwards. Hence cost of trading shares and securities went from ₹ 2,675.33 Lakhs in FY 2022-23 to ₹ Nil in FY 2023-24.
- We also did not engage in trading of any other products since the gross margin for such trading were significantly lower than manufacturing and selling our own products.
- Cost from our core operating activity, i.e., manufacturing and selling energy electricity meters changed as below:

(₹ in Lakhs)

Particulars	2023-24	2022-23	Change	%
Revenue from energy meters (excluding trading)	7,845.54	4,124.43	3,721.11	90.22
Cost of material consumed	5,087.56	2,994.13	2,093.43	69.92
Change in inventory	97.14	156.48	(59.34)	(37.93)
% of COGS	**66.08%**	**76.39%**	**(10.30)%**	

The gross margin from energy meters segment increased from 23.61% in FY 2022-23 to 33.92% in FY 2023-24, i.e., an increase of 10.30%.

Employee Benefits Expense

Employee Benefits Expense increased by 38.48% from ₹ 267.55 lakhs in financial year ended March 31, 2023 to ₹ 370.50 lakhs in financial year ended March 31, 2024. As a percentage to total income, employee benefits expenses increased to 4.63% in financial year ended March 31, 2024 from 3.67% in financial year ended March 31, 2023.

Finance Costs

Finance costs for the financial year ended March 31, 2023 amounted to ₹ 103.92 lakhs as compared to ₹ 213.28 lakhs in financial year ended March 31, 2024 which is an increase of 105.24% primarily on account of additional loans taken by the Company at high interest rates. However, as a percentage to total income, finance costs increase to 2.66% in financial year ended March 31, 2024 from 1.42% in financial year ended March 31, 2023 which indicates optimum utilization of additional funds taken by the Company.

Depreciation and amortization

Depreciation and amortization expenses was ₹ 71.96 lakhs in financial year ended March 31, 2023 as compared to ₹ 76.90 lakhs in financial year ended March 31, 2024. As a percentage to total income, depreciation and amortization expenses increased to 0.99% in financial year ended March 31, 2023 from 0.96% in financial year ended March 31, 2024.

Other Expenses

Other expenses increased by 110.84% from ₹ 466.43 lakhs in financial year ended March 31, 2023 to ₹ 983.64 lakhs in financial year ended March 31, 2024. However, as a % of total income, other expense accounts for 12.29% for the financial year ended March 31, 2024 compared to 6.39% for the financial year ended March 31, 2023. This increase on Y-o-Y basis is primarily on account of increase in Manufacturing & Operating Cost like Designing & Development Charges, Job Work paid, Legal & Professional Charges.

The expenses related to Designing & Development Charges increased by 3700% from ₹ 15.58 lakhs in financial year ended March 31, 2023 to ₹ 0.41 lakhs in financial year ended March 31, 2024. Job Work paid increased from ₹ 30.64 lakhs in financial Year ended March 31, 2023 to ₹ 132.76 lakhs in financial year ended March 31, 2024. Legal & Professional Charges increased by 2853.84% from ₹ 15.88 lakhs in financial Year ended March 31, 2023 to ₹ 469.07 lakhs in financial year ended March 31, 2024.

Profit after Tax (PAT)

Financial Year 2024 compared to Financial Year 2023

The PAT margin for FY 2024 is significantly higher than that of FY 2023. The profit after tax (PAT) increased by approximately 652%, rising from INR 108.56 Lakhs in FY 2023 to INR 815.86 Lakhs in FY 2024. This increase is primarily attributable to the improvement in the Company's gross margin, as detailed below:

1. Significant Improvement in Gross Margin

The increase in PAT margin for FY 2024 compared to FY 2023 is primarily due to a shift in the company's revenue mix, with a greater focus on its core business of manufacturing and selling electric meters. In FY 2024, the company significantly increased its sales volume, particularly for three-phase electric meters, while also achieving a higher average selling price across its product range. This led to a substantial rise in gross margins, contributing to overall profitability as reflected below:

(INR in Lakhs)

Particulars	2023-24	2022-23
Total revenue from operations	**7,845.54**	**7,264.47**
- Electric Meters	7,845.54	4,124.43
- Trading of goods	-	465.23
- Trading of securities	-	2,674.81
Gross profit	**2,660.83**	**1,025.45**
- Electric Meters	2,660.83	973.82
- Trading of goods	-	52.15
- Trading of securities	-	(0.52)
Gross Margin	**34%**	**14%**
- Electric Meters	34%	24%
- Trading of goods	-	11%
- Trading of securities	-	(0%)

As indicated by the above data, the overall gross margin increased from 14% in FY 2023 to 34% in FY 2024. This is due to change in product mix of the company wherein the company focused more on its core business of manufacturing and selling electric meters as compared to other operating revenue derived from trading of shares and securities.

Further after the onset of the Russia-Ukraine war in early FY 2023, global inflation impacted raw material prices. To mitigate potential cost increases, the Company adopted a proactive strategy by quoting higher margins in tenders, securing orders at a premium price in FY 2023, and delivering them in FY 2024. This approach resulted in a higher selling price without a corresponding increase in raw material costs, thereby improving gross margins.

2. Additional Financial Considerations

Additionally, operational efficiencies improved as the company scaled its manufacturing and streamlined processes, allowing it to maintain cost levels while generating higher revenues. The increase in revenue also resulted from strategic business decisions, including expansion into new markets and securing higher-value contracts.

While other expenses, finance costs, and tax expenses increased due to business expansion and higher borrowings, these were offset by the overall revenue growth and improved margins. The company's ability to secure higher-margin sales and maintain stable input costs played a key role in enhancing profitability.

The increase in gross profit was partially offset by higher expenses related to operations, financing, and taxation:

Particulars	2023-24	% of revenue	2022-23	% of revenue
Total Gross Profit	**2,660.83**	**34%**	**1,025.45**	**14%**
Add: Other Income	158.64	2%	34.62	0%
Less: Employee benefits expense	370.50	5%	267.55	4%
Less: Other expenses	983.64	13%	466.43	6%
EBITDA	**1,465.33**	**19%**	**326.09**	**4%**
Less: Depreciation and Amortization expense	76.90	1%	71.96	1%
EBIT	**1,388.43**	**18%**	**254.13**	**3%**
Less: Finance Cost	213.28	3%	103.92	1%
Profit before tax	**1,175.15**	**15%**	**150.21**	**2%**
Less: Tax expense	359.29	4%	41.61	1%
Profit after tax	**815.86**	**11%**	**108.60**	**1%**

Key Observations:

- **Other expenses** as a percentage of revenue increased from 6% in FY 2023 to 13% in FY 2024, primarily due to a significant increase in legal and professional expenses from ₹ 15.88 Lakhs to ₹ 469.07 Lakhs.
- **Finance costs** increased from 1% to 3% due to loans taken from NBFCs at higher interest rates.
- **Tax expenses** increased from 1% to 4% in FY 2024 due to the higher taxable income of the Company.

Given these factors, the PAT margin increased significantly in FY 2024.

CASH FLOWS

The following table sets forth our cash flows for the period indicated:

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Net cash flow from/ (used in) operating activities	(599.55)	465.40	35.31
Net cash flow from/ (used in) investing activities	(826.63)	(462.34)	(125.37)
Net cash flow from/ (used in) financing activities	1,332.60	442.23	94.58
Net increase/(decrease) in cash and cash equivalents	**(93.58)**	**445.29**	**4.52**
Cash and cash equivalents at the beginning of the year	**459.32**	**14.03**	**9.51**
Cash and cash equivalents at the end of the year	**365.74**	**459.32**	**14.03**

Operating Activities

Financial Year 2024-25

Our net cash used in operating activities was ₹ 599.55 lakhs for the financial year ended March 31, 2025. Our operating profit before changes in operating assets & liabilities was ₹ 1,826.11 lakhs which was adjusted against short term borrowings, trade payables, other current liabilities Inventories, Trade Receivables, Provisions, Loans and Advances and other Assets by ₹ 396.47 lakhs, ₹ 2,247.07 lakhs, ₹ (51.03) lakhs, ₹ (3,186.49) lakhs, ₹ 20.66 lakhs, ₹ 51.20 lakhs, ₹ (1,193.04) lakhs, and ₹ (385.91) lakhs respectively and Income Tax Adjustments of ₹ (324.59) lakhs.

Financial Year 2023-24

Our net cash generated in operating activities was ₹ 465.40 lakhs for the financial year ended March 31, 2024. Our operating profit before changes in operating assets & liabilities was ₹ 1,327.08 lakhs which was adjusted against short term borrowings, trade payables, other current liabilities, Inventories, Trade Receivables, Provisions, Loans and Advances and other Assets by ₹ 185.07 lakhs, ₹ 888.58 lakhs, ₹ (72.11) lakhs, ₹ (309.01) lakhs, ₹ (1,077.35) lakhs, ₹ 56.16 lakhs, ₹ (178.42) lakhs, and ₹ (199.35) lakhs respectively and Income Tax Adjustments of ₹ (155.25) lakhs.

Financial Year 2022-23

Our net cash generated in operating activities was ₹ 35.31 lakhs for the financial year ended March 31, 2023. Our operating profit before changes in operating assets & liabilities was ₹ 282.09 lakhs which was adjusted against short term borrowings, trade payables, other current liabilities, Inventories, Trade Receivables, Provisions, Loans and Advances and other Assets by ₹ Nil, ₹ 804.35 lakhs, ₹(109.06) lakhs, ₹ 7.94 lakhs, ₹ (846.09) lakhs, ₹ 9.82 lakhs, ₹ (77.59) lakhs, and ₹ (10.62) lakhs respectively and Income Tax Adjustments of ₹ (25.53) lakhs.

Investing Activities

Financial Year 2024-25

Our net cash used in investing activities was ₹ 826.63 lakhs for the financial year ended March 31, 2025. It was on account of Purchase of Property, Plant and Equipment's of ₹ 861.54 lakhs and interest income of ₹ 34.91 lakhs.

Financial Year 2023-24

Our net cash used in investing activities was ₹ 462.34 lakhs for the financial year ended March 31, 2024. It was on account of Purchase of Property, Plant and Equipment's of ₹ 480.63 lakhs and interest income of ₹ 18.29 lakhs.

Financial Year 2022-23

Our net cash used in investing activities was ₹ 125.37 for the financial year ended March 31, 2023. It was on account of Purchase of Property, Plant and Equipment's of ₹ 133.91 lakhs and interest income of ₹ 8.54 lakhs.

Financing Activities

Financial Year 2024-25

Net cash generated from financing activities for the financial year ended March 31, 2025 was ₹ 1,332.60 lakhs which was on account of increase in Bank Borrowing and Proceeds from issue of share capital amounting to ₹ 1,026.71 lakhs and ₹ 508.38 lakhs respectively and Interest Payment of ₹ 202.49 lakhs.

Financial Year 2023-24

Net cash generated from financing activities for the financial year ended March 31, 2024 was ₹ 442.23 lakhs which was on account of increase in Bank Borrowing and Proceeds from issue of share capital amounting to ₹ 178.16 lakhs and ₹ 404.32 lakhs respectively and Interest Payment of ₹ 140.25 lakhs.

Financial Year 2022-23

Net cash generated from financing activities for the financial year ended March 31, 2023 was ₹ 94.58 lakhs which was on account of increase in Bank Borrowing amounting to ₹ 163.04 lakhs and Interest Payment of ₹ 68.46 lakhs.

Contingent Liabilities

Following is the summary of the Contingent Liabilities of the Company for the year ended March 31, 2025:

Particulars	*₹ in lakhs*
Bank Guarantee in favor of third parties (Refer Note 1)	2,188.17
Demand from Income Tax Authorities (Refer Note 2)	-
Total	**2,188.17**

Note:

1. *The Company has provided bank guarantees amounting to ₹ 2,188.17 Lakhs to various customers, suppliers, and government authorities as part of its normal business operations. These guarantees are issued by banks on behalf of the Company and are primarily related to performance and financial obligations under contracts. The management believes that the likelihood of these guarantees being invoked is remote, and accordingly, no provision has been made in the financial statements for these potential obligations.*

2. *In the previous financial year ending 31st March 2024, an income tax demand amounting to ₹ 54.32/- lakhs was disclosed under contingent liabilities. Pursuant to the order dated 27th February 2025 by the Income Tax Appellate Tribunal (ITAT) in favour of the assessee company, the said demand has been nullified. Accordingly, no disclosure under contingent liabilities is required in the financial statements for the year ending 31st March 2025.*

Quantitative and Qualitative Disclosures about Market Risk

Market risk is the risk of loss related to adverse changes in market prices, including interest rates. In the normal course of business, we are exposed to certain market risks including interest rate risk, Liquidity risk and credit risk. We focus to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on our financial performance.

Interest rate risk

Interest rate risk results from changes in prevailing market interest rates, which can cause a change in the fair value of fixed-rate instruments and changes in the interest payments of the variable-rate instruments. Our operations are funded to a certain extent by borrowings. Our current loan facilities carry interest at variable rates as well as fixed rates. We mitigate risk by structuring our borrowings to achieve a reasonable, competitive cost of funding. There can be no assurance that we will be able to do so on commercially reasonable terms, that our counterparties will perform their obligations, or that these agreements, if entered into, will protect us adequately against interest rate risks.

Liquidity risk

Liquidity risk is the risk that our Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk is managed by us through effective fund management of the company's short, medium and long-term funding and liquidity management requirements. Our Company ensures prudent liquidity risk management practices by maintaining adequate reserves, banking facilities and other committed borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Credit Risk

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 Company's trade and other receivables, cash and cash equivalents and other bank balances. To manage this, we periodically assesses financial creditworthiness of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount. However, there can be no assurance that our counterparties may not default on their obligations, which may adversely affect our business and financial condition.

Trade and other receivables from customers

Credit risk in respect of trade and other receivables is managed through credit approvals, establishing credit limits and monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. Our Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates.

Material Frauds

There are no material frauds committed against our Company in the last three financials year.

Unusual or Infrequent Events or Transactions

Except as described elsewhere in this Red Herring Prospectus, there have been no events or transactions to our knowledge which may be described as "unusual" or "infrequent".

Significant economic/regulatory changes

Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company's operations or are likely to affect income except as mentioned in the section titled ***'Risk Factors'*** beginning on page 28 of this Red Herring Prospectus.

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as described in the section titled ***'Risk Factors'*** and ***'Management's Discussion and Analysis of Financial Conditions and Results of Operations'*** beginning on page 28 and 188, respectively of this Red Herring Prospectus, to our knowledge there are no known trends or uncertainties that have or are expected to have a material adverse impact on our income from continuing operations.

Future changes in the relationship between costs and revenues

Other than as described in the section titled ***'Risk Factors'*** and ***'Management's Discussion and Analysis of Financial Conditions and Results of Operations'*** beginning on page 28 and 188, respectively of this Red Herring Prospectus, there are no known factors to our knowledge which would have a material adverse impact on the relationship between costs and income of our Company. Our Company's future costs and revenues will be determined by demand/supply situation, government policies and other economic factors.

New products or Business segments

Except as disclosed in this Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products/ services or business segment.

Competitive Conditions

We expect competition in our business from existing and potential competitors to intensify. We face competition from both organized and unorganized players in the market. We believe our expertise and quality service Issuing with distinguished experience will be key to overcome competition posed by such players. We believe that the principal factors affecting competition in our business include client relationships, reputation, and the quality and pricing of our services.

Significant Dependence on Single or Few Customers

Revenues from any particular customer may vary between financial reporting periods depending on the nature and term of ongoing contracts with such customer. The table below sets forth our revenue from our top 1, 3, 5 and 10 customers of our Company as a percentage of our total sales as March 31, 2025, March 31, 2024 and March 31, 2023 are as below:

(₹ in Lakhs)

Particulars	Mar-25		Mar-24		Mar-23	
	Amount	%	Amount	%	Amount	%
Top 1	3,563.99	28.66%	2,451.85	31.24%	1,427.97	31.11%
Top 3	6,548.29	52.67%	4,413.93	56.24%	2,632.72	57.36%
Top 5	8,119.83	65.30%	5,928.01	75.53%	3,387.79	73.81%
Top 10	10,658.73	85.73%	7,434.35	94.73%	4,202.06	91.55%

Seasonality of Business

Our business is not seasonal in nature.

Related Party Transactions

We have entered into transactions with certain related parties, including certain former and current Directors and company secretaries, relatives of Directors, other Key Managerial Personnel of our Company, enterprises owned or influenced by such key managerial personnel, enterprises owned or significantly influenced by key managerial personnel with whom there were transactions/balance during the year. In particular, we have entered into various transactions with such parties in relation to, amongst others, remuneration, professional fees, purchase, etc.

For further information relating to our related party transactions see ***'Financial Information'*** on page 183 of this Red Herring Prospectus.

Material Developments subsequent to last Audited Balance Sheet

After the date of last Audited accounts i.e. March 31, 2025, the Directors of our Company confirm that, there have been no significant material developments.

SECTION VII- LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoter or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoter or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoter or Group Companies, KMPs, SMPs for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Red Herring Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Red Herring Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Red Herring Prospectus; (ix) litigation or legal action against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Red Herring Prospectus; (x) pending litigations involving our Company, Directors, Promoter, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.

For the purpose of material litigation in (x) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Red Herring Prospectus:

a) *All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoters, Directors, key managerial personnel and senior management of the company or Group Companies, as the case may be shall be deemed to be material;*
b) *Notices received by our Company, Promoter, Directors, or Group Companies, Key Managerial Persons or Senior Managerial Persons, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoter / key managerial personnel and senior management/ Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum).*
c) *Other pending litigations based on threshold criteria i.e. ₹ 34.12 Lakhs which is lower of below:*
    i. *Materiality policy as defined by the Board and disclosed in the Issue Document, which amounts to ₹ 614.82 Lakhs.*
    ii. *Litigations where the value or expected impact in terms of value, exceeds the lower of the following:*
        - *two percent of turnover, as per the latest annual restated financial statements of the issuer i.e. ₹ 251.48 Lakhs; or*
        - *two percent of net worth, as per the latest annual restated financial statements of the issuer i.e ₹ 80.00 Lakhs; or*
        - *five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated financial statements of the issuer i.e. ₹ 34.12 Lakhs".*

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5% of the Company's trade payables as per the last restated financial statements. Further, for outstanding dues to any party which is a micro, small or medium enterprise ("MSME"), the disclosure will be based on information available with the Company regarding the status of the creditor as defined under Micro, Small and Medium Enterprises Development Act, 2006, as amended read with the rules and notifications thereunder.

(A) LITIGATION INVOLVING OUR COMPANY

(a) Criminal proceedings against the Company

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Company.

(b) Criminal proceedings filed by the Company

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Company except as stated below:

Eppeltone Engineers Pvt Ltd. Vs Gurcharan Dhiman Proprietor of Hitech Power Systems CT file the complaint bearing no. : Cases/470526/2016, CONT.CAS(C) 665/2019. Our Company has re-filed a complaint under section 151 read with Rule 4 of the Code of Criminal Procedure, 1973 for the restoration of Contempt Petition offence which is occurred with respect to case filed under section 138 read with section 142 of the Negotiable Instruments Act, 1881 ("Act") before the Hon'ble South District Court, New Delhi against Gurucharan Dhiman ("Accused") as accused has issued cheque for payment of Rs. 18.84 Lakhs towards supply of goods and the same has been dishonored. As per the direction of the Hon'ble Court, both the parties have gone for mediation and it was agreed by the parties that accused will pay Rs. 16.20 Lakhs in 6 equal installments of Rs. 2.70 Lakhs each. All the issued cheques for the agreed amount were again dishonored. Company re-filed case against accused for Contempt of Court at the Hon'ble High Court of Delhi. Currently the matter is pending for adjudication before the Hon'ble Court and scheduled for hearing on May 26, 2025.

(c) Other pending material litigations against the Company

As on the date of this Red Herring Prospectus, there are no outstanding material litigation initiated against the Company.

(d) Other pending material litigations filed by the Company

Eppelton Engineers Limited v Himachal Pradesh State Electricity Board Ltd. (Consignee) UDYAM UP 28-0037871/S/00001 Zonal Micro Small Enterprises Facilitation Council, Meerut. Our company have supplied various products to consignees as per the purchase order or agreement under various invoices between December 29, 2022 to June 25, 2024. After successful supply, respondent failed to make payment of 100% of the amount due on account of supplied product within the statutory period under MSMED Act 2006. The company has claimed their outstanding invoice amount of Rs. 67,37,913 along with Interest of Rs. 58,04,060 i.e. total amount claimed is Rs. 1,25,41,973. The said matter is under adjudication before the appropriate authority.

(e) Actions by statutory and regulatory authorities against the Company

As on the date of this Red Herring Prospectus, there are no material actions initiated by statutory and regulatory authorities against the Company.

(B) LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY

(a) Criminal proceedings against the Promoters & Directors of the company

As on the date of this Red Herring Prospectus, there are no outstanding Criminal proceedings filed against the Promoters & Directors of the Company.

(b) Criminal proceedings filed by the Promoters & Directors of the company

As on the date of this Red Herring Prospectus, there are no outstanding Criminal proceedings filed by the Promoters & Directors of the Company.

(c) Other pending material litigations against the Promoters & Directors of the company

As on the date of this Red Herring Prospectus, there are no outstanding Criminal proceedings filed against the Promoters & Directors of the Company.

(d) Other pending material litigations filed by the Promoters & Directors of the Company

As on the date of this Red Herring Prospectus, there are no outstanding material litigations initiated by the Promoters & Directors of the company.

(e) Actions by statutory and regulatory authorities against the Promoters & Directors of the company

As on the date of this Red Herring Prospectus, there are no actions initiated by statutory and regulatory authorities again against the Promoters & Directors.

(f) Disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action

As on the date of this Red Herring Prospectus, there are no outstanding actions by SEBI or stock exchanges against the Promoters, nor any penalties have been imposed in the last five years.

(C) LITIGATIONS INVOLVING THE GROUP COMPANY OF THE COMPANY

(a) Criminal proceedings against the group company of the company

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the group company of the company.

(b) Criminal proceedings filed by the group company of the company

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings filed by the group company of the company.

(c) Other pending material litigations against the group company of the company

As on the date of this Red Herring Prospectus, there are no outstanding litigations initiated against the group company, which have been considered material by the Company in accordance with the Materiality Policy.

(d) Other pending material litigations by the group company of the company

As on the date of this Red Herring Prospectus, there are no outstanding litigations initiated by the group company, which have been considered material by the Company in accordance with the Materiality Policy.

(e) Actions by statutory and regulatory authorities against the group company of the company

As on the date of this Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the group company.

(D) **LITIGATION RELATING TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL (OTHER THAN DIRECTORS AND PROMOTERS)**

i. Litigation against our Key Managerial Personnel and Senior Managerial Personnel (other than Directors and Promoters)

(a) Litigation involving Criminal Laws
Nil

(b) Litigation Involving Actions by Statutory/Regulatory Authorities
Nil

(c) Disciplinary Actions by Authorities
Nil

(d) Other Pending Litigation based on Materiality Policy of our Company
Nil

ii. Litigation filed by our Key Managerial Personnel and Senior Managerial Personnel (other than Directors and Promoters)

(e) Litigation involving Criminal Laws
Nil

(f) Litigation Involving Actions by Statutory/Regulatory Authorities
Nil

(g) Disciplinary Actions by Authorities
Nil

(h) Other Pending Litigation based on Materiality Policy of our Company
Nil

(E) TAX PROCEEDINGS

There are no outstanding tax liabilities (direct and indirect) against the company, the promoters and directors. However, the Company has received the following notices as u/s.143(1) of the Income Tax Act, 1961 which are

being contested by the Company. Therefore, the amount of liability, if any, as may be ascertained, to be payable by the Company is yet to be crystallized.

Nature of Proceedings	Number of cases	Amount involved* (₹ in lakhs)
Of the Company		
Direct Tax (Income Tax)	2	19.46
Direct Tax (TDS)	Nil	Nil
Indirect Tax (GST)	1	59.68
Of the Promoters and Directors (Income Tax/Goods & Services Tax)	Nil	Nil

(F) AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:

Our Board of Directors considers dues owed by our Company to the creditors exceeding 5% of the Company's trade payables as per the last restated financial statements as material dues for the Company. The trade payables for the Financial years ended on March 31, 2025 were ₹4,681.77 Lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹203.33 Lakhs. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on July 20, 2024. Based on these criteria, details of outstanding dues owed as on March 31, 2025 by our Company on are set out below:

(*₹ in Lakhs*)

Particulars	No. of Creditors		FY 25 Amount (in lakhs)	
Outstanding dues to material creditors		6		2,748.72
Outstanding dues to micro, small and medium enterprise	0		0	
Outstanding dues to other creditor	6		2,748.72	
Outstanding dues to other than material creditors		171		2127.86
Total Outstanding Dues		**177**		**4,681.77**

The details pertaining to net outstanding dues towards our material creditors as on March 31, 2025 (along with the names and amounts involved for each such material creditor) are available on the website of our Company at www.eppeltone.in It is clarified that such details available on our website do not form a part of this Red Herring Prospectus.

MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:

Other than as stated in the section entitled "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on page 188, there have not arisen, since the date of the last financial information disclosed in this Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months from the date of the filing of the DRHP.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Except as mentioned below, our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Central and State Governments and other government agencies/ regulatory authorities/ certification bodies required to undertake the Issue or continue our business activities and no further approvals are required for carrying on our present or proposed business activities. Unless otherwise stated, these material approvals are valid as on the date of this Red Herring Prospectus, and in case of licenses and approvals which have expired in the ordinary course of business, we have either made an application for renewal, or are in the process of making an application for renewal. For details in connection with the regulatory and legal framework within which we operate, see the section titled "***Key Industrial Regulations and Policies***" at page no. 143 of this Red Herring Prospectus.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

I. APPROVALS FOR THE ISSUE

For details regarding approval and authorizations obtained by our Company in relation to the Issue, please see "***Other Regulatory and Statutory Disclosures- Authority for the Issue***" on page 209.

The following material approvals have been obtained in relation to our Business:

II. OTHER APPROVALS

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

A. TAX RELATED APPROVALS:

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Permanent Account Number (PAN)	Income Tax, 1961	Income Tax Department, Government of India	AABCE3004A	September 18, 2002	Valid until cancelled
2.	Tax Deduction Account Number (TAN)*	Income Tax, 1961	Income Tax Department, Government of India	DELE05943A	March 17, 2012	Valid until cancelled
3.	Certificate of Registration of Goods and Service Tax (Uttar Pradesh)	Goods and Services Tax Act, 2017	Government of India	09AABCE3004A1ZH	July 01, 2017	Valid until cancelled

B. GENERAL APPROVALS:

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	LEI Certificate	RBI Regulations	LEI Register India Private Limited	9845000UFA3969OA5F17	April 21, 2022	April 20, 2026
2.	UDHYAM Registration Certificate	MSME Development Act, 2006	MSME (Ministry of Micro, Small & Medium Enterprises)	UP-28-0037871	March, 21, 2022	Valid until cancelled

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Certificate	Date of Expiry
3.	Certificate of Importer Exporter Code (IEC)	The Foreign Trade (Development and regulation) Act, 1992	Ministry of Commerce and Industry, Government of India, Additional Director General of Foreign Trade	0511030401	July 12, 2011	Valid until cancelled
4.	Shops and Establishments Registration for the Regd. Office in Delhi.	Delhi Shops & Establishment Act, 1954	Department of Labour, Government of NCT of Delhi	2024167375	August 28, 2024	Valid until cancelled

C. LABOUR LAW RELATED APPROVALS:

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Registration under Employees' Provident Funds*	Employees' Provident Fund and Miscellaneous Provisions Act, 1952	Employees' Provident Fund Organisation	MRNOI1570718000	-	Valid until cancelled
2.	Registration for Employees State Insurance*	Employees State Insurance Act, 1948	Employee State Insurance Corporation	67000621270000607	-	Valid until cancelled
3.	Labour Identification Number (LIN) Certification	Labour Laws	Shram Suvidha Portal	UPCLA10001868	July 29, 2024	Valid until cancelled
4	Registration for Interstate Migrant workmen	The Inter-State Migrant Workmen (Regulation of Employment And Conditions of Service) Act, 1979	Labour Department, Uttar Pradesh	UPISMA10000053	September 23, 2024	Valid until cancelled

D. BUSINESS OPERATIONS RELATED APPROVALS:

MANUFACTURING UNIT AT SURAJPUR KASNA, NOIDA, UTTAR PRADESH

Sr. No.	Description#	Applicable Laws	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Certificate of Registration and License to Work a Factory	Section 6 of Factories Act 1948. Rule 7(1) of Uttar Pradesh Factories Rules 1950	Labour Department, Uttar Pradesh	UPFA10001435	August 23, 2024	December 31, 2029
2.	Consent for emission of	Section 21,22 of Air (Prevention	U P Pollution Control Board	130845/UPPCB /Noida(UPPCB	July 7, 2021	March 31, 2028

Sr. No.	Description#	Applicable Laws	Authority	Registration Number	Date of Certificate	Date of Expiry
	air pollutants vide Factory	and control of pollution) Act, 1981		RO)/CTO/air/NOIDA/2021		
3.	Consent for emission of Water Pollutants vide Factory	Section 25, 26 of Water (Prevention and Control of Pollution) Act, 1974	U P Pollution Control Board	130847/UPPCB /Noida(UPPCB RO)/CTO/water /NOIDA/2021	July 7, 2021	March 31, 2028
4.	No Objection Certificate for emission of Non Abnoxious and Non Hazardous Pollutant in environment	Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981	District Industries & Enterprises Promotion Centre Greater Noida	1309/D.I.C./G. B.N.(U.P.)/POL L. NOC/2016-2017	November 10, 2016	Valid until cancelled
5.	Permission to use Transformer of 200KVA	Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010	Directorate of Electrical Safety, Uttar Pradesh	25VSNOC0300 1439 वि0सु0/मध्यम विभव/एच0टी0/ निरीक्षण, 2024-25	April 9, 2024	Valid until cancelled
6.	Permission to use GENSET of 125KVA	Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010	Directorate of Electrical Safety, Uttar Pradesh	25VSNOC0100 1994 वि0सु0/मध्यम विभव/एच0टी0/नि रीक्षण, 2024-25	April 11, 2024	Valid until cancelled
7.	License for the Use of Standard Mark	Section 63 of Bureau of Indian Standards Act 1986	Bureau of Indian Standards	8800104011	January 31, 2024	January 30, 2026
8.	License for the Use of Standard Mark	Section 63 of Bureau of Indian Standards Act 1986	Bureau of Indian Standards	8800090119	March 10, 2021	March 09, 2026
9..	Certificate of CMMI Level 3 Appraisal and Achievement	-	Certified CMMI-Dev V2.0 Lead Appraiser Ravindra Nath	60961	September 2, 2022	September 02, 2025
0.	Competence of Testing & Calibration Laboratories Accreditation Certification	-	National Accreditation Board for Testing and Calibration Laboratories	TC-6347	February 8, 2024	February 7, 2026
11.	Registration Certificate for Producer of Waste/Used Battery	Battery Waste Management Rules, 2022	Central Pollution Control Board (Ministry of Environment, Forest and Climate Change)	32432803	October 26, 2023	Five years from the date of issue of certificate

Sr. No.	Description#	Applicable Laws	Authority	Registration Number	Date of Certificate	Date of Expiry
12.	No Objection Certificate Fire department	National Building Code and IS Code under Bureau of Indian Standards	Fire Department, U.P.	UPFS/2024/124134/GBN/Gautam Buddh Nagar/27356/DD	July 13, 2024	July 13, 2027
13.	Registration for manufacturing Electric Meters	The Legal Metrology Act, 2009	Department of Consumer Affairs Weights and Measures Unit	GOI/DL/2024/5646	September 9, 2024	Valid Until Cancelled

E. APPROVALS OBTAINED/APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHT (IPR):

Sr. No.	Description	Registration Number/Mark / Label	Class	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Registration for Trade Mark^	3841262	11	Trade Marks Act, 1999	Govt. of India	May 23, 2018	May 23, 2028

^*Registration is in the name of "Eppelton Engineers Private Limited"*

DOMAIN NAME

The details of domain name registered in the name of the Company is:

Sr. No	Domain name	Registrar/website	Creation Date	Date Registration Expiry Date
1	www.eppeltone.in	Tucows Inc.	October 12, 2007	October 12, 2025

III. APPROVALS OR LICENSES APPLIED BUT NOT RECEIVED:

There are no such licenses have been applied as on the date of this Red Herring Prospectus.

IV. KEY APPROVALS THAT HAVE EXPIRED AND FOR WHICH RENEWAL APPLICATIONS HAVE BEEN MADE:

There are no such licenses that have been expired as on the date of this Red Herring Prospectus for which renewal application have been made.

V. KEY APPROVALS REQUIRED BUT NOT OBTAINED OR APPLIED BY OUR COMPANY

There are no such approvals or licenses that are required but not obtained or applied by our Company as on the date of the Red Herring Prospectus.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Issue has been authorized by our Board of Directors pursuant to a board resolution passed at its meeting held on July 20, 2024 and the Issue has also been authorized by a special resolution passed by our shareholders at an Extra-Ordinary General Meeting held on July 26, 2024.

Our Board of Directors has approved this Red Herring Prospectus pursuant to a board resolution passed at its meeting held on June 09, 2025.

Our Company has obtained in-principle approval from the NSE Emerge for using its name in the Red Herring Prospectus/ Prospectus pursuant to an approval letter dated April 21, 2025 NSE is the Designated Stock Exchange. NSE Emerge is the Designated Stock Exchange for the purpose of this Issue.

Prohibition by SEBI or Other Government Authorities

We confirm that our Company, Promoters, Promoter Group and Directors have not been declared as willful defaulter(s) or fraudulent borrowers by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

Our Company, our Promoter, members of our Promoter Group, our director(s), person(s) in control of our Promoters or our Company, if any, are 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.

• Neither our Company, nor Promoters, nor Promoter Group, nor any of our Directors or persons in control of our Company are /were associated as promoter, directors or persons in control of any other Company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.
• None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as Promoter or Director.
• Neither our Promoters, nor Promoter Group, nor any of our Directors is declared as Fugitive Economic Offender.
• Neither our Company, nor our Promoters, nor Promoter Group nor our Directors, are Wilful Defaulters or fraudulent borrowers

Compliance with the Companies (Significant Beneficial Owners), Rules, 2018

Under the SBO Rules certain persons who are 'Significant Beneficial Owners', are required to intimate their beneficial holdings to our Company in Form no. BEN-1. As on date of Red Herring Prospectus, there are no such significant beneficial owners in our Company.

Directors Associated with the Securities Market

None of our directors are associated with the securities market in any manner except for trading on day-to-day basis for the purpose of investment and there is no outstanding action initiated against them by SEBI in the past 5 years.

Eligibility for the Issue

Our Company is an unlisted Company and is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Company whose post-Issue face value capital will be more than INR 10 Crore but less than INR 25 Crore, and we propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of NSE).

Our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

(a) Neither our Company nor any of its Promoters, members of Promoter Group or our Director(s) are debarred from accessing the capital markets by the SEBI;
(b) Neither our Promoter(s) nor any of our Director(s) is a promoter or a Director of any other company which is debarred from accessing the capital market by the SEBI;

(c) Neither our Company nor any of our Promoter(s) or Director(s) is willful defaulter or fraudulent borrower; and
(d) Neither our Promoters nor any of our Director(s) is a fugitive economic offender.

Further, in accordance with Regulation 230 (1) of the SEBI ICDR Regulations;

(a) The application is being made to NSE Limited and NSE Limited is the Designated Stock Exchange.
(b) The Company has entered into agreement with depositories for dematerialization of Equity Shares already issued and proposed to be issued.
(c) The Equity Shares are fully paid and there are no partly paid-up Equity Shares as on the date of filing this Red Herring Prospectus.
(d) All Equity Shares held by our Promoter are in dematerialized form.
(e) The entire fund requirement is to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue. The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. For details, please refer the chapter **'*Objects of the Issue*'** on page 72 of this Red Herring Prospectus.
(f) The amount dedicated for general corporate purposes, as mentioned in ***'Objects of the Issue'*** in this Red Herring Prospectus on page 72, does not exceed twenty-five per cent (25%) of the amount being raised by the Company.
(g) The amount for general corporate purposes and such objects where our Company has not identified acquisition or investment target, as mentioned in **'*Objects of the Issue*'** in this Red Herring Prospectus on page 72, does not exceed thirty-five per cent (35%) of the amount being raised by our Company.

We confirm that:

(a) In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not Issue observation on the Prospectus.
(b) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue will be 100% underwritten and that the BRLM to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to ***'General Information – Underwriting'*** on page 52 of this Red Herring Prospectus.
(c) In accordance with Regulation 261 (1) of the SEBI (ICDR) Regulations, we hereby confirm that we shall enter into an agreement with the BRLM and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the NSE Emerge of NSE. For further details of the market making arrangement see the chapter titled ***'General Information - Details of the Market Making arrangement for this Issue'*** beginning on page 52 of this Red Herring Prospectus.
(d) In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within two (2) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of four (4) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013.
(e) In accordance with Regulation 228(a) of the SEBI (ICDR) Regulations, our Company, its promoters, promoter group or directors are not debarred from accessing the capital markets by the Board.
(f) In accordance with Regulation 228(b) of the SEBI (ICDR) Regulations, the companies with which our promoters or directors are associated as a promoter or director are not debarred from accessing the capital markets by the Board.
(g) In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoter or directors is a wilful defaulter or a fraudulent borrower.
(h) In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer's promoter or directors is a fugitive economic offender.
(i) In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to Emerge Platform of NSE ("NSE Emerge") is the Designated Stock Exchange.
(j) In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.
(k) In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid-up.
(l) In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoter is already in dematerialised form.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

1. Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depositary Services Limited (CDSL) dated July 11, 2024 and National Securities Depository Limited dated August 12, 2024 for establishing connectivity.
2. Our Company has a website i.e. www.eppeltone.in.
3. There has been no change in the promoters of the Company in the preceding one year from date of filing application to NSE for listing on SME segment except Reclassification of Reshu Chowdhary as a Promoter and Amit Chowdhary as a Public vide Board Resolution dated August 26, 2024.
4. All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Red Herring Prospectus.
5. There has been no change in the promoter(s) having significant change in control over the affairs of the Company in the one year preceding the date of filing application to Emerge Platform of NSE.

We confirm that we comply with all the below requirements/ conditions so as to be eligible to be listed on the NSE Emerge of the NSE:

(a) Our Company was incorporated as 'Eppeltone Engineers Private Limited' pursuant to a Certificate of Incorporation dated September 18, 2002 Issued by the Registrar of Companies, Delhi & Haryana. Our Company was then converted into a public limited company pursuant to a Certificate of Incorporation dated June 19, 2024 Issued by the Registrar of Companies, Delhi & Haryana, under the provisions of the Companies Act, 2013.

(b) As on the date of this Red Herring Prospectus, the Company has a Paid-up Capital of ₹9.52 Crores and the Post Issue Capital will be of upto ₹ [●] Crores which is less than ₹ 25 Crores.

(c) Our Company has track record of more than three years as on date of filing of this Red Herring Prospectus.

(d) Our company has operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and have positive net-worth. The details of the Net Worth and Operating Profit as per the Restated Financial Statements of the company are as detailed below:

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Net Worth	2067.20	1148.60	1040.04
Operating Profit (EBITDA)	1465.37	326.05	176.36

(e) The Company should have positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application:

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Net Cash flow from Operating Activities	292.93	43.86	254.13
Less: Purchase of Fixed Assets	474.94	133.92	179.95
Net Borrowings	363.23	163.04	(29.59)
Less: Interest(1-Tax Rate)	109.65	15.72	42.66
Free Cash Flow to Equity	**71.57**	**57.26**	**1.93**

** As certified by M/s. Abhay Sharma and Company, Chartered Accountant by way of their certificate dated December 24, 2024.*

(f) Our Company has a website i.e. *www.eppeltone.in*

(g) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or No proceedings have been admitted under the Insolvency and Bankruptcy Code against our Company.

(h) Our company has not received any winding up petition admitted by a NCLT/ Court or a liquidator has not been appointed of competent Jurisdiction against the Company.

(i) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our Company.

(j) None of IPO draft Issue document returned during past 6 months from the date of this application, of our Book Running Lead Manager filed with the Exchange.

(k) Our company has facilitated trading in demat securities and has entered into an agreement with both the depositories.

(l) The application of the Company have not been rejected by the Exchange in last 6 complete months.

Other Disclosures:

We further confirm that:

(a) There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), companies promoted by the promoters/promoting company(ies) of the applicant company.
(b) There is no default in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), companies promoted by the promoters/promoting company(ies) during the past three years.
(c) There are no litigations record against the applicant, promoters/promoting company(ies), companies & promoted by the promoters/promoting company(ies) except as stated in the section titled '***Outstanding Litigation and Material Developments'*** beginning on page 201 of this Red Herring Prospectus.
(d) There are no criminal cases/investigation/offences filed against the director of the company except as stated in the section titled '***Outstanding Litigation and Material Developments'*** beginning on page 201 of this Red Herring Prospectus.

We further confirm that we will comply with all other requirements as prescribed for such an Issue under Chapter IX of the SEBI ICDR Regulations and subsequent circulars and guidelines Issued by SEBI and the Stock Exchange.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF ISSUE DOCUMENT TO THE SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT ISSUE DOCUMENT/ ISSUE DOCUMENT. THE BOOK RUNNING LEAD MANAGER, EXPERT GLOBAL CONSULTANTS PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT ISSUE DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ICDR) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT ISSUE DOCUMENT/ ISSUE DOCUMENT, THE BOOK RUNNING LEAD MANAGER, EXPERT GLOBAL CONSULTANTS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED DECEMBER 31, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ICDR) REGULATIONS, 2018.

THE FILING OF THE DRAFT ISSUE DOCUMENT 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 PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT ISSUE DOCUMENT.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Red Herring Prospectus with the Registrar of Companies, Delhi, in terms of Section 26 and Section 32 of the Companies Act 2013.

Disclaimer from our Company and BRLM

Our Company and the BRLM accepts no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisement or any other material Issued by or at the instance of the Company and that anyone placing reliance on any other source of information would be doing so at their own risk.

The BRLM accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered into between the BRLM and our Company dated August 30, 2024 and the Underwriting Agreement dated May 13, 2025 entered into between the Underwriters, Book Running Lead Manager and our Company and the Market Making Agreement dated May 13, 2025 entered into among the Book Running Lead Manager, the Market Maker and our Company.

All information shall be made available by our Company and the BRLM to the Applicants and public at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at collection centers or elsewhere.

The BRLM and its associates and affiliates may engage in transactions with, and perform services for our Company and our respective affiliates and associates 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 or our affiliates or associates for which they have received, and may in future receive compensation.

Note:

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriter and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Disclaimer in respect of Jurisdiction

This Issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian) HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, AIF, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with IRDA, provident fund with minimum corpus of 2,500 Lakhs, pension fund with minimum corpus of 2,500 lakhs, NIF set up by resolution no. F. No. 2/3/2005-DDII dated 23rd November 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and Insurance funds set up and managed by the Department of Posts, India, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. this Red Herring Prospectus does not, however, constitute an invitation to purchase shares issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Delhi, India only.

No action has been or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be issued or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Disclaimer Clause of the Emerge Platform of NSE

National Stock Exchange of India Limited ("NSE") has given vide its letter dated April 21, 2025 permission to this Company to use its name in this Issue document as one of the stock exchanges on which this company's securities are proposed to be listed on the EMERGE Platform. NSE has scrutinized this issue document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. NSE Ltd does not in any manner:

"AS REQUIRED, A COPY OF THIS OFFER DOCUMENT HAS BEEN SUBMITTED TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED (HEREINAFTER REFERRED TO AS NSE). NSE HAS GIVEN VIDE ITS LETTER REF.: NSE/LIST/5059 DATED APRIL 21, 2025, PERMISSION TO THE ISSUER TO USE THE EXCHANGE'S NAME IN THIS OFFER DOCUMENT AS ONE OF THE STOCK EXCHANGES ON WHICH THIS ISSUER'S SECURITIES ARE PROPOSED TO BE LISTED. THE EXCHANGE HAS SCRUTINIZED THIS DRAFT OFFER DOCUMENT FOR ITS LIMITED INTERNAL PURPOSE OF DECIDING ON THE MATTER OF GRANTING THE AFORESAID PERMISSION TO THIS ISSUER. IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE AFORESAID PERMISSION GIVEN BY NSE SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE OFFER DOCUMENT HAS BEEN CLEARED OR APPROVED BY NSE; NOR DOES IT IN ANY MANNER WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS OFFER DOCUMENT; NOR DOES IT WARRANT THAT THIS ISSUER'S SECURITIES WILL BE LISTED OR WILL CONTINUE TO BE LISTED ON THE EXCHANGE; NOR DOES IT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL OR OTHER SOUNDNESS OF THIS ISSUER, ITS PROMOTERS, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THIS ISSUER.

EVERY PERSON WHO DESIRES TO APPLY FOR OR OTHERWISE ACQUIRE ANY SECURITIES OF THIS ISSUER MAY DO SO PURSUANT TO INDEPENDENT INQUIRY, INVESTIGATION AND ANALYSIS AND SHALL NOT HAVE ANY CLAIM AGAINST THE EXCHANGE WHATSOEVER BY REASON OF ANY LOSS WHICH MAY BE SUFFERED BY SUCH PERSON CONSEQUENT TO OR IN CONNECTION WITH SUCH SUBSCRIPTION /ACQUISITION WHETHER BY REASON OF ANYTHING STATED OR OMITTED TO BE STATED HEREIN OR ANY OTHER REASON WHATSOEVER."

Disclaimer Clause under Rule 144A of the U. S. Securities Act

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended ("Securities Act") or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulations under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Issued and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Issues and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, to any persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, Issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Filing of Issue Document with the Designated Stock Exchange/SEBI/ROC

The Red Herring Prospectus is being filed with Emerge Platform of National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

The Red Herring Prospectus will not be filed with SEBI, nor will SEBI Issue any observation on the Issue Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013 was filed to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed to the RoC through the electronic portal at http://www.mca.gov.in.

Listing

An application shall be made to SME Platform of NSE (i.e., NSE EMERGE) for obtaining permission for listing of the Equity Shares being Issued and sold in the Issue on its SME Platform of NSE after the allotment in the Issue. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the Red Herring Prospectus. The allotment letters shall be Issued or application money shall be refunded / unblocked within two (2) days from the closure of the Issue or such lesser time as may be specified by SEBI or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen percent (15%) per annum for the delayed period as prescribed under Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE are taken within Three (3) Working Days of the Issue Closing Date.

The Company has obtained approval from NSE vide letter dated April 21, 2025 to use the name of NSE in this Red Herring Prospectus for listing of equity shares on Emerge Platform of NSE.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-
(a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,
shall be liable to action under section 447 of the Companies, Act 2013.

Consents

Consents in writing of Our Directors, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Banker to the Company; Book Running Lead Manager, Registrar and Share Transfer Agent, Registrar to the Issue, Legal Advisor to the Issue, Banker to the Issue (Sponsor Bank)*, Underwriter to the Issue* and Market Maker to the Issue to act in their respective capacities have been be obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of filing of the Red Herring Prospectus with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, Abhay Sharma and Company, Chartered Accountants (FRN: 018749C) Statutory Auditor of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Tax Benefits relating to the possible tax benefits and Restated Financial Statements as included in this Red Herring Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Red Herring Prospectus.

Expert Opinion

Except for the reports mentioned in the section titled ***'Financial Information'*** and ***'Statement of Possible Tax Benefits'*** on page 183 and 93 of this Red Herring Prospectus, our company has not obtained any expert opinions. However, the term 'expert' shall not be construed to mean an "expert" as defined under the U.S. Securities Act, 1933.

Particulars regarding Public or Rights Issues during the last five (5) years

Our Company has not made any previous public or rights Issue in India or Abroad the five (5) years preceding the date of this Red Herring Prospectus.

Underwriting Commission, brokerage and selling commission on Previous Issues

Since this is the initial public issuing of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares in last five (5) years.

Previous issues of Equity Shares otherwise than for cash:

For detailed description please refer to section titled ***"Capital Structure"*** beginning on page 60 of this Red Herring Prospectus.

Public/ Right Issues by listed group companies, subsidiaries and associate in the last three years

Neither our company, any of our Subsidiaries or Associate have undertaken any capital Issue or any public nor rights Issue in the last three years nor listed or have made any application for listing on any stock exchange in India or overseas preceding date of filing this Red Herring Prospectus.

Performance vis-à-vis object

Our Company is an "Unlisted Company" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Issuing" in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us. Further, none of our Subsidiaries or Promoter Companies are listed on any stock exchange, so, data regarding promise versus performance is not applicable.

Performance vis-a-vis objects - Last Issue of Subsidiary Companies: Not Applicable

Option to Subscribe:

a) Investors will get the allotment of specified securities in dematerialization form only.
b) The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares:

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Red Herring Prospectus.

Partly Paid-Up Shares

As on the date of this Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

Outstanding Convertible Instruments

Our Company does not have any outstanding convertible instruments as on the date of filing this Red Herring Prospectus.

Stock Market Data of the Equity Shares:

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

Price Information of Past Issues handled by the Expert Global Consultants Private Limited

S No.	Issue Name	Issue Size (Rs. Lakhs)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date (Rs.)	% Change in closing price (% change in closing benchmark)		
						30th calendar day from listing	90th calendar day from listing	180th calendar day from listing
1	Rite Zone Chemcon India Limited	896.40	75.00	November 11, 2022	82.85	-7.99%; [0.80%]	-11.56%; [-2.60%]	-19.21%; [-0.46%]
2	Dollex Agrotech Limited	2,438.80	35.00	December 28, 2022	30.00	15.24%; [-1.27%]	-12.70%; [-6.27%]	18.10%; [3.00%]
3	Sonalis Consumer Products Limited	283.20	30.00	June 19, 2023	38.00	85.59%; [5.30%]	69.65% [7.66%]	-17.29%; [14.40%]
4	Zeal Global Services Limited	3,646.20	103.00	August 09, 2023	147.00	57.11%; [0.48%]	32.52%,]; [-1.12%]	16.29%; [10.90%]
5	Mangalam Alloys Limited	5491.20	80.00	October 04, 2023	80.00	-34.54%; [-1.56%]	-32.70%; [11.86%]	-55.46%; [14.87%]
6	Royal Sense Limited	986.00	68.00	March 19, 2024	129.20	16.10%: [1.51%]	2.65% [7.55%]	18.14%; [16.35%]
7	Jay Kailash Namkeen Limited	1,192.53	73.00	April 08, 2024	85.00	-12.59%; [-1.61%]	-21.94%; [7.30%]	-11.46%; [10.36%]
8	K2 Infragen Limited	4,054.09	119.00	April 08, 2024	167.00	-18.96%; [-1.61%]	83.90%; [-7.30%]	40.40%; [10.36%]
9	Durlax Top Surface Limited	2,856.00	68.00	June 26, 2024	109.00	-25.54%; [-1.61%]	-36.60%; [8.67%]	-42.78%; [-1.18%]
10	Mason Infratech limited	3,046.40	64.00	July 01, 2024	88.00	73.11%; [-2.88%]	61.26%; [8.44%]	-15.44 [-4.20%]
11	Trom Industries Limited	3,136.74	115.00	August 1, 2024	218.50	20.20%; [0.90%]	0.26% [-2.18%]	-24.06 [-9.54]
12	Innomet Advanced Materials Limited	3423.60	100.00	September 18, 2024	190.00	1.88%: [-2.47%]	-0.50% [-0.33%]	-44.35% [-8.75%]
13	Neelam Linens And Garments (India) Limited	1300.32	24.00	November 18, 2024	40.05	45.34% [3.76%]	-8.15% [-5.66%]	-31.01% [6.69%]
14	Purple United Sales Limited	3281.04	126.00	December 18, 2024	199.00	-15.26% [-3.67%]	-38.31 [-6.97]	NA

CIR/MIRSD/1/2012 dated January 10, 2012, Issued by SEBI, please see the website www.expertglobal.in

Notes:

(a) Source: www.screener.com for the price information

(b) Wherever 30th/90th/180th calendar day from the listing day is a holiday, the closing data of the next trading day has been considered.

(c) The Nifty 50 index is considered as the benchmark index.

Summary statement of price information of past Issues handled by BRLM

EXPERT GLOBAL CONSULTANTS PRIVATE LIMITED

Financial Year	Total no. of IPOs	Total Funds raised (Rs. Lakhs)	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		
			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%
2022-23	2	3,335.20	-	-	1	-	-	1	-	-	1	-	-	1
2023-24	4	10,406.60	-	1	-	2	-	1	1	-	1	-	-	2
2024-25	8	22,290.72	-	1	3	1	1	2	-	1	4	-	1	-

**The information is as on the date of the document. The information for each of the financial year is based on Issues listed during such financial year.*

Track record of past Issues handled by the Book Running Lead Manager

For details regarding the track record of the BRLM, as specified in Circular reference CIR/MIRSD/1/2012 Issued by SEBI, please see the website www.expertglobal.in

Stock Market data for our Equity Shares

Our Company is an "Unlisted Company" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Issuing" in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

Mechanism for Redressal of Investor Grievances

The Agreement amongst the Registrar to the Issue, our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

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

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary to whom the Application Form was submitted, giving full details such as name of the Applicant, Application Form number, Applicant's DP ID, Client ID, PAN, address of Applicant, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Application Amount was blocked or the UPI ID, date of Application Form and the name and address of the relevant Designated Intermediary where the Application was submitted. Further, the Applicant must enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to the Application submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. Our Company, BRLM and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Megha Sharma as the Compliance Officer to redress the complaints, if any, of the investors participating in the Issue. Contact details for our Compliance Officer are as follows:

Name	Megha Sharma
Address	A-57, Defence Colony, New Delhi, Delhi, India 110024
Tel.	+91 9811050241
Email	cs@eppeltone.in
Website	www.eppeltone.in

Pursuant to the press release no. PR. No. 06/2024 dated April 01, 2024, SEBI has new version of the SEBI Complaint Redress System (SCORES 2.0). This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website https://scores.sebi.gov.in/

Status of Investor Complaints

Our Company have not received any investor compliant during the three years preceding the date of the Red Herring Prospectus and hence there are no pending investor complaints as on the date of the Red Herring Prospectus.

Disposal of investor grievances by listed companies under the same management as our Company

We do not have any listed company under the same management.

Change in Auditors

Except as provided in Chapter titled ***'General Information'*** beginning on page 52, there have been no changes in our Company's auditors in the last three (3) years:

Capitalization of Reserves or Profits

Except as disclosed under section titled ***'Capital Structure'*** beginning on page 60 of this Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time since inception of the company.

Other confirmations

Any person connected with the Issue will not Issue 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 Issue, except for fees or commission for services rendered in relation to the Issue.

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, other than the ones which have already disclosed in the offer document.

No material clause of Article of Association have been left out from disclosure having bearing on the IPO/disclosure.

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

As on the date of this Red Herring Prospectus, our Company has not been granted by SEBI, any exemption from complying with any provisions of securities laws.

SECTION VIII - ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being allotted pursuant to this Issue shall be subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of the Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Application Form, any Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the Issue of capital and listing and trading of securities Issued from time to time by SEBI, the Government of India, the FIPB, the Stock Exchange, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the FIPB, the Stock Exchange, the ROC and any other authorities while granting their approval for the Issue.

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (Except Anchor investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, pursuant to SEBI Circular No. *SEBI/HO/CFD/DCR2/CIR/P/2019/133* dated *November 08, 2019 and the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (together, the "UPI Circular")*. Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.

Further vide the said circular Registrar to the Issue and Depository Participants have also been authorized to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank pari-passu in all respects including dividend with the existing Equity Shares including rights in respect of dividends and other corporate benefits, if any, declared by after the date of Allotment. For further details, please refer to the section titled ***'Description of Equity Shares and Terms of Articles of Association'*** beginning from page 263 of this Red Herring Prospectus.

Authority for the Issue

This Issue has been authorized by a resolution of the Board passed at their meeting held on July 20, 2024 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the EGM of the Company held on July 26, 2024.

Mode of Payment of Dividend

The declaration and payment of dividend, if declared, will be as per the provisions of Companies Act, 2013, SEBI Listing Regulations and any other guidelines or directions which may be Issued by the Government in this regard, the Memorandum and Articles of Association, and recommended by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. For further details, refer to the section ***'Dividend Policy'*** and ***'Description of Equity Shares and Terms of Articles of Association'*** beginning on page 182 and 263 respectively of this Red Herring Prospectus.

Face Value, Issue Price, Floor Price, and Price Band

The face value of each Equity Share is ₹ 10 and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share and at the higher end of the Price Band is ₹ [●] per Equity Share. The Anchor Investor Issue Price is ₹ [●] per Equity Share; if any.

The Price Band and the Bid Lot will be decided by our Company in consultation with the BRLM, and published by our Company in one widely circulated English language national daily newspaper i.e. Financial Express; one widely circulated Hindi language national daily newspaper i.e. Jansatta and shall be made available to the Stock

Exchange for the purpose of uploading the same on their website. 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 website of the Stock Exchange. The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares Issued by way of the Book Building Process.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with SEBI (ICDR) Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, please refer to the section titled ***'Description of Equity Shares and Terms of Articles of Association'*** beginning on page 263 of this Red Herring Prospectus.

Allotment only in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed amongst our Company, the respective Depositories, and the Registrar to the Issue:

- Tripartite agreement dated August 12, 2024 between our Company, NSDL and the Registrar to the Issue.
- Tripartite agreement dated July 11, 2024 between our Company, CDSL and the Registrar to the Issue.
- The Company's shares bear an ISIN INE11HF01010.

Market Lot and Trading Lot

Trading of the Equity Shares will happen in dematerialized form, the minimum contract size of [●] Equity Shares in terms of the *SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012* and the same may be modified by NSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful Applicants. Further, in accordance with SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Minimum Number of Allottees

In accordance with Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50(fifty) shareholders. In case the minimum number of prospective allottees is less than 50 (fifty), no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 2 (two) working days of closure of Issue.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Delhi.

The Equity Shares have not been and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulations of the Securities Act and the applicable laws of the jurisdiction where those Issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Joint Holders

Where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint with benefits of survivorship.

Nomination facility to Bidders

In accordance with Section 72(1) & 72(2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72(3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72(4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board of Directors 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 ninety days, the Board of Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Applicant would prevail. If the Applicant wants to change the nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Issue

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

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

Our Company has not made any previous public issue in India or abroad in five (5) years preceding the date of this Red Herring Prospectus. However, the Company has previously filed the Draft Red Herring Prospectus with EMERGE platform of National Stock Exchange of India (NSE EMERGE Platform) on September 24, 2024. Later, the Company in the Board meeting decided to withdraw the Draft Red Herring Prospectus dated December 07, 2024 filed with EMERGE platform of National Stock Exchange of India.

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

Bid/Issue Program

BID/ISSUE OPENS ON	Tuesday, June 17, 2025
BID/ISSUE CLOSE ON	Thursday, June 19, 2025

The Anchor Investor Bid/ Issue Period will be one Working Day prior to the Bid/ Issue Opening Date i.e., Monday, June 16, 2025, in accordance with the SEBI ICDR Regulations.

- *In terms of regulation 265 of SEBI (ICDR) Regulation, 2018, the Issue shall be open at least three working days from the date of filing the Red Herring Prospectus with the Registrar of Companies.*
- *In terms of regulation 266(1) of SEBI (ICDR) Regulation, 2018, except as otherwise provided in these regulations, the public Issue shall be kept open for at least three working days and not more than ten working days.*
- *In terms of regulation 266(2) of SEBI (ICDR) Regulation, 2018, in case of a revision in the price band, the Company shall extend the bidding (Issue) period disclosed in the red herring prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation 266 (1).*
- *In terms of regulation 266(3) of SEBI (ICDR) Regulation, 2018, in case of force majeure, banking strike or similar circumstances, our company may, for reasons to be recorded in writing, extend the Issue period disclosed in the Red Herring Prospectus, for a minimum period of three working days, subject to the provisions of sub- regulation 266(1).*

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Bid/Issue Opened Date	Tuesday, June 17, 2025
Bid/Issue Closed Date	On or about, Thursday, June 19, 2025
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	On or about, Friday, June 20, 2025
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account (T+2)	On or about, Monday, June 23, 2025
Credit of Equity Shares to Demat accounts of Allottees (T+2)	On or about, Monday, June 23, 2025
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	On or about, Tuesday, June 24, 2025

**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/Issue 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; (iv) any delay in unblocking of non-allotted/partially allotted Bids, exceeding two Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated*

February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the remitter bank (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on NSE is taken within Three Working Days from the Issue Closing Date, the time table may change due to various factors, such as extension of the Issue Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

The SEBI is in the process of streamlining and reducing the post Issue timeline for initial public issue. Any circulars or notifications from the SEBI after the date of the Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change to any revised circulars Issued by the SEBI to this effect. The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Applications and any revision to the same shall be accepted only between **10.00 a.m. and 5.00 p.m.** (IST) during the Issue Period. On the Issue Closing Date, the Applications, and any revision to the same shall be accepted between **10.00 a.m. and 5.00 p.m.** (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Book Running Lead Manager to the Stock Exchange. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Red Herring Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public Issues, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

The Registrar to the Issue 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/ Issue Opening Date till the Bid/Issue 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.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/ Issue Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In case of force majeure, banking strike or similar circumstances, the Company may, for reasons to be recorded in writing, extend the bidding (Issue) period disclosed in the Red herring prospectus (in case of a book-built Issue) or the Issue period disclosed in the prospectus (in case of a fixed price Issue), for a minimum period of three working days, subject to the Bid/ Issue Period not exceeding 10 working days.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid / Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding two Working Days from the Bid / Issue Closing Date by the intermediary responsible for causing

such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Separately, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensated on 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	Instantly revoke the blocked funds other than the original application amount and ₹ 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	Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and ₹ 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 finalization 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 BRLM 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.

Bids and any revision in Bids shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST")) during the Bid / Issue Period (except on the Bid / Issue Closing Date) at the Bidding Centers as mentioned on the Application Form except that:
On the Bid / Issue Closing Date:

- *4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and*
- *until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.*

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

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

Minimum Subscription

In terms of Regulation 260(1) of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten, so this Issue is not restricted to any minimum subscription level. For details of underwriting arrangement, kindly refer the chapter titled ***'General Information - Underwriting'*** beginning on page 52 of this Red Herring Prospectus.

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Company does not receive the subscription of 100% of the Issue through this Issue document including devolvement of Underwriter within sixty days from the date of closure of the Issue, the Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. If there is a delay beyond fifteen days after the

Company becomes liable to pay the amount, the Company shall pay interest prescribed under section 40 of the Companies Act, 2013.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

The Equity Shares have not been and will not be registered, listed, or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Arrangements for Disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI Circular No. *CIR/MRD/DSA/06/2012* dated *February 21, 2012*. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the EMERGE platform of NSE.

New Financial Instruments

As on the date of this Red Herring Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the EMERGE Platform on a later date subject to the following:

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

If the paid up Capital of the company is more than ₹10 crores and up to ₹ 25 crores, we may migrate equity shares to the main board of the stock exchanges if shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if Company fulfils the eligibility criteria for listing laid down by the Main Board.

Provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

OR

Where the post- Offer face value capital of the Company listed on a SME exchange is likely to increase beyond twenty five crore rupees by virtue of any further Offer of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall migrate its specified securities listed on a SME exchange to the Main Board and seek listing of the specified securities proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board:

Provided that no further Issue of capital by the Company shall be made unless;

a) the shareholders of the Company have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at

least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;

b) the Company has obtained an in-principle approval from the Main Board for listing of its entire specified securities on it.

Provided further that where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond ₹25 crores, the company undertake further issuance of capital without migration from SME exchange to the main board, subject to the issuer undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the stock exchange(s).

Market Making

The shares issued through this Issue are proposed to be listed on the NSE EMERGE (SME Platform of NSE) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on NSE EMERGE. For further details of the market making arrangement please refer the chapter titled ***'General Information'*** beginning on page 52 of this Red Herring Prospectus.

Option to receive Securities in Dematerialised Form

In accordance with the SEBI ICDR Regulations, allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of allotment of the Equity Shares in physical form. The Equity Shares on allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Restrictions, if any on transfer and transmission of Equity Shares

Except for lock-in of the pre-Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed in the chapter ***'Capital Structure'*** beginning on page 60 of this Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled ***'Description of Equity Shares and Terms of Articles of Association'*** beginning on page 263 of this Red Herring Prospectus.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filing the Red Herring Prospectus with the RoC, Delhi, publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper i.e. Financial Express and one widely circulated Hindi language national daily newspaper i.e. Jansatta.

Application by Eligible NRI's, FPI's Registered with SEBI, VCF's, AIF's Registered with SEBI and QFI's

It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

Compliance with SEBI ICDR Regulations

Our Company shall comply with all requirements of the SEBI ICDR Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

As per the extent guidelines of the government of India, OCBs cannot participate in this Issue.

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid cum Application form, the OCB shall be eligible to be considered for share allocation.

The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an Company whose post Issue paid up capital is more than ten crore rupees and upto twenty-five crore rupees, shall Issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (**'SME Exchange')**, in this case being the NSE Emerge i.e., SME platform of NSE). For further details regarding the salient features and terms of such an Issue please refer chapter titled ***'Terms of the Issue'*** and ***'Issue Procedure'*** on page 221 and 234 of this Red Herring Prospectus.

Issue Structure

Initial Public Issue of upto 34,34,000 Equity Shares of ₹ 10 each (the "Equity Shares") for cash at a price of ₹ [●] per Equity Share (including a Share Premium of ₹ [●] per Equity Share), aggregating up to ₹ [●] Lakhs ("the Issue") by the Company Company (the "Company").

The Issue comprises a reservation of upto 1,72,000 Equity Shares of ₹ 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion) and Net Issue to Public of upto 32,62,000 Equity Shares of ₹ 10 each ("the Net Issue"). The Issue and the Net Issue will constitute 26.50% and 25.17%, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Book Building Process.

Particulars	QIB's	Non-Institutional Bidders	Retail Individual Bidders	Market Maker
Number of Equity Shares*	Not more than 16,30,000 Equity Shares	Not less than 4,90,000 Equity Shares	Not less than 11,42,000 Equity Shares	Upto 1,72,000 Equity Shares
Percentage of Issue Size Available for allocation	Not more than 50% of the Net Issue size shall be available for allocation to QIBs. However, up to 5 % of net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Fund only. Up to 60% of the QIB Portion may be available for allocation to Anchor Investors and one third of the Anchor Investors Portion shall be available for allocation to domestic mutual funds only.	Not less than 15% of the Net Issue.	Not less than 35% of the Net Issue.	05.01% of the Issue Size
Basis of Allotment / Allocation if respective category is oversubscribed	Proportionate as Follows (excluding the Anchor Investor Portion: **(a)** up to 32,000 Equity Shares, shall be available for allocation on a	Proportionate	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the	Firm Allotment

Particulars	QIB's	Non-Institutional Bidders	Retail Individual Bidders	Market Maker
	proportionate basis to Mutual Funds only; and; **(b)** 6,20,000 Equity shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above 9,78,000 Equity Shares may be allocated on a discretionary basis to Anchor Investors For further details please refer to the section titled ***'Issue Procedure'*** beginning on page 234.		remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, ***'Issue Procedure'*** on page 234.	
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Investors using Syndicate ASBA).			
Minimum Bid Size	Such number of Equity shares in multiple of [●] Equity shares such that Application size exceeds ₹ 2,00,000	Such number of Equity shares in multiple of [●] Equity shares such that Application size exceeds ₹ 2,00,000	[●] Equity Shares of Face Value of ₹ 10.00 each	[●] Equity Shares of Face Value of ₹ 10.00 each
Maximum Bid Size	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue (excluding the Anchor Portion), subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue (excluding the QIB Portion), subject to limits as applicable to the Bidder.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000	[●] Equity Shares
Mode of Allotment	Compulsorily in dematerialized form.			

**Assuming full subscription in the Issue.*

Note:

1. Our Company may in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Portion. For further details, see ***'Issue Procedure'*** on page 234 of this Red Herring Prospectus.
2. Subject to valid Bids being received at or above the Issue Price. The Issue is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 253 of the SEBI ICDR Regulations. Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail

Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, please see ***'Terms of the Issue'*** on page 221 of this Red Herring Prospectus.

3. Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Issue Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.

In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including retail applicants applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

Withdrawal of the Issue

The Company in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of National Stock Exchange of India Limited for listing of Equity Shares issued through this Issue on its SME Platform, which the Company shall apply for after Allotment and,
2. In case, the Company wishes to withdraw the Issue after Issue opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi).
3. The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared, and the Stock Exchange will also be informed promptly.
4. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public issue of Equity Shares, our Company will file a fresh Issue document with the stock exchange where the Equity Shares may be proposed to be listed.

Issue Programme

Event	Indicative Date
Bid/Issue Opens On*	Tuesday, June 17, 2025
Bid/Issue Close On**#	Thursday, June 19, 2025
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	On or about Friday, June 20, 2025
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account (T+2)	On or about Monday, June 23, 2025
Credit of Equity Shares to Demat accounts of Allottees (T+2)	On or about Monday, June 23, 2025
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	On or about Tuesday, June 24, 2025

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

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

 # UPI mandate end time and date shall be at 5.00 p.m. on the Bid/Offer Closing Date.

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. Due to limitation of time available for uploading the application on the Issue Closing Date, applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1.00 p.m. IST on the Issue Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be

uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

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 Issue Closing Date, the Bidder shall be compensated in accordance with the applicable law by the intermediary responsible for causing such delay in unblocking. The Lead-Manager shall, in our Company with the SCSBs, to the extent applicable.

Lot Size

SEBI vide circular no. *CIR/MRD/DSA/06/2012* dated *February 21, 2012* ("Circular") standardized the lot size for Initial Public Issue proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform.

Further to the circular, at the Initial Public Issue stage the Registrar to Issue in consultation with Book Running Lead Manager, our Company and NSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading.

ISSUE PROCEDURE

All Bidders should read the General Information Document for Investing in Public Issue prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI ("General Information Document") and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section "PART B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

Additionally, all Applicants may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Applicants eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Applicants and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Issue; (vi) price discovery and allocation; (vii) general instructions (limited to instructions for completing the Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Application Form; (x) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 1, 2018* read with its circular no. *SEBI/HO/CFD/DIL2/CIR/P/2019/50* dated *April 3, 2019*, has introduced an alternate payment mechanism using Unified Payments Interface **("UPI")** and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. **("UPI Phase I")**. The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by Retail Individual Bidders through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days 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 has been 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 Issue will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, and circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on or after May 1, 2021 except as set out in circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the provision of this circular are deemed to form part of this Prospectus. Furthermore, pursuant to circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 5,00,000 shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 1, 2022 and the provisions of this circular are deemed to form part of this Prospectus. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/ 2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the Offer will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

Our Company, the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus.

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 issue (opening on or after May 1, 2022) whose application sizes are 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 has introduced certain additional measures for streamlining the process of initial public Issues and redressing investor grievances. 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 issue 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/Issue Closing Date, in accordance with the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, has reduced the timelines for refund of Application money to two days.

The Book Running Lead Manager shall be the nodal entity for any Issues arising out of public issuance process.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Book Running Lead Manager.

Further, our Company, Promoter and BRLM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in the Issue.

PART A

Book Built Process

The Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company may in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue

Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Investors should note that according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges. However, investors may get the specified securities rematerialized subsequent to allotment.

Application Form

Retail Individual Applicants can submit their applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, the SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

Application Forms will be available with the Syndicate/sub-Syndicate members; if any, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download on the website of the Company, Book Running Lead Manager and Stock Exchange, SME Platform of NSE, at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 01, 2018*.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centers only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

Pursuant to SEBI Circular dated *January 1, 2016* and bearing no. *CIR/CFD/DIL/1/2016*, the Application Form has been standardized. Also, please note that pursuant to SEBI Circular *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* investors in public Issues can only invest through ASBA mode. The prescribed colors of the Application Form for various investors applying in the Issue are as follows:

Categories	Color*
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue
Anchor Investors	White

**Excluding Electronic Application Form*

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges. For RIBs using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. For ASBA Forms (other than RIBs using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *March 16, 2021* and SEBI vide circular no. *SEBI/HO/CFD/DIL2/P/CIR/2021/570* dated *June 02, 2021*.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of

stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to Designated Intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant bid details, including UPI ID, in the electronic bidding system of Stock Exchange.

Further, Intermediaries shall retain physical application forms submitted by retail individual investors with UPI as a payment mechanism, for a period of six months and thereafter forward the same to the Company/ Registrar to the Issue. However, in case of electronic forms, "printouts" of such applications need not be retained or sent to the Company. Intermediaries shall, at all times, maintain the electronic records relating to such forms for a minimum period of three years.

Applicants shall only use the specified Application Form for making an Application in terms of the Red Herring Prospectus.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the website of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries"):

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retail investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Application Form. It is clarified that Retail Individual Bidders may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For application submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds.

	Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re- submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

Availability of Red Herring Prospectus and Application Forms

The Application Forms and copies of the Red Herring Prospectus may be obtained from the Registered Office of our Company and Book Running Lead Manager to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE.

Who can apply?

In addition to the category of Applicants as set forth under "General Information Document for Investing in Public Issues-Category of Investors Eligible to participate in an Issue", the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- Indian national resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-institutional applicant's category;
- Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- Foreign Venture Capital Investors registered with the SEBI;
- Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold

and invest in equity shares;
- National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Insurance funds set up and managed by army, navy or air force of the Union of India;
- Multilateral and bilateral development financial institution;
- Eligible QFIs;
- 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;
- Any other persons eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:
- Minors (except through their Guardians)
- Partnership firms or their nominations
- Foreign Nationals (except NRIs)
- Overseas Corporate Bodies

As per the existing RBI regulations, OCBs cannot participate in this Issue.

Maximum and Minimum Application Size

For Retail Individual Applicants

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed ₹ 2,00,000.

For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

Basis of Allotment

Allotment will be made in consultation with the Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

a) The total number of Shares to be allocated to each category as a whole shall be arrived at on proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).

b) The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
   For applications where the proportionate allotment works out to less than [●] Equity shares the allotment will be made as follows:
   - Each successful applicant shall be allotted [●] Equity shares; and
   - the successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of

Shares worked out as per (2) above.

c) If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of [●] Equity shares subject to a minimum allotment of [●] Equity shares.

d) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity shares, results in the actual allotment being higher than the shares Issued, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Red Herring Prospectus.

e) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
   - As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
   - The balance net Issue of shares to the public shall be made available for allotment to Individual applicants other than retails individual investors and other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
   - The unsubscribed portion of the net Issue to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

Retail Individual Investor means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Book Running Lead Manager and Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Prospectus. No Retail Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue.

Flow of Events from the closure of issue period (T DAY) Till Allotment:

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allotees as per process mentioned below:

Process for generating list of allotees: -

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.

On the basis of the above, the RTA will work out the allotees, partial allotees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

Participation by Associates /Affiliates of BRLM and the Market Makers

The BRLM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/ affiliates of the BRLM/ Underwriters and Market Maker, if any may subscribe to Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. Promoters and Promoter Group and any persons related to our Promoters and Promoter Group cannot participate in the Issue.

Bids by eligible NRIs

Eligible NRIs may obtain copies of Application Form from the members of the Syndicate, the sub- Syndicate, if applicable, the SCSBs, the Registered Brokers, RTAs and CDPs. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Application Form. Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than ₹ 2,00,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 2,00,000 would be considered under the Non-Institutional Category for allocation in the Issue. In case of Eligible NRIs bidding under the Retail Category through the UPI mechanism, depending on the nature of the investment whether repatriable or non-repatriable, the Eligible NRI may mention the appropriate UPI ID in respect of the NRE account or the NRO account, in the Application Form. Eligible NRIs bidding on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs bidding on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour). For details of restrictions on investment by NRIs, please refer to the chapter titled ***'Restrictions on Foreign Ownership of Indian Securities'*** beginning on page 260 of this Red Herring Prospectus.

Bids by HUFs

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta." Bids by HUFs may be considered at par with Bids from individuals.

Bids By FPIs Including FIIs

On January 7, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely 'foreign institutional investors' and 'qualified foreign investors' are subsumed under a new category namely 'foreign portfolio investors' or 'FPIs'. RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

Option to Subscribe in the Issue

As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Applicants

Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Red Herring Prospectus to be registered with the ROC and also publish the same in two national newspapers (one each in English and Hindi) with wide circulation. This advertisement shall be in prescribed format. Our Company will file the Red Herring Prospectus with the ROC at least 3 (three) days before the Issue Opening Date.

Copies of the Application Form along with Abridged Red Herring Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Application Forms will also be available on the websites of the

Stock Exchange. Any applicant who would like to obtain the Red Herring Prospectus and/ or the Application Form can obtain the same from our Registered Office.
Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such application forms that do not contain such details are liable to be rejected.

Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.

Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.

The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares issued to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

Applications by eligible NRIs on Repatriation Basis

Application Forms have been made available for eligible NRIs at our registered office.

Eligible NRIs applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under reserved category. The Eligible NRIs who intend to get the amount blocked in the Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category. Under FEMA, general permission is granted to companies vide notification no. *FEMA/20/2000 RB* dated *May 03, 2000* to Issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of Issue of shares of allotment to NRIs on repatriation basis. Allotment of Equity shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity shares will be allowed to be repatriated along with the income thereon subject to the permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

Application by FPIs (including FIIs)

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Issue until the expiry of its registration with SEBI as an FII or subaccount, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

Further, pursuant to the Master Directions on Foreign Investment in India Issued by the RBI dated January 4, 2018 (updated as on March 8, 2019) the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid-up value of each series of debentures or preference shares or warrants. FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

- Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may Issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is Issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are Issued only to persons who are regulated by an appropriate regulatory authority; and such offshore derivative instruments are Issued after compliance with 'know your client' norms. Further, pursuant to a Circular dated November 24, 2014 Issued by the SEBI, FPIs are permitted to Issue offshore derivate instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. An FPI is also required to ensure that no further Issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations; and
- Prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Application by SEBI registered Alternative Investment Fund (AIF), Venture Capital Funds and Foreign Venture Capital Investors

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors: Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Issue. The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's. The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public issue of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

All FIIs and FVCIs should note that refunds, dividends, and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company and the BRLM will not be responsible for loss, if any, incurred by the Applicant.

Application by Mutual Funds

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made. The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

Applications by Limited Liability Partnerships

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration Issued under the LLP Act, 2008 must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

Applications by Insurance Companies

In case of applications made by insurance companies registered with IRDA, a certified copy of certificate of registration Issued by IRDA must be attached to the Application Form. Failing this, our Company consultation with the BRLM, reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the "IRDAI Investment Regulations"), as amended (the "IRDA Investment Regulations"), are broadly set forth below:

a) Equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
b) The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
c) The industry sector in which the investee company belong to not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.
d) The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹25,00,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹5,00,000.00 million or more but less than ₹25,00,000.00 million. Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars Issued by IRDA from time to time.

Applications under Power of Attorney

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 Lakhs, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of

the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

With respect to the applications by VCFs, FVCIs and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration Issued by the IRDA must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of ₹ 2500 Lakhs and pension funds with minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the Book Running Lead Manager may deem fit.

Application by Provident Funds/Pension Funds

In case of Applications made by provident funds with minimum corpus of ₹ 2,500 Lakhs (subject to applicable law) and pension funds with minimum corpus of ₹ 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. The above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in this Red Herring Prospectus.

Applications by Banking Companies

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration Issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserve the right to reject any Application without assigning any reason. The investment limit for banking companies in non-financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee Company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Applications by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account

using ASBA, they should have a separate account in their own name with any other SEBI registered with the IRDA, a certified copy of certificate of registration Issued by IRDA must SCSBs. Further, such account shall be used solely for the purpose of making application in public Issues and clear demarcated funds should be available in such account for such applications.

Applications by Systemically Important Non-Banking Financial Companies In case of Applications made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration Issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Application Form. Failing this, our Company in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. Systematically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars Issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time. Issue procedure for Application Supported by Blocked Account (ASBA) Applicants In accordance with the SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below.

a) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLM.
b) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹200 lakhs. A Bid cannot be submitted for over 60.00% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹200 lakhs.
c) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
d) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date.
e) Our Company in consultation with the BRLM will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:
   - maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹200 lakhs;
   - minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200 lakhs but up to ₹2,500 lakhs, subject to a minimum Allotment of ₹100 lakhs per Anchor Investor; and
   - in case of allocation above ₹2,500 lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 lakhs, and an additional 10 Anchor Investors for every additional ₹2,500 lakhs, subject to minimum allotment of ₹100 lakhs per Anchor Investor.
f) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation will be made available in the public domain by the BRLM before the Bid/ Issue Opening Date, through intimation to the Stock Exchange.
g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
h) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
i) One half of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.
j) Neither the BRLM or any associate of the BRLM (other than mutual funds sponsored by entities which are

associate of the BRLM or insurance companies promoted by entities which are associate of the BRLM or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the BRLM or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the BRLM shall apply under the Anchor Investors category. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

Method and Process of Applications

a) The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.
b) The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.
c) During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
d) The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.
e) Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

For Applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries there than SCSBs:	After accepting the application form, respective Designated Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

f) The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
g) Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
h) If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
i) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.
j) The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdraw/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

Terms of payment

The entire Issue Price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants. SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs. The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Payment Mechanism

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 01, 2018*, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40 (3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case maybe.

Option to Receive Equity Shares in Dematerialized Form

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013. Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges. Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

Pre-Issue Advertisement

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 01, 2018*, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

The information set out above is given for the benefit of the Bidders/applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Electronic Registration of Applications

a) The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
b) The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
c) The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and

commissions in relation to,

- The applications accepted by them,
- The applications uploaded by them
- The applications accepted but not uploaded by them or with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.

d) Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,

- The applications accepted by any Designated Intermediaries
- The applications uploaded by any Designated Intermediaries or
- The applications accepted but not uploaded by any Designated Intermediaries

e) The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.

f) With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

Sr. No.	Details*	Sr. No.	Details*
1.	Symbol	2.	PAN
3.	Intermediary Code	4.	DP ID
5.	Location Code	6.	Client ID
7.	Application No.	8.	Quantity
9.	Category	10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields.*

g) With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:

- Name of the Applicant;
- IPO Name:
- Application Form Number;
- Investor Category;
- PAN (of First Applicant, if more than one Applicant);
- DP ID of the demat account of the Applicant;
- Client Identification Number of the demat account of the Applicant;
- Number of Equity Shares Applied for;
- Bank Account details;
- Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained, and Bank account number.

h) In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.

i) The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

j) In case of Non-Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.

k) The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the

compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

l) The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing. Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
m) The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Allocation of Equity shares

- The Issue is being made through the Book Built Process wherein upto 1,72,000 Equity Shares shall be reserved for Market Maker and 11,42,000 Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non-Retail Applicants.
- Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange.
- Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- In terms of SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
- Allotment status details shall be available on the website of the Registrar to the Issue.

Signing of Underwriting Agreement

Our company will enter into an Underwriting agreement before filing prospectus.

Filing of Prospectus with ROC

A copy of the Red Herring Prospectus and Prospectus will be filed with the ROC in terms of Section 26 of Companies Act, 2013.

Pre-Issue Advertisement

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) Process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 01, 2018*, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper i.e. Financial Express; and (ii) Hindi National Newspaper i.e. Jansatta each with wide circulation.

Issuance of Allotment Advice

Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload on its website. On the basis of approved Basis of Allotment, the Company shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to the Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant. Company will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account

within 4 working days of the Issue Closing date. The Company also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the Company.

Designated Date

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue. The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

Advertisement regarding Issue Price and Red Herring Prospectus

Our Company will Issue a statutory advertisement after the filing of the Red Herring Prospectus with the ROC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the floor Price and cap price.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per section 39 of the Companies Act, 2013, if the "Stated Minimum Amount" has not been subscribed and the sum payable on application is not received within a period of thirty days from the date of Issue of the Red Herring Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as maybe prescribed under that section. If the Company does not received the subscription of 100% of the Issue through this Issue document including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Company shall forthwith refund the entire subscription amount received. If there is a delay beyond two days after the Company become liable to pay the amount, the Company shall pay interest prescribed under section 39 of the Companies act, 2013.

General Instructions

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- All Bidders should submit their Bids through the ASBA process only;
- Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
- 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 Application Form;
- Bidders (other than RIIs bidding through the non-UPI Mechanism) should submit the Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations. RIIs bidding through the non-UPI Mechanism should either submit the physical Application Form with the SCSBs or Designated Branches of SCSBs under Channel I (described in the UPI Circulars) or submit the Application Form online using the facility of 3-in 1 type accounts under Channel II (described in the UPI Circulars);
- Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than RIBs using the UPI Mechanism) in the Application Form;
- RIBs using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
- RIBs using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the Bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs 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;
- RIBs bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the Issue;
- RIBs submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid is listed on the website of SEBI at

https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;

- RIBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only UPI ID is included in the Field Number 7: Payment Details in the Application Form;
- RIBs using the UPI Mechanism shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI;
- If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the signature of the First Bidder in case of joint Bids, is included in the Application Forms;
- QIBs and Non-Institutional Bidders should submit their Bids through the ASBA process only. Pursuant to SEBI circular dated November 01, 2018 and July 26, 2019, RII shall submit their bid by using UPI mechanism for payment;
- Ensure that the name(s) given in the 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 Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Bid options;
- Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
- Bidders, other than RIBs using the UPI Mechanism, shall ensure that they have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries
- Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the I.T. 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;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- 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;
- Ensure that the category and the investor status is indicated;
- Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that the Application Forms are delivered by the Bidders within the time prescribed as per the Application Form and the Red Herring Prospectus;
- Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
- Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
- Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
- Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Application Form at the time of submission of the Bid;

- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Application Form;
- RIBs shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid / Issue Closing Date.
- RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
- RIBs using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and
- Bids by Eligible NRIs and HUFs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Portion, and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the Issue.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2019/85* dated *July 26, 2019* is liable to be rejected.

Don'ts:

- Do not apply for lower than the minimum Application size.
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Investors);
- Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
- RIBs should not submit a Bid using the UPI Mechanism, unless the name of the bank where the bank account linked to your UPI ID is maintained, is listed on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;
- RIB should not submit a Bid using the UPI Mechanism, using a Mobile App or UPI handle, not listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company.
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding ₹ 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the General Index Register number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant;
- All Investors submit their applications through the ASBA process only except as mentioned in SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 & SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021;
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended;
- 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 RIB Bidders using the UPI Mechanism;
- Do not Bid for a Bid Amount exceeding ₹ 2,00,000 (for Bids by Retail Individual Investors);
- 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.

The Applications should be submitted on the prescribed Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Other instructions for the Bidders

Joint Bids

In the case of Joint Bids, the Bids should be made in the name of the Bidder whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Bidder would be required in the Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.

All communications may be addressed to such Bidders and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Multiple Bids

A Bidder should submit only one Application Form. Submission of a second Application Form to either the same or to another member of the Syndicate, the sub-Syndicate, SCSB, Registered Broker, RTA and CDP and duplicate copies of Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

Investor Grievance

In case of any pre-Issue or post-Issue related problems regarding demat credit/refund orders/unblocking etc., the Investors can contact the Compliance Officer of our Company.

Nomination Facility to Bidders

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

Submission of Bids

- During the Bid/ Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- In case of Bidders (excluding NIIs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- For Details of the timing on acceptance and upload of Bids in the Stock Exchange Platform Bidders are requested to refer to the Red Herring Prospectus.

Grounds of Technical Rejections

Bidders are advised to note that SEBI, vide Circular No. *CIR/CFD/14/2012* dated *October 04, 2012* has introduced an additional mechanism for investors to submit Application forms in public Issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, Insane persons;
- PAN not mentioned in the Application Form;

- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of [●];
- The amounts mentioned in the Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Applications as defined in the Red Herring Prospectus;
- Applications made using a third party bank account or using third party UPI ID linked bank account
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Red Herring Prospectus and as per the instructions in the Red Herring Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications by Applicants, other Retail Individual Applicants, not submitted through ASBA process and Applications by Retail Individual Applicants not submitted through ASBA process or the UPI process;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.
- In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

Applicant's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected. **Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicant's bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Book Running Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Application Form

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 1 (one) working days of date of Allotment of Equity Shares. The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Issue Closing Date;
- Giving of Instructions for refund by unblocking of amount via ASBA not later than 2(two) working days of the Issue Closing Date, would be ensured; and
- If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Right to Reject Applications

In case of QIB Applicants, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

Equity Shares in Dematerialized Form with NSDL or CDSL

- An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis- à-vis those with their Depository Participant.
- It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The trading of the Equity Shares of our Company would be only in dematerialized form.

Communications

Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Agreement dated August 12, 2024 among NDSL, the Company and the Registrar to the Issue; and
- Agreement dated July 11, 2024 among CDSL, the Company and the Registrar to the Issue.
- The Company's shares bear ISIN INE11HF01010.

To, **Megha Sharma** **Company Secretary & Compliance Officer** A-57 Defence Colony, New Delhi 110024, India **Tel. No.** +91 9811050241 **E-Mail:** cs@eppeltone.in **Website:** www.eppeltone.in	To, **Skyline Financial Services Private Limited** A/506, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri East, Mumbai – 400 072, Maharashtra, India **Tel No.:** +91 22 2851 1022 **Email Id:** ipo@skylinerta.com **Investor Grievance Email Id**: grievances@skylinerta.com **Contact Person:** Anuj Rana **Website:** www.skylinerta.com **SEBI Registration No.:** INR000003241

Payment into Escrow Account(s) for Anchor Investors

Our Company in consultation with the BRLM, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

a. In case of resident Anchor Investors: "Eppeltone Engineers Limited Anchor R A/c"; and
b. In case of Non-Resident Anchor Investors: "Eppeltone Engineers Limited Anchor NR A/c".

Anchor Investors should note that the escrow mechanism is not prescribed by the SEBI and has been established as an arrangement between our Company and the Syndicate, if any the Escrow Collection Bank and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

Disposal of Applications and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares. The Company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 3 (three) working days of closure of the Issue.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who—

a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

Procedure and time for allotment and demat credit

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Company shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares.

Bidders are advised to instruct their Depository.
Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been Allotted Equity Shares in the Issue.
a) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
b) Company will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Bidders Depository Account which will be completed within 4 Working Days of the Issue Closing Date.

The Company also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

Basis of Allotment

Allotment will be made in consultation with NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

The total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).

For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:

- Each successful applicant shall be allotted [●] equity shares;
- and the successful applicants out of the total applicants for that category shall be determined by the draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.

If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

Since present Issue is a Book Built Issue, the allocation in the net Issue to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

a) not less than thirty-five per cent. to retail individual investors;
b) not less than fifteen per cent. to non-institutional investors;
c) not more than fifty per cent. to qualified institutional buyers, five per cent. of which shall be allocated to mutual funds:

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in any other category: Provided further that in addition to five per cent. allocation available in terms of clause (c),mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

Names of entities responsible for finalizing the Basis of Allotment in the event of Under Subscription.
In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the SME Platform of NSE – the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018. As per the RBI regulations, OCBs are not permitted to participate in the Issue.

There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

Undertakings by Our Company

We undertake as follows:

- That the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 3 (Three) Working days of closure of the Issue;
- That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be Issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- That our Promoter's contribution in full has already been brought in;
- That no further Issue of Equity Shares shall be made till the Equity Shares issued through the Red Herring Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh Issue document with the ROC/ SEBI, in the event our Company subsequently decides to proceed with the Company;
- That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
- 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 specified period of closure of the Issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- That Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;
- Adequate arrangements shall be made to collect all Application Forms from the Applicants;
- That the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and that none of the promoters or directors of the company is willful defaulter or Fraudulent Borrower under Section 5(c) of SEBI (ICDR) Regulations, 2018.
- that except for any allotment of Equity Shares pursuant to the Pre-IPO Placement, no further Issue of Equity Shares shall be made until the Equity Shares Issued or Issued through the Red Herring Prospectus are listed or until the Bid monies are refunded / unblocked in the ASBA Accounts on account of non-listing, under-subscription, etc.

Utilization of Issue Proceeds

The Board of Directors of our Company certifies that:

- All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our company indicating the purpose for which such monies have been utilized;
- Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- Our Company shall not have recourse to utilize the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- Our Company undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 **("FEMA")**. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India **("RBI")** and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India **("DIPP").**

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment **("FDI")** through press notes and press releases. The DIPP, has Issued consolidated FDI Policy Circular of 2020 **("FDI Policy 2020")**, which with effect from *October 15, 2020*, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy Issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy from time to time and therefore, FDI Policy 2020 will be valid until the DIPP Issues an updated circular.

The RBI Issues Master Directions on Foreign Investment in India and updates the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. *RBI/FED/2017- 18/60 FED Master Direction No. 11/2017-18* dated *January 4, 2018*, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may Issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh Issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions.

Under the current applicable FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present our Company is involved in the business of manufacturing. 100% foreign direct investment through automatic route is permitted in the sector in which our Company operates.

At present, the FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017 has been superseded by FEMA (Non -Debt Instruments) Rules, 2019 dated October 17, 2019 (FEMA Non- Debt Rules). The sectoral cap given in the FEMA Non-Debt Rules shall come into effect from April 01, 2020.

As per the extant policy of the Government of India, OCBs cannot participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation. An erstwhile OCB may transfer equity instruments subject to the directions Issued by the Reserve Bank of India from time to time in this regard. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company investors will not Issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines.

Investment conditions/restrictions for overseas entities

The maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, Foreign Portfolio Investors (FPIs), Non-Resident Indian (NRI)/ Overseas Citizen of India (OCI), Limited Liability Partnerships (LLPs), Foreign Venture Capital Investor (FVCI), Investment Vehicles and Depository Receipts (DRs) under Schedule I, II, III, VI, VII, VIII and IX of the FEMA Non Debt Rules. Any equity holding by a person resident outside India resulting from the conversion of any debt instrument under any arrangement shall be reckoned as a foreign investment under the sectoral cap.

Investment by FPIs under Portfolio Investment Scheme (PIS)

Aggregate FPI up to 49% of the paid up capital on a fully diluted basis or the sectoral or statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions as the case may be, if such investment does not result in the transfer of ownership or control to persons resident outside India and

other investments by a person resident outside India shall be subject to the conditions of Government approval and compliance of sectoral conditions as laid down in the FEMA Non Debt Rules.

Other foreign investments will be subject to conditions of Government approval and compliance with sectoral conditions as per FDI Policy 2020 till the time the new sectoral cap as mentioned in the FEMA Non-Debt Rules comes into effect. The total foreign investment, direct and indirect, in the issuing entity, will not exceed the sectoral/statutory cap.

With regards to purchase/sale of equity instruments of an Indian company by an FPI under PIS, the total holding by each FPI or an investor group shall be less than 10 % of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants Issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24 % of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 % and 24 % will be called the individual and aggregate limit, respectively.

With effect from the April 01, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as laid out in sub-paragraph (b) of paragraph 3 of Schedule I of the FEMA Non-Debt Rules, with respect to its paid- up equity capital on a fully diluted basis or such same sectoral cap percentage of paid-up value of each series of debentures or preference shares or share warrants. The aggregate limit as provided in sub-paragraph (b) of paragraph 3 of Schedule I may be decreased by the Indian company concerned to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively before March 31, 2020. Further, the Indian company which has decreased its aggregate limit to 24% or 49% or 74%, may increase such aggregate limit to 49% or 74% or the sectoral cap or statutory ceiling respectively as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively. Also, once the aggregate limit has been increased to a higher threshold, the Indian company cannot reduce the same to a lower threshold. The aggregate limit with respect to an Indian company in a sector where FDI is prohibited shall be 24%.

Investment by NRI or OCI on repatriation basis

The purchase/sale of equity instruments as defined under the FEMA Non Debt Rules of a listed Indian company on repatriation basis on a recognized stock exchange in India by NRI or OCI is allowed subject to certain conditions under Schedule III of the FEMA Non Debt Rules that is: The total holding by any individual NRI or OCI shall not exceed 5 % of the total paid-up equity capital on a fully diluted basis or should not exceed 5 % of the paid-up value of each series of debentures or preference shares or share warrants Issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10 % of the total paid-up equity capital on a fully diluted basis or shall not exceed 10 % of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 % may be raised to 24 % if a special resolution to that effect is passed by the general body of the Indian company.

Investment by NRI or OCI on non-repatriation basis

The Schedule IV of the FEMA Non-Debt Rules deals with Purchase/ sale of equity Instruments or convertible notes or units or contribution to the capital of a LLP by a NRI or OCI on non-repatriation basis. It shall be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions by RBI.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or Issued within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being Issued and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those Issues and sale occur.

Further, no Issue to the public (as defined under Directive 20003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such Issue made under exemptions available under the Prospectus Directive, provided that no such Issue shall result in a requirement to publish or supplement a prospectus pursuant

to the Prospectus Directive, in respect of the Issue. Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorized. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION IX - DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

EPPELTONE ENGINEERS LIMITED
A COMPANY LIMITED BY SHARES

Article Number	Content
	PRELIMINARY
	Subject as hereinafter provided the Regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company.
	INTERPRETATION
1.	In these regulations— (a) "the Act" means the Companies Act, 2013, (b) "the seal" means the seal of the company.
2.	Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
	SHARE CAPITAL AND IN VARIATION OF RIGHTS
3.	Subject to the provisions of the Act and these Articles, the share capital of the company shall be under the control of the Directors who may Issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
4.	(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of Issue shall be provided,- (a) one certificate for all his shares without payment of any charges; or (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first. (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon. (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to Issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
5.	(i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on The back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be Issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. (ii) The provisions of Articles (5) and (6) shall mutatis mutandis apply to debentures of the company.
6.	Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
7.	(i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40. (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
8.	(i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of Issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the Issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the Issued shares of the class in question.

Article Number	Content
9.	The rights conferred upon the holders of the shares of any class Issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of Issue of the shares of that class, be deemed to be varied by the creation or Issue of further shares ranking pari passu there with.
10.	Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be Issued on the terms that they are to be redeemed on such terms and in such manner as the company before the Issue of the shares may, by special resolution, determine.
	LIEN
11.	(i) The company shall have a first and paramount lien- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company: Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
12.	The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made— (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
13.	(i) To give effect to any such sale, the Board may authorize some person/s to transfer the shares sold to the purchaser thereof. (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer. (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
14.	(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
	CALLS ON SHARES
15.	(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares. (iii) A call may be revoked or postponed at the discretion of the Board
16.	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
17.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
18.	(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten percent per annum or at such lower rate, if any, as the Board may determine. (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
19.	(i) Any sum which by the terms of Issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of Issue such sum becomes payable. (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, for feature or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
20.	The Board—

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	(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.
	TRANSFER OF SHARES
21.	(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
22.	The Board may, subject to the right of appeal conferred by section 58 decline to register— (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the company has alien.
23.	The Board may decline to recognise any instrument of transfer unless— (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transfer or to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares.
24.	On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
	TRANSMISSION OF SHARES
25.	(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares. (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
26.	(i) Any person becoming entitled to a share inconsequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either— (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made. (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
27.	(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
28.	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company: **Provided that** the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
	FORFEITURE OF SHARES
29.	If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

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30.	The notice aforesaid shall— (a) Name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
31.	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
32.	(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
33.	(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares. (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
34.	(i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of. (iii) The transferee shall thereupon be registered as the holder of the share. (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
35.	The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of Issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
	ALTERATION OF CAPITAL
36.	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 there solution.
37.	Subject to the provisions of section 61, the company may, by ordinary resolution, — (a) consolidate and divide all or any of its share capital in to shares of larger amount than its existing shares; (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid- up shares of any denomination; (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
38.	Where shares are converted into stock, — (a) The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose. (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage. (c) such of the regulations of the company as are applicable to paid- up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

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39.	The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,— (a) its share capital; (b) any capital redemption reserve account; or (c) any share premium account.
	CAPITALIZATION OF PROFIT
40.	(i) The company in general meeting may, upon the recommendation of the Board, resolve— (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards— A. paying up any amounts for the time being unpaid on any shares held by such members respectively; B. paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; C. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause(B); D. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be Issued to members of the company as fully paid bonus shares; E. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
41.	(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall— (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and Issues of fully paid shares if any; and (b) generally do all acts and things required to give effect thereto. (ii) The Board shall have power— (a) to make such provisions, by the Issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and (b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of the irrespective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares; (iii) Any agreement made under such authority shall be effective and binding on such members.
	BUY-BACK OF SHARES
42.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
	GENERAL MEETINGS
43.	All general meetings other than annual general meeting shall be called extra-ordinary general meeting.
44.	(i) The Board may, whenever it thinks fit, call an extraordinary general meeting. (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
	PROCEEDINGS AT GENERAL MEETINGS
45.	(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
46.	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
47.	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

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48.	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
	ADJOURNMENT OF MEETING
49.	(i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
	VOTING RIGHTS
50.	Subject to any rights or restrictions for the time being attached to any class or classes of shares,— (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
51.	A member may exercise his vote at a meeting by electronic means in accordance with section108 and shall vote only once.
52.	(i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
53.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
54.	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
55.	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
56.	(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
	PROXY
57.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
58.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
59.	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
	BOARD OF DIRECTORS
60.	The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The following are First Directors of the Company: 1. Harish Chander Chowdhary 2. Amit Chowdhary
61.	(i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

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	(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them— (a) In attending and returning from meetings of the Board of Directors or any committee there of or general meetings of the company; or (b) in connection with the business of the company.
62.	The Board may pay all expenses incurred in getting up and registering the company.
63.	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
64.	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
65.	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
66.	(i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.
	PROCEEDINGS OF THE BOARD
67.	(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
68.	(i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
69.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
70.	(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their member to be Chairperson of the meeting.
71.	(i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board
72.	(i) A committee may elect a Chairperson of its meetings. (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
73.	(i) A committee may meet and adjourn as it thinks fit. (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
74.	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
75.	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

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	CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER
76.	Subject to the provisions of the Act,— a. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; b. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
77.	A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
	THE SEAL
78.	(i) The Board shall provide for the safe custody of the seal. (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of atleast two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
	DIVIDENDS AND RESERVE
79.	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
80.	Subject to the provisions of section123, 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.
81.	(i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit. (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
82.	(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.
83.	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.
84.	(i) Any dividend, interest or other monies payable in cash in respect to 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.
85.	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.
86.	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.
87.	No dividend shall bear interest against the company.
	ACCOUNTS
88.	(i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

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	(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
	WINDING UP
89.	Subject to the provisions of Chapter XX of the Act and 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
90.	Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.
	BORROWING POWERS
91.	Subject to the provision of the Act and these articles, the Board may from time to time at its discretion, raise funds or borrow monies for the purpose of business of the company or secure the payment of any sum or sum of money for the company so borrowed, by way of mortgage, pledge, hypothecation, giving as guarantee or by providing as security, or to sell or otherwise dispose of the whole or any part of such loan or borrowing or undertaking, any land, business, property rights or assets of the company including all and every description, apparatus or appliances or any shares or interest therein respectively in such manner and for such consideration as the company may think fit and according to the procedure of Company Law and in particular of shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.

SECTION X - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of Red Herring Prospectus which will be filed with the RoC. Copies of the contracts and the documents for inspection referred to hereunder may be inspected at our Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Red Herring Prospectus until the Issue Closing Date. The copies of the contracts and the documents for inspection referred to hereunder have also been uploaded on the website of our Company at www.eppeltone.in

MATERIAL CONTRACTS

1. Issue Agreement dated August 30, 2024 executed between our Company and BRLM.
2. Agreement dated August 30, 2024 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated May 13, 2025 among our Company, BRLM, Banker to the Issue and the Registrar to the Issue.
4. Syndicate Agreement dated May 13, 2025 entered into amongst our Company, BRLM, Registrar and the Syndicate Member
5. Market Making Agreement dated May 13, 2025 between our Company, BRLM and Market Maker.
6. Underwriting Agreement dated May 13, 2025 between our Company, BRLM and Underwriter.
7. Tripartite Agreement dated August 19, 2024 among CDSL, our Company and Registrar to the Issue.
8. Tripartite Agreement dated August 12, 2024 among NSDL, our Company and Registrar to the Issue.

MATERIAL DOCUMENTS

1. Certificate of Incorporation dated September 18, 2002 issued by the Registrar of Companies, Delhi & Haryana.
2. Fresh Certificate of Incorporation dated June 19, 2024 issued by the Registrar of Companies, NCT of Delhi & Haryana consequent upon Conversion of our Company to Public Limited Company.
3. Certified copies of the Memorandum and Articles of Association of our Company as amended.
4. Copy of the Board Resolution dated July 20, 2024 and Copy of Shareholder's Resolution dated July 26, 2024 authorizing the Issue and other related matters.
5. Copy of the Board Resolution dated December 31, 2024, June 09, 2025 and [●] for approval of Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus.
6. Copies of annual reports of our Company for the financial year March 31, 2024, March 31, 2023 March 31, 2022 and March 31, 2021.
7. Restated Financial Statements for the Financial Year March 31, 2025, March 31, 2024 and March 31, 2023.
8. Consents letters of Promoters, Directors, KMP, SMP, Statutory Auditors, Legal Advisor to the Issue, Banker to the Issue & Sponsor Bank, BRLM, Registrar to the Issue, Underwriter, Market Maker and Syndicate Member to include their names in the Red Herring Prospectus to act in their respective capacities.
9. Copy of the Statement of Tax Benefits dated May 15, 2025 from the Statutory Auditor.
10. Certificate on KPIs issued by our Statutory Auditors dated May 15, 2025.
11. Report titled "Industry Report on Electricity Infrastructure in India & Electricity Meters" dated August 27, 2024, issued by D&B.
12. Due Diligence Certificate from BRLM dated December 31, 2024.
13. Addendum to Draft Red Herring Prospectus dated August 17, 2025.
14. Approval from NSE vide letter dated April 21, 2025 to use the name of NSE in the Issue document for listing of Equity Shares on the SME Platform of the NSE.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines and regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SEBI Act, 1992 or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements made in this Red Herring Prospectus are true and correct.

SIGNED BY ALL THE DIRECTORS, CFO AND CS OF OUR COMPANY

Name	Designation	Signature
Rohit Chowdhary (DIN: 01995105)	Managing Director	Sd/-
Deven Chowdhary (DIN: 09198677)	Whole Time Director	Sd/-
Reshu Chowdhary (DIN: 10510320)	Chairperson and Non-Executive Director	Sd/-
Sandeep Thukral (DIN: 03193362)	Independent Director	Sd/-
Jyoti Bala (DIN: 07862358)	Independent Director	Sd/-
Rishab Nagpal (PAN: AUMPN0772C)	Chief Financial Officer	Sd/-
Megha Sharma (PAN: JRSPS1012N)	Company Secretary & Compliance Officer	Sd/-

Place: New Delhi
Date: June 09, 2025